

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF RHODE ISLAND**

SCLS REALTY, LLC; SIXTY THREE  
JOHNSTON, LLC,

Plaintiffs,

v.

TOWN OF JOHNSTON, RHODE ISLAND;  
JOSEPH M. POLISENA, JR., in his official  
capacity as Mayor of the Town of Johnston;  
LINDA L. FOLCARELLI, LAUREN  
GARZONE, ALFRED T. CARNEVALE,  
ROBERT V. RUSSO, ROBERT J. CIVETTI,  
in their official capacities as Members of the  
Town Council of the Town of Johnston;;  
VINCENT P. BACCARI, JR., in his official  
capacity as Town Clerk of the Town of  
Johnston,

Defendants.

**No. 1:25-cv-00088-MRD-PAS**

**JURY TRIAL DEMANDED**

**FIRST AMENDED COMPLAINT FOR VIOLATION OF  
CONSTITUTIONAL AND CIVIL RIGHTS**

1. SCLS Realty, LLC, and Sixty Three Johnston, LLC, family-owned homebuilders whose members are Lucille Santoro, Salvatore Compagnone, Ralph Santoro, and Suzanne Santoro (the plaintiff LLCs are referred to herein jointly as “Santoro Family”), bring this action to vindicate the family’s constitutional and civil rights, threatened by an outrageous abuse of government powers—a sham taking—by the Town of Johnston, Rhode Island (“Town”) and its officials. The Town claims it needs to use eminent domain to build a new municipal campus. But this is false. The real reason the Town is forcibly depriving the Santoro Family of its land is to stop the

building of over 250 desperately-needed affordable homes.

2. Rhode Island is deep in what the State’s elected leaders have accurately called an affordable housing crisis. The Town, a suburb of neighboring capital-city Providence, is not immune, and less than eight percent (8%) of housing within its jurisdiction is considered “affordable” for the average Rhode Islander. The Santoro Family recognized this critical need and began planning to build affordable housing on its property. As far back as 2004, the Town’s Comprehensive Community Plan identified the Santoro Family’s property for affordable housing. In October 2024—in accordance with a state statute which required a streamlined approval process for development of low-to-moderate income housing—the Santoro Family began the process of obtaining the Town’s approvals.

3. Instead of embracing the Santoro Family’s use of its private property for affordable housing, the Town’s mayor, Defendant Joseph M. Polisena, Jr. (“Polisena”), publicly vowed to “use all the power of government that I have to stop it.” He stated the Town opposed affordable apartments, but that if the Santoro Family would instead propose building a smaller number of less-affordable suburban-style residences, then, “the town w[ould] roll out the red carpet to glide you through the planning process and see the project to completion.”

4. The Santoro Family refused to buckle under this intimidation and declined to withdraw or alter its plans to build affordable housing. In response, for the non-public purpose of thwarting affordable housing, the Town, in bad faith and with spite and actual animus, exercised eminent domain to force the Santoro Family

into a choice: either alter or halt the affordable housing plans, or be deprived of the family's land by government force.

5. On January 28, 2025, the Town, acting through its town council, officially resolved that the Town “should proceed with eminent domain ... for the public purpose of constructing a municipal campus[.]” Prior to vowing to stop the Santoro Family, the Town had never expressed a need for, and had no plans to build, a new municipal campus. The Town's Comprehensive Community Plan shows no plans for new municipal public buildings. The Town has never held any public discussions or hearings regarding a new municipal campus. It has no building or other actual plans for a new municipal campus. It has not considered other locations or evaluated whether the current location of the Town's municipal complex is suitable for redevelopment. The Town never formed a municipal public buildings authority under R.I. Gen. L. § 45-50-12(16), a prerequisite to the use of eminent domain to acquire property for municipal public buildings. It has not set aside money or budgeted for a new municipal campus (instead, the Town asserts it will shift money already earmarked for the construction of a new high school to fund this fraudulent exercise of eminent domain).

6. After the Town adopted two additional resolutions furthering its scheme to take the Santoro Property on March 10, 2025, the Santoro Family instituted the present action in this Court. In response, the Town rushed to alter the status quo. Unbeknownst to the Santoro Family and its counsel—because neither the Town nor its lawyers bothered to tell them—on March 12, 2025, the Town on the purported

authority of Resolution 2025-17, recorded with the Town's Land Evidence Records a copy of the resolution and other documents, and a statement that the land is taken. The Town had physically seized the Santoro Property and announced to the world, via a Twitter post, that it was the record title owner, without providing notice to the Santoro Family that in the Town's view (and in the public record) the Santoro Family no longer owned their land, and it "belonged" to the Town. Given the lack of any notice, obviously, no Just Compensation was adjudicated, much less actually paid. The Santoro Family only learned of the Town's seizure of their land, and their ousting two days later when the Town's lawyer demanded they remove their belongings and threatened them with trespass if they entered upon their own land.

7. The power of eminent domain is the government's most potent civil power. It forces property owners who may not want to sell to do so, at a price the owners don't necessarily agree to. The Constitution and law recognize that such overwhelming government power is readily subject to abuse. Thus, when government paints an eminent domain target on a property owner's back and asserts the owner's property is to be seized for what the government claims is a public use or purpose, the courts have an essential role in ensuring that the government's *stated* use and purpose is the government's *actual* use or purpose. In short, the taking must be actually "for public use," and not bogus—or a pretext to some secret motive. Both the U.S. and Rhode Island Constitutions bar the Town from concealing or colluding to hide its real reasons for taking the Santoro Property. Eminent domain cannot be employed to stop property owners from using their land in legal ways, under the guise

of a public use or purpose. Defendants are abusing the eminent domain power to block affordable housing for low-to-moderate-income families, simply because they don't want that kind of thing in their town.

## **PARTIES**

### **Plaintiffs**

8. Plaintiff SCLS Realty, LLC, is a family-owned limited liability company organized and operating under the laws of Rhode Island, whose members are Lucille Santoro, Salvatore Compagnone, Ralph Santoro, and Suzanne Santoro. Plaintiff SCLS Realty, LLC's principal place of business, is the State of Rhode Island.

9. Plaintiff Sixty Three Johnston, LLC, is a family-owned limited liability company organized and operating under the laws of Rhode Island, whose sole member is Ralph Santoro. Plaintiff Sixty Three Johnston, LLC's principal place of business is the State of Rhode Island.

### **Defendants**

10. Defendant Town is a town organized and operating under, and subject to, the Towns and Cities Laws, chapter 45 of Rhode Island General Laws, R.I. Gen. L. §§ 45-1, *et seq.*

11. Defendant Polisena is the Mayor of the Town and is sued in his official capacity.

12. Defendants Linda L. Folcarelli, Lauren Garzone, Alfred T. Carnevale, Robert V. Russo, and Robert J. Civetti (collectively "Council") are members of the town council and are sued in their official capacities.

13. Defendant Vincent P. Baccari, Jr., is the Town Clerk and is sued in his official capacity.

### **JURISDICTION**

14. This Court has subject-matter jurisdiction under 42 U.S.C. § 1331 (civil actions arising under the Constitution and laws of the United States), and 28 U.S.C. § 1343 (civil action to redress the deprivation, under color of any State law, statute, ordinance, regulation, custom or usage, of any right, privilege or immunity secured by the Constitution of the United States or by any Act of Congress providing for equal rights of citizens or of all persons within the jurisdiction of the United States).

15. Plaintiffs have a personal stake in the outcome and have been, and continue to be, actually, concretely, and personally injured-in-fact and have suffered, and are suffering, an actual or threatened injury that can be fairly traced to the challenged actions of the Defendants, and these injuries are likely to be redressed by a favorable decision.

16. There is an actual controversy between the parties such that this Court may declare the rights and other legal relations of the Plaintiffs pursuant to 28 U.S.C. § 2201 (Federal Declaratory Judgment Act), whether or not further relief is or could be sought.

17. The Court has supplemental jurisdiction over Plaintiffs' state law claims under 28 U.S.C. § 1367, because these claims are so related to claims in the action within the Court's original jurisdiction that they form part of the same case or controversy under Article III of the United States Constitution.

## VENUE

18. Venue is proper in the District of Rhode Island under 28 U.S.C. § 1391(b).

19. Defendant Town is a Rhode Island town located within this judicial district and is a resident of this district.

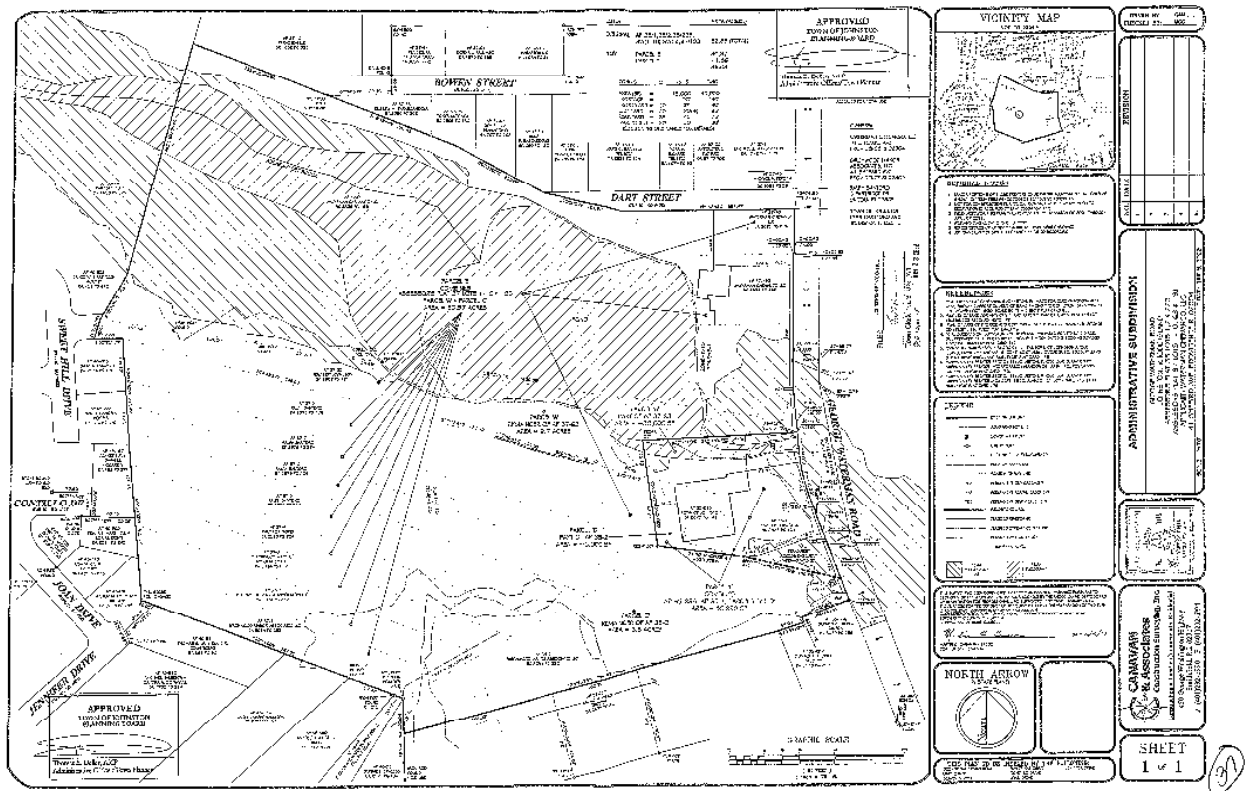
20. Defendants Polisen, Folcarelli, Garzone, Carnevale, Russo, Civetti, and Baccari reside in the State of Rhode Island.

21. All or a substantial part of the events or omissions giving rise to the claims asserted herein occurred, and a substantial part of property that is the subject of this action is situated, within this judicial district.

## ALLEGATIONS COMMON TO ALL CLAIMS FOR RELIEF

### **The Town recognizes the Santoro Property as a planned location for affordable housing**

22. Plaintiffs are the owners in fee simple absolute of an approximately 31-acre undeveloped property located at 178 and 200 George Waterman Road, Johnston, Rhode Island, also known as Assessor's Plat 37, Lots 63, 193 (formerly recognized as lots 1-10, and 193) and Assessor's Plat 35, Lot 2 (together the "Santoro Property"). This map shows the location and approximate configuration of the Santoro Property.



23. The predecessor in interest and title of the Santoro Property was Waterman Chenango, LLC, whose members were Lucille Santoro, Salvatore Compagnone, Ralph Santoro, and Suzanne Santoro, and were identified as AP 37 Lots 1-10, 193, and AP Lot 35-2.

24. The Santoro Property is undeveloped, with the exception of the site of the former “Vito’s” nightclub.

25. The Santoro Property is designated as being within three (3) zoning districts (R-15, R-40, and B-1), *i.e.*, is zoned by the Town for medium-to-high-density residential development.

26. One of the goals in the Town’s Comprehensive Community Plan is to “[p]rovide adequate and affordable housing to the Town’s low- and moderate-income



population and increase the quantity of affordable, well-constructed, and well-maintained housing stock in the Town.” Goal 2, *Comprehensive Community Plan, Town of Johnston, Rhode Island*, at 59 (2004).

27. One of the strategies identified in the Town’s Comprehensive Community Plan for accomplishing the affordable housing goal is to “[t]arget specific Low-Moderate Income Sites in appropriate areas throughout the Town for larger-sized Affordable Housing developments that are sized 10 units or more.” *Id.*

28. The Town’s Comprehensive Community Plan designates the Santoro Property for affordable housing. “Strategy 2-A-4” in the Town’s Comprehensive Community Plan identifies the Santoro Property as “targeted for large-scale affordable housing development that are sized 10 units or more.” *Id.* at 60.

29. The Town’s Comprehensive Community Plan states:

4) **George Waterman Road – former “Vito’s”**

This site contains an aggregate of approximately 20 acres of which approximately 50% contains wetlands (mill pond). The property vicinity includes other multi-family housing, including a large apartment facility as well as a condominium project. The vacant targeted site has access to public sewer and water. The site also possesses access to RIPTA Bus Route 27 (Providence/Manton Line). This property is not located in a FEMA delineated flood plain or the flood plain of the Woonasquatucket River. At a conservative estimate of 10 units per acre for the wetlands free portion of the property at a market total of 100 units of which at least 25% would be affordable, it is projected that at least 25 affordable units would be created with the development of these parcels.

**Number of Low-and-Moderate-Income (“LMI”) Units created: 25 units for <80% Area Median Income (“AMI”), family, elderly, and/or special needs rental**

30. The Santoro Property is not blighted.

31. The Santoro Property is not included in a redevelopment area.

32. The Santoro Property is not identified as a proposed site for redevelopment in the Town's Comprehensive Community Plan.

33. The Santoro Property is not part of a redevelopment plan.

**Rhode Island's affordable housing crisis  
and the State's response**

34. Rhode Island suffers from an extreme shortage of low-and-moderately priced housing, a situation Rhode Island's Governor accurately described as a "housing crisis." See *Press Release, Governor McKee Signs Housing Legislative Package into Law* (Aug. 29, 2024) (<https://governor.ri.gov/press-releases/governor-mckee-signs-housing-legislative-package-law>) ("Thanks to Speaker Shekarchi's steadfast commitment and leadership, the bill sponsors, and our entire legislature, Rhode Island is in a better position to continue addressing the housing crisis.").

35. This shortage of affordable housing prompted numerous State-level legislative responses, including H 6081 Substitute A, which became law in 2023 and which amended Chapter 53 ("Low and Moderate Income Housing") of Title 45 (Towns and Cities) of Rhode Island General Laws. R.I. Gen. Laws § 45-53-4 (<https://webserver.rilegislature.gov/Statutes/TITLE45/45-53/45-53-4.HTM>) ("Low and Moderate Income Housing statute").

36. The Low and Moderate Income Housing statute establishes a "[p]rocedure for approval of construction of low- or moderate-income housing[.]" and requires, among other things, towns to streamline their approval process for

developers of low-to-moderate income housing. *See Press Release, Governor McKee Signs Housing Legislative Package into Law* (Aug. 29, 2024) (<https://governor.ri.gov/press-releases/governor-mckee-signs-housing-legislative-package-law>) (“I’m proud to sign these bills which will streamline production and cut through the red tape to spur more development across Rhode Island.”).

37. The Low and Moderate Income Housing statute authorizes a statutory density bonus, whereby a private developer proposing to build affordable housing would be allowed more units than might otherwise be permitted. *See* R.I. Gen. Laws § 45-53-4(b)(1)(iii).

38. One of the driving reasons for the Low and Moderate Income Housing statute is to “clarify the circumstances under which a municipality can limit accepting and hearing development applications and limit building permits related to the development of housing, and specifies the timeframes in which those limitations can be in place.” *See* Governor Dan McKee, *Press Release, Governor McKee Signs Housing Legislative Package into Law* (Aug. 29, 2024) (<https://governor.ri.gov/press-releases/governor-mckee-signs-housing-legislative-package-law>); R.I. Gen. Laws § 45-53-4(d)-(f).

**The Santoro Family’s  
affordable housing project**

39. In 2023, the Santoro Family began planning to use its property as the site for a housing project comprised entirely of low-to-moderate-income housing units.

40. Based on the Santoro Property’s existing zoning for dense residential development, and Santoro Family’s proposal to build affordable housing, the Low and

Moderate Income Housing statute's density bonus authorized 12 more affordable units per acre than would otherwise be allowed.

41. In April 2023, the Santoro Family met with Town officials, including Mayor Polisena, to discuss the proposed affordable housing development plans. During the meeting, Polisena expressed his opposition to the Santoro Family's affordable housing plans.

42. On September 17, 2024, counsel for the Santoro Family met with the Town Planner, Thomas Deller ("Deller"), and his staff to discuss a 216 unit, 100% low- and moderate-income housing development proposal. Deller and counsel agreed that an application for a pre-application meeting should be submitted to Deller for additional review.

43. On October 25, 2024, the Santoro Family submitted a description of a proposed affordable housing project including a conceptual site plan and density analysis, along with a request for a pre-application conference, to the Town's Planning Department.

44. The proposed development included an apartment complex consisting of 216 units in five buildings, across the 31-acre Santoro Property, with one-hundred percent (100%) of the units proposed to be built devoted to low- to moderate-income housing under the Low and Moderate Income Housing statute.

45. On November 17, 2024, counsel for the Santoro Family met with Deller and his staff to review the pre-application materials. At that time, Deller scheduled the pre-application meeting to be heard by the Planning Board on December 3, 2025.

46. Plans were further revised and were submitted on or about November 20, 2024, to include 254 dwelling units. The 254 dwelling units proposed are consistent with the bonus density requirements of R.I. Gen. Laws § 45-53-4(b)(1)(iii), where the Santoro Family was proposing 100% low- and moderate-income housing.

47. On December 3, 2024, in accordance with the Town's Land Development & Subdivision Regulations, a pre-application meeting was held before the Town's planning board regarding the Santoro Family's plans.

**Mayor threatened to “use all the power of government that I have to stop” affordable housing**

48. That same day, December 3, 2024, prior to the meeting, Mayor Polisena wrote a letter addressed “To Whom It May Concern” which he authored on Town letterhead (“Executive Chambers”) and which he signed as “Mayor Joseph M. Polisena, Jr.” (“Mayor’s Dec. 3, 2024 Letter”). He sent the letter to the planning board for its consideration during the meeting with the Santoro Family. A copy of the letter was accepted into the record of and read aloud during the Town's planning board. A true and correct copy of the Mayor's Dec. 3, 2024 Letter is attached hereto as Exhibit “A.”

49. The Mayor's Dec. 3, 2024 Letter lambasted the Santoro Family's plans as “destructive,” asserted that building affordable housing will cause “[i]ncreased traffic, drainage problems, and a sudden influx of new students overwhelming our school system,” and “amounts to a trifecta of chaos.” Mayor's Dec. 3, 2024 Letter at 1.

50. The Mayor's Dec. 3, 2024 Letter recognized the Santoro Family's right to use and develop its private property, then asserted the Town's “right to fight back,”

incorrectly asserting that there has been “no dialogue, no collaboration, just an apparent plan to bulldoze ahead under the protection of a state law designed to force-feed towns like ours ill-fitting developments. Sure, it’s your right to do so, but it is also our right to fight back.” Mayor’s Dec. 3, 2024 Letter, at 1.

51. The Mayor’s Dec. 3, 2024 Letter threatened that the Town would “fight back” by using “all the power of government” to stop the Santoro Family from building affordable housing:

So let me be crystal clear: If you insist on moving forward with the current proposed project, I will use all the power of government that I have to stop it.

Mayor’s Dec. 3, 2024 Letter, at 1.

52. The Mayor’s Dec. 3, 2024 Letter informed the Santoro Family and the public that the Mayor and the Town would use the Town’s land use procedures and the Rhode Island Superior Court’s Land Use Calendar to delay, halt, or otherwise interfere with (“grind this project to a halt”) the affordable housing project:

If you think you’ll breeze though the newly created Land Use Calendar in Superior Court, I will be forced to challenge the constitutionality of the low-to-moderate income housing law itself and seek an injunction to grind this project to a halt while the courts deliberate on the statute’s constitutionality.

If you’re assuming I won’t follow through because the statute has gone unchallenged for 30 years, you clearly don’t know me—or the people of Johnston, whom I proudly represent. I am willing to use every resource necessary to support the will of the residents and have zero care of who I may offend in the process.

Mayor’s Dec. 3, 2024 Letter, at 1.

53. The Mayor’s Dec. 3, 2024 Letter stated that things would be vastly different if the Santoro Family abandoned its affordable housing plans and instead

agreed to build a suburban-style single-family development. If the Santoro Family altered its plans, the Town would “roll out the red carpet to guide you through the planning process” –

To be clear, no one expects this land to sit idle forever. We’re more than willing to support reasonable development, and single-family homes, which are much needed and sought after, remain an excellent option. If you pivot in that direction, I can assure you the town will roll out the red carpet to guide you through the planning process and see the project to completion.

Mayor’s Dec. 3, 2024 Letter, at 2.

54. The Mayor’s Dec. 3, 2024 Letter concluded with an ultimatum to the Santoro Family: surrender your constitutional rights to use your private property as protected by the Constitution and laws, and which is authorized by state and local law, or “be prepared to fight a town with 30,000 people.”

The choice is yours. Bulldoze ahead with your current plan and be prepared to fight a town of 30,000 people in the process. Or, withdraw it and work with us to create something the town can and will support.

Mayor’s Dec. 3, 2024 Letter, at 2.

55. During the December 3, 2024, Planning Board meeting, Planning Board member Robert Pingitore opined, “this project is the next Chad Brown project of Johnston,” referencing a Providence housing development that is known as home to many minority residents. See NBC 10 WJAR, “*Rhode Island planning board member faces backlash over housing comment*” (Dec. 4, 2024) <https://www.youtube.com/watch?v=Cc8uwwbWYJk>.

56. On December 4, 2024, Polisena published the Mayor’s Dec. 3, 2024 Letter on the “Mayor Joseph Polisena Jr.” account on Facebook.

57. The Facebook post was accompanied by Polisena's renewed threat to "use every lever of government I have, including a court challenge on the low-income housing statute itself" to stop the Santoro Family:

For those not there last night, this is my letter submitted to the planning board regarding the 252 [sic] low-income apartment units off George Waterman. If the developer is unwilling to compromise, I will use every lever of government I have, including a court challenge on the low-income housing statute itself. Johnston will not be force-fed a development through a state law that will immediately add anywhere from 600-800 people, which is anywhere between 2% - 3% of our total population now, a massive number for one development, without a fight.

A true and correct screenshot of Polisena's Facebook post is attached hereto as Exhibit "B."

