

## **Newark Watershed Conservation and Development Corporation**

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

Wednesday, July 24, 2013

#### **Opening of Meeting**

Called to order: 3:09 P.M.

#### **Introductions/Roll Call**

Participants:

- Hon. James R. Zazzali, Trustee
- Hon. James H. Coleman, Jr., Trustee (via teleconference)
- Hon. Dorothea O’C. Wefing, Trustee
- Dr. Clement A. Price
- William T. Merritt, Trustee<sup>1</sup>
- Ernesto Butcher, Executive Director

Counsel:

- Samuel S. Cornish, Esq.
- Matthew Baker, Esq.
- Jodi M. Luciani, Esq.

Secretary:

- Tyler Stearns – Recording Secretary

Members of the Public:

- Walter Frye, CPA – NWCDC CFO and financial consultant
- Joseph Beckmeyer – NWCDC consultant engineer
- Guy Sterling – Newark Water Group
- Dr. Robert Kervin – Newark Water Group
- Dr. Brendan O’Flaherty – Newark Water Group
- William Chappel – Newark Water Group
- Brenda Toyloy – Newark Water Group
- Zemin Zhang – Newark Water Group

#### **Notice and Prior Board Actions**

The Board of Trustees (the “Board”) of the Newark Watershed Conservation and Development Corporation (the “NWCDC”) requested that Genova Burns Giantomasi Webster LLC (“GBGW”) provide a brief overview of Resolution 01-051. Mr. Cornish noted that the resolution provides a procedure for the provision of notice of Board meetings (the “Revised Procedure”), which mandates that, at least forty-eight (48) hours prior to an NWCDC Board

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<sup>1</sup> Trustee Merritt joined the meeting at 3:13 P.M.

meeting, notice for that meeting be (i) filed with the Newark City Clerk, (ii) sent to be published in two local newspapers, (iii) posted at the NWCDC’s Echo Lake facility, (iv) posted on the NWCDC website, and (v) provided to counsel for the Newark Water Group, among others. Mr. Cornish also noted that the resolution provides for the ratification of all previous Board actions taken at meetings that had not been noticed pursuant to the Revised Procedure.

**Executive Session**

Due to the fact that Trustee Price had a prior engagement that might result in his departure from the meeting at 4:00 p.m., Chairperson Zazzali suggested that the Board enter Executive Session to discuss employee severance and other personnel issues, pending and ongoing litigation, and the ongoing investigation by the Office of the State Comptroller (the “Comptroller”).

*Motion to Enter Executive Session:*

Moved by Trustee Merritt Second by Trustee Coleman

<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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken Motion Passed

The Board entered Executive Session at 3:14 P.M.<sup>2</sup> The Board may reconvene in Public Session at the conclusion of Executive Session to take further action.

*Motion to Exit Executive Session:*

Moved by Trustee Wefing Second by Trustee Coleman

<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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

<sup>2</sup> Members of the public left the meeting as the Board entered Executive Session.

Action taken                     Motion Passed                    

The Board exited Executive Session at 4:42 P.M.

Chief Zazzali explained that the minutes from the Executive Session would remain confidential until such time as the Board determines that the basis for the confidentiality expires.

*Motion to Reconvene in Public Session:*

Moved by           Trustee Wefing                     Second by           Trustee Coleman                    

<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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken                     Motion Passed                    

The Board reconvened in Public Session at 4:45 P.M.<sup>3</sup>

**Resolutions**

Prior to the motion for each resolution, Mr. Cornish provided an explanation of the purpose and effect of the resolution.

**Resolution No. 01-052 to Amend the Severance Pay and Longevity Plan contained in the Policies and Procedures Manual, as adopted on July 18, 2011**

*Motion to Approve Resolution No. 01-052 - Amending the Severance Pay and Longevity Plan contained in the Policies and Procedures Manual, as adopted on July 18, 2011:*

Moved by           Trustee Wefing                     Second by           Trustee Merritt                    

<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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X

<sup>3</sup> Members of the public rejoined the meeting as the Board reconvened in Public Session.

