

Pittsfield Economic Development Authority
July 3, 2012

Meeting Minutes

In attendance were Vice Chairman Mick Callahan, George Whaling, Dan Bianchi, and Mike Matthews, Board Members.

Also in attendance were Jonathan Levigne, Pittsfield Gazette, Cory Thurston, Executive Director, and Colleen Hunter-Mullett, clerk.

I. Administration

Call to Order

Vice Chairman Callahan called the meeting to order at 8:05 AM.

II. Executive Director's Report

Woodlawn Avenue Bridge Project

Vice Chairman Callahan gave the Board Members a brief summary of events leading up to today's meeting and asked Mr. Thurston for an update.

Mr. Thurston informed the Board that the primary issue was to ensure the promise of a timely reconstruction of the bridge. He stated that he's comfortable that PEDDA has expended its negotiation powers and has received the best agreement possible. He further stated that they are aggressively working on the reconstruction design and that he has been contacted by a structural engineering firm looking to schedule test borings related to the design.

Mr. Thurston explained that there are three separate votes that need to be taken today.

Mayor Bianchi stated that he had spoken to the State Representatives, State Senator and Secretary Davies. They all assured him that this is the absolute top priority in the state. He stated that he believes it will move along faster than anticipated, but he intends to keep the pressure up on his end. Mr. Thurston stated that he would also keep the pressure up in regards to the design.

Vice Chairman Callahan stated that if one act of God was to occur in Massachusetts, funding for the reconstruction could be lost.

Mr. Whaling stated that it's a total leap of faith, but he's comfortable with it.

Mr. Thurston stated that he felt PEDDA had come a long way in a very short period of time in regards to this agreement.

Mr. Bianchi made a motion to authorize the Executive Director to execute a License for Access to Private Way to remove bridge between PEDDA and CSX Transportation. Mr. Whaling seconded the motion. The motion passed on a 4-0 vote. (see attached)

Mr. Thurston explained that the Bridge Maintenance Agreement was assumed from GE when the property was transferred to PEDDA. CSX and PEDDA took the opportunity to update / modernize the agreement and clarify the utility easement.

Mr. Whaling made a motion to authorize the Executive Director to execute a Bridge Maintenance Agreement between PEDDA and CSX Transportation. Mr. Matthews seconded the vote. The motion passed on a 4-0 vote. (see attached)

Mr. Thurston read the details of the third vote for the benefit of the Board. This authorization allows the Director to take certain steps with MassDOT and negotiate necessary documents relating to the bridge reconstruction.

Mr. Bianchi made a motion to authorize the Executive Director to engage in negotiations with the Massachusetts Department of Transportation regarding the reconstruction of the Woodlawn Avenue Bridge and to authorize him to execute a preliminary agreement to facilitate the planning and preparation for reconstruction of the bridge. Mr. Matthews seconded the motion. The motion passed on a 4-0 vote. (see attached)

Vice Chairman Callahan informed the Board that Attorney Landau had prepared the votes in conjunction with Mr. Thurston. He stated that he would like to make sure that all companies working on site are properly insured and that staging areas will need to be determined. He further stated that PEDDA needs to make sure that all sites are returned to their original condition.

Mr. Thurston informed the Board that the MWPAT loan had been paid off. He also informed the Board that he had received a memo stating that work on Silver Lake will begin next week and that he would have more updates at the August meeting.

There was a motion to adjourn at 8:25 AM, seconded and carried.

Respectfully submitted,



Colleen Hunter-Mullett
Clerk

PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires

**Vote to Execute a License for
Access to Private Way to Remove Bridge
July 3, 2012**

VOTED: The PEDA Executive Director is authorized to execute a License for Access to Private Way to Remove Bridge ("License for Access") between PEDA and CSX Transportation, Inc. ("CSXT"):

