

SIXTH AMENDED AND RESTATED

COPY

BY-LAWS

OF THE

PLAINFIELD MUNICIPAL UTILITIES AUTHORITY

ARTICLE I

AUTHORITY

The name of the Authority shall be The Plainfield Municipal Utilities Authority, created by the City of Plainfield, County of Union, State of New Jersey.

ARTICLE II

OFFICE

1. The principal office of the Authority shall be at 127 Roosevelt Avenue, Plainfield, New Jersey 07061.

2. The Authority may have offices, including the principal office, at such other places as the Authority may from time to time designate.

ARTICLE III

POWERS OF THE AUTHORITY

The powers of the Authority shall be consistent with those identified in N.J.S.A. 40:14B-20 and N.J.S.A. 40:14B-40 and any other powers authorized by said statute as the same may be amended or supplemented from time to time.

ARTICLE IV

PURPOSE OF THE AUTHORITY

The purposes of the Authority shall be consistent with those identified in N.J.S.A. 40:14B-19, including the provision of water supply, sewerage collection, solid waste collection, recycling, and transfer station services, and any other purpose authorized by said statute as the same may be amended or supplemented from time to time.

ARTICLE V

AUTHORITY MEMBERSHIP

The Authority shall consist of five Regular Members and two Alternate Members. The Alternate Members shall be designated as "Alternate No. 1" and "Alternate No. 2" and shall serve in that order. The Alternate Members shall serve during the absence or disqualification of any Regular Member. The Alternate Members may participate in the discussions of the proceedings but may not vote except in the absence or disqualification of a Regular Member. A vote shall not be delayed in order that a Regular Member may vote instead of an Alternate Member.

ARTICLE VI

OFFICERS

1. The Officers of the Authority shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary and such other officers as may be designated by the Authority from time to time

to perform such duties as may be designated by the Authority. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected from among the Members of the Authority. The Executive Director shall serve as the Assistant Secretary.

2. Each of the Officers, except as set forth in Paragraph 1 above, shall be elected by the Members of the Authority at the Annual Meeting and shall hold office until the following Annual Meeting and until their successors have been elected and qualified.

3. Vacancies in the positions of Chairperson, Vice-Chairperson, Treasurer, and Secretary shall be filled by the Authority for the unexpired balance of the term by Special Election at the next Regular Meeting or at a Special Meeting called for such purpose in accordance with these By-laws.

ARTICLE VII

CHAIRPERSON AND VICE-CHAIRPERSON

1. The Chairperson shall preside at all meetings of the Authority, and prepare or approve the agenda for each meeting, and shall have such other functions, powers, and duties as may be delegated to him or her by these By-laws, by resolution of the Authority, or by state or federal law. Except as otherwise authorized by resolution of the Authority, the Chairperson or the Vice-Chairperson shall sign all contracts, deeds, legal

documents, and other instruments made by or with the Authority or as required by law to be otherwise signed or executed.

2. The Chairperson, or through him or her, the Executive Director, shall be responsible for general communications affecting the Authority businesses, operations and public relations, unless otherwise authorized by the Authority.

3. The Vice-Chairperson shall possess such powers and perform such duties as may be delegated to him or her by these By-laws or by resolution of the Authority or by state or federal law. The Vice-Chairperson shall also have the power to perform the duties of the Chairperson in the absence of the Chairperson or in the event of the Chairperson's death, inability or refusal to act.

ARTICLE VIII

TREASURER

The Treasurer shall have the care and custody of and be responsible for all of the funds and securities of the Authority. The Treasurer, or in their stead, such other person as authorized by the Authority, shall deposit all of such funds in the name of the Authority in such bank or banks, trust company, or trust companies, or safe deposit vault as the Authority may designate by resolution, shall keep a record of all financial transactions of the Authority in such form and detail as shall be required by resolution of the Authority and shall have such other functions,

powers and duties as may be delegated to him or her by these By-laws or by resolution of the Authority.

