

EXHIBIT 14

EXECUTIVE SESSION

Executive Meeting Minutes, Coventry Town Council, Tuesday, December 19, 2023, Town Council Chambers, 1670 Flat River Road, Coventry, RI 02816

Attendees: Jennifer Ludwig, Kim Shockley, Jonathan Pascua, Jamie LeBlanc, Hillary Lima, Town Manager Daniel Parrillo, Town Solicitor Stephen Angell and Town Clerk Joanne Amitrano. .

A MOTION WAS MADE BY Vice President LeBlanc to enter into Executive Session. The motion was seconded by Councilmember Shockley.

Roll Call Vote by the Clerk:

<i>Councilmember Pascua</i>	<i>Aye</i>
<i>Councilmember Ludwig</i>	<i>Aye</i>
<i>Vice President LeBlanc</i>	<i>Aye</i>
<i>Councilmember Shockley</i>	<i>Aye</i>
<i>President Lima</i>	<i>Aye</i>

All voted aye. Motion Passes

Solicitor Angell and Mr. Parrillo commented on Jason Jordan expressing he did not want to participate in the Executive Session.

A MOTION WAS MADE BY Vice President LeBlanc to enter an email from Jason Jordan declining to participate in the discussion during their session. The motion was seconded by Councilmember Pascua.

Roll Call Vote by Clerk:

<i>President Lima</i>	<i>Aye</i>
<i>Vice President LeBlanc</i>	<i>Aye</i>
<i>Councilmember Ludwig</i>	<i>Aye</i>
<i>Councilmember Shockley</i>	<i>Aye</i>
<i>Councilmember Pascua</i>	<i>Aye</i>

All voted aye. Motion Passes

Executive or closed session pursuant to per R.I. Gen. Laws §42-46-5(a)(2) Litigation matters re Soscia Holdings, LLC v. Town of Coventry (KC-2020-0769)

Solicitor Angell reviewed the memo he gave the Council and the options listed and stated they can discuss further once they digest the memo. He went on to say when they last talked about this item in the context of essentially the town taking over the pond he has since engaged in an appraisal. He mentioned that the appraiser has encountered some difficulties. There are multiple deeds for multiple parcels that list flowage. Prior transactions with no acreage. The legal description for the property is deficient and the lease is about imprecise as anything. One of the things we asked the appraiser to take into account was the upstream problem of the Coventry Reservoir. They discussed if the dam was decommissioned and if the alternative is better to rehabilitate the dam so that we

don't let pollution downstream. Work is ongoing and GZA has finished their reporting on the condition of the dam and spillway both for planning purposes and capital improvement.

Solicitor Angell continued to give them an overview and some reading materials and will revisit in January with an eye towards more definitive decisions. He talked about the preliminary projective cost for their position. He gave an example and discussed if the town could pay for this and what this would look like if there was a TIFT District. He went on to talk about what the possible pool of money that could be collected from the abutters. He said they would be looking to borrow about \$10,000,000 in one form or another. They will talk further whether it is a bond or a loan. He went on to say it is probably a \$1,500,000 a year in debt services between servicing a buy out and putting some capital money aside? He said what are we thinking it is really worth to buyout Soscia and he said probably not much more than he paid plus some appreciation costs. He feels Soscia can't afford to own the pond. As a private owner he is ineligible for all sorts of federal disaster relief and other funding.

Discussion took place regarding if Soscia would be able to get insurance for the pond.

Solicitor Angell talked about the bowering choices and said a bond is out because it is not a bondable project for all sorts of reasons and he explained why. He went on to say whatever entity you chose and decide to take this pond by eminent domain when you do that it is a legal requirement based on our appraisal of this landmass that we deposit the purposed purchase price into the registry of the court.

Councilmember Shockley asked if we are purchasing all the property as well that he purchased at the time of sale. Solicitor Angell stated they are evaluating this.

Discussion took place in regards to what Soscia purchased.

Vice President LeBlanc agreed that we need the financials and asked why we didn't need the financials for the school bond.

Solicitor Angell said by the time you need to pull the trigger on the school bond you will have your audit and we will need to go out sooner on the pond issue. The town's financial advisor ran numbers and had meetings to discuss what the debt service looks like. This does not fit in the right box for a bond however a private lender would lend us money for this. He gave reasons why the town would be able to utilize a private lender. He asked the council to consider a necessary component which he feels will be a redevelopment authority. You need to apply for a redevelopment and have a redevelopment plan which is all laid out in the documents he has provide to them. He went on to say that GZA has the experience regarding a redevelopment plan for the town. This is a necessary element to have a planner for this redevelopment with the TIFT District. With talking with GZA they have experts with dam management who will be involved with helping to plan this and develop a long term capital plan to keep the dam in good shape. There are some discrepancies in the deeds and they would defiantly want to see a survey and some title work to reconcile the language in the deeds.

