

HUDSON COUNTY IMPROVEMENT AUTHORITY

IN THE MATTER OF : TRANSCRIPT OF
THE REORGANIZATION MEETING : PROCEEDINGS

WEDNESDAY, FEBRUARY 14, 2018
830 BERGEN AVENUE, 9TH FLOOR
JERSEY CITY, NEW JERSEY 07306
COMMENCING AT 5:30 P.M.

BOARD MEMBERS:

FRANK PESTANA, CHAIRMAN
JAMES DORAN, VICE CHAIRMAN
NICHOLAS GOLDSACK, TREASURER
FRANK LORENZO, SECRETARY
FRED M. BADO, COMMISSIONER (NOT PRESENT)
BRIAN DELLABELLA, COMMISSIONER
JEFFREY DUBLIN, COMMISSIONER
MARTIN T. MARTINETTI, COMMISSIONER
JOHN PENEDA, COMMISSIONER

APPEARANCES:

NORMAN M. GUERRA, CHIEF EXECUTIVE OFFICER
KURT CHERRY, EXECUTIVE DIRECTOR/CFO
WILLIAM J. NETCHERT, ESQ. GENERAL COUNSEL
CARMEN LOZANO, SENIOR EXECUTIVE ASSISTANT
ASSISTANT SECRETARY TO THE BOARD

SHARON PALMER LYNCH
CERTIFIED SHORTHAND REPORTER

R.J. O'CONNELL ASSOCIATES,
P.O. BOX 277
CEDAR GROVE, NEW JERSEY 07009
(973) 239-7252

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

ALSO PRESENT:

NANCY WILSON, HCIA

MARY ELLEN GILPIN, HCIA

JAMES POLICASTRO, HCIA

MICHAEL O'CONNOR, HCIA

TED DOMURACKI, MAST CONSTRUCTION

OTHER INDIVIDUALS FROM MAST CONSTRUCTION

1 CHAIRMAN PESTANA: At this time we're
2 going to have our reorganization.

3 CHAIRMAN PESTANA: We have to appoint a
4 Chairman Pro Tem, and that would be you,
5 Mr. Netchert, I believe.

6 MR. NETCHERT: If you so choose, Mr.
7 Chairman. If not --

8 As the Chairman stated, this is the
9 Annual Reorganization Meeting and it is my job to
10 ask either core questions or one question or a
11 combination thereof, and to call for nominations
12 for the position of Chairman, Vice Chair,
13 Secretary and Treasurer.

14 (Commissioner Dublin joins the
15 meeting.)

16 MR. NETCHERT: So does anyone have a
17 motion?

18 COMMISSIONER MARTINETTI: I would
19 nominate Frank Pestana as Chairman.

20 COMMISSIONER DORAN: Second.

21 MR. NETCHERT: We have a motion and a
22 second to nominate Frank Pestana as the Chair of
23 the meeting.

24 Does anyone else have any other
25 nominations? If not, I will deem the nominations

1 closed for Chair.

2 (No response)

3 MR. NETCHERT: Seeing none, the
4 nominations for Chair are closed.

5 Carmen, if you would.

6 MS. LOZANO: Yes, sir.

7 Commissioner Dellabella.

8 COMMISSIONER DELLABELLA: Aye.

9 MS. LOZANO: Commissioner Doran.

10 COMMISSIONER DORAN: Aye.

11 MS. LOZANO: Commissioner Goldsack.

12 COMMISSIONER GOLDSACK: Aye.

13 MS. LOZANO: Commissioner Lorenzo.

14 COMMISSIONER LORENZO: Aye.

15 MS. LOZANO: Commissioner Martinetti.

16 COMMISSIONER MARTINETTI: Yes.

17 MS. LOZANO: Commissioner Peneda.

18 COMMISSIONER PENEDA: Yes.

19 MS. LOZANO: Chairman Pestana.

20 CHAIRMAN PESTANA: I'll abstain.

21 MS. LOZANO: The vote is --

22 COMMISSIONER DELLABELLA: If I can,

23 Commissioner Dublin is now here.

24 MS. LOZANO: Yes.

25 COMMISSIONER DUBLIN: I'm sorry. What

1 was that?

