

A17-1270 Peak, C

Redacted

**Kathleen Foster**

---

**From:** CNeary  
**Sent:** Tuesday, March 07, 2017 7:55 AM  
**To:** John Rose  
**Subject:** FW: NESI

Will Clark's comments on this matter below

Christopher M. Neary  
Deputy Corporation Counsel  
City of New Haven  
165 Church Street  
New Haven, CT 06510  
203-946-7963  
203-946-7942 (fax)  
[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)

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**From:** CLARK, WILLIAM [mailto:WILLIAM.CLARK@new-haven.k12.ct.us]  
**Sent:** Tuesday, March 07, 2017 7:14 AM  
**To:** CNeary <CNeary@newhavenct.gov>; Michael Fumiatti <mfumiatt@newhavenct.gov>  
**Subject:** RE: NESI

1-210(6)(10)

1-210 (b)(10)

*William F. Clark, Esq.*

Chief Operating Officer  
New Haven Board of Education  
54 Meadow Street  
New Haven, CT 06519  
(475) 220-1591 (o)  
(203) 946-7468 (f)  
[William.clark@new-haven.k12.ct.us](mailto:William.clark@new-haven.k12.ct.us)

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**From:** CNeary [<mailto:CNeary@newhavenct.gov>]  
**Sent:** Monday, March 06, 2017 3:49 PM  
**To:** CLARK, WILLIAM; Michael Fumiatti  
**Subject:** FW: NESI

1-210 (b)(10)

Christopher M. Neary  
Deputy Corporation Counsel  
City of New Haven  
165 Church Street  
New Haven, CT 06510  
203-946-7963  
203-946-7942 (fax)  
[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)

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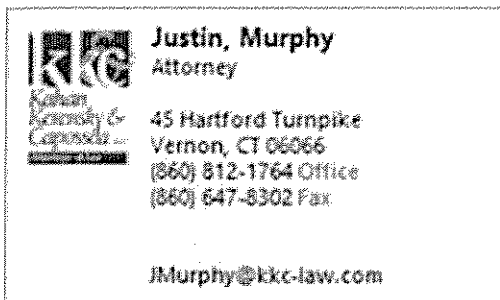
**From:** Murphy, Justin [<mailto:JMurphy@kkc-law.com>]  
**Sent:** Thursday, March 02, 2017 12:36 PM  
**To:** CNeary <[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)>  
**Subject:** RE: NESI

Chris,

In response to our conversation yesterday, please see the attached revised Verification, Acknowledgment and Acceptance regarding RCN's factoring of NESAIM's invoices from the City of New Haven BOE. I am also attaching the release documents with regard to the prior factoring relationship that NESAIM had with Riviera Finance. Please let me know if the attached are acceptable and if RCN and NESAIM can proceed.

Thanks,

Justin



**From:** CNeary [<mailto:CNeary@newhavenct.gov>]  
**Sent:** Wednesday, March 1, 2017 12:31 PM  
**To:** Murphy, Justin  
**Subject:** FW: NESI

Christopher M. Neary  
Deputy Corporation Counsel  
City of New Haven  
165 Church Street  
New Haven, CT 06510  
203-946-7963  
203-946-7942 (fax)  
[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)

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**From:** David Weiss [<mailto:dlweiss426@gmail.com>]  
**Sent:** Monday, February 27, 2017 11:31 AM  
**To:** CNeary <[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)>  
**Subject:** Re: NESI

Dear Chris:

I have attached hereto (1) the form of Verification Agreement requested by the new factoring company (RCN Capital) for NESAIM, LLC and their wiring instructions, and (2) copies of the remaining past due invoices which have previously been submitted to the City of New Haven for payment to Riviera. Once these remaining invoices have been paid to Riviera by the City of New Haven, NESAIM, LLC and Riviera will execute a mutual termination agreement and release. No other invoices will be factored through Riviera. I will forward a copy of same to your attention. All current and future invoices submitted by NESAIM will be factored through RCN Capital. RCN Capital is represented by Justin Murphy at Kahan, Kerensky & Capossela (877-758-4552). I have asked him to contact you to discuss and confirm the language in the attached documentation so that the processing of invoices through RCN capital can begin asap.

