

Newark Watershed Conservation and Development Corporation

Minutes of the Special Meeting of the Board of Trustees

Tuesday, July 2, 2013

Opening of Meeting

Called to order: 3:07 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
- Hon. James H. Coleman, Jr., Trustee (via teleconference)
- Ernesto Butcher, Interim Executive Director

Counsel:

- Samuel S. Cornish, Esq., of Genova Burns Giantomasi Webster LLC
- Matthew Baker, Esq., of Genova Burns Giantomasi Webster LLC (Recording Secretary)
- Jodi D. Luciani, Esq., of Genova Burns Giantomasi Webster LLC
- Randi-Lynn Smallheer, Esq., (Attorney of Oscar S. James, II.) (via teleconference)

Members of the Public:

- None

Minutes of the June 26, 2013, Board Meeting

Chairperson Zazzali noted that the draft minutes from the June 26, 2013, meeting of the Board of Trustees (the “Board”) of the Newark Watershed Conservation and Development Corporation (“NWCDC” or “the Corporation”) now reflect the request of Josh M. Mann, Esq., on behalf of Trustee Oscar S. James, II, that the Board ratify certain transactions made by Trustees James and Merritt during the months of April and May in 2013.

Motion to Approve the Minutes as Amended:

Moved by Trustee Price Second by Trustee Merritt

Vote: Yes No Absent/
Not Present

The Hon. Cory A. Booker, Mayor X

Ratification of Actions Taken at the June 29 “Emergency” Meeting – Chairperson Zazzali entertained a motion to ratify the NWCDC’s entry into the Waiver, Release, Modification and Indemnity Agreement with the City of Newark (the “City”), discussed and voted upon during the “Emergency” Meeting of the Board on Saturday, June 29, 2013.

Resolution No. 01-049 Ratifying the Corporation’s Entry into the Waiver, Release, Modification, and Indemnity Agreement with the City of Newark.

Motion to Approve Resolution No. 01-049:

Moved by Trustee Wefing Second by Trustee Price

Vote:	<u>Yes</u>	<u>No</u>	<u>Absent/ Not Present</u>
The Hon. Cory A. Booker, Mayor			X
The Hon. James R. Zazzali	X		
The Hon. Dorothea O’C. Wefing	X		
The Hon. James H. Coleman, Jr.	X		
Dr. Clement A. Price	X		
Oscar S. James, II			X
William T. Merritt	X		

Action taken Motion Passed and Resolution Approved

Chairperson Zazzali then entertained a motion approving the calling of the “Emergency” Meeting of the Board on June 29, and approving the minutes from that meeting.

Motion to Approve the Calling of the “Emergency” Meeting of the Board on June 29, 2013, and to Approve the Minutes of that Meeting:

Moved by Trustee Price Second by Trustee Wefing

Vote:	<u>Yes</u>	<u>No</u>	<u>Absent/ Not Present</u>
The Hon. Cory A. Booker, Mayor			X
The Hon. James R. Zazzali	X		
The Hon. Dorothea O’C. Wefing	X		
The Hon. James H. Coleman, Jr.	X		
Dr. Clement A. Price	X		
Oscar S. James, II			X
William T. Merritt	X		

Action taken Motion Passed

Ratification of Transactions During April and May 2013 – Chairperson Zazzali advised that the Board will consider ratifying transactions made during April and May 2013 by Trustees

James and Merritt, but that, due to the recent production of invoices and checks supporting those transactions, Mr. Butcher would review those invoices and checks prior to the Board’s consideration of the matter.

Trustee Coleman noted that an alternative to the Board’s ratification would be for the Board to submit the record of transactions to the Superior Court within the context of the current In re Initiative Petition litigation, Docket No. ESX-L-006649-12. Ms. Smallheer, attorney of Trustee James, advised that Trustees James and Merritt were seeking an acknowledgement from the Board that the actions they took during April and May of 2013 to support the continuity of NWCDC operations were in good faith. The Board discussed the categories of transactions that would be subject to ratification, and agreed that Mr. Butcher would review the supporting documentation for such transactions and provide a report of his findings to the Board at the next Board meeting.

Professional Services Contracts’ Requests for Qualifications (“RFQs”)

Chairperson Zazzali advised that it may be appropriate to issue RFQs for bookkeeping and legal services. The Board agreed. GBGW advised the Board that an RFQ for auditing services has been prepared, but should not be issued until the Corporation obtains an administrative office where qualifications and proposals can be sent. Trustee Coleman suggested that any motion or resolution authorizing the preparation of an RFQ for legal services state that such an RFQ shall adhere to the best practices recommended by the report of the Office of the State Comptroller, entitled “An Analysis of Legal Fees Paid by New Jersey Local Governments” and dated June 25, 2013. The Board agreed.

Resolution No. 01-050 Approving the Issuance of a Request for Qualifications for Accounting and Bookkeeping Services.

Motion to Approve Resolution No. 01-050:

Moved by Trustee Zazzali

Vote:	<u>Yes</u>	<u>No</u>	<u>Absent/ Not Present</u>
The Hon. Cory A. Booker, Mayor			X
The Hon. James R. Zazzali	X		
The Hon. Dorothea O’C. Wefing	X		
The Hon. James H. Coleman, Jr.	X		
Dr. Clement A. Price	X		
Oscar S. James, II			X
William T. Merritt	X		

Action taken Motion Passed and Resolution Approved

Mr. Cornish clarified that GBGW should not draft any potential RFQ for legal services issued by the NWCDC. The Board deferred further discussion of the procurement of legal services until Executive Session.

Chairperson Zazzali then entertained a motion to enter Executive Session to discuss personnel issues, ongoing litigation, and matters within the attorney-client privilege.

Motion to Enter Executive Session:

Moved by Trustee Merritt Second by Trustee Zazzali

Vote:	<u>Yes</u>	<u>No</u>	<u>Absent/ Not Present</u>
The Hon. Cory A. Booker, Mayor			X
The Hon. James R. Zazzali	X		
The Hon. Dorothea O’C. Wefing	X		
The Hon. James H. Coleman, Jr.	X		
Dr. Clement A. Price	X		
Oscar James, II			X
William T. Merritt	X		

Action taken Motion Passed

The Board entered Executive Session at 3:50 P.M.¹

Motion to Exit Executive Session:

Moved by Trustee Wefing Second by Trustee Price

Vote:	<u>Yes</u>	<u>No</u>	<u>Absent/ Not Present</u>
The Hon. Cory A. Booker, Mayor			X
The Hon. James R. Zazzali	X		
The Hon. Dorothea O’C. Wefing	X		
The Hon. James H. Coleman, Jr.	X		
Dr. Clement A. Price	X		
Oscar S. James, II			X
William T. Merritt	X		

Action taken Motion Passed

The Board reconvened in Public Session at 5:14 P.M. Chairperson Zazzali entertained a motion to adjourn the meeting.

Motion to Adjourn the Meeting:

Moved by Trustee Merritt Second by Trustee Zazzali

¹ Ms. Smallheer exited the meeting (via teleconference) at 3:50 P.M.

Vote:	<u>Yes</u>	<u>No</u>	<u>Absent/ Not Present</u>
The Hon. Cory A. Booker, Mayor			X
The Hon. James R. Zazzali	X		
The Hon. Dorothea O’C. Wefing	X		
The Hon. James H. Coleman, Jr.	X		
Dr. Clement A. Price	X		
Oscar S. James, II			X
William T. Merritt	X		

Action taken _____ Meeting Adjourned _____

The meeting was adjourned at 5:14 P.M.