

FALMOUTH EDIC
SEPTEMBER 20, 2006
SELECTMEN'S MEETING ROOM – 4:00PM

PRESENT: HARLYN HALVORSON, CHAIRMAN
WILLIAM MCKEON, VICE CHAIRMAN
MARY PAT FLYNN (at 4:16)
GLENN KELLY
CAREY MURPHY
STEPHEN J. SPITZ
WILLIAM VENDT (at 4:25)

Appointment Process/RTDC – Pat Butler

In order to work for both the EDIC and the RTDC Pat Butler brought up the issue of Conflict of Interest. He does not perceive any direct conflicts however, as we start the process of creating the corporation, dealing with tax exempt issues and a MOU it is possible there may be differences of opinion between the two organizations. To act as counsel for both entities he disclosed he is doing work for both.

In reference to his memo dated 9/20/06, Atty. Butler first addressed the FEDIC issues as follows:

1. Bill McKeon reported a meeting was held with Carey Murphy, Virginia Valiela, Bob Whritenour and Heather Harper to discuss how to move forward with the appointment process in order to get the best members for the EDIC. He and Chairman Halvorson have put together a proposal which basically states, two months before term expirations are to take place, EDIC members would start looking for recruits and would notify the selectmen to do the same. Each would interview them and perhaps jointly interview the candidates, EDIC would then make its recommendation(s) to the Board of Selectmen who have the appointing authority. Carey, speaking for the selectmen, said he felt they were on-board with a joint process but added the critical part is to find people to serve. Bill also brought up the fact he and Harlyn's terms are up the end of June 2007 which is something the two boards need to start thinking about for replacements.
2. Atty. asked for one member of EDIC to be appointed as liaison to him. This person will help create by-laws which will outline where we are today and where we want to be in the future. Once this person is identified, a draft will be circulated (also to Town Counsel Frank Duffy), and then a formal meeting will be held to approve and adopt new by-laws for FEDIC.
3. Already addressed conflict disclosure (#1).
4. Water tower easement – discovered from Town Counsel Frank Duffy the town actually has an easement already.

RTDC issues:

1. It is clear to Atty. Butler we can proceed immediately to create a not-for-profit MA Chapter 180 corporation. His proposal is it be made up of nine (9) individuals (at least one from each of the four towns) and he is prepared to form this corporation which will take only 48 hours after he has been given the go-ahead.
2. We want this to be an organization that has a tax exempt status which to prepare will take anywhere from 2 to 6 months. In the meantime, we can accept deductible donations as long as we are ultimately deemed to be tax exempt.
3. EDIC is a creature of statute, the new RTDC will be a non-for-profit private corporation. EDIC needs to appoint one of its members to be a liaison to Atty. Butler as the process moves forward.
4. Once the corporation has been formed, a meeting of the initial Board of Directors has taken place, and a draft of the MOU has been made EDIC will be asked for its approval as part of the process.

MS Transportation Final Study – William Scully

Since our last meeting, Mr. Scully has finalized his analysis, developed a mitigation program and began coordination with the town through Town Planner Brian Currie. Although he has not heard back from Brian Currie, the general conversation was there were no big issues. Mr. Scully will check again with Brian to confirm the report is okay before going to print of the study.

Mr. Scully passed out a sheet titled Proposed Mitigation Program for the Falmouth Technology Park which addressed potential actions, estimated costs and anticipated schedule. It does not include survey and design which may be required for some of the roadway actions. Total estimated cost is \$165,000 for proposed improvements of the roadways as the Tech Park grows to full build.

Under current conditions [50% build-out] Mr. Scully did admit the Tech Park is generating traffic at a lower rate than the guidelines he uses suggest.

If we have to start adding turning lanes, etc., Carey Murphy asked, “Who has to pay for this?” Sharon Gay responded it is part of the Development Agreement. The Town of Falmouth signed an agreement with the EDIC and CCC, setting aside \$300,000 for capital improvements if it became necessary when build-out was complete. Mr. Scully commented, “These are just recommendations, not mandates.” Pat Flynn remembers it was at the town’s suggestion to use funds from TIF agreements with companies in the Tech Park. John Harding believes this process was never finalized and suggested EDIC, the town and the CCC need to get together.

Regional Technology Development Center (RTDC) – Sallie Riggs – MOU

Sallie reported an ‘employee’ will be hired and she is prepared to place ads this weekend to get this process going. Looking to have a web site up and running by 10/8. Timeline looks like 6 weeks of advertising, then a review of the applications, interviews and an offer to hire sometime in December. Expect to have the new person on board by the beginning of 2007.

STG Consultants – Update

- Worked with the RTDC this past month.
- Contract complete for the \$200,000 state grant application.
- In the John Adams Grant process for an additional \$150,000 they want us to provide an update and want to wait until we actually receive the \$200,000 state grant before they actively review the concept paper which she has provided them.