**Mayor announced eminent domain  
to prevent affordable housing**

58. On January 27, 2025, Polisena issued a press release which is published on Facebook, in which he stated:

As many of you are aware, there is a 252 [sic] unit 100% low-income housing project being proposed off George Waterman Road. The developer is using state law to usurp town zoning, ultimately rendering the town powerless to stop the project. This project would cost our current taxpayers millions, with at least \$2 million to educate the kids in our school system. With that being said, I am hereby announcing the taking of all 31 acres of that land by eminent domain. Instead of 252 low-income apartments, we will take the land by eminent domain and construct a new municipal complex consisting of a police station, a fire station, and municipal hall.

Town of Johnston, Rhode Island, *Mayor Joseph Polisena, Jr. Announces Taking of 31-Acre Low-Income Housing Site by Eminent Domain for Public Safety Complex* (Jan. 27, 2025). A true and correct copy of the press release is attached as Exhibit "C."

59. The press release explained that to build this new municipal complex,



the Town would use funds slated to build a new high school, and that “to fund this project [the new municipal campus], we are going to back to our original intention of renovating the high school.”

60. The Town previously approved a plan to build a new high school, and to *not* renovate the existing Johnstown Senior High School. *See* Rory Schuler, *Two New Johnston Schools Expected by 2027*, Johnstown Sunrise (Feb. 7, 2024) (“On Tuesday night, during a special joint Johnston School Committee and School Building Committee meeting, the members of both boards present voted unanimously to send a \$128,791,940 plan (Stage II) to build a new Johnston Senior High School to the Rhode Island Department of Education (RIDE).”) <https://johnstonsunrise.net/stories/two-new-johnston-schools-expected-by-2027,240513>; Dan McGowan, “*R.I. mayor aims to seize affordable housing site for public safety complex – and pay for it by canceling new high school*,” Boston Globe (Jan. 28, 2025) <https://www.bostonglobe.com/2025/01/28/metro/affordable-housing-eminant-domain-joseph-polisena-johnston-ri/>.

61. On January 28, 2025, Polisena met with a local television reporter and delivered a message to the Santoro Family, “[g]ive me two million dollars to pay for the citizens that are going to live there and I will not block the project.” Kaitlin Gehlhaus, *Johnston mayor to use eminent domain to buy land for new public safety complex*, ABC 6 Providence Now (Jan. 28, 2025) <https://www.abc6.com/johnston-mayor-to-use-eminant-domain-to-buy-land-for-new-public-safety-complex/>.

**The Town claims the taking is for  
municipal public buildings**

62. On January 28, 2025, the Town Council convened a special meeting to consider and adopt Resolution 2025-10 to use eminent domain to take the Santoro Property for “the development and construction of a campus for Public Safety Headquarters and a Town Hall[.]”

63. Resolution 2025-10 states, *inter alia*:

- a. the current Town Fire Department headquarters “is in need of significant upgrades”;
- b. “[t]he Police Department Headquarters is in need of significant upgrades and improvements”;
- c. “[t]he Town Hall building is in need of significant rehabilitation”;
- d. “[s]ignificant economic and operational efficiencies may be achieved by creating a central campus for Fire Department Headquarters, Police Department Headquarters, and a Town Hall”;
- e. “[t]he administration has been reviewing sites for such a campus”;
- f. “[t]he administration has initiated review of 178-200 George Waterman Road ... to determine if it is an appropriate site for the location and construction of a municipal campus”;
- g. “[i]t has been determined after review by Police Chief Mark Vieira and Fire Chief David Iannuccili that it is an excellent location for public safety purposes”;
- h. “[t]he administration tasked DiPrete Engineering to review the property to determine if it is an appropriate site for the development of” a campus for new municipal public buildings”; and
- i. “[s]aid review has confirmed that it is an appropriate site for the development and construction of a campus for Public Safety Headquarters and a Town Hall[.]”

Resolution 2025-10, at 1-2 (italics in original removed).

64. Resolution 2025-10 concludes:

Now Therefore, the Town Council for the Town of Johnston hereby resolves that the Town of Johnston should proceed with eminent domain through the exercise of condemnation as provided for in § 1-3 of the Town Charter of the Town of Johnston, to take title to 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 193 for the public purpose of constructing a municipal campus consisting of a Public Safety Headquarters for the Fire and Police Departments and a Town Hall Building.

Resolution 2025-10, at 2 (*italics in original removed*).

65. On January 28, 2025, Resolution 2025-10 was adopted by the Town Council, with four members voting “Aye to adopt,” and one member, Robert Civetti, noted as “Absent.” The Town Clerk attested. Resolution 2025-10 is published on the Town’s website: [https://clerkshq.com/Content/Johnston-ri/books/resolutions/res\\_tc2025.htm](https://clerkshq.com/Content/Johnston-ri/books/resolutions/res_tc2025.htm). A true and correct copy of Resolution 2025-10 is attached hereto as Exhibit “D.”

66. By resolving that the Town “proceed with eminent domain through the exercise of condemnation as provided for in § 1-3 of the Town Charter of the Town of Johnston, to take title to 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 193,” the Town is purportedly exercising a limited power of eminent domain which the State of Rhode Island has delegated to the Town.

**The Town’s actual use and purpose for eminent domain**

67. The use, purpose, and necessity stated in Resolution 2025-10 is not the actual use and purpose of the taking.

68. The actual uses and purposes of the taking include, *inter alia*:

- a. pressuring the Santoro Family into altering its development plans for affordable housing, and instead build single-family residences for higher income families;
- b. delaying, halting, interfering with, or otherwise forcing the Santoro Family to “grind ... to a halt” its affordable housing project;
- c. if such threats are not successful, to deprive the Santoro Family of its private property and its right to make a permitted and lawful use of private property to build affordable housing;
- d. stopping low- to moderate-income property owners and tenants from residing in the Town.

69. The Town has no actual plan to develop and construct a campus for Public Safety Headquarters and a Town Hall.

70. The Town has no actual plan to seize the Santoro Property by eminent domain.

71. The Town has no plan for budgeting for and paying just compensation (the fair market value of the property at its highest and best use) to the Santoro Family.

72. The Town has not initiated review to determine if the Santoro Property is an appropriate site for the location and construction of a municipal campus.

73. The Police Chief has not determined after review by that it is an excellent location for public safety purposes.

74. No engineering firm has reviewed the property to determine if it is an appropriate site for the development of a campus.

75. DiPrete Engineering has not confirmed that it is an appropriate site for the development and construction of a campus for Public Safety Headquarters and a

Town Hall.

**The Town had no plans to relocate its municipal public buildings**

76. Until the Santoro Family planned to build affordable housing, the Town had no plans to construct a municipal campus consisting of a Public Safety Headquarters for the Fire and Police Departments and a Town Hall Building, and the Town never considered using eminent domain to take the Santoro Property.

77. The Town's exercise of eminent domain lacks the usual indicia of democratic and public processes, comprehensive planning, and open consideration and public deliberations which the Supreme Court held in *Kelo v. City of New London*, 545 U.S. 469 (2005), would insulate the government's stated public use and purpose supporting a taking from judicial scrutiny. Before October 2024 when the Santoro Family's affordable housing plans became known, the Town had not:

- a. publicly proposed building a municipal campus;
- b. determined if private property would need to be acquired for a municipal complex;
- c. informed the public or publicly discussed the use of eminent domain to acquire any property for a municipal campus;
- d. budgeted or set aside money or otherwise planned to budget for a municipal campus;
- e. sought the public's input on whether monies slated to be used to build a new high school were to be used instead to build a municipal campus, and the Town's existing high school only renovated;
- f. undertaken studies to determine the financial feasibility of building a municipal campus, or whether a municipal campus would burden the Town's taxpayers;
- g. created a Municipal Public Building Authority, a prerequisite to the use

of eminent domain to acquire property for a municipal public building. R.I. Gen. L. § 45-50-12(16);

- h. held any public hearings regarding a new municipal campus;
- i. created or commissioned any building plans or other plans for a municipal campus;
- j. formulated a land use plan or any similar long range plans showing a new municipal campus or evincing an intent to acquire property for a new municipal campus;
- k. considered whether any other locations or properties may be suited for a municipal campus;
- l. considered whether repair and redevelopment of the Town's existing facilities was feasible or desirable; and
- m. considered whether relocating existing municipal services from their central location to the edge of the Town was sensible, and desirable to the public.

78. The Town's taking of the Santoro Property is not part of other exercises of the State of Rhode Island's or the Town's power to implement urban planning and development.

79. The Town is prepared to forego a new municipal campus to allow development of single family homes on the Santoro Property.

80. The Town has not coordinated, and has no plans to coordinate, a variety of commercial, residential, and recreational uses of land.

81. The Town has not invoked a state statute that specifically authorizes the use of eminent domain for public municipal buildings.

82. The Town has no plan—comprehensive or otherwise—adopted after thorough deliberation, that includes use of the Santoro Property for public municipal

buildings or a government campus. To the contrary, the Town's Comprehensive Community Plan identifies the Santoro Property as an appropriate and desirable site for the development of affordable housing.

83. The Town would not have exercised eminent domain if the Santoro Family had caved-in to Polisena's and the Town's threats and agreed to build single-family residences instead of affordable housing. As Polisena stated, if the Santoro Family abandoned its affordable housing plans, "the town will roll out the red carpet."

#### **The Town made up eminent domain procedures**

84. On March 10, 2025, the Town adopted Resolution 2025-17, which states:
- a. The administration has initiated a review of 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 to determine if it is an appropriate site for the location and construction of a municipal campus for the Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and
  - b. If the Town determines that this location is suitable for condemnation then it must follow the process for condemnation contained in this resolution; and
  - c. The Town of Johnston Charter authorizes and empowers the Town to take property by condemnation in accordance with Section 1-3 and State Law; and
  - d. The Town shall pass a resolution authorizing the taking of the property for public use and find that it is necessary and in the public interest; and
  - e. The Town shall file in the records of land evidence of the Town, a copy of the adopted resolution, a description of the land, a plat thereof, and a statement that the land is taken pursuant to the provisions of section 1-3 of the Town Charter, which description and statement shall be signed by the president of the Town Council and the Mayor and certified by the Town Clerk; and
  - f. The Town shall file in the Providence County Superior Court a statement of the sum of money estimated by the Town, using a state-

certified general real estate appraiser, to be just compensation for the property taken; and

- g. The Town shall deposit in Providence County Superior Court, to the use of person(s) entitled to it, the sum established in the statement; and
- h. After filing said documents in the land evidence records and depositing said sum in the Court, the Town shall serve notice of the taking upon the owner(s) and person(s) having an estate or interest in such property by the Town Sergeant, any town police officer or any constable of the town, by leaving a true and attested copy of such resolution, description, plat and statement with each of such owner(s) or person(s) personally, or at their last and usual place of abode in the State of Rhode Island with some person living there, and in case such owner or person is absent from the State of Rhode Island, and has no last and usual place of abode therein occupied by any person, or in case the whereabouts of any such person is unknown to the person making service, such copy shall be left with person(s), if any, in charge of having possession of such property taken, and another copy thereof shall be mailed to address of such absent owner or person if the same is known to the person making service; and
- i. The person making service shall attest upon a true copy of the resolution, description, plat and statement the manner in which the notice was given or attempted to be given; and
- j. After filing of the resolution, description, plat and statement, the town clerk for the Town shall cause a copy of the resolution, description, plat and statement to be published in a newspaper of general circulation in Providence County for three (3) consecutive weeks;
- k. Now, Therefore, The Town Council for the Town of Johnston hereby resolves that the process contained in this resolution conforms with the Town Charter and State Law and should be followed if it is determined that the above referenced property should be condemned for public use.

Resolution 2025-17 (Mar. 10, 2025) (italics in original removed). A true and correct copy of Resolution 2025-17 is attached hereto as Exhibit “E.”

**The Town attempts to find pretextual reasons to justify its acquisition**

- 85. On March 10, 2025, the Town adopted Resolution 2025-18, which states:



- a. The headquarters for the Johnston Fire Department located at 1520 Atwood Avenue was built in 1968; and
- b. The Johnston Fire Department headquarters is in need of significant upgrades including but not limited to the electrical system, the plumbing and HVAC system, the roof, fire sprinkler system, the dispatch and communications system, as well as other infrastructure and building integrity improvements; and
- c. The Johnston Fire Department deserve headquarters that support and enhance their mission, and the citizens of the Town of Johnston deserve a 21<sup>st</sup> century Fire Protection and Emergency Medical Services; and
- d. The Johnston Police Department headquarters were built in 1978 at 1651 Atwood Avenue and was originally designed for 34 officers and civilians; and
- e. The Police Department now has 79 officers and civilians working in the same headquarters; and
- f. The Police Department Headquarters is in need of significant upgrades and improvements including but not limited to the electrical system, the plumbing system, the HVAC system, the roof, the fire alarm and sprinkler system, and the dispatch and communications system; and
- g. The Police Department Headquarters building is now prone to repeated flooding issues during significant rain events; and
- h. It is in further need of various infrastructure and building integrity improvements; and
- i. The Johnston Police Department deserves headquarters that support and enhance its mission and the citizens of the Town of Johnston deserve 21<sup>st</sup> century Police Department services; and
- j. The Town Hall now located at 1385 Hartford Avenue was built in 1939; and

- k. The Town Hall building is in need of significant rehabilitation including but not limited to the electrical system, the plumbing system, the HVAC system, the fire alarm and fire sprinkler system; and
- l. There is a need to provide greater access for disabled citizens to Town Hall services; and
- m. The Town Hall is critical to providing access to municipal services to citizens; and
- n. The citizens of the Town of Johnston deserve a Town Hall that can provide 21<sup>st</sup> century municipal services and accessibility; and
- o. Significant economic and operational efficiencies may be achieved by creating a central campus for Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and
- p. The administration has been reviewing sites for such a campus to provide economic and operational efficiencies and 21<sup>st</sup> century services to the citizens of the Town of Johnston; and
- q. The administration has initiated a review of 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 to determine if it is an appropriate site for the location and construction of a municipal campus combining the Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and
- r. It has been determined after review by Police Chief Mark Vieira and Fire Chief David Iannuccilli that it is an excellent location for public safety purposes and
- s. The administration tasked DiPrete Engineering to review the property to determine if it is an appropriate site for the development of such structures; and
- t. Said review has confirmed that it is an appropriate site for the development and construction of a campus for Public Safety

Headquarters and a Town Hall;

- u. The Town has engaged Thomas S. Andolfo of Andolfo Appraisal Associates, Inc., a state certified appraiser, to determine the fair market value of the property; and
- v. Andolfo Appraisal Associates, Inc., has determined that the fair market value of the property is seven hundred and seventy-five thousand dollars (\$775,000); and
- w. Now Therefore, the Town Council for the Town of Johnston hereby resolves that the Town of Johnston should proceed with eminent domain through the exercise of condemnation as provided for in § 1-3 of the Town Charter of the Town of Johnston, to take title to 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 for the public purpose of constructing a municipal campus consisting of a Public Safety Headquarters for the Fire and Police Departments and a Town Hall Building; and
- x. Be it further resolved, that for the foregoing reasons this taking is necessary and in the public interest.

Resolution 2025-18 (Mar. 10, 2025) (italics in original removed). A true and correct copy of Resolution 2025-17 is attached hereto as Exhibit “F.”

86. On March 10, 2025, the Santoro Family instituted this action by filing in this Court the Complaint for Constitutional and Civil Rights Violations (ECF 1).

**The Town Physically Seized the Santoro Property  
Without Due Process or Just Compensation, and Registered  
Itself as the Owner**

87. Unbeknownst to the Santoro Family and its counsel, on March 12, 2025, the Town, under the purported authority of Resolution 2025-10, Resolution 2025-17, and Resolution 2025-18, and acting by and through Defendant Baccari, recorded with

Town's Land Evidence Records office a copy of Resolution 2025-17, a legal description of the Santoro Property, a plat, and a statement that the land was taken.

88. The Town's Land Evidence Records publicly reflected, as of March 12, 2025, at 8:52 a.m. Eastern Daylight Time, the Town as the record title owner of the Santoro Property with the recording of the title transfer accomplished by the Town as both "Grantor" and "Grantee."

89. Neither the Defendants nor their lawyers notified the Santoro Family or their lawyers of the purported change in ownership and title to the Santoro Property.

90. The Santoro Family had no actual or constructive notice of the Town's actions.

91. Additionally, unbeknownst to the Santoro Family and their lawyers, also on March 12, 2025, at 4:58 p.m. Eastern Daylight Time, Defendants acting through their agents, counsel, and attorneys, filed, *ex parte*, a Petition seeking the permission of a Rhode Island Superior Court "to deposit into the Registry of the Court, a sum of money not less than [than] the appraisal of the fair market value of the Property[.]" A true and correct copy of the Petition, *In re: 178-200 George Waterman Road*, No. PM-2025-01368 (R.I. Super. Mar. 12, 2025) ("Deposit Petition") with the exhibits attached thereto, is attached hereto as Exhibit "G."

92. Neither the Defendants nor their lawyers notified the Santoro Family or their lawyers of the filing of the Deposit Petition.

93. In the Deposit Petition, the Town does not ask the Superior Court to

condemn property, to adjudicate the public use, purpose, or necessity of any action by the Town, to determine just compensation or adjudicate any question or issue. It solely sought the court's permission to deposit funds with the court "for the benefit of [Plaintiffs], or any other person making a valid claim for the funds[.]" Deposit Petition at 1.

94. The Town stated in the Deposit Petition that it was brought "pursuant to its authority under sections 42-64.12 [economic development under the Rhode Island Home and Business Protection Act of 2008 (R.I. Gen. Laws § 42-64.12)] and 45-2 of the Rhode Island General Law and section 1-3 of the Johnston Town Charter and all laws appertaining thereto[.]" Deposit Petition at 1.

95. Attached to the Deposit Petition was a copy of Resolution 2025-18, a Statement and Description of Taking including a map, issued by Defendant Baccari, signed by Defendant Polisena and Defendant Russo, and attested as a true copy on March 12, 2025 by Defendant Baccari, which states "[t]he Town of Johnston has taken title to the real property commonly known as 178-200 George Waterman Road, Johnston, Rhode Island ... in fee simple absolute free and clear of all encumbrances pursuant to Title 42, Chapter 64.12 and Title 45, Chapter 2 of the Rhode Island General Law and Section 1-3 of the Johnston Town Charter, described more particularly below, for public use." See Exhibit "H" hereto.

96. The Santoro Family had no actual or constructive notice of the Town's filing of the Deposit Petition.

97. The following day, March 13, 2025, at 3:42 p.m. Eastern Daylight Time,

Defendants, acting through their agents, counsel, and attorneys, filed with the Rhode Island court the Town's *ex parte* "Motion to Deposit Money Into Registry" which moved "for an order pursuant to the provisions of Super.R.Civ.P. 67, to deposit into the Registry of the Superior Court, the sum of seven hundred and seventy five thousand dollars (\$775,000) based on an appraisal hereto ..." A true and correct copy of the Motion to Deposit Money Into Registry, *In re: 178-200 George Waterman Road*, No. PM-2025-01368 (R.I. Super. Mar. 13, 2025) is attached hereto as Exhibit "I."

98. "Super.R.Civ.P. 67" is not an eminent domain or condemnation procedural rule or a freestanding rule which permits the deposit of funds into a Rhode Island court, but rather a rule that generally governs how parties in lawsuits may deposit monies into a court "[i]n an action in which any part of the relief sought is a judgment for a sum of money or the disposition of a sum of money or the disposition of any other thing capable of delivery, a party, upon notice to every other party, and by leave of court, may deposit with the court all of any part of such sum or thing." R.I. Super. Ct. R. Civ. P. 67(a).

99. The Town's Deposit Petition was not "an action in which any part of the relief sought is a judgment for a sum of money or the disposition of a sum of money or the disposition of any other thing capable of delivery[.]" R.I. Super. Ct. R. Civ. P. 67(a).

100. The Santoro Family had no actual or constructive notice of the Town's Motion to Deposit Money Into Registry.

101. *Ex parte*, the Town sought, and apparently was granted, an *ex parte*

Hearing on Motion for Deposit on March 14, 2025, at 9:30 a.m. Eastern Daylight Time.

102. At or after this *ex parte* hearing, the Superior Court appears to have granted the Town's Motion to Deposit Money Into Registry.

103. An Order dated "3/14/25" states: "This matter came before this Court on March 14, 2025, the Honorable Judge Christopher Smith presiding, on Petitioner's Motion to Deposit Money into the Registry of the Court, in the amount of seven hundred and seventy five thousand dollars (\$775,000) based on the appraisal submitted to the Court and pursuant to Rule 67 of this Honorable Court. After hearing thereon and consideration thereof, it is hereby: ORDERED, ADJUDGED, AND DECREED 1. Petitioners' motion is GRANTED. ... Presented by William J. Conley, [Jr.] Esq (#2149)[.]" A true and correct copy of the Order, *In re: 178-200 George Waterman Road*, No. PM-2025-01368 (R.I. Super. Mar. 13, 2025) is attached hereto as Exhibit "J."

104. The Santoro Family had no actual or constructive notice of the Town's *ex parte* hearing, or the Superior Court's granting, *ex parte*, the Town's Motion to Deposit Money Into Registry.

105. Neither the Town, nor any other Defendant, nor any of the Town's agents, counsel, or attorneys provided, or attempted to provide, notice of any of the above to the Santoro Family or its attorneys, despite knowing the precise identity of the owners of the Santoro Property and their attorneys, and having their email addresses, physical addresses, and their telephone numbers.

106. Defendant Polisena, however, posted on social media (X fka Twitter) as follows:



Defendant's Polisena's post reads: "At 10:40 a.m. today, through a petition in Providence Superior Court, the Town of Johnston officially acquired ownership of the property at 178-200 George Waterman Road by eminent domain."

Joe Polisena Jr. ("1990s. RIC/RWU Law/PC alum. Current: Syracuse [emoji]. Mayor of Johnston, RI. #RaysUP [emoji], #VegasBorn [emoji]", X (Twitter) (Mar. 14, 2025).

107. The Santoro Family had no actual or constructive notice of the Town's *ex parte* hearing, or the Superior Court's granting, *ex parte*, the Town's Motion to Deposit Money Into Registry.



108. The Santoro Family only started to become aware that the Town claimed to “have taken” their land *ex parte* and without notice days earlier, when a few hours later, at 2:39 p.m. a reporter called one of the Santoro Family’s lawyers and asked for comment.

109. A few hours later, an attorney for the Santoro Family received two letters via email from the Town’s lawyer in which he finally informed the Santoros and their lawyers about the Town’s recording itself as the new owner of the property, the filing of the Deposit Petition, the Rhode Island court’s order granting the Town’s request to deposit, and stated that the Town views itself, not the Santoro Family, the owner of the property. A true and correct copy of the letter from William J. Conley, Jr. to Kelley Morris Salvatore (Mar. 14, 2025) is attached as Exhibit “K.”

110. The letter demanded that the Santoro Family remove their belongings from the Town’s land immediately, and threatened to prosecute the Santoros if they did not do so in a week:

Dear Attorney Morris Salvatore:

Enclosed please find a copy of the Petition that was filed in the Providence County Superior Court and an Order which was entered by Judge Christopher K. Smith this morning regarding the condemnation of property formerly owned by your clients SCLS Realty, LLC and Sixty Three Johnston, LLC. Also enclosed please find a copy of the Statement of Taking which was recorded in the Town of Johnston Land Evidence Records on March 12, 2025 at 8:53 AM in Book 3294 Page 223.

Now that title to the above-referenced property has vested with the Town of Johnston, please instruct your clients to remove all vehicles and other personal belongings from the property immediately. If your client’s belongings remain on the property by Friday, March 21, 2025, we will have no choice but to serve your clients with a no trespass notice.

