

Pittsfield Economic Development Authority
February 8, 2012

Meeting Minutes

In attendance was Mick Callahan, Beth Mitchell, Dan Bianchi, Christina Barrett, George Whaling and Michael Matthews, Board Members.

Also in attendance was Barbara Landau and Beth Goodman, Legal Counsel, Cory Thurston, Executive Director, and Colleen Hunter-Mullett, Clerk.

I. Administration

Call to Order

Vice Chairman Callahan called the meeting to order at 8:00 AM, reminding those present that the meeting was being both audio and video recorded.

Approval of January 6, 2012 Minutes

There was a motion to approve the minutes of the January 6, 2012 meeting, as presented, seconded and carried.

Mr. Callahan welcomed Mr. Bianchi as a new member to the PEDDA Board, thanking Mr. Fruet for his service. Mr. Bianchi informed the Board that he is seeking to increase the number of people on the board to 9 and will re-appoint Mr. Fruet once that legislation has been approved.

II. Executive Director's Report

Mr. Thurston informed the Board that the transfer of the teens had taken place yesterday, February 7th and that PEDDA now has ownership of all 52 acres intended to be transferred in the DEDA.

City Council Petition

Mr. Thurston Informed the Board that he had received a petition from the City Council asking that PEDDA attend a Council meeting to give them an update. Mr. Thurston stated that he will be attending the February 14, 2012 meeting to make a presentation, inviting Board Members to attend as well.

Silver Lake Shoreline

Mr. Thurston gave the Board a brief history of the walking path, informing them that shoreline is not owned by the City, but by the individual landowners. He informed the Board that PEDDA has been asked to step in to acquire the property needed to complete the walking path and then turn it over to the City with an easement for maintenance purposes.

Mr. Thurston informed the Board that EPA had agreed to amend the Covenant Not to Sue, extending PEDAs liability coverage to all three shoreline parcels (WMECO piece, Chamber piece and a privately owned piece)

Mr. Thurston explained that the WMECO and Chamber parcels are all set to be transferred to PEDA and that he is still trying to locate the owners of the private piece. He stated that PEDA's eminent domain powers would be the best way to obtain all parcels.

Mr. Bianchi asked what funds would be used to acquire these parcels. Mr. Thurston informed him that no funds would be necessary to acquire these parcels because WMECO is in agreement and the Chamber of Commerce will give us theirs. He stated that the private parcel is so small it has no value. Mr. Callahan noted that there would only be legal and administrative costs to obtain these parcels.

Ms. Mitchell and Ms. Goodman discussed the time frame for the land taking, which includes a 30 day advertising requirement.

Mr. Callahan stated that he feels PEDA has the best role in accomplishing something for the good of the City, while stepping outside the 52 acres.

Ms. Landau informed the Board that EPA has been very helpful in this process and they have gone beyond what they normally would have done.

Mr. Thurston informed the Board that they would be taking up several votes relating what has been discussed.

Ms. Barrett made a motion to amend the EPA Prospective Purchaser Agreement. Ms. Mitchell seconded the motion and the motion passed on a 6-0 vote. (attached)

Ms. Mitchell made a motion to execute an amendment to the Definitive Economic Development Agreement for the GE Silver Lake Parcel. Mr. Whaling seconded the motion and the motion passed on a 6-0 vote. (attached)

Mr. Matthews made a motion to accept transfer of the General Electric Company Silver Lake Parcel. Mr. Bianchi seconded the motion and the motion passed on a 6-0 vote. (attached)

Mr. Thurston informed the Board that the above vote is dependent on an affirmative vote of the Pittsfield City Council.

Ms. Mitchell made a motion for a revised vote to accept the transfer of a parcel along Silver Lake from the Western Massachusetts Electric Company. Mr. Whaling seconded the motion and the motion passed on a 6-0 vote. (attached)

Ms. Barrett made a motion to acquire additional Silver Lake parcels. Mr. Matthews seconded the motion and the motion passed on a 6-0 vote. (attached)

Project Matrix

Mr. Thurston reviewed an updated project matrix, highlighting the progress of the ERE amendment for the 30's complex, dredging of the water quality basin, 19's transfer with the exception of the stormwater disconnection, and the good progress being made with the State regarding the Woodlawn Bridge. He informed the Board that it has been decided that they will remove the bridge from abutment to abutment and that now they are deciding whether to replace the deck with one span or two.

