

MORRIS COUNTY IMPROVEMENT AUTHORITY

MINUTES of the Special Board Meeting held on May 28, 2015, at 6:00 p.m.,
Knox Conference Room
Administration and Records Building, Morristown, New Jersey

At 6:00 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
Christina Ramirez, Commissioner
Stephen B. Pearlman, Esq., Pearlman & Miranda, LLC
Adam Peterson, Esq., Pearlman & Miranda, LLC
Richard Lopatin, Acacia Financial
Heather Litzebauer, NW Financial
Isaac Gabel-Frank, Gabel Associates
Matt Jessup, Esq., McManimon, Scotland and Baumann, LLC

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

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

Executive Session - Commissioner Bonanni made a motion to enter into Executive Session to discuss contractual matters relating to Solar I and Solar II and regular Authority business. Commissioner Gallopo seconded the motion. At 6:03 p.m. the Board entered Executive Session.

At 7:00 p.m. Commissioner Ramirez made a motion to come out of Executive Session. Commissioner Gallopo seconded the motion.

Commissioner Bonanni asked for approval of the April 16, 2015 Special Meeting regular and executive session minutes. Commissioner Gallopo made a motion to accept the minutes of the April 16, 2015 and Commissioner Ramirez seconded the motion; Commissioner Kovalcik abstained, Commissioner Bonanni also in favor to accept the minutes of April 16th.

At the conclusion of the Executive Session Commissioner Bonanni summarized for the Public the general nature of the closed session items discussed such as contractual and appointment issues.

Commissioner Bonanni informed the public that the RFP Committee as it pertains to legal services has recommended the retention of the firm of McManimon, Scotland and Baumann for General, Bond and Special Energy Counsel to the Improvement Authority which is reflected in Resolution #20 and will be discussed later on in the meeting.

The Energy Consultant RFP is coming to a close and also discussed was extending the contracts, for a short time, for legal counsel and consulting services until the work that Pearlman & Miranda, and Gabel Associates has in process and is completed.

Also, four (4) additional resolutions will be added to the list , three of them will have do with finalizing bill payments and the fourth will be related to Solar I for some maintenance and repairs at the Mennen Arena site.

Commissioner Bonanni opened the meeting up for any questions from the Public:

Mr. Bill Eames commented he would like to ask the IA to pay particular attention to the way closed session is managed. He is concerned that contracts, etc. are not open for public comment. He would like the consideration of the public to have input prior to any future contracts being finalized, in front of the public, not behind closed doors.

Mr. George Moken, Morris Township – He would like to know more about the committee that recommended the firm for Legal Counsel to the Authority and asked who the members of the committee were. Commissioner Bonanni responded to his request. Commissioner Bonanni stated all of the tallies from the scoring sheets are public information and are posted in the Purchasing Department. Commissioner Bonanni offered to send a copy of the tallies to Mr. Moken.

Mr. Moken asked who is in charge of the solar process. Is it the Freeholders? Is the Improvement Authority? Commissioner Ramirez commented that the Improvement Authority works very closely with the Freeholder Board, and has done so for years. Commissioner Bonanni explained the veto power of the Freeholder Board.

Mr. Moken asked who will make the final decision regarding the EPC Bids for Energy Consultant. Commissioner Bonanni explained it will be the new Energy Consultant along with the Build/No Build Committee.

Mrs. Barbara Eames asked that as the Authority moves forward would be possible for the public to participate or to observe/hear the process regarding the build/no build sites. Commissioner Bonanni responded that once the confidentiality matter has been removed, the Improvement Authority would look to make as much information as possible to the public.

Mrs. Eames asked where the IA records will be kept new that there is new legal counsel. Will they be transferred to the new firm? Commissioner Bonanni stated that all records will be retained by the prior counsel; however, they will be available to the public if needed.

Mr. Albanese, Morris Township asked who are the three Freeholders that have been discussed and are the decisions that are being made include the other four Freeholders? Commissioner Bonanni explained there are three committees, the Legal process Committee for McManimon, Scotland, the Energy Consultant RFP Committee which is in progress Hank Lyon, Tom Mastrangelo and Kathy DeFillippo, and the Build/No Build Committee and those Freeholders will be Scapicchio, Krickus and DeFillippo. So every Freeholder is involved in the process.

Commissioner Bonanni asked if there were any other questions of the public. Hearing none the meeting moved into Official Actions.

Agenda item 6(i) was discussed – Resolution authorizing the Annual CGLP renewal. Commissioner Kovalcik made a motion to adopt this resolution, Commissioner Gallopo seconded the motion. Roll was called. The resolution was approved unanimously No. 15-19 “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE PREPARATION AND SUBMISSION OF A LETTER APPLICATION TO THE LOCAL FINANCE BOARD PURSUANT TO LOCAL AUTHORITIES FISCAL CONTROL LAW AND OTHER APPLICABLE LAW, ALL IN

CONNECTION WITH THE RENEWAL OF THE AUTHORITY'S COUNTY GUARANTEED LEASING PROGRAM AND CERTAIN OTHER RELATED MATTERS" (No. 15-19) was adopted.

Agenda item 6(ii) was discussed – Resolution authorizing the Firm of McManimon, Scotland & Baumann, LLC as General, Bond and Special Energy Counsel to the Improvement Authority. Commissioner Kovalcik made a motion to adopt this resolution, Commissioner Ramirez seconded the motion. Roll was called. The resolution was approved unanimously “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE EXECUTION OF A CONTRACT FOR GENERAL, BOND AND SPECIAL ENERGY COUNSEL SERVICES” (No. 15-20) was adopted.

Agenda item 6(iii) was discussed - Resolution authorizing Pearlman & Miranda, LLC and Gabel Associates to finalize work in process beyond the original resignation date of June 1, 2015. Commissioner Ramirez made a motion to adopt this resolution, Commissioner Gallopo seconded the motion. Roll was called. The resolution was approved unanimously No. 15-21 “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE RETENTION OF ITS EXISTING LEGAL COUNSEL AND ENERGY CONSULTANT BEYOND JUNE 1, 2015, FOR CERTAIN LIMITED PURPOSES” (No. 15-21) was adopted.

Agenda item 6(iv) was discussed - Resolution amending the 2015 Improvement Authority Budget due to change in note interest. Commissioner Gallopo made a motion to adopt this resolution, Commissioner Ramirez seconded the motion. Roll was called. The resolution was approved unanimously No. 15-22 “Resolution Requesting Change in Title, Text or Amount of Appropriation Pursuant to N.J.A.C. 5:31 – 2.8 (No. 15-22) was adopted.

Agenda item 6(v) was discussed - Resolution adopting the 2015 Improvement Authority Budget. Commissioner Gallopo made a motion to adopt this resolution, Commissioner Kovalcik seconded the motion. Roll was called. The resolution was approved unanimously (No. 15-23) “RESOLUTION ADOPTING THE 2015 AUTHORITY BUDGET FOR THE FISCAL YEAR BEGINNING JANUARY 1, 2015 AND ENDING, DECEMBER 31, 2015 (No. 15-23) was adopted.

Agenda item 6(vi) Bill List - Resolution approving the payment of bills as listed on the Schedule of Warrants. Commissioner Gallopo made a motion to adopt this resolution; Commissioner Kovalcik seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution “Bill List” (NO.15-24) was adopted.

Commissioner Ramirez made a motion to adjourn the meeting. Commissioner Gallopo seconded the motion.

The May 28, 2015 meeting of the Morris County Improvement Authority was adjourned at 7:30 p.m.

Respectfully submitted,

Cynthia Rueter
Recording Secretary