

ESSEX COUNTY
IMPROVEMENT AUTHORITY
ESSEX COUNTY, NEW JERSEY

SPECIAL BOARD MEETING: : TRANSCRIPT OF RECORDED
: PROCEEDINGS
: _____:

27 Wright Way
Fairfield, New Jersey

Wednesday, April 6, 2016
Commencing at 5:01 p.m.

M E M B E R S P R E S E N T:

COMMISSIONER MARK S. DUNEC, (Via telephone)
COMMISSIONER CLIFFORD ROSS, (Via telephone)
COMMISSIONER GERARD M. SPIESBACH, (Via telephone)
COMMISSIONER CARLA A. STANZIALE, (Via telephone)
COMMISSIONER STEVEN H. KLINGHOFFER, Chairman,
(Via telephone)

M E M B E R S A B S E N T:

COMMISSIONER RONALD J. BROWN, Vice Chairman

A L S O P R E S E N T:

STEVEN C. ROTHER, Executive Director
NIA H. GILL, ESQ., General Counsel, (Via telephone)
LUCY SAPINSKI, Director of Operations
THOMAS GOMEZ, Airport Manager
BETSY WILLIAMSON, Administrative Assistant
JOSEPH CALI, Senior Project Manager/
Accounts Receivables

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1 CHAIRMAN KLINGHOFFER: Okay. All right.
2 Notice was duly given by regular mail and
3 facsimile to the Essex County Executive, the
4 Essex County Clerk, the Clerk of the Board of
5 Chosen Freeholders, Freeholder President
6 Timberlake, the News Editor of The Herald News,
7 the News Editor of The Star-Ledger, and notice
8 was posted on the bulletin board in the Office of
9 the Essex County Improvement Authority, stating
10 the time, date, and location, and purpose of the
11 Special Meeting, at which formal action may be
12 taken on items listed on the agenda.

13 Roll call.

14 MS. SAPINSKI: Commissioner Dunec?

15 COMMISSIONER DUNEC: Present.

16 MS. SAPINSKI: Commissioner Spiesbach?

17 COMMISSIONER SPIESBACH: Here.

18 MS. SAPINSKI: Commissioner Stanziale?

19 COMMISSIONER STANZIALE: Here.

20 MS. SAPINSKI: Commissioner Ross?

21 COMMISSIONER ROSS: Here.

22 MS. SAPINSKI: Chairman Klinghoffer?

23 CHAIRMAN KLINGHOFFER: Here.

24 Do we have any members of the public
25 present who would like to make comment?

1 MR. ROTHER: No.

2 CHAIRMAN KLINGHOFFER: Okay.

3 Hearing none, we'll -- is there any reason
4 to have Executive Session?

5 MR. ROTHER: No. There -- there's -- not
6 from my perspective, in any event, unless there's
7 something that any of the Commissioners want to
8 discuss?

9 CHAIRMAN KLINGHOFFER: Any request to have
10 Executive Session?

11 A VOICE: No.

12 COMMISSIONER SPIESBACH: No.

13 CHAIRMAN KLINGHOFFER: Okay. Okay.

14

15 (Whereupon, the Board discussed and took
16 action on the following item:

17 **RESOLUTIONS**

18 1. RESOLUTION NO. 16-094 - RESOLUTION
19 AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE
20 AMENDMENT TO LEASE AGREEMENT WITH THE COUNTY OF
21 ESSEX AND ARAMARK SPORTS AND ENTERTAINMENT
22 SERVICES, LLC TO ALLOW FOR THE SERVICE OF BEER
23 AND WINE AT THE NEW TURTLE BACK ZOO CAFE.)

24

25 CHAIRMAN KLINGHOFFER: In that event, we

1 have one Resolution on the agenda.

2 Resolution Authorizing the Executive
3 Director to Execute Amendment to Lease Agreement
4 with the County of Essex, and Aramark Sports and
5 Entertainment Services, LLC, to Allow for Service
6 of Beer and Wine at the New Turtle Back Zoo Café.

7 MR. ROTHER: Yeah. Okay.

8 Yeah. After -- after our review of the
9 initial amendment to the sub-lease, we sent it
10 back to County Counsel, and it was amended to
11 reflect only an increase in the monthly rent, and
12 -- and to permit the sale of alcoholic beverages
13 in -- in plastic containers and on draft, but in
14 no other fashion.

15 We understand that the lease is going to be
16 on the agenda for approval by the Freeholders
17 this evening.

18 CHAIRMAN KLINGHOFFER: Can you explain
19 exactly what our legal relationship is here?

20 MR. ROTHER: Sure. Sure.

21 CHAIRMAN KLINGHOFFER: The Improvement
22 Authority?

23 MR. ROTHER: Yes.

24 CHAIRMAN KLINGHOFFER: Is it pronounced
25 Aramark? Am I correct? I'm not sure if I'm

1 pronouncing it correctly.

