

**Newark Watershed Conservation and Development Corporation**

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

Wednesday, December 11, 2013

**Opening of Meeting**

Called to order: 3:15 P.M.

**Introductions/Roll Call**

Participants:

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

Counsel:

- Samuel Scott Cornish, Esq.
- Angelo J. Genova, Esq.
- Matthew Baker, Esq. (Recording Secretary)

Members of the Public:

- Guy Sterling – Newark Water Group
- William Chappel – Newark Water Group
- Zemin Zhang – Newark Water Group
- Councilman Ronald Rice – Newark Municipal Council
- Councilman Augusto Amador – Newark Municipal Council
- Sylvester Allen – Newark Water Group
- Calixto Laboy – Newark Water Group
- Dan O’Flaherty – Newark Water Group
- Sarab Thapar, Esq. – Hardin, Kundla, McKeon & Poletto, PA (Counsel for the City of Newark)
- Joann Sims – Newark Water Group<sup>1</sup>
- Wynnie-Fred Hinds – Newark Water Group<sup>2</sup>
- Walter Bryant – Office of Councilwoman Mildred Crump<sup>3</sup>

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<sup>1</sup> Ms. Sims entered the meeting at 4:42 P.M.

<sup>2</sup> Ms. Hinds entered the meeting at 4:42 P.M.

<sup>3</sup> Mr. Bryant arrived during Executive Session and departed prior to the Executive Session ending.

**Executive Session**

Chairperson Zazzali noted that the Board of Trustees (the “Board”) of the Newark Watershed Conservation and Development Corporation (the “NWCDC” or the “Corporation”), in order to accommodate Councilmen Amador and Rice, would enter Executive Session immediately. He also noted that the Board, during Executive Session, would discuss severance and other personnel matters, contractual matters, pending and potential litigation, and government investigations, and that the minutes of the Executive Session will remain confidential until the end of the litigation and investigation, or until such time as the Board determines the need for confidentiality no longer exists. Chairperson Zazzali entertained a motion to enter Executive Session.

*Motion to Enter Executive Session:*

Moved by Trustee Price Second by Trustee Wefing

<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				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
Dr. Clement A. Price	X			
Edwin H. Stier, Esq.	X			
William T. Merritt				X

Action taken Motion Passed

Mr. Sterling requested permission to make a statement addressing the Board’s entrance into Executive Session. Chairperson Zazzali noted the he intended to permit public comment at a later point in the meeting, but granted permission nonetheless. Mr. Sterling read from a written statement. He stated that the Newark Water Group (the “Water Group”) believes that the Open Public Meetings Act does not permit the exclusion of the public from discussions between the Board and the Newark Municipal Council (the “Municipal Council”), and that the Water Group requests time to contact its attorney to discuss the matter, including the possibility of seeking judicial review. Mr. Cornish of Genova Burns Giantomasi Webster LLC (“GBGW”) stated that the Board’s decision to enter Executive Session is appropriate, and that counsel for the Water Group may contact him to further discuss the matter, if necessary. The Board entered Executive Session at 3:21 P.M.<sup>4</sup> Chairperson Zazzali noted that the Board will reconvene in Public Session after concluding its matters in Executive Session, and asked the public and counsel, including counsel for the NWCDC, to depart.

*Motion to Exit Executive Session and Reconvene in Public Session:*

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<sup>4</sup> Members of the public and counsel for the NWCDC left the meeting as the Board entered Executive Session. For a portion of the Executive Session, the Board and Mr. Butcher met with Councilman Augusto Amador and Councilman Ronald Rice; Walter Bryant also joined the Councilmen, the Board, and Mr. Butcher. When the Councilmen and Mr. Bryant departed, counsel for the NWCDC joined the Board for the remainder of Executive Session. The Councilmen and Mr. Bryant departed the meeting prior to the end of 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				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
Dr. Clement A. Price	X			
Edwin H. Stier, Esq.	X			
William T. Merritt				X

Action taken Motion Passed

The Board exited Executive Session and reconvened in Public Session at 4:42 P.M.<sup>5</sup>

**Report of the Interim Executive Director**

**Investment Manager RFQ** – Mr. Butcher advised that the RFQ for a fiduciary investment manager was published on December 10 and is due on December 20, that the RFQ for forensic auditing services is due on December 13, and that he expects to receive proposals in response to both RFQs.

**Resolutions**

*Motion to Approve Resolution No. 01-070 to Solicit from the Newark Municipal Council a Recommendation for a Candidate to Serve on the Board of the Newark Watershed Conservation and Development Corporation:*

Moved by Trustee Price 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				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
Dr. Clement A. Price	X			
Edwin H. Stier, Esq.	X			
William T. Merritt				X

Action taken Motion Passed and Resolution Approved

**Meeting Schedule**

Chairperson Zazzali advised that the Board will next meet on December 18, 2013.

**Public Comment**

<sup>5</sup> Members of the public re-entered the meeting as the Board reconvened in Public Session.

Chairperson Zazzali opened the meeting to public comment. Ms. Hinds spoke, stating that the Water Group and taxpayers understand that the NWCDC is requesting additional funding from the City of Newark (the “City”), but that the NWCDC’s contractual relationship with the City is unclear because it is no longer under contract with the City, no longer manages the Pequannock Watershed, and changed its charter and bylaws in 2012 to assert its independence from the City. Ms. Hinds stated that it would be irresponsible for the City to advance any additional funding to the NWCDC without a public accounting of expenditures and account balances, and a schedule and target date for the NWCDC’s ultimate dissolution. She stated that the NWCDC must set goals and deadlines for its dissolution, and that a failure to do so would allow the NWCDC to become a self-perpetuating.

Chairperson Zazzali thanked Ms. Hinds for her comment. No further comments were made.

**Adjournment**

*Motion to Adjourn the Meeting:*

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				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
Dr. Clement A. Price	X			
Edwin H. Stier, Esq.	X			
William T. Merritt				X

Action taken Motion Passed and Meeting Adjourned

The meeting was adjourned at 4:47 P.M.