

RHODE ISLAND PUBLIC RAIL CORPORATION BOARD OF DIRECTORS

SPECIAL BOARD MEETING, AUGUST 8, 2008

MINUTES OF MEETING

The RI Public Rail Corporation (“Rail Corp” or the “Corporation”) held a duly posted special board meeting on Friday, August 8, 2008 at 12:00 p.m. at the RI Department of Transportation (“DOT”), Two Capitol Hill, Director’s Conference Room 210, Providence, RI.

This special board meeting was requested by the Rail Corp’s Executive Director, William Alves on August 6, 2008 via facsimile as permitted by Article IV, Section 3 pursuant to Rail Corp’s by-laws; and duly posted with the Secretary of State forty-eight (48) hours in advance and physically posted at RIDOT and at the State House forty-eight (48) hours in advance of this meeting.

A quorum being present, the meeting was called to order at 12:04 p.m. by Jerome F. Williams.

In attendance were:

Board Members:

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

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

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

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

William Alves (Executive Director)

Robert A. Shawver, P.E. (Treasurer) (Absent)

Lisa M. Martinelli, Esq. (Assistant Secretary)

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

Dana A. Nolfé (Chief of Public Affairs, DOT)

Sandra Morel (Legal Assistant, DOT)

The duly posted agenda for this meeting was as follows:

- 1. Approval of Minutes of Special Board Meeting Held on August 4, 2008;**
- 2. Discussion of South County Commuter Rail Agreements;**
- 3. Seek To Convene In Executive Session on the South County Commuter Rail Agreements Pursuant To R.I. Gen. Laws § 42-46-5(A) (5) and (7);**
- 4. Report on Actions Taken In Executive Session, if held;**

- 5. Consideration Of and Action Upon The South County Commuter Rail Agreements; and,**
- 6. Adjournment.**

Chairman Lewis was called out of State due to a family emergency. Mr. Williams requested that the Assistant Secretary, Lisa M. Martinelli conduct an election of a Chairman pro tem to serve until the adjournment of this meeting. Upon motion by Mr. Batting and duly seconded by Mr. Williams, it was unanimously

- VOTED: To elect Mr. Williams as Chairman pro tem until adjournment of this meeting.**

The first order of business was to approve the minutes of the August 4, 2008 meeting. Upon motion made by Chairman pro tem Williams and duly seconded by Mr. Batting, it was unanimously

- VOTED: To approve the minutes of the August 4, 2008 meeting.**

The second order of business was to continue previous discussions from the August 4, 2008 Rail Corp meeting concerning the South County Commuter Rail Agreements for the expansion of commuter rail service south of Providence. By way of background, Chairman pro tem. Williams stated that RIDOT had been working for several years with Amtrak to extend commuter rail service in Rhode Island. Chairman pro tem Williams further stated that Amtrak requires certain

strict conditions to be met concerning liability and indemnification. Chairman pro tem Williams provided the following background on the following agreements necessary to commence construction on Amtrak's property at T.F. Green Airport, Rail Corp:

- o A Master Force Account Agreement for the construction of improvements on Amtrak's right-of-way**
- o A Temporary Easement to provide RIDOT and RIAC rights to Amtrak's property during construction**
- o A Permanent Easement to provide RIDOT and RIAC permanent access over Amtrak's rail, where the future platform will be located**

Chairman pro tem Williams provided additional background on the operating agreement to be entered into between the State and Amtrak for access to Amtrak's rails, including the fact that the Access Agreement would be assigned to Rail Corp in order to satisfy Amtrak's indemnity requirements. Finally, Chairman pro tem Williams advised the Board of the necessity for a funding agreement between RIDOT and Rail Corp since both share the same objectives by way of their enabling legislation to maintain and advance commuter rail service in the State.

At that time, Chairman pro tem. Williams inquired whether there were any questions and/or any public comments concerning the discussion before entering into Executive Session. No questions or comments being made, Chairman pro tem Williams motioned for

Executive Session pursuant to Chapter 46(a) of Title 42, sub parts (5) and (7), and stated that discussion would ensue involving the acquisition of real property for public purposes and ongoing negotiations with Amtrak, which should not be pre-maturely disclosed. Upon motion made by Mr. Williams and duly seconded by Mr. Batting, it was unanimously

- **VOTED: To enter Executive Session at 12:10 p.m.**

At 12:25 p.m. upon motion to return to Open Session by Mr. Batting and duly seconded by Mr. Williams, it was unanimously

- **VOTED: To return to Open Session at 12:25 p.m.**

During Open Session, Mr. Williams motioned to seal the minutes of the Executive Session. Upon motion made by Mr. Batting and duly seconded by Mr. Williams, it was unanimously

- **VOTED: To seal the minutes of the Executive Session.**

The third order of business was consideration of approval of the Rail Corp's Executive Director to execute the South County Commuter Rail Agreements. Chairman pro tem Williams read proposed Board Resolutions in full. At the completion of the full recitation of the proposed Board Resolutions, upon motion by Chairman pro tem Williams and duly seconded by Mr. Batting, it was unanimously

• VOTED: To approve the proposed Board Resolutions authorizing the execution of the South County Commuter Rail Agreements. (Copies of approved Board Resolutions appended hereto).

Chairman pro tem Williams inquired whether there was any further business to come before the Board. Upon motion to adjourn made by Mr. Batting and duly seconded by Mr. Williams, the motion was carried by acclamation and the meeting was adjourned at 12:34 p.m.