William T. Merritt X

Action taken Motion Passed and Resolution Approved

**Resolution No. 01-053 Voiding Resolution 01-017, Dated March 25, 2013**

*Motion to Approve Resolution No. 01-053 – Voiding Resolution 01-017, dated March 25, 2013:*

Moved by Trustee Wefing Second by Trustee Merritt

<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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken Motion Passed and Resolution Approved

**Resolution No. 01-054 to Amend the Personnel Policies and Procedures Manual Dated July 18, 2011, Effective September 1, 2011**

*Motion to Approve Resolution No. 01-054 – Amending the Personnel Policies and Procedures Manual dated July 18, 2011, effective September 1, 2011:*

Moved by Trustee Merritt 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, Mayor				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
The Hon. James H. Coleman, Jr.			X	
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken Motion Passed and Resolution Approved

**Resolution No. 01-055 to Approving a Severance Payment Policy for All Newark Watershed Conservation and Development Corporation Employees**

*Motion to Approve Resolution No. 01-055 – Approving a Severance Payment Policy for All Newark Watershed Conservation and Development Corporation Employees:*

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			
The Hon. James H. Coleman, Jr.			X	
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken Motion Passed and Resolution Approved

**Resolution No. 01-056 Implementing a Process for Providing Notice of the Board Meetings and Ratifying Previous Actions and Resolutions**

*Motion to Approve Resolution No. 01-056 – Implementing a Process for Providing Notice of the Board Meetings and Ratifying Previous Actions and Resolutions :*

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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken Motion Passed and Resolution Approved

**Approval of Minutes**

*Motion to Approve Minutes of the June 19, 2013, June 26, 2013, and July 2, 2013, Executive Sessions*

Moved by Trustee Wefing Second by Trustee Merritt

<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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken                     Motion Passed                    

*Motion to Approve the Public Session Minutes of the July 17, 2013, Board Meeting:*

Moved by           Trustee Coleman                     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, Mayor				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken                     Motion Passed                    

**Public Comment**

Chairperson Zazzali opened the meeting to public comments. Mr. Brendan O’Flaherty asked where Board meeting minutes would be made available to the public. Mr. Cornish noted that minutes could be made available through the NWCDC’s website, if the Board approved.

**Report of Ernesto Butcher**

**Professional Services Contracts** – Mr. Butcher advised the Board that the RFQs for Accountant and Auditor Services were issued on July 18, 2013, and that the return date for proposals is July 30, 2013.

**Administrative Update** – Mr. Butcher also noted to the Board that NWCDC administrative staff has begun updating the NWCDC’s website, and that within the next several days the website should be current.

**Resolution No. 01-057 Ratifying Certain Transactions Entered Into By Trustees Oscar S. James, II, and William T. Merritt**

*Motion to Approve Resolution No. 01-057 – Ratifying Certain Transactions Entered Into by Trustees Oscar S. James, II, and William T. Merritt:*

Moved by           Trustee Coleman                     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, Mayor				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
The Hon. James H. Coleman, Jr.	X			

Dr. Clement A. Price		X
Oscar S. James, II		X
William T. Merritt	X	

Action taken \_\_\_\_\_ Motion Passed and Resolution Approved \_\_\_\_\_

**Resolution No. 01-058 Approving the Issuance of a Request for Qualifications for General Legal Services**

Chairperson Zazzali advised that the Board has agreed to issue a Request for Qualifications (“RFQ”) for legal services. Chairperson Zazzali further noted that, because the Board and GBGW agree that GBGW should not be involved in the preparation of this RFQ, Mr. Butcher will work with a trustee to prepare the RFQ. Lastly, Chairperson Zazzali advised that until the RFQ process is completed and a contract is awarded, the Board and NWDCD needed GBGW to continue to provide legal services and that GBGW would continue to provide such services in accordance with its professional obligations.

*Motion to Approve Resolution No. 01-058 – Approving the Issuance of a Request for Qualifications for General Legal Services:*

Moved by \_\_\_\_\_ Trustee Merritt \_\_\_\_\_ Second by \_\_\_\_\_ Trustee Coleman \_\_\_\_\_

<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			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price				X
Oscar S. James, II				X
William T. Merritt	X			

Action taken \_\_\_\_\_ Motion Passed and Resolution Approved \_\_\_\_\_

**Discussion Items**

**Lease Agreement** – Ms. Luciani advised the Board that GBGW reviewed the NWDCD’s lease agreement with One Gateway Center in Newark, that there is no notice requirement that the NWDCD must fulfill prior to the end of the lease, and that the lease expires on October 31, 2013, and does not renew automatically for any period of time.

**Future Meetings** – The Board advised the public that the Board of Trustees shall meet every Wednesday through August 28, 2013 at 3:00 P.M. at the offices of Genova Burns Giantomasi Webster LLC, located at 494 Broad Street, Newark, NJ, 07102.

*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, Mayor				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
The Hon. James H. Coleman, Jr.	X			
Dr. Clement A. Price	X			
Oscar S. James, II				X
William T. Merritt	X			

Action taken \_\_\_\_\_ Meeting Adjourned \_\_\_\_\_

The meeting was adjourned at 5:00 P.M.