

# **CFDF Corporation Meeting Agenda**

**Monday, April 20, 2009**

**Central Falls City Council Chambers**

**580 Broad Street – Second Floor**

**Central Falls, RI 02863**

**6:00 p.m.**

**A meeting of the Central Falls Detention Facility was held on the above date; in the Council Chambers at 6:06pm Director Daniel Cooney presided as chair.**

**All of the Agenda items listed herein are subject to official action by the Board of Directors.**

## **I. Roll Call**

**Daniel Cooney-Present**

**Bruce Corrigan-Present**

**Michael Golenia-Present**

**Kevin England-Present**

**Eugene Racquier-Present**

**Quorum present**

**II. Executive session pursuant to R.I. Gen. Laws § 42-46-5(a)(2)  
PENDING LITIGATION and R.I. Gen. Laws  
§42-46-5(a)(4)INVESTIGATION.**

**Motion by Director Racquier to adjourn to executive session,  
seconded by Director Corrigan, all agreed. So voted. Time:6:06pm.**

**The Meeting re-convened at 7:10pm. All members present.**

**Director Corrigan made a motion to seal the minutes of Executive  
session, seconded by Director Golenia, all agreed. So voted.**

**III. Evaluation/Action(s) relating to matters concerning the NOTICE  
OF DEFAULT TO AVCORR MANAGEMENT LLC.**

**Discussion took place with great concerns due to the lost of ICE  
detainees and the decline in prisoners and revenues.**

**Director England made a motion that the Consulting Agreement  
between the Central Falls Detention Facility Corporation (the  
“Corporation”) and AVCORR Management, LLC (the “Consultant”) is  
hereby terminated on the following multiple grounds:**

**1. Events of default have occurred which have ripened into a breach of the Consulting Agreement; and**

**2. The Consultant's principal and president, Anthony Ventetuolo, Jr., is permanently incapable of providing certain of the services specifically designated to him under the Consulting Agreement**

**Seconded by Director Golenia: Roll call vote:**

**Daniel Cooney-yes**

**Bruce Corrigan-yes**

**Michael Golenia-yes**

**Kevin England-yes**

**Eugene Racquier-yes**

**Motion carries.**

**Director Corrigan made a motion that, in connection with Consultant's breach, the Corporation may pursue any other rights or remedies that it may have available to it at law or in equity in addition to the termination of the Consulting Agreement.**

**Seconded by Director England; Roll Call:**

**Daniel Cooney-yes**

**Bruce Corrigan-yes**

**Michael Golenia-yes**

**Kevin England-yes**

**Eugene Racquier-yes**

**Motion carries**

**Director Racquier made the motion that the Corporation recognizes the following:**

- 1. The Corporation shall not be responsible for claims arising out of the willful, wanton and/or reckless acts or omissions of the Consultant,**
- 2. The Corporation shall not be responsible for the acts or omissions of the Consultant that are determined to have been clearly outside the scope of its authority, and**
- 3. The Corporation specifically reserves all of its legal rights and remedies against the Consultant relative to such acts or omission, including but not limited to its refusal to provide a defense to the Consultant.**

**Seconded by Director Golenia; Roll Call:**

**Daniel Cooney-yes**

**Bruce Corrigan-yes**

**Michael Golenia-yes**

**Kevin England-yes**

**Eugene Racquier-yes**

**Motion carries.**

**III. Authorizing Wayne Salisbury-Warden to continue to perform such duties and responsibilities relating to Wyatt operational and administrative matters as he has been historically performing, and to cooperate with board counsel in the performance of their duties.**

**Director Golenia made a motion authorizing Wayne Salisbury-Warden to continue to perform such duties and responsibilities relating to Wyatt operational and administrative matters as he has been historically performing, to perform such other duties and responsibilities as may be designated from time to time by the Board of Directors, and to cooperate with board counsel in the performance of their duties. Seconded by Director England.**

