

MEETING MINUTES

CAPITAL CENTER COMMISSION

Thursday, February 12, 2009

12:00 Noon

First Floor Conference Room

30 Exchange Terrace

Providence, RI

1. Roll Call

Chairman Gardner called the meeting to order at 12:15 PM. Members present included Leslie A. Gardner, Glenn Kumekawa, Stanley Weiss, Barry Fain, Jennifer Cooke, Greg Benik, Duncan Johnson, Rebecca Barnes, and Councilman Luis Aponte. Members absent included Wilfrid L. Gates Jr., Merlin DeConti, Guy Abelson, Chris Thomas, Steve Durkee, and Councilwoman Josephine DiRuzzo.

Staff present included Deborah Melino-Wender, Executive Director.

Others present included Todd Turcotte, Capital Properties; Robert Azar and Chris Ise, Providence Department of Planning and Development; Gary McCoy, Poyant Signs, Mark Andrews and Nina Silva, CVS, and Cassie Rogg, Brown University.

2. Minutes

2.1 Approval of Capital Center Commission Meeting Minutes of December 11, 2008:

The motion was duly made, seconded and unanimously passed to approve the minutes of the Capital Center Commission meeting of December 11, 2008.

2.2 Acceptance of Design Review Committee Minutes of January 13, 2009 and January 20, 2009.

The motion was duly made, seconded and unanimously passed to accept the minutes of Design Review Committee meetings of January 13, 2009, January 20, 2009.

2.2 Acceptance of Finance Subcommittee Minutes of December 5, 2009.

The motion was duly made, seconded and unanimously passed to accept the minutes of Finance Subcommittee meeting of December 5, 2009.

3. Report of the Executive Director

Chairman Gardner welcomed Glenn Kumekawa as the Governor's appointment to replace Philip Stone, who had resigned last April. She noted that Mr. Kumekawa had served on the original Commission and has been serving on the Design Review Committee.

The Executive Director noted the recent passing of Everett Petronio who served on the Commission from 1987 to 1998.

4. Election of Officers

Chairman Gardner noted that the By-Laws require that, at the first meeting of each calendar year, the Chairman present to the Board, for advice and consent, the Chairman's choice for Vice Chairman, Secretary and Treasurer. She reminded the Commission that the current officers are as follows:

Vice Chairman: Merlin DeConti

Secretary/Treasurer: Christopher Thomas

The motion was duly made, seconded and unanimously passed to consent to the appointments of Merlin DeConti as Vice Chairman and to Christopher Thomas as Secretary/Treasurer until the first meeting of calendar year 2010.

5. Parcels 10 & 13: Providence Place Mall

CVS: Request for Signage

Presenter: Gary McCoy, Poyant Signs

Mr. Johnson recused himself from this item.

Chairman Gardner stated that at the November 2008 meeting, the proposed signage for CVS was proposed to the Commission. At that time, the Commission felt that the proposed signage was excessive and requested that CVS revisit its proposal and present a satisfactory design to the DRC. The DRC has met with CVS's representatives three times in January and is recommending approval of the signage

which includes three “CVS/pharmacy” signs, 2 blade signs and the requested graphic films. Chairman Gardner noted that CVS made some significant changes in the signage and that the DRC members felt that the revised window graphics, which portray a Providence scene, will represent a more sophisticated urban message than the earlier advertising modules. Also, the DRC felt that the proposed size reductions will result in better relationships of the signs to the rhythms of the architectural bays and columns and that the signs will be better centered on the bays.

Mr. McCoy presented the revised signage plan. A brief discussion followed. Mr. Fain noted that the graphics are a significant improvement and asked if they would change. Ms. Silva said that if they did change, the new graphic would have the same consistency with the concept and color tones and that it would represent a lifestyle image. Mr. Fain noted that the transparency is good. Ms. Cookke commented that the Providence Place sign looked small compared with the CVS sign and that is unfortunate. Mr. Benik stated that the new signage is a marked improvement and that he appreciates the changes.