2 MR. NETCHERT: The record will reflect
3 that Commissioner Dublin is now in the room.

4 And commissioner, the motion on the
5 floor is to nominate the new chair for the coming
6 year, and the motion that's been made was to
7 nominate Frank Pestana, and it had been seconded.
8 So that's the vote that's on the table.

9 COMMISSIONER DUBLIN: Can I ask a
10 question before I vote?

11 MR. NETCHERT: Sure.

12 COMMISSIONER DUBLIN: Like what is the
13 process on picking the different positions for the
14 Board?

15 MR. NETCHERT: People nominate and
16 people vote.

17 MR. GUERRA: You mean for the chair,
18 vice chair?

19 COMMISSIONER DUBLIN: Is there any
20 pre-discussions or anything like that, or is it
21 just --

22 MR. NETCHERT: Well, any discussions
23 regarding the nomination of people --

24 COMMISSIONER DUBLIN: Right. Like how
25 do you know if other people on the board are

1 interested and stuff like that?

2 MR. NETCHERT: Well, if you're
3 interested you can ask someone to nominate you for
4 that position.

5 COMMISSIONER DUBLIN: But I think
6 normally boards get together and have discussions.
7 I mean I sat on the Freeholder board and we
8 normally sit and have discussions before we, you
9 know, come to a reorganization meeting and just,
10 you know, put things on the table. I just think
11 that there should be some type of a discussion.
12 Right?

13 I mean this is a board where a process
14 is open, and I think that it's best that, you
15 know, we have a discussion on the different
16 positions.

17 I mean since I have been on this board
18 there has been no discussions. I had brought up a
19 lot of concerns at the last reorganization meeting
20 and it seems like nothing came out of that.

21 MR. NETCHERT: I'm not a board member,
22 so I can't say that you didn't bring them up to
23 the board members, but I don't know that I ever
24 heard you raise any of those issues or concerns.

25 COMMISSIONER DUBLIN: I did. I did.

1 MR. GUERRA: Last year?

2 COMMISSIONER DUBLIN: Yes.

3 MR. GUERRA: What were they, Jeff?

4 COMMISSIONER DUBLIN: I'm just saying I
5 said what is the process on picking the
6 reorganization, like how do you pick the chairman,
7 vice chairman, et cetera.

8 And then there were -- I asked about
9 the committees, right, and --

10 MR. NETCHERT: I do remember you asking
11 about committees.

12 COMMISSIONER DUBLIN: And when do they
13 meet, and there is no notification on that. So I
14 mean I just wanted to know.

15 MR. GUERRA: Typically the committees
16 are picked by the Chairman and then he selects the
17 committees.

18 In terms of, to me, in terms of if
19 there is an interest, I would suggest at that
20 time, and it might be late now, they nominated
21 Frank, that you contact the other commissioners
22 and tell them that you have an interest.

23 In all my years here, and even in my
24 years at the Improvement Authority (sic), know the
25 commissioners never got together pre-meeting. If

1 they did, we wouldn't even know about it.

2 MR. NETCHERT: It's also kind of a
3 violation of the public if you get together, and
4 you know that.

5 MR. GUERRA: And you know that.

6 COMMISSIONER DUBLIN: And at the end of
7 the day is -- I was new when I got on this board,
8 not new to the process, but just new to this
9 board. And every board is ran differently.

10 MR. GUERRA: Right.

11 COMMISSIONER DUBLIN: And at the end of
12 the day, being someone is new to the Board, you
13 know, some of the direction, you know -- somebody
14 should have directed me, you know, in having these
15 conversations, whether it's the chair, the vice
16 chair.

17 I'm not depending on you, Norman, or
18 Mr. Netchert to give me any, you know, advice
19 because we're, you know, pretty much really, you
20 know, like governing the board. You come to us
21 with your things that you're looking to do and
22 it's up to us to pass on them or to try to, you
23 know, change some things that's going to work out
24 the best to the running of the Improvement
25 Authority. So I just want to know, you know, what

1 is the process.