Mr. Bianchi asked if the bridge would come down right before the new one is built. Mr. Thurston informed him that he's hopeful that will be the case. Mr. Bianchi asked if PEDDA had any control over this. Mr. Thurston informed him that it's his intent is to make this part of the agreement. Ms. Mitchell stated that there are two separate entities and ultimately it is beyond PEDDA's control. Mr. Callahan asked that the draft agreement be circulated to Board Members for input.

Mr. Thurston stated that when the bridge is done, PEDDA will transfer it to the City with and easement for maintenance purposes.

Mr. Thurston informed the Board that Action Ambulance has submitted a site plan and a floor plan and that geotechnical studies for both it and the life science building will be done the week of February 20th.

Mr. Thurston also informed the Board that Waterstone will have a presentation in late March and will begin the permitting process with the City. Mr. Bianchi expressed concern about PEDDA and the City's level of commitment not knowing what their plan is. Mr. Thurston informed him that there will not be an agreement between PEDDA and Waterstone until all permits have been approved by the City. Mr. Thurston stated that Waterstone must still get appropriate tenants for the building as well and that they are following a standard process.

Mr. Thurston informed the Board that the MEPA process is underway for the 19's complex and that he is currently working on PEDDA's insurance renewal. Mr. Whaling expressed concern regarding the schedule for obtaining this coverage because he didn't want PEDDA to get boxed in to a specific carrier because too much time has gone by. Mr. Thurston reviewed the coverage and cost that PEDDA's last policy covered, stating that PEDDA will more than likely only get a seven year policy rather than the previous 10 year policy, which is no longer offered. He assured Mr. Whaling that he and Ms. Landau are working on obtaining a policy that is both competitively priced and covers PEDDA with the appropriate liability coverage.

Financial Report

Mr. Thurston informed the Board that the annual audit was beginning and that the auditors would be beginning sometime in March.

Marketing Update

Mr. Thurston informed the Board that Studio Two had resigned and is no longer able to assist with changes to the web site. He informed the Board that he had hired Blass Communications to assist.

Mr. Thurston informed the Board that he would be issuing an RFP for Marketing Services with an estimated cost of \$80,000 over a three year period. Mr. Bianchi asked what the scope of services would be. Mr. Thurston stated that has yet to be determined and he will provide the scope of work for Board review at the March meeting.

Mr. Matthews stated that he did not know what had been done in the past and Mr. Callahan offered to write up a summary of what's been done in the past relative to marketing efforts and their cost.

Other

Ms. Mitchell asked Mr. Thurston to explain the letter received from UMASS. Mr. Thurston stated that it was a letter of interest for the life science building, similar to those received from BCC and Nucela.

Mr. Thurston informed the Board that he has had discussions with the Center for Ecological Technology (CET) and they are going to take a role in the life science building to ensure that it's a green design.

III. Meeting Calendar

Mr. Callahan noted that there were some Board Members who could not make the March 14, 2012 meeting and suggested perhaps the week before or after.

There was a motion to adjourn at 9:05 PM, seconded and carried.

Respectfully submitted,



Colleen Hunter-Mullett
Clerk

**PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires**

**Vote to Amend the EPA Prospective Purchaser Agreement
February 8, 2012**

VOTED: The PEDA Executive Director is authorized to negotiate and execute an Amendment to the January 3, 2002 Agreement and Covenant Not to Sue by and among the US Environmental Protection Agency, the US Department of Justice and PEDA ("Covenant Not to Sue"):

1. The Board affirms that the redevelopment of environmentally contaminated property is a key purpose of PEDA, as provided in the PEDA Enabling Act. In connection with these redevelopment activities, the Board has determined that it is in the best interests of PEDA to secure all appropriate environmental liability protection for disposal sites acquired by PEDA.
2. PEDA intends to acquire the GE and Western Massachusetts Electric Co. parcels identified as Recreational Areas 2-5 on the attached sketch plan and PEDA may acquire some or all of the land identified on the attached plan as Recreational Area 1. The Agreement and Covenant Not to Sue does not apply to these parcels. The Board wishes to extend the Covenant Not to Sue to include the parcels in Recreational Areas 1-5.
3. Pursuant to the authority vested in the Board by the Section 2.10 of the Bylaws, the Board hereby delegates its authority to Corydon Thurston, the Executive Director of PEDA, to take all measures necessary or convenient to carry out or perform actions authorized or taken by the Board, including the authority to negotiate, execute and record an Amendment to the Covenant Not to Sue.