2 MR. ROTHER: Aramark, yes.

3 Here's -- and -- and I should make one
4 disclosure which -- which we'll -- we'll get to
5 in a minute.

6 This is a property that is owned by the
7 County. It is leased to the Improvement
8 Authority, and then it is sub-leased to Aramark,
9 for the purpose of vending food at Turtle Back
10 Zoo.

11 CHAIRMAN KLINGHOFFER: And --

12 MR. ROTHER: The -- the initial lease did
13 not permit the -- the sale of alcoholic
14 beverages.

15 Because the property is owned by
16 governmental entities, the sub-tenant is
17 permitted to get what is called a
18 concessionaire's liquor license directly from the
19 State, even though the municipality in which the
20 property is located may be oversubscribed with
21 regard to liquor licenses, there's a special
22 annual concessionaire's license that they can
23 secure directly from the State ABC, under these
24 circumstances. And that's what they plan to do.

25 CHAIRMAN KLINGHOFFER: And is our sub-lease

1 | limited to the concession stand? Or is it any
2 | other part of the --

3 | MR. ROTHER: No. It's the entire food
4 | vending operation at Turtle Back Zoo.

5 | COMMISSIONER SPIESBACH: But not the rest
6 | of the zoo.

7 | MR. ROTHER: No.

8 | COMMISSIONER SPIESBACH: Okay.

9 | MR. ROTHER: No.

10 | And --

11 | COMMISSIONER SPIESBACH: Just --

12 | MR. ROTHER: And I should just point out
13 | one thing, that -- that in the past, my firm has
14 | represented Aramark on liquor licensing matters.
15 | And I did not participate at all in the
16 | negotiation of these terms. This was done
17 | exclusively through County Counsel's Office.

18 | The only thing that I did was review an
19 | initial draft to point out some illegalities in
20 | -- in the way they were pursuing it, and so that
21 | they could make the corrections.

22 | The -- Aramark may come to our firm -- I
23 | don't do the liquor work, by the way -- may come
24 | to our firm at some point in time and ask for
25 | advice. But that would be all post your action

1 here.

2 And, of course, I didn't participate in any
3 way in negotiating these terms.

4 CHAIRMAN KLINGHOFFER: Thank you.

5 COMMISSIONER SPIESBACH: Thank you.

6 COMMISSIONER ROSS: Steve, this is -- this
7 is Cliff.

8 Has any additional insurance been purchased
9 to cover the selling of alcohol?

10 COMMISSIONER SPIESBACH: Yeah. I was
11 curious about that, as well.

12 MR. ROTHER: That -- that is not something
13 that is included, except there is a large
14 indemnification provision, which -- which I am
15 sure is what the County was looking to.

16 There -- there is insurance in -- in the
17 initial contract, but a -- just an
18 indemnification here.

19 COMMISSIONER SPIESBACH: Yeah. Actually,
20 this building -- building on with Commissioner
21 Ross was saying, I was just -- are we comfortable
22 that we're not in a liability situation here, if
23 something should happen as a result of somebody
24 -- you know, being served, or whatever the case
25 may be?

1 Steve, do you feel as if we're -- we're
2 adequately protected on the liability side?

3 MR. ROTHER: I -- I believe we are. You
4 know, we -- we are immune from most of these
5 kinds of actions.

6 That's not to say that somebody can't sue
7 you, but --

8 COMMISSIONER SPIESBACH: No. Of course,
9 they can always sue.

10 MR. ROTHER: But -- but we have -- yeah.
11 But we have -- you know, no matter -- no matter
12 how much insurance, what indemnifications are in
13 place, you always can get sued.

14 But, no, I -- I believe we are adequately
15 protected.

16 CHAIRMAN KLINGHOFFER: Well, if we've got
17 indemnification -- I mean, Aramark, I think, does
18 over \$14 billion in annual revenue.

19 MR. ROTHER: Big company. Aramark --
20 Aramark is huge.

21 CHAIRMAN KLINGHOFFER: It's -- it's -- you
22 know, it's -- we have (indiscernible).

23 COMMISSIONER SPIESBACH: Yeah. I just
24 wanted to --

25 MS. DILLON: Chairman, please speak up.

1 COMMISSIONER SPIESBACH: Just a curious
2 question, Steve. That's all I want. And the
3 Director had answered it satisfactorily.

4 MR. ROTHER: Yeah. Steve -- Chairman, will
5 you speak up a little louder? You're -- you're
6 hard to pick up here for the record.