Vice President LeBlanc asked if councilmembers can be held liable. Solicitor Angell responded no. He did say that you would be held liable in an instance where the council in his opinion was reckless by saying the hell with it and said let's just take the place by eminent domain and then we will fight about the price. That would be the type of reckless action that would expose the council.

Councilmember Pascua asked about the timeline. Solicitor Angell said it doesn't have to be done by April 1st. He suggests that we work towards this date. He

said it is not favorable for Soscia if this lease lapses.

Councilmember Pascua said Soscia is working diligently to find the funding and working with different environmental groups to dismantle the dam. Solicitor Angell said there are legal obstacles to that and he reviewed them.

Discussion took place on the actions that Soscia has taken on other dams and how there was no recourse to him on how they have no faith in DEM.

Solicitor Angell agreed and does not want to rely on DEM either.

President Lima asked that everyone read over the documents and reach out to the solicitor with any questions so that we are ready to make discussions at our January meeting.

Solicitor Angell talked about the TIFT District being an absolute critical piece so the 36,000 people of the town are not obligated to pay for Johnson's Pond and only those who are indirect and direct abutters would pay.

Vice President LeBlanc said he would like to see a public access to Johnson's Pond as the town has used APRA money and paid legal fees etc. Solicitor Angell explained the betterment fee and how it ensures public access.

Manager Parrillo mentioned that it will not be the town collecting this money it would be the Redevelopment Agency collecting the money. Solicitor Angell agreed and added the TIFT Funds are managed by the Town Treasury.

President Lima asked if any of these paths forward are more flexible than others in terms of absorbing other situations benefiting from a Redevelopment Authority. Example she gave was Tiogue Lake. This would affect her discussion as she would love to protect this lake along with upper dam pond. Solicitor Angell explained how the Redevelopment Authority works and compared it to a 501C3.

Councilmember Pascua asked about the appraisal.

Solicitor Angell talked about the repairs needed to the dam. He said that Soscia has no end game when it comes to generating revenue.

Councilmember Pascua asked the solicitor if he through in the worst case scenario and put in a number. Solicitor Angell said no they are thinking about building in a margin for something over \$3,000,000. Building in soft cost to get this done and seeding a fund to rehab some of these structures.

President Lima asked that the cushion amount not leave the room because than Soscia can plan.

Solicitor Angell said based on the economic analysis done that list of indirect and direct abutters won't be able to support more than that on a rolling basis.

Councilmember Pascua asked if there is anything with the state because by doing this we are preserving their area. Solicitor Angell said he doesn't know at this time.

Executive or closed session pursuant to R.I. Gen. Laws 42-46-5(a)(2) re litigation involving the Centre of New England retail development and more particularly Nicholas E. Cambio, Trustee, et al. v. Commerce Park Realty, LLC et al. (C.A. No. - P.M. 2013-0350) and Mathew J. McGowan, as and only as Receiver for Commerce Park Realty, LLC et al. v. Commerce Park Management, LLC (C.A. No. - P.M. 2013-5001)

Solicitor Angell gave an updated on this item. There has been two hearings and the town objected to the West Greenwich sale as the town wants the road fixed. The town wants the money impounded until someone can tell us what the road is worth. The judge agreed. He went on to talk about the receiver trying to obtain financing through a bank and was turned down. The receiver tried to work with D'Ambra Construction who agreed to loan them the money in exchange for a parcel worth \$300,000. Solicitor Angell feels this is in the receiver's hands and the town should be a priority and needs a road. He went on to say the original deal fell through and the receiver still has not gotten back to the court with its final proposal.

Councilmember Pascua asked if that was also to connect it. Solicitor Angell said it is just to resurface.

President Lima said the number when it was last assessed which was about 10 years ago was approximately 1.2 million to connect it is all wetland. She feels it is defiantly worth it.

Discussion took place about a past suiter they were entertaining.

Solicitor Angell said there is a hearing schedule for January 23rd. He expects to get a better status on the road. He went on to talk about the information brought to the receiver attention about contaminants on two of the parcels. He said the reports came back and these parcels are fine and are buildable. The good news they are on the block to be sold and the receiver seems to believe they will be able to get some strong money for them. He will have more information in January.

Councilmember Pascua asked is the town going to be married to the receiver for the road and the common area for Centre of New England for the foreseeable future or is this part of what he is selling. He asked how the town gets away from the receiver.

Solicitor Angell said not until every last parcel is sold. Councilmember Pascua asked who assumes the road. Mr. Angell said that would be a discussion for another day as we need to get the road fixed first. The real objector on the road is Walmart because under their agreement with Centre of New England they are on the hook for 25% of the Common Area Maintenance.