ARTICLE IX

SECRETARY

The Secretary, or Assistant Secretary, or in their stead, such other person as authorized by the Authority, shall keep the records of the Authority, provide notice to the members and the public of all meetings of the Authority, act as secretary of the meetings of the Authority, record all votes, prepare and keep all minutes of the proceedings of the Authority, and attest all written contracts and other obligations of the Authority. The Secretary shall have such other functions, powers, and duties as may be delegated to him or her by these By-laws, by resolution of the Authority, or by state or federal law.

ARTICLE X

CHECKS AND VOUCHERS

All disbursements of the Authority shall be made upon voucher in such form as shall be approved by the Authority. Each bill shall be approved by the Authority or by such Officer as it may by resolution designate, and each bill or claim shall be paid by bank check warranted and approved by the Chairperson, Vice-Chairperson or Treasurer and countersigned by another Officer as the Authority may designate.

ARTICLE XI

EXECUTIVE DIRECTOR, ATTORNEY, AUDITOR AND ENGINEER

The Authority shall appoint an Executive Director, attorney, auditor, and engineer each to serve under such contractual terms and conditions as may be agreed upon by the Authority

1. The Executive Director shall have such experience as may be deemed reasonably necessary by the Authority. The Executive Director shall be the chief operating officer of the Authority and shall be empowered with such authority and have such duties as shall be determined by the Authority and as may be reflected in the terms of an agreement between the Executive Director and the Authority.

2. The attorney shall be admitted to practice in the State of New Jersey and shall possess experience and expertise, at a minimum, in the areas of solid waste and sewerage. The attorney shall furnish the Authority such legal advice and counsel as shall be required and represent the Authority in legal matters or hearings.

3. The auditor shall be a registered municipal accountant or certified public accountant and shall render such auditing and accounting services as may be required by the Authority and by law.

4. The engineer shall be licensed in the State of New Jersey and shall furnish the Authority with all necessary engineering services and advice.

Nothing in this Article shall prevent the Authority from appointing more than one attorney, auditor or engineer or from employing in-house attorneys, auditors, or engineers.

ARTICLE XII

ADDITIONAL PERSONNEL

The Authority may from time to time employ such personnel as necessary to exercise its powers, duties and functions as prescribed by the laws of the State of New Jersey. The commissioners of the Authority shall, upon the advice and recommendation of the Executive Director, determine the compensation, duties, terms, selection, approval and discharge of such personnel.

ARTICLE XIII

MEETINGS OF THE AUTHORITY

1. The Authority shall hold its Annual Meeting at its first regularly-scheduled meeting in February of each year at 7:00 p.m. at the regular meeting place of the Authority. At the Annual Meeting, the Authority shall hold the election of Officers and transact such other business as may be required.

2. The Authority shall hold Regular Meetings at the regular meeting place of the Authority on the second Tuesday of every month or as otherwise set by resolution of the Authority.

3. All Annual and Regular Meetings shall be general meetings open for transactions of any business without special notice of said business.

4. Special Meetings of the Authority may be called by the Secretary or Assistant Secretary on request of the Chairperson or by any three Regular Members of the Authority. No business shall be transacted at any Special Meeting except as set out in the notice of the Special Meeting.

5. The Authority shall hold all meetings at its regular meeting place or at such other place as may be approved by resolution. The Authority shall provide adequate notice of all meetings of the Authority to its Members and the public as required by the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

6. The Authority shall conduct all meetings in compliance with the Open Public Meetings Act, N.J.S.A 10:4-6 et seq. and according to the latest edition of Robert's Rules of Order, except as the Authority may otherwise authorize by unanimous consent.

7. Members are required to attend the scheduled meetings of the Authority. Should a Member fail to attend three consecutive meetings or fail to attend three of five meetings

without an excused absence the Authority shall provide notice of such absences to the City Council of the City for such action as deemed appropriate by the Council.

