

**Resource Recovery Meeting  
Office of the Governor 1:00pm, August 13, 2008**

Notice of a meeting the Resource Recovery Corporation was posted on the Secretary of State's website on August 8, 2008. In accordance with Executive Order 08-03 of July 2, 2008 which was further extended by the Governor on July 31, 2008 a meeting was held in the Office of the Governor to manage the affairs of the Corporation until such time as a duly constituted Board of Commissioners is approved by the Rhode Island State Senate. The following is an official record of the policies reviewed and actions formally taken at the meeting in lieu of a Board of Commissioners meeting and pursuant to Executive Order 08-03.

Attending: Governor Carcieri, Messrs. O'Connell, Williams, Stern and King and Ms. Najarian

Agenda: Among the items on the Agenda were the following: Update on Industrial Park and other Land Transactions; Contracts for various services; letters of engagement for legal services; review of recycling rebates; expected writedowns; and IRS audit issues.

Ridgewood

Financing: Mr. O'Connell updated the group on the status of efforts to obtain financing for the relocation of this facility.

Purchase and Sales

Documentation: As requested by the Governor at the meeting held on July 17, 2008, Mr. O'Connell presented detailed information regarding land transactions, mainly involving the Industrial Park. Included in the information packet presented were buyer's profiles, pricing analysis for each transaction, estimated financial results and a comparable sales analysis prepared by CB Richard Ellis. After discussion, the Governor authorized the Executive Director to sign/approve purchase and sales agreements with Mack Truck, Quality Beef, FP & L, Waste Express, and a single leasing transaction with Converted Organics. Also authorized was the execution by Mr. OConnell to sign all closing documents/deeds for the sale of Lot 15 to D'Ambra. In addition, certain non-cash land transfers and certain land swaps for a water pump station relocation with Coxcom Inc. and the Town of Johnston were approved for execution by the Executive Director.

Contracts: Mr. O'Connell reviewed four new contracts for Uniformed Security Services (\$30K), Machine Lubricants/Fluids (\$35K), Recovermat Facility (\$500K), and Baling Wire (\$70K). Also reviewed was a no-bid contract for the services of a pension fund investment advisor. After questions from the Governor, it was established that the pension advisory firm actually providing the daily investment management services had merely been acquired by a new corporate owner and to afford continuity of services, the change in corporate parent did not necessitate a formal rebid at this time. All of the contracts and the Pension Fund Advisor requests were approved by the Governor.

Letters of

Engagement: Mr. O'Connell reported that the corporation was reducing the number of law firms providing services to the corporation from 5 to 2. It was agreed that for future legal services, a formal RFP would be initiated once the new Board of Commissioners were approved by the Senate.

## Recycling Profit

Share: Based on the tonnage of recyclables delivered, all cities and towns were to profit share approximately \$2.3 million. The checks will be distributed in a ceremony scheduled for August 21.

## Providence Proposal:

Mr. O'Connell presented a brief summary about a possible arrangement between the City of Providence and Waste Management to handle the city's trash and recyclables which could have the effect of extending the landfill's useful life. The Governor requested extensive financials and modeling information be presented to his office and the Board of Commissioners before moving forward to any such deal.

## Financial

Audit: When finalized, it is expected that the audit will result in a \$15 million dollar write-down against the \$32 million spent on the Industrial park.

IRS Audit: The Internal Revenue Service has claimed an additional \$1.9 million in taxes is owed in connection with the tax free bond for the 2002 TIP facility. Hinckley, Allen is reviewing and will advise.

Budget: The Governor requested a copy of the budget and the un-audited financial statements for FY08 for himself and the Board of Commissioners once it is consented to by the Senate.

## Transition

Meeting: It was agreed that once the Senate confirmed new commissioners a transition meeting would be held with those acting under the Executive Order and the new Board.

There being no further business to be brought before the Governor, it was agreed that the meeting be adjourned at 2:15 p.m.

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Kernan F. King

Dated:

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Michael O'Connell

Dated: