

DRAFT MEETING NOTES TO BE VOTED ON AT THE NEXT MEETING

**Fort Adams Foundation
Meeting Notes
February 12, 2015**

Members Present:

Janet Coit, Chair and DEM Director

Larry Mouradjian, Associate Director for DEM Natural Resources Bureau, representing DEM Parks and Recreation

Lee Whitaker, representing Rhode Island Historic Preservation

Chris Behan, Esq. representing the City of Newport

Members Absent:

Gregory Hall, President, Fort Adams Trust;

Others Present:

Rick Nagele, Executive Director, Fort Adams Trust

Cara Wortley, Digital Marketing and Event Assistant, Fort Adams Trust

Robert Paquette, Chief, DEM Parks & Recreation

John Faltus, Deputy Chief, DEM Parks & Recreation

Bruce Thompson, Assistant Regional Manager, DEM Parks & Recreation

Terri Bisson, DEM Bureau of Natural Resources Bureau (meeting notes)

Meeting was called to order at 1:37 pm.

Major Discussion Points, Agreements and Action Items:

1. Roll Call – See above. Members reviewed the Foundation statute and draft by-laws and agreed that Mr. Hall could not formally be represented by Mr. Nagel at the meeting.
2. Minutes - The meeting minutes of October 15, 2014 were approved unanimously.
3. By-laws - The draft by-laws with proposed changes from Mr. Behan were distributed to members. Members agreed to the changes proposed by Mr. Behan along with the following amendments:
 - Item 2 b – “attached map” would be the same map discussed during the MOA discussion when finalized (see notes below)
 - Item 2 e – changed to read: “TOUR PROGRAM” means that particular program of public ~~guided~~ tours of the interior of the historic Fort structures organized and ~~conducted~~ managed by the Fort Adams ~~Foundation~~ Trust.
 - Item 4 b - The Vice Chairperson shall perform the duties and exercise the powers of the

Mr. Behan made a motion to approve and adopt the by-laws as revised with the understanding that any typos could be fixed pro forma. Mr. Whitaker seconded the motion. The motion passed unanimously.

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4. Memorandum of Agreement between the Foundation and the Fort Adams Trust – Ms. Coit discussed the MOA and its importance to setting up the framework of how the Foundation and the Trust work together going forward. She stated that prior drafts used much of the language from the current MOA and that comments from by Mr. Behan made it clear that a new MOA needs to be built from the ground up. The group agreed and then proceeded to discuss provisions of the MOA, including:
 - a. Map – members reviewed the proposed map showing the boundaries that would be covered by the MOA. The areas included the Fort, the lost Fort and a number of other smaller, historic areas throughout the park. Mr. Nagele requested the opportunity to review the map with the FAT directors at their next meeting. He noted that some board members have expressed a desire to include the North Lawn under the jurisdiction of Trust in order to accommodate wedding and business events that call for a two year planning horizon. Mr. Mouradjian stated that the Department has been very flexible in allowing FAT use of the North Lawn for weddings and revenue generating events but that DEM will maintain control in order to preserve the area for public opportunity. He suggested perhaps some type of shared arrangement could be used to provide FAT some flexibility to meet the two year planning cycle. Mr. Mouradjian also noted the possibility of adding the Eisenhower House once renovations are complete and authority is transferred from the Department of Administration to DEM.

Mr. Paquette and Mr. Thompson noted that it was important to carefully delineate the areas and to define specific roles and maintenance responsibilities between FAT and the Department. DEM is presently working on an RFP for grounds maintenance. Mr. Nagele also noted concerns about some of the smaller, historic areas and what the Trust's responsibilities would be for keeping the areas "in clean and good repair." Mr. Mouradjian agreed that these areas would not be held to the same standards as the main Fort and suggested that they be called auxiliary, which would allow the Trust to restore them in the event that volunteers or funding became available but not be required to.

The group agreed to refine the map and attach to the MOA as Appendix A for the next meeting.

- b. The group discussed Foundation's role in approving all acquisitions, loans, gifts and other items that would assume permanent residency in the Fort. There was agreement to differentiate between permanent and non-permanent and small versus larger items that the Foundation would approve. Mr. Mouradjian also stated that it is critical to inventory the items. Mr. Nagele stated that the Trust has purchased Past Perfect Software and is now documenting the Fort inventory. Mr. Behan agreed to submit draft language for review at the next meeting. Mr. Nagele will forward the Trust's policy on what it will and will not accept to assist in developing the language.
- c. The group discussed the roles and responsibilities of the Foundation in reviewing and approving events, which is especially critical in light of the Newport Waterfront Events concert proposal. There was general agreement that the Foundation does not want to approve routine events. The Foundation should approve events that have significant impacts on the City and on the historic resources of the Fort. The group agreed to decide what the threshold will be and that factors such as size, time, duration, alcohol and the

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distinction between private/semi-private and private should be considered. Mr. Nagele, Mr. Faltus and Mr. Thompson agreed to work on criteria for consideration by the Foundation. The group also agreed that the role of State Properties Committee should also be noted in the MOA.

- d. Members discussed the length of time of the MOA and agreed that a five year agreement is preferred even though members are appointed for three years. Ms. Coit current member appointments expire at the same time (January 2017) rather than staggered as the statute states. Members agreed to resolve when new appointments are made in 2017.

The Department will provide a new draft MOA for review for the next meeting.

5. Progress Reports

- a. Mr. Thompson reported that he and park staff have been preparing for the Volvo race in May. He also reported that work continues on the visitor center pier and is scheduled to be completed in April in anticipation for berthing the Oliver Hazard Perry Tall Ship.
- b. Mr. Nagele reported that the Trust has stepped away from installation of a zip line due to the increased cost of satisfying state safety requirements. He also noted that the Trust has established an outside sales function and is working with other tourism agencies to attract new corporate functions.

6. Other Business

- a. Members agreed to hold the next Foundation meeting in March and that the agenda will include an update on the Volvo Ocean

7. Adjournment – The meeting adjourned at 3:31 p.m.