

FALMOUTH EDIC
FEBRUARY 12, 2007
SELECTMEN'S MEETING ROOM – 4:00PM

PRESENT: HARLYN HALVORSON, CHAIRMAN
WILLIAM MCKEON, VICE CHAIRMAN
MARY PAT FLYNN
GLENN KELLY
CAREY MURPHY
STEPHEN SPITZ
WILLIAM VENDT

Chairman Halvorson welcomed the new Director and CEO of MBL, Gary Borisy who brings new insight on technology transfer. With his background in molecular and cell biology, he is looking to see how MBL can have high impact in the scientific world; both in terms of research and educational programs. MBL has two very strong research centers – one is in ecosystems and the other is in microbial diversity and molecular evolution – both are world class. Through all the scientists that come through MBL (the extended community) they are trying to brainstorm additional ways to strengthen the scientific impact of the MBL by expanding the residential research program. How to do it? How to set it apart from other institutions? They are talking about being part of a consortium to create an (electronic) encyclopedia of all life and already have a patent application pending on some of the key software technology which underlies this whole effort. Therefore, they are already thinking of possible for profit spin-offs. It is underway and is something that may have significant economic impact.

Going forward, Mr. Borisy said we had his commitment not to miss out on any opportunities and said he needed our help and the help of the RTDC and is hoping to work together with us.

Comments on Draft Bylaws for EDIC – Patrick Butler

Atty. Butler asked the board to adopt a Corporate Vote as substituted and amended bylaws adding most of the bylaw information is driven by the statute that allows for the creation of EDICs. Comments received have been incorporated. As it relates to the town attorney, he is happy to have the vote be subject to speaking with him to get his agreement. Carey Murphy did not see the urgency to adopt the bylaws today and asked the vote be held for Town Counsel Duffy's comments to make sure they are consistent with our town Charter (especially the appointment language) and the selectmen should have an opportunity to comment. Atty. Butler agreed there is no rush. Pat Flynn asked for a time certain, all agreed this should be resolved by our next meeting.

Since the retreat, the MOU between the EDIC and the RTDC is almost in its final form. The area still being worked on is the question of timing and how things go in order. The way it is now structured is the EDIC would receive a requisition (even in narrative form) from the RTDC for their need for funds, this form would be submitted and approved by the EDIC and we would pre-fund the money, the EDIC then would send a requisition to

the state to be reimbursed for the funds dispersed. Both lawyers can continue to work on the language on how the money flows between the two organizations but he understands there is a desire to get this signed between now and our next meeting. Therefore, Atty. Butler prepared a Resolution and Corporate Vote authorizing Chairman Halvorson to execute the MOU when it is in final form and approved by counsel and then have it ratified at our next regular meeting in a formal vote.

MOTION: Bill McKeon made a motion to adopt the Resolution and Corporate Vote, seconded by Glenn Kelly. Discussion followed. Bill explained why he felt we should approve the MOU subject to ratification by the Board after evaluating, not necessarily accepting, any comments from Town Counsel Duffy. Atty. Butler pointed out the RTDC is an entity independent of the Town and the EDIC. He and Bill emphasized the EDIC was not under the aegis of the Town Charter but was an entity created by the Commonwealth. The Selectmen's influence on the EDIC does not include decision making; it is limited to the appointment of the EDIC's board members. Pat Flynn added the reason for the EDIC's existence is to be able to act without the deliberations normally associated with the Board of Selectmen and Town Meeting. After discussion the vote was taken which was unanimous.

- Auditor's Response Letter – meets requirements.
- Edgarton Drive Re-subdivision – having talks with John Harding on the rear parcel. Although the CCC staff has indicated a willingness to consider a Hardship Exemption from DRI Review, Atty. Butler is going to try one more time to convince them it actually doesn't trigger DRI Review at all in which case we would proceed at the town level.
- Procurement Aspects of the RTDC and Chapter 30B – analysis is that the RTDC does not have any procurement requirements based upon their status as a private entity.
- Chairman Halvorson reported he received from RTDC a request for a \$25,000 loan so they can generate an account to pay some of their interim bills. This would allow the RTDC to pay their bills and then copies of those checks would be sent to EDIC who would send them onto the state for reimbursement – from a legal perspective, this is the best way. **MOTION:** Carey Murphy made a motion to grant the request of a \$25,000 loan to the RTDC subject to the MOU upon execution, seconded by Pat Flynn. Unanimous vote.

