

I-195 REDEVELOPMENT DISTRICT

MEETING OF COMMISSION

PUBLIC SESSION

May 14, 2012

The I-195 Redevelopment District (the "District") Commission met on Monday, May 14, 2012, 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 as indicated: Chairperson Colin Kane, Dr. Barrett Bready, Ms. Barbara Hunger, Ms. Diana Johnson, Mr. John Kelly, Mr. Mark Ryan, Mr. Michael Van Leesten and Mr. Bill Parsons, designee of Mr. Keith Stokes (ex officio).

Commissioners absent were: Mr. James Bennett (ex officio).

Also present was: Ms. Alexandra W. Pezzello.

Chairperson Kane called the meeting to order at 5:05 p.m.

1. **APPROVAL OF THE PUBLIC SESSION MINUTES OF THE MEETING HELD ON APRIL 9, 2012**

Upon motion duly made by Mr. Ryan and seconded by Ms. Johnson, the following vote was adopted:

VOTED: To approve the Public Session Minutes of the meeting held on April 9, 2012, as submitted to the Commission.

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

Voting against the foregoing were: None.

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

VOTED: To consider obtaining directors and officers liability insurance ahead of the other items on the meeting agenda.

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

Voting against the foregoing were: None.

2. DISCUSSION AND CONSIDERATION OF OBTAINING DIRECTORS AND OFFICERS LIABILITY INSURANCE

Mr. Ryan reported that Babcock & Helliwell Insurance & Risk Management, the Rhode Island Economic Development Corporation's ("RIEDC") insurance broker, provided the Commission with positive quotes regarding directors and officers liability insurance. He stated that three companies bid and, while they are still in the process of reviewing the policy exclusions, the pricing came in significantly lower than expected. Mr. Ryan reported that a policy could be obtained before the next Commission meeting and he, therefore, suggested authorizing Chairperson Kane to enter into a contract with the lowest responsive bidder. He explained that \$10 million is the level of coverage maintained by entities such as RIEDC and that based on the estimates received the first \$5 million in coverage would be approximately \$9,000, with the additional \$5 million in coverage at a substantially higher rate and could be offered by multiple insurers.

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

VOTED: To authorize Chairperson and Mr. Ryan, with the assistance of Babcock & Helliwell Insurance and Risk Management, to enter into a contract(s) for \$10 million of directors and officers liability insurance coverage with an insurance provider(s) with an annual premium(s) in an amount not to exceed \$40,000.

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

Voting against the foregoing were: None.

3. DISCUSSION AND CONSIDERATION OF THE EXECUTIVE DIRECTOR SEARCH.

Chairperson Kane noted that the executive director job description that had been prepared by Ms. Johnson was distributed to the Board prior to the meeting, as well as insight that Ms. Johnson and Mr. Van Leesten gained from their meeting with Mr. Steven King, managing director of the Quonset Development Corporation (see Exhibit A). He noted the need to discuss both the job description and the mechanics of conducting the search for the executive director. [Mr. Van Leesten arrived at 5:21 p.m.] Chairperson Kane noted the diversity in opinion regarding the skill set necessary for the executive director. He noted that some believe the executive director should possess land development and project management experience, while others believe that

attributes such as marketing and public relations experience should be primary. Chairperson Kane stated that he believed an executive director should possess a project management and master planning skill set. Mr. Van Leesten stressed that, since there may not be one individual who possesses all attributes, the Commission must determine which attributes are critical and identify the organizational structure to compliment such a skill set. He noted that importance of good leadership and understanding of land use, the mission of the District and master planning. Mr. Van Leesten stated that the executive director should also be a communication point person, who can manage expectations and create connections.

