

Newark Watershed Conservation and Development Corporation

Minutes of the Regular Meeting of the Board of Trustees

Wednesday, May 7, 2014

Opening of Meeting

Called to order: 3:47 P.M.

Introductions/Roll Call

Participants:

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

Counsel:

- Samuel Scott Cornish, Esq.
- Patrick W. McGovern, Esq.¹
- Matthew Baker, Esq.

Members of the Public:

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

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 23, 2014, Board Meeting:

Moved by _____ Trustee Stier _____ Second by _____ Trustee Price _____

Vote:	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
The Hon. Cory A. Booker				X
The Hon. James R. Zazzali	X			
The Hon. Dorothea O’C. Wefing			X	
Dr. Clement A. Price	X			

¹ Mr. McGovern entered the meeting at 4:00 P.M. and exited the meeting at 4:09 P.M.

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 he spoke extensively with the NWCDC’s auditing consultant, Wiss & Co. (“Wiss”), about their performance of the 2012 annual audit, and that Wiss provided him with an engagement letter and requested additional information necessary for the 2012 audit. He advised that Wiss had discussions with its quality control department, has added provisions to its engagement letter to reflect the complexity and uncertainty of the 2012 annual audit, and would like confirmation that the NWCDC will retain them to perform the 2013 annual audit. He also noted that Wiss has identified certain expenditures that need further documentation, and has requested certain consultant contracts, and will be auditing the NWCDC’s payroll records as well. He further noted that Wiss would like to send a representative to attend the next Board meeting to discuss the 2012 audit, and will send Genova Burns Giantomasi Webster a legal request.

Mr. Butcher advised that Wiss advised him they may have to perform sometime similar to a forensic audit to ensure themselves of the accuracy of their 2012 annual audit. The Board discussed the scopes of the 2012 annual audit and a potential forensic audit, and agreed that Trustee Stier and Mr. Butcher should speak to a representative from Wiss regarding Wiss’s concerns.

Accounting Services – Mr. Butcher advised that Donohue Gironda & Doria (“Donohue”) is having difficulty locating certain information from the 2011 work-papers of the NWCDC’s previous auditor.

Office Lease – Mr. Butcher advised that the NWCDC’s lease at One Gateway Center terminates at the end of May, and that he believes it is necessary to renew the lease. The Board agreed by consensus that Mr. Butcher should renew the lease.

Defined Benefit Plan Termination

Mr. McGovern advised that the NWCDC’s pension consultant, Altigro Pension Services (“Altigro”), has provided the NWCDC with cost estimates for different options the Board may use to remedy the shortfall in the Defined Benefit pension plan (“DB Plan”). He advised that installment payments made into the DB Plan will prevent interest from accruing on the unpaid balance, but that the Board will not be required to take action until September 2014.

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 Price Second by Trustee Wefing

Vote:	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
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 4:03 P.M.² 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 Second by Trustee Merritt

Vote:	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
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 4:49 P.M.³

Executive Session Minutes

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

Moved by Trustee Merritt Second by Trustee Price

² Members of the public left the meeting as the Board entered Executive Session.

³ Members of the public re-entered the meeting as the Board reconvened in Public Session.

Vote:	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
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 21, 2014, at the NWCDC’s offices at One Gateway Center, 26th Floor, Newark, New Jersey 07102.

Adjournment

Motion to Adjourn the Meeting:

Moved by _____ Trustee Price _____ Second by _____ Trustee Merritt _____

Vote:	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
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 4:50 P.M.