

FALMOUTH EDIC
JULY 9, 2007
SELECTMEN'S MEETING ROOM – 4:00PM

PRESENT: HARLYN HALVORSON, CHAIRMAN
WILLIAM MCKEON, VICE CHAIRMAN
MARY PAT FLYNN (@ 4:20PM)
STEPHEN SPITZ
WILLIAM VENDT
ABSENT: CAREY MURPHY
GLENN KELLY

Webb Research – Update on Wind Turbine

Dan Webb explained they have been working for several years towards the installation of a single large wind turbine at their site in Technology Park. Webb Research is located at the southern end of Tech Park Drive; they have two adjacent 4 acre lots, approximately 30 employees in a recently expanded building of 15,000 sq. ft. Their attempt is to install one turbine with a rating capacity of 1.5 megawatts. This would generate electricity for their own consumption and they would sell the extra generation into the grid. The height of this machine will be 260' with a blade tip height of 388'. He feels this is an excellent site for this type of project because it is a remote hilltop with no residential abutters (nearest is 4/10ths of a mile).

They are partway through the permitting process and FAA approval. They also have a grant from the MTC for \$575,000 for the design and construction of this project. Presently working on a site plan hoping to approach the town (ZBA) for a building permit this fall. Mr. Webb will continue to keep the EDIC informed as the project moves ahead.

Patrick Butler – Update

- Water Tower Easement: at 2:40pm today, Atty. Butler received a fax from Town Counsel Frank Duffy which is consistent with a phone conversation they had last week. It seems the Town Water Superintendent Ray Jack has some objections. In Pat's modification of easement he added language that provides for reduction of the area of the easement around the water tower. The language basically says the town, as grantee of the easement, would agree to limit the area and that the grantee would agree to exonerate and indemnify EDIC against any claims to liabilities or damages which might arise from the town's use and that the grantee covenants and agrees not to make any further alterations, amendments or changes to the tower or to any structure on the property without EDIC's permission. The reason he did this is because we have gone from a situation where the town had the entire use of the lot to a shared use. Atty. Duffy's memo has a concern we are turning an easement into a lease. Pat recommends we keep the language and with the difference of opinion, we have a follow-up meeting with the Board of Selectmen either in a public or private setting to clarify this issue. Chairman Halvorson will notify Pat when this meeting has been set up.

- Hardship Exemption Status: it is before the Cape Cod Commission and is moving forward. Based upon further research it has been revised and the CCC feels it may not be subject to their jurisdiction so Pat has filed a jurisdictional determination which has been submitted.
- Corporate By-Laws: **MOTION:** Pat Flynn made a motion to adopt the Amended and Restated By-Laws of the Falmouth EDIC with an amendment to Article 4 Section 9 that any director shall continue to serve until his successor has been duly appointed, seconded. Bill McKeon expressed his concern about he and Harlyn being on both EDIC and the RTDC and doesn't feel it is just a matter of recusing yourself when an issue comes up, particularly in fiduciary matters. A vote on the motion was unanimous in favor.
- Right of First Refusal – Clarification: there are 3 issues – 1) what are we governed by in terms of the covenants in some of the deeds, 2) what do we have as policy restrictions/discussions about who we want to sell to or the type of uses, and 3) a clearer understanding as to how the 'right of first refusal' works. Bill McKeon said, "The big issue is "cost" if we exercise our right of first refusal." Atty. Butler responded, if EDIC sells a property to party "A" and "A" wants to sell it to "B", EDIC has the right to buy back that piece of property at "A's" asking price. Once "B" sells it to "C", EDIC has no rights. It becomes more complicated if there have been improvements. Stephen Spitz disagreed saying he felt EDIC should be able to buy back the property at the original selling price and Atty. Butler found the language and agreed it would be at the original selling price. John Harding stated there are 3 remaining lots in Tech Park that have not been built on; one has been cleared and graded. Some deeds had language saying they are required to build within 3 years – Bill McKeon asked if this suggests the EDIC could go back, if they chose to, and say to these owners we want to buy it back? Atty. Butler said he would have to look at the language more carefully. In regards to the question of "cost" it is the cost of the purchase price at the time of the original sale. **MOTION:** Bill McKeon made a motion to authorize Atty. Butler to review the deeds and compare them to the language of the covenants of the 3 remaining empty lots to see what options the EDIC may choose to exercise, seconded by Pat Flynn. Unanimous vote.

RTDC – Update

Chairman Halvorson reported the appropriation request for the 2nd \$200,000 is in the Tourism Division awaiting the Governor's signature. Once this happens the RTDC will be funding itself (EDIC will no longer be financially involved).

Treasurer's Report – Richard Bienvenue

- The grant is essentially complete. He billed 100% in mid June and received all monies. The full amount has been transferred to the RTDC minus our (EDIC) costs. A final report is due the end of August which Richard will complete.
- Our insurance was authorized and has been renewed.

- In regards to the annual audit, the town's auditors will be in Falmouth the end of August. We are required to have an audit and their proposal in the amount of \$4,000 for a full audit, Rich feels is very reasonable. **MOTION:** Pat Flynn made a motion to authorize Roselli, Clark & Associates to do EDIC's audit in the amount of \$4,000, seconded by Stephen Spitz. Unanimous vote. Rich will obtain an Engagement Letter from the auditors for Chairman Halvorson's signature.

STG Consultants – Update (given by Susan Gray)

- Web Site Status: Sharon met with Penguin Design. She has received Harlyn's "History of EDIC" CD plus additional photos which she submitted to Penguin. Prior to our next EDIC meeting a prototype or 'dummy' site will be set up for our review. Once this site is up and running, Chairman Halvorson pointed out it is important to keep it up-to-date.

Bills – Stephen Spitz - A Warrant in the amount of \$6,367.74 was presented which Stephen asked the board to approve. **MOTION:** Stephen Spitz made a motion to authorize payment for bills totaling \$6,367.74, seconded by Pat Flynn. Unanimous vote.

John Harding – Update

- Met with Pat Butler and some of his staff last week to go over some of the history and development of Raymond Park. They are very much of the opinion that when we first laid out Raymond Park we did it so we would not come under the jurisdiction of the Cape Cod Commission. At the upcoming hearing if the CCC determines they do have jurisdiction at the very same moment they will hear our argument for a Hardship Exemption.
- Hearing the easement for the water tower was back on shaky grounds, John met with the engineer Steve Doyle who sketched out a plan that would have all the building and development for site plan approval done on Myles Walsh's property with some ancillary parking laid out with no more building to be done until the water tower is taken down to use as a backup. So, it is possible to put another 15 to 20,000 sq. ft. on Myles' property. This now gives us two options depending on what happens with the Board of Selectmen.
- There have been a few 'nibbles' on Lot 5 but nothing serious – very quiet out in the market for commercial property over the last 30 days.
- Still do not know whether the Oncology is going to go into Raymond Park.

Approve Minutes of June 11, 2007 – Bill McKeon made a motion to approve the minutes of June 11, 2007 as printed, seconded by Stephen Spitz. Unanimous vote.

Set Next Meeting Date – Our next regular meeting will be August 13, 2007 at 4:00pm.

Adjournment – Bill McKeon made a motion to adjourn at 5:25pm, seconded by Stephen Spitz. Unanimous vote.