

I-195 REDEVELOPMENT DISTRICT

MEETING OF COMMISSION

PUBLIC SESSION

NOVEMBER 14, 2011

The I-195 Redevelopment District (the "District") Commission met on Monday, November 14, 2011, in Public Session, beginning at 5:00 p.m., at the offices of the Rhode Island Economic Development Corporation, located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island, pursuant to notice of the meeting to all Commissioners, and public notice of the meeting, a copy of which is attached hereto, as required by applicable Rhode Island law.

The following Commissioners were present and participated throughout the meeting: Chairperson Colin Kane, Dr. Barrett Bready, Ms. Barbara Hunger, Ms. Diana Johnson, Mr. John Kelly, Mr. Mark Ryan, Mr. Michael Van Leesten, and Mr. James Bennett (ex officio) and Mr. Keith Stokes (ex officio).

Also present was: David M. Gilden.

1. CALL TO ORDER AND OPENING REMARKS

Chairperson Kane called the meeting to order at 5:00 p.m. and he noted that the next regularly scheduled meeting of the Commission is on December 12, 2011.

2. APPROVAL OF THE PUBLIC SESSION MINUTES FROM THE COMMISSION MEETING HELD ON OCTOBER 12, 2011

Ms. Johnson provided comments to the October 12, 2011 meeting minutes.

Upon motion duly made by Mr. Kelly and seconded by Mr. Van Leesten, the following vote was adopted:

VOTED: To approve the Public Session Minutes of the meeting of October 12, 2011, as submitted to the Board of Directors, as amended by Ms. Johnson's comments.

Voting in favor of the foregoing were: Chairperson Kane, Dr. Bready, Ms. Hunger, Ms. Johnson, Mr. Kelly, Mr. Ryan, and Mr. Van Leesten.

Voting against the foregoing were: None.

3. REPORT OF CHAIRPERSON REGARDING GRANT APPLICATIONS

Chairperson Kane noted that Rhode Island Economic Development Corporation (“RIEDC”) has been working on an application for a federal EPA grant for cleanup of the I-195 surplus land. Michael Walker, Senior Project Manager at RIEDC, stated that the EPA solicits for grant applications for brownfield assessment funds. He explained that RIEDC is preparing an application on behalf of the District requesting \$350,000 in such funds. Mr. Walker reported that the grant would be tailored to allow for investigation of the soil prior to the issuance of the bonds through excavation and that the grant would not require the State to match of the funds. Mr. Stokes noted that this is an opportunity to help the Commission fund pre-development phase issues. Chairperson Kane noted that this EPA grant is only available to community organizations, tribes, and governmental entities, such as the District.

4. ELECTION OF SUCCESSOR SECRETARY OF THE DISTRICT AND ASSISTANT SECRETARY OF THE DISTRICT

Mr. Kelly reported that he has been working on revisions to the proposed Bylaws for the District. He stated that the intention is to have a quorum requirement of four Commissioners, at least one of which is not an officer. Commissioner Kane proposed that Mr. Ryan be elected as the new Secretary of the District and that Mr. Gilden be elected the Assistant Secretary of the District. Mr. Gilden stated that he would resign as Secretary of the Corporation and that he would submit a form to that affect (see **Exhibit A**).

Upon motion duly made by Mr. Van Leesten and seconded by Dr. Bready, the following vote was adopted:

VOTED: To elect Mark Ryan as Secretary of the I-195 Redevelopment District.

Voting in favor of the foregoing were: Chairperson Kane, Dr. Bready, Ms. Hunger, Ms. Johnson, Mr. Kelly, Mr. Ryan, and Mr. Van Leesten.

Voting against the forgoing were: None.

Upon motion duly made by Mr. Van Leesten and seconded by Mr. Kelly, the following vote was adopted:

VOTED: To elect David M. Gilden as Assistant Secretary of the I-195 Redevelopment District.

Voting in favor of the foregoing were: Chairperson Kane, Dr. Bready, Ms. Hunger, Ms. Johnson, Mr. Kelly, Mr. Ryan, and Mr. Van Leesten.

Voting against the forgoing were: None.

5. CONSIDERATION OF THE HUDSON COMPANIES LAND SWAP

Richard Kalunian, Rhode Island Department of Transportation (“RIDOT”) property acquisition department, presented a PowerPoint presentation to the Commission (see **Exhibit B**) relating to RIDOT Contract 14, which calls for right-of-ways to be acquired by February 2012. He noted that the right-of-way acquisitions are a prerequisite to obtaining Federal Highway Administration (“FHWA”) funds for construction and/or advertising of bids. Mr. Kalunian reported that four parcels of land have been identified for partial acquisition. He reported that the Dyer/Dorrance, Claverick and Chestnut Street parcels have been identified and appraisals are being conducted; however, no offers or formal negotiations have taken place with the property owners. With respect to the Clifford Street, the parcel has been appraised and a negotiated settlement has been reached with the property owners of parcel, Ship Center, LLC. He further reported that all State, local and FHWA approvals have been obtained to enter into the settlement; however, once the I-195 Redevelopment Act was passed, RIDOT has been unable to effectuate the proposed settlement, which includes a land swap, without the consideration of the matter by the Commission. Mr. Kalunian further reported that approximately 4,051 feet are needed north of Ship Street in order to complete the road construction and the proposed settlement includes a land swap of 5,400 sq feet of land from one of the parcels to be purchased by the District from RIDOT, as well as monetary compensation to the land owner. He explained that the settlement is based on the appraisal for the value of the portion of the property that will be taken, including damages for its loss of 15 parking spaces, the relocation of entrance to the building, which serves as one of only two means of ingress and egress, and their loss of rental space.