Yours truly,

/s/ William J. Conley, Jr.  
William J. Conley, Jr.  
wconley@conleylawri.com

111. On March 19, 2025, this Court issued a Temporary Restraining Order which temporarily restrained Defendants from altering the status quo, and ordering Defendant Baccari to certify to this Court within one business day of the Rhode Island court's entry of the order returning the property to the Santoro Family.

**FIRST CLAIM FOR RELIEF**  
**Sham Taking**  
**Public Use Clause**  
**(Fifth & Fourteenth Amendments,**  
**U.S. Constitution)**

112. Plaintiffs reallege and incorporate by reference every allegation set forth in the preceding paragraphs.

113. The Fifth Amendment to the United States Constitution, which limits the power of States and their instrumentalities such as the Town under the Fourteenth Amendment, prohibits the taking of private property unless the taking is "for public use." U.S. Const. amend. V ("... nor shall private property be taken for public use, without just compensation") ("Public Use Clause").

114. The Public Use Clause and the Fourteenth Amendment are self-executing limitations on the Town's power to take private property by eminent domain, and this claim for relief arises directly under the U.S. Constitution without need for a statutory cause of action or claim for relief, or any federal or state legislative recognition of a cause of action or claim for relief.

115. The Santoro Property identified by the Town for eminent domain is

private property owned by Plaintiffs. Ownership of that private property vests the Santoro Family with rights protected by the U.S. and Rhode Island Constitutions to make lawful and beneficial uses of that private property. The Santoro Property is designated by the Town for high-density development, and building affordable housing is a permitted and lawful use of the land. Moreover, the Low and Moderate Income Housing statute confirms that building affordable housing is a publicly-beneficial use of private property.

116. The Town's stated uses, purposes, and necessity for the taking are not its actual uses, purposes, or necessity.

117. The Town's exercise of eminent domain violates the Public Use Clause because it is taking private property for a public amenity as a pretext for defeating the Santoro Family's plans for another use.

118. The U.S. Constitution does not contain a "Sham Town Campus Exception" to the Public Use Clause. A taking of property must be "for public use"—or at least for "a public purpose"—and thwarting the rightful owners' lawful use of their private property is not a public use or purpose.

119. Plaintiffs do not contest that a municipal campus is, generally speaking and in the absence of evidence of another use, purpose, or necessity, a public use.

120. Even where the Town's stated use, purpose, and necessity supporting an exercise of eminent domain appears to be a public use or purpose, courts may inquire into the Town's actual use, purpose, necessity, and motives.

121. The Town's taking of the Santoro Property is an unusual and aberrant

exercise of government power and raises a suspicion that a non-public purpose is afoot that this Court must view with a skeptical eye. *See, e.g., 99 Cents Only Stores v. Lancaster Redevelopment Agency*, 237 F. Supp. 2d 1123 (C.D. Cal. 2001), *cited in Kelo v. City of New London*, 545 U.S. 469, 487 n.17 (2005). The taking is unusual and aberrant for the following reasons, *inter alia*:

- a. The history and tradition of eminent domain is that taking private property is the *last* step in the process not the first. Here, the Town did not first determine it needed and could afford a new municipal campus, then look for and study sites that might be suitable, determine whether the owners might voluntarily sell their land, and only if the owner refused then exercise the drastic power of eminent domain to forcibly seize the property.
- b. The Town is doing this in reverse—determining first to take the Santoro Property and only then trying to “retcon” its reasons for doing so. *See “retcon,” Merriam-Webster’s Dictionary* (“the act, practice, or result of changing an existing fictional narrative by introducing new information in a later work that recontextualizes previously established events, characters, etc.”) <https://www.merriam-webster.com/dictionary/retcon>; Colin Clark, Ass’t U.S. Att’y, *Retcon: How a Comic Book Word Can be Used as a Handy Rhetorical Weapon*, 69 DOJ J. Fed. L. & Prac. 255, 255-266 (2021) (defining “retcon” as a “portmanteau (derived from ‘retroactive continuity’)” that “occurs when a later author introduces new information involving an earlier work about the same event or character in a manner that changes the meaning of the earlier work, usually without contradicting it”) (footnotes omitted). The Town’s stated use and purposes are *post-hoc* and pretextual.
- c. The Town’s reversal of the usual eminent domain process leads to a very plausible inference that its stated reasons for taking the Santoro Property are false.
- d. Defendant Polisena’s statements and actions are inconsistent with the stated condemnation use or purpose set forth in Resolution 2025-10, Resolution 2025-17, Resolution 2025-18, and the Town’s Deposit Petition.
- e. None of the Town’s resolutions had stated the Town was taking the Santoro Property for economic development under the Rhode Island

Home and Business Protection Act of 2008, and the Deposit Petition was the first time the Town first time asserted this use, purpose, or necessity purportedly supporting eminent domain.

- f. The Town appears to have shifted or abandoned its rationale supporting the taking from seizing land for public municipal buildings to economic development (even as its real reason—stop the Santoros—remained unchanged).
- g. This makes little sense given the limited purpose of the Rhode Island Home and Business Protection Act of 2008. *See* R.I. Gen. Laws § 42-64.12-3 (“The purposes of this chapter are to set forth permissible uses of eminent domain power and to define, limit, and restrict the use of eminent domain for economic development purposes.”). The statute does not contemplate the construction of municipal buildings as economic development. *See* R.I. Gen. Laws § 42-64.8-6 (listing improvements in utilities, roads, sidewalks, sewers; projects to arrest blight and decay, improvements to enhance municipal tax bases and to attract and retain employers).
- h. There is a lack of a nexus between the property interests sought and the Town’s claimed purpose.
- i. The Town engaged in bad faith efforts to compel or coerce changes in, or abandonment of, the Santoro Family’s affordable housing plans before deciding to use eminent domain.
- j. The Town’s stated use, purpose, and necessity for the taking are atypical of long-range policy decisions for public projects.
- k. The Town’s stated use, purpose, and necessity for the taking are inconsistent with and violate State law.
- l. Some members of the public expressed opposition to the Santoro Family’s proposed affordable housing.
- m. The Town proposes to pay for the proposed municipal campus by shifting monies previously slated for building a new high school, contrary to the Town’s already-approved plans to build a new high school.

122. By its actions set forth above, the Town is violating the Public Use Clause because the Town’s stated uses, purposes, and necessity for the taking are

false and a sham and a pretense or pretext to some undeclared or secret use or purpose, including, *inter alia*, non-public or private purposes. The Public Use Clause prohibits any taking for a use or purpose that is illegitimate or unstated, even if the stated use, purpose, or necessity is not pretextual to a *private* use, purpose, or benefit.

123. It is not a public use, purpose, or necessity supporting an exercise of eminent domain for the Town to falsely state pretextual uses, purposes, or necessity.

124. The Town's exercise of eminent domain violates the Public Use Clause because it is in bad faith, and is for spite, animus, and ill will.

125. The Public Use requirement is not coterminous with the scope of the sovereign's police power, and the Town's determination or statement of public interest, use, or purposes is not conclusive. The Town's exercise of eminent domain and stated public use, purpose, and necessity supporting the taking of the Santoro Property is not amenable to judicial deference or rational basis review, and the Town cannot hide its actual interest, use, purpose, and necessity for the Town's exercise of eminent domain. Plaintiffs acknowledge the U.S. Supreme Court may have concluded otherwise, *see Hawaii Hous. Auth. v. Midkiff*, 467 U.S. 229 (1984); *Berman v. Parker*, 348 U.S. 26 (1954), and to the extent that Plaintiff's claims are not warranted by existing law, Plaintiffs in good faith are asserting a nonfrivolous argument for extending, modifying, or reversing existing law or for establishing new law, and are preserving such arguments for appeal if necessary.

**SECOND CLAIM FOR RELIEF**  
**Unlawful Taking**  
**Due Process Clause**  
**(Fourteenth Amendment, U.S. Constitution)**

126. Plaintiffs reallege and incorporate by reference every allegation set forth in the preceding paragraphs.

127. The Fourteenth Amendment to the U.S. Constitution, which limits the power of States and their instrumentalities such as the Town, provides, “[n]o State shall make or enforce any law which shall abridge the privileges or immunities of citizens of the United States; nor shall any State deprive any person of life, liberty, or property, without due process of law[.]” U.S. Const. amend. XIV (“Due Process Clause”).

128. “[T]he Due Process Clause, like its forebear in the Magna Carta was intended to secure the individual from the arbitrary exercise of the powers of government....” *Daniels v. Williams*, 474 U.S. 327, 331 (1986) (citations omitted).

129. Plaintiffs are “persons” as that term is used in the Due Process Clause.

130. The Santoro Family owns and possesses “property,” and the Santoro Property is “property,” as that term is used in the Due Process Clause.

131. By the actions set forth above, Defendants have deprived Plaintiffs of property without due process of law, arbitrarily, oppressively, and in a manner which shocks the conscience.

132. This claim for relief is made in the alternative, if this Court concludes that the Sham Taking claim is not cognizable under the Public Use Clause. *See D.A. Realestate Inv., Inc. v. City of Norfolk*, 126 F.4th 309, 318 (4th Cir. 2025) (denying

property owner a remedy to challenge an allegedly pretextual taking “doesn’t mean [the owner] had no remedy for what he claims is the city’s wrongful conduct. ... Or he could have brought a timely § 1983 due process claim for an unlawful taking.”) (citing *Chi., B. & Q. R. Co. v. City of Chicago*, 166 U.S. 226, 234-35 (1897); *Wheeler v. City of Pleasant Grove*, 833 F.2d 267, 270 n.3 (11th Cir. 1987)).

**THIRD CLAIM FOR RELIEF**  
**Physical and Title Taking Without Just Compensation**  
**Takings Clause**  
**(Fifth & Fourteenth Amendments,**  
**U.S. Constitution)**

133. Plaintiffs reallege and incorporate by reference every allegation set forth in the preceding paragraphs.

134. The Fifth Amendment to the United States Constitution, which limits the power of States and their instrumentalities such as the Town under the Fourteenth Amendment, prohibits the taking of private property unless the taking is with “just compensation.” U.S. Const. amend. V (“... nor shall private property be taken for public use, without just compensation”) (“Takings Clause”).

135. The Takings Clause and the Fourteenth Amendment are self-executing limitations on the Town’s power to take private property, and this claim for relief arises directly under the U.S. Constitution without need for a statutory cause of action or claim for relief, or any federal or state legislative recognition of a cause of action or claim for relief. *DeVillier v. Texas*, 601 U.S. 285, 291 (2024) (“We have explained that ‘a property owner acquires an irrevocable right to just compensation immediately upon a taking’ ‘[b]ecause of ‘the self-executing character’ of the Takings



Clause ‘with respect to compensation.’) (quoting *Knick v. Twp. of Scott*, 588 U.S. 180, 192 (2019); *First English Evangelical Lutheran Church v. Los Angeles Cnty*, 482 U.S. 304, 315 (1987) (“We have recognized that a landowner is entitled to bring an action in inverse condemnation as a result of “the self-executing character of the constitutional provision with respect to compensation. . . .”) (citations omitted)).

136. The Town claimed to own the Santoro Property—and public records reflected that the Town owned the property—after *ex parte* seizing it from the Santoro Family.

137. The Town registered itself as the title owner in the Land Evidence Records. A search of the public record for who owns the Santoro Property would reflect that the Town, not the Santoro Family, owns it by “condemnation,” since “3/12/2025.”

138. The Town purported to be the owner of the fee simple absolute of the Santoro Property, an estate in property which recognizes an owner’s complete dominion and control over the land to the exclusion of others.

139. The Town purported to exercise a property owner’s right to exclude: it threatened the Santoro Family with trespass if they did not remove their belongings from the Town’s property.

140. The Town seized the Santoro Property and claimed fee simple absolute ownership of the property, thereby taking from the Santoro Family the entirety of every “stick” in the bundle of rights associated with the ownership of private property, including, but not limited to, the right to exclude others; the right to possess; the right

to alienate; the right to transfer; the right to gift; the right to sell; the right to devise; the right to bequeath; the right to lease; the right to use; the right to develop or to not develop; the right to keep; and the dignity, pride, and sense of self-worth that comes with owning private property.

141. By the actions set forth above, the Town has taken private property owned and possessed by the Santoro Family without public use, and without providing just compensation.

**FOURTH CLAIM FOR RELIEF**  
**Deprivation of Constitutional Private Property Rights**  
**Federal Civil Rights Act of 1871**  
**(42 U.S.C. § 1983)**

142. Plaintiffs reallege and incorporate by reference every allegation set forth in the preceding paragraphs.

143. The Civil Rights Act of 1871 provides:

Every person who, under color of any statute, ordinance, regulation, custom, or usage, of any State or Territory or the District of Columbia, subjects, or causes to be subjected, any citizen of the United States or other person within the jurisdiction thereof to the deprivation of any rights, privileges, or immunities secured by the Constitution and laws, shall be liable to the party injured in an action at law, suit in equity, or other proper proceeding for redress[.]

42 U.S.C. § 1983.

144. Defendant Town is a “person” and at all times relevant herein acted under color of state law within the meaning of those terms in 42 U.S.C. § 1983.

145. Defendants Polisena, Folcarelli, Garzone, Carnevale, Russo, Civetti, and Baccari are each a “person,” and in their official capacities at all times relevant herein each acted under color of state law within the meaning of those terms in 42

U.S.C. § 1983.

146. Plaintiffs possess rights, privileges, or immunities secured by the Constitution and laws of the United States, *viz.*, the right, privilege, or immunity to possess and keep their private property and not have it seized or threatened by unconstitutional and illegal assertions of eminent domain; the right, privilege, or immunity to be provided just compensation if their private property is taken; the right, privilege, or immunity to federal relocation expenses if any federal monies are involved; and the right, privilege, or immunity to make legal and reasonable use of their land, free of coercion and the arbitrary and capricious exercise of government power.

147. By the actions set forth above, Defendants have deprived Plaintiffs of rights, privileges, or immunities secured by the Constitution and laws. Resolution 2025-10, Resolution 2025-17, Resolution 2025-18, and the other actions of the Town and its officials have deprived, and are depriving, Plaintiffs of rights secured by the United States Constitution, that is, the guarantee in the Fifth Amendment that government may only take property by eminent domain “for public use” and upon provision of just compensation, and that no State shall deprive any person of property without due process of law.

**FIFTH CLAIM FOR RELIEF**  
**Bad Faith Taking**  
**R.I. Public Use Clause**  
**(Article I, § 16, Rhode Island Constitution)**

148. Plaintiffs reallege and incorporate by reference every allegation set forth in the preceding paragraphs.

149. Article I of the Rhode Island Constitution (“Declaration of Certain Constitutional Rights and Principles”) prohibits the Town from taking private property except “for public uses.”

Private property shall not be taken for public uses, without just compensation.

R.I. Const. art. I, § 16 (“R.I. Public Use Clause”).

150. The Town’s taking of the Santoro Property is arbitrary, capricious, or in bad faith, and is void under the R.I. Public Use Clause. *Rhode Island Econ. Dev. Corp. v. The Parking Co., L.P.*, 892 A.2d 87, 103 (R.I. 2006) (“This Court is mindful of the extreme grant of power that rests in an agency vested with eminent domain authority; and if confronted with a showing that the “agency has exceeded its delegated authority by an arbitrary, capricious or bad faith taking of private property, we unhesitatingly will declare it void.”); *Union Station Assocs. v. Rossi*, 862 A.2d 185, 187 (R.I. 2004) (abuse of governmental power to gain bargaining advantage rejected as “municipal thuggery”).

**SIXTH CLAIM FOR RELIEF**  
**Ultra Vires Taking**  
**Lack of Delegated Eminent Domain Authority,**  
**Failure to Comply With State Law Prerequisites,**  
**(R.I. Home and Business Protection Act,**  
**R.I. Municipal Public Buildings Authorities Law)**

151. Plaintiffs reallege and incorporate by reference every allegation set forth in the preceding paragraphs.

152. The Town may not exercise the power of eminent domain, unless that power has been expressly and specifically delegated to it and authorized and enabled by the State of Rhode Island.

153. The Town has no power or authority independent of state law to take private property for any use, purpose, or necessity.

154. The limited public uses or purposes for which the Town may exercise the delegated power of eminent domain are not coterminous with the scope and extent of the State of Rhode Island's eminent domain or police powers and are limited to the uses and purposes which are identified by state law and expressly delegated to the Town by state law. The Town may only exercise any ability to take property by eminent domain consistent with the laws of Rhode Island, and consistent with other restrictions and limitations established by law, rule, regulation, or ordinance.

155. The State's delegation to the Town of the power to own property and make contracts in R.I. Gen. Laws § 45-2-4 is not a general delegation of the power of eminent domain to the Town, nor is it a delegation or authorization to take the Santoro Property.

156. R.I. Gen. Laws § 45-2-4 establishes no procedures or standards by which

cities and towns may take private property by eminent domain.

157. The Rhode Island Home and Business Protection Act of 2008 (“R.I. Home and Business Protection Act”) restricts how political subdivisions of the state such as the Town may exercise any delegated power of eminent domain. The R.I. Home and Business Protection Act sets out the permissible uses of eminent domain powers, and the restricted use of eminent domain. R.I. Gen. Laws § 42-64.12.

158. The R.I. Home and Business Protection Act states that a permissible use of eminent domain is to acquire property for transportation infrastructure such as roads, highways, bridges, and associated ramps. R.I. Gen. Laws § 42-64.12-6.

159. The Town’s stated public use, purpose or necessity supporting the taking of the Santoro Property is not transportation infrastructure such as roads, highways, bridges, and associated ramps.

160. The R.I. Home and Business Protection Act states that a permissible use of eminent domain is to acquire property for public utilities, such as telecommunications or common carriers. R.I. Gen. Laws § 42-64.12-6.

161. The Town’s stated public use, purpose or necessity supporting the taking of the Santoro Property is not public utilities, such as telecommunications or common carriers.

162. The R.I. Home and Business Protection Act states that a permissible use of eminent domain is to acquire property for eliminating an identifiable public harm and/or correcting conditions adversely affecting public health, safety, morals, or welfare, such as the elimination and prevention of blighted and substandard areas,

correcting conditions of environmental contamination that pose a significant risk to the public health, correcting and repairing facilities and correcting conditions from damages resulting from a declared disaster. R.I. Gen. Laws § 42-64.12-6.

163. The Town's stated public use, purpose or necessity supporting the taking of the Santoro Property is not eliminating an identifiable public harm and/or correcting conditions adversely affecting public health, safety, morals, or welfare, such as the elimination and prevention of blighted and substandard areas, correcting conditions of environmental contamination that pose a significant risk to the public health, correcting and repairing facilities and correcting conditions from damages resulting from a declared disaster.

164. The R.I. Home and Business Protection Act states that a permissible use of eminent domain is to acquire property for providing good and marketable title that is free and clear of liens and encumbrances when property is to be acquired or is to be conveyed for any of purposes set forth in paragraphs 158 through 163, above. R.I. Gen. Laws § 42-64.12-6.

165. The Town's stated public use, purpose or necessity supporting the taking of the Santoro Property is not to provide good and marketable title that is free and clear of liens and encumbrances.

166. The R.I. Home and Business Protection Act restricts the exercise of eminent domain for economic development by subjecting such exercises to certain statutory limitations. R.I. Gen. Laws § 42-64.12-7.

167. The Town's stated public use, purpose or necessity supporting the taking

of the Santoro Property is not economic development.

168. The R.I. Home and Business Protection Act states that eminent domain may be used to acquire property for “public ownership and use,” provided doing so is “consistent with other restrictions and limitations established by law, rule, regulation, or ordinance[.]” R.I. Gen. Laws § 42-64.12-6.

169. One such restriction and limitation is set forth in Rhode Island General Laws Title 45, Chapter 50 (“Municipal Public Buildings Authorities Law”), which delegates the power to take private property for the use or purpose of construction or operation of judicial, administrative, educational, residential, civic facility, rehabilitative, medical, police, fire and public safety, recreation, transportation, public water supply system, public sewer system, parks, and other projects that the authority is requested to initiate to provide effective governmental, health, safety, and welfare services in the municipality, from the State of Rhode Island exclusively to a town’s Municipal Public Building Authority. R.I. Gen. Laws § 45-50-13.

170. One purpose of the Municipal Public Buildings Authorities Law is to authorize “alternative financing techniques” for the acquisition of property to build municipal public buildings, to avoid municipalities such as the Town from seizing property by eminent domain without any ability, plan, or budget to satisfy a just compensation judgment or pay for a project. R.I. Gen. Laws § 45-50-3.

171. The Municipal Public Buildings Authorities Law establishes the exclusive procedures by which a legally constituted Municipal Public Buildings Authority may acquire land, or any interest in it, including development rights, by



the exercise of the power of eminent domain, whenever it is determined by the authority that the acquisition of the land, or interest, is necessary for the construction or the operation of any “project.” R.I. Gen. Laws § 45-50-13.

172. The Municipal Public Buildings Authorities Law defines “project” as:

(11) The word “project” means any public facility or public equipment which the authority is authorized to construct, improve, equip, furnish, maintain, acquire, install, or operate under the provisions of this chapter, to provide for the conduct of the executive, legislative, and judicial functions of government, and its various branches, departments, and agencies. These projects may include, but need not be limited to, judicial, administrative, educational, residential, civic facility, rehabilitative, medical, police, fire and public safety, recreation, transportation, public water supply system, public sewer system, parks, and other projects that the authority is requested to initiate to provide effective governmental, health, safety, and welfare services in the municipality.

R.I. Gen. Laws § 45-50-9.

173. The Town’s stated public use, purpose or necessity is for the development of civic facilities, *viz.*, municipal public buildings for uses such as “administrative, educational, residential, civic facility, rehabilitative, medical, police, fire and public safety, recreation, transportation, public water supply system, public sewer system, parks, and other projects that the authority is requested to initiate to provide effective governmental, health, safety, and welfare services in the municipality[.]” and constitute a “project.” R.I. Gen. Laws § 45-50-9.

174. Only a Municipal Public Buildings Authority may exercise the delegated power of eminent domain to take property to be used for municipal public buildings. R.I. Gen. Laws § 45-50-13.

175. The Municipal Public Buildings Authorities Law prohibits the Town

from exercising the delegated power of eminent domain to take property for the construction of municipal public buildings “unless and until” the town council, by resolution, declares that there is a need for an authority to function in the Town, and the State of Rhode Island’s public finance management board approves the creation of the Town’s Municipal Public Buildings Authority. R.I. Gen. Laws § 45-50-3.

176. The Town has never declared, by resolution, that there is a need for the municipal public building authority to function, and the State’s public finance management board has not approved the creation of a Town Municipal Public Buildings Authority.

177. The Municipal Public Buildings Authorities Law establishes the exclusive procedures by which private property may be taken by eminent domain for a project. R.I. Gen. Laws § 45-50-13 (“Eminent domain proceedings”).

178. The Town, by purporting to use eminent domain to take the Santoro Property is exercising a power delegated by the State of Rhode Island exclusively to a Municipal Public Buildings Authority, without legal authority to do so.

179. The Town Charter does not authorize and empower the Town to take the Santoro Property absent an express delegation of eminent domain power by the State, which the State has not done.

180. The Town’s Charter neither establishes nor contains procedures or standards by which the Town may take private property by eminent domain.

181. The Town Charter does not authorize and empower the Town or the Town Council to create, by resolution or otherwise, eminent domain procedures and

rules that must be recognized or followed by a court or any party in an eminent domain lawsuit by the Town.

182. If the Town's Charter authorizes and empowers the Town to create eminent domain procedures and rules, the Town's Charter violates Rhode Island law.

183. Resolution 2025-17 violates Rhode Island law as its procedure is inconsistent with the State's delegation of eminent domain authority for acquiring land to develop municipal buildings. R.I. Gen. Laws § 45-50-13.