On Thu, Feb 23, 2017 at 2:18 PM, CNeary <[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)> wrote:

Test

Christopher M. Neary

Deputy Corporation Counsel

City of New Haven

165 Church Street

New Haven, CT 06510

203-946-7963

203-946-7942 (fax)

[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)

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## Kathleen Foster

---

**From:** T. Douglas Howell <nesaimllc@gmail.com>  
**Sent:** Monday, March 06, 2017 2:02 PM  
**To:** John Rose  
**Subject:** These are approved inv. And signed  
**Attachments:** NESAIM invoices for Dumpsters 2.24.17.pdf

Corp counsel Neary will not let these be signed on the second sheet and factored

----- Forwarded message -----

From: "BARBAROTTA, JOHN" <[john.barbarotta@new-haven.k12.ct.us](mailto:john.barbarotta@new-haven.k12.ct.us)>

Date: Feb 24, 2017 10:21 AM

Subject: approved inv.

To: "[Nesaimllc@gmail.com](mailto:Nesaimllc@gmail.com)" <[Nesaimllc@gmail.com](mailto:Nesaimllc@gmail.com)>

Cc: "[ashah@rencapital.com](mailto:ashah@rencapital.com)" <[ashah@rencapital.com](mailto:ashah@rencapital.com)>

Here you go.

*John Barbarotta*

Facilities Director NHPS

O- [475-220-1644](tel:475-220-1644)

C- [203-395-3878](tel:203-395-3878)

[john.barbarotta@nhboe.net](mailto:john.barbarotta@nhboe.net)

654 Ferry Street

New Haven, CT 06513

NESAIM LLC, 33 DIXWELL AVE, UNIT 109, NEW HAVEN, CT 06511  
 203-910-3983

ESUMS BOE DUMPSTER RENTAL SERVICE AT LEEDER HILL  
 INVOICE # DRS 4 1/5/17 CONTRACT # 21408-1-2 PO#70170038

LOCATION	DATE	4YD	COST	6YD	2 TOTER	INVOICE TOTAL
130 LEEDER HILL		2nd	\$ 20.00	2nd	\$ 40.00	\$ 20.00
130 LEEDER HILL		4th	\$ 20.00	4th	\$ 40.00	\$ 20.00
130 LEEDER HILL		6th	\$ 20.00	6th	\$ 40.00	
130 LEEDER HILL		9th	\$ 20.00	9th	\$ 40.00	\$ 20.00
130 LEEDER HILL		11th	\$ 20.00	11th	\$ 40.00	\$ 20.00
130 LEEDER HILL		13th	\$ 20.00	13th	\$ 40.00	
130 LEEDER HILL		16th	\$ 20.00	16th	\$ 40.00	\$ 20.00
130 LEEDER HILL		18th	\$ 20.00	18th	\$ 40.00	\$ 20.00
130 LEEDER HILL		20th	\$ 20.00	20th	\$ 40.00	
130 LEEDER HILL		23th	\$ 20.00	23th	\$ 40.00	\$ 20.00
130 LEEDER HILL		25th	\$ 20.00	25th	\$ 40.00	\$ 20.00
130 LEEDER HILL		27th	\$ 20.00	27th	\$ 40.00	
130 LEEDER HILL		30th	\$ 20.00	30th	\$ 40.00	\$ 20.00
			\$ 260.00		\$ 520.00	\$ 180.00
						\$ 960.00