Motion to approve by: Christina Barrett

Seconded by: Beth Mitchell

Voted: 6-0

Date: 2-8-2012

**PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires**

**Vote to Execute An Amendment to the
Definitive Economic Development Agreement
For the GE Silver Lake Parcel
February 8, 2012**

VOTED: The PEDA Executive Director is authorized to execute an Amendment to the Definitive Economic Development Agreement ("DEDA") adding the General Electric Company ("GE") Silver Lake parcel located along the banks of Silver Lake ("GE Silver Lake Parcel") to the parcels subject to the DEDA and scheduled for transfer from the GE to PEDA:

1. The Board affirms that the redevelopment of environmentally contaminated property is a key purpose of PEDA, as provided in the PEDA Enabling Act. In order to accomplish this goal, PEDA has entered into the DEDA to establish the conditions and procedures for transfer of certain parcels of land from GE to PEDA.
2. The Board has determined that an amendment to the DEDA, authorizing GE to transfer the GE Silver Lake Parcel to PEDA and setting forth the terms and conditions of such transfer, would be beneficial to the City of Pittsfield and to the redevelopment of the William Stanley Business Park and the Board agrees to execute the Amendment to the Definitive Economic Development Agreement.
3. Pursuant to the authority vested in the Board by the Section 2.10 of the Bylaws, the Board hereby delegates its authority to Corydon Thurston, the Executive Director of PEDA, to take all measures necessary or convenient to carry out or perform actions authorized or taken by the Board, including the authority to negotiate and execute such amendment.
4. The Board acknowledges that the City of Pittsfield ("City") is a party to the DEDA and the Board further directs its Executive Director that PEDA shall not execute the proposed Amendment to the DEDA unless and until the City agrees to execute said amendment.

Motion to approve by: Beth Mitchell

Seconded by: George Whaling

Voted: 6-0

Date: 2-8-2012

**PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires**

**Vote to Accept Transfer of the
General Electric Company Silver Lake Parcel
February 8, 2012**

VOTED: The PEDAs Executive Director is authorized to accept a deed and execute required documents and perform any act necessary and appropriate to transfer the unnumbered parcel bordering Silver Lake and Silver Lake Boulevard (the "GE Silver Lake Parcel") from General Electric Company ("GE") to PEDAs:

1. The Board affirms that the acquisition and redevelopment of environmentally contaminated property is a key purpose of PEDAs, as provided in the PEDAs Enabling Act. The Board further affirms that the PEDAs Enabling Act authorizes PEDAs to acquire any disposal site (as defined in M.G.L. c. 21E) in the City of Pittsfield by eminent domain, purchase, transfer, or otherwise. The Board has determined that the transfer of the GE Silver Lake Parcel to PEDAs for use as the Silver Lake public walkway is in the best interests of the City of Pittsfield and would be beneficial to the redevelopment of the William Stanley Business Park and PEDAs agrees to accept the transfer of the GE Silver Lake Parcel.
2. Pursuant to the authority vested in the Board by the Section 2.10 of the Bylaws, the Board hereby delegates its authority to Corydon Thurston, the Executive Director of PEDAs, to take all measures necessary or convenient to carry out or perform actions authorized or taken by the Board, including the authority to accept the deed, to execute a Declaration of Easements and, if required, record an Environmental Restriction and Easement, and to execute any other documents required to complete the transfer of the GE Silver Lake Parcel to PEDAs.
3. The Board further directs its Executive Director that the transfer of the GE Silver Lake Parcel shall not take place until PEDAs reaches agreement with the City of Pittsfield ("City") with respect to the City's responsibilities for maintenance of the public walkway (as described in subparagraph 123(c) of the Consent Decree) and the Executive Director is hereby authorized to execute an easement agreement and/or any other agreement necessary to set forth the respective rights and obligations of the City and PEDAs for the walkway.

