

**MINUTES OF THE REGULAR MEETING OF THE PARKING AUTHORITY OF
THE TOWN OF MORRISTOWN, HELD TUESDAY, AUGUST 16, 2011, AT
THE OFFICES OF THE PARKING AUTHORITY, 14 MAPLE AVENUE, SUITE
101, MORRISTOWN, NEW JERSEY, AT 6:00 P.M. PREVAILING TIME**

The meeting was called to order by Chairperson Brady, who then announced that "Notice of this meeting was provided in accordance with a Resolution adopted by the Board of Commissioners of the Parking Authority of the Town of Morristown, New Jersey at the Reorganization Meeting on January 4, 2011, setting forth the time, date and location of each meeting. A copy of the Resolution was distributed to The Daily Record and The Star Ledger, filed with the Executive Director of the Parking Authority, posted on the Bulletin Board at the Parking Authority Office building and mailed to any person who has requested and prepaid the established fee for such mailing".

Present - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Also Present- George Fiore, Executive Director, Patrick W. Geary, Operations Manager, Robert S. Goldsmith, Esq., Parking Authority Counsel; Gary Pulcini, Financial Consultant, and Scott Galano of Gibbons P.C., Bond Counsel.

Absent - Commissioner Garibian.

At this point, the Executive Director presented the Minutes of the July 19, 2011, Regular Meeting. On motion of Commissioner Lucia, seconded by Commissioner Elms, the Minutes were approved.

The following communications were presented for the record:

Under date of July 11, 2011

To: Anthony Cipullo, AVP, GID Investment Advisors LLC
From: George Fiore, Executive Director

Correspondence enclosing a check in the amount of \$13,500 representing payment of parking income due for May, June and July 2011.

On motion of Commissioner Lucia, seconded by Commissioner Gervasio, the letter was accepted for file.

Under date of July 20, 2011

To: MPA
From: Douglas R. Henshaw, Esq.

Correspondence advising of Notice of Hearing on July 28, 2011 seeking preliminary and final major site plan relief to construct an addition to the existing Building located at 1 ½ Maple Avenue, Morristown, NJ.

On motion of Commissioner Lucia, seconded by Commissioner Gervasio, the letter was accepted for file.

Under date of July 22, 2011

To: Christopher J. Grell, Bank of New York Mellon
From: George Fiore, Executive Director

Correspondence requesting excess funds over \$300,000 be transferred to the Series 2002 General Reserve and Replacement Fund, and directing that such funds be invested in treasury notes or treasury bills and available for the February 1, 2012 debt service payment.

On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the letter was accepted for file.

Under date of July 22, 2011

To: Christopher J. Grell, Bank of New York Mellon
From: George Fiore, Executive Director

Correspondence requesting that all funds in the Series 2002 General Reserve and Replacement Fund and Series 1997 General Reserve and Replacement Fund be invested in treasury notes or treasury bills and available for the February 1, 2012 debt service payment.

On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the letter was accepted for file.

Under date of July 22, 2011

To: Christopher J. Grell, Bank of New York Mellon
From: George Fiore, Executive Director

Correspondence requesting a transfer of \$225,000 from the Series 2002 General Reserve and Replacement Fund into the MPA Improvement Fund Checking Account.

At this point, the Executive Director advised the Board that the elevator nearest the booth at the Ann Bank parking garage had experienced significant malfunctions, with individuals trapped but released from the malfunctioning elevator. The Executive Director advised that he was in negotiations with Schindler to essentially rebuild the elevator. The original proposal was approximately \$128,000 and has been reduced, during negotiations, to \$105,000. This would be an essentially rebuilt elevator including the new hydraulic drive unit, hoistway control equipment, hangers, rollers, guides, interior car doors, emergency lowering feature, cab interior renovation, digital leveling system and including an Alternate option to install elevator smoke detectors. The Executive Director noted that the County would bear 40% of the cost. He felt that there was a need to move promptly and was asking the Trustee to transfer \$225,000, which includes funding for the parking access equipment system wide upgrade and elevator modernization, from the Series 2002 General Reserve and Replacement Fund and deposit into the MPA Improvement Fund Checking Account to make funds available for the replacements.

On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the letter was accepted for file.

Under date of July 25, 2011

To: Mr. Kenneth Thompson
From: George Fiore, Executive Director

Correspondence outlining terms and conditions for a proposed lease of the basement office space at 14 Maple Avenue, Morristown, New Jersey.

At this point, the Executive Director advised the Board of the expressed interest in the basement office space at 14 Maple Avenue by a public adjuster. The Executive Director indicated that the terms proposed were similar to the terms proposed to the prospective tenants brought to the MPA by Ms. Godby.

