

Board of Directors Meeting and
Applicable Subdivision Board Public Hearing
Monday, June 28, 2010 @ 11:00am
Conference Room, Corporation Office

Directors Present: Jeffrey Wall, Chairman
James W. Lavin
Gerard Eramo
Joseph Connolly

Director Unable to Attend: John Ward

Also Present: Kevin R. Donovan, CEO
James Young, Project Manager
Beth Mitchell and Brent McDonald, Legal Counsel
Bill Ryan, Kevin Chase, Robin Daniel, LNR Team

The Chairman called the meeting to order at 11:12am.

A moment of silence was observed in memory of Massachusetts Representative Robert Nyman.

The Applicable Subdivision Board Public Hearing opened at 11:15am. The CEO read the notice published in two issues of the Patriot Ledger on June 11 and 18, 2010 into the record:

*In accordance with Section 6.4.3 of the General Municipal Codes - NAS South Weymouth and Chapter 301 of the Acts of 1998, as amended, South Shore Tri-Town Development Corporation, acting as the Applicable Subdivision Board and as the governing body of the former Naval Air Station South Weymouth, will hold a PUBLIC HEARING at the Corporate Office, 223 Shea Memorial Drive, located at the former Naval Air Station, South Weymouth, on Monday, June 28, 2010 at 11:00am to consider acceptance of Memorial Grove Avenue and the utilities associated therewith. Memorial Grove Avenue extends from Shea Drive to Parkview Street. Copies of the application are available at the SSTDTC office at 223 Shea Memorial Drive, South Weymouth. Office Hours are 8:00am to 4:00pm. (781-682-2187)
Jeffrey D. Wall, Chairman, South Shore Tri-Town Development Corporation*

Mr. Young noted Memorial Grove Avenue (MGA) was one of two new roadways in the Phase 1A Definitive Subdivision Plan. Acceptance would be contingent on LNR's payment of outstanding water/sewer bills, a project review fee and execution of a side letter agreement with LNR tied to the irrigation system that connects to Parkview St. and MGA. All punch list work and conditions within the Order of Conditions were completed. The SSTDTC Conservation Commission issued a Partial Certificate of Compliance at a Board meeting in May.

The Board received copies of Section 6.4.3 of the General Municipal Codes, the Application for Acceptance of Memorial Grove Avenue, Plans of Acceptance, Quitclaim deed, Easement Agreement, Bill of Sale and the Side letter of Agreement in their packets prior to the meeting.

Public Comment

Mr. Galluzzo, Weymouth, repeated his opposition to the name change from Shea Memorial Drive to Shea Drive.

Mrs. Parsons, Rockland, was informed that the Town of Weymouth's potable water supply was the water source for the irrigation system on Memorial Grove Ave.

**VOTED: Motion of James Lavin, seconded by Joseph Connolly, to close the public hearing
Unanimous 4-0 vote**

The Public Hearing closed at 11:28am

VOTED: Motion of Joseph Connolly, seconded by Gerard Eramo, to accept the way known as Memorial Grove Avenue- North, Memorial Grove Avenue- South, Utility Easement #1, Utility Easement #2, Utility Easement #3, Utility Easement #4, Utility Easement #5A, Utility Easement #5C, Utility Easement #8, Drainage Easement, and the improvements and utilities located on, above and below the aforementioned ways and easement areas as well as located on, above and below Memorial Grove Avenue-Navy, Utility Easement #5B, Utility Easement #6 and Utility Easement #7, all as presented in the Plans of Acceptance dated May 13, 2010, contingent upon the completion by LNR South Shore, LLC of the following: payment of any outstanding water/sewer bills; payment of a project review fee of \$6,750; and execution of a side letter agreement with LNR South Shore, LLC regarding water and sewer usage charges for the irrigation system that serves Memorial Grove Avenue and Parkview Street.

The acceptance of Memorial Grove Avenue and the associated easements, improvements and utilities shall not terminate LNR South Shore, LLC's obligation to provide guarantees per Appendix B, Section 2 of the Subdivision Rules and Regulations of NAS South Weymouth. – And, to authorize and direct the CEO or the Chairman, acting individually, to execute and accept delivery of the necessary documents to effectuate the foregoing resolution, including, but not limited to, a Quitclaim Deed, Easement Agreement, Bill of Sale and side letter, such documents to be in such form and to contain such terms and provisions as the CEO and/or Chairman executing the same shall deem necessary or desirable, as conclusively evidenced by his execution thereof, upon confirmation that the outstanding obligations have been satisfied.

