

RESOLUTION NO. 11 - 35

**RESOLUTION OF
THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST
AUTHORIZING APPOINTING AN ASSISTANT DIRECTOR**

WHEREAS, pursuant to the New Jersey Environmental Infrastructure Trust Act, constituting Chapter 334 of the Pamphlet Laws of 1985 of the State of New Jersey (N.J.S.A. 58:11B-1 *et seq.*), as the same may be amended and supplemented from time to time (the “Act”), and, specifically, Section 5(h) thereof, the New Jersey Environmental Infrastructure Trust (the “Trust”) may appoint and employ an Executive Director and any other officers or employees as it may require for the performance of its duties; and

WHEREAS, pursuant to Part III, Section 4 of the by-laws of the Trust (the “By-Laws”), the Executive Director, *inter alia*, shall have all of the power and authority delegated to him or her in accordance with (i) the By-Laws, (ii) the actions of the Trust, or (iii) otherwise pursuant to the provisions of the Act; and the Executive Director shall, subject to the provisions of the By-Laws, have general supervisory and management responsibility over the staff and day-to-day activities of the Trust; and the Executive Director shall have the power to sign checks in accordance with Part VII of the By-Laws, and shall, under the direction of the Treasurer of the Trust, keep the financial records of the Trust and provide for custody of funds and other property of the Trust; and

WHEREAS, pursuant to Part IV of the By-Laws, the Trust, *inter alia*, shall as permitted by law name and appoint, from time to time, such additional officers as it may require who shall be under direct supervision of the Executive Director, unless otherwise so designated by the Trust; and

WHEREAS, pursuant to Part III, Section 6 of the By-Laws, the Assistant Director shall assume the duties and responsibilities of the Executive Director in the Executive Director’s absence; and

WHEREAS, pursuant to the authority granted by Section 5(h) of the Act and Part IV of the By-Laws, the Trust established the position of Assistant Director in 1997; and

WHEREAS, since 1997, the title of Assistant Director and the essential functions thereof have been vested in a member of senior staff foregoing the need for additional staffing; and

WHEREAS, since 2004, the functions of Assistant Director were performed by the Trust’s Chief Financial Officer, Maryclaire D’Andrea, who retired from the Trust on July 31, 2011; and

WHEREAS, given the need for continuation of the Assistant Director's functions, it is the desire of the Trust to designate a current senior staff member to ensure (i) the proper administration of the Trust in the absence of the Executive Director, (ii) the satisfaction in full of various actions vested in the Assistant Director through Board action and existing policies, and (iii) that such functions be performed without resort to additional staffing.

NOW THEREFORE BE IT RESOLVED by the governing body of the Trust as follows:

Section 1. The Board of Directors of the Trust hereby appoints Frank Scangarella to serve as the New Jersey Environmental Infrastructure Trust's (NJEIT) Assistant Director of the Trust at an annual salary of \$115,000 and to perform the following duties and responsibilities, in addition to his current duties and responsibilities as Chief Operating Officer: (i) the responsibilities of the Assistant Director as defined in Part III, Section 6 of the NJEIT By-Laws and (ii) the responsibilities of the Assistant Director as defined in the NJEIT's policies and procedures; (iii) such other duties and responsibilities as the Executive Director shall determine, pursuant to Section 5(h) of the Act and Part IV of the By-Laws.

Adopted Date: August 11, 2011

Motion Made By: Mr. Barrack

Motion Seconded By: Mr. Briant

Ayes: 6

Nays: 0

Abstentions: 0