

**FORT DUPONT REDEVELOPMENT AND PRESERVATION CORPORATION  
BOARD OF DIRECTORS MEETING**

**LOCATION: The Sanders Room at the Grassdale Center  
108 Old Reedy Point Bridge Road  
Delaware City, DE 19706**

**September 16, 2015 – 8:30 a.m.**

**Meeting Minutes**

**ATTENDANCE**

**Council Members:**

Susan Frank, Chairperson  
Rick Geisenberger  
Kevin Kelley  
Herbert Netsch  
Dale Slotter  
Richard Cathcart  
Bert Scoglietti  
Laura Lee

**Staff:**

Jeff Randol, Executive Director  
Max Walton, Counsel  
Meredith Steward Tweedie, Governor's Office

**Members of the Public:**

Stan Green, Mayor of Delaware City  
Billie Travalini  
Rachel Phillos, Park Superintendent  
John Taylor, DOJ  
Jake Miller, DNREC  
Ester Lovlie, Mainstreet DE City

**I. Call to Order/Introductions/Announcements**

Ms. Susan Frank, Chairperson, called the Fort DuPont Redevelopment and Preservation Corporation Board of Directors meeting to order at approximately 8:53 a.m.

**II. Old Business**

a. Approval of Minutes:

A motion was made by Kevin Kelley and seconded by Dale Slotter to approve minutes from the August 19, 2015 Board meeting. Motion carried.

b. Treasurer's Report

The Treasurer's Report was presented, a copy of which is attached hereto as Exhibit A.

i. Budget Approval

The proposed annual budget, which was presented at the August Board meeting did not represent any changes and had not been updated with the August numbers. A motion was made by Dick Cathcart and seconded by Kevin Kelley to approve the proposed annual budget. Motion passed with all in favor.

ii. Purchasing Policies

Mr. Scoglietti discussed the New Corporate Purchasing Policies for Services and Construction and for how goods and services are procured.

Sections 1, 2, and 3 - Material approval based on dollar amounts

Section 4 – Change orders

Section 5 – Signing guidelines

Section 6 – General items

Appendix A – Invitation to bid and how bidding works

The States purchasing policy was used as a guideline.

It was noted that it would be helpful if revision dates and page numbers were provided on the policies.

It was requested that the Board Members review and provide their comments to Mr. Scoglietti prior to the next Board Meeting when action on the policies would be taken.

iii. Policy & Procedures

Mr. Scoglietti asked for approval of the Disbursement of Funds; the Expense Policy; the Bank Reconciliation and On-Line Monitoring Policy; the Credit/Debit Card Policy; and the Travel and Other Expense Reimbursement Policy, which were distributed at the August Board meeting for review. The only change made was to use the lowest airfare rate published for the Travel and Other Expense Policy. It was noted that

the policies and procedures are living documents and there may be amendments and operational changes. A motion was made by Dick Cathcart and seconded by Kevin Kelley to approve the five policies and procedures. Motion passed with all in favor.

iv. Capital Funds Transfer

Mr. Scoglietti and DNREC had a conference call with the state's Director of Accounting. They are working on putting a process in place for the level of authority required for using a draw and looking into cash flow needs and requirements for a quarterly advance if necessary.

c. Executive Director Report:

i. Project Plan Review

Mr. Randol distributed and discussed the Project Plan and status updates for Existing Utility Mapping, Surface Water Planning, Waste Water Planning, Drinking Water Planning, Brownfield Testing, Site Design, Market Feasibility Studies, Marina, Canal Ownership Transfer, Abatement Study, Demolition, Phase 1 and Historic Preservation Committee Formation. It was suggested that there be an addition to the report stating what was accomplished in the last 30 days, and what critical items needs to be accomplished in the next 30-60-90 days.

d. Legal

i. Certificate of Incorporation & Tax Exempt Status

Mr. Walton passed out and explained the deficiencies in the Certificate of Incorporation that Fort DuPont is currently operating under and provided a copy of the Amended and Restated Certificate of Incorporation, with the provisions needed rectify the deficiencies and to assist with the Corporation having tax exempt Section 115 status. The only downside to this status is that the Corporation is not eligible for charitable donations. It was suggested that a Friends and Family of Fort DuPont entity should be formed. It was requested that board members review and provide their comments to Mr. Walton prior to the next Board meeting when action on the Certificate and Tax Status would be taken.

ii. Conflict of Interest Policy

Mr. Walton passed out and discussed the Conflict of Interest policy. Provisions for Advisory Council and Gifts and Compensation were added.