NESAIM LLC, 33 DIXWELL AVE, UNIT 109, NEW HAVEN, CT. 06511  
 203-910-3983

ESUMS BOE DUMPSTER RENTAL SERVICE AT LEEDER HILL  
 INVOICE # DRS 3 CONTRACT # 21408-1-2 PO#70170038

LOCATION	DATE	4YD	COST	6YD	2 TOTER	INVOICE TOTAL
130 LEEDER HILL		2nd	\$ 20.00	2nd	\$ 40.00	\$ 20.00
130 LEEDER HILL		5th	\$ 20.00	5th	\$ 40.00	\$ 20.00
130 LEEDER HILL		7th	\$ 20.00	7th	\$ 40.00	
130 LEEDER HILL		9th	\$ 20.00	9th	\$ 40.00	\$ 20.00
130 LEEDER HILL		12th	\$ 20.00	12th	\$ 40.00	\$ 20.00
130 LEEDER HILL		14th	\$ 20.00	14th	\$ 40.00	
130 LEEDER HILL		16th	\$ 20.00	16th	\$ 40.00	\$ 20.00
130 LEEDER HILL		19th	\$ 20.00	19th	\$ 40.00	\$ 20.00
130 LEEDER HILL		21st	\$ 20.00	21st	\$ 40.00	
130 LEEDER HILL		23rd	\$ 20.00	23rd	\$ 40.00	\$ 20.00
130 LEEDER HILL		26th	\$ 20.00	26th	\$ 40.00	\$ 20.00
130 LEEDER HILL		28th	\$ 20.00	28th	\$ 40.00	
130 LEEDER HILL		30th	\$ 20.00	30th	\$ 40.00	\$ 20.00
			\$ 260.00		\$ 520.00	\$ 180.00
						\$ 960.00

975

NESAIM LLC  
 33 DIXWELL AVE UNIT 109  
 NEW HAVEN, CT. 06511  
 203-910-3983

DR. REGINALD MAYO EARLY CHILDHOOD SCHOOL, 185 GOFFEST, NEW HAVEN, CT. 06511

DATE 12/31/16 DUMPSTER RENTAL SERVICE LEEDER HILL  
 INVOICE # DRS 4-DRMECS BOE  
 PO # 70170038-00

DATE	LOCATION	GYD	COST	GYD	COST	GYD	COST	5 TOTERS
2nd		\$ 40.00	2nd	\$ 40.00	2nd	\$ 40.00	\$ 50.00	
5th		\$ 40.00	5th	\$ 40.00	5th	\$ 40.00	\$ 50.00	
7th		\$ 40.00	7th	\$ 40.00	7th	\$ 40.00	\$ 50.00	
9th		\$ 40.00	9th	\$ 40.00	9th	\$ 40.00	\$ 50.00	
12th		\$ 40.00	12th	\$ 40.00	12th	\$ 40.00	\$ 50.00	
14th		\$ 40.00	14th	\$ 40.00	14th	\$ 40.00	\$ 50.00	
16th		\$ 40.00	16th	\$ 40.00	16th	\$ 40.00	\$ 50.00	
19th		\$ 40.00	19th	\$ 40.00	19th	\$ 40.00	\$ 50.00	
21st		\$ 40.00	21st	\$ 40.00	21st	\$ 40.00	\$ 50.00	
23rd		\$ 40.00	23rd	\$ 40.00	23rd	\$ 40.00	\$ 50.00	
26th		\$ 40.00	26th	\$ 40.00	26th	\$ 40.00	\$ 50.00	
28th		\$ 40.00	28th	\$ 40.00	28th	\$ 40.00	\$ 50.00	
30th		\$ 40.00	30th	\$ 40.00	30th	\$ 40.00	\$ 50.00	
		\$ 520.00		\$ 520.00		\$ 520.00	\$ 420.00	

20-00 50.00



6YD	COST	6YD	COST	6YD	COST
2nd	\$ 40.00	2nd	\$ 40.00	2nd	\$ 40.00
5th	\$ 40.00	5th	\$ 40.00	5th	\$ 40.00
7th	\$ 40.00	7th	\$ 40.00	7th	\$ 40.00
9th	\$ 40.00	9th	\$ 40.00	9th	\$ 40.00
12th	\$ 40.00	12th	\$ 40.00	12th	\$ 40.00
14th	\$ 40.00	14th	\$ 40.00	14th	\$ 40.00
16th	\$ 40.00	16th	\$ 40.00	16th	\$ 40.00
19th	\$ 40.00	19th	\$ 40.00	19th	\$ 40.00
21st	\$ 40.00	21st	\$ 40.00	21st	\$ 40.00
23rd	\$ 40.00	23rd	\$ 40.00	23rd	\$ 40.00
26th	\$ 40.00	26th	\$ 40.00	26th	\$ 40.00
28th	\$ 40.00	28th	\$ 40.00	28th	\$ 40.00
30th	\$ 40.00	30th	\$ 40.00	30th	\$ 40.00
	\$ 520.00		\$ 520.00		\$ 520.00