184. Town's attempt to take the Santoro Property, including but not limited to Resolution 2025-10, Resolution 2025-17, and Resolution 2025-18, is beyond the delegated powers the Town may exercise, and are void *ab initio*.

## PRAYER FOR RELIEF

Plaintiffs respectfully request this Court grant the following relief:

1. **Declaratory Judgment—Sham Taking, Unlawful Taking, Uncompensated Taking, Bad Faith Taking:** Issue a declaratory judgment pursuant to 28 U.S.C. § 2211 and Fed. R. Civ. P. 57, that the Town's taking of the Santoro Property by a purported exercise of eminent domain violates the Public Use Clause, the Due Process Clause, the Takings Clause, and the R.I. Public Use Clause.
2. **Declaratory Judgment— Deprivation of Constitutional Private Property Rights:** Issue a declaratory judgment pursuant to 28 U.S.C. § 2211 and Fed. R. Civ. P. 57, that the Defendants have deprived, and are depriving, Plaintiffs of rights, privileges, or immunities secured by the Constitution and laws, in violation of 42 U.S.C. § 1983.
3. **Declaratory Judgment—*Ultra Vires* Taking:** Issue a declaratory judgment pursuant to 28 U.S.C. § 2211 and Fed. R. Civ. P. 57, that the Town's attempt to take the Santoro Property, including but not limited to Resolution 2025-10, Resolution 2025-17, and Resolution 2025-18, and all actions taken by Defendants in furtherance thereof, are beyond the delegated powers the Town may exercise, and are void *ab initio*.
4. **Injunction—All Claims:** Issue a temporary and permanent injunction pursuant to Fed. R. Civ. P. 65, that enjoins Defendants and their officers, agents, servants, employees, and attorneys, and other persons who are in active concert or participation with the Defendants from exercising eminent domain to take the

Santoro Property under the purported authority of Resolution 2025-10, Resolution 2025-17, or other process not in accordance with the law.

5. **Just Compensation—Takings Clause:** Enter a judgment for just compensation owed by the Town for the taking of the Santoro Property physically, in title, and by an extreme, abusive, and oppressive exercise of governmental power, including nominal just compensation.

6. **Damages—42 U.S.C. § 1983:** Enter a judgment for damages against Defendants under 42 U.S.C. § 1983 for the violation of Plaintiffs' civil rights in an amount to be determined at trial.

7. **Attorney's Fees—42 U.S.C. § 1988:** Allow a reasonable attorney's fee under 42 U.S.C. § 1988.

8. Such other relief this Court deems just and proper.

DATED: March 24, 2025.

Respectfully submitted,

KELLEY M. SALVATORE  
R.I. Bar No. 6025  
Mass. Bar No. 637885  
STACY W. THOMSEN  
Cal. Bar No. 274282  
Mass. Bar No. 706742  
R.I. Bar No. 10342  
Darrow Everett LLP  
1 Turks Head Pl., #1200  
Providence, RI 02903  
Telephone: (401) 453-1200  
Fax: (401) 453-1201  
ksalvatore@darroweverett.com  
sthomsen@darroweverett.com

/s/ Kathryn D. Valois  
KATHRYN D. VALOIS\*  
Fla. Bar No. 1010150  
Pacific Legal Foundation  
4440 PGA Blvd., Suite 307  
Palm Beach Gardens, FL 33410  
Telephone: (561) 691-5000  
Fax: (916) 419-7747  
kvalois@pacifical.org

\*admitted *Pro Hac Vice*

*(additional counsel on next page)*

ROBERT H. THOMAS\*  
Cal. Bar No. 160367  
Haw. Bar No. 4610-0  
AUSTIN W. WAISANEN\*  
Wyo. Bar No. 8-7023  
Pacific Legal Foundation  
555 Capitol Mall, Suite 1290  
Sacramento, CA 95814  
Telephone: (916) 419-7111  
Fax: (916) 419-7747  
[rthomas@pacificlegal.org](mailto:rthomas@pacificlegal.org)  
[awaisanen@pacificlegal.org](mailto:awaisanen@pacificlegal.org)

\*admitted *Pro Hac Vice*

*Co-counsel for Plaintiffs*

# EXHIBIT A

JOSEPH M. POLISENA, JR.  
MAYOR

TEL: (401) 553-8800  
FAX (401) 331-4271



## EXECUTIVE CHAMBERS

TOWN HALL  
1385 HARTFORD AVENUE  
JOHNSTON, RHODE ISLAND 02919

December 3, 2024

To Whom It May Concern:

As mayor, I have always made it a point to stay out of planning board matters to keep things fair and impartial. The board is an independent body and I have the utmost faith in its members' ability to make thoughtful, unbiased decisions for the good of our town at-large.

However, this project is so destructive to the Town of Johnston that I can't, in good conscience, stay silent. Increased traffic, drainage problems, and a sudden influx of new students overwhelming our school system amounts to a trifecta of chaos.

On April 21st, 2023, I met with the previous property owner, Sal Campagnone, along with his partner, attorneys, Council President Robert Russo and neighbor to the project, and attorney in his own right, Harry Hoopis. During that meeting, both the Council President and I made it abundantly clear that we opposed the proposed plan, which looks an awful lot like the one before the board now. At that time, Mr. Campagnone graciously expressed a willingness to work with the town on a compromise involving single-family homes—a sensible and welcome idea which the town would not only support, but cater to.

Fast-forward to today, and there has been no compromise by the new developer. No dialogue, no collaboration, just an apparent plan to bulldoze ahead under the protection of a state law designed to force-feed towns like ours ill-fitting developments. Sure, it's your right to do so, but it is also our right to fight back.

So let me be crystal clear: If you insist on moving forward with the currently proposed project, I will use all the power of government that I have to stop it. If you think you'll breeze through the newly created Land Use Calendar in Superior Court, I will be forced to challenge the constitutionality of the low-to-moderate income housing law itself and seek an injunction to grind this project to a halt while the courts deliberate on the statute's constitutionality.

If you're assuming I won't follow through because the statute has gone unchallenged for 30 years, you clearly don't know me—or the people of Johnston, whom I proudly represent. I am willing to use every resource necessary to support the will of the residents and have zero care of who I may offend in the process.



JOSEPH M. POLISENA, JR.  
MAYOR

TEL: (401) 553-8800  
FAX (401) 331-4271



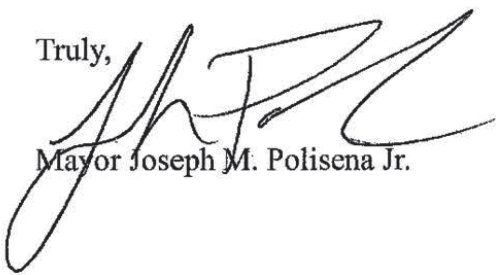
## EXECUTIVE CHAMBERS

TOWN HALL  
1385 HARTFORD AVENUE  
JOHNSTON, RHODE ISLAND 02919

To be clear, no one expects this land to sit idle forever. We're more than willing to support reasonable development, and single-family homes, which are much needed and sought after, remain an excellent option. If you pivot in that direction, I can assure you the town will roll out the red carpet to guide you through the planning process and see the project to completion.

The choice is yours. Bulldoze ahead with your current plan and be prepared to fight a town of 30,000 people in the process. Or, withdraw it and work with us to create something the town can and will support.

Truly,

  
Mayor Joseph M. Polisena Jr.

# EXHIBIT B



# Mayor Joseph Polisena Jr.

December 4, 2024 · 🌐



For those not there last night, this is my letter submitted to the planning board regarding the 252 low-income apartment units off George Waterman. If the developer is unwilling to compromise, I will use every lever of government I have, including a court challenge on the low-income housing statute itself. Johnston will not be force-fed a development through a state law that will immediately add anywhere from 600-800 people, which is anywhere between 2% - 3% of our total population now, a massive number for one development, without a fight.

1385 HARTFORD AVENUE  
JOHNSTON, RHODE ISLAND 02919

December 3, 2024

To Whom It May Concern:

As mayor, I have always made it a point to stay out of planning board matters to keep things fair and impartial. The board is an independent body and I have the utmost faith in its members' ability to make thoughtful, unbiased decisions for the good of our town at-large.

However, this project is so destructive to the Town of Johnston that I can't, in good conscience, stay silent. Increased traffic, drainage problems, and a sudden influx of new students overwhelming our school system amounts to a trifecta of chaos.

On April 21st, 2023, I met with the previous property owner, Sal Campagnone, along with his partner, attorneys, Council President Robert Russo and neighbor to the project, and attorney in his own right, Harry Hoopis. During that meeting, both the Council President and I made it abundantly clear that we opposed the proposed plan, which looks an awful lot like the one before the board now. At that time, Mr. Campagnone graciously expressed a willingness to work with the town on a compromise involving single-family homes—a sensible and welcome idea which the town would not only support, but cater to.

Fast-forward to today, and there has been no compromise by the new developer. No dialogue, no collaboration, just an apparent plan to bulldoze ahead under the protection of a state law designed to force-feed towns like ours ill-fitting developments. Sure, it's your right to do so, but it is also our right to fight back.

So let me be crystal clear: If you insist on moving forward with the currently proposed project, I will use all the power of government that I have to stop it. If you think you'll breeze through the newly created Land Use Calendar in Superior Court, I will be forced to challenge the constitutionality of the low-to-moderate income housing law itself and seek an injunction to grind this project to a halt while the courts deliberate on the statute's constitutionality.

If you're assuming I won't follow through because the statute has gone unchallenged for 30 years, you clearly don't know me—or the people of Johnston, whom I proudly represent. I am willing to use every resource necessary to support the will of the residents and have zero care of who I may offend in the process.

JOSEPH M. POLISENA, JR.  
MAYOR



TEL: (401) 553-8800  
FAX (401) 331-4271

EXECUTIVE CHAMBERS

TOWN HALL  
1385 HARTFORD AVENUE  
JOHNSTON, RHODE ISLAND 02919

To be clear, no one expects this land to sit idle forever. We're more than willing to support reasonable development, and single-family homes, which are much needed and sought after, remain an excellent option. If you pivot in that direction, I can assure you the town will roll out the red carpet to guide you through the planning process and see the project to completion.

The choice is yours. Bulldoze ahead with your current plan and be prepared to fight a town of 30,000 people in the process. Or, withdraw it and work with us to create something the town can and will support.

Truly,

Mayor Joseph M. Polisena Jr.

136

62 12

Like

Comment

Send

Share

# EXHIBIT C

## THE TOWN OF JOHNSTON, RHODE ISLAND

1385 Hartford Avenue, Johnston, Rhode Island 02919



---

### FOR IMMEDIATE RELEASE

January 27, 2025

#### **Mayor Joseph M. Polisena Jr. Announces Taking of 31-Acre Low-Income Housing Site by Eminent Domain for Public Safety Complex**

Our police officers and firefighters have endured unsafe and inadequate working conditions for far too long. Firefighters are dealing with the absence of a fire alarm system, a leaking roof, a flooding dispatch room, and no female bathrooms or showers. Their living quarters are dangerously exposed to toxic fumes from the apparatus room, posing serious health and safety risks. Similarly, the police station faces numerous challenges: an outdated electrical system, no toilet in the locker room, no hot water, and working in closets rather than offices. Additionally, the basement floods during rain events, affecting the sally port, cell block, locker rooms, and electrical systems.

Our town hall presents a problem as well. Constructed when just 9,000 people lived in Johnston, there is no handicapped accessibility, senior citizens struggle with the narrow stairs, there are holes in the roof, the HVAC system does not work, and there are now only 8 public parking spaces.

Today, I am announcing my intent to take all 31 acres of land on George Waterman Road, the site of the proposed 252 low-income housing apartment complex, by eminent domain. In this location, the town will construct a public safety municipal complex consisting of a new fire headquarters, police station and municipal hall.

The Johnston Town Council will hold a special meeting on Tuesday, January 28, 2025, at 5:30 p.m. at the Johnston Municipal Court to discuss and vote on Resolution 2025-10, authorizing the eminent domain taking of Assessor's Plat 37, Lot 193. Residents are encouraged to attend.

To fund this project, we are going back to our original intention of renovating the high school with an emphasis on creating new career and technical trades programs. In saving tens of millions of dollars coupled with our \$40 million cash reserves, we are using our financial prudence to continue to upgrade our town infrastructure, which impacts all residents.

**STUDY PLAN NOTES:**

1. THE SITE IS LOCATED ON THE CITY OF JOHNSTON ASSESSOR'S PLAT 30, LOTS 1, 2, 3 AND PLAT 31, LOTS 1, 2, 3, 4, 5 & 6.
2. THE SITE IS APPROXIMATELY 32.854 ACRES AND IS ZONED X-2 ZONE NAME.
3. THE OWNER OF AP XX LOT XX IS:  
NAME: \_\_\_\_\_  
ADDRESS: \_\_\_\_\_  
CITY/TOWN: \_\_\_\_\_ ZIP CODE: \_\_\_\_\_
4. THE SITE IS LOCATED WITHIN A LOCAL FLOOD HAZARD ZONE AS SHOWN ON THE CITY OF JOHNSTON'S LOCAL FLOOD HAZARD ZONE MAP. THE LOCAL FLOOD HAZARD ZONE MAP IS A PRODUCT OF THE CITY OF JOHNSTON'S FLOOD HAZARD STUDY AND IS SUBJECT TO PERIODIC UPDATES. THE LOCAL FLOOD HAZARD ZONE MAP IS A PRODUCT OF THE CITY OF JOHNSTON'S FLOOD HAZARD STUDY AND IS SUBJECT TO PERIODIC UPDATES. THE LOCAL FLOOD HAZARD ZONE MAP IS A PRODUCT OF THE CITY OF JOHNSTON'S FLOOD HAZARD STUDY AND IS SUBJECT TO PERIODIC UPDATES.
5. TOPOGRAPHY WAS OBTAINED FROM LEAS LIDAR POINTS. ELEVATIONS ARE APPROXIMATE AND REFERRED TO AS "AS SHOWN". THE ELEVATIONS ARE REFERRED TO AS "AS SHOWN". THE ELEVATIONS ARE REFERRED TO AS "AS SHOWN".
6. THE INFORMATION IN THIS PLAN IS BASED ON THE INFORMATION PROVIDED BY THE CLIENT AND IS SUBJECT TO VERIFICATION BY THE ENGINEER. THE ENGINEER HAS CONDUCTED VISUAL INSPECTIONS AND HAS REVIEWED THE RECORD DRAWINGS AND RECORDS FOR THE PROJECT. THE ENGINEER HAS CONDUCTED VISUAL INSPECTIONS AND HAS REVIEWED THE RECORD DRAWINGS AND RECORDS FOR THE PROJECT.
7. THE SITE IS WITHIN A:  
NATURAL HERITAGE AREAS DISTRICT (TOWN)  
UNDEVELOPED PROTECTION AREA (BOROUGH)  
SPECIAL AREA MANAGEMENT PLAN (CITY)
8. UTILITIES SHOWN ON THIS PLAN ARE OBTAINED FROM PUBLIC DOCUMENTS AND SHOULD BE USED FOR PLANNING PURPOSES ONLY. PRIVATE ENGINEERING HAS NOT VERIFIED THE ACCURACY OF THE DATA. PRIVATE ENGINEERING HAS NOT VERIFIED THE ACCURACY OF THE DATA.
9. THE SITE IS LOCATED WITHIN THE PROHIBITED WATER BUFFER ZONE PROTECTION REGION 1 PER 10. THE SITE IS LOCATED WITHIN THE PROHIBITED WATER BUFFER ZONE PROTECTION REGION 1 PER 10.

**DIMENSIONAL REGULATIONS:**

CURRENT ZONING	MINIMUM FRONT YARD SETBACK	MINIMUM SIDE YARD SETBACK	MINIMUM REAR YARD SETBACK	MINIMUM HEIGHT	MAXIMUM FLOOR TO FLOOR HEIGHT	MAXIMUM DISTANCE FROM RESIDENTIAL ZONE 1P	MINIMUM DISTANCE FROM RESIDENTIAL ZONE 1P
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'
X-2	25'	5'	5'	35'	12'	100'	100'

**ABBREVIATIONS:**

- FR: FIRE
- PO: POLICE
- NO: NATURE
- NO: NATURE

**CERTIFICATION NOTE:**

THIS PLAN IS TO BE USED FOR CONSTRUCTION PURPOSES ONLY. THE INFORMATION SHOWN ON THIS PLAN IS THE PROPERTY OF THE ENGINEER AND IS NOT TO BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM. THE ENGINEER HAS CONDUCTED VISUAL INSPECTIONS AND HAS REVIEWED THE RECORD DRAWINGS AND RECORDS FOR THE PROJECT. THE ENGINEER HAS CONDUCTED VISUAL INSPECTIONS AND HAS REVIEWED THE RECORD DRAWINGS AND RECORDS FOR THE PROJECT.

**CONCEPT PLAN - 41720121**  
ASSESSOR'S PLAT 30, LOTS 1, 2, 3 AND PLAT 31, LOTS 1, 2, 3, 4, 5 & 6  
JOHNSTON, MIDDLE ISLAND  
**Diprete Engineering**  
1000 ...  
www.diprete.com

SCALE: 1"=100'  
DATE: 03/24/25  
DRAWN BY: SHS



Case 1:25-cv-00088-MRD-PAS Document 18-1 Filed 03/24/25 Page 8 of 88 PageID #: 389

# EXHIBIT D



# Town of Johnston

## RESOLUTION OF THE TOWN COUNCIL

No. 2025-10

In Favor:

Opposed:

\_\_\_\_\_  
Council President

\_\_\_\_\_  
Date

Be it resolved that:

*Whereas, The headquarters for the Johnston Fire Department located at 1520 Atwood Avenue was built in 1968; and*

*Whereas, The Johnston Fire Department headquarters is in need of significant upgrades including but not limited to the electrical system, the plumbing and HVAC system, the roof, fire sprinkler system, the dispatch and communications system, as well as other infrastructure and building integrity improvements; and*

*Whereas, The Johnston Fire Department deserve headquarters that support and enhance their mission, and the citizens of the Town of Johnston deserve 21<sup>st</sup> century Fire Protection and Emergency Medical Services; and*

*Whereas, The Johnston Police Department headquarters were built in 1978 at 1651 Atwood Avenue and was originally designed for 34 officers and civilians; and*

*Whereas, The Police Department now has 79 officers and civilians working in the same headquarters; and*

*Whereas, The Police Department Headquarters is in need of significant upgrades and improvements including but not limited to the electrical system, the plumbing system, the HVAC system, the roof, the fire alarm and sprinkler system, and the dispatch and communications system; and*

*Whereas, The Police Department Headquarters building is now prone to repeated flooding issues during significant rain events; and*

*Whereas, It is in further need of various infrastructure and building integrity improvements; and*

*Whereas, The Johnston Police Department deserves headquarters that support and enhance its mission and the citizens of the Town of Johnston deserve 21<sup>st</sup> century Police Department services; and*

*Whereas, The Town Hall now located at 1385 Hartford Avenue was built in 1939; and*

*Whereas, The Town Hall building is in need of significant rehabilitation including but not limited to the electrical system, the plumbing system, the HVAC system, the fire alarm and fire sprinkler system; and*

*Whereas, There is a need to provide greater access for disabled citizens to Town Hall services; and*

*Whereas, The Town Hall is critical to providing access to municipal services to citizens; and*



- Whereas, The citizens of the Town of Johnston deserve a Town Hall that can provide 21<sup>st</sup> century municipal services and accessibility; and*
- Whereas, Significant economic and operational efficiencies may be achieved by creating a central campus for Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and*
- Whereas, The administration has been reviewing sites for such a campus to provide economic and operational efficiencies and 21<sup>st</sup> century services to the citizens of the Town of Johnston; and*
- Whereas, The administration has initiated a review of 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 193 to determine if it is an appropriate site for the location and construction of a municipal campus combining the Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and*
- Whereas, It has been determined after review by Police Chief Mark Vieira and Fire Chief David Iannuccilli that it is an excellent location for public safety purposes; and*
- Whereas, The administration tasked DiPrete Engineering to review the property to determine if it is an appropriate site for the development of such structures; and*
- Whereas, Said review has confirmed that it is an appropriate site for the development and construction of a campus for Public Safety Headquarters and a Town Hall;*

*Now Therefore, the Town Council for the Town of Johnston hereby resolves that the Town of Johnston should proceed with eminent domain through the exercise of condemnation as provided for in § 1-3 of the Town Charter of the Town of Johnston, to take title to 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 193 for the public purpose of constructing a municipal campus consisting of a Public Safety Headquarters for the Fire and Police Departments and a Town Hall Building.*

\_\_\_\_\_  
*Lauren A. Garzone, Vice-President  
District 2*

\_\_\_\_\_  
*Alfred T. Carnevale, Councilman  
District 3*

\_\_\_\_\_  
*Linda Folcarelli, Councilwoman  
District 1*

\_\_\_\_\_  
*Robert V. Russo, President  
District 4*

\_\_\_\_\_  
*Robert J. Civetti, Councilman  
District 5*

*Attest:* \_\_\_\_\_  
*Vincent P. Baccari, Jr., Town Clerk*

# EXHIBIT E



## RESOLUTION OF THE TOWN COUNCIL

**No. 2025-17**

In Favor:

Opposed:

\_\_\_\_\_  
Council President

\_\_\_\_\_  
Date

Be it resolved that:

*Whereas, The administration has initiated a review of 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 to determine if it is an appropriate site for the location and construction of a municipal campus for the Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and*

*Whereas, If the Town determines that this location is suitable for condemnation then it must follow the process for condemnation contained in this resolution; and*

*Whereas, The Johnston Town Charter authorizes and empowers the Town to take property by condemnation in accordance with Section 1-3 and State law; and*

*Whereas, The Town shall pass a resolution authorizing the taking of the property for public use and find that it is necessary and in the public interest; and*

*Whereas, The Town shall file in the records of land evidence of the Town, a copy of the adopted resolution, a description of the land, a plat thereof, and a statement that the land is taken pursuant to the provisions of section 1-3 of the Town Charter, which description and statement shall be signed by the president of the Town Council and the Mayor and certified by the Town Clerk; and*

*Whereas, The Town shall file in the Providence County Superior Court a statement of the sum of money estimated by the Town, using a state-certified general real estate appraiser, to be just compensation for the property taken; and*

*Whereas, The Town shall deposit in Providence County Superior Court, to the use of person(s) entitled to it, the sum established in the statement; and*

# 395

Whereas, After filing said documents in the land evidence records and depositing said sum in the Court, the Town shall serve notice of the taking upon the owner(s) and person(s) having an estate or interest in such property by the Town Sergeant, any town police officer or any constable of the town, by leaving a true and attested copy of such resolution, description, plat and statement with each of such owner(s) or person(s) personally, or at their last and usual place of abode in the State of Rhode Island with some person living there, and in case such owner or person is absent from the State of Rhode Island, and has no last and usual place of abode therein occupied by any person, or in case the whereabouts of any such person is unknown to the person making service, such copy shall be left with person(s), if any, in charge of having possession of such property taken, and another copy thereof shall be mailed to address of such absent owner or person if the same is known to the person making service; and

Whereas, The person making service shall attest upon a true copy of the resolution, description, plat and statement the manner in which the notice was given or attempted to be given; and

Whereas, After filing of the resolution, description, plat and statement, the town clerk for the Town shall cause a copy of the resolution, description, plat and statement to be published in a newspaper of general circulation in Providence County for three (3) consecutive weeks;

Now Therefore, The Town Council for the Town of Johnston hereby resolves that the process contained in this resolution conforms with the Town Charter and State Law and should be followed if it is determined that the above referenced property should be condemned for public use.

