

**Newark Watershed Conservation and Development Corporation**

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

Wednesday, December 18, 2013

**Opening of Meeting**

Called to order: 3:23 P.M.

**Introductions/Roll Call**

Participants:

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

Counsel:

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

Members of the Public:

- Guy Sterling – Newark Water Group
- Sarab Thapar, Esq. – Hardin, Kundla, McKeon & Poletto, PA (Counsel for the City of Newark)<sup>1</sup>

**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. No public comment was made.

**Approval of the Public Session Minutes**

*Motion to Approve the Public Session Minutes of the December 4, 2013 Board Meeting:*

Moved by Trustee Wefing 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			

<sup>1</sup> Mr. Thapar entered the meeting at 4:13 P.M.

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

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

*Motion to Approve the Public Session Minutes of the December 11, 2013 Board Meeting:*

Moved by \_\_\_\_\_ Trustee Wefing \_\_\_\_\_ 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 \_\_\_\_\_

**Report of the Interim Executive Director**

**Correspondence with the City of Newark** – Mr. Butcher advised that the NWDC, after the previous Board meeting, sent a letter to the Administration of the City of Newark (the “City”) and the Newark Municipal Council (the “Council”) advising them that the Board had passed a resolution to solicit a recommendation from the City Council for a candidate to serve on the Board. Mr. Butcher noted that the NWDC had not yet received a response. Chairperson Zazzali noted that he also had not received a response to the NWDC’s letter.

**Forensic Auditor and Investment Manager RFQs** – Mr. Butcher advised that the NWDC received responses to its RFQ seeking forensic auditing services, and that the RFQ for investment managing services is due at the end of the week.

**Executive Session**

Chairperson Zazzali noted that the Board will 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. Chairperson Zazzali entertained a motion to enter Executive Session.

*Motion to Enter Executive Session:*

Moved by \_\_\_\_\_ Trustee Merritt \_\_\_\_\_ Second by \_\_\_\_\_ Trustee Wefing \_\_\_\_\_

<b>Vote:</b>	<b><u>Yes</u></b>	<b><u>No</u></b>	<b><u>Abstain</u></b>	<b><u>Absent</u></b>
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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 3:27 P.M.<sup>2</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 Merritt                     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 4:12 P.M.<sup>3</sup>

**Insurance Matters**

Mr. Cornish advised that he spoke with representatives from Conner Strong & Buckelew (“Conner Strong”), the NWCDC’s insurance broker, who advised that they were attempting to procure a renewal or a six-month extension for the NWCDC’s directors and officers liability policy, and also attempting to extend the tail coverage of the policy.

**Meeting Schedule**

Chairperson Zazzali advised that the Board will determine its upcoming meeting schedule at a later date.

**Adjournment**

*Motion to Adjourn the Meeting:*

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<sup>2</sup> Members of the public left the meeting as the Board entered Executive Session.  
<sup>3</sup> Members of the public re-entered the meeting as the Board reconvened in Public Session.

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 4:18 P.M.