

**Newark Watershed Conservation and Development Corporation**

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

Wednesday, February 26, 2014

**Opening of Meeting**

Called to order: 3:08 P.M.

**Introductions/Roll Call**

Participants:

- Hon. James R. Zazzali, Trustee
- Hon. Dorothea O’C. Wefing, Trustee
- Dr. Clement A. Price, Trustee (via teleconference)
- William T. Merritt, Trustee (via teleconference)
- Ernesto Butcher, Interim Executive Director

Counsel:

- Samuel Scott Cornish, Esq.
- Matthew Baker, Esq. (Recording Secretary)

Members of the Public:

- Sarab Thapar – Hardin, Kundla, McKeon & Poletto, Counsel to the City of Newark
- William Chappell – Newark Water Group
- Guy Sterling – Newark Water Group
- Zemin Zhang – Newark Water Group
- Byron Clark – Member of the Public
- David Giambusso – Newark Star Ledger

**Public Comment**

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.

Guy Sterling commented on the report by the Office of the State Comptroller (the “Comptroller”) and its coverage in the media, and expressed his view that the Board should explain why it continued to retain Genova Burns Giantomasi Webster LLC (“GBGW”) as counsel.

William Chappell distributed a written statement of the Newark Water Group (“Water Group”) regarding the Comptroller’s report. Mr. Chappell also commented that, though the Water Group was dismissed by many as pesky activists, it now appears the concerns the group raised years ago about the NWCDC were justified.

Zemin Zhang commented that, in past meetings, the Board has quickly gone into executive session. Mr. Zhang urged the Board to review its practice of using executive session.

**Approval of the Public Session Minutes**

Trustee Wefing noted a typographical error in the draft of the public session minutes from the February 12, 2014, Board meeting distributed to the Board prior to this meeting, and moved for approval of the draft minutes as corrected.

*Motion to Approve the Public Session Minutes of the February 12, 2014, Board Meeting:*

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				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

**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. He advised that, of the 42 vendors who did business with the NWCDC in 2013, at least 8 have not provided information necessary for the NWCDC to prepare a Form 1099, but that the NWCDC has until the end of March to file.

**Workers’ Compensation Insurance** – Mr. Butcher advised that he made the necessary premium payment to the NWCDC’s workers’ compensation insurer, New Jersey Manufacturers Insurance Co. (“NJM”), and that the NWCDC has received notice of the policy’s continuation. Mr. Butcher noted that NJM sent additional information regarding NJM’s audit of the policy, but that this information was not in the correct format, and that NJM has agreed to re-send that information in the correct format.

**Open Public Records Act (“OPRA”) Request** – Mr. Butcher advised that the NWCDC received an OPRA request for financial records, specifically certain budgetary and audit-related documents from 2011 to the present. Mr. Butcher noted that the NWCDC will provide a response with certain documents, and will also ask the requestor to identify more specifically certain records sought.

**Directors and Officers (“D&O”) Insurance** – Mr. Cornish advised that the NWCDC received a quote for the renewal of its D&O policy last week, and that the NWCDC’s renewal application, complete with the NWCDC’s 2012 Form 990, was finalized and submitted to the

NWCDC’s D&O insurer, RSUI, Inc. (“RSUI”), this morning. Mr. Cornish advised that the NWCDC should hear from RSUI or Conner, Strong & Buckelew (“Conner Strong”) by the end of this week.

**Executive Session**

Chairperson Zazzali 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 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				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 3:21 P.M.<sup>1</sup> 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 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				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 3:45 P.M.<sup>2</sup>

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<sup>1</sup> Members of the public left the meeting as the Board entered Executive Session.

**Discussion**

Chairperson Zazzali advised that the Board appreciates the comments made by Mr. Sterling, Mr. Chappell, and Mr. Zhang earlier in the meeting, but that, in light of the upcoming hearing on the Provisional Trustees’ motion, it would be inappropriate for the Board to make any public response to these comments at this time.

**Meeting Schedule**

The Board advised that its next meeting is scheduled for March 5, 2014.

**Adjournment**

*Motion to Adjourn the Meeting:*

Moved by Trustee Wefing Second by Trustee Price

<b><u>Vote:</u></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 3:46 P.M.

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<sup>2</sup> Members of the public re-entered the meeting as the Board reconvened in Public Session.