

Board of Directors Meeting
February 23, 2009 @ 6:30pm
Conference Room, Corporation Office

Directors Present: James W. Lavin, Chairman
Gerard Eramo
John Ward
Jeffrey Wall
Joseph Connolly

Also Present: Kevin R. Donovan, CEO
James Young, Project Manager
Beth Mitchell & Mary Ryan, Legal Counsel
Eric Kfoury, Greg D'Agostino, Ned Corcoran, Consultants
Joseph Cardinal, National Grid representative

The Chairman called the meeting to order at 6:30pm, welcomed Mr. Donovan as the new Chief Executive Officer and stated the Board would be forever in Mr. Kfoury's debt, for his input and hard work performing interim Executive Director duties.

Minutes

The Directors had reviewed five sets of minutes.

VOTED: Motion of Jeffrey Wall, seconded by John Ward, to approve the open session minutes of Dec. 3, 2008 as written

4-0-1 vote Mr. Connolly abstained

VOTED: Motion of Joseph Connolly, seconded by John Ward, to approve the open session minutes of Dec. 8, 2008 as written

4-0-1 VOTE Mr. Eramo abstained

VOTED: Motion Jeffrey Wall, seconded by John Ward, to approve the open session minutes of Dec. 22, 2008 as written

Unanimous vote

VOTED: Motion of Gerard Eramo, seconded by Jeffrey Wall, to approve the open session minutes of January 12, 2009 as written.

Unanimous vote

VOTED: Motion of John Ward, seconded by Jeffrey Wall, to accept the open session minutes of February 9, 2009 as written.

Unanimous vote

Financials

The Corporate Resolution needed to be amended to include the Chief Executive Officer.

VOTED: Motion of John Ward, seconded by Gerard Eramo, to amend the December 3, 2008 Corporate Resolution for Deposit Accounts as follows: DELETE Eric J. Kfoury AND REPLACE WITH Kevin R. Donovan, Chief Executive Officer.

Unanimous vote

Base Development

Mr. Corcoran and Mr. Young attended the meeting to discuss the results of the East/West Parkway Technical Evaluation of the proposals submitted by the three qualified design/build team bidders. The

Chairman thanked the Parkway Selection Committee and the Technical Advisors for this monumental undertaking.

Mr. Corcoran outlined the procurement process that began in April 2008 with receipt of letters of interest from eleven firms. Seven Statements of Qualifications (SOQ) were submitted. The Parkway Selection Committee reviewed the SOQs and reduced the field to the three most qualified teams: Barletta/VHB, Cianbro/ Middlesex and D.W. White/SPS New England.

Each team submitted full sets of technical proposals and price bids on January 19, 2009 and the Selection Committee reviewed the technical portion, leaving the price bids sealed. The Committee and Technical Advisors conducted interviews with each team to get more information on risk assumptions, alternative approaches to the project and modification costs.

The Directors received a technical proposal summary matrix of each committee member's scores. Mr. Corcoran indicated the Barletta/VHB team received the highest technical score by each member and submitted the lowest price proposal.

Mr. Corcoran noted that all three bids were over the estimated cost (\$51M) – Barletta \$60M, Middlesex \$70M and D. W. White \$80M. The price was divided by the Team's technical score to get to the lowest cost per rating point and due to Barletta's high technical score and low price, they had a cost per rating point which was dramatically lower than the other two bidders.

The RFP asked for pricing on the base design and gave teams options to propose other alternative concepts. D.W. White proposed shifting the parkway straight over the railroad tracks with a significant cost reduction (\$8-10M) to the project, but this alternative would have moved a residential/mixed use development area closer to the Westgate Landfill and would force reopening the MEPA process. The Selection Committee determined it would not be recommended. Had it been accepted, D. W. White's price would have moved them into second place. Other technical concepts included modification to the bridge structures and alternatives to building a pump station by using gravity fed drainage points. This alternative would save on future mechanical maintenance costs to the pump station and associated infrastructure.

Mr. Corcoran stated the Barletta/VHB team was the apparent low bidder, recommended the Board authorize final contract negotiations with them and noted that there may be some areas to bring down costs in terms of allocated risk and contingencies and other technical alternatives.

Mr. Corcoran noted that preparation of the parkway proposals represented a great expense to the design/build teams and indicated it was common practice to pay a stipend (\$50,000 in our case) to each of the unsuccessful bidders, to purchase the right to incorporate their good ideas into the project. The Board was informed that when all of the necessary funding becomes available, Mr. Corcoran would return to recommend awarding the contract. Discussion ensued on the possibility of securing a portion of the federal stimulus package for the shortfall project cost.