**Roll Call:**

**Daniel Cooney-yes**

**Bruce Corrigan-yes**

**Michael Golenia-yes**

**Kevin England-yes**

**Eugene Racquier-yes**

**Motion carries.**

**IV. Authorizing Tammy Novo- CFO to continue to perform such duties and responsibilities relating to Wyatt financial and administrative matters as she has been historically performing, and to cooperate**

**with board counsel in the performance of their duties.**

**Director Golenia made a motion authorizing Tammy Novo-CFO to continue to perform such duties and responsibilities relating to Wyatt financial and administrative matters as she has been historically performing, to perform such other duties and responsibilities as may be designated from time to time by the Board of Directors, and to cooperate with board counsel in the performance of their duties. Seconded by Director Racquier.**

**Roll Call:**

**Daniel Cooney-yes**

**Bruce Corrigan-yes**

**Michael Golenia-yes**

**Kevin England-yes**

**Eugene Racquier-yes**

**Motion carries.**

**V. Authorizing Wayne Salisbury and/or his designee(s) to secure all keys or other entry system(s) to 33 College Hill Road, Suite 15A, Warwick, RI 02886, and to ensure that access to such office be restricted to only the authorized personnel of the Corporation.**

**Director Corrigan made a motion to table this item, seconded by**

**Director England. All agreed. So Voted.**

**VI Authorizing Wayne Salisbury and/or his designee(s) to secure any and all documents, and any and all disks, hard-drives other storage devices containing such documents, and all other corporate assets belonging to Wyatt or the Corporation and in the possession of AVCORR Management, LLC or Anthony Ventetuolo, or located at 33 College Hill Road, Suite 15A, Warwick, RI 02886 or elsewhere.**

**Director England made the motion authorizing Wayne Salisbury and/or his designee(s) to secure any and all documents, and any and all disks, hard-drives other storage devices containing such documents, and all other corporate assets belonging to Wyatt or the Corporation and in the possession of AVCORR Management, LLC or Anthony Ventetuolo, or located at 33 College Hill Road, Suite 15A, Warwick, RI 02886 or elsewhere.**

**Seconded by Director Corrigan.**

**Roll Call:**

**Daniel Cooney-yes**

**Bruce Corrigan-yes**

**Michael Golenia-yes**

**Kevin England-yes**

**Eugene Racquier-yes**

**Motion carries.**

**VI. Authorizing Tammy Novo to ascertain and report back to the**

**Board the cost of overhead, as well as expenses for clerical and bookkeeping work, that the Corporation has paid for, and continues to pay for, in connection with the business office located at 33 College Hill Road, Suite 15A, Warwick, RI 02886.**

**Director Racquier made a motion Authorizing Tammy Novo to ascertain and report back to the Board the cost of overhead, as well as expenses for clerical and bookkeeping work, that the Corporation has paid for, and continues to pay for, in connection with the business office located at 33 College Hill Road, Suite 15A, Warwick, RI 02886. Seconded by Director England.**

**Roll Call:**

**Daniel Cooney-yes**

**Bruce Corrigan-yes**

**Michael Golenia-yes**

**Kevin England-yes**

**Eugene Racquier-yes**

**Motion carries.**

**VIII. Authorizing Terence Fracassa – special counsel - to continue to perform a thorough due diligence review with respect to certain legal, business and financial matters pertaining to Wyatt, including without limitation securing and evaluating all financing documents, vendor**

**contracts, properties, leases, permits, intergovernmental agreements, litigation, insurance agreements, employment and management contracts, and other agreements and arrangements and documents, and including without limitation interacting with appropriate bondholders and other financial stakeholders.**

**No Action taken on this item/authorization previously given.**

**Director Cooney spoke of the purpose the Detention Facility was created and the facility is a long term asset of The City of Central Falls. Discussion took place that this would be the first step in getting ICE prisoners back.**

## **IX. Adjournment**

**Director England made a motion to adjourn, seconded by Director Racquier. Time: 7:35pm.**

**Marie Twohey**

**Clerk**