1. The Board affirms that redevelopment of the William Stanley Business Park is a key purpose of PEDA, as provided in Section 2 of the PEDA Enabling Act and the Woodlawn Avenue Bridge ("Bridge") is critical infrastructure necessary for redevelopment of the William Stanley Business Park.
2. The Board acknowledges that pursuant to the Definitive Agreement between CSXT and the Massachusetts Department of Transportation ("MassDOT"), and the Clearance Work Agreement between CSXT and MassDOT, both dated October 10, 2008, CSXT seeks to demolish the Bridge to facilitate movement of trains on CSXT tracks that exceed the height limitations of the Bridge and MassDOT seeks to reconstruct the Bridge to conform to current standards for vertical clearance.
3. The Board affirms that the reconstruction of the Bridge is necessary to meet current vertical clearance standards and MassDOT has provided adequate assurances for the purposes of Section 1.3 of the License for Access and the Board affirms that it is in the best interest of PEDA to execute the License for Access.
4. 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 execute the License for Access to Private Way to Remove Bridge Between Pittsfield Economic Development Authority and CSX Transportation, Inc. upon the same terms and conditions as the License for Access attached hereto.

Motion to approve by: Dan Bianchi

Seconded by: George Whaling

Voted: 4-0

Date: July 3, 2012

PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires

Vote to Execute a Bridge Maintenance Agreement
July 3, 2012

VOTED: The PEDAs Executive Director is authorized to execute a Bridge Maintenance Agreement between PEDAs and CSX Transportation, Inc. ("CSXT"):

1. The Board affirms that redevelopment of the William Stanley Business Park is a key purpose of PEDAs, as provided in Section 2 of the PEDAs Enabling Act and the Woodlawn Avenue Bridge ("Bridge") is critical infrastructure necessary for redevelopment of the William Stanley Business Park.
2. The Board acknowledges that the Bridge is subject to a Bridge Maintenance Agreement between Stanley G.I. Electric Manufacturing Company and New York Central and Hudson River Railroad Company, dated May 1, 1906 ("Bridge Agreement") and that PEDAs and CSXT are the respective successors-in-interest. The Board has determined that it is in the best interests of PEDAs to update and replace the Bridge Agreement to provide for the future maintenance and use of the Bridge.
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 PEDAs, to execute the Bridge Maintenance Agreement Between Pittsfield Economic Development Authority and CSX Transportation, Inc., upon the same terms and conditions as the Bridge Maintenance Agreement attached hereto.

Motion to approve by: George Whaling

Seconded by: Michael Matthews

Voted: 4-0

Date: July 3, 2012

5

PITTSFIELD ECONOMIC DEVELOPMENT AUTHORITY
William Stanley Business Park of the Berkshires

Vote Regarding Woodlawn Avenue Bridge Reconstruction
July 3, 2012

VOTED: The PEDA Executive Director is authorized to engage in negotiations with the Massachusetts Department of Transportation ("MassDOT") regarding the reconstruction of the Woodlawn Avenue Bridge ("Bridge") and is further authorized to execute preliminary agreements to facilitate planning and preparation for Bridge reconstruction:

1. The Board affirms that redevelopment of the William Stanley Business Park is a key purpose of PEDA, as provided in Section 2 of the PEDA Enabling Act and the Bridge is critical infrastructure necessary for redevelopment of the William Stanley Business Park.
2. The Board acknowledges that pursuant to the Definitive Agreement between CSX Transportation, Inc. ("CSXT") and MassDOT, and the Clearance Work Agreement between CSXT and MassDOT, both dated October 10, 2008, CSXT plans to demolish the Bridge and MassDOT plans to reconstruct the Bridge.
3. The Board acknowledges that MassDOT requires access to the PEDA property to conduct preliminary testing, surveying and planning for the Bridge reconstruction.
4. The Board affirms that it is appropriate and necessary for PEDA to enter into an agreement with MassDOT to establish the terms, conditions, and timing for the Bridge reconstructions.
5. 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:
 - a. Negotiate and execute a license granting MassDOT access to the Bridge and the surrounding land for the purpose of preliminary testing, surveying and planning; and
 - b. Negotiate an agreement with MassDOT establishing the terms, conditions and timing for MassDOT's reconstruction of the Bridge.

Motion to approve by: San Bianchi

Seconded by: Mike Matthews

Voted: 4-0

Date: July 3, 2012