

**Newark Watershed Conservation and Development Corporation**

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

Wednesday, February 12, 2014

**Opening of Meeting**

Called to order: 3:10 P.M.

**Introductions/Roll Call**

Participants:

- Hon. James R. Zazzali, Trustee (via teleconference)<sup>1</sup>
- Hon. Dorothea O’C. Wefing, Trustee
- Dr. Clement A. Price, Trustee
- William T. Merritt, Trustee<sup>2</sup>
- Edwin H. Stier, Esq., Trustee
- Ernesto Butcher, Interim Executive Director

Counsel:

- Patrick W. McGovern, Esq.
- Matthew Baker, Esq. (Recording Secretary)

Members of the Public:

- Sarab Thapar – Hardin, Kundla, McKeon & Poletto, Counsel to the City of Newark<sup>3</sup>

**Public Comment**

Trustee Wefing, in the absence of 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 comment was made.

**Approval of the Public Session Minutes**

*Motion to Approve the Public Session Minutes of the January 29, 2014, Board Meeting:*

Moved by Trustee Stier 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				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing	X			

<sup>1</sup> Chairperson Zazzali left the meeting at 4:12 P.M.

<sup>2</sup> Trustee Merritt entered the meeting at 3:15 P.M.

<sup>3</sup> Mr. Thapar entered the meeting at 3:32 P.M.

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

Action taken Motion Passed

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**Report of the Interim Executive Director**

**Accounting Services** – Mr. Butcher advised that Donohue, Gironda & Doria (“Donohue”), the firm selected by the Board to provide accounting services, continues to prepare Form 1099s, but that certain former NWDCDC consultants and vendors have not provided requested information. The Board requested that Mr. Butcher keep a record of all responses and non-responses received from former NWDCDC consultants and vendors.

**Hunting Licenses** – Mr. Baker advised that the NWDCDC’s insurance broker, Conner Strong & Buckelew (“Conner Strong”) notified the NWDCDC that a bond for which the NWDCDC had paid to issue hunting licenses was set to expire. The Board agreed by consensus that the Mr. Butcher should notify the City of Newark (the “City”) and notify Conner Strong of the NWDCDC’s intent not to renew the bond. Mr. Butcher confirmed that he has informed Conner Strong that the NWDCDC would no longer pay for the bond, but has not yet advised them to contact the City.

**Workers’ Compensation Insurance** – Mr. Butcher advised that while he was negotiating with the NWDCDC’s workers’ compensation insurer, New Jersey Manufacturers Insurance Co. (“NJM”), regarding when the NWDCDC will be required to pay the additional premium that was assessed after NJM’s audit of the NWDCDC’s workers’ compensation insurance policy, NJM sent the NWDCDC a cancellation notice and demanded payment of the premium prior to February 10, 2014. Mr. Butcher advised that NJM may have accepted a later payment, but that Genova Burns Giantomasi Webster LLC (“GBGW”) and Chairperson Zazzali decided that he should submit the payment on February 10 to avoid cancellation of the policy, and request that the Board ratify his issuance of a check for the premium amount, which was greater than the amount the Board had previously authorized the Interim Executive Director to be able to pay. The Board requested that Mr. Butcher move forward with the process by which the NWDCDC would seek a rebate from NJM based on NJM’s performance of a new audit. Mr. Butcher advised that the NWDCDC had its full staff during the audit period, but that in the past NJM had applied the same workers’ compensation insurance rates to the NWDCDC’s office staff as its field staff, which resulted in artificially high premiums.

**Resolution No. 01-075 Ratifying the Interim Executive Director’s Issuance of a Check to Pay the Worker’s Compensation Insurance Policy Premium and Avoid Policy Cancellation**

*Motion to Approve Resolution No. 01-075:*

Moved by Trustee Stier Second by Trustee Wefing

**Vote:** Yes No Abstain Absent

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 \_\_\_\_\_

**D&O Insurance** – Mr. Baker advised that Conner Strong has notified the NWCDC that its D&O insurer, RSUI, Inc. (“RSUI”), has agreed to offer a renewal of the NWCDC’s current D&O policy, which is set to expire on March 1, 2014, but that the renewal is subject to a number of conditions, and that RSUI has not provided the term of the renewal period. Mr. Baker further advised that the NWCDC’s current D&O policy includes tail coverage, and that the NWCDC notified RSUI of facts and circumstances related to various potential claims in September 2013. The Board discussed the need to understand the tail coverage of its current D&O policy, and whether it cancellation of the renewed policy might entitle the NWCDC to a refund of the premium.

**Executive Session**

Trustee Wefing entertained a motion to enter Executive Session, noting that the Board would 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.

*Motion to Enter Executive Session:*

Moved by \_\_\_\_\_ Trustee Stier \_\_\_\_\_ 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			

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

The Board entered Executive Session at 3:33 P.M.<sup>4</sup> Trustee Wefing 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:*

<sup>4</sup> Members of the public left the meeting as the Board entered Executive Session.

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

Action taken Motion Passed

The Board exited Executive Session and reconvened in Public Session at 4:25 P.M.<sup>5</sup>

### **Meeting Schedule**

The Board advised that it will cancel the meeting scheduled for February 19, 2014, and that its next meeting is scheduled for February 26, 2014.

### **Adjournment**

*Motion to Adjourn the Meeting:*

Moved by Trustee Stier 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				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 4:27 P.M.

<sup>5</sup> Members of the public re-entered the meeting as the Board reconvened in Public Session.