\_\_\_\_\_  
Lauren A. Garzone, Vice-President  
District 2

\_\_\_\_\_  
Alfred T. Carnevale, Councilman  
District 3

\_\_\_\_\_  
Linda Folcarelli, Councilwoman  
District 1

\_\_\_\_\_  
Robert V. Russo, President  
District 4

\_\_\_\_\_  
Robert J. Civetti, Councilman  
District 5

Attest: \_\_\_\_\_  
Vincent P. Baccari, Jr., Town Clerk

# EXHIBIT F



## RESOLUTION OF THE TOWN COUNCIL

No. 2025-18

In Favor:

Opposed:

\_\_\_\_\_  
Council President

\_\_\_\_\_  
Date

Be it resolved that:

*Whereas, The headquarters for the Johnston Fire Department located at 1520 Atwood Avenue was built in 1968; and*

*Whereas, The Johnston Fire Department headquarters is in need of significant upgrades including but not limited to the electrical system, the plumbing and HVAC system, the roof, fire sprinkler system, the dispatch and communications system, as well as other infrastructure and building integrity improvements; and*

*Whereas, The Johnston Fire Department deserve headquarters that support and enhance their mission, and the citizens of the Town of Johnston deserve 21<sup>st</sup> century Fire Protection and Emergency Medical Services; and*

*Whereas, The Johnston Police Department headquarters were built in 1978 at 1651 Atwood Avenue and was originally designed for 34 officers and civilians; and*

*Whereas, The Police Department now has 79 officers and civilians working in the same headquarters; and*

*Whereas, The Police Department Headquarters is in need of significant upgrades and improvements including but not limited to the electrical system, the plumbing system, the HVAC system, the roof, the fire alarm and sprinkler system, and the dispatch and communications system; and*

*Whereas, The Police Department Headquarters building is now prone to repeated flooding issues during significant rain events; and*

*Whereas, It is in further need of various infrastructure and building integrity improvements; and*

*Whereas, The Johnston Police Department deserves headquarters that support and enhance its mission and the citizens of the Town of Johnston deserve 21<sup>st</sup> century Police Department services; and*

*Whereas, The Town Hall now located at 1385 Hartford Avenue was built in 1939; and*

*Whereas, The Town Hall building is in need of significant rehabilitation including but not limited to the electrical system, the plumbing system, the HVAC system, the fire alarm and fire sprinkler system; and*

*Whereas, There is a need to provide greater access for disabled citizens to Town Hall services; and*

*Whereas, The Town Hall is critical to providing access to municipal services to citizens; and*

*Whereas, The citizens of the Town of Johnston deserve a Town Hall that can provide 21<sup>st</sup> century municipal services and accessibility; and*

*Whereas, Significant economic and operational efficiencies may be achieved by creating a central campus for Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and*

*Whereas, The administration has been reviewing sites for such a campus to provide economic and operational efficiencies and 21<sup>st</sup> century services to the citizens of the Town of Johnston; and*

*Whereas, The administration has initiated a review of 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 to determine if it is an appropriate site for the location and construction of a municipal campus combining the Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and*

*Whereas, It has been determined after review by Police Chief Mark Vieira and Fire Chief David Iannuccilli that it is an excellent location for public safety purposes; and*

*Whereas, The administration tasked DiPrete Engineering to review the property to determine if it is an appropriate site for the development of such structures; and*

*Whereas, Said review has confirmed that it is an appropriate site for the development and construction of a campus for Public Safety Headquarters and a Town Hall;*

*Whereas, The Town has engaged Thomas S. Andolfo of Andolfo Appraisal Associates, Inc., a state certified appraiser, to determine the fair market value of the property; and*

*Whereas, Andolfo Appraisal Associates, Inc., has determined that the fair market value of the property is seven hundred and seventy-five thousand dollars (\$775,000); and*

*Now Therefore, the Town Council for the Town of Johnston hereby resolves that the Town of Johnston should proceed with eminent domain through the exercise of condemnation as provided for in § 1-3 of the Town Charter of the Town of Johnston, to take title to 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 for the public purpose of constructing a municipal campus consisting of a Public Safety Headquarters for the Fire and Police Departments and a Town Hall Building; and*

*Be it further resolved, that for the foregoing reasons this taking is necessary and in the public interest.*

\_\_\_\_\_  
*Lauren A. Garzone, Vice-President  
District 2*

\_\_\_\_\_  
*Alfred T. Carnevale, Councilman  
District 3*

\_\_\_\_\_  
*Linda Folcarelli, Councilwoman  
District 1*

\_\_\_\_\_  
*Robert V. Russo, President  
District 4*

\_\_\_\_\_  
*Robert J. Civetti, Councilman  
District 5*

*Attest: \_\_\_\_\_  
Vincent P. Baccari, Jr., Town Clerk*



# EXHIBIT G

STATE OF RHODE ISLAND  
PROVIDENCE, SC

SUPERIOR COURT

**In re: 178-200 George Waterman Road  
Assessor Plat 37, Lot 1  
aka Assessor Plat 37, Lot 193**

MP -- 2025 --

**PETITION**

Now comes the Town of Johnston, a municipal corporation, with a principal place of business at 1385 Hartford Avenue, Johnston, RI 02919, and brings this petition pursuant to its authority under sections 42-64.12 and 45-2 of the Rhode Island General Laws and section 1-3 of the Johnston Town Charter and all laws appertaining thereto and respectfully represents:

1. The Petitioner, Town of Johnston (“the Town”), is a duly organized municipal corporation established under the laws of the State of Rhode Island and by its Town Charter adopted by the Johnston Town Charter adopted by the Johnston Town Council on May 10, 1963.
2. SCLS, LLC is a limited liability company organized under the laws of the State of Rhode Island and was the owner of certain real estate located at 178-200 George Waterman Road, Johnston, RI (Plat 37, Lot 1, aka Plat 37, Lot 193) (“the Property”).
3. SIXTY THREE JOHNSTON, LLC is a limited liability company organized under the laws of the State of Rhode Island and was also an owner of the Property.
4. On January 28, 2025 and March 10, 2025 the Johnston Town Council passed a resolution authorizing the taking of the Property for public use.
5. On March 11, 2025 a description, plat and statement of taking was signed by the Mayor of the Town and the Town Council President.
6. On March 12, 2025 the Town Clerk filed in the records of land evidence in the Town, a copy of the adopted resolution, a description of the land, a plat thereof, and a statement of taking attached hereto as Exhibit A.
7. The Town engaged Thomas Andolfo of Andolfo Appraisal Associates, Inc. (“Andolfo”), a state certified real estate appraiser, to determine the fair market value of the property.
8. Adolfo determined that a fair market value for the property is seven hundred and seventy five thousand dollars (\$775,000.00).

Wherefore, Petitioner prays for (a) permission to deposit into the Registry of the Court, a sum of money not less that the appraisal of the fair market value of the Property, (b) that said sum be deposited into a special account to accumulate for the benefit of SCLS, LLC and SIXTY THREE JOHNSTON, LLC or any other person making a valid claim for the funds, and (c) such other and further relief as the Court deems just and proper.

Town of Johnston,  
By its attorney,

*/s/ William J. Conley*

---

William J. Conley, Esq (#2149)  
Conley Law & Associates  
123 Dyer Street, Suite 2B  
Providence, RI 02903  
Tel: (401) 415-9835  
Fax: (401) 415-9834  
[wconley@conleylawri.com](mailto:wconley@conleylawri.com)

**CERTIFICATION**

I certify that on the 12<sup>th</sup> day of March, 2025, the within document was electronically filed through the Rhode Island Judiciary Electronic Filing System. This document is available for viewing and/or downloading from the Rhode Island Judiciary Electronic Filing System.

*/s/ William J. Conley*

---

# EXHIBIT A

Town of Johnston

Bk: 3294 Pg: 219  
INST: 00182280



**RESOLUTION OF THE TOWN COUNCIL**

**No. 2025-18**

In Favor: 5  
MAR 11 2025

Opposed: 0

A TRUE COPY ATTEST

*[Signature]*  
Town Clerk

*[Signature]*  
Council President

3/10/25  
Date

Be it resolved that:

Whereas, The headquarters for the Johnston Fire Department located at 1520 Atwood Avenue was built in 1968; and

Whereas, The Johnston Fire Department headquarters is in need of significant upgrades including but not limited to the electrical system, the plumbing and HVAC system, the roof, fire sprinkler system, the dispatch and communications system, as well as other infrastructure and building integrity improvements; and

Whereas, The Johnston Fire Department deserve headquarters that support and enhance their mission, and the citizens of the Town of Johnston deserve 21<sup>st</sup> century Fire Protection and Emergency Medical Services; and

Whereas, The Johnston Police Department headquarters were built in 1978 at 1651 Atwood Avenue and was originally designed for 34 officers and civilians; and

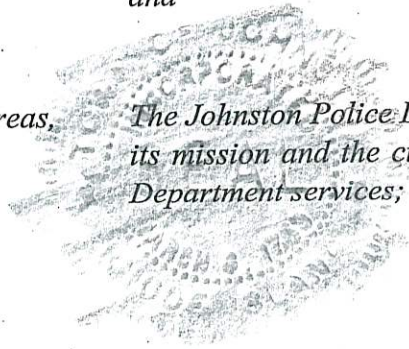
Whereas, The Police Department now has 79 officers and civilians working in the same headquarters; and

Whereas, The Police Department Headquarters is in need of significant upgrades and improvements including but not limited to the electrical system, the plumbing system, the HVAC system, the roof, the fire alarm and sprinkler system, and the dispatch and communications system; and

Whereas, The Police Department Headquarters building is now prone to repeated flooding issues during significant rain events; and

Whereas, It is in further need of various infrastructure and building integrity improvements; and

Whereas, The Johnston Police Department deserves headquarters that support and enhance its mission and the citizens of the Town of Johnston deserve 21<sup>st</sup> century Police Department services; and



BR# 3274 P# 220  
INST# 00182280

- Whereas, The Town Hall now located at 1385 Hartford Avenue was built in 1939; and*
- Whereas, The Town Hall building is in need of significant rehabilitation including but not limited to the electrical system, the plumbing system, the HVAC system, the fire alarm and fire sprinkler system; and*
- Whereas, There is a need to provide greater access for disabled citizens to Town Hall services; and*
- Whereas, The Town Hall is critical to providing access to municipal services to citizens; and*
- Whereas, The citizens of the Town of Johnston deserve a Town Hall that can provide 21<sup>st</sup> century municipal services and accessibility; and*
- Whereas, Significant economic and operational efficiencies may be achieved by creating a central campus for Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and*
- Whereas, The administration has been reviewing sites for such a campus to provide economic and operational efficiencies and 21<sup>st</sup> century services to the citizens of the Town of Johnston; and*
- Whereas, The administration has initiated a review of 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 to determine if it is an appropriate site for the location and construction of a municipal campus combining the Fire Department Headquarters, Police Department Headquarters, and a Town Hall; and*
- Whereas, It has been determined after review by Police Chief Mark Vieira and Fire Chief David Iannuccilli that it is an excellent location for public safety purposes; and*
- Whereas, The administration tasked DiPrete Engineering to review the property to determine if it is an appropriate site for the development of such structures; and*
- Whereas, Said review has confirmed that it is an appropriate site for the development and construction of a campus for Public Safety Headquarters and a Town Hall;*
- Whereas, The Town has engaged Thomas S. Andolfo of Andolfo Appraisal Associates, Inc., a state certified appraiser, to determine the fair market value of the property; and*
- Whereas, Andolfo Appraisal Associates, Inc., has determined that the fair market value of the property is seven hundred and seventy-five thousand dollars (\$775,000); and*

Now Therefore, the Town Council for the Town of Johnston hereby resolves that the Town of Johnston should proceed with eminent domain through the exercise of condemnation as provided for in § 1-3 of the Town Charter of the Town of Johnston, to take title to 178-200 George Waterman Road, Johnston, Rhode Island, Assessors Plat 37, Lot 1 aka Lot 193 for the public purpose of constructing a municipal campus consisting of a Public Safety Headquarters for the Fire and Police Departments and a Town Hall Building; and

Be it further resolved, that for the foregoing reasons this taking is necessary and in the public interest.

Lauren A. Garzone  
Lauren A. Garzone, Vice-President  
District 2

Alfred T. Carnevale  
Alfred T. Carnevale, Councilman  
District 3

Linda L. Folcarelli  
Linda Folcarelli, Councilwoman  
District 1

Robert V. Russo  
Robert V. Russo, President  
District 4

Robert J. Civetti  
Robert J. Civetti, Councilman  
District 5



Attest: Vincent P. Baccari, Jr.  
Vincent P. Baccari, Jr., Town Clerk

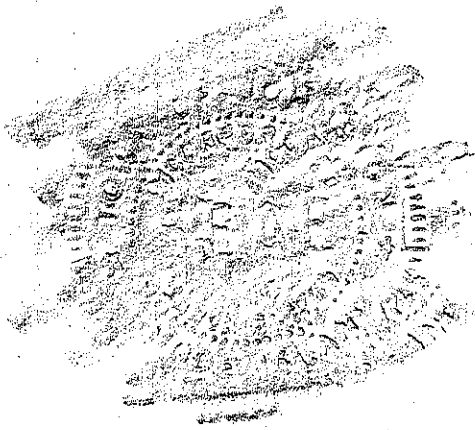
JOHNSTON CLERK'S OFFICE

MAR 12 2025

ATTEST

Vincent P. Baccari, Jr.

VINCENT P. BACCARI JR.  
TOWN OF JOHNSTON  
TOWN CLERK  
Mar 12, 2025 08:52A



# EXHIBIT H



Joseph Polisena, Jr  
Mayor

Bk: 3294 Pg: Vincent P. Baccari Jr.  
INST: 00182281 Town Clerk



Office of the Town Clerk  
Town of Johnston Bk: 3294 Pg: 222  
1385 Hartford Avenue INST: 00182281  
Johnston, Rhode Island 02919  
(401) 351-6618

**STATEMENT AND DESCRIPTION OF TAKING**

Re: 178-200 George Waterman Road, Johnston, RI 02919  
Assessor's Plat 37, Lot 1 aka Plat 37, Lot 193

MAR 12 2025

A TRUE COPY ATTEST

Owner(s): SCLS Realty, LLC  
Sixty Three Johnston, LLC

*Vincent P. Baccari Jr.*

Town Clerk

**Statement**

The Town of Johnston has taken title to the real property commonly known as 178-200 George Waterman Road, Johnston, Rhode Island, 02919, Assessor's Plat 37, Lot 1, aka Plat 37, Lot 193 in fee simple absolute free and clear of all encumbrances pursuant to Title 42, Chapter 64.12 and Title 45, Chapter 2 of the Rhode Island General Laws and Section 1-3 of the Johnston Town Charter, described more particularly below, for public use.

**Description**

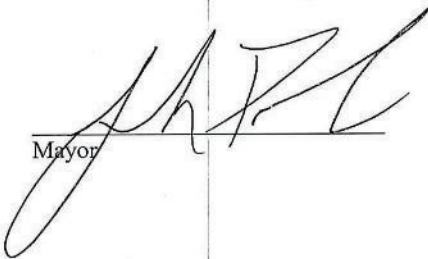
That certain lot or parcel of land located westerly of George Waterman Road in the Town of Johnston, County of Providence and State of Rhode Island; Said lot is identified as "Parcel 'E'" on the record plat entitled "ADMINISTRATIVE SUBDIVISION; GEORGE WATERMAN ROAD; JOHNSTON, RHODE ISLAND; ASSESSOR'S PLAT 35 LOTS 1, 2, & 223; ASSESSOR'S PLAT 37 LOTS 1-10, 63 & 193; PREPARED FOR; WATERMAN CHENANGO, LLC; CANAVAN & ASSOCIATES CONSTRUCTION SURVEYING, INC.; SCALE 1"=70'; DATE: MAY 3, 2022", recorded in the Johnston Land Evidence records in Map Book 3 at Page 558, and is more particularly described as follows:

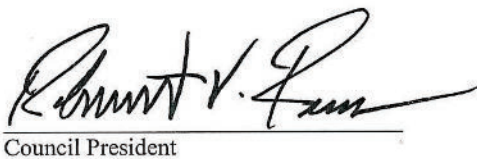
Beginning at Station 32+96.47 Left 27.00 on Rhode Island Highway Plat 2022 (George Waterman Road) at the southeast corner of Assessor Plat 35 Lot 2;  
Thence S68° 55'18"W a distance of 101.58' to a corner;  
Thence S23° 47'12"E a distance 10.91' to a corner;  
Thence S70° 57'23"W a distance of 55.00';  
Thence S74° 53'28"W a distance of 784.40' to a corner;  
Thence N01° 38'11"W a distance of 73.23' to a drill hole (found) in a large boulder;  
Thence N69° 11'00"W a distance of 566.38' to a tall stone (found over);  
Thence N04° 59'03"W a distance of 315.03' to the northeast corner of Assessor Plat 48 Lot 187;

Thence N04° 07'30"W a distance of 216.42' to the northeast corner of Assessor Plat 48 Lot 285;  
 Thence S89° 25'13"W a distance of 57.88';  
 Thence N16° 19'34"E a distance of 40.84';  
 Thence N30° 04'42"E a distance of 108.11';  
 Thence northerly a distance of 485'± to the northwesterly corner of Assessor Plat 37 Lot 9;  
 Thence easterly a distance of 295'± to a rebar (found) in the southerly line of Bowen Street;  
 Thence S68° 43'44"E a distance of 281.93';  
 Thence S61° 33'07"E a distance of 200.00';  
 Thence S76° 09'07"E a distance of 164.91' to a point in the southerly line of Dart Street;  
 Thence N89° 42'43"E a distance of 354.47' to Station 40+96.65 Left 25.00 on Rhode Island Highway Plat 2022 (George Waterman Road);  
 Thence S00° 08'30"W a distance of 90.23' to a Rhode Island Highway Bound (found) marking Station 40+06.42 Left 25.00 on said Plat;  
 Thence N89° 51'30"W a distance of 2.00';  
 Thence S00° 08'30"W a distance of 216.68' to a Rhode Island Highway Bound (found) marking Station 37+89.74 Left 27.00 on said Plat;  
 Thence with a curve turning to the left with an arc length of 147.85' and a radius of 1027.00' and non-tangential out to a Rhode Island Highway Bound (found) marking Station 36+45.78 Left 27.00 on said Plat;  
 Thence S87° 11'09"W a distance of 313.18';  
 Thence S08° 21'22"E a distance of 217.97';  
 Thence S83° 13'29"E a distance of 174.90' to the southwest corner of Assessor Plat 35 Lot 1;  
 Thence S77° 07'25"E a distance of 198.79' to an iron rod at Station 33+42.82 Left 27.00 on said Plat;  
 Thence S21° 19'58"E along George Waterman Road a distance 46.35' to the point and place of beginning;  
 Having an area of 1,348,708 Square Feet, more or less (30.96 Acres).

BK# 3294 Pg# 223  
INST# 00182281

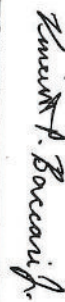
Subject to an Easement Agreement dated July 14, 2022 and recorded in the Town of Johnston Land Evidence Records in Book 3112 at Page 92 on July 15, 2022 at 11:00 AM.

  
\_\_\_\_\_  
Mayor

  
\_\_\_\_\_  
Council President

JOHNSTON CLERK'S OFFICE

Town Clerk



A TRUE COPY ATTEST

MAR 12 2025



VINCENT P. BACCARI JR.  
TOWN OF JOHNSTON  
TOWN CLERK  
Mar 12, 2025 08:53A





A TRUE COPY ATTEST \_\_\_\_\_

MAR 12 2025

*Kevin P. Baccari Jr.*

Town Clerk

JOHNSTON CLERK'S OFFICE

# EXHIBIT I

STATE OF RHODE ISLAND  
PROVIDENCE, SC

SUPERIOR COURT

**In re: 178-200 George Waterman Road  
Assessor Plat 37, Lot 1  
aka Assessor Plat 37, Lot 193**

PM – 2025 – 01368

**MOTION TO DEPOSIT MONEY INTO REGISTRY**

Now comes the Petitioner, the Town of Johnston, and moves this Honorable Court for an order pursuant to the provisions of Super.R.Civ.P. 67, to deposit into the Registry of the Superior Court, the sum of seven hundred and seventy five thousand dollars (\$775,000) based on an appraisal attached hereto, to be held and invested by the Clerk of said Court and the monies be designated for the benefit and use of SCLS, LLC, and SIXTY THREE JOHNSTON, LLC, Rhode Island limited liability companies and the former owners of the property that is the subject of this petition.

Town of Johnston,  
By its attorney,

*/s/ William J. Conley*

---

William J. Conley, Esq (#2149)  
Conley Law & Associates  
123 Dyer Street, Suite 2B  
Providence, RI 02903  
Tel: (401) 415-9835  
Fax: (401) 415-9834  
wconley@conleylawri.com

**CERTIFICATION**

I certify that on the 13<sup>th</sup> day of March, 2025, the within document was electronically filed through the Rhode Island Judiciary Electronic Filing System. This document is available for viewing and/or downloading from the Rhode Island Judiciary Electronic Filing System.

*/s/ William J. Conley*

---

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

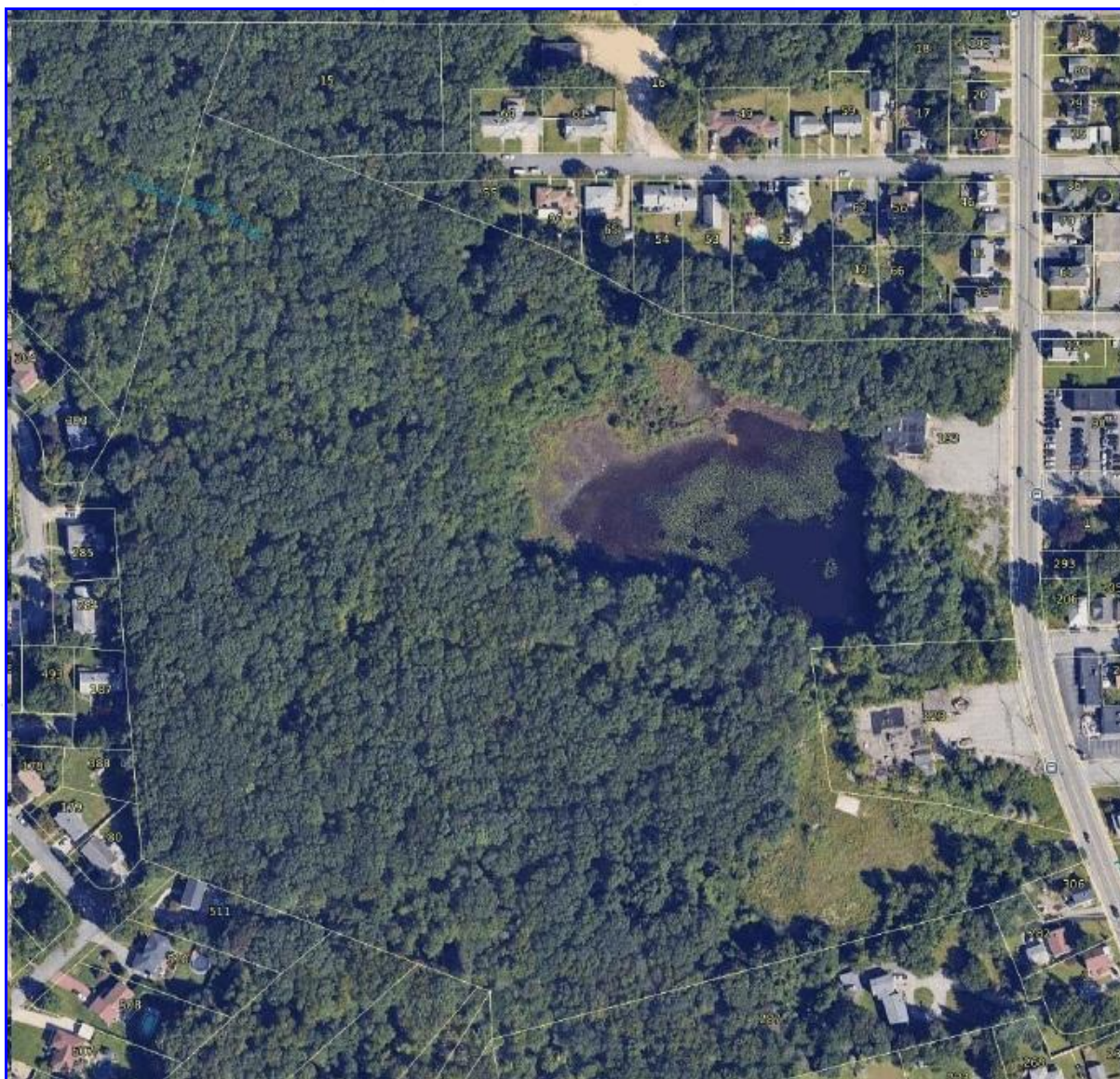
**REAL ESTATE APPRAISAL**

178-200 GEORGE WATERMAN ROAD

JOHNSTON, RHODE ISLAND 02919

ANDOLFO APPRAISAL ASSOCIATES, INC.

