

**NEW JERSEY SCHOOLS DEVELOPMENT AUTHORITY  
2021 ORGANIZATIONAL BOARD OF DIRECTORS TELECONFERENCE MEETING  
WEDNESDAY, JANUARY 6, 2021**

The Annual Organizational Teleconference meeting of the Board of Directors of the New Jersey Schools Development Authority (SDA or the Authority) was held on Wednesday, January 6, 2021 at 9:00 a.m.

Participating were:

Robert Nixon, Chairman

David Nuse (EDA)

Kevin Luckie (DCA)

Bernard Piaia (DOE)

Michael Kanef (Treasury)

Kevin Egan

Richard Elbert

Loren Lemelle

Michael Maloney

Lester Lewis-Powder

Mario Vargas

being all the Members of the Board

At the Chairman's request, Manuel Da Silva, chief executive officer, Andrew Yosha, vice president; Jane F. Kelly, vice president & assistant secretary; Donald Guarriello, vice president & chief financial officer; and Albert Barnes, chief counsel of the SDA participated in the meeting. Joy Johnson of the Governor's Authorities Unit also participated in the meeting.

The Chairman of the Board, Mr. Nixon, called the meeting to order. He wished everyone a Happy New Year and thanked the Board Members for their dedication and years of service to the SDA.

The Chairman then asked Ms. Kelly to read the requisite notice of the meeting. Ms. Kelly announced that the meeting notice had been sent to the *Trenton Times* and *Star-Ledger* at least 48

hours prior to the meeting. She said that a call-in number was provided on the SDA Website so that members of the public could participate in the meeting by teleconference. She also advised the Members that the call-in number for the meeting was posted at the SDA offices earlier in the morning. Ms. Kelly then conducted a roll call and indicated that a quorum of the Board Members was present.

Next, Mr. Nixon welcomed the Members, SDA staff and the public to the SDA's 2021 Annual Organizational meeting. He then presented the matters on the agenda for Board consideration. Referencing the Organizational Meeting materials that staff provided to the Board in advance of the meeting, Mr. Nixon announced that the first matter requiring Board approval is the election of Authority Officers for 2021. He then identified the individuals put forward for Board consideration to serve in the following positions: Vice Chairperson—Mario Vargas; Treasurer—Elizabeth Muoio, State Treasurer; Secretary—Michael Maloney; Chief Executive Officer—Manuel Da Silva; Assistant Treasurer—Donald Guarriello; and Assistant Secretary—Jane F. Kelly. As was noted in the materials provided to the Board, the position of Assistant Secretary also is responsible for all Authority corporate governance and compliance responsibilities.

Mr. Nixon requested a motion to elect as the officers of the Authority those individuals whose names were just announced. Upon a motion by Mr. Vargas and seconded by Mr. Lewis-Powder, the Board approved the slate of SDA Officers proposed for 2021 with its unanimous vote in favor of **Resolution 3a**.

Mr. Nixon then announced those Board Members that he is appointing to serve as Committee Chairs and Members for 2021. The individuals appointed by the Chairman to serve as Chairs and Members of the Authority's Audit, Real Estate and School Review Committees respectively are as follows:

Audit Committee

1. **Robert Nixon, Chairperson** (Public Member)
2. State Treasurer (or designee, as permitted by Section 2.7 of the By-Laws)
3. Loren Lemelle (Public Member)
4. Mario Vargas (Public Member)

### Real Estate Committee

1. **Mario Vargas, Chairperson** (Public Member)
2. Commissioner of the New Jersey Department of Community Affairs (or designee, as permitted by Section 2.7 of the By-Laws)
3. Kevin Egan (Public Member)
4. Richard Elbert (Public Member)
5. Lester Lewis-Powder (Public Member)

### School Review Committee

1. **Kevin Luckie** (New Jersey Department of Community Affairs designee, as permitted by Section 2.7 of the By-Laws)
2. Chief Executive Officer of the New Jersey Economic Development Authority (or designee as permitted by Section 2.7 of the By-Laws)
3. Commissioner of the New Jersey Department of Education (or designee, as permitted by Section 2.7 of the By-Laws)
4. Michael Maloney (Public Member)
5. Mario Vargas (Public Member)

The Chairman then reminded the Board that the Audit Committee Charter requires that at least one member of the Audit Committee be designated by the Board to serve as the Committee's financial expert. He said that his recommendation for Audit Committee financial expert is Loren Lemelle, Public Member. Mr. Nixon then requested a motion to approve the nomination of Ms. Lemelle to serve as the Audit Committee's financial expert in 2021. Upon motion duly made by Mr. Vargas and seconded by Mr. Lewis-Powder, the Board approved the nomination of Loren Lemelle to serve as the Audit Committee's financial expert upon its unanimous vote in favor of **Resolution 3bi**.

Mr. Nixon next stated that a proposed 2021 Board meeting schedule, to be operative until the Authority's next Annual Organizational meeting, was included in the meeting materials as **Exhibit E**. Mr. Nixon requested a motion to adopt the Board meeting schedule as proposed. Upon motion duly made by Ms. Lemelle and seconded by Mr. Vargas, the Board approved the Board meeting schedule for 2021 as presented with its unanimous vote in favor of **Resolution 3c**.

### **PUBLIC COMMENT**

The Chairman then opened the Public Comments portion of the meeting. He asked Mr. Charles Kratovil of New Brunswick to address the Board. Mr. Kratovil said that he wished to

comment on matters related to the Authority's reorganization and certain Members' appointments. He referenced two Board Members with ties to New Brunswick and said that one Board Member, along with a former SDA Chief of Staff, had sat on the Board of a Robert Wood Johnson (RWJ) hospital system board. He noted that RWJ is the entity that has plans to tear down a school in New Brunswick and to warehouse the children. He said that nothing has been done to help these New Brunswick children by the SDA over the past several months despite the fact that he has been coming to Board meetings to advise the Members as to what is happening there.

Mr. Nixon said that he appreciated Mr. Kratovil's comments but would not take the time to disagree with them today. He said that he has explained to Mr. Kratovil many times that SDA lacks the authority to intervene in this situation in New Brunswick. He added that, when necessary, one Board Member referenced by Mr. Kratovil is diligent about recusing himself whenever issues involving New Brunswick are presented to the Board.

Mr. Kratovil then questioned SDA's continuing ability to build schools given its funding situation. Mr. Nixon responded that SDA staff does a great job in building excellent school facilities across the state and that funding decisions are currently under consideration at a different level.

Mr. Maloney expressed concerns with Mr. Kratovil's comments regarding the two Members of the Board and suggested that he owed each of them an apology. Mr. Kratovil indicated that he stood by the accuracy of his comments. Mr. Kanef said that in the three years that he has served on SDA's Board of Directors, the individual Board Members referenced by Mr. Kratovil have performed at a professional and exceptional level at all times.

There being no other members of the public who indicated an interest in addressing the Board, the Public Comment portion of the meeting was concluded.

## **ADJOURNMENT**

There being no further business to come before the Board, upon motion by the Chairman and with unanimous consent, the Authority's 2021 Annual Organizational Teleconference meeting was adjourned.

**Certification:** The foregoing represents a true and complete summary of the actions taken by the Board of the New Jersey Schools Development Authority at its 2021 Annual Organizational meeting held January 6, 2021.

*/s/ Jane F. Kelly*  
Assistant Secretary