On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the letter was accepted for file.

Under date of July 28, 2011

To: John Draikiwicz, Esq.
From: George Fiore, Executive Director

Correspondence enclosing the original copies of the Termination Agreements with Chase Bank, and requesting fully executed originals be returned to MPA for its file.

On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the letter was accepted for file.

At this point, under the Report portion of the meeting, the Executive Director presented to the Board the June 2010/2011 Comparative Meter Revenue Report. On motion of Commissioner Lucia, seconded by Commissioner Gervasio the report was accepted for file.

At this point, under the Report portion of the meeting, the Executive Director presented to the Board the June 2010/2011 Comparative Cash Revenue Report. On motion of Commissioner Lucia, seconded by Commissioner Gervasio the report was accepted for file.

At this point, under the Report portion of the meeting, the Executive Director presented the June 2010/2011 Year-to-Date Revenue Summary. On motion of Commissioner Lucia, seconded by Commissioner Gervasio the report was accepted for file.

At this point, under the Report portion of the meeting, the Executive Director presented to the Board the July 2011 Monthly Enforcement Report. On motion of Commissioner Lucia, seconded by Commissioner Gervasio the report was accepted for file.

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At this point, under the Report portion of the meeting, the Executive Director presented to the Board the July 2010/2011 Comparative Cash Revenue Report. On motion of Commissioner Lucia, seconded by Commissioner Gervasio the report was accepted for file.

At this point, under the Report portion of the meeting, the Executive Director presented the July 2010/2011 Year-to-Date Revenue Summary. On motion of Commissioner Lucia, seconded by Commissioner Gervasio the report was accepted for file.

At this point, under the Old Business portion of the meeting, the Executive Director presented the revised MPA Handbook which modified the worker's compensation policy. He indicated that the original policy provided for 100% coverage and resulted in no incentive for the employee to return to work. The proposed modification will provide 20 days' coverage at 100%, 10 days' coverage at 85%, and thereafter, 70% coverage of compensation.

On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the revised MPA Handbook with the worker's compensation policy as revised was authorized on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Nays - None.

Absent - Commissioner Garibian.

At this point, under the Old Business portion of the meeting, the Executive Director presented for memorialization, Authorization of the Termination Agreement for the Reserve Forward Delivery Agreements Bond Series 1997/2002 and Bond Series 1998/2004. Counsel advised that it was a prudent move and Mr. Fiore reminded the Board that 3 members of the Board had already been polled and authorized execution of the Termination Agreement. On motion of Commissioner Gervasio, seconded by Commissioner Elms, the execution of the Termination Agreement was memorialized on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Nays - None.

Absent - Commissioner Garibian.

At this point, under the Old Business portion of the meeting, the Report/Authorization for the Advance Refunding Bond Series 2002 and Bond Series 2004 was presented by Gary Pulcini of Valco Capital Ltd. and Scott Galano of Gibbons P.C., MPA Bond Counsel. Mr. Pulcini, Mr. Galano, Mr. Fiore and Mr. Goldsmith all apprised the Board of the advantages to the MPA by this refunding and presented the basic terms of the refunding to the Board of Commissioners. On motion of Commissioner Lucia, seconded by Commissioner Gervasio, Resolution 38-2011 (Supplemental Resolution Providing for the Issuance of \$9,890,000 Guaranteed Parking Revenue Bonds Series 2011 of the MPA and Determining Various Other Factors) was authorized on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Nays - None.

Absent - Commissioner Garibian.

At this point, under the Old Business portion of the meeting, On motion of Commissioner Lucia, seconded by Commissioner Gervasio, the agreement for the sale of the bonds was also authorized on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Nays - None.

Absent - Commissioner Garibian.

At this point, under the New Business portion of the meeting, the Executive Director entertained further discussion with respect to the modernization of the Ann Bank Parking Garage elevator (south elevator). The Executive Director also noted that at some point in the near future the other elevator will likely require replacement as well. On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the Administration was authorized to undertake modernization of the south elevator at the Ann Bank Parking Garage in view of the urgency and need for public safety and convenience. The authorization is not to exceed \$112,829, with further recognition that the County will be obligated to pay 40%. The motion carried on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Nays - None.

Absent - Commissioner Garibian.

At this point, under the New Business portion of the meeting, the Executive Director presented the policy recommendation for the employee use of MPA cellular phones. There was a brief discussion during which Commissioner Elms noted that it was a forward-looking policy and in all likelihood not needed, but serves the interest of the MPA. On motion of

Commissioner Elms, seconded by Chairperson Brady, the phone policy was adopted on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Nays - None.