INVOICE TOTAL

\$

~~3540.00~~

3,570

*Handwritten mark*

NESAIM LLC  
 33 DIXWELL AVE UNIT 109  
 NEW HAVEN, CT. 06511  
 203-910-3983  
 PO # 70170038-00  
 NEW HAVEN ACADEMY

INVOICE # DRS-3-NHA      DATE 12/31/16      DUMPSTER RENTAL SERVICE LEEDER HILL  
 BOE

LOCATION	DATE	6YD	COST	6YD	COST	
		2nd	\$ 40.00	2nd	\$ 40.00	\$ 20.00
		5th	\$ 40.00	5th	\$ 40.00	\$ 20.00
		7th	\$ 40.00	7th	\$ 40.00	
		9th	\$ 40.00	9th	\$ 40.00	\$ 20.00
		12th	\$ 40.00	12th	\$ 40.00	\$ 20.00
		14th	\$ 40.00	14th	\$ 40.00	
		16th	\$ 40.00	16th	\$ 40.00	\$ 20.00
		19th	\$ 40.00	19th	\$ 40.00	\$ 20.00
		21st	\$ 40.00	21st	\$ 40.00	
		23rd	\$ 40.00	23rd	\$ 40.00	\$ 20.00
		26th	\$ 40.00	26th	\$ 40.00	\$ 20.00
		28th	\$ 40.00	28th	\$ 40.00	
		30th	\$ 40.00	30th	\$ 40.00	\$ 20.00
			\$ 520.00		\$ 520.00	\$ 180.00

6YD COST

6/3 ↓

2nd	\$	40.00
5th	\$	40.00
7th	\$	40.00
9th	\$	40.00
12th	\$	40.00
14th	\$	40.00
16th	\$	40.00
19th	\$	40.00
21st	\$	40.00
23rd	\$	40.00
26th	\$	40.00
28th	\$	40.00
30th	\$	40.00

INVOICE TOTAL \$ 1,740.00

6/3

NESAIM LLC  
 33 DIXWELL AVE UNIT 109  
 NEW HAVEN, CT. 06511  
 203-910-3983  
 PO # 70170038-00  
 NEW HAVEN ACADEMY  
 INVOICE # DRS 4-NHA

DATE 1/31/17  
 BOE  
 DUMPSTER RENTAL SERVICE LEEDER HILL

LOCATION	DATE	GYD	COST	DATE	GYD	COST	
							2
	2nd		\$ 40.00	2nd		\$ 40.00	\$ 20.00
	4th		\$ 40.00	4th		\$ 40.00	\$ 20.00
	6th		\$ 40.00	6th		\$ 40.00	
	9th		\$ 40.00	9th		\$ 40.00	\$ 20.00
	11th		\$ 40.00	11th		\$ 40.00	\$ 20.00
	13th		\$ 40.00	13th		\$ 40.00	
	16th		\$ 40.00	16th		\$ 40.00	\$ 20.00
	18th		\$ 40.00	18th		\$ 40.00	\$ 20.00
	20th		\$ 40.00	20th		\$ 40.00	
	23th		\$ 40.00	23th		\$ 40.00	\$ 20.00
	25th		\$ 40.00	25th		\$ 40.00	\$ 20.00
	27th		\$ 40.00	27th		\$ 40.00	
	30th		\$ 40.00	30th		\$ 40.00	\$ 20.00
			\$ 520.00			\$ 520.00	\$ 180.00
6YD			COST				

6-18  
11/1

2nd	\$	40.00
4th	\$	40.00
6th	\$	40.00
9th	\$	40.00
11th	\$	40.00
13th	\$	40.00
16th	\$	40.00
18th	\$	40.00
20th	\$	40.00
23th	\$	40.00
25th	\$	40.00
27th	\$	40.00
30th	\$	40.00