2 Maybe my conversation is not with you,
3 it should be with Frank, who is the Chairman to
4 see, you know, what is the process.

5 So I vote to abstain. I abstain.

6 MR. GUERRA: Okay.

7 MR. NETCHERT: Carmen, you didn't call
8 for a vote, did you?

9 MS. LOZANO: Yes, I did.

10 MR. GUERRA: And there is one
11 abstention.

12 MS. LOZANO: Yes.

13 MR. GUERRA: So the vote is --

14 CHAIRMAN PESTANA: Two abstentions. I
15 abstained also.

16 MS. LOZANO: Two abstentions --

17 MR. GUERRA: Right.

18 MS. LOZANO: -- one absent.

19 MR. NETCHERT: So it's six-one. Six in
20 favor --

21 MS. LOZANO: Six in favor, two
22 abstentions, one not present.

23 COMMISSIONER GOLDSACK: Point of order,
24 commissioners.

25 Commissioner, is there someone you

1 would like to nominate?

2 COMMISSIONER DUBLIN: It's too late to
3 vote. I don't like to come in a meeting -- I
4 would rather have a talk for the pre-meeting to do
5 that talk.

6 Listen, I'm a person that now that I
7 know the process I'll sit down with the Chairman
8 moving forward for next year. I'm not going to
9 look to, you know, to raise, you know, anything
10 right now. Now I know the process, so I will
11 follow the process and then, you know, talk to the
12 Chairman of the Board.

13 COMMISSIONER GOLDSACK: Because there
14 are other nominations that are open if the
15 commissioners so chooses to nominate someone.

16 COMMISSIONER DUBLIN: Okay. If there
17 is something I hear about, I can nominate myself,
18 right?

19 MR. NETCHERT: Sure.

20 COMMISSIONER GOLDSACK: Absolutely.

21 COMMISSIONER DUBLIN: All right. Thank
22 you.

23 MR. NETCHERT: Mr. Chairman, you're in
24 charge of the meeting now.

25 CHAIRMAN PESTANA: Okay. Thank you.

1 MR. NETCHERT: I'm finished for the
2 night.

3 CHAIRMAN PESTANA: Thank you.

4 At this time we would like to take
5 nominations for Vice Chairman. Do we have any
6 nominations for Vice Chairman?

7 COMMISSIONER PENEDA: I'll nominate Jim
8 Doran.

9 CHAIRMAN PESTANA: Commissioner Peneda
10 nominates Jim Doran as Vice Chairman.

11 Is there a second?

12 COMMISSIONER GOLDSACK: Second.

13 CHAIRMAN PESTANA: We have a second by
14 Commissioner Goldsack.

15 Are there any other nominations?

16 (No response)

