

MINUTES OF  
THE RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY

September 27, 2013 (#479)

PUBLIC SESSION

A monthly meeting of the Board of Directors (the “Board”) of the **RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY** (the “Authority”) was held in Public Session at the offices of the Rhode Island Economic Development Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island on September 27, 2013 at approximately 8:30 a.m., pursuant to notice of the meeting to all Directors, and public notice of the meeting as required by Rhode Island General Law 42-46-6.

PRESENT:                Frank R. Benell, Chairperson  
                              Frances H. Gammell-Roach, Vice Chairperson  
                              Laurence W. Ehrhardt, Member  
                              Christopher V. Bilotti, Member

ABSENT:                Michael S. Imbruglia, Member

ALSO PRESENT:      Sean W. Esten, Secretary of the Authority  
                              Adam Quinlan, Manager of the Authority  
                              Stacy Farrell, Assistant Manager of the Authority  
                              John Pagliarini, Chief of Staff for the RIEDC  
                              Tom Moses, Esq. Moses Afonso Ryan Ltd.

Chairman Benell presided over the meeting.

1.      **Call to Order.**

Mr. Benell called the meeting to order at 8:34 a.m.

2.      **Approval of the Public and Executive Session Minutes of the Meeting Held on July 26, 2013**

Mr. Benell presented the Public and Executive Session Minutes of the meeting held on July 26, 2013. A motion was duly made by Mr. Ehrhardt, was seconded by Mrs. Gammell-Roach and was unanimously carried to accept the Public and Executive Session Minutes, as presented. A roll call vote was taken:

Mr. Benell – aye  
Mrs. Gammell-Roach – aye  
Mr. Bilotti – aye  
Mr. Ehrhardt – aye

**3. Maintain the Executive Session Minutes of July 26, 2013 as Confidential**

The next item to come before the Board was a vote to maintain the confidentiality of the Executive Session Minutes of the Board meetings held on July 26, 2013. A motion was duly made by Mr. Bilotti, was seconded by Mrs. Gammell-Roach, and was unanimously carried to maintain the confidentiality of the Executive Session Minutes of the above noted meeting. A roll call vote was taken:

- Mr. Benell – aye
- Mrs. Gammell-Roach – aye
- Mr. Bilotti – aye
- Mr. Ehrhardt – aye

**4. Review of the draft audited financial statements for the fiscal year ended June 30, 2013.**

Mr. Quinlan introduced Mr. Stephen Geremia, CPA of the accounting firm LGG&D. He noted that the auditors were new from the previous year. Mr. Geremia then presented and reviewed with the Board the draft audited financial statements for the Authority for the fiscal year ended June 30, 2013 (Exhibit A). Mr. Geremia outlined some of the highlights of the statements and answered some questions from the Board. Upon completion of the review Mr. Geremia indicated that next steps, upon Board approval, were to review final documentation, and finalize a representation letter to accompany them. Copies of the report would then be filed with the Auditor General and the state’s Controllers Office. Upon completion of the discussion a motion was duly made by Mrs. Gammell-Roach, was seconded by Mr. Ehrhardt, and was unanimously carried to approve the draft audited financial statements of the Authority for the fiscal year ended June 30, 2013 as presented . A roll call vote was taken:

- Mr. Benell – aye
- Mrs. Gammell-Roach – aye
- Mr. Bilotti – aye
- Mr. Ehrhardt – aye

**5. Movement of Executive Session Item to Public Session**

Mr. Moses advised the Board that the item which was posted on the agenda relating the request for a revision of the Resolution of Approval on behalf of Ashaway Pines, LLC should be moved to a public session discussion. A motion was duly made by Mr. Imbruglia, was seconded by Mrs. Gammell-Roach, and was unanimously carried to move the item listed under executive session to public session. A roll call vote was taken:

- Mr. Benell – aye
- Mrs. Gammell-Roach – aye

Mr. Bilotti – aye  
Mr. Ehrhardt – aye

**6. To consider an increase from \$2,000,000 to \$2,200,000 to the Resolution of Approval on behalf of Ashaway Pines, LLC**

Mr. Esten outlined his request to the Board in a Memorandum dated September 18, 2013 (Exhibit B). He noted that the Board had already approved the issuance of the Bond in 2012. Mr. Esten stated that unforeseen cost overruns in the project have caused the project budget to increase by approximately \$600,000. He stated that the SBA 504 portion of the project has received approval for the increase as well as the approval from the Rhode Island Industrial Facilities Corporation. An amended and restated Resolution of Approval (Exhibit C) and an amended and restated Final Authorizing Resolution (Exhibit D) was provided to the Board for consideration and vote. Mr. Moses outlined the changes and told the Board they were amending the amount from \$2,000,000 to \$2,200,000 and extending the commitment date from March 2014 to July of 2014. A motion was duly made by Mrs. Gammell-Roach, was seconded by Mr. Bilotti, and was unanimously carried to approve the revisions and amendments as outlined in the resolutions. A roll call vote was taken:

Mr. Benell – aye  
Mrs. Gammell-Roach – aye  
Mr. Bilotti – aye  
Mr. Ehrhardt – aye

**7. Executive Session**

Mr. Benell suggested that the Board move into Executive Session. Upon motion duly made by Mrs. Gammell-Roach and seconded by Mr. Bilotti, the motion to move the meeting into executive session pursuant to Rhode Island Open Meetings Law 42-46-5(a)(2), 42-46-5(a)(5), 42-46-5(a)(6) and 42-46-5(a)(7) of the General Laws of the State of Rhode Island, as amended, was duly adopted. A roll call vote was taken:

Mr. Benell – aye  
Mrs. Gammell-Roach – aye  
Mr. Bilotti – aye  
Mr. Ehrhardt – aye

Public Session concluded and Executive Session began at 9:05 a.m.

**8. Executive Session Vote Ratification**

The meeting was reconvened from Executive Session to Public Session at 9:23 a.m. Mr. Benell noted that no votes were taken by the Board in Executive Session.

**9. Adjournment**

There being no further business to come before the Board, upon motion duly made by Mrs. Gammell-Roach, was seconded by Mr. Bilotti, the Board unanimously voted to adjourn the meeting. A roll call vote followed:

Mr. Benell – aye  
Mrs. Gammell-Roach – aye  
Mr. Bilotti – aye  
Mr. Ehrhardt – aye

The meeting was adjourned at 9:24 a.m.

Respectfully submitted,

/s/ Stacy Farrell  
Stacy Farrell, Assistant Manager