

**Newark Watershed Conservation and Development Corporation**

**Minutes of the Special Meeting of the Board of Trustees**

Wednesday, August 14, 2013

**Opening of Meeting**

Called to order: 3:12 P.M.

**Introductions/Roll Call**

Participants:

- Hon. James R. Zazzali, Trustee
- Hon. Dorothea O’C. Wefing, Trustee
- Dr. Clement A. Price, Trustee (via teleconference)
- Edwin H. Stier, Esq., Trustee
- Ernesto Butcher, Executive Director

Counsel:

- Samuel Scott Cornish, Esq.
- Jodi M. Luciani, Esq. (via teleconference)
- Matthew Baker, Esq. (Recording Secretary)

Members of the Public:

- Guy Sterling – Newark Water Group
- Walter Bryant – Newark City Council
- Joseph Beckmeyer<sup>1</sup> – Former NWCDC Engineering Consultant
- Eric Plantier, Esq.<sup>2</sup> – Hardin, Kundla, McKeon, Poletto & Polifroni, P.A., Counsel to the City of Newark

**Welcome to Trustee Stier**

Chairperson Zazzali officially welcomed recently-appointed Trustee Stier. Trustee Stier thanked the Board of Trustees (the “Board”) and stated that he looks forward to his service.

**Executive Director Report**

**Operating Budget** – Mr. Butcher advised that the August and September operating budget for the Newark Watershed Conservation and Development Corporation’s (the “NWCDC” or the “Corporation”) operating budget for August and September.

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<sup>1</sup> Mr. Beckmeyer did not arrive until the Board exited Executive Session and re-entered Public Session at 5:05 P.M.

<sup>2</sup> Mr. Plantier did not arrive until the Board exited Executive Session and re-entered Public Session at 5:05 P.M.

**Echo Lake Office** – Mr. Butcher stated that the Echo Lake Office (“Echo Lake”) is now open and being operated by the City of Newark (the “City”), which is staffing the office with one of the former NWCDC employees who had worked in that office previously. The Board discussed whether and to what extent the City has taken on all responsibilities and obligations related to Echo Lake, including whether and to what extent the NWCDC has documents at Echo Lake and remains responsible for insurance policies that cover Echo Lake.

**Personnel Matters** – Mr. Butcher noted that the two administrative employees who work with him at the NWCDC office in Newark are the only remaining NWCDC employees, and that all other former employees have returned the general releases that they received as part of their severance packages. He also advised that the NWCDC has sent letters, copies of which will be provided to the Board, to all former employees and employees that have been transferred to the City regarding the Corporation’s modified severance policy, 403(b) plan wind-down, and Defined Benefit plan wind-down.

**Form 990** – Mr. Butcher advised that the Corporation will file for a three-month extension of time to file its Form 990 with the Internal Revenue Service (“IRS”), as the form should be filled out and filed with the assistance of the auditor with which the Corporation is in the process of contracting.

**Pension Consultant Bid** – Mr. Butcher advised that the bid for pension consultant services was advertised, and that bids are due on August 20, 2013. Genova Burns Giantomasi Webster LLC (“GBGW”) confirmed that, because the contract will be awarded to the lowest responsible bid, the results of the bidding process can be reported to the Board at the Board meeting on August 21, 2013.

**Public Comment**

Chairperson Zazzali opened the meeting to public comment. Mr. Sterling asked how members of the public could access contracts that have been awarded by the NWCDC. The Board took Mr. Sterling’s request into consideration, and assured him that a prompt response would be forthcoming.

**Executive Session**

Chairperson Zazzali entertained a motion to enter Executive Session.

*Motion to Enter Executive Session:*

Moved by Trustee Wefing Second by Trustee Price

<b>Vote:</b>	<b><u>Yes</u></b>	<b><u>No</u></b>	<b><u>Abstain</u></b>	<b><u>Absent</u></b>
The Hon. Cory A. Booker, Mayor				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
Dr. Clement A. Price	X			



**Resolutions and Adjournment**

**Resolution No. 01-061 – Amending Resolution 01-060 to Authorize Compensation in an Amount Not to Exceed \$50,000 to Wiss & Company, LLP for the Term of the Contract**

Mr. Cornish provided a brief description of Resolution 01-061, noting that it amends a prior Board resolution by (i) authorizing Wiss & Company, LLC (“Wiss”) to receive compensation from the Corporation in an amount not to exceed \$50,000, and (ii) stating that Mr. Butcher has confirmed the availability of funds with which to compensate Wiss.

*Motion to Approve Resolution No. 01-061 – Amending Resolution 01-060 to Authorize Compensation in an Amount Not to Exceed \$50,000 to Wiss & Company, LLP for the Term of the Contract*

Moved by Trustee Wefing Second by Trustee Stier

<b>Vote:</b>	<b><u>Yes</u></b>	<b><u>No</u></b>	<b><u>Abstain</u></b>	<b><u>Absent</u></b>
The Hon. Cory A. Booker, Mayor				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
Dr. Clement A. Price	X			
Edwin H. Stier, Esq.	X			
Oscar S. James, II				X
William T. Merritt				X

Action taken Motion Passed and Resolution Approved

*Motion to Adjourn the Meeting:*

Moved by Trustee Wefing Second by Trustee Price

<b>Vote:</b>	<b><u>Yes</u></b>	<b><u>No</u></b>	<b><u>Abstain</u></b>	<b><u>Absent</u></b>
The Hon. Cory A. Booker, Mayor				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
Dr. Clement A. Price	X			
Edwin H. Stier, Esq.	X			
Oscar S. James, II				X
William T. Merritt				X

Action taken Motion Passed and Meeting Adjourned

The meeting was adjourned at 5:12 P.M.