17 CHAIRMAN PESTANA: At this time the
18 nominations are closed.

19 Can we take the vote.

20 MS. LOZANO: Commissioner Dellabella.

21 COMMISSIONER DELLABELLA: Aye.

22 MS. LOZANO: Commissioner Doran.

23 COMMISSIONER DORAN: Aye.

24 MS. LOZANO: Commissioner Dublin.

25 COMMISSIONER DUBLIN: Aye.

1 MS. LOZANO: Commissioner Goldsack.

2 COMMISSIONER GOLDSACK: Aye.

3 MS. LOZANO: Commissioner Lorenzo.

4 COMMISSIONER LORENZO: Aye.

5 MS. LOZANO: Commissioner Martinetti.

6 COMMISSIONER MARTINETTI: Yes.

7 MS. LOZANO: Commissioner Peneda.

8 COMMISSIONER PENEDA: Yes.

9 MS. LOZANO: Chairman Pestana.

10 CHAIRMAN PESTANA: Yes.

11 MS. LOZANO: The nomination is passed
12 by eight board members voting yes, one not
13 present.

14 CHAIRMAN PESTANA: Okay.
15 Congratulations Commissioner.

16 COMMISSIONER DORAN: Thank you.

17 CHAIRMAN PESTANA: At this time we'll
18 take nominations for Treasurer. Do we have any
19 nominations for Treasurer?

20 COMMISSIONER MARTINETTI: I would like
21 to nominate Nicholas Goldsack as Treasurer.

22 CHAIRMAN PESTANA: I have a motion by
23 Commissioner Martinetti.

24 Is there a second?

25 COMMISSIONER DELLABELLA: Second.

1 CHAIRMAN PESTANA: Second by
2 Commissioner Dellabella for Nicholas Goldsack.

3 Do we have any other nominations?

4 (No response)

5 CHAIRMAN PESTANA: Hearing none, at
6 this time the nominations are closed.

7 Let's take the vote.

8 MS. LOZANO: Commissioner Dellabella.

9 COMMISSIONER DELLABELLA: Aye.

10 MS. LOZANO: Commissioner Doran.

11 COMMISSIONER DORAN: Aye.

12 MS. LOZANO: Commissioner Dublin.

13 COMMISSIONER DUBLIN: Aye.

14 MS. LOZANO: Commissioner Goldsack.

15 COMMISSIONER GOLDSACK: Abstain.

16 MS. LOZANO: Commissioner Lorenzo.

17 COMMISSIONER LORENZO: Aye.

18 MS. LOZANO: Commissioner Martinetti.

19 COMMISSIONER MARTINETTI: Yes.

20 MS. LOZANO: Commissioner Peneda.

21 COMMISSIONER PENEDA: Yes.

22 MS. LOZANO: Chairman Pestana.

23 CHAIRMAN PESTANA: Yes.

24 MS. LOZANO: The nomination is accepted
25 by six members voting yes, one not present, one

1 abstention --

2 MR. NETCHERT: It was seven, Carmen.

3 MS. LOZANO: Seven members --

4 MR. NETCHERT: Right.

5 MS. LOZANO: -- voting yes.

6 CHAIRMAN PESTANA: Congratulations.

7 COMMISSIONER GOLDSACK: Thank you,
8 thank you.

9 CHAIRMAN PESTANA: And finally we'll
10 take nominations now for the position of
11 Secretary. Do we have any nominations?

12 COMMISSIONER DORAN: I would nominate
13 Frank Lorenzo.

14 CHAIRMAN PESTANA: We have a motion by
15 Commissioner Doran for Frank Lorenzo.

16 Do we have a second -- do we have any
17 other nominations?

18 COMMISSIONER MARTINETTI: I'll second
19 it.

20 CHAIRMAN PESTANA: I have a second by
21 Mr. Martinetti for Frank Lorenzo.

22 Are there any other nominations?

23 (No response)

24 CHAIRMAN PESTANA: Hearing none, the
25 nominations are now closed.

1 Please take the vote, Carmen.

2 MS. LOZANO: Commissioner Dellabella.

3 COMMISSIONER DELLABELLA: Aye.

4 MS. LOZANO: Commissioner Doran.

5 COMMISSIONER DORAN: Aye.

6 MS. LOZANO: Commissioner Dublin.

7 COMMISSIONER DUBLIN: Aye.

8 MS. LOZANO: Commissioner Goldsack.

9 COMMISSIONER GOLDSACK: Aye.

10 MS. LOZANO: Commissioner Lorenzo.

11 COMMISSIONER LORENZO: Abstain.

12 MS. LOZANO: Commissioner Martinetti.

13 COMMISSIONER MARTINETTI: Yes.

14 MS. LOZANO: Commissioner Peneda.

15 COMMISSIONER PENEDA: Yes.

16 MS. LOZANO: Chairman Pestana.

17 CHAIRMAN PESTANA: Yes.

18 MS. LOZANO: The nomination for

19 Secretary Commissioner Lorenzo so passes by seven

20 board members voting yes, one abstention, one not

21 present.