Mr. Ryan stated that an executive director should be a generalist, who is savvy with respect to the media and the political landscape. He stated that technical expertise and services can be obtained through consultants to the District. Mr. Ryan stated that the executive director should be knowledgeable in many areas and possess an appreciation of the District's role as both a developer and as a quasi-governmental entity. Ms. Johnson noted the need to identify the type of person that the District needs presently, which may change in the future as the District's operations change with time. She further noted the need to revise and move the draft job description forward. The Commissioners noted that how the job description is focused, whether it be on an individual broader leadership experience or on an individual with planning and development experience, will determine the type of applicants the District receives. It was further noted that the Commission was coming closer to a consensus on the qualities of an executive director, who would be supported on the technical side of development.

The Commissioners discussed specific provisions of the draft executive director job description, prioritized attributes and provided other comments to the draft document.

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

VOTED: To authorize the Vice Chairperson and Ms. Johnson to finalize the executive director job description.

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.

4. DISCUSSION AND CONSIDERATION OF OBTAINING LEGAL COUNSEL FOR THE DISTRICT

Chairperson Kane noted that the Commission could enter into closed session to discuss and consider both the engagement of a search firm for the hiring of an executive director and obtaining legal counsel for the District.

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

VOTED: Pursuant to the Open Meetings Act, Rhode Island General Laws Section 42-46-4, to go into closed session in order to discuss the engagement of a search firm for the hiring of an executive director and the engagement of legal counsel for the District, under Section 45-46-5(a)(7).

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.

Members of the public were asked to leave the boardroom at 6:04 p.m.

The Commission reentered public session at 7:02 p.m.

Chairperson Kane reported that during the closed session the conversation was confined to the engagement of a search firm for the hiring of an executive director and the engagement of legal counsel for the District. He further reported that Ms. Johnson recused herself from the discussion and consideration of legal counsel for the District. Chairperson Kane stated that during the closed session, along with the vote taken to end the closed session and resume the public session, the follow vote was unanimously approved:

VOTED: To authorize the Vice Chairperson, Mr. Ryan and Mr. Van Leesten to continue evaluation of legal counsel for the District, and to confer upon such Commissioners the authority and the power of this Commission to engage legal counsel for the District, upon such terms as are acceptable in their sole discretion.

Upon motion duly made by Mr. Ryan and seconded by Ms. Johnson the following vote was adopted:

VOTED: That pursuant to Rhode Island General Laws § 42-46-4, § 42-46-5, and § 42-46-7, the Open Meetings Act, the minutes of the closed session shall not be made available to the public, except such portions of such minutes as the Commission ratifies and reports in public session of this meeting.

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.

5. CHAIRPERSON'S REPORT AND COMMISSION UPDATE AND ESTABLISHING AN AGENDA FOR THE NEXT COMMISSION MEETING.

Chairperson Kane distributed to the Commission a list of action items and work plan which included a schedule of events in the coming months pertaining to the issuance of the bonds, road construction and other Rhode Island Department of Transportation activities, meetings with other State agencies such as Department of Environmental Management ("DEM") and Coastal Resources Management Council and activities involving the City of Providence (see Exhibit B attached hereto). Chairperson Kane reported that additional funding for the Corporation could come as soon as June 30, 2012, while noting that Fuss & O'Neill, the District's engineering consultants, have been efficient with the funds allocated and the District will have sufficient funds for the directors and officers liability insurance. Members of the Commission discussed the lobbyist requirements and determined that Chairperson Kane would register as a lobbyist for the District.

Chairperson Kane reported that, at a recent meeting with DEM, the District presented an engineering memoranda regarding a global remedy for storm water remediation for all of the I-195 surplus parcels. He stated that, thus far, the response has been positive and it could be implement for all of the District parcels, with the potential exception of few select parcels. Chairperson Kane additionally reported that a request for information was issued by Rhode Island College and University of Rhode Island regarding a potential joint nursing school, which will be treated as any other proposal by the District and will likely be undertaken by a private developer and then leased to such a school. The Commissioners reviewed agenda items for the upcoming meeting of the Commission on June 11.

There being no further business in Public Session, upon a motion by Mr. Kelly and seconded by Ms. Hunger the meeting was adjourned at 7:28 p.m.

David M. Gilden, Assistant Secretary