Unanimous 4-0 vote

The Public Hearing Process was completed at 11:31am.

The Directors acting as the Applicable Subdivision Board signed the Plans of Acceptance dated May 13, 2010.

The CEO noted that accepting Memorial Grove Ave. triggered another vote for Horizontal Development Certificate of Compliance.

The Board received copies of Section 6.6 of the DDA, Horizontal Development Completion Notice, Certificate of Completion and the Side Letter Agreement in their packets prior to the meeting.

VOTED: Motion of Gerard Eramo, seconded by James Lavin, to acknowledge the completion of Horizontal Development described in the Horizontal Development Completion Notice

currently before the Board for Memorial Grove Avenue contingent on the completion by LNR South Shore, LLC of the following: payment of any outstanding water/sewer bills; payment of a Project review Fee of \$6,750; and execution of a side letter agreement with LNR South Shore, LLC regarding water and sewer usage charges for the irrigation system that serves Memorial Grove Avenue and Parkview Street. – And,

The Issuance of the Horizontal Development Certificate of Compliance shall not terminate LNR South Shore, LLC's obligation to provide guarantees per Appendix B, Section 2 of the Subdivision Rules and Regulations of NAS South Weymouth. – And,

To authorize the CEO or the Chairman, acting individually, to execute the Horizontal Development Certificate of Compliance upon confirmation that the outstanding obligations have been satisfied.

Unanimous 4-0 vote

Minutes

VOTED: Motion of Joseph Connolly, seconded by Gerard Eramo to accept the minutes of the Board of Directors meeting held on May 27, 2010

Unanimous 4-0 vote

VOTED: Motion of Joseph Connolly, seconded by James Lavin to accept the minutes of the Board of Directors meeting held on June 2, 2010

Unanimous 4-0 vote

The CEO noted the First Amendment to the MOA voted at the June 24th meeting required a procedural accounting to identify the source of funds to transmit \$100,000 to the Commonwealth.

VOTED: Motion of Joseph Connolly, seconded by James Lavin, to transfer \$100,000 from the Stabilization Account to the Commonwealth as the initial deposit on the E/W Parkway MOA

Unanimous 4-0 vote

Mr. Donovan also noted he would be discussing a financial management plan with the Commonwealth tomorrow and recommended the Board authorize him to start the process of hiring a CFO, as required in the Tax Plan and Legislation. The CFO position would be posted on the MMA website and the position would be provided for in the FY11 Budget starting in October.

VOTED: Motion of James Lavin, seconded by Joseph Connolly, to authorize the Chief Executive Officer to recruit and hire a Chief Financial Officer and keep the Directors apprised of the process

Unanimous 4-0 vote

The CEO had a contract services issue to discuss with the Board in Executive Session and noted that the identity of the vendor who would provide the Corporation with Owners Representative Services on Parkway Construction was still pending.

The Directors had received the construction contract, change order #1, notice to proceed #1, project management agreement, contract for owner's representative services, disbursement agreement and DDA Estoppel certificate in their packets prior to the meeting. Executing these

documents was required for the Bond pre-closing process.

Ms. Mitchell provided highlights of the design/build contract, noting the change order #1 broke out the portion that would be financed with bonds from the Commonwealth, separate from the portion financed with Federal funds, and that the notice to proceed would be issued when bond proceeds were available.

Ms. Mitchell noted a change in Section 5(f) and 7.2 of the Project Management Agreement with LNR reducing the work months that may extend beyond the Notice to Proceed.

Discussion ensued on an agreement for an engineer's oversight of construction, on the requisition process for contract payments and the Estoppel Certificate certifying that neither SSTDTC nor LNR were in DDA default. The Board was informed that SSTDTC would engage the engineer to provide professional services, such as field inspections and design reviews.

Mr. Connolly was informed that the Corporation would review and approve change order cost increases, and then the State would have an opportunity to review, to make sure that bond proceeds were available to complete the project, and approve requisitions within 10 calendar days.