AERIAL VIEW





**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**SUMMARY OF SALIENT FACTS AND CONCLUSIONS**

Location: 178-200 George Waterman Road, Johnston, Rhode Island 02919

Assessor's Plat/Lot(s): 37 / 1 a/k/a 19

Requested By/Prepared For: William J. Conley, Jr., Esq., Town Solicitor

Owner of Record: Waterman Chenango, LLC

Land Area: 30.97 acres

Improvements: N/A - Appraised as residentially zoned vacant land

Highest and Best Use: A 15-lot single-family residential subdivision

Property Rights Appraised: Fee Simple

Opinion of Property Value - Cost Approach: N/A

Opinion of Property Value - Income Approach: N/A

Opinion of Property Value - Sales Comparison Approach: \$775,000

Final Value Opinion: \$775,000

Date of Inspection: February 19, 2025

Effective Date of Appraisal: February 19, 2025

Appraiser: Thomas S. Andolfo, MAI, SRA, AI-GRS, Certified General Appraiser



**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**REAL ESTATE APPRAISERS AND CONSULTANTS  
THE BUSH BUILDING**

**216 WEYBOSSET STREET • PROVIDENCE • RHODE ISLAND 02903  
(401) 273-8989 • FAX (401) 273-2510**

February 26, 2025

William J. Conley, Jr., Esq.  
Johnston, RI, Town Solicitor  
c/o The Hay Building  
123 Dyer Street, Suite 2B  
Providence, Rhode Island 02903

RE: 178 - 200 George Waterman Road, Johnston, Rhode Island 02919

Dear Attorney Conley:

At your request, I personally conducted from the street an inspection of the above noted subject property, as otherwise designated by the Johnston Tax Assessor as Plat 37, Lot 1 a/k/a Lot 193. The purpose of my inspection and subsequent analysis was to opine for the "as is" market value of the subject's fee simple interest as of February 19, 2025, based on a Yield Plan that was developed by DiPrete Engineering on February 5, 2025. The date of property inspection and the effective date of this appraisal are one and the same.

The intended user of this appraisal is Town Solicitor Conley and the Town of Johnston Administration. This report contains sufficient information to enable the client to understand the report. Any other party receiving a copy of this report for any reason is not an intended user, nor does receiving a copy of this report result in an appraiser-client relationship.

The intended use of this appraisal is to assist the client with its due diligence in evaluating the subject for its possible acquisition, subject to the appraiser's stated scope of work, reporting requirements as governed by the Uniform Standards of Professional Appraisal Practice, contingent and limiting conditions, extraordinary assumptions and/or hypothetical conditions taken, and the definition of market value as noted herein. Notably, this report has no other purpose or intent.

Based on the data gathered, the extraordinary assumption and hypothetical condition taken, and the analyses herein, it is my considered opinion that the "as is" market value of the subject's fee simple interest as of February 19, 2025, was:

*SEVEN HUNDRED SEVENTY-FIVE THOUSAND (\$775,000) DOLLARS.*

ANDOLFO APPRAISAL ASSOCIATES, INC.

William J. Conley, Jr., Esq.  
Page 2  
February 26, 2025

Respectfully submitted,

ANDOLFO APPRAISAL ASSOCIATES, INC.

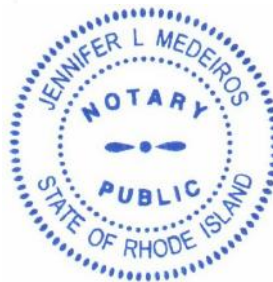
*Thomas S. Andolfo, MAI, SRA, AI-GRS*

Thomas S. Andolfo, MAI, SRA, AI-GRS  
Certified General Real Estate Appraiser  
Rhode Island License CGA.0A00121

Sworn and Subscribed to before  
me in the City of Providence,  
County of Providence, State of  
Rhode Island, this 28<sup>th</sup> day of  
February, 2025.

*Jennifer L. Medeiros*

Jennifer L. Medeiros  
Notary Public #770601  
My Commission Expires 06/01/2027



ANDOLFO APPRAISAL ASSOCIATES, INC.

TABLE OF CONTENTS

CONTINGENT AND LIMITING CONDITIONS. . . . . 1.

EXTRAORDINARY ASSUMPTIONS / HYPOTHETICAL CONDITIONS . . . . . 4.

PURPOSE OF THE APPRAISAL. . . . . 5.

DEFINITION OF MARKET VALUE. . . . . 5.

PROPERTY RIGHTS APPRAISED . . . . . 5.

EXPOSURE / MARKETING TIME PERIODS . . . . . 6.

PRIOR SERVICE / SUBJECT PROPERTY RELATIONSHIP . . . . . 6.

SCOPE OF WORK . . . . . 7.

TAX AND ASSESSMENT DATA . . . . . 8.

SALES HISTORY . . . . . 8.

ZONING DATA . . . . . 8.

FLOOD ZONE DATA . . . . . 8.

SOILS/SUBSOILS . . . . . 8.

TIMBER . . . . . 11.

MINERALS . . . . . 11.

EARTHQUAKE HAZARD DATA. . . . . 11.

PERSONAL PROPERTY . . . . . 11.

TOXIC / ENVIRONMENTAL HAZARDS . . . . . 11.

EASEMENTS / ENCROACHMENTS / RIGHTS-OF-WAY . . . . . 11.

SPECIAL SIGNIFICANCE. . . . . 12.

SPECIFIC GEOGRAPHIC DATA. . . . . 12.

AREA ANALYSIS . . . . . 13.

    New England . . . . . 13.

    Rhode Island . . . . . 13.

    Johnston . . . . . 15.

JOHNSTON GENERAL INFORMATION. . . . . 16.

SUBJECT MARKET ANALYSIS . . . . . 17.

SITE DESCRIPTION. . . . . 18.

    Site Plans . . . . . 19.

HIGHEST AND BEST USE. . . . . 20.

THE VALUATION PROCESS . . . . . 22.

    SALES COMPARISON APPROACH . . . . . 23.

RECONCILIATION AND FINAL VALUE OPINION. . . . . 34.

CERTIFICATION . . . . . 35.

QUALIFICATIONS / APPRAISER'S LICENSE . . . . . 37.

GENERAL PRIVACY NOTICE. . . . . 44.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**CONTINGENT AND LIMITING CONDITIONS**

The certification of Thomas S. Andolfo, MAI, SRA, AI-GRS, ("Appraiser") appearing in the appraisal report is subject to the following conditions and to such other specific and limiting conditions as set forth by said Appraiser in the report:

1. The Appraiser assumes no responsibility for matters of a legal nature affecting the property appraised or the title thereto, nor does the Appraiser render any opinion as to the title, which is assumed to be good and marketable. The property is appraised as though under responsible ownership and that there are no recorded or unrecorded matters or exceptions that would adversely affect marketability or value.

Insurance against financial loss resulting in claims that may arise out of defects in the subject property's title should be sought from a qualified title company that issues or insures title to real property. The subject property analyzed herein assumes prudent and competent management and ownership.

2. Any sketch in the report may show approximate dimensions and is included to assist the reader in visualizing the property. The Appraiser has made no survey of the property. All areas and dimensions furnished are presumed to be correct. Except as specifically stated, data relative to size or area of the subject and comparable properties has been obtained from sources deemed accurate and reliable.

3. The Appraiser has reviewed available flood maps and has noted in the appraisal report whether or not the subject property is located in a designated flood zone hazard area. The Appraiser and/or Andolfo Appraisal Associates, Inc., is not qualified to detect such areas and, therefore, do not guarantee such determinations. The presence of flood plain areas and/or wetlands may affect the value of the property. The value conclusion is based on the assumption that wetlands are non-existent or minimal.

4. If requested by the client, and as relating to restricted appraisals or appraisal reports, the Appraiser will provide post-appraisal services such as testimony for court, arbitration, mediation, or the like; however, any such activities would be subject to the Appraiser's fee schedule typically associated with such services and separate from the appraisal fee negotiated for this portion of the assignment engagement.

5. Any distribution of the valuation in the report between land and improvements applies only under the existing program of utilization. The separate valuations for land and building must not be used in conjunction with any other appraisal and are invalid if so used. Any value estimate provided in the report applies to the entire property, and any proration or division of title into fractional interests will invalidate the value estimate, unless such proration or division of interests has been set forth in the report.

6. No consideration has been given to personal property as located on the premises. In addition, no consideration has been given to the cost of moving or relocating such personal property. The Appraiser has only considered the real property.

7. The date of value to which any of the conclusions and opinions expressed in this report apply as set forth in the Letter of Transmittal and Certification. Further, the dollar amount of any value opinion herein is based upon the purchasing power of the American Dollar on that date.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**CONTINGENT AND LIMITING CONDITIONS (Con't)**

8. The Appraiser assumes that there are no hidden or unapparent conditions of the property, subsoil, or structures which would render it more or less valuable. Unless otherwise noted in the report, it is assumed that the existing improvements on the property or properties being appraised are sound and conform to all applicable local, state, and federal codes and ordinances. The Appraiser anticipates no changes in said regulations or codes. The Appraiser assumes no responsibility for such conditions, or for engineering which might be required to discover such factors.

If questions in these areas are critical to the decision process of the client or reader of the report, then the advice of competent engineering consultants should be obtained and relied upon. If retained engineering consultants, i.e., structural, mechanical, electrical, civil, or archaeological consultants, should report negative factors of a material nature after the appraisal report is submitted, such information could have a substantial negative impact on the conclusions reported in this appraisal. Accordingly, the Appraiser reserves the right to amend the appraisal conclusions reported herein.

9. Information, estimations, and opinions furnished to the Appraiser and contained in the report were obtained from sources considered reliable and believed to be true and correct. However, responsibility for such conditions, or for engineering or legal counsel such as for zoning matters which might be required to discover such factors, is not intended within the scope of this report.

Unless otherwise specifically noted in the appraisal report, the Appraiser has no reason to believe that any of the data furnished contains any material error. Since material error could have a substantial impact on the conclusions reported, the Appraiser reserves the right to amend conclusions reported if made aware of any such error. Accordingly, the client-addressee should carefully review all assumptions, data, relevant calculations, and conclusions within thirty (30) days after the date of delivery of this report and should immediately notify the appraisal company of any questions or errors.

10. Disclosure of the contents of the appraisal report is governed by the Bylaws and Regulations of the professional appraisal organizations with which the Appraiser is affiliated. As such, the Appraiser will comply with the Jurisdictional Exception Rule of the Uniform Standards of Professional Appraisal Practice by disclosing factual data obtained from the client or the results of this assignment prepared for the client if authorized to do so by due process of law, or by a duly authorized professional peer review committee of the Appraisal Institute, of which Mr. Thomas S. Andolfo is a designated MAI, SRA, AI-GRS member.

11. Neither all nor any part of the contents of this report, or copy thereof, shall be used for any purpose by any other party(ies) but the client without the previous written consent of the Appraiser and/or the client; nor shall it be conveyed by any but the client to the public through advertising, public relations, news, sales or other media without the written consent and the approval by the author(s), particularly as to valuation conclusions, the identity of the Appraisers or the firm. The Appraiser is not responsible for any unauthorized use of this report.

Further, any party receiving a report copy from the client does not, as a consequence, become a party to the appraiser-client relationship. This report is intended only for the use as stated within the report and not

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**CONTINGENT AND LIMITING CONDITIONS (Con't)**

intended for any other purpose. Any third party who may possess this report is advised that they should rely on their own independently secured advice for any decision in connection with this property.

12. On all appraisals, subject to satisfactory completion, repairs or alterations, the appraisal report and value conclusion are contingent upon completion of the improvements in a workmanlike manner. It is assumed that there is full compliance of all applicable federal, state, and local environmental regulations and laws unless non-compliance is stated, defined, and considered in the appraisal report.

13. Unless otherwise stated in this report, the existence of hazardous material, which may or may not be present on the property, was not observed by the Appraiser. The Appraiser has no knowledge of the existence of such materials on or in the property. The Appraiser, however, is not qualified to detect such substances.

The presence of substances such as asbestos, radon gas, urea-formaldehyde foam insulation, lead-based paint, contaminated ground water, or other potentially hazardous materials may affect the value of the property. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required to discover them. Please be advised that the value estimated herein is predicated on the assumption that no such hazardous substances exist on or in the property or in such proximity thereto which would cause a loss in value. The client is urged to retain an expert in this field, if desired.

14. The Americans with Disabilities Act (ADA) became effective January 26, 1992. I(we) have not made a specific survey or analysis of this property to determine whether the physical aspects of the improvements meet the ADA accessibility guidelines. Since compliance matches each owner's financial ability with the cost to cure the property's potential physical characteristics, the real estate appraiser cannot comment on compliance to ADA. A brief summary of physical aspects is included in this report. It in no way suggests ADA compliance by the current owner. Given that compliance can change with each owner's financial ability to cure non-accessibility, the value of the subject does not consider possible non-compliance. Specific study of both the owner's financial ability and the cost to cure any deficiencies would be needed for the Department of Justice to determine compliance. However, please be advised that non-conformity to the various detailed requirements of the ADA could have a negative effect upon the value of the property.

15. The estimate of market value which may be defined within this report is subject to change with market fluctuations over time. The stated value estimate considers the productivity and relative attractiveness of the property, both physically and economically, in an open and competitive market as of the effective date of the appraisal.

Any cash flows included in the analysis are forecasts of estimated future operating characteristics that are predicated on the information and assumptions contained within the report. Since real estate markets are imperfect, any projections of income, expenses, and economic conditions utilized in this report should not be construed as predictions of the future. Rather, they are estimates of current market expectations of future income and expenses where their achievement will be affected by and be dependent upon future economic occurrences that cannot truly be assured. Since actual results may vary from the projections/assumptions considered herein and may be

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**CONTINGENT AND LIMITING CONDITIONS (Con't)**

affected by circumstances beyond current realm of knowledge or control, the Appraiser or Andolfo Appraisal Associates, Inc., does not warrant that these forecasts will occur.

16. This appraisal assignment was not based on a requested minimum valuation, a specific valuation, or the approval of a loan. The conclusions stated in our appraisal apply only as of the effective date of the appraisal, and no representation is made as to the effect of subsequent events.

17. Acceptance and/or use of this report constitutes full acceptance of the Contingent and Limiting Conditions and special assumptions set forth in this report. It is the responsibility of the client, or client's designees, to read in full, comprehend, and thus become aware of the aforementioned contingencies and limiting conditions. Neither the Appraiser nor Andolfo Appraisal Associates, Inc., assumes responsibility for any situation arising out of the client's failure to become familiar with and understand the same.

**EXTRAORDINARY ASSUMPTIONS / HYPOTHETICAL CONDITIONS**

According to Section 2-1, Part C of the Uniform Standards of Professional Appraisal Practice (USPAP), the appraiser is required to disclose any extraordinary assumptions, hypothetical conditions, and/or limiting conditions that directly affect the opinion of market value. This is a binding requirement. For the client's information, the following definitions are noted:

Extraordinary Assumption is defined as, "An assumption, directly related to a specific assignment, as of the effective date of the assignment results, which, if found to be false, could alter the appraiser's opinions or conclusions. Comment: Extraordinary assumptions presume as fact otherwise uncertain information about physical, legal, or economic characteristics of the subject property; or about conditions external to the property, such as market conditions or trends; or about the integrity of data used in an analysis."<sup>1</sup>

Hypothetical Condition is defined as, "1) A condition that is presumed to be true when it is known to be false (SVP); and 2) A condition, directly related to a specific assignment, which is contrary to what is known by the appraiser to exist on the effective date of the assignment results, but is used for the purpose of analysis. Comment: Hypothetical conditions are contrary to known facts about physical, legal, or economic characteristics of the subject property; or about conditions external to the property, such as market conditions or trends; or about the integrity of data used in an analysis."<sup>2</sup>

This appraisal was based on the extraordinary assumption that the site development costs provided by DiPrete Engineering as ranging from \$2.1 to \$2.2 million dollars were within a reasonable degree of engineering certainty.

---

<sup>1</sup>The Dictionary of Real Estate Appraisal, Sixth Edition, Appraisal Institute, 2015, Pages 83-84 (USPAP 2016-2017 ed.)

<sup>2</sup>Ibid, Page 113.



**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**EXTRAORDINARY ASSUMPTIONS / HYPOTHETICAL CONDITIONS (Con't)**

Further, this appraisal was based on the hypothetical condition that as of the effective date of appraisal, the subject site could be developed with a 15-lot residential subdivision as outlined within the DiPrete Yield Plan, i.e., that such a project had attained all necessary approvals as of the effective date of appraisal.

The appraiser reserves the right to amend this appraisal, for an additional fee, should the client provide near future information that runs contrary to the extraordinary assumption and/or hypothetical condition that were taken herein.

**PURPOSE OF THE APPRAISAL**

The purpose of this appraisal was to opine for the "as is" market value of the subject's fee simple interest as of February 19, 2025, based on the extraordinary assumption and hypothetical condition taken.

**DEFINITION OF MARKET VALUE**

Market value is, "the most probable price that a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller each acting prudently and knowledgeably, and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

- Buyer and seller are typically motivated;
- Both parties are well informed or well advised, and acting in what they consider their best interests;
- A reasonable time is allowed for exposure in the open market;
- Payment is made in terms of cash in U.S. dollars or in terms of financial arrangements comparable thereto; and
- The price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions granted by anyone associated with the sale."<sup>3</sup>

**PROPERTY RIGHTS APPRAISED**

The property rights appraised are those in fee simple. Fee Simple Estate is defined as, "absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power, and escheat."<sup>4</sup>

---

<sup>3</sup>The Dictionary of Real Estate Appraisal, Sixth Edition, Appraisal Institute, 2015, Page 142. (12 C.F.R. Part 34.42(g); 55 Federal Register 34696, August 24, 1990, as amended at 57 Federal Register 12202, April 9, 1992; 59 Federal Register 29499, June 7, 1994)

<sup>4</sup>Ibid, Page 90.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**EXPOSURE / MARKETING TIME PERIODS**

Exposure time may be defined as, "1) the time a property remains on the market; and 2) [The] estimated length of time that the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal. Comment: Exposure time is a retrospective opinion based on an analysis of past events assuming a competitive and open market."<sup>5</sup>

Marketing time is defined as "an opinion of the amount of time it might take to sell a real or personal property interest at the concluded market value level during the period immediately after the effective date of an appraisal. Market time differs from exposure time, which is always presumed to precede the effective date of an appraisal. (Advisory Opinion 7 of the Appraisal Standards Board of The Appraisal Foundation and Statement on Appraisal Standards No. 6, 'Reasonable Exposure Time in Real Property and Personal Property Market Value Opinions' address the determination of reasonable exposure and marketing time.)"<sup>6</sup>

Based upon information gathered through the appraiser's sales verification and statistical information about days on market for similar types of property, the appraiser opines that for both exposure and marketing, that such time periods would have been eight months or less based upon the "as is" fee simple market value that has been opined herein.

**PRIOR SERVICE / SUBJECT PROPERTY RELATIONSHIP**

The appraiser does not have any current or prospective interest in the subject property or the parties involved. Further, the undersigned has not performed any services regarding the subject property within the last three years, as an appraiser or in any other capacity thereto.

---

<sup>5</sup>The Dictionary of Real Estate Appraisal, Sixth Edition, Appraisal Institute, 2015, Page 83 (USPAP 2016-2017 ed.).

<sup>6</sup>Ibid, Page 140.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**SCOPE OF WORK**

The format and scope of this report includes the collecting, confirming, analyzing, and reporting of pertinent market data utilizing traditional appraisal methodology; i.e., the Cost Approach, the Income Approach, and the Sales Comparison Approach. The depth and extent of the scope of this appraisal have been determined by the significance of the appraisal problem at hand.

The conclusions reached in this analysis were based upon my personal inspection of the subject property and the neighborhood area, in addition to my present knowledge with respect to economic growth data, competition and conditions prevalent in the subject's marketplace as of the effective date of the appraisal.

Additionally, in developing the approaches to market value opinion, the data utilized was collected from Andolfo Appraisal Associates, Inc., office files, other appraisers, Realtors, persons having knowledge of the type of property under appraisal, as well as municipal and state offices.

The subject property was inspected by the appraiser via a street viewing on February 19, 2025, the appraiser's understanding of pertinent site conditions aided by DiPrete Engineering and available on-line (GIS) resources. Additional data as pertaining to the subject property, the neighborhood area, and the town of Johnston in general was obtained from municipal and state resources, as coupled with the appraiser's office files.

There are three traditional valuation approaches available to an appraiser in arriving at a meaningful opinion of market value for a subject property. Those three approaches are Cost, Income Capitalization, and Sales Comparison. While the three approaches were considered by the appraiser in the subject's valuation, only the Sales Comparison Approach was deemed appropriate.

The Cost Approach was not relevant since the subject site was viewed as vacant residentially zoned land and the Income Capitalization Approach was deemed too speculative given the absence of specific developer plans, specifications, and construction budget in which to reasonably assess the overall economic viability of a projected Subdivision Analysis. That type of analysis would need to account for the entwined components of land, labor, capital, and entrepreneurial reward upon project completion, inclusive of market supported rates for absorption and discounting.

In employing the Sales Comparison Approach, the appraiser first analyzed and adjusted in comparison to the subject the best available Johnston-based, large acreage residential land sales by which a per lot unit value was derived. Secondly, the appraiser provided further support via application of the Allocation Method by which lot value was reflected via a ratio analysis of improved property sales and then deducting for DiPrete Engineering's estimated roadway development cost. The two means of deriving an indicated value for the subject's 15-lot residential concept was narrow, the appraiser concluding the "as is" market value near the mid-point of the noted range.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**TAX AND ASSESSMENT DATA**

As of December 31, 2024, the subject property was assessed to Waterman Chenango, LLC, c/o PO Box 40222, Providence, Rhode Island 02904. The subject was assessed for \$277,000 and annual real estate taxes levied thereupon were \$4,238.10 based on a full town enacted revaluation which was reflective of values as of December 31, 2022.

**SALES HISTORY**

The subject property was acquired via Warranty Deed from Ralph Santoro by Birchwood Manor Associates, LLC, on October 27, 2021, for \$250,000 (Deed Book 3034, Page 232) and then on November 29, 2022, the subject was conveyed to Waterman Chenango, LLC, for no monetary consideration as recorded in Deed Book 3144, Page 53.