22 CHAIRMAN PESTANA: The new officers are

23 in place. Congratulations to everyone.

24 Next, Norman.

25 MR. GUERRA: Item number 12 --

1 Chairman, would you like me to read all
2 of the captions and vote once on them?

3 COMMISSIONER GOLDSACK: Yes.

4 CHAIRMAN PESTANA: Yes.

5 MR. GUERRA: Item 12. Resolution
6 12-2018-12, Resolution of the Hudson County
7 Improvement Authority setting the schedule of
8 Regular Board Meetings for 2018/2019.

9 Item 13. Resolution of the Hudson
10 County Improvement Authority designating the
11 Jersey Journal and the Star Ledger as official
12 newspapers for the purpose of publishing Authority
13 notices.

14 Item 14. Resolution of the Hudson
15 County Improvement Authority designating legal
16 depositories for the funds of the Authority.

17 Item 15 is resolution of the Hudson
18 County Improvement Authority designating
19 authorized signatories in connection with the
20 Authority's financial transactions.

21 Number 16. Resolution of the Hudson
22 County Improvement Authority appointing Carmen
23 Lozano as Assistant Secretary to the Board.

24 Item 17. Resolution of the Hudson
25 County Improvement Authority appointing Liz Ramos

1 as Assistant Secretary Pro Tem of the Board.

2 Item 18. Resolution of the Hudson
3 County Improvement Authority appointing James
4 Ladson as Public Agency Compliance Officer.

5 Number 19. Resolution of the Hudson
6 County Improvement Authority designating a Plan
7 Administrator of the Authority's Deferred
8 Compensation Plan.

9 MR. GUERRA: Can I have motion for
10 those?

11 COMMISSIONER DELLABELLA: I'll make a
12 motion.

13 CHAIRMAN PESTANA: Is there a second?

14 COMMISSIONER PENEDA: And I'll second
15 it.

16 MR. NETCHERT: The motion is to approve
17 Resolutions 12 through 19.

18 CHAIRMAN PESTANA: There is a motion by
19 Commissioner Dellabella for that and it's seconded
20 by Commissioner Peneda.

21 MR. NETCHERT: As a consent agenda on
22 behalf of the Board.

23 CHAIRMAN PESTANA: So we need a vote.

24 MR. NETCHERT: Yes.

25 CHAIRMAN PESTANA: Carmen, take a vote

1 please.

2 MS. LOZANO: Commissioner Dellabella.

3 COMMISSIONER DELLABELLA: Aye.

4 MS. LOZANO: Commissioner Doran.

5 COMMISSIONER DORAN: Aye.

6 MS. LOZANO: Commissioner Dublin.

7 COMMISSIONER DUBLIN: Aye.

8 MS. LOZANO: Commissioner Goldsack.

9 COMMISSIONER GOLDSACK: Yes.

10 MS. LOZANO: Commissioner Lorenzo.

11 COMMISSIONER LORENZO: Aye.

12 MS. LOZANO: Commissioner Martinetti.

13 COMMISSIONER MARTINETTI: Yes.

14 MS. LOZANO: Commissioner Peneda.

15 COMMISSIONER PENEDA: Yes.

16 MS. LOZANO: Chairman Pestana.

17 CHAIRMAN PESTANA: Yes.

18 MS. LOZANO: Resolutions 2-2018-12 ROM
19 through 2-2018-19 ROM all pass in the affirmative
20 by eight board members voting yes, one not present.

21 MR. GUERRA: We should now call to order
22 the Regular Board Meeting.


23 CHAIRMAN PESTANA: Yes.

24 (Whereupon the Reorganization Meeting is
25 concluded.)

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

C E R T I F I C A T I O N

I, Sharon Palmer Lynch, C.C.R., License
Number X100796, a Certified Court Reporter of the
State of New Jersey, do hereby certify that the
foregoing is a true and accurate transcript of my
stenographic notes of the within proceedings to
the best of my knowledge and ability.



Sharon Palmer Lynch, C.C.R.

Dated: February 14, 2018