The Chairman requested a representative from Barletta be available to the Board at all times.

VOTED: Motion of James Lavin, seconded by Joseph Connolly to authorize the execution and delivery by the Chairman or Chief Executive Officer (CEO) of the Corporation, acting singly, of any and all documents necessary for the construction of the Parkway and the issuance of bonds by the Commonwealth of Massachusetts to finance the documents, in form and substance substantially the same as those documents presented to the Corporation at this meeting: (i) construction contract with Barletta Heavy Division, Inc.; (ii) Change Order #1 to construction Contract; (iii) Project Management Agreement with LNR South Shore, LLC; (iv) Contract for Owner's Representative Services, (v) Disbursement Agreement with the Commonwealth of Massachusetts, acting by and through the Executive Office for Administration and Finance; and (vi) DDA Estoppel Certificate. All such documents are to be in such final form and to contain such terms and provisions as the CEO and/or Chairman executing the same shall deem necessary or desirable, as conclusively evidenced by his execution thereof. – And,

To authorize the execution and delivery by the Chairman or CEO of the Corporation, acting singly, of Notice to Proceed #1 upon the receipt of satisfactory evidence that sufficient funds are available for the proposed work, such document to be in such form and to contain such terms and provisions as the CEO and/or Chairman executing the same shall deem necessary or desirable, as conclusively evidenced by his execution thereof. – And,

To adopt, ratify, approve and confirm all actions heretofore taken by the CEO and/or Chairman of the Corporation in connection with the above-referenced resolutions.

Unanimous 4-0 vote

The CEO noted that under the terms of the MOA with the Commonwealth, the Board of Directors must adopt an Assessment Plan on FOST 1 & 2, should a deficiency occur in new state tax revenues. Ms. Mitchell noted that the Assessment plan the Board adopted a month ago was related to infrastructure bonds that Tri-Town issued, the assessment plan currently before the Board was required by the Commonwealth and related to Parkway Bonds. Ms. Mitchell

also noted a sentence was added to the Notice of Assessment (“to create enforceable assessments and liens against the Assessable Property”) and that a Certificate of Consent from LNR was in process but still pending at this time.

VOTED: Motion Joseph Connolly, seconded by James Lavin, that the South Shore Tri-Town Development Corporation adopt the Phase 1 Parkway Project Assessment Plan and Schedule of Assessments dated June 28, 2010 and authorize the execution of the Notice of Assessment dated June 28, 2010, provided that such Plan shall be hereafter amended to provide for the assessment of FOSTS 3, 4, 5 and 6 at such time as said parcels become “Assessed Parcels”, under the terms of and in accordance with said Plan.

Unanimous 4-0 vote

The Board was informed that Budget discussions would be held for the next meeting.

VOTED: Motion of James Lavin, seconded by Gerard Eramo, that a representative of Barletta Heavy Division be available to the Board at all times for informational purposes

Unanimous 4-0 vote

Mrs. Parsons, Rockland, was informed that the Parkway Assessments would be charged to the land owners of FOST 1 & 2 property (and FOSTS 3, 4, 5, & 6 when they become “assessable parcels”), and that LNR would provide a Parkway related service under a Project Management Agreement for which they would be reimbursed. Mrs. Parsons was also informed that the Change Order #1 only addressed the first phase of Parkway Construction, and that the Board did not have information on funding for Phase 2 at this time.

Mr. Galluzzo, Weymouth, was informed that Tri-Town bonds were different from the Parkway bonds, and that accepting Memorial Grove Ave. was part of the closing process for the State Parkway bonds.

VOTED: Motion of Joseph Connolly, seconded by James Lavin, to enter into Executive Session for the purpose of discussion of Navy land transfer negotiations and contract service negotiations

Lavin, aye, Wall, aye, Eramo, aye, Connolly, aye

Open Session ended 12:10pm

Executive Session ended 12:28pm

VOTED: Motion of Joseph Connolly, seconded by James Lavin, to adjourn the meeting

Unanimous 4-0 vote

The meeting ended 12:28pm

Mary Cordeiro, Recording Secretary

Jeffrey Wall, Chairman