

**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**

October 21, 2015 – 8:30 a.m.

Meeting Minutes

ATTENDANCE

Council Members:

Susan Frank, Chairperson
Kevin Kelley
Richard Cathcart
Bert Scoglietti
Laura Lee
David Small

Staff:

Jeff Randol, Executive Director
Max Walton, Counsel
Kimberly Reinagol-Nietubicz

Members of the Public:

Billie Travalini
Rachel Phillos, Park Superintendent
John Taylor, DOJ
Jake Miller, DNREC
Ester Lovlie, Mainstreet DE City
Tim Konkus, Delaware City Marina
James Hall, DNREC

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 8:43 a.m.

II. Old Business

a. Approval of Minutes:

A motion was made by Richard Cathcart and seconded by Kevin Kelley to approve minutes from the September 16, 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. Purchasing Policies

Mr. Scoglietti asked for approval of the Purchasing Policies.

A motion was made by Richard Cathcart and seconded by Kevin Kelley to approve the Purchasing Policies. Motion passed with all in favor.

ii. Capital Funds Transfer

Mr. Scoglietti informed the Board that an agreement has been reached with DNREC on periodic draws for Capital expenditures. The procedure will follow the same format used with quarterly draws for Administrative expenses. A copy of the memorandum of understanding was provided.

c. Legal

i. Certificate of Incorporation & Tax Exempt Status

Mr. Walton reviewed the final, recordable Amended and Restated Certificate of Incorporation. The Corporation is setup to have tax exemption under Section 115 status, which does not allow for charitable donations. Mr. Walton explained that once this certificate is recorded it couldn't be amended. There were concerns about what tax-exempt forms need to be filed to confirm this status. Mr. Walton will look into this. Mr. Walton asked for approval to finalize the Amended and Restated Certificate of Incorporation.

A motion was made by Kevin Kelley and seconded by Richard Cathcart to approve the Amended and Restated Certificate of Incorporation and Tax Exempt Status. Motion passed with all in favor.

ii. Conflict of Interest Policy

Mr. Walton addressed the addition of a Conflict of Interest Statement as Exhibit A to the Conflict of Interest Policy and other proposed changes to the Conflict Policy.

Mr. Kelley asked if there are conflicts or concerns for individuals on the Advisory Council. Mr. Walton explained that the language in Section E – Special Provisions for Advisory Council Members, covers that. It is noted that from the date of adoption, existing members and employees have 60 days to sign the policy. New employees or affiliates have 30 days to sign. Mr. Walton asked for a motion to adopt the Conflict of Interest Policy.

A motion was made by Richard Cathcart and seconded by Bert Scoglietti to approve the Conflict of Interest Policy. Motion passed with all in favor.

iii. Property Transfer & MOU Status

Mr. Walton explained that most of the material terms of the agreement have been worked out, but we are waiting on final agency approval. Mr. Walton then handed this over to John Taylor. Mr. Taylor explained that he has been in contact with agency representatives and is trying to set up meetings with the representatives to work out the final MOU. Mr. Taylor believes that a meeting with all agency representatives as well as with Mr. Randol and Mr. Walton may be necessary.

Mr. Small agreed and would like to sit in with all agencies and deputies.

Mr. Kelley would like to see everyone get together in two weeks on this and have something to bring to the board for the next meeting.

Mr. Cathcart asked if the MOU is holding up the property transfer. Mr. Walton explained that once the MOU is finalized, the property transfer could take place. The goal is to have this complete by November's board meeting, but the deadline is the December board meeting.

Mr. Scoglietti asked what needs to be done to accept the property, i.e. insurance, title policies, and noted that these items need to be in place prior to transfer.

- d. Executive Director Report:
 - i. Project Plan Review and Update

Mr. Randol distributed and discussed the Project Plan and status updates for Existing Utility Mapping, Historical Flood Mapping, Surface Water Planning, Waste Water Planning, Drinking Water Planning, Geotechnical Work, Marina Site, Parade Ground Site, Brownfield Testing, Architectural Guidelines and Standards, Master Plan, Site Design (Utilities), Roads, Market Study – Marina, Canal Ownership, Demolition, Abatement, Trademarks, Painting/Maintenance.

III. New Business

- a. Construction Management Agreement with DiSabatino

Mr. Randol had previously distributed and asked for any comments. Mr. Randol went over the CM Agreement and how a CM contract would transition into a Guaranteed Maximum Price (GMP) Agreement. Mr. Randol explained that there is no cost to us on the CM Agreement unless we engage Disabatino for specific work. Mr. Randol would like to engage DiSabatino.

A motion was made by Kevin Kelley and seconded by Dave Small to approve the CM Agreement. Motion passed with all in favor.

- b. 2017 Budget – Proposal to Request \$2.5 Million in State Funding

Mr. Randol went over the 2017 Budget and the costs of the demolition and remediation of the cottages. Attached as Exhibit B, is the Capital Improvement Plan and the Funding Request. Mr. Randol explained that the goal is to own, rent, and leverage the rental revenue.

Mr. Randol would like to submit the \$2.5 Million request to OMB for the November 20th hearing. DNREC would include the \$2.5 Million in their special funds budget.

A motion was made by Kevin Kelley and seconded by Richard Cathcart to submit a request for \$2.5 Million in state funding. Motion passed with all in favor.

- c. Master Planning Budget

Mr. Randol would like to continue moving forward with Master Planning revisions. The remaining funds with Sasaki are allocated to the Guidelines and Standards. Revisions to the Master Plan will require additional funding.

A motion was made by Richard Cathcart and Seconded by Kevin Kelley to allocate \$15K for additional planning. Motion was passed with all in favor.

- d. WIAC Wastewater Planning Matching Grant Award for \$24,580 was discussed.
- e. WIAC Drinking Water Matching Planning Grant Award for \$24,500 was discussed.

Susan Frank had a few comments:

Would like to know the availability of everyone to move the November board meeting to Thursday, November 19th.

Would like to know the interest of having the December board meeting in the afternoon and follow it with a pay your own social that would include the Advisory Council and provide a summary of the year.

Mr. Randol will poll the board by email and communicate the outcome.

IV. Public Comment

Billie Travalini asked about the tax credits and what was put forth to obtain certain tax credits. Was it based on individual property, timeframe or history? Mr. Randol explained that all the information entered into the application was based primarily on individual property and that the District's certification already took into account the history. Ms. Travalini expressed her desire to see these buildings noted in remembrance of the children and military that was there. Ms. Frank said that her comments were noted.

V. Adjourn

Ms. Frank asked for a motion to adjourn. The meeting was adjourned at 10:12 a.m.