Based on the appraiser's research, it appears that both Birchwood Manor Associates, LLC, and Waterman Chenango, LLC, are inter-related companies as owned by Mr. Salvatore M. Compagnono of All-State Builders, Inc., c/o 41 Shepard Avenue, Providence, RI 02904.

**ZONING DATA**

The subject site consists of two residential zones, R-15 and R-40, both zones allowing for single-family use and both zones excluding two-family and multi-family use. Both zones also allow for municipal and government buildings, the exception being penal, public works, and utility. The appraiser deemed moot a further discussion of zoning as the valuation herein was based on the DiPrete Engineering Yield Plan, such plan assumed herein as being legal and conforming to the use and dimensional regulations of Johnston's Zoning Ordinance.

**FLOOD ZONE DATA**

Per the DiPrete concept plan, the subject site possesses a mix of designated FEMA flood zone areas (AE, A, and X), as well as being located within a town regulated Flood Hazard Overlay District. Additionally, the DiPrete plan notes site areas of Heritage, Ground Water Protection, Freshwater Buffers, and Special Management as overseen by the Rhode Island Department of Environmental Management (RIDEM) and the Rhode Island Coastal Management Council (CRMC). DiPrete Engineering's concept plan accounted for these areas whereby the site's useable area was reduced accordingly.

**SOIL/SUB-SOILS**

The subject site is composed of varied soil types, the predominant of which as approximating 45% of the area is WoB or Woodbridge fine sandy loam. This soil type is noted as being very stony and having zero to eight percent slopes. Following this soil type, water is estimated to cover 17% of the site.

Per the appraiser's copy of the RI Soils Survey Book, WoB soils are suitable for community development activities but a seasonal high water table exists whereby if public sewer is not available, on-site sewage disposal systems need special design and installation. Additionally, roads and streets

# ANDOLFO APPRAISAL ASSOCIATES, INC.

## SOIL/SUB-SOILS (Con't)

need careful design to prevent frost heaving and surface stones and boulders are prevalent. To the appraiser's knowledge, DiPrete Engineering accounted for these noted site conditions in their estimation of the subject's road construction costs. The Soils Map follows:



# ANDOLFO APPRAISAL ASSOCIATES, INC.

## SOIL/SUB-SOILS (Con't)

Soil Map—State of Rhode Island: Bristol, Kent, Newport, Providence, and Washington Counties

### MAP LEGEND

**Area of Interest (AOI)**

- Area of Interest (AOI)

**Soils**

- Soil Map Unit Polygons
- Soil Map Unit Lines
- Soil Map Unit Points

**Special Point Features**

- Blowout
- Borrow Pit
- Clay Spot
- Closed Depression
- Gravel Pit
- Gravelly Spot
- Landfill
- Lava Flow
- Marsh or swamp
- Mine or Quarry
- Miscellaneous Water
- Perennial Water
- Rock Outcrop
- Saline Spot
- Sandy Spot
- Severely Eroded Spot
- Sinkhole
- Slide or Slip
- Sodic Spot

**Water Features**

- Streams and Canals

**Transportation**

- Rails
- Interstate Highways
- US Routes
- Major Roads
- Local Roads

**Background**

- Aerial Photography

### MAP INFORMATION

The soil surveys that comprise your AOI were mapped at 1:12,000.

Warning: Soil Map may not be valid at this scale.

Enlargement of maps beyond the scale of mapping can cause misunderstanding of the detail of mapping and accuracy of soil line placement. The maps do not show the small areas of contrasting soils that could have been shown at a more detailed scale.

Please rely on the bar scale on each map sheet for map measurements.

Source of Map: Natural Resources Conservation Service  
 Web Soil Survey URL:  
 Coordinate System: Web Mercator (EPSG:3857)

Maps from the Web Soil Survey are based on the Web Mercator projection, which preserves direction and shape but distorts distance and area. A projection that preserves area, such as the Albers equal-area conic projection, should be used if more accurate calculations of distance or area are required.

This product is generated from the USDA-NRCS certified data as of the version date(s) listed below.

Soil Survey Area: State of Rhode Island: Bristol, Kent, Newport, Providence, and Washington Counties  
 Survey Area Data: Version 24, Aug 30, 2024

Soil map units are labeled (as space allows) for map scales 1:50,000 or larger.

Date(s) aerial images were photographed: Jun 14, 2022—Jul 1, 2022

The orthophoto or other base map on which the soil lines were compiled and digitized probably differs from the background imagery displayed on these maps. As a result, some minor shifting of map unit boundaries may be evident.

Soil Map—State of Rhode Island: Bristol, Kent, Newport, Providence, and Washington Counties

### Map Unit Legend

Map Unit Symbol	Map Unit Name	Acres in AOI	Percent of AOI
CB	Canton-Urban land complex	0.0	0.1%
ChB	Canton and Charlton fine sandy loams, 0 to 8 percent slopes, very stony	1.0	3.5%
ChC	Canton and Charlton fine sandy loams, 8 to 15 percent slopes, very stony	0.1	0.2%
MU	Merrimac-Urban land complex, 0 to 8 percent slopes	0.3	1.0%
PbC	Paxton fine sandy loam, 8 to 15 percent slopes, very stony	2.4	8.3%
PD	Paxton-Urban land complex, 3 to 15 percent slopes	3.5	12.0%
Rf	Ridgebury, Leicester, and Whitman soils, 0 to 8 percent slopes, extremely stony	3.9	13.3%
W	Water	5.0	17.0%
WoB	Woodbridge fine sandy loam, 0 to 8 percent slopes, very stony	13.1	44.5%
<b>Totals for Area of Interest</b>		<b>29.4</b>	<b>100.0%</b>

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**TIMBER**

While the subject site is densely wooded, the local area is not known as a resource for valuable timber production.

**MINERALS**

To the appraiser's knowledge, the subject has never been publically identified as site that possesses valuable mineral deposits or a site that possesses mine production rights.

**EARTHQUAKE HAZARD DATA**

Although the New England region may lie on or near a fault line, geologists indicate that the potential of an earthquake affecting the region has very little probability. Despite the fact that earthquakes are rare on the East Coast, the following are some notable occurrences: In 2011 a 5.8 magnitude earthquake in Virginia was felt as far north as New England; in November 2020 a 3.6 magnitude earthquake occurred 30 mile southeast of Providence on the northern shore of Buzzards Bay, Massachusetts; in 2022, three 2.0 magnitude earthquakes occurred under the ocean floor approximately 11 miles off the Narragansett, Rhode Island coast; and in 2024 a 4.8 magnitude earthquake in New Jersey was felt as far north as New Hampshire.

As a result, insurance coverage for earthquake damage is not a factor in appraising real property located within the state of Rhode Island and does not enter into the purchase or renting decisions of prospective buyers/tenants, thereby rendering such a hazard potentially irrelevant for this market area.

**PERSONAL PROPERTY**

Personal property was not included as a basis for valuation in the formulation of the subject's "as is" fee simple market value.

**TOXIC / ENVIRONMENTAL HAZARDS**

A Phase 1 Environmental Site Assessment was prepared by Hoffman Engineering, Inc., on behalf of DiPrete Engineering. While the Hoffman report found evidence of probable environmental concerns proximate to the subject site, DiPrete Engineering concluded that based on its review of information and discussions with permitting agencies, that environmental issues would not preclude the subject's development as conceptualized. Thus, as earlier noted, this appraisal was based on the hypothetical condition that the subject site could be so developed as outlined via the DiPrete Engineering Yield Plan.

**EASEMENTS / ENCROACHMENTS / RIGHTS-OF-WAY**

There were no apparent adverse easements, encroachments, or rights-of-way observed by the appraiser which would negatively affect the marketability and/or use of the subject property.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**SPECIAL SIGNIFICANCE**

No natural, cultural, recreational, historical, or scientific value is indicated for the subject property.

**SPECIFIC GEOGRAPHIC DATA**

U.S. Census Tract - 0123  
MSA Code - 39300



# ANDOLFO APPRAISAL ASSOCIATES, INC.

## AREA ANALYSIS

**New England:** The State of Rhode Island is part of the six state New England region of the Country, which includes Massachusetts, Connecticut, Maine, New Hampshire, and Vermont. This region has gone through marked change, the most significant being a shift in 1987 from a manufacturing economy to one that is more service oriented.

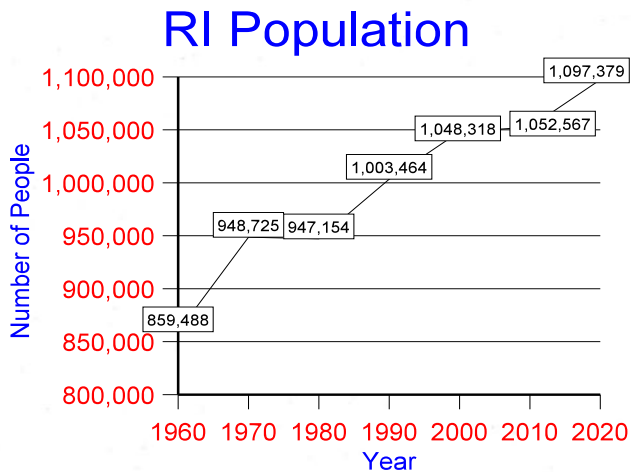
The catalyst behind New England's employment shift was a result of its high technology infrastructure, the region capturing a large share of the Nation's federal research and development ("R&D") funding. This led to a relatively high concentration of durable goods employment in industries such as instrumentation, electronics, and industrial machinery.

Major service employers now include health care, business services, engineering and management, and education. Computer and data processing, including software, and suppliers of personal services also accounted for a large number of jobs in the business service sector.

The region's concentration of jobs in finance, insurance, and real estate has grown to levels comparable to the Nation. Given the fact that the fastest growing segments of the New England economy have high proportions of professional, technical, and managerial occupations, demand for highly skilled and well-educated workers has been high. Historically, this need has been beneficial to the region, given the high concentration of colleges and universities located within.

**Rhode Island:** Rhode Island is the smallest state in the Union, having only 1,045 square miles of land area. The State is divided into 39 municipalities ranging in size from 1.3 to 64.8 square miles. The municipalities are organized into five counties - Bristol, Kent, Newport, Providence, and Washington. Rhode Island ranks forty-third in population nationally, with a population of 1,097,379, a 4.3% increase over the 2010 U.S. Census.

Also, with approximately 1,050.1 people per square mile, the State is ranked second in population density. Providence, the State's capital, is the third largest city in all of New England, after Boston and Worcester. The State's population progression over the past 50 years is shown below.



Source: U.S. Census

# ANDOLFO APPRAISAL ASSOCIATES, INC.

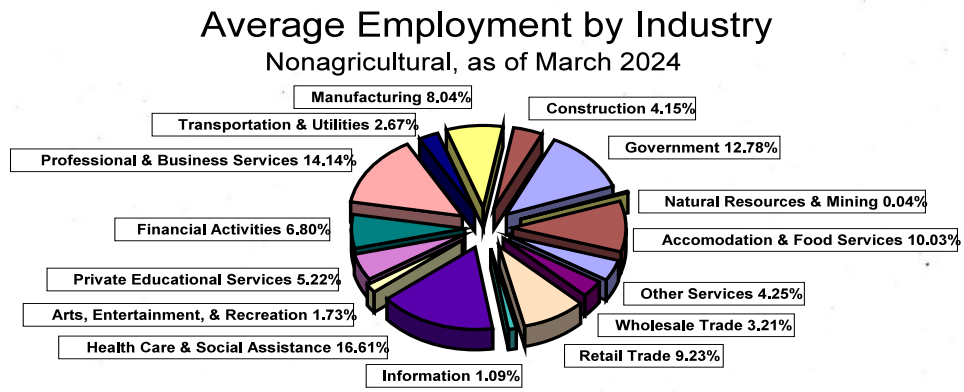
## AREA ANALYSIS (Con't)

Rhode Island is located in the heart of the New England marketplace, and in a national perspective, the population within 75 miles of Providence is greater than those of the largest metropolitan areas west of New York City, including Chicago and Los Angeles. Within this 75-mile radius live 65% of the New England population, or about 8.5 million people. Boston, Massachusetts, is located 45 miles away; while Worcester, Massachusetts, is 40 miles; Hartford, Connecticut, is 75 miles; and Route 128, the Massachusetts technology highway, is 30 miles away.

Demographic characteristics of the State, as taken from the United States Census Bureau's 2020 census, portray Rhode Island at this time as follows:

Resident Population	- 1,097,379
Population % Change, 2010-2020	- 4.3%
Percent Under 18 Years of Age	- 19.3%
Percent 65 Years of Age or Older	- 17.7%
Median Household Income	- \$70,305
Percent Below Poverty	- 10.6%
Home Ownership Rates	- 61.6%
Total Number of Households	- 414,730
Percent Male	- 48.7%
Percent Female	- 51.3%
Persons Per Household	- 2.45
Percent Age 25+ that Completed College	- 35.0%
Percent Age 25+ with High School Diploma	- 89.2%

The Rhode Island labor force in March 2024 approximated 583,500 people. The State economy, though it had previously relied on manufacturing, is now making strides to become more of a service oriented one. The breakdown of nonagricultural employment in the State by industry as of March 2024 is shown in the following chart:



Source: Rhode Island Department of Labor and Training

The main industry of the economy of Rhode Island is health care and social assistance. This industry comprises over 15% of the State's private sector employment. The State features a world-class medical school and research facilities at Brown University, as well as some of the best teaching hospitals in the country. In addition, there are many new biotech start-up companies, as well as The Slater Center for Biomedical Technology, which takes to the commercial market the innovations developed by Brown University researchers.

**ANDOLFO APPRAISAL ASSOCIATES, INC.****AREA ANALYSIS (Con't)**

**Johnston:** Originally a part of the capital of Providence, Johnston became a separate town and was incorporated in 1759. Throughout its early history, until the middle of the nineteenth century, Johnston was primarily a farming community. However, in the mid to late 1800s, industrial development took over, with the importance of farming being replaced by the manufacturing of jewelry and silverware, fabricated metals, and retail trade establishments. Today, Johnston can best be characterized as a suburban community that is densely developed and populated.

The town of Johnston is essentially a bedroom community of the metropolitan Providence area. The town is bounded to the north by the towns of North Providence and Smithfield, to the south by the city of Cranston, by the city of Providence to the east, and the town of Scituate to the west. Given its central location within the state, Johnston is easily accessible via the interstate highway system and Route 6 (Hartford Avenue), a major east/west connector that essentially dissects the town.

The major commercial/retail trade area of the town is centered along Hartford Avenue, Atwood Avenue, and to a lesser degree, Plainfield Pike/Plainfield Street. These local commercial arterials are directly accessible via Interstate Route 295 and local Route 6 and as a result, have become the main connectors in the town that have been commercially developed. Retail trade and general commerce on these connectors are represented by both local merchant types and many national and regional franchise types that depend on a densely populated trading area and high vehicular or traffic counts that these connectors offer.

As a bedroom community, the town is improved with many pockets of residential neighborhoods and subdivisions. Older neighborhoods established in the early 1920s are those that are found closer to the Providence, North Providence, and Cranston lines. Newer residential growth has occurred in the western portion of the town, replacing many former agricultural sites and family owned farms. Home pricing within the town is characterized as affordable.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**JOHNSTON, RHODE ISLAND**  
**GENERAL INFORMATION**

TOWN: Johnston

COUNTY: Providence County

LOCATION: Johnston is bounded partly by the City of Providence and partly by the Town of North Providence on the east, by the city of Cranston on the south, by the town of Scituate on the west, and by the town of Smithfield on the north.

POPULATION: 2020 U.S. Census - 29,568  
2010 U.S. Census - 28,769  
2000 U.S. Census - 28,195  
1990 U.S. Census - 26,542  
1980 U.S. Census - 24,907  
Ranked 11<sup>th</sup> out of 39 cities and towns

AREA: Total - 24.38 square miles  
Land Area - 23.67 square miles  
Inland Water - 0.71 square miles

DENSITY: 1,249 inhabitants per square mile of land area in 2020

TOTAL HOUSING UNITS: 2020 - 12,501  
2010 - 12,439  
2000 - 11,574  
1990 - 10,384  
1980 - 8,758

CLIMATE: Mean Temperature in January - 29.9 degrees  
Mean Temperature in July - 72.8 degrees  
Mean Annual Precipitation - 39.4 inches

U.S. GEOLOGICAL SURVEY QUADRANGLES: Providence and North Scituate

AERIAL SURVEY PHOTOS: On file at Rhode Island Statewide Planning Program Office

ESTABLISHED: 1636 (as part of Providence)

INCORPORATED AS A TOWN: 1759

TYPE OF GOVERNMENT: Town Administrator and a five member Town Council

COUNCIL MEETINGS: The second Monday of each month at 7:00 PM

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**SUBJECT MARKET ANALYSIS**

The subject is located on the westerly side of George Waterman Road (RI Route 128) as bounded by Dart Street (a paper street) to the north and Lena Drive to the south. George Waterman Road is a secondary mixed-used roadway which begins at Greenville Avenue at the south, extending northward to Putnam Pike (U.S. Route 44), just west of the North Providence town-line. Located to the subject's rear are Johnston's Green Valley/Colony Estates residential subdivisions.

The subject's neighborhood area along George Waterman Road is exemplified by an array of modest and older single-family and multi-family uses with light commercial and service provider uses interspersed, with industrial uses located off of George Waterman Road along Railroad Avenue. Overall, the area reflects a suburban to urban character given its central location between the town of North Providence (about one mile north) and the capital city of Providence (less than two miles southeast).

In close proximity to the subject is Our Lady of Grace Roman Catholic Church at the junction of George Waterman Road and Greenville Avenue; the historic Clemence-Irons House at 38 George Waterman Road; and the Highland Memorial Park (Cemetery) located at 1 Rhode Island Avenue. Opposite the subject at 183 George Waterman Road is a neighborhood retail plaza anchored by Strings Bar & Grill and diagonally opposite the subject at 225 George Waterman Road is the Monte Carlo Used Auto Dealership.

George Waterman Road is a two-lane, state-maintained, asphalt roadway that is provided with granite curbing, sidewalks, storm sewer, and overhead street lights. The area is afforded all public utilities, including fiber optic cable. The average daily traffic count along George Waterman Road approximates 10,000 vehicles; posted speed limit is 35 miles per hour; and the roadway is provided with RIPTA bus service.

A review of 2024 Statewide Multiple Listing statistics of 54 single-family home sales in the subject's neighborhood area revealed prices ranging from \$252,000 to \$685,000, with the median sale price noted at \$437,313 for a three-bedroom, two-bathroom, 1,389-square-foot home. Home prices in the older and abutting Green Valley/Colony Estates area (developed circa 1960 to 1980) on smaller lots from 10,000 to 20,000 square feet in size have portrayed a general sale price range of \$400,000 to \$575,000 since 2022.

Also, per the Statewide Multiple Listing Service, for the entire town of Johnston in 2024 there were 248 single-family home sales upon which the median sale price was noted at \$447,000 for a three-bedroom, two-bathroom, 1,353-square-foot home. When analyzing MLS single-family home sales from Third Quarter 2024 (Fourth Quarter results unavailable), Johnston's median sale price was \$444,500, while for the entire state, the median single-family sale price was \$490,000. Also, per MLS for Third Quarter 2024, median single-family sale prices for the abutting communities of North Providence, Providence, Smithfield, and Scituate were noted at \$424,000, \$418,500, \$526,000, and \$555,000, respectively.

Per a review of the Federal Financial Institutions Examination Council (FFIEC), the subject's census tract is a middle income one whereby for 2024, median family income was \$113,200 versus that \$127,576 for the Metropolitan Statistical Area of Providence-Warwick-Fall River, MA. Further, FFIEC noted that the median age of the housing stock was 54 years and that approximately 80% of housing units were owner-occupied.

**ANDOLFO APPRAISAL ASSOCIATES, INC.****SITE DESCRIPTION**

The subject site is irregular in shape and level at street grade to George Waterman Road. While sparsely vegetated near the roadway, the site evolves to a heavily wooded nature about 200 feet in, site elevation also rising from about 125 feet above mean sea level at George Waterman Road to about 195 feet above mean sea level at the site's rear as it abuts the Green Valley/Colony Estates residential areas.

As conceptualized, ingress/egress to the subject site will be gained via easement provided along Plat 35, Lot 1 at the southern end of the site. This 80,999±-square-foot lot is identified on the DiPrete Yield Plan as "Parcel F."

As noted, the subject site contains an overall area of 30.97 acres but the presence of the Assapumpset Brook, an on-site pond, associated wetlands and buffer zones, and the conceptualized interior roadway reduces the site's useable or upland area to approximately 13.76± acres. As in the neighborhood area, public utilities would be available to service any prospective development of the subject site. The subject site is identified on the DiPrete Yield Plan as "Parcel E."

As was noted in the Hoffman Engineering Environmental Site Assessment, adjacent to the northeastern end of the site was formerly a circa 1920's commercial building that was used by the Pocasset Ice Company to harvest ice from the pond that had been created via the construction of a man-made dam. While that building was razed prior to 1951/1952, another commercial building was constructed in its place, Town resources noting that in 1992 a 4,022-square-foot building (circa 1955) was functioning as a nightclub-type facility known as "Reflections." Over the ensuing years various other named facilities followed like "Bonnie & Clydes," the most recent use of the building being the "Blazing Repair Shop" and "Nettech Service," an electronics repair/service operation. At present, this building appears to be used by the property owner for construction equipment and materials storage purposes.

With respect to the usage near the site's southeastern portion, Hoffman stated that the area appeared to have been originally utilized for residential and agricultural purposes. Located on Plat 35, Lot 1, there exists the dilapidated remnants of buildings formerly associated with an electroplating business that had commenced operations there during the early 1960's.

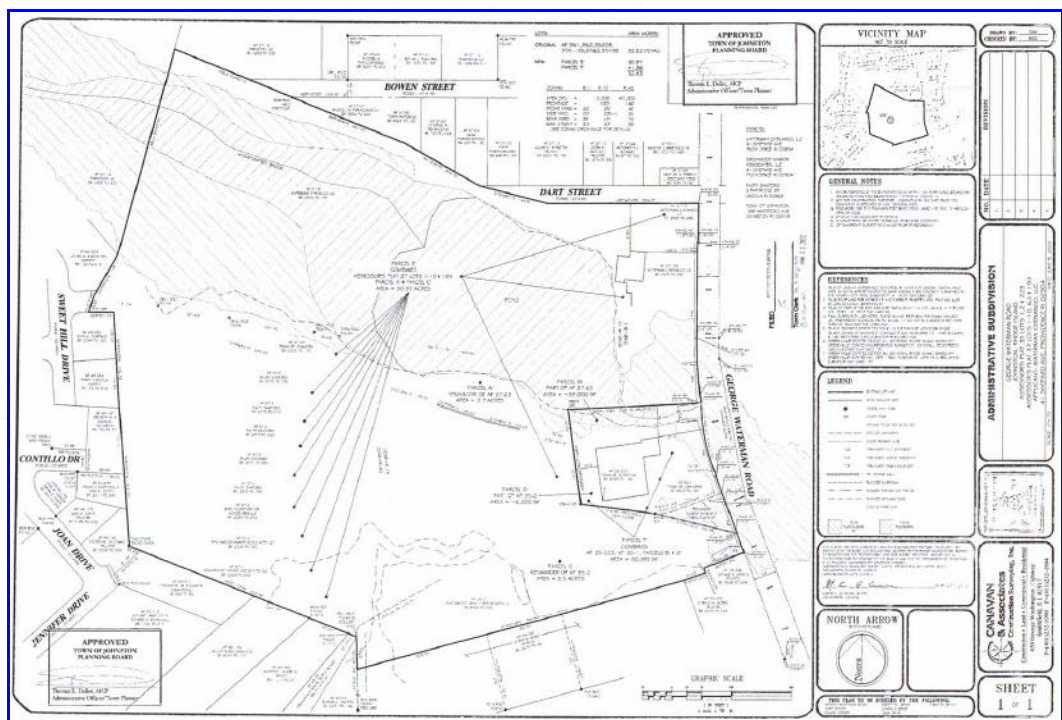
To follow will be two site plans, the first plan as developed by Canavan & Associates as depicting the subject site area as assembled via its 2022 Administrative Subdivision and the second plan, that of DiPrete Engineering's Yield Plan which identifies the proposed 15 single-family house lots.