Treasurer's Report – Richard Bienvenue

- Presented the final Balance Sheet and Income Statement as of 12/31/06.
- General Ledger showing transactions for the whole year.
- Looking ahead, Richard prepared a chart showing Key Administrative Dates on when things may be occurring and a Cash Flow Projection.

John Harding – Update

- The seller of the lot next to the water tower in Tech Park is getting anxious as to our progress on an easement. A letter from Town Counsel Duffy to Atty. Butler suggests the town does not want to sign an easement. The Administrator's Office is setting up a conference with all interested parties to resolve this issue. If they do not approve an easement we are back to square one.
- Met with Teledyne/Benthos – waiting for confirmation on the trade of land in order to proceed with our re-configuration at the top of the hill on Edgerton Drive. Expect to have it within the next ten days.
- The commercial market on the Upper Cape has dropped an average of 11 points over the last 15 months. John thought it was time we consider dropping the asking price on Lot 5 from \$499,000 to \$449,000. There have been 6 inquiries; 4 of these looked at the lot quite seriously and all felt it was too expensive.
MOTION: Stephen Spitz made a motion to reduce the asking price on Lot 5 from \$499,000 to \$449,000, seconded by William Vendt. Unanimous vote.
- FYI – the Kayak Pools building is being sold and being purchased by Richard's Machine Shop. Carey Murphy questioned whether the EDIC still has any jurisdiction over such sales in Tech Park and John Harding explained 'as long as somebody is not in conflict with what is being allowed in town at the time, no one has the right to restrict private property owners as long as they are in compliance.' Chairman Halvorson suggested inviting Town Counsel to one of our meetings. John added, 'If you bought a piece of property and you deed restricted everything in there and the Association to a specific use in perpetuity, you can do it but short of doing that which the EDIC cannot do retroactively.'

January Retreat – Outcome

Chairman Halvorson has asked Glenn Kelly's subcommittee including Pat Flynn and Bill Vendt with Marianne Milkman as a consultant to look over the outcome documents from the retreat and prioritize them. Anyone with specific comments should forward them to Glenn.

New Business

- Harlyn and Bill's terms are up the end of June. Looking for recommendations of possible candidates to forward to the selectmen. It is time to get this process started.
- Carey Murphy informed members the Veterans are looking to open a federal office on the Cape. He said the Tech Park could be a location for this building and would be very good for Falmouth. John Harding offered to write the Veterans a letter on behalf of the EDIC to help them find a site.

Old Business

- Status of John Adams Institute Funding – there is a meeting scheduled at the MBL on the 26th to further pursue this funding.
- Status of Congressional Briefing – had a meeting with Mark Forest last Friday. Waiting for a date for this event to take place at WHOI with 200 attendees.

Approve Minutes of January 8, 2007 – Carey Murphy made a motion to approve the minutes of January 8, 2007 as printed, seconded by Bill McKeon. Unanimous vote.

Correspondence – Received notification that Teledyne/Benthos is applying for a modification to allow three trailers on their property for a period of time.

Set Next Meeting Date – Our next regular meeting is scheduled for Monday, March 12, 2007 at 4:00pm.

Bills - **MOTION:** Carey Murphy made a motion to pay \$9,511.32 on Warrant 2006-13 and \$3,300.00 and \$4,723.77 related to retreat expenses on Warrant 2007-1, seconded by Glenn Kelly. Unanimous vote.

Other Issue(s)

- Rich passed out a Web Site Proposal from Sharon Gay which will be taken up at our next meeting.

Adjournment – Carey Murphy made a motion to adjourn at 5:55pm, seconded by Steve Spitz. Unanimous vote.

Respectfully submitted,

Linda J. Wells
Recording Secretary