Absent - Commissioner Garibian.

At this point, under the New Business portion of the meeting, the Executive Director and Counsel presented the proposed apartment building - Clinton Place, Morristown (Speedwell Plaza) proposed by Marshall & Moran. Mr. Goldsmith described that it was an 18-unit structure. The MPA was advised that it would not interfere with the proposed redevelopment of the Speedwell Avenue area. Mr. Goldsmith also advised the Board of four (4) meetings with the Town Planner scheduled for August 25, 2011 at 10:00, 11:30, 2:00 and 3:00 regarding a possible redevelopment along Morris Street, matters raised by Councilperson Feldman with respect to the Master Plan and Speedwell Avenue redevelopment in relation to parking issues, a meeting with respect to the proposed Marshall & Moran project on Speedwell Avenue and Clinton Place and a meeting at 3:00 with respect to the proposed redevelopment of Lot 3R owned by the MPA.

At this point, under the New Business portion of the meeting, the Executive Director advised the Board of the negotiations with Daniel E. Somers with respect to a 5-year extension of his lease at 10 Pine Street. The Executive Director noted that Mr. Somers is currently paying \$22.20/sf, which is one of the higher rents in the office building. The Executive Director advised the Board that in his negotiations with Mr. Somers, he advised that it would be simpler to maintain the rent at its existing number rather than seek a reduction in view of the notice that is required to the owner of the building, Cedric Shabsis. The Board of Commissioners agreed. On motion of Commissioner Elms, seconded by Commissioner Gervasio, the lease renewal was authorized on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio and Chairperson Brady.

Nays - None.

Absent - Commissioner Garibian.

At this point, on motion of Commissioner Lucia, seconded by Commissioner Gervasio, the Board of Commissioners retired to Executive Session.

Following Executive Session, the Board returned to the Regular Order of Business.

At this point, upon the recommendation of the Administration, the Board considered and authorized the termination of PEO Brian Hart, effective as of the meeting of August 16, 2011. On motion of Commissioner Elms, seconded by Commissioner Lucia, the termination was authorized on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio.

Nays - None.

Absent - Commissioner Garibian and Chairperson Brady.

The following Resolutions were presented for the record:

Resolution No. 35-2011 - Resolution Authorizing Payment of Bills from the Operating Fund. On motion of Commissioner Lucia, seconded by Commissioner Elms, the Resolution was adopted on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio.

Nays - None.

Absent - Commissioner Garibian and Chairperson Brady.

Resolution No. 36-2011 - Resolution Authorizing Payment of Bills from the Parking Authority of the Town of Morristown Improvement Fund Checking Account. On motion of Commissioner Gervasio, seconded by Commissioner Lucia, the Resolution was adopted on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio.

Nays - None.

Absent - Commissioner Garibian and Chairperson Brady.

Resolution No. 37-2011 - Resolution Authorizing Payment of Bills from the Parking Authority of the Town of Morristown MPA 14 Maple Avenue Office Building Reserve Fund Checking Account. On motion of Commissioner Lucia, seconded by Commissioner Elms, the Resolution was adopted on the following vote:

Ayes - Commissioners Elms, Lucia and Gervasio.

Nays - None.

Absent - Commissioner Garibian and Chairperson Brady.

Mr. Goldsmith advised the Board of Commissioners and updated them that for the first quarter, the DeHart Street Parking Garage was achieving the Level G projections for revenues and it is anticipated that no guarantee payments would be required from the Rosewood entities.

There being no further business to be transacted, on motion of Commissioner Gervasio, the meeting was held adjourned.

George Fiore, Executive Director

Michael R. Elms, Secretary

Prepared By: Robert S. Goldsmith, Esq.

MINUTES OF THE EXECUTIVE SESSION MEETING OF THE BOARD OF COMMISSIONERS, HELD AUGUST 16, 2011, AT THE OFFICES OF THE PARKING AUTHORITY, 10 PINE STREET, MORRISTOWN, NEW JERSEY AT 6:00 P.M. PREVAILING TIME

1. Personnel matters were discussed with respect to significant violations of MPA policies and procedures. The matters will not be made public as they relate to personnel. Official action shall be taken during the open public session of the meeting.

On motion of Commissioner Lucia, seconded by Commissioner Gervasio, the Board of Commissioners returned to Regular Session.

George Fiore, Executive Director

Michael R. Elms, Secretary

Prepared By: Robert S. Goldsmith, Esq.