ARTICLE XIV

QUORUM

1. The powers of the Authority shall be vested in its Members.
2. The attendance of any three Members (Regular or Alternate) of the Authority at any proceeding shall constitute a quorum for the purposes of conducting the Authority's business and exercising its powers and for all other purposes.
3. When a quorum is in attendance, action may be taken and motions and resolutions adopted by the Authority by an affirmative vote of at least three Members at any such meeting.
4. The voting on all matters coming before the Authority shall be by voice vote unless otherwise required by law or these By-laws.

ARTICLE XV

ORDER OF BUSINESS

1. The order of business at Regular Meetings shall be:
 - a) Open Public Meetings Law
 - b) Salute to flag
 - c) Roll call
 - d) Approval of the minutes of previous meetings
 - e) Communications
 - f) Executive Director's Report
 - g) Report of committees
 - h) Unfinished business

- i) New business
- j) Public hearings

2. All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

3. At the Annual Meeting, the election of Officers shall follow the report of committees.

ARTICLE XVI

AMENDMENTS

Those By-laws which incorporate the statutory law of the State of New Jersey may not be altered, amended, or repealed, unless there is a change in the governing statute. All other By-laws may be altered, amended, repealed or modified by an affirmative vote of at least three Members at any Regular Meeting or at a Special Meeting called for the purpose of amending the By-laws.

ARTICLE XVII

COMMITTEES

1. The Authority may act as a committee of the whole unless there shall be established committees, standing or otherwise, as determined by the Members.

2. The Chairperson may appoint Members to the standing committees identified in this Article from among the Members. The appointments may be made at any time but shall terminate as of the date of the next succeeding Annual Meeting and the appointment of successors. Vacancies shall be filled by the

Chairperson for the unexpired balance of the term. Each committee shall consist of two Members, one of which shall be a Regular Member. The Executive Director shall be an ex-officio and voting member of each standing committee. The Chairperson shall elect a chairperson for each committee from among the Regular Members. All committees shall make regular reports to the Authority which shall include recommendations about any matter coming within their jurisdiction. The identity, powers, and duties of each standing committee are as follows:

a. Budget and Finance Committee. This Committee shall be responsible for the review of budgets and financial statements, bills and claims, ratemaking, bonding, banking, insurance, real estate, audit and personnel.

b. Administration and Facilities Committee. This Committee shall be responsible for employee awards, labor relations, legal matters, medical matters, public relations, and community liaison. This Committee shall also be responsible for all plants, owned, leased, or operated by the Authority, including the sanitary sewerage system, the transfer station, offices, and equipment.

3. Notwithstanding the above, to the extent that the Authority shall, at the direction of the Chairperson, act as a committee of the whole as provided above, the Chairperson shall

have no obligation to appoint members to the standing committees identified herein.

4. The Chairperson may from time to time appoint such ad hoc committees, consisting of two Members, one of which shall be a Regular Member, as he or she may deem necessary. The term of an ad hoc committee shall expire when it has completed the performance of the functions for which it was established.

ARTICLE XVIII

FISCAL YEAR

The fiscal year of the Authority shall begin on January 1 of each year and shall end on December 31 of that year.

ARTICLE XIX

CONFLICT OF INTEREST

No Member, officer, or employee of the Authority shall have or acquire any interest, direct or indirect, in the utility system or in any property included or planned to be included in the utility system or in any contract or proposed contract for materials or services to be furnished to or used by the Authority, but neither the holding of any office or employment in the government of any county or municipality or under any law of the State, nor the owning of any property within the State shall be deemed a disqualification for membership in or employment by the Authority.

ARTICLE XX

CODE OF ETHICS

Each Member of the Authority shall be required to abide by the Code of Ethics as set forth in the Local Government Ethics Law, N.J.S.A. 40A:9-22.1 et seq. as such may be amended and/or supplemented from time to time.

