

# **RHODE ISLAND PUBLIC RAIL CORPORATION**

**MEETING, JULY 21, 2008**

## **MINUTES OF MEETING**

**The RI Public Rail Corporation (“Rail Corp” or the “Corporation”) held a duly posted meeting on Monday, July 21, 2008 at 9:00 a.m. at the RI Department of Transportation (“DOT”), Two Capitol Hill, Director’s Conference Room 210, Providence, RI.**

**A quorum being present, the meeting was called to order at 9:08 a.m. by Michael P. Lewis. In attendance were:**

### **Board Members:**

**Rhode Island Department of Administration (“DOA”), Director Jerome F. Williams**

**Rhode Island Department of Transportation (“DOT”), Director Michael P. Lewis**

**Rhode Island Public Transit Authority (“RIPTA”), Chairman of Board of Directors Robert D. Batting**

### **Other representatives present on DOT or Rail Corp’s behalf:**

**William Alves (Deputy Director, DOT)**

**Robert A. Shawver, P.E. (Assistant Director/Environmental and**

**Capital Projects, DOT)**

**Lisa M. Martinelli, Esq. (Executive Counsel, DOT)**

**Janice M. Ward, Esq. (Deputy Chief of Legal Services, DOT)**

**Stephen Devine (Chief Program Development/Intermodal Planning, DOT)**

**Kevin Carvalho (Risk Manager, DOA)**

**Stephen J. Carlotti, Esq. (Hinckley Allen Snyder, LLP)**

**Sandra Morel (Legal Assistant, DOT)**

**Other attendees:**

**Bruce Landis**

**The purpose of the meeting was to discuss the organization and business of Rail Corp as follows:**

- Adoption of By-Laws**
- Election/Appointment of Officers**
- Insurance**

**Michael P. Lewis reviewed the background of Rail Corp and its statutory authority to enhance and preserve the viability of commuter transit and railroad freight operations in the State. He referenced various agreements that are still in draft between Amtrak, the Rail Corp, DOT and Rhode Island Airport Corporation (“RIAC”) that are necessary to extend commuter rail service south of Providence.**

**The first order of business was to elect a Chairman of the Board of Directors. Upon motion made by Mr. Williams and duly seconded by Mr. Batting, Mr. Lewis was nominated Chairman, it was unanimously**

- VOTED: To elect Michael P. Lewis as Chairman of Rail Corp's Board of Directors.**

**The second order of business was consideration of Rail Corp's By-Laws. Chairman Lewis explained that the draft by-laws presented to the Board contemplate the following officers: An Executive Director, a Treasurer and a Secretary. Chairman Lewis explained that the Executive Director must administer contracts on behalf of Rail Corp, maintain its books and records, submit a proposed budget, and file a written report with the Secretary of State. In addition, Chairman Lewis stated that the Treasurer and Executive Director may sign all checks, drafts, orders, notes and other obligations of Rail Corp for the payment of money, deeds, mortgages, leases, contracts, bonds, and other corporate instruments. Further, Chairman Lewis discussed that the Secretary will have duties customary to his or her respective office and that the Treasurer and the Secretary shall be appointed for one (1) year terms.**

**Upon motion to approve and adopt the By-Laws made by Mr. Batting and duly seconded by Mr. Williams, it was unanimously**

- VOTED: To approve and adopt Rail Corp's proposed By-Laws.**

**The third order of business was appointment of Rail Corp's officers. Upon motion by Mr. Williams and duly seconded by Chairman Lewis, William Alves was nominated Executive Director. Upon motion by Chairman Lewis and duly seconded by Mr. Williams, Robert A. Shawver was nominated Treasurer. Upon motion by Mr. Williams and duly seconded by Mr. Batting, Michael P. Lewis was nominated Secretary. Upon motion by Chairman Lewis and duly seconded by Mr. Williams, Lisa M. Martinelli was nominated Assistant Secretary. Thereafter, it was unanimously.**

**Mr. Alves requested clarification of whether election of officers is based upon the person or by the position currently held by that person. Chairman Lewis and Mr. Carlotti responded that the election was to nominate a person rather than the person's position.**

**• VOTED: To approve and appoint all nominated individuals as Rail Corp's officers.**

**Other Comments:**

**Discussion ensued regarding notices and it was clarified that special meetings may be called in advance by the Executive Director or at the request of two (2) Board Members. Chairman Lewis called upon Mr. Kevin Carvalho to discuss Rail Corp insurance issues. Mr. Carvalho confirmed that Rail Corp has liability insurance and that he is in the**

**process of getting quotes for Director's and Officers Liability Insurance for the Corporation. Mr. Batting raised concerns over non-State employee coverage. Mr. Carvalho responded that he will have an indication of costs for insurance within ten (10) business days.**

**Chairman Lewis inquired whether there was any further business to come before the Board. Upon motion to adjourn by Chairman Lewis and seconded by Mr. Williams, the motion was carried by acclamation and the meeting was adjourned at 9:26 a.m.**

**Respectfully submitted,**

**Lisa M. Martinelli, Esq.**

**Assistant Secretary**

**Rhode Island Public Rail Corporation**