

THE COUNCIL OF THE CITY OF HOBOKEN
MINUTES FOR
SPECIAL MEETING OF WEDNESDAY, OCTOBER 15, 2011

President Bhalla opened the meeting at 10:00 A.M. and stated, "I would like to advise all those present that notice of this meeting has been provided to the public in accordance with the provisions of the Open Public Meeting Act, and that notice published in the Jersey Journal, City website, copies were provided in the Hoboken Reporter, The Record, The Newark Star-Ledger and also placed on the bulletin board in the lobby of City Hall.

The Council President then called for the Salute to the Flag.

The Clerk then called the roll:

PRESENT: Council persons Cunningham, Giattino, Marsh, Mello, Occhipinti, and President Bhalla.

ABSENT: Castellano, Mason, Russo.

City Clerk reads the letter from Council President for calling the Special Meeting.

11-177

October 12, 2011

James J. Farina
94 Washington Street
Hoboken, NJ 07030

Dear City Clerk Farina,

Please be advised that I hereby call a Special Meeting of the Hoboken City Council for Saturday, October 15, 2011 to commence at 10:00 a.m. in the City Council Chambers at 94 Washington Street, First Floor, Hoboken, New Jersey 07030 for the following purpose:

**1. AN ORDINANCE TO AUTHORIZE THE LEASING OF MUNICIPAL PROPERTY
IN ACCORDANCE WITH THE "PARKING ACCESS AGREEMENT"**

No other matters may be discussed, introduced, considered or voted upon at this meeting. Action on the foregoing items may be taken at the meeting. Please notice in accordance with the Open Public Meetings Act.

Very Truly Yours,

Dawn Zimmer
Mayor

Received and Filed.

11-178
Z-139

**AN ORDINANCE AUTHORIZING THE CITY OF HOBOKEN TO ENTER INTO THE
"PARKING ACCESS AGREEMENT BETWEEN THE CITY OF HOBOKEN AND HUMC
OPCO, LLC" RELATING TO CITY OWNED REAL PROPERTY AND CAPITAL**

IMPROVEMENTS THEREON ON LAND COMMONLY IDENTIFIED AS 302-330 CLINTON STREET, UPON THE SATISFACTION OF THE CONDITIONS SET FORTH HEREIN

WHEREAS, the City of Hoboken is a municipal entity organized under the laws of the State of New Jersey; and

WHEREAS, HUMC OPCO, LLC is a Delaware Limited Liability Company; and

WHEREAS, HUMC OPCO, LLC is a successor in interest to Hoboken Municipal Hospital Authority, which was the assignee of interest in the 2000 Lease and Parking Access Agreement with the Hoboken Parking Authority and its assignee, the City of Hoboken; and

WHEREAS, upon sale of the hospital by Hoboken Municipal Hospital Authority, the rights and obligations under the 2000 Lease and Parking Access Agreement must be assigned to HUMC OPCO, LLC, and such assignment is an integral part of the underlying hospital purchase and sales agreement; and,

WHEREAS, the updated, amended agreement, entitled “Parking Access Agreement Between the City of Hoboken and HUMC OPCO, LLC” (“Agreement”)(*attached hereto as Schedule One*) seeks to reiterate the general intent and substantive covenants of the original agreement, with amendments where necessary to effectuate the Agreement in light of the changed circumstances; and,

WHEREAS, the Agreement specifically provides for access to and reservation of parking spaces within the Midtown Garage, located at 302-330 Clinton Street, as more formally described in Exhibit A of the Agreement; and,

WHEREAS, the Council seeks to authorize the Agreement and all encumbrances of City owned real property and capital improvements expressly described therein by way of the within Ordinance in accordance with applicable laws and case precedent.