The motion was duly made by Mr. Benik and seconded by Mr. Fain passed to approve the CVS sign package, as presented. The motion passed with Ms. Gardner, Mr. Kumekawa, Mr. Weiss, Mr. Fain, Ms. Cookke, Mr. Benik Ms. Barnes and Councilman Aponte voting in of the motion and Mr. Johnson abstaining.

6. Design Consultant Contract

Chairman Gardner stated that the original contract with David Dixon of Goody Clancy and Associates was signed in the amount of \$20,000 for a one-year term commencing March 3, 1999. The present extension of that contract will expire on March 3, 2009. Within this contract period, the Commission has not incurred any design consultant expenses. Due to the slow development period ahead for the next two years and the finances of the Commission, the Chair is recommending that the Commission consider reappointing Goody Clancy as design consultant for a two year period. A brief discussion followed.

The motion was duly made, seconded and unanimously passed to approve the Design Consultant contract with Goody, Clancy and Associates in the amount of \$20,000 for a twelve-month period ending March 2, 2011 under the same terms and conditions.

7. Legal Services Contract

Chairman Gardner noted that he legal services contract with Richard Peirce of Roberts, Carroll, Feldstein & Peirce Inc. expires on June 14, 2009. The Commission has engaged the services of Mr. Peirce since 1991. The contract was for the amount of \$20,000. Since June 2008, the Commission spent \$19,262.97 of which \$3,084.50 is reimbursable by Parcel 6), leaving a net cost of approximately \$16,178.47. She noted that the vast majority of these expenses were related to the

litigation, which was recently resolved.

The Chairman recommended, that, in order to try to get the consultant contracts on the same schedule, that the Commission consider changing the term of the legal contract to begin March 3, 2009 and run through March 2, 2010. She noted that by state law, the legal contract can only be renewed for a one year term.

The motion was duly made, seconded and unanimously passed to authorize the Executive Director to execute a one year \$20,000 legal services contract with the firm of Roberts, Carroll, Feldstein and Peirce, Inc. beginning March 3, 2009 and terminating on June 14, 2009, under the same terms and conditions to remain as set forth in the previous year's contract."

8. Internal Operating Procedures: Development Fee

Action: Reconsideration of Proposed New Fee Schedule

Chairman Gardner noted that in October 2008, when the Commission was looking at a variety of funding and partnership options, it revised the development fee schedule, which had not been revised in over 10 years. However, the Commission did request that the Finance Subcommittee look at other options and that the full Commission revisit this revised fee schedule in March 2009. She stated that the Finance Subcommittee met most recently in January to examine this fee schedule and recommend a new option.

Based on a review of the budget and the fee schedule, the Finance Subcommittee is recommending that the base Development Application Fee be changed to 125 basis points of the value of the project with a maximum fee of \$75,000. It is recommending that the other fees remain the same.

A brief discussion followed.

The motion was duly made, seconded and unanimously passed to approve the new fee schedule as recommended by the Finance Subcommittee.

9. Designation of New Registered Agent

Chairman Gardner stated that as part of the transition, a new “registered agent” will be required to be named as part of the filings for the Secretary of State’s office. The Executive Director has spoken with Richard Peirce who has agreed to act as the Commission’s registered agent.

The motion was duly made, seconded and unanimously passed to designate legal counsel Richard Peirce as the registered agent for the Capital Center Commission.

10. Transition Update

The Chairman and the Executive Director updated the Commission members on the Commission’s upcoming move to the City offices.

10.1 Resolution to terminate 401K Plan

Chairman Gardner noted that per the instructions of the retirement plan administrator, a resolution by the Board is required to terminate the 401K Plan. The proposed resolution was read aloud and is attached to these minutes.

The motion was duly made, seconded and unanimously passed to approve the resolution to terminate the established ACCE 401K plan and to authorize the Executive Director to execute any and all required documents.

11. Revised Annual Meeting Notice

The Chairman noted that the revised annual meeting notice, with the new times and dates, has been emailed to the members.

12. New Business

There was no new business.

13. Adjournment

The meeting was adjourned at 1:00 PM.

Christopher Thomas, Secretary