

Newark Watershed Conservation and Development Corporation

Minutes of the Public Session of the Board of Trustees

Monday, August 18, 2014

Opening of Meeting

Called to order: 3:06 PM

Introductions/ Roll Call

Participants:

- Hon. James R. Zazzali, Trustee
- Edwin H. Stier, Trustee
- Hon. Dorothea O’C. Wefing, Trustee
- Dr. Clement A. Price, Trustee¹
- William T. Merritt, Trustee²
- Joseph Hartnett, Interim Executive Director

Counsel:

- Eric Kanefsky, Esq.
- Gianina C. Jean-Baptiste, Esq., Recording Secretary

Members of the Public:

- Sarab Thapar- Hardin, Kundla, McKeon, and Poletto, Counsel to the City of Newark
- 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

Chairperson Zazzali acknowledged the Board’s receipt of the minutes from the public session of the August 5, 2014, Board Meeting, for the Board’s review and consideration.

General Update

¹ By phone.

² By phone.

Auditing Services- Mr. Harnett noted that there was two meetings, one two weeks ago and the other last week, with the auditors and accountant. The board inquired as to whether counsel was able to inform Judge Carey and opposing counsel that a new independent auditor was retained. Mr. Kanefsky confirmed that notification was provided.

Executive Director Report- Mr. Harnett informed the board that there is a proposed budget and that a memo was sent to all of the board members regarding said budget. Mr. Harnett stated that his goal was to create a budget that expressly lays out where the NWCDC is financially and explores a number of possible scenarios.

Mr. Harnett highlighted to the board that there are a few straggling bills like the issue of life insurance policies of former employees and an AOL account that still need to be resolved.

In regards to banking issues, Harnett stated that he finalized a primary bank choice, Wells Fargo. Mr. Harnett expressed that he wants the NWCDC's accounts to be moved to an interest bearing account.. He requested that the board pass a resolution to allow him to be a signator on the account. Counsel stated that there may have already been a resolution on that issue and that more investigation on that issue will be done.

Mr. Harnett informed the board that he had received a check from Verizon for their cell towers on Watershed property. After those checks accumulate to a particular amount, the sum will be turned over to the city. Mr. Harnett reported that Verizon is only paying \$2,500 per month, which is less than the typical average rate of \$6,200. He states that he will find and look at our lease agreement with Verizon. Trustee Stier also suggested that Mr. Harnett inquire about whether any of those checks should be going directly to Newark. Trustee Stier emphasized the importance of making sure these funds are not co-mingled with NWCDC general funds.

Mr. Kanefsky made a note of the present expenses and directed the board to the expense report attached to the agenda. Trustee Stier inquired as to whether any of the expenses should be discussed in Executive session; counsel agreed that certain ones should.

Executive Session

Chairperson Zazzali entertained a motion to enter the Executive Session, noting that the Board would discuss severance, litigation updates, and general operational updates, 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 Stier** Seconded by: **Trustee Wefing**

Vote:

Name	YES	NO	ABSTAIN	ABSENT
Edwin Stier	X			
Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
William T. Merritt	X			
Dr. Clement A. Price	X			
Augusto Amador				X
Mayor of Newark				X

Action taken: Motion Passes

The Board entered Executive Session at 3:22PM³. Chairperson Zazzali noted that the Board will reconvene in Public Session after concluding its matters in Executive Session.

Motion to exit Executive Session and Reconvene in Public Session.

Moved by: **Trustee Stier** Seconded by: **Trustee Wefing**

Vote:

Name	YES	NO	ABSTAIN	ABSENT
Edwin Stier	X			
Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
William T. Merritt	X			
Dr. Clement A. Price	X			
Augusto Amador				X
Mayor of Newark				X

Action taken: **Motion passes**

³ Members of the public left the meeting as the Board entered Executive Session.

The Board exited Executive Session and reconvened in Public Session at 4:36 PM⁴.

Ratifying the Past Minutes

Resolution No. 01-088 Ratifying the Minutes from the Public and Executive Sessions of the July 9, 2014 and July 17, 2014, Board Meetings.

Motion to Approve Resolution No. 01-088 Ratifying the Minutes from the Public and Executive Sessions of the July 9, 2014 and July 17, 2014, Board Meetings.

Moved by: **Trustee Wefing** Seconded by: **Trustee Stier**

Vote:

Name	YES	NO	ABSTAIN	ABSENT
Edwin Stier	X			
Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
William T. Merritt	X			
Dr. Clement A. Price	X			
Augusto Amador				X
Mayor of Newark				X

Action taken: **Motion passes and Resolution Approved**

Motion to approve Request Tendered by Tyesha Dollar Lee in regards to personnel matter discussed in Executive Session.

Moved by: **Trustee Price** Seconded by: **Trustee Wefing**

Vote:

Name	YES	NO	ABSTAIN	ABSENT
Edwin Stier	X			
Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			

⁴ Sarab Thapar and Guy Sterling, members of the public, re-joined the meeting as the Board re-entered Public Session.

William T. Merritt	X			
Dr. Clement A. Price	X			
Augusto Amador				X
Mayor of Newark				X

Action taken: **Motion passes and Resolution Approved**

Meeting Schedule

The Board advised that its next meeting is scheduled for September 9, 2014 at 3:30pm, at the NWCDC's offices at One Gateway Center, 26th floor, Newark, NJ, 07102. Notice of the meeting will be posted in the proper places, including the NWCDC website.⁵

Motion to Approve the date of the next meeting:

Moved by **Trustee Stier** Seconded by **Trustee Wefing**

Vote:

Name	YES	NO	ABSTAIN	ABSENT
Edwin Stier	X			
Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			
William T. Merritt	X			
Dr. Clement A. Price	X			
Augusto Amador				X
Mayor of Newark				X

Action taken: **Motion passes**

Adjournment

Motion to Adjourn the Meeting:

⁵ This meeting was subsequently relocated to the offices of counsel at One Newark Center, 14th Floor and public notice was provided identifying this location for the September 9th meeting.

Moved by: **Trustee Stier** Seconded by: **Trustee Wefing**

Vote:

Name	YES	NO	ABSTAIN	ABSENT
Edwin Stier	X			
Hon. James Zazzali	X			
Hon. Dorothea Wefing	X			
William T. Merritt	X			
Clement A. Price	X			
Augusto Amador				X
Mayor of Newark				X

Action taken: **Motion Passed**

The meeting was adjourned at 4:39 PM.