

MORRIS COUNTY IMPROVEMENT AUTHORITY

MINUTES of the Special Board Meeting held on October 29, 2014, at 4:00 p.m.,
Knox Conference Room #525, Morris County
Administration and Records Building, Morristown, New Jersey

At 4:05 p.m., John Bonanni, Chairman to the Morris County Improvement Authority called the meeting to order. The following persons were in attendance:

John Bonanni, Chairman
Scott Gallopo, Commissioner
Joseph Kovalcik, Commissioner
Ellen Sandman, Commissioner
Stephen B. Pearlman, Esq., Pearlman & Miranda, LLC
Matt Jessup, Esq., McManimon, Scotland and Baumann, LLC
John Krickus, Freeholder Liaison
Doug Cabana, Morris County Freeholder
John Cesaro, Morris County Freeholder via conference call
Kathy DeFillippo, Morris County Freeholder
Hank Lyon, Morris County Freeholder
Thomas Mastrangelo, Freeholder Director via conference call
David Scapicchio, Freeholder Deputy Director
Cathy Burd, Assistant County Administrator
Daniel W. O'Mullan, Esq., County Counsel
W. Randall Bush, Assistant County Counsel
Diane M. Ketchum, Clerk of the Board

The Freeholder Board and the Morris County Improvement Authority held this special meeting concurrently to be provided with an update by Stephen B. Pearlman, Esq. of Pearlman & Miranda, LLC and Matt Jessup, Esq. of McManimon, Scotland and Baumann, LLC. on the Solar II Litigation and Mediation proceedings.

1. Freeholder Deputy Director asked for the reading of the public statement in accordance with the Open Public Meetings Act which was then read by Clerk of the Board, Diane Ketchum.

Commissioner Bonanni asked for the reading of the public statement in accordance with the Open Public Meetings Act which was then read by recording secretary Cynthia Rueter.

2. Freeholder Deputy Director Scapicchio asked for "roll call" for the Freeholder Board. All seven (7) Freeholders were in attendance, Freeholder Director Mastrangelo - via Conference call, Freeholder Deputy Director Scapicchio, Freeholder Cabana, Freeholder Cesaro – via conference call, Freeholder Lyon, Freeholder Krickus, and Freeholder DeFillippo. A quorum was established.

Commissioner Bonanni asked for "roll call" for the Authority. Four (4) of the five (5) Commissioners were in attendance, Mr. Scott Gallopo, Mr. Joseph Kovalcik, Ms. Ellen Sandman, and Mr. John Bonanni. Ms. Christina Ramirez was excused. A quorum was established.

3. There was no public portion of the meeting.
4. Executive Session – After opening the meeting an immediate motion was made to enter Executive Session by Freeholder Cabana at 4:08 p.m. and seconded by Freeholder Lyon to discuss Solar II Litigation and Mediation.

5. Official Action

- (i) Possible Actions after Executive Session – Stephen Pearlman, Counsel for the Authority, proposed that the Commissioners authorize a shared service agreement whereby the Improvement Authority will use for litigation Morris County’s Special Counsel in connection with the Solar II Authority Renewable Energy Program.

Also discussed was that the Commissioners authorize the execution of a term sheet in connection with the Sussex County Renewable Energy Program.

All Commissioners were in agreement, therefore, two resolutions were presented in open session. #1 - authorizing a shared service agreement whereby the Improvement Authority will use for litigation Morris County’s Special Counsel in connection with the Solar II Authority Renewable Energy Program. Commissioner Gallopo made a motion to adopt this resolution, Commissioner Sandman seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and the Resolution will be assigned No. 14-38 “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE USE FOR LITIGATION OF MORRIS COUNTY’S SPECIAL COUNSEL IN CONNECTION WITH TRANCHE II OF THE AUTHORITY’S RENEWABLE ENERGY PROGRAM AND THE EXECUTION OF AN AGREEMENT WITH MORRIS COUNTY” (NO. 14-38) was adopted.

#2 – authorizing the execution of a term sheet in connection with the Sussex County Renewable Energy Program. Commissioner Gallopo made a motion to adopt this resolution, Commissioner Sandman seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and the Resolution will be assigned No. 14-39 “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING EXECUTION OF A TERM SHEET IN CONNECTION WITH THE SUSSEX COUNTY RENEWABLE ENERGY PROGRAM” (NO 14-39) was adopted.

6. Further Official Action – Nothing at this time.
7. Additional reports from Consultants – Nothing at this time.
8. Commissioner Sandman made a motion to adjourn. Commissioner Gallopo seconded the motion. All Commissioners were in favor to adjourn the meeting. The September 24, 2014 meeting of the Morris County Improvement Authority was adjourned at 5:10 p.m.

At 4:50 p.m. Commissioner Gallopo made a motion to Open Session. Commissioner Sandman seconded the motion.

Commissioner Sandman made a motion to adjourn. Commissioner Gallopo seconded the motion. All Commissioners were in favor to adjourn the meeting. The October 29, 2014 meeting of the Morris County Improvement Authority was adjourned at 5:15 p.m.

Respectfully submitted,

Cynthia Rueter
Recording Secretary