

Newark Watershed Conservation and Development Corporation

Minutes of the Public Session of the Board of Trustees

Wednesday, August 5, 2014

Opening of Meeting

Called to order: 3:15 PM

Introductions/ Roll Call

Participants:

- Hon. James R. Zazzali, Trustee
- Edwin H. Stier, Trustee
- Hon. Dorothea O’C. Wefing, Trustee
- Dr. Clement A. Price, Trustee
- William T. Merritt, Trustee ¹(via teleconference)
- Joseph Hartnett, Interim Executive Director
- Tyesha Dollar-Lee

Counsel:

- Eric Kanefsky, Esq.
- Jeanne Fitzpatrick, Recording Secretary

Members of the Public:

- Sarab Thapar, Esq. ²

Public Comment- Open public meeting act

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 July 9, 2014 and July 17, 2014, Board Meetings, for the Board’s review and consideration.

¹ Joined by phone at 3:20 P.M. during the discussion on audit.

² Joined at 3:30 P.M. during the discussion on current invoices. Chairperson Zazzali advised him of the resolution that was just passed.

General Update

Auditing Services- Mr. Hartnett informed the board that he received solicited bids from three qualified firms to perform a standard audit. He distributed the received bids to the Board. McEnerney, Brady and Company LLC, a firm located in Livingston, NJ, came in with the lowest bid at \$32,500. Mr. Kanefsky discussed his role in the vetting process with the Board. Mr. Harnett and Mr. Kanefsky recommended the Board select the McEnerney firm.

The Board instructed Mr. Kanefsky to notify Judge Carey of the Board’s retention of the McEnerney firm. A resolution is required to formally select McEnerney and Brady to perform a standard audit.

Resolution to Approve McEnerney and Brady for the Standard Audit

Resolution No. 01-085 Approving the Appointment of McEnerney, Brady and Company LLC to Perform a Standard Audit for 2012.

Motion to approve the above Resolution No. 01-085 Approving the Appointment of McEnerney, Brady and Company LLC to Perform a Standard Audit for 2012.

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

Action taken Motion passes and Resolution Approved

Consideration of Outstanding Invoices- Mr. Kanefsky presented the current invoices for the consideration of the Board. Mr. Hartnett gave a report of Maketa Investment and their services. Mr. Hartnett has extended their responsibilities to include other areas of the NWCDC accounts. They will give a recommendation for low risk investment strategies for our other accounts, though there are limited opportunities for extremely low-risk investments.

Motion to Approve Outstanding Invoices

Motion to Approving the Outstanding Invoices of the NWCDC for the Month of July.

Motion to Approve the Outstanding Invoices of the NWCDC for the Month of July.

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

Executive Director Report- Mr. Hartnett has been working with Tyesha Lee as well as Mr. Kanefsky and his staff to organize the NWCDC files in preparation for the audit and production to USAO. Mr. Hartnett will be meeting with the accounting firm and will be meeting with an accountant from McEnerney, Brady and Company LLC on Thursday, August 7, 2014. Mr. Hartnett also mentioned that he received the D&O Policy for 2015 and will share it with Mr. Kanefsky and the Board. The lease for the office of NWCDC in One Gateway expires at the end of the month. The Board must decide whether they would like to sign a three-month or six-month lease. There is not a substantial financial advantage to choosing the six-month lease. The Board agrees on a three-month lease.

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 Price 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

The Board entered Executive Session at 4:15 PM³. 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 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			
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 4:47 PM⁴.

Resolution No. 01-086 Ratifying the Minutes from the Public and Executive Sessions of the May 7, 2014, May 21, 2014, and June 18, 2014, Boards Meetings.

Motion to Approve Resolution No. 01-086 Ratifying the Minutes from the Public and Executive Sessions of the May 7, 2014, May 21, 2014, and June 18, 2014, Boards 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**_____

Resolution No. 01-085 Approving the Proposed Settlement Agreement with of RSUI for the Coverage of Attorney’s Costs and Expenses to Respond to Federal Grand Jury Subpoena

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

⁴ No members of the public re-joined the meeting as the Board re-entered Public Session.

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

Resolution No. 01-087 Approving the proposed Settlement with Former Employee George Sudek in Response to His Complaint Regarding Unpaid Severance, Sick and Vacation Days.

Motion to approve Resolution No. 01-087 Approving the proposed Settlement with Former Employee George Sudek in Response to His Complaint Regarding Unpaid Severance, Sick and Vacation Days.

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			
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 August 18, 2014, 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.

Motion to Approve the date of the next meeting:

Moved by Trustee Price Seconded by Trustee Wefing

Vote:

Name	YES	NO	ABSTAIN	ABSENT
Edwin Stier	X			
Hon. James R. Zazzali	X			