Mr. Kelly questioned whether the Commission could enter into a closed session in order to discuss the details of RIDOT’s negotiation with the property owners and the appraisal of property. Mr. Gilden responded that, although the Commission could enter into closed session pursuant to R.I.G.L. § 42-46-5(a)(5) of the Open Meetings Act to discuss acquisition of real property for public purposes or regarding the disposition of publically held property or pursuant to § 42-46-5(a)(7) to discuss the investment of public funds, a closed session for these purposes was not included in the public notice for the meeting. He explained that any closed session would, therefore, have to take place at another meeting that properly noticed the closed session.

Mr. Kalunian noted the importance of entering into the settlement. Mr. Gilden explained to the Commission that the land that is the subject of the land swap and settlement is still owned by RIDOT; however, when the I-195 Redevelopment Act of 2011 was enacted and included the subject parcel of the land swap, RIDOT was halted in proceeding with the settlement without the Commission’s consent. Mr. Ryan suggested scheduling a special meeting to enter into closed session to receive information from RIDOT regarding the contents of the appraisal and receive further information with respect to the negotiations with the property owner. Mr. Kalunian stated that all the documentation has been prepared to enter into the settlement and

that a delay by the Commission in its consideration of the matter until 2012 would create additional delays. He further reported that RIDOT has approval to condemn the portion of the property and the property owners are willing to execute a release of the State from liability based on the terms of the settlement.

Ms. Johnson moved to approve the proposed land settlement as proposed by RIDOT with the Hudson Companies. Mr. Van Leesten seconded the motion. The Commissioners discussed holding a special meeting in order to receive the information from RIDOT regarding the appraisal of the land and the settlement negotiations on November 12, 2011. Ms. Johnson withdrew her motion.

Upon motion duly made by Mr. Van Leesten and seconded by Ms. Johnson, the Commissioners all voted in favor of taking up item number 6 on the agenda out of order.

6. CONSIDERATION OF PROFESSIONAL STAFF SELECTION PROCESS FOR THE DISTRICT

Chairperson Kane stated the need to have professional staff focused on various areas, such as working with RIDOT, mechanics of the bond offering, legal counsel and city zoning. He stated a budget for the District will need to be prepared in order to enable it to function effectively. Chairperson Kane identified a civil engineer, a parking and transportation engineer and an environmental engineer as resources that the District will need. He then discussed the legal issues that the Commission needs to address, such as implementation of bylaws and meeting support, and the need to obtain support regarding the zoning ordinances being established by the City of Providence. Mr. Van Leesten stated that the identified areas where professional support are needed begin to establish a list of the qualities that an Executive Director should possess. He further noted that the Executive Director should understand the complexities of community planning. Ms. Johnson questioned the timing of bringing in professionals such as a civil engineer and an Executive Director. Chairperson Kane noted that currently the project execution is falling on the Commission, which is not the intention. He stressed the need to bring people on as soon as possible. Mr. Gilden stated that hiring could begin by issuing requests for proposals ("RFPs") or interviewing of candidates. Mr. Stokes offered the Commission the assistance of RIEDC in preparing RFPs and he emphasized the need to have a full time Executive Director dedicated to such tasks as soon as possible. Mr. Van Leesten suggested creating small work teams to help define job specifications and to vet candidates prior to bring them before the Commission.

With respect to legal counsel for the District, it was noted that the District may want different counsel for different matters and that the District will need to replace Mr. Gilden as counsel, due to his representation of RIEDC. The Commissioners discussed establishing two tracks, one which includes posting and advertising for an Executive Director and the second which includes beginning to issue RFPs for particular professionals. The Commissioners agreed to pair up to begin to acquire information regarding certain professional positions, as follows: Chairperson Kane and Mr. Kelly,

civil engineer; Chairperson Kane and Mr. Kelly, environmental engineer; Mr. Ryan and Mr. Van Leesten, legal counsel (both corporate and bond counsel); Chairperson Kane and Ms. Hunger, city zoning; and Dr. Bready and Ms. Johnson, Executive Director. Dr. Bready questioned whether the District has a mission statement, to which Mr. Kane noted that creating a mission statement will be important task for the Commission. Mr. Kelly suggested consideration of certain professionals at the upcoming special meeting. Chairperson Kane agreed, noting the need to have the proposals when creating the budget.