Mr. Corcoran provided the board with an outline of the E/W Parkway alignment beginning with the connection at Rte. 18, a bridge structure over the railroad tracks, two wetland crossings on the east side, then off-site and over private property to Weymouth Street. Off-site mitigation included a new 4-way intersection at Weymouth St. with some road widening on Reservoir Park Drive and Hingham Street, and improvements to the Rte. 3 ramps. The project also includes relocation of the T station platform and parking lot to the easterly side of the tracks, relocation of the USCG Buoy Depot, relocation of some tenants in the Smith Medical Building, plus land takings in Rockland.

Mr. Wall inquired about cost factors on land taking and collaboration with the Town of Rockland. He was informed that Rockland had voiced concern on taking a portion of the fully tenanted Smith Medical Building.

Mr. Corcoran noted that the Smith Building was built in two sections sharing a common wall. Some small business tenants and two Smith Medical administrative departments would be relocated to another location, and the rest of the Smith Medical operation would remain in place, with no impact during construction.

Spence property, 6 parcels of industrial and conservation land, abuts the Base. A Parkway across Spence property would result in four new developable lots. Appraisals on these properties were pending. Mr. Corcoran indicated a land acquisition budget had been set aside.

Mr. Connolly inquired where \$50K to unsuccessful bidders was an accepted practice and was informed that state law requires a stipend in order to use an unsuccessful bidder's idea. The trade recognizes a lot of work goes into design/build procurement bids and \$50K is only a percentage of what they spent to put it together.

Mr. Connolly requested the Board be kept informed about the parkway construction's affect on Rte. 18 traffic.

Mr. Wall inquired about traffic mitigation plans for affected side streets in Rockland and Weymouth. Mr. Corcoran noted MEPA permitting conditions for the SouthField project included improvements to affected areas in all four towns, which would be funded separately from the Parkway project.

Mr. Lavin asked how long the prices would hold and Mr. Corcoran noted the bids were good for 90 days (from Jan. 19th) and that there was adequate time to negotiate a contract, but he was not sure when all monies would be available to fund the contract. Mr. Kfoury noted that the project had been demonstrated as shovel ready for stimulus funds.

Mr. Corcoran noted that the two Smith Medical administrative departments were ready to move this weekend and that Smith Medical qualified for state and federal relocation benefits due to land acquisition. Mr. Corcoran recommended the Corporation issue Smith Medical an authorization to move, stating they would be reimbursed when the parkway project was funded. Mr. Donovan was directed to issue Smith Medical an authorization to move.

National Grid

Mr. Cardinal, representing National Grid, made a presentation on the proposed phased electric distribution system serving the SouthField Project. Phase 1A development received power from the North Abington Substation, Phase 1B would receive additional power from the Mid-Weymouth Substation, and Phase 2 & 3 would receive power from two new feeders installed at the East Holbrook Substation. At build-out SouthField would have a full electrical load of 30-35MW available on a loop fed system. Average service to an individual home is 3-4kw.

Mr. Cardinal stated that it was not necessary to build a substation on the site because the SouthField project could be serviced from the three existing substation feeders. If there was a storm outage on one side of the Base the other substations could provide power. Mr. Cardinal stated National Grid didn't see a huge amount of future growth in the regional area, aside from the South Shore Hospital Cancer Center, and that there was plenty of electricity. Discussion ensued on costs to install electric

distribution to the site and to construct two new feeders and transformers at the East Holbrook Substation.

Directors Time

Mr. Wall noted that some Weymouth Town Council (WTC) members voiced concerns over a request for consideration of a wind turbine for the golf course in the Conservation Management Permit application to Natural Heritage. Back in 2006 WTC requested the erection of a wind anemometer for a feasibility test on the Base, but was told there was insufficient wind here. Mr. Wall requested a discussion through Mr. Donovan to LNR about harnessing wind energy for the SouthField project, noting there were State and Federal grants available for green energy projects.

The Chairman reminded the Board that the zoning by-laws had a height restriction on the golf course and revising that restriction may require a vote of the Host Communities.

Mr. Ward noted the Town of Weymouth recently conducted a feasibility study on locations for wind energy that seemed to focus on the coast, and that the Base was not mentioned. Mr. Wall stated the Base was not part of the Town of Weymouth's study.

Public Comment

Anne Hilbert, Weymouth, stated that the Great Esker Park was deeded to the Town for recreational use only, no commercial use at all, and that there would be no windmills in there.

**VOTED: Motion of John Ward, seconded by Jeffrey Wall, to enter into Executive Session for the purpose of discussion of Land Transfer, Development Negotiation and Financial Strategies
Ward, aye, Wall, aye, Eramo, aye, Connolly, aye, Lavin aye**

Open session ended at 8:07pm

Executive Session ended 9:37pm

VOTED: Motion of John Ward, seconded by Joseph Connolly to adjourn the meeting.

Unanimous vote

The meeting adjourned at 9:38pm

Mary Cordeiro, Recording Secretary

James W. Lavin, Chairman