Motion to approve by: Michael Matthews

Seconded by: San Bianchi

Voted: 10-0

Date: 2-8-2012

**PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires**

**Revised Vote to Accept Transfer of a Parcel Along Silver Lake
from the Western Massachusetts Electric Company
February 8, 2012**

This vote revises and replaces the November 9, 2011 Vote to Accept Transfer of a Parcel Along Silver Lake from the Western Massachusetts Electric Company

VOTED: The PED A Executive Director is authorized to accept a deed and other required documents and perform any act necessary and appropriate to transfer the WMECO Silver Lake Parcel from the Western Massachusetts Electric Company ("WMECO") to PED A:

1. The Board affirms that the redevelopment of environmentally contaminated property is a key purpose of PED A, as provided in the PED A Enabling Act. To assist in meeting this goal, the Board has determined that transfer of the WMECO Silver Lake Parcel to PED A would facilitate the General Electric Company's environmental remediation, natural resources restoration, and creation of a public walkway on that parcel.
2. The Board further affirms that acceptance of the WMECO Silver Lake Parcel for use as a public walkway would be beneficial to the City of Pittsfield, including the William Stanley Business Park, and agrees to accept the transfer of the WMECO Silver Lake Parcel.
3. Pursuant to the authority vested in the Board by the Section 2.10 of the Bylaws, the Board hereby delegates its authority to Corydon Thurston, the Executive Director of PED A, to take all measures necessary or convenient to carry out or perform actions authorized or taken by the Board, including the authority to accept the deed and negotiate and execute any other documents required to complete the transfer of the WMECO Silver Lake Parcel to PED A.
4. The Board further directs its Executive Director that the transfer of the WMECO Silver Lake Parcel shall not take place until PED A reaches agreement with the City of Pittsfield ("City") with respect to the City's responsibilities for maintenance of the public walkway (as described in subparagraph 123(c) of the Consent Decree). The Executive Director is hereby authorized to execute an easement agreement and/or any other agreement necessary to set forth the rights and obligations of the City and PED A with respect to the walkway.

Motion to approve by: Beth Mitchell

Seconded by: George Whaling

Voted: 6-0

Date: 2-8-2012

PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires

Vote to Acquire Additional Silver Lake Parcels
February 8, 2012

VOTED: The PEDAs Executive Director is authorized to take all actions necessary and appropriate to acquire by purchase, transfer, or eminent domain or otherwise, land of the former Pittsfield Industrial Development Corp. (Tax Parcel I9-10-9 and an unnumbered parcel) and one unnumbered parcel formerly or currently of Adeline A. Knight and Mathias Foster, shown on the attached sketch plan as the parcels in Recreational Area 1 (the "Recreational Area 1 Parcels"):

1. The Board affirms that the acquisition and redevelopment of environmentally contaminated property is a key purpose of PEDAs, as provided in the PEDAs Enabling Act. The Board further affirms that the PEDAs Enabling Act authorizes PEDAs to acquire any disposal site (as defined in M.G.L. c. 21E) in the City of Pittsfield property by eminent domain, purchase, transfer, or otherwise. The Board has determined that the transfer of these parcels to PEDAs for use as a recreation area in connection with the Silver Lake public walkway is in the best interests of the City of Pittsfield and would be beneficial to the redevelopment of the William Stanley Business Park and the PEDAs Board agrees to take actions to acquire the Recreational Area 1 Parcels.
2. Pursuant to the authority vested in the Board by the Section 2.10 of the Bylaws, the Board hereby delegates its authority to Corydon Thurston, the Executive Director of PEDAs, to take all measures necessary or convenient to carry out or perform actions authorized or taken by the Board, including the authority to use PEDAs's eminent domain powers, or to negotiate with the current property owners and/or the City of Pittsfield for a purchase or transfer of the parcels to PEDAs and to execute and record any documents required to complete the acquisition of the Recreational Area 1 Parcels.

Motion to approve by: Christina Barrett

Seconded by: Michael Matthews

Voted: 6-0

Date: 2-8-2012