INVOICE TOTAL \$ 1,740.00

1/19

NESAIM LLC  
 33 DIXWELL AVE UNIT 109  
 NEW HAVEN, CT. 06511  
 203-910-3983

DR. REGINALD MAYO EARLY CHILDHOOD SCHOOL, 185 GOFFEST, NEW HAVEN, CT. 06511

INVOICE # DRS 5-DRMECS BOE DATE 1/31/17 DUMPSTER RENTAL SERVICE LEEDER HILL  
 PO # 70170038-00

LOCATION	6YD	COST	6YD	COST	6YD	COST	5 TOTERS
DATE	2nd	\$ 40.00	2nd	\$ 40.00	2nd	\$ 40.00	\$ 50.00
	4th	\$ 40.00	4th	\$ 40.00	4th	\$ 40.00	\$ 50.00
	6th	\$ 40.00	6th	\$ 40.00	6th	\$ 40.00	\$ 50.00
	9th	\$ 40.00	9th	\$ 40.00	9th	\$ 40.00	\$ 50.00
	11th	\$ 40.00	11th	\$ 40.00	11th	\$ 40.00	\$ 50.00
	13th	\$ 40.00	13th	\$ 40.00	13th	\$ 40.00	\$ 50.00
	16th	\$ 40.00	16th	\$ 40.00	16th	\$ 40.00	\$ 50.00
	18th	\$ 40.00	18th	\$ 40.00	18th	\$ 40.00	\$ 50.00
	20th	\$ 40.00	20th	\$ 40.00	20th	\$ 40.00	\$ 50.00
	23th	\$ 40.00	23th	\$ 40.00	23th	\$ 40.00	\$ 50.00
	25th	\$ 40.00	25th	\$ 40.00	25th	\$ 40.00	\$ 50.00
	27th	\$ 40.00	27th	\$ 40.00	27th	\$ 40.00	\$ 50.00
	30th	\$ 40.00	30th	\$ 40.00	30th	\$ 40.00	\$ 50.00
		\$ 520.00		\$ 520.00		\$ 520.00	\$ 420.00

450

6YD	COST	6YD	COST	6YD	COST
2nd	\$ 40.00	2nd	\$ 40.00	2nd	\$ 40.00
4th	\$ 40.00	4th	\$ 40.00	4th	\$ 40.00
6th	\$ 40.00	6th	\$ 40.00	6th	\$ 40.00
9th	\$ 40.00	9th	\$ 40.00	9th	\$ 40.00
11th	\$ 40.00	11th	\$ 40.00	11th	\$ 40.00
13th	\$ 40.00	13th	\$ 40.00	13th	\$ 40.00
16th	\$ 40.00	16th	\$ 40.00	16th	\$ 40.00
18th	\$ 40.00	18th	\$ 40.00	18th	\$ 40.00
20th	\$ 40.00	20th	\$ 40.00	20th	\$ 40.00
23th	\$ 40.00	23th	\$ 40.00	23th	\$ 40.00
25th	\$ 40.00	25th	\$ 40.00	25th	\$ 40.00
27th	\$ 40.00	27th	\$ 40.00	27th	\$ 40.00
30th	\$ 40.00	30th	\$ 40.00	30th	\$ 40.00
	\$ 520.00		\$ 520.00		\$ 520.00

INVOICE TOTAL

\$ ~~3540.00~~ 3570

*9/20*

## Kathleen Foster

---

**From:** CNeary  
**Sent:** Tuesday, March 07, 2017 7:55 AM  
**To:** John Rose  
**Subject:** FW: NESI  
**Attachments:** Sample Verification Letter RCN REVISED.DOC

John,  
See the reply from counsel

Christopher M. Neary  
Deputy Corporation Counsel  
City of New Haven  
165 Church Street  
New Haven, CT 06510  
203-946-7963  
203-946-7942 (fax)  
[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)