8. CONSIDERATION OF PARKS AND LIGHTING WITHIN THE DISTRICT

David Freeman, from the Maguire Group, distributed a map of the parks as currently planned to the Commissioners (see **Exhibit B**). He explained that, on the East Side, the intent is to provide access to the water, the bicycle paths and the waterfront walkways. Mr. Freeman stated that thus far 6.47 acres of parks have been completed, with a remaining 8.24 acres of parks to be completed. He explained that 14.7 acres of parks is what was referred to in the Environmental Impact Statement (“EIS”). Commissioners discussed whether parks could be placed in different areas; however, it was noted that the processes required to relocate the parks would be onerous especially after the public dialogue that was used to establish the current plan. Mr. Ryan stated that the I-195 Redevelopment Act of 2011 only requires parks in parcels P2 and P4, and does not include P1. Chairperson Kane noted the Commission’s desire to examine the park designs and noted the need to consider the parks use for drainage, environmental remediation, stormwater treatment, and other purposes. Ms. Johnson stated that such consideration does not necessarily include limiting or reducing the amount of open space. Mr. Kelly questioned whether the EIS calls for parks or open space. Mr. Stokes questioned whether RIDOT or the City of Providence has planned for such items as parking, shelters or restrooms for the park areas; RIDOT acknowledged that they had not, although there would be parallel street parking on the adjacent streets. It was further noted that the District would be responsible for the maintenance of the parks.

Chairperson Kane stated that it may be a proper time to request that RIDOT take a “thoughtful pause” with respect to the parks. Representatives from RIDOT stated that the parks are part of Contract 16, which is scheduled for completion in 2013, and includes the construction of the pedestrian bridge. It was noted that if RIDOT deferred delivery of the parks it would also defer delivery of the bridge. Commissioners requested a presentation by the park designers of their plans to date. Mr. Thom Deller, Director of the City of Providence Planning Department, noted that the intent was to eliminate the pocket parks, due to the difficulty in maintaining them. The Commissioners requested that RIDOT provide additional information to them regarding the planning of the parks at the December 12, 2011 Commission meeting.

Upon a motion duly made by Mr. Kelly and seconded by Ms. Hunger, the following vote was adopted:

VOTED: To request that the Rhode Island Department of Transportation take a “thoughtful pause” at this time before proceeding with any plans or contracts that would affect relocation of the parks parcels as they relate to parcels designated for development.

Voting in favor of the foregoing were: Chairperson Kane, Dr. Bready, Ms. Hunger, Ms. Johnson, Mr. Kelly, Mr. Ryan, and Mr. Van Leesten.

Voting against the forgoing were: None.

Mr. Freeman next presented to the Commission information regarding the impact of utility encroachments and their impact on both development and park parcels (see handout and maps depicting utility encroachments in **Exhibit C**). Mr. Freeman discussed utilities in both the East Side and West Side Parcels and noted that Dollar Street and Transit Street serve as utility corridors. With respect to the Commission’s role in determining the location of utilities, Chairperson Kane explained that a great deal of hard work has already gone into determining the placement of utilities and, should the Commission request that certain utilities be relocated, the question would be who would pay for the relocation of such utilities. Representatives from RIDOT noted that they are coordinating with National Grid to get the streets installed in Spring 2012. Chairperson Kane noted that need to balance the Commission’s goals with what RIDOT needs to accomplish.

Chairperson Kane noted that the Commission is not responsible for the roads or maintaining of the streetlights and he asked Mr. Deller to provide the Commission with information regarding the street lighting (See **Exhibit D**). Mr. Deller explained that the planned lighting is the standard cobra-head lighting, which the City will pay National Grid for based on the Public Utilities Commission (“PUC”) set rates. He stated that the City has been negotiating with National Grid to adopt a decorative lighting standard, to be used instead of the cobra head lighting, that the City could also pay for on rate basis. Mr. Dellar explained that up to this point National Grid has been unwilling to change the standard. Mr. Kelly noted that it seemed impractical for lighting in each of the parks to not be tied into the City’s street light system. Mr. Deller stated that there could be further discussion around that issue. He additionally noted the City has been considering decorative lights on Weybossett and Westminster Streets and that the implementation of decorative lights on the streets in the District as well could create the economy of scale needed to justify the use of such lights by National Grid.

9. **PRESENTATION REGARDING THE RHODE ISLAND CODE OF ETHICS AND THE OPEN MEETINGS ACT**

Mr. Gilden provided the Commission a presentation regarding the Rhode Island Code of Ethics, which outlined the policy behind the statute, the statute itself and its applicability to the Commissioners. He noted that the Commissioners must file an annual statement with the Ethics Commission and he reviewed the provisions regarding acceptance of gifts. Mr. Gilden additionally explained the need to recuse and file a

recusal form with the Ethics Commission in the event that there is a conflict of interest. Ms. Alexandra Pezzello provided the Commission a presentation regarding the Open Meetings Act (the "Act"), which included a review of the purpose of the Act, when the Act applies, when a closed session may be held, and the public notice and meeting minutes requirements. (See **Exhibit E** for a copy of the PowerPoint presentation used for the Rhode Island Code of Ethics and Open Meetings Act presentations.)

There being no further business in Public Session, upon a motion by Mr. Ryan and seconded by Mr. Kelly, the meeting was adjourned at 8:00 p.m.

1504222_1/11194-1

David M. Gilden, Assistant Secretary