Treasurer’s Report – Richard Bienvenue

- As of 8/31/06 our Total Liabilities and Equity = \$2,549,917.98.
- Although the Cash Flow Projection is not completed for today’s meeting it will show after our Wastewater Mitigation payment (\$50,000) that is due and other payments, will bring us down under \$150,000, therefore, action will need to be taken on some of the proposals we have been discussing. **MOTION:** Pat Flynn made a motion in accordance with the Development Agreement with the Cape Cod Commission we continue to make payments towards the escrow account which is with the Town of Falmouth for the Nitrogen Impact. The payment due for June 2006 is \$50,000 and she moved we make this payment, seconded by Bill McKeon. Unanimous vote.
- Met with Roselli, Clark & Associates, our auditors, this week about our audit for 2005. We previously signed an agreement with them in the amount of \$4,000 for this audit.
- **MOTION:** Pat Flynn made a motion to authorize EDIC Chairman Harlyn Halvorson to execute all documents relating to our application for a state grant (\$200,000) for the RTDC, seconded by Bill McKeon. Unanimous vote.

Bills – Bill McKeon made a motion to pay \$10,048.06 as outlined in Warrant No. 2006-09, seconded by Pat Flynn. Unanimous vote.

As the Finance Committee, Bill McKeon felt with Steve Spitz, a banker, now on board it would be best for Steve to now undertake this responsibility. **MOTION:** Carey Murphy made a motion to have Stephen Spitz take the responsibility of Finance (reviewing bills, etc.) for the Falmouth EDIC, seconded by Pat Flynn. Unanimous vote.

Old Business

- Water Tower Lease – John Harding reported, finally after 7 years, we were in the process of granting the town a lease only to have Town Counsel Frank Duffy find an easement that was signed by the EDIC granting the town an easement to put the water tower tank lot there in 1995. The idea now is to re-write or amend that easement to not include the entire lot but only the portion the town needs to access the water tower tank leaving the remainder of the property for us to work with Myles Walsh and his proposal.
- Response to RFP for Professional Services for EDIC – We have received back two replies for the Grant/Technical services from STG and Rutherford and one for Real Estate services from Harding Realty Corporation. These contracts are good for one year with 2 one year options. RFPs were advertised in the Cape Cod Times in accordance with applicable laws. Treasurer Richard Bienvenue’s recommendation was for the Grant/Technical award to go to STG low bidder who has been working for EDIC for a number of years at \$75/hour vs. Rutherford at \$160/hour and the R.E. services with one bid from John Harding to go to him, he also has been working for EDIC for a number of years. Discussion followed about our financial situation; not selling the top of the hill on Edgarton Drive, still holding Lot 5, risk, etc. Pat Flynn said, “I think we have to make a decision on these contracts.” She remembers when we had no one, trying to do everything on a voluntary basis, getting us into a little bit of hot water. We needed expertise in conducting business, managing money from revenue that came in from a sale of a lot, etc. Carey Murphy suggested the EDIC have another retreat maybe sometime in January 2007; take a look at the bylaws, transition, leadership, etc.
MOTION: Carey Murphy made a motion to approve Richard Bienvenue’s acceptance of the RFPs as he recommended, seconded by Bill McKeon. Unanimous vote.
- Bill McKeon added, “Way back when we ‘professionalized’ ourselves, if you will, we talked about the need for having an Executive Director for this board because there has to be a focal point and we simply couldn’t afford it in those days. And, although it may appear we cannot afford it now, all I am asking is for board members to begin thinking about because it is a very necessary step, even if it starts off as a part time basis...”

New Business

- Carey Murphy referenced a document Marianne Milkman signed about the Economic Element of the LCP in town which the Board of Selectmen have taken under advisement for a month which will be brought back as an active element of the Town of Falmouth.

Approve Minutes of August 14, 2006 – Pat Flynn made a motion to approve the minutes of August 14, 2006 as printed, seconded by Glenn Kelly. Unanimous vote.

Set Next Meeting Date – Our next regular meeting is scheduled for **Monday, October 9, 2006** 4:00pm in the Selectmen's Meeting Room.

John Harding – Update

- Former member Bob Stanley was working on the Edgarton Drive issues – basically, we need to install 2 new drains but we never received a quote back from Lawrence/Lynch for these 2 new drains. We are getting a quote for putting 117' berm on the side of Edgarton Drive instead of installing those 2 new drains.
- In the Tech Park, Mr. Corner is going ahead starting with 20,000 of his 36,000 sq. ft. permitted building for his business.
- Mr. Obrey has put part of his land up for sale.
- Had extensive discussions with a group interested in buying the old fish plant and developing alternative energy and bio-diesel. It is a multifaceted proposal which even includes taking refuse from the transfer station and dispose of it at a much lower cost to the town and turn it into a useful product. John expects a proposal within the next 30-60 days.
- We are now going into our 9th month past our deadline for making a decision on what to do with the real estate lots at the top of Edgarton Drive. The CCC is taking the approach we cannot change anything with doing a DRI or claiming a hardship exemption and are in no hurry to address this issue since Chairman Halvorson and John met with them back in May. John is calling a meeting of the newly formed Real Estate Sub-Committee ASAP – early next week, to come up with recommendations. The committee consists of Harlyn Halvorson, Carey Murphy, Steve Spitz and Bill Vendt.

Adjournment – Pat Flynn made a motion to adjourn at 6:20pm, seconded by Bill McKeon. Unanimous vote.

Respectfully submitted,

Linda J. Wells