Executive or closed session pursuant to R.I. Gen. Laws §42-46-5(a)(2) Litigation matters re Licciardi v. Town of Coventry (KC-2019-1223)

Solicitor Angell explained that this is a case that is being defended by the Trust. There are a number of employment claims related in this case for which the town would be liable for the indemnity of the claim. He went on to explain.

Councilmember Ludwig asked if this person is in Council 94. Solicitor Angell responded they were.

Solicitor Angell went on to say this person was terminated in 2017 at a salary of \$59,000 per year. They are claiming lost wages from 2017 to the present. He said this is a whistle blower type case. He feels this is a bad case for the town and he explained why.

The council asked for more details on the case and Solicitor Angell elaborated and explained that it was a bad work environment and the Human Resource Department didn't do anything about it.

Discussion took place on the amount of the claim.

Solicitor Angell talked about a plan to try to get them to take less and he wants some feedback on what the council thinks. It would be \$40,000 from the Trust and \$40,000 from the town or we would need to go to litigation in regards to this case.

President Lima's concern is less about this option and more about what are we doing to ensure that our Human Resource Operation is up to date on procedures etc.

Discussion took place on Human Resource Department. Solicitor Angell talked about the fact that we would fail an HR Audit and what would happen is the possibility of premiums being raised by the Trust. He went on to suggest the longer term plan before doing anything with the operation would be to have an HR File Audit and that will provide you with the basis to move some things around. The Trust did not do an Audit.

Discussion on the town handling the Audit.

Solicitor Angell feels the decision for the council is do we pursue the idea of trying to settle this case. If they allow him he will explore this option. All agreed.

Executive or closed session pursuant to R.I. Gen. Laws §42-46-5(a)(2) Litigation matters re Matthew Jester et al. v. The zoning Board of Review of the Town of Coventry et al. (KC-2023-0705)

Solicitor Angell said this is an appeal of a Zoning Board of Review decision. Mr. Jester sued the Zoning Board of Review because the decision in the matter because they claim there was an inaccuracy in the decision that was not reflective of the record. He went on to say they have since fixed operationally and he reviewed them. He said they will just negotiate this by having an additional meeting and redo the entry of the decision and fix the error that is reflected of the actual transcript of what occurred.

Executive or closed session pursuant to R.I. Gen. Laws 42-46-5(a)(1) re disability retirement of police officer Jason Jordan

Manager Parrillo gave an update on police officer Jason Jordan. He is looking for the council's approval to enter into an agreement with Mr. Jordan for a disability pension based on his doctor's recommendation that he can no longer be a police officer. He reviewed the surgeries that Mr. Jordan has had. Vice President LeBlanc asked if the surgeries and injuries came from his duties. Manager Parrillo confirmed and he feels this is a good way to get him off the books so we can fill his position.

Councilmember Ludwig asked when the injuries occurred. Manager Parrillo said they all happened within the past five years.

Discussion took place on what the injuries where and where they took place.

Manager Parrillo reviewed what Mr. Jordan was asking for in the agreement.

Discussion took place on the Police Pension Board and what the roll is of this board.

Solicitor Angell said the council would need to vote to approve the agreement. He recommended the council look at the Memorandum of understanding.

The councilmembers requested a memo as they would like documentation on the accidents that accrued at work and the doctor's recommendation that he is to

badly injured to continue to work.

Discussion took place on the State's system and how it works.

Vice President LeBlanc said he thought one of the changes that was made in the police contract was that the town could seek our own medical advice and the person would have to go to the town's assigned doctor. Manager Parrillo said you would have to challenge him. He went on to say he reviewed and was satisfied with the documents provided to him by Mr. Jordan.

President Lima said the council wants to make sure this has gone through the proper protocol. The resolution does not give any details. Solicitor Angell said when you sign the resolution you are attesting that you have looked at the medical documents.

They were all in agreement that they are not contesting but they have not seen anything. They are asking to look at the documentation that the Town Manager has seen.

Councilmember Shockley asked if they give him 66 2/3% is he allowed to get another job because under the state system you are not. She said she would like them to go to an independent medical examiner. Vice President LeBlanc was in agreement.

President Lima said no one is challenging him or thinking he is faking but she feels we need to do our due diligence.

Councilmember Pascua asked if there was any downside to taking this path.

Solicitor Angel said if you send him to an IME that doctor will review all of his medical documentation and provide you with a summary. He will also look into the board further.

Further discussion on the Pension Board.

Executive or closed session pursuant to R.I. Gen. Laws § 42-46-5(a)(1) re Town Manager job performance evaluation

At this time the Town Clerk and Town Manager left the Executive Session.

The Executive Session ended at 9:56 PM.

Joanne P. Amitrano, Town

Clerk

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