NOW THEREFORE BE IT ORDAINED, by the City Council of the City of Hoboken, in the County of Hudson as follows:

1. Subject to the satisfaction of the conditions as set forth in this Ordinance, the City of Hoboken hereby authorizes acceptance of the terms and conditions of the Agreement, which is attached hereto as Schedule One and incorporated herein as if set forth at length herein.
2. Subject to the satisfaction of the conditions as set forth in this Ordinance, the Mayor and City Clerk are hereby authorized to conveying any interest in 302-330 Clinton Street, together with its improvements and appurtenances, and arrange for the recording of the Agreement with the County Registrar, if required by law and/or the other parties to the Agreement.
3. The conditions that are required to be satisfied as set forth in this Ordinance to allow for the effectuation of the granting of the property rights described in the Agreement relating to City owned property and improvements and appurtenances.
4. The Mayor and City Clerk and all other appropriate employees and professionals of the City of Hoboken are hereby authorized and directed to take any and all steps necessary to effectuate the purposes of this Ordinance.
5. The City retains the right to waive minor and immaterial informalities in any documentation provided to satisfy the above conditions.

6. All ordinances or parts thereof in conflict or inconsistent with this Ordinance are hereby repealed, but only to the extent of such conflict or inconsistency, it being the legislative intention that all ordinances or part of ordinances now existing or in effect, unless the same are in conflict or inconsistent with any provision of this ordinance, shall remain in effect.
7. If any section, subsection, sentence, clause, or phrase thereof is for any reason held to be invalid or unconstitutional by a court of competent jurisdiction, such decision shall not affect the validity of the remaining sections, subsections, sentences, clauses and phrases of this Ordinance, but shall remain in effect, it being the legislative intent that this Ordinance shall stand, notwithstanding the invalidity of any part thereof.

Section Two: Repeal of Inconsistent Provisions

All ordinances or parts thereof in conflict or inconsistent with this Ordinance are hereby repealed, but only however, to the extent of such conflict or inconsistency, it being the legislative intent that all ordinances or parts of ordinances now existing or in effect unless the same being conflict or inconsistent with any provision of this Ordinance shall remain in effect.

Section Three: Severability

The provisions of this Ordinance are declared to be severable and if any section, subsection, sentence, clause or phrase thereof for any reason be held to be invalid or unconstitutional by a court of competent jurisdiction, such decision shall not affect the validity of the remaining sections, subsections, sentences, clauses and phrases of this Ordinance, which shall remain in effect; it being the legislative intent that this Ordinance shall stand notwithstanding the invalidity of any part.

Section Four: Effective Date

This Ordinance shall take effect upon passage and publication as provided by law.

Section Five: Codification

This Ordinance shall be a part of the code of the City of Hoboken as though codified and fully set forth therein. The City Clerk shall have this Ordinance codified and incorporated in the official copies of the Code.

The City Clerk and the Corporation Counsel are authorized and directed to change any Chapter, Article and/or Section number of the Code of the City of Hoboken in the event that the codification of this Ordinance reveals that there is a conflict between the numbers and the existing Code, and in order to avoid confusion and possible accidental repealers of existing provisions not intended to be repeal.

President Bhalla directed the City Clerk to announce that the Council would consider for final passage the aforesaid ordinance and all persons interested at this time would be given an opportunity to be heard concerning said ordinance of which the heading was read in full.

No other person present desiring to be heard and no written protests or objections received, President Bhalla asked for a motion to close the hearing.

President Bhalla moved that the hearing be closed.

---Motion duly seconded by Councilman Cunningham

---Adopted by the following vote: YEAS: 6 – NAYS: 0 – ABSENT - 3

---Yeas: Councilpersons Cunningham, Giattino, Marsh, Mello, Occhipinti, and President Bhalla.

---Absent: Castellano, Mason, Russo.

President Bhalla then instructed the City Clerk to call the Final Vote for the above Ordinance.

---Adopted by the following vote: YEAS: 5 - NAYS: 1 –ABSENT – 3
---Yeas: Council persons Cunningham, Giattino, Marsh, Mello and President Bhalla.
---Nays Occhipinti.
---Absent: Castellano, Mason, Russo.

PUBLIC PORTION

All regular business concluded the following members of the public spoke at the Public Portion”
of the meeting: John Keim.

At 10:10 AM. the Governing Body on a motion by Council President
duly seconded by the Governing Body.

President Bhalla then adjourned the meeting at 10:10 A.M.

PRESIDENT OF THE COUNCIL

CITY CLERK