



## EXECUTIVE SESSION MEETING MINUTES

April 14th, 2020 @ 8:30am  
Video Conference - Zoom Meeting

**Present:** Christopher Land (C), Susan Moran (VC), Christopher Simmler (Ck), Paul Burke (T), Michael Galasso, Thomas Feronti

**Absent:** Patti Haney

**9:24 MOTION:** Simmler made a motion to adjourn the Open Meeting Session and move into Executive Session to discuss the Citizens Enterprises Corp. proposal as it relates to the content and negotiation of the proposed Lease Agreement, and to discuss the elements of a proposed lease agreement with Plymouth & Brockton St. Railway Co.; as having these discussions in an open meeting session may be detrimental to the Falmouth EDIC's negotiating position. The Executive Session meeting will not return to a Public session meeting. Galasso 2<sup>nd</sup>. All in favor by Roll Call: Aye Susan Moyan, Aye Michael Galasso, Aye Chris Simmler, Aye Thomas Feronti, Aye Paul Burke, Aye Chris Land. Motion Approved.

### **9:25 Citizens Enterprises Corporation - Proposal**

- DiGiano referenced the 3 key documents:
  - The Power of Purchase Agreements – sets the terms of 50% of the power to the Town and 50% to low income residents of Falmouth. The FEDIC is not a signatory to this agreement, this is between Citizens and the Town of Falmouth. This document will be sent to Town Counsel and Town Manager to review and execute.
  - The Sub-Lease for Phase 2 – sets for the lease, terms and rent between Citizens and the EDIC. It closely follows the Phase 1 sub-lease with additional language with aspects to the low-income program to ensure reasonable terms. Citizens typically administers the low-income program but is open to the EDIC participating if it chooses to. The Town is not a signatory; however, it will be sent it to the Town Council for review and approval.
  - Intergovernmental Agreement – between the EDIC and the Town of Falmouth regarding the terms for leasing the Landfill for Phase 1 & 2. IGA's are limited by statute to a 25-year term, and the Phase 1 IGA term expires in 2041. Town Counsel will be consulted to inquire if the original IGA can be amended to include Phase 2 (thru 2046), or if a new and separate IGA will need to be created for Phase 2. A differing factor in the Phase 2 IGA is the rental amount per MW; it is higher for Phase 2 than Phase 1. Another differing factor is the lease rental split percentile between the EDIC and the Town; the EDIC requesting a greater than half portion.
- Moran stated that the Board of Selectmen currently has no interest, understanding or confidence in any of the Solar revenue going to the FEDIC, other than development costs. This is due to the competition and demand for the various infrastructure needs within the Town, and because the EDIC has not provided a clear Plan of how the Solar funds will be used by the EDIC to benefit the Town of Falmouth.
- Moran suggested inviting a couple of the BOS board members to join a sub-committee that would administer the use of the funds; perhaps Sam Patterson and Doug Jones.
- Galasso requested that the Sub-Lease include a stipulation that the EDIC has ability to audit the qualification files for the low-income recipients selected to ensure they meet with the guidelines.
- Galasso also requested that the Falmouth EDIC name is co-marketed with the low-income program "Joe-4-Sun".

- To move the project forward, Feronti suggested the EDIC present the IGA with an agreement of a minimum 50/50 split of lease payments, with a possibility of a later conversation to discuss a different and greater split for the EDIC once the EDIC has produced a specific plan on where the greater portion of the funds would be allocated.
- Moran stated that because of the pandemic crisis, and the difficult position the Falmouth businesses are in, if there is any possibility of saving the summer season, this is a unique opportunity for the EDIC to argue that it exists for just these types of purposes.
- Land reminded the Board that Workforce Housing was discussed as part of a Mixed-Use Facility. The study for this purpose was tabled a few months ago. He suggested DiGiano and Galasso look further into a housing assistance effort.
- Simmler stated the difficulty with considering the adjacent lot near the Falmouth Station for the development of a Mixed-Use facility is that the MassDOT is non-communicative; not responding to any forms of recent EDIC communication. Galasso advised that obtaining assistance from politicians has helped with these efforts in the past.
- **MOTION: Feronti made a motion to advance the sub-lease with Citizens and the IGA, proposing a 50/50 split with the Board of Selectmen. Galasso 2<sup>nd</sup>. All in favor by Roll Call: Aye Sue Moran Aye Michael Galasso, Aye Thomas Feronti, Aye Chris Simmler, Aye Paul Burke, Aye Christopher Land. Approved.**

**10:08 Lease Proposal for Plymouth Brockton St. Railway Co. (Moran recused herself from discussion)**

- DiGiano advised the EDIC submitted a counter proposal to Plymouth Brockton; based on the rate applied to Peter Pan, for a monthly access fee of \$2,575 plus a \$9.30 fee per trip fee above a baseline of 2,700 trips per year.
- P & B rejected the proposal. They counter-offered at \$750 per month. DiGiano recommended that the EDIC not accept the offer.
- Minimum lease amounts were discussed by the Board. Modifications of the Station parking and bus parking bays will need to be prepared at the Station to house an additional bus service, and as well there will be additional maintenance expense. It was decided that the lease minimum must be in the \$2K range.
- **MOTION: Simmler made a motion to give Mike DiGiano and Thomas Feronti authorization to continue negotiations with the Plymouth Brockton Line for a lease. Galasso 2<sup>nd</sup>. All in favor by Roll Call: Aye Michael Galasso, Aye Thomas Feronti, Aye Chris Simmler, Aye Paul Burke, Aye Christopher Land. Approved.**

**10:16 ADJOURNMENT:**

**MOTION: Galasso made a motion to adjourn the Executive Session meeting. Roll Call: Aye, Michael Galasso, Aye Chris Simmler, Aye Tom Feronti, Aye Paul Burke, Aye Christopher Land. Approved.**

*\*Times listed are intended merely for guidance*