7 CHAIRMAN KLINGHOFFER: Okay. Is this any
8 -- is this any better?

9 MS. DILLON: Yes.

10 CHAIRMAN KLINGHOFFER: Good. Okay. Sorry
11 about that. Sorry about that.

12 Any other questions?

13 COMMISSIONER SPIESBACH: I think Carla was
14 trying to say something.

15 I apologize, Carla, if I stepped on you. I
16 didn't realize.

17 COMMISSIONER STANZIALE: No. We're good.
18 We're good.

19 Thank you.

20 COMMISSIONER SPIESBACH: Okay.

21 CHAIRMAN KLINGHOFFER: Okay.

22 If there's no further questions, is there a
23 motion?

24 COMMISSIONER ROSS: Motion.

25 COMMISSIONER SPIESBACH: Okay. Second.

1 MS. SAPINSKI: Okay. Who moved it?

2 Commissioner Ross?

3 Was that? Okay.

4 MS. DILLON: Okay.

5 MS. SAPINSKI: Commissioner Dunec?

6 COMMISSIONER DUNEC: Yes.

7 MS. SAPINSKI: Commissioner Spiesbach?

8 COMMISSIONER SPIESBACH: Yes.

9 MS. SAPINSKI: Commissioner Stanziale?

10 COMMISSIONER STANZIALE: Yes.

11 MS. SAPINSKI: Commissioner Ross?

12 COMMISSIONER ROSS: Yes.

13 MS. SAPINSKI: Chairman Klinghoffer?

14 CHAIRMAN KLINGHOFFER: Yes.

15 MS. DILLON: Can I confirm the mover,

16 please?

17 MS. SAPINSKI: Who moved it?

18 CHAIRMAN KLINGHOFFER: Ross.

19 COMMISSIONER STANZIALE: Ross.

20 COMMISSIONER SPIESBACH: Jerry.

21 MS. SAPINSKI: Jerry, you were second.

22 COMMISSIONER SPIESBACH: Oh, no. I second.

23 I'm sorry.

24 COMMISSIONER ROSS: Cliff did. Ross.

25 MS. SAPINSKI: Yes.

1 MS. DILLON: Thank you.

2 MR. ROTHER: Yeah. Just one point of
3 clarification, so that you understand why we have
4 a Special Meeting to move this.

5 There's -- it's going to take some time to
6 process this liquor license through the State.
7 And everyone had hoped that they could have it in
8 place for the warmer weather that's coming.

9 And that's -- that's the reason for the
10 expedited action on this.

11 CHAIRMAN KLINGHOFFER: Great. Okay.

12 MR. ROTHER: Okay? There's --

13 CHAIRMAN KLINGHOFFER: Okay. Is there a
14 motion to --

15 If there's nothing further, is there a
16 motion to adjourn?

17 MR. ROTHER: Yeah. Just one other thing
18 that -- point of information.

19 We received just one proposal on the coffee
20 shop in the garage at the Hall of Records. We'll
21 be sending that around to you shortly.

22 CHAIRMAN KLINGHOFFER: Okay.

23 Thank you.

24 MR. ROTHER: Okay?

25 COMMISSIONER SPIESBACH: Move to -- move to

1 adjourn.

2 CHAIRMAN KLINGHOFFER: Is there a second?

3 COMMISSIONER ROSS: Motion.

4 CHAIRMAN KLINGHOFFER: Okay.

5 MS. SAPINSKI: Who do you have?

6 MS. DILLON: I have Ross as the second.

7 MS. SAPINSKI: I have Ross, and then Jerry
8 as the first one.

9 MS. DILLON: Yes.

10 MS. SAPINSKI: Okay.

11 Commissioner Dunec?

12 COMMISSIONER DUNEC: Yes.

13 MS. SAPINSKI: Commissioner Spiesbach?

14 COMMISSIONER SPIESBACH: Yes.

15 MS. SAPINSKI: Commissioner Stanziale?

16 COMMISSIONER STANZIALE: Yes.

17 MS. SAPINSKI: Commissioner Ross?

18 COMMISSIONER ROSS: Yes.

19 MS. SAPINSKI: Chairman Klinghoffer?

20 CHAIRMAN KLINGHOFFER: Yes.

21 MR. ROTHER: Okay.

22 Thank you all.

23 CHAIRMAN KLINGHOFFER: Thank you,
24 everybody.

25 MS. SAPINSKI: Thank you.

1 A VOICE: Good night.

2 MS. SAPINSKI: Bye-bye.

3

4 (Whereupon, the proceedings were concluded

5 at 5:11 p.m., Resolution No. 16-13.)

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1 STATE OF NEW JERSEY :

2 :

3 COUNTY OF ESSEX :

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6 I, DEBRA A. KASZNIAK, assigned transcriber,
7 do hereby affirm that the foregoing is a true and
8 accurate transcript of the SPECIAL BOARD MEETING
9 of the ESSEX COUNTY IMPROVEMENT AUTHORITY heard
10 on Wednesday, April 6, 2016 and digitally
11 recorded.

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25 Monitored and proofread by: Deborah Dillon