There were comments concerning whether pre-term disclosure of Partnership, Corporation, or Ownership interests were required. Mr. Walton and Ms. Stewart-Tweedie are going to look into this further and will discuss at the next Board meeting.

Mr. Walton also noted that he had a familial conflict due to his father's company being listed as a subcontractor on both of the geotechnical contracts presented. He has recused himself from review of those contracts and review will be handled by Christina Thompson Esq.

iii. Property Transfer

Mr. Walton introduced John Taylor, who has been appointed to handle the negotiation of all of the Memorandums of Understanding. Mr. Taylor is working to create one Memorandum of Understanding that governs all State agencies.

**III. New Business**

a. Environmental Abatement Study

i. Phase 1

Mr. Randol noted that he is still working on the Phase 1 structure and until that process is further along the abatement study for those buildings can be put on hold.

ii. Cottages

Mr. Randol asked the Board to consider and approve the engagement of Harvard International to conduct an abatement study for the cottages and school. These buildings are slated for demolition. The abatement study will need to be completed prior to any demolition and will help with budgeting the demolition. Harvard International proposed to do the abatement study of all the cottages and the school at a cost not to exceed \$17,500.00. A motion was made by Kevin Kelley and seconded by Richard Cathcart to approve the abatement. Motion passed with all in favor.

iii. Library

Harvard International proposed to do an abatement study of the Library, with the cost not to exceed \$5,000.00. A motion was made by Kevin Kelley and seconded by Richard Cathcart to approve the abatement. Motion passed with all in favor.

b. Phase 1 Construction Managements

Mr. Randol discussed using a Construction Management approach to the restoration of existing buildings. A Construction Manager would work with subcontractors to determine scope and price. The Corporation would work closing with the CM in fine tuning both scope of work and budget. At the point that both are in place the Construction Management agreement would convert to a Guaranteed Maximum Price. Going with the GMP method the CM gets an agreed upon percentage (e.x. 4.5%), and if there are any savings when the job is complete, the savings are split (e.x. 60/40). With a GMP agreement the liability is limited and it allows for the funding structure to get solidified. Mr. Randol has been working with DiSabatino Construction on the analysis and budgeting of the Phase 1 buildings and it would be his recommendation to engage DiSabatino. The Board asked that a CM contract be circulated for their review.

c. Geotechnical Analysis at the Spoils Site

BrightFields has been engaged and is working with DNREC on the scope of their services in the analysis of soils on the spoils site. They are proposing to test the soil at 19 locations. Testing will determine what contamination issues exist. Mr. Randol proposed testing the soil characteristics at the same time so that engineering can determine how best to use the soil in surface water management and where in-fill would be required to lift building pads out of the flood plain. The additional geotechnical work would provide data for the engineering of the Marina. BrightFields has contracted with Formation Geosciences to do the Browns Field testing. Using the same firm while on site would save the Corporation money by not having to redeploy equipment and labor. Formation Geosciences has proposed to do the additional geotechnical work at a cost not to exceed \$40,000.00. A motion was made by Kevin Kelley and seconded by Richard Cathcart to engage Formation Geosciences for the purpose of evaluating soils on the spoils site for the proposed marina and reuse in the development of the site at a cost not to exceed \$40,000. Motion passed with all in favor.

It was noted that Mr. Scoglietti received copies of the proposals for budgeting.

Formation Geoscience has also proposed to test soil the Parade Ground Site and land around the cottages. A total of 6 test borings would be conducted at a cost not to exceed \$5,000. A motion was made by Kevin Kelley and seconded by Herb Netsch to approve the abatement. Motion passed with all in favor.

**IV. Public Comment**

Suggestion – supply a large map for the Board meetings as a visual.

List upcoming action items on the agenda.

Mayor Green stated he was pleased with the progress that is being made. Mayor Green also introduced Esther Lovlie, the new Project Director for Mainstreet Delaware City.

Billie Travalini stated she would like to see the military site looped in with Pea Patch Island. Ms. Travalini stated that she has a large collection of rare 1800's relics that she offered to share for display. Ms. Travalini asked if any movement has been made on a program on the site for autistic children.

Rachel Phillos introduced herself as the new Park Superintendent.

**V. Adjourn**

Ms. Frank asked for a motion to adjourn. The meeting was adjourned at 10:25 a.m.