

**Newark Watershed Conservation and Development Corporation**

**Minutes of the Regular Meeting of the Board of Trustees**

Wednesday, April 23, 2014

**Opening of Meeting**

Called to order: 3:12 P.M.

**Introductions/Roll Call**

Participants:

- Hon. James R. Zazzali, Trustee
- William T. Merritt, Trustee
- Dr. Clement A. Price, Trustee (via teleconference)<sup>1</sup>
- Edwin H. Stier, Trustee (via teleconference)
- Hon. Augusto Amador, Municipal Councilmember
- Ernesto Butcher, Interim Executive Director

Counsel:

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

Members of the Public:

- Sarab Thapar – Hardin, Kundla, McKeon & Poletto, Counsel to the City of Newark<sup>2</sup>
- Guy Sterling – Newark Water Group

**Public Comment**

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

**Public Session Minutes**

*Motion to Approve the Public Session Minutes from the April 16, 2014, Board Meeting:*

Moved by \_\_\_\_\_ Trustee Merritt \_\_\_\_\_ 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

<sup>1</sup> Trustee Price entered the meeting at 3:15 P.M.

<sup>2</sup> Mr. Thapar entered the meeting at 4:45 P.M.

Dr. Clement A. Price		X
Edwin H. Stier, Esq.	X	
William T. Merritt	X	
The Hon. Augusto Amador	X	

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

**Report of the Interim Executive Director**

**Auditing Services** – Mr. Butcher advised that the NWCDC’s auditing consultant, Wiss & Co. (“Wiss”), is involving its quality control department to determine how to proceed with the NWCDC’s 2012 annual audit in light of the conclusions reached by the report issued by the Office of the State Comptroller (the “Comptroller”).

**Accounting Services** – Mr. Butcher advised that Donohue Girona & Doria (“Donohue”) is assisting in the preparation of materials for the 2012 annual audit, and that, apart from certain leases and contracts, Donohue and Wiss generally have access to the documents they need.

**Executive Session**

Chairperson Zazzali entertained a motion to enter Executive Session, noting that the Board 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..

*Motion to Enter Executive Session:*

Moved by \_\_\_\_\_ Trustee Merritt \_\_\_\_\_ Second by \_\_\_\_\_ Trustee Amador \_\_\_\_\_

<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			
The Hon. Augusto Amador	X			

Action taken \_\_\_\_\_ Motion Passed \_\_\_\_\_

The Board entered Executive Session at 3:18 P.M.<sup>3</sup> Chairperson Zazzali noted that the Board will reconvene in Public Session after concluding its matters in Executive Session.

<sup>3</sup> Members of the public left the meeting as the Board entered Executive Session.

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

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				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			
The Hon. Augusto Amador	X			

Action taken Motion Passed

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

**Executive Session Minutes**

*Motion to Approve the Executive Session Minutes from the April 2, 2014, Board Meeting:*

Moved by Trustee Price 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				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			
The Hon. Augusto Amador	X			

Action taken Motion Passed and Minutes Approved

**Meeting Schedule**

The Board advised that its next meeting will be scheduled for May 7, 2014, at the NWCDC’s offices at One Gateway Center, 26<sup>th</sup> Floor, Newark, New Jersey 07102.

**Adjournment**

*Motion to Adjourn the Meeting:*

Moved by Trustee Merritt Second by Trustee Amador

<sup>4</sup> Members of the public re-entered the meeting as the Board reconvened in Public Session.

<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			
The Hon. Augusto Amador	X			

Action taken \_\_\_\_\_ Motion Passed \_\_\_\_\_

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