ARTICLE XXI

TERMS OF OFFICE AND REMOVAL

Each Member of the Authority shall hold office for the term for which he or she was appointed and until his or her successor has been appointed and has qualified. A Member may be removed pursuant to N.J.S.A. 40:14B-16 only by the governing body by which he or she was appointed and only for inefficiency or neglect of duty or misconduct in office and after he or she shall have been given a copy of the charges against him or her and not sooner than 10 days thereafter had opportunity in person or by counsel to be heard thereon by such governing body.

ARTICLE XXII

COMPENSATION AND EXPENSES

The Authority shall compensate its Members at an annual rate of \$4,500, the manner and timing of payment to be determined by the Authority.

The Authority shall reimburse its Members for necessary expenses incurred in the discharge of their duties, evidence of

said expenses to be provided in a manner consistent with the Authority's standard bookkeeping and accounting practices.

A Member who has accumulated two unexcused absences during the calendar year shall not receive compensation for any and all subsequent unexcused absences that may occur during that calendar year.

ARTICLE XXIII

LIABILITY AND INDEMNIFICATION OF AUTHORITY AND OFFICERS

1. The Authority shall indemnify, defend and hold harmless each Member, all Officers and employees of the Authority (and their heirs, executors and administrators), now or hereafter serving on the Authority or on behalf of the Authority, against all costs, expenses and liabilities reasonably incurred by them in connection with or arising out of any claim, action, suit or proceeding in which they may be involved by reason of being or having been a Member, Officer or employee of the Authority (whether or not such person continues to be a Member, Officer or employee at the time of incurring such costs, expenses or liabilities). The term "costs, expenses and liabilities" shall include, but shall not be limited to, court costs, counsel fees and the amount of judgments against, or amounts paid in reasonable settlement by, any such Member, Officer or employee.

2. The Authority shall not indemnify such Member, Officer or employee: (1) with respect to matters as to which such person

shall be finally adjudged in any action, suit or proceeding to have been liable for willful default or gross negligence, consisting of individual misfeasance, malfeasance or nonfeasance, in the performance of his or her duties as Member, Officer or employee of the Authority; or (2) in the event that a settlement or compromise of any such claim, action, suit or proceeding is effected, unless (a) the Authority shall have been furnished with an opinion of counsel for the Authority to the effect that such settlement or compromise is in the best interests of the Authority, and that there is no reasonable grounds for liability for willful default or gross negligence, consisting of individual misfeasance, malfeasance or nonfeasance, in the performance of the duties entrusted to such Member, Officer or employee on their part; and (b) the Authority shall have adopted a resolution approving the terms of such settlement or compromise; and (c) such settlement or compromise shall be approved by the court having jurisdiction of such claim, action, suit or proceeding, with knowledge of the indemnification provided for hereby.

3. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any Member, Officer or employee or their heirs, executors and administrators may be entitled as a matter of law.

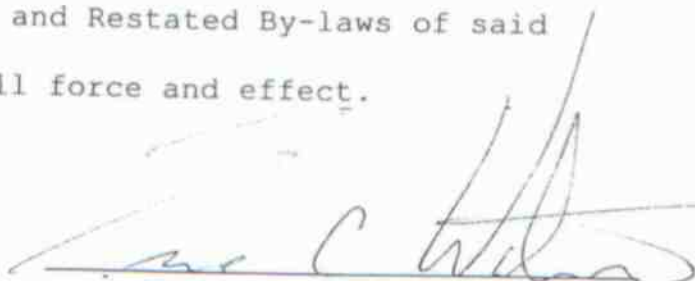
4. Notwithstanding the above, a Member, Officer or employee of the Authority shall not be personally liable to the

Authority for damages for any breach of any duty owed to the Authority, except a breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Authority; (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

CERTIFICATE

I, the undersigned Assistant Secretary of the Plainfield Municipal Utilities Authority, hereby certifies that the above is a true copy of the Fifth Amended and Restated By-laws of said Authority duly adopted and in full force and effect.

DATED:



Assistant Secretary