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**From:** Murphy, Justin [mailto:JMurphy@kkc-law.com]  
**Sent:** Monday, March 06, 2017 5:29 PM  
**To:** CNeary <CNeary@newhavenct.gov>  
**Subject:** RE: NESI

Hi Chris,

I spoke to my client regarding the revisions to the verification form. They can agree to many of the changes but they cannot agree to the addition of "to the best knowledge of the New Haven Board of Education" to paragraph #1. The point of the verification is to confirm the amount of the invoice so that RCN can make advances based on the amount of the invoice. When we spoke you indicated that if the invoice had been approved for payment then the amount was correct and the BOE had confirmed that the work was done, otherwise it would not have been approved for payment. If the BOE can come back later and indicate that the amount was not correct, after my client has advanced funds, then my client runs the risk of never getting repaid the funds that they advance.

Similarly, RCN cannot accept the language added to Paragraph 3 that excludes claims or defenses under the contracts with the BOE. The point of the verification is to confirm that no claims or defenses or rights of setoff exist at the time the verification is signed by the BOE so that RCN can advanced funds with reasonable assurance that the invoice will be paid. If there is a carve of for claims or defenses that may exist under the contract, then RCN has no assurance that the BOE will not refuse to make payment after funds have been advances based upon some claim or defense in the underlying contract. If the invoices have been approved for payment then there should not be any claims or defenses that need to be excluded under the contract.



If the changes reflected in the attached redlined version of the verification form can be agreed to by the City, then my client is prepared to move forward with NESAIM. Otherwise, I'm not sure this factoring arrangement can work.

Thanks,

Justin

---

**From:** CNeary [<mailto:CNeary@newhavenct.gov>]

**Sent:** Monday, March 6, 2017 1:43 PM

**To:** Murphy, Justin

**Subject:** NESI

Hi Justin,

Checking in to see if your client is amenable to the suggested edits I sent over last week.

Chris

Christopher M. Neary  
Deputy Corporation Counsel  
City of New Haven  
165 Church Street  
New Haven, CT 06510  
203-946-7963  
203-946-7942 (fax)  
[CNeary@newhavenct.gov](mailto:CNeary@newhavenct.gov)

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## VERIFICATION, ACKNOWLEDGMENT AND ACCEPTANCE AGREEMENT

Date:

Client's/Vendor's Name: N.E.S.A.I.M. LLC

Invoice:

Amount:

Customer: CITY OF NEW HAVEN, BOARD OF EDUCATION

In reliance of customer's representations, **RCN CAPITAL, LLC** ("RCN") is factoring the above invoice(s) due to Client/Vendor. Please assist this process by verifying and agreeing and confirming as follows:

1. The gross amount of the invoice(s) reflected above are correct to the best knowledge of the New Haven Board of Education and said invoices have been approved for payment. To the best knowledge of the New Haven Board of Education, there currently exist no claims, setoffs, recoupments deductions, credits, returns or defenses (whether failure of consideration, fraud, breach of warranty, etc.) pertaining to the invoices reflected above. The invoice(s) do not pertain to a consignment sale, guaranteed sale or exchange sale.
2. To the best knowledge of the New Haven Board of Education, the above referenced Vendor has not executed and delivered any waivers or subordinations of any lien rights related to the invoice(s) reflected above.
3. Based on this documents, RCN has or will acquire the above referenced invoices(s) for value, in good faith, and without notice of any claim or defense except those that may be enumerated in the contract between the New Haven Board of Education and N.E.S.A.I.M., Inc.
4. Payment on the above referenced invoice(s) will be made solely to RCN until and unless otherwise directed by RCN in writing.
5. Any disputes, claims or legal issues shall be resolved in accordance with the terms of the contract between the New Haven Board of Education and N.E.S.A.I.M., Inc.

The party signing below represents and confirms that said party is authorized by Customer to sign this letter agreement. Thereafter please mail and fax this letter to us at **(860) 831-1153**. A fax copy of this document shall be deemed an original acknowledged and agreed.

CITY OF NEW HAVEN, BOARD OF EDUCATION

By: \_\_\_\_\_  
John Barbarotta

\_\_\_\_\_  
Date