

Newark Watershed Conservation and Development Corporation

Minutes of the Special Meeting of the Board of Trustees

Wednesday, December 4, 2013

Opening of Meeting

Called to order: 3:26 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
- William T. Merritt, Trustee¹
- Ernesto Butcher, Executive Director

Counsel:

- Samuel Scott Cornish, Esq.
- Matthew Baker, Esq.

Members of the Public:

- Guy Sterling – Newark Water Group
- Sarab Thapar, Esq. – Hardin, Kundla, McKeon & Poletto, PA (Counsel for the City of Newark)

Public Comment

Chairperson Zazzali opened the meeting of the Board of Trustees (the “Board”) of the Newark Watershed Conservation and Development Corporation (the “NWCDC” or the “Corporation”) to public comment. No public comment was made.

Approval of the Public Session Minutes

Motion to Approve the Public Session Minutes of the November 20, 2013 Board Meeting:

Moved by Trustee Wefing Second by Trustee Stier

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

¹ Trustee Merritt entered the meeting at 3:35 P.M.

Dr. Clement A. Price	X	
Edwin H. Stier, Esq.	X	
William T. Merritt		X

Action taken _____ Motion Passed _____

Report of the Interim Executive Director

Investment Advisor RFQ –Mr. Butcher noted that he has re-written the prior-issued investment advisor RFQ to specifically solicit proposals for a Section 338 fiduciary investment manager, and that he has contacted firms, with the help of Trustee Stier, that may consider responding to such an RFQ.

Forensic Auditor RFQ – Mr. Butcher also noted that the RFQ for a forensic auditor is due on December 13, 2013. Chairperson Zazzali requested that, on December 13, Mr. Butcher notify the Board of any proposals received in response to the RFQ for forensic auditing services.

Form 990 – Mr. Butcher advised that he and Genova Burns Giantomasi Webster (“GBGW”) have been working closely with the NWCDC’s auditor, Wiss & Co. (“Wiss”), to file the NWCDC’s 2012 IRS Form 990 and ensure that appropriate disclosures are made thereon.

Meeting with the Municipal Council – Mr. Butcher noted that the Board received a request from the Municipal Council to reschedule its December 4, 2013, meeting so that members of the Municipal Council could attend, but that the Board instructed him to respond by informing the Municipal Council of the Board’s intent to schedule a meeting on December 11, 2013. Mr. Butcher advised that he has received no response since replying to the Municipal Council’s request. The Board discussed whether it should expect members of the Municipal Council to attend the December 11 Board meeting.

OPRA Request – Mr. Butcher advised that the NWCDC received a request for documents, pursuant to the Open Public Records Act, from Ms. Cassandra Dock. Mr. Butcher noted that Ms. Dock consented to an extension of the NWCDC’s response deadline, and that the NWCDC is currently gathering the requested documents.

Executive Session

Chairperson Zazzali noted that the Board will enter Executive Session to 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 Stier _____ Second by _____ Trustee Wefing _____

Meeting Schedule

Chairperson Zazzali advised that the Board will next meet on December 11, 2013.

Adjournment

Motion to Adjourn the Meeting:

Moved by Trustee Wefing Second by Trustee Merritt

Vote:	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
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 4:15 P.M.