DiPrete calculated that an interior roadway of 1,598 linear feet would be required to develop the 15 house lots, the estimated cost to construct the roadway along with drainage and utility infrastructure as ranging from \$2.1 to \$2.2 million dollars. Of those residential house lots, 6 lots would each contain site areas of 25,602± square feet and 9 lots would each contain site areas of 49,756± square feet - the development of lots adhering to all RIDEM and FEMA regulations/guidelines.

# ANDOLFO APPRAISAL ASSOCIATES, INC.

## SITE DESCRIPTION (Con't)

Following are the Canavan and DiPrete Site Plans:



ANDOLFO APPRAISAL ASSOCIATES, INC.

HIGHEST AND BEST USE

Highest and best use is the basis for assignments requiring market value opinions. The essential components of the analysis of highest and best use can be termed as the reasonably probable use of property that results in the highest value. To be reasonably probable, a use must meet certain conditions:

- The use must be *physically possible* (or reasonably probable to render it so);
- The use must be *legally permissible* (or it is reasonably probable to render it so); and
- The use must be *financially feasible*.

Uses that meet the three criteria of reasonably probable uses are then tested for economic *productivity*, and the reasonably probable use with the highest value is a subject's highest and best use.

As noted in The Dictionary of Real Estate Appraisal (Sixth Edition, Appraisal Institute, 2015, Page 109), highest and best use is defined as:

- 1) The reasonably probable use of property that results in the highest value. The four criteria that the highest and best use must meet are legal permissibility, physical possibility, financial feasibility, and maximum productivity.
- 2) The use of an asset that maximizes its potential and that is possible, legally permissible, and financially feasible. The highest and best use may be for continuation of an asset's existing use or for more alternative use. This is determined by the use that a market participant would have in mind for the asset when formulating the price that it would be willing to bid. (IVS)
- 3) [The] highest and most profitable use for which the property is adaptable and needed or likely to be needed in the reasonably near future. (Uniform Appraisal Standards for Federal Land Acquisitions)

The Appraisal of Real Estate (Fourteenth Edition, Appraisal Institute, 2013, Pages 331 - 358) notes that in addition to the four tests of highest and best use, the definition of the term implicitly includes the notion that highest and best use analysis is typically viewed from two perspectives:

- 1) the use of a property based on the assumption that the parcel of land is vacant or can be made vacant by demolishing any improvements; and
- 2) the use that should be made of a property as it exists (i.e., considering the current improvements).

The highest and best use of land as vacant and the highest and best use of the property as improved are connected but distinctly different concepts. The analysis of land as though vacant focuses on alternative uses, with the appraiser testing each reasonably probable use for legal permissibility, physical possibility, financial feasibility, and maximum productivity. If the appraiser concludes that constructing a building improvement is appropriate for the highest and best use of a parcel of vacant land, then the appraiser should determine and describe the type and characteristics of the ideal improvement to be constructed.



**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**HIGHEST AND BEST USE (Con't)**

In contrast, when the appraiser applies the four tests in the analysis of the property as improved, the focus on alternative uses considers three possible actions related to the current improvements:

1. Retain the improvements.
2. Modify the improvements in some way, i.e., conversion, renovation, or alteration.
3. Demolish the improvements and redevelop the land.

Implicit within this analysis is the principle of consistent use which holds that land cannot be valued on the basis of one use while improvements are valued based on another use. Existing improvements that do not conform with the ideal improvement may be an *interim use* (i.e., not the highest and best use) that contributes some value or no value or even reduces value if the costs to remove the improvements are substantial.

Against this backdrop, the subject's highest and best use was analyzed as follows:

**Highest and Best Use of Land As Though Vacant**

Based on assignment conditions, an analysis of the subject's highest and best use was essentially moot since this appraisal was based on DiPrete Engineering's Yield Plan and the associated development costs thereto. As way of recap, the four criteria of highest and best use were accounted for as follows:

*Legally Permissible* - The subject site as comprised of 30.97± acres is zoned residential R-15 and R-40. As earlier noted, the subject site can legally accommodate single-family use.

*Physically Possible* - As noted by the DiPrete Engineering Yield Plan, the subject site could physically support 15 single-family house lots in adhering to RIDEM and FEMA development restrictions.

*Financially Feasible* - DiPrete Engineering has estimated roadway development costs as approximating \$2,150,000 or \$1,345± per linear foot. As will be seen, this estimated cost was accounted for by the appraiser in his development of the Allocation Technique as a second means by which to value the subject. The resultant value provided secondary support to the appraiser's first analysis of large acreage sales.

*Maximum Profitability* - The appraiser concluded that subject's maximum profitability would rest within its ability to be developed as a 15-lot single-family residential subdivision in accordance with the DiPrete Engineering Yield Plan as no other alternative means of the site's probable development were hypothesized.

**Most Probable Buyer**

The most probable buyer for the subject site would be a local or regional contractor/developer, the appraiser anticipating effective market demand given the relative scarcity of large acreage lands within the metropolitan Providence area able to support a 15-lot development as the DiPrete Engineering Yield Plan so conceptualizes. The marketing time anticipated to effectuate a sale of the subject property by a competent Rhode Island Realtor at its opined "as is" market value was concluded at eight months or less.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**THE VALUATION PROCESS**

The valuation process is employed to develop a well-supported opinion of a defined value, which is based on consideration of all pertinent general and specific data. Toward this goal, an appraiser analyzes a property by applying three distinct methods for analyzing data: the Sales Comparison Approach, the Income Approach (if a residential property, the Gross Rental Multiplier Analysis), and the Cost Approach.

All three approaches are applicable to the solution of many appraisal problems. However, depending on the type of property, the use of the appraisal, and the quality and quantity of data available for analysis, one or more of the approaches may have greater significance.

The Sales Comparison Approach is a method of estimating market value whereby a subject property is compared with comparable properties that have sold recently. It is applicable to all property types for which there is a sufficient number of recent, reliable transactions to create value patterns in a market. That is, the appraiser must adjust each comparable to the subject property to impute an indicated value to the subject property. The appraiser then reconciles the multiple value indications that result from the comparables into a single value indication.

The Income Approach is based on the premise that there is a relationship between the income a property can earn and the property's value. For residential properties, the Gross Rent Multiplier Analysis is regarded as the Income Approach, because it is based upon the capacity of the residence to produce rental income. Monthly or annual rental income is translated into an estimate of capitalized value by the use of rent multipliers, which reflect the probable quality and duration of the amenity returns in future years. In utilizing the Income Approach for commercial properties, the valuation process may take the form of Direct Capitalization or a Discounted Cash Flow Analysis.

Direct capitalization is the process by which net operating income is capitalized at an overall rate to arrive at an indicated market value. The capitalization rate utilized may be envisioned as the rate of return on and of capital.

The Discounted Cash Flow Analysis is a process of identifying differences in timing of the projection of cash flows and related expenses attributed to real estate, annually or over some assumed term of ownership. The indicated net operating income for each period is then capitalized to present value and is added to the estimated value of the property at the end of the holding period (reversion value) in order to arrive at an indication of value. Uncertainty or risk is usually reflected in the discount rate employed.

The Cost Approach is based on the principle of substitution in that the value of a property can be indicated by the current cost to construct a reproduction or replacement for the improvements minus any loss of value (depreciation) from all causes -- physical, functional and external -- plus the value of the site as though vacant and available for its most profitable use. This approach to value is particularly useful for appraising new or nearly new improvements.

Normally, from these three approaches, the appraiser derives separate indications of value for the property being appraised. To conclude the valuation process, these separate value indications are typically reconciled into a final value opinion.

ANDOLFO APPRAISAL ASSOCIATES, INC.

THE VALUATION PROCESS

As discussed in the Scope of Work section, neither the Cost Approach nor Income Capitalization Approach were deemed applicable to the valuation assignment at hand. Thus, in deriving an indication as to the subject's "as is" market value, the appraiser employed the Sales Comparison Approach.

SALES COMPARISON APPROACH

In employing the Sales Comparison Approach, the appraiser develops an opinion of value by analyzing closed and pending sales of properties deemed similar to the subject. Options to purchase, current listings, and bonafide offers to purchase may also be collected and evaluated. A major premise of the approach, as based on the Principle of Substitution, is that an opinion of market value can be supported by studying market participants' reactions to comparable and competitive properties that offer a similar quality of construction, use, location, amenities, and other considerations characteristic of the subject. When there are sufficient numbers of comparable properties in the market, the resulting pattern as derived via the analysis of those properties is usually the best indication of a subject's market value.

As noted in The Appraisal of Real Estate (Fourteenth Edition, Appraisal Institute, 2013, Page 379), "the principle of substitution holds that the value of property tends to be set by the cost of acquiring a substitute or alternative property of similar utility and desirability within a reasonable amount of time". The appraiser's comparative analysis of transactions and their respective property characteristics, i.e., elements of comparison, focuses on similarities and differences that affect market value.

For this assignment, an extensive search was made by the appraiser to secure comparable sales and supporting evidence for which pertinent data was available. To the best extent when and where possible, the appraiser made efforts to confirm and verify sales data, as well as conduct an exterior drive-by inspection of each comparable property in order to generate a credible comparative analysis of the subject property under appraisal.

Notably, properties that were sold and/or considered similar to the subject were then compared to the subject for the purpose of identifying and measuring differences (if applicable) of:

- *real property rights conveyed*
- *financing terms*
- *conditions of sale*
- *expenditures made immediately after purchase*
- *market conditions (time of sale)*
- *location*
- *physical characteristics*
- *legal characteristics*
- *economic characteristics*
- *non-realty components of value*

The first five elements of comparison in the list are termed as *transactional* adjustments, while the later five are termed as *property* adjustments. The transactional adjustments are first *quantified* by the appraiser in specific sequence while the *qualified* property adjustments are made in no particular order. Dollar or percentage adjustments can be extracted from the market by use of paired sales, statistical analysis,

ANDOLFO APPRAISAL ASSOCIATES, INC.

THE VALUATION PROCESS

graphic analysis, cost less depreciation analysis, capitalization of income differences, or based upon the appraiser's knowledge and judgement as to market reactions of the varied transactional and/or property differentials taken and the mathematical adjustments thereto.

In cases where inefficiencies exist within the real estate market and there is inherent difficulty in expressing mathematical adjustments, a *qualitative analysis* can be applied by the appraiser, whereby market data is logically analyzed via subjective or descriptive measures. Qualitative analysis techniques can be exemplified by trend, ranking, or relative comparison analyses.

Whether a quantitative or qualitative analysis is performed, most property types are typically adjusted on a *unit price* basis, the appraiser identifying the proper unit of comparison to be used in opining market value via the Sales Comparison Approach.

Upon analysis of the large acreage comparable residentially zoned sales, the appraiser concluded the subject's "as is" value at \$51,000 per lot. Therefore, 15 lots x \$51,000 per lot = \$765,000 opined market value.

The appraiser analyzed the following Johnston-based acreage land sales:

Sale #1  
 ADDRESS: 475 Greenville Avenue, Johnston, RI  
 PLAT/LOT: 48 / 10 & 232  
 LAND AREA: 35.87 acres  
 APPROVED LOTS: 20  
 ZONING: R-40 & R-20  
 GRANTOR: Barbara Caroline Clemence  
 GRANTEE: Masco Holdings  
 BOOK/PAGE: 3159 / 140  
 SALE DATE: March 2, 2023  
 SALE PRICE: \$1,200,000 - \$200,000 allocated to Antique Colonial home (circa 1736/1864/1970) on 1 acre, excluding house lot = \$1,000,000  
 SALE PRICE PER LOT: \$50,000  
 COMMENT: Site area approved for a 20-lot residential development known as Belknap Farm Drive Extension.



# ANDOLFO APPRAISAL ASSOCIATES, INC.

## THE VALUATION PROCESS

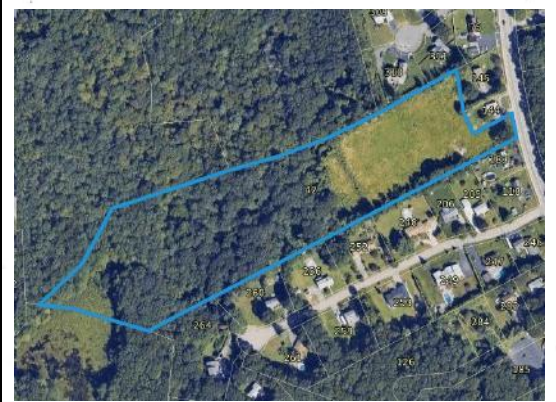
Sale #2  
 ADDRESS: 198 Shun Pike, Johnston, RI  
 PLAT/LOT: 33 / 63  
 LAND AREA: 8.10 acres  
 APPROVED LOTS: 8  
 ZONING: R-40  
 GRANTOR: Mary Jacavone Estate  
 GRANTEE: Trinity Properties of RI, LLC  
 BOOK/PAGE: 3047 / 74  
 SALE DATE: December 3, 2021  
 SALE PRICE: \$350,000  
 SALE PRICE PER LOT: \$43,750  
 COMMENT: Site was permitted by right for an 8 single-family house lot development; however, Grantee sought and received after purchase, zoning relief for a 32-unit condominium development (16 market-rate and 16 affordable units) known as Western Meadows. Site located in proximity to the Central Landfill and the Cranston city-line.



Sale #3  
 ADDRESS: 1305-1349 Central Pike, Johnston, RI  
 PLAT/LOT: 43 / 90 & 170  
 LAND AREA: 38.62 acres  
 APPROVED LOTS: 26  
 ZONING: R-40  
 GRANTOR: T & G Realty, LLC  
 GRANTEE: Stuart W. Sanderson  
 BOOK/PAGE: 2889 / 162  
 SALE DATE: August 28, 2020  
 SALE PRICE: \$860,000  
 SALE PRICE PER LOT: \$33,077  
 COMMENT: Site proposed for a 3-phase, 26-lot residential subdivision to be known as Meadowbrook Estates. New home construction prices ranging from \$634,000 to \$734,000 for a 2,100+-square-foot home on a one-acre home site.



Current Listing  
 ADDRESS: Atwood Avenue, Johnston, RI  
 PLAT/LOT: 53 / 42  
 LAND AREA: 13.11 acres  
 PROPOSED LOTS: 16  
 ZONING: R-20  
 OWNER: Louis Ferri Estate  
 LIST PRICE: \$1,250,000  
 LIST PRICE PER LOT: \$78,125  
 COMMENT: Site located off of the western side of Atwood Avenue, behind a single-family home noted as 1764 Atwood Avenue. Site access would require an easement or right-of-way from Atwood Avenue, the Broker Adam Cardinal advertising the site as having the potential for a 16-lot single-family subdivision.



# ANDOLFO APPRAISAL ASSOCIATES, INC.

## THE VALUATION PROCESS

Zoning	Subject	Sale #1	Adj.	Sale #2	Adj.	Sale #3	Adj.	Current Listing	Adj.
<b>TRANSACTIONAL ADJUSTMENTS</b>									
Sale Price	N/A	\$1,000,000		\$350,000		\$860,000		\$1,250,000	
Sale Price P/Lot	N/A	\$50,000		\$43,750		\$33,077		\$78,125	
Property Rights	Fee Simple	Fee Simple		Fee Simple		Fee Simple		Fee Simple	
Financing	Conventional	Conventional		Conventional		Conventional		N/A	
Conditions of Sale	Arm's Length	Arm's Length		Arm's Length		Arm's Length		N/A	
Expenditures Made Immediately After Purchase	N/A	N/A		N/A		N/A		N/A	
Time of Sale	02/19/25	03/02/23	5.75%	12/03/21	9.63%	08/28/20	13.50%	02/2025 (Listing)	-10.00%
Adjusted Sale Price P/Lot	N/A	\$52,875		\$47,963		\$37,542		\$70,313	
<b>PROPERTY ADJUSTMENTS</b>									
Location	Average	Average		Average		Average		Superior	-20.00%
Land Area (Acres)	30.97	35.87		8.10		38.62		13.11	
Number of Lots	15	20		8	-15.00%	26	23.54%	16	
Zoning	R-15/R-40	R-40/R-20		R-40		R-40		R-20	
Configuration	Irregular	Irregular		Irregular		Irregular		Irregular	
Utilities	All Public	All Public		All Public		Septic	10.00%	All Public	
Overall Net Adjustment	N/A	0.00%		-15.00%		33.54%		-20.00%	
Indicated Value of Subject P/Lot	\$51,000	\$52,875		\$40,769		\$50,134		\$56,250	

### Explanation of Adjustments

*Transactional Adjustments* - As would be anticipated for the subject, Sales #1, #2, and #3 reflected conventional "arms length" conveyances of fee simple property rights. Thus, no adjustments were warranted for those three sales.

However, the appraiser did make a downward adjustment to the Listing as based on the appraiser's market observations that eventual sale prices for large acreage parcels typically transact at price levels less than asking prices. In this case, the appraiser made a downward adjustment of 10%. Notably, while listed as having the potential to support 16 house lots, approvals have yet to be attained.

Lastly, the appraiser accounted for the sales' respective times of sale in relation to the subject's effective date of appraisal. Based on the appraiser's market observations that large acreage parcels have generally exhibited 3% annual appreciation since 2020, the three comparable sales were so adjusted.

*Property Adjustments* - The appraiser deemed the Atwood Avenue locale of the Listing to be superior with respect to neighboring property uses and location as fostered by the fact that the List parcel would be set off from Atwood behind and between 1764 Atwood Avenue and Fairfield Estates. Thus, as noted, a downward adjustment of 20% was made for the listing's location superiority.

Based on the economies of scale principle (law of diminishing returns), the appraiser adjusted Sales #2 and #3 for their lot differentials. With the subject able to support 15 single-family house lots, Sale #2 was adjusted downward by 15% for its 8-lot legal build-out, i.e., prior to its approval for

**ANDOLFO APPRAISAL ASSOCIATES, INC.****THE VALUATION PROCESS**

condominium unit development, and Sale #3 was adjusted downward by 15% for its larger number of house lots. Notably, the principle generally observes that the sale price for larger quantities is typically less than the sale prices for smaller quantities and vice versa. The magnitude of the adjustment was 2.14% for every lot differential.

Lastly, the appraiser adjusted Sale #3 upwards by 10% for not being serviced by public sewer. Notably, the appraiser has observed within the market that buyers view the need to install state approved individual septic designed systems (ISDS) to be an added cost of purchase, with single-family lot systems costing upwards to \$20,000 for design and installation. Also, when viewing septic systems versus public sewer, buyers typically equate higher values to lots that are public sewer serviced.

*Overall Net Adjustments* - Overall net adjustments ranged from minus 20% to positive 33.54% with Sale #1 at \$52,875 per lot value not reflecting any net adjustments.

*Value Conclusion* - As adjusted, the three sales and listing ranged from \$40,769 per lot value to \$56,250 per lot value. The mean or average value indicated for the subject was \$50,007 per lot while the median value indicated for the subject was \$51,504 per lot. Based on these indices, the appraiser concluded the subject's "as is" market value at \$51,000 per lot or \$765,000 overall.

As a second means in valuing the subject site as land able to create 15 single-family house lots upon which building construction could ultimately take place, the appraiser employed the Allocation Method of land valuation, a technique that is based on the principle of balance and the related concept of contribution - both affirming that there is a normal or typical ratio of land value to property value for specific categories of real estate in specific locations. (Reference to Page 342, *The Appraisal of Real Estate*, 15<sup>th</sup> Edition, Appraisal Institute, 2020.)

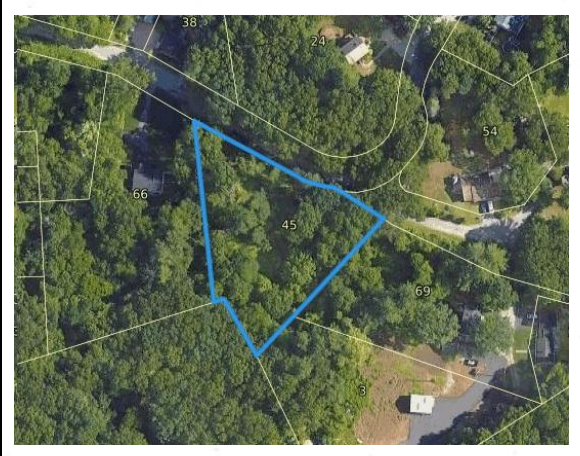
In employing this technique, the appraiser developed "finished" house lot values for the subject's conceptual 15-lot development based on a percentage allocation of sale prices of recently constructed Johnston single-family homes. The percentage allocation was then applied to the appraiser's opined price point level for a newly built home at this George Waterman Road site (location) and then from that cumulative value deducted DiPrete's estimated roadway costs in arriving at the site's "as is" market value.

As based on credible data taken from several recent sales of newly constructed single-family homes in the town of Johnston, the appraiser observed that finished lot values have typically ranged from 20% to 30% in relation to the sale prices of the overall improved properties. The following examples are now provided:

# ANDOLFO APPRAISAL ASSOCIATES, INC.

## THE VALUATION PROCESS

Example #1  
 Address: 5 Elmgove Avenue, Johnston, RI  
 Plat/Lot: 51 / 45  
 Lot Area: 43,560 square feet  
 Zone: R-40  
 Lot Sale Date: February 24, 2023  
 Lot Sale Price: \$180,000  
 Year Home Built: 2023  
 Finished Property Sale Date: March 1, 2024  
 Property Sale Price: \$549,000  
 Lot Price/Sale Price Ratio: 33%  
 MLS #: 1316949



Example #2  
 Address: 115 Waterman Avenue, Johnston, RI  
 Plat/Lot: 16 / 245  
 Lot Area: 21,780 square feet  
 Zone: R-15  
 Lot Sale Date: May 6, 2022  
 Lot Sale Price: \$169,000  
 Year Home Built: 2022  
 Finished Property Sale Date: March 24, 2023  
 Property Sale Price: \$549,000  
 Lot Price/Sale Price Ratio: 30%  
 MLS #: 1375694



Example #3  
 Address: 11 McKinley Street, Johnston, RI  
 Plat/Lot: 27 / 94  
 Lot Area: 10,018 square feet  
 Zone: R-20  
 Lot Sale Date: December 20, 2023  
 Lot Sale Price: \$166,000  
 Year Home Built: 2024  
 Finished Property Sale Date: Pending  
 Property Sale Price: \$650,000 (Pending)  
 Lot Price/Sale Price Ratio: 25.5%  
 MLS #: 1374513





# ANDOLFO APPRAISAL ASSOCIATES, INC.

## THE VALUATION PROCESS

Example #4  
 Address: 41 Rosemont Avenue, Johnston, RI  
 Plat/Lot: 16 / 57  
 Lot Area: 6,262 square feet  
 Zone: R-15  
 Lot Sale Date: November 17, 2022  
 Lot Sale Price: \$125,000  
 Year Home Built: 2023  
 Finished Property Sale Date: June 25, 2024  
 Property Sale Price: \$530,000  
 Lot Price/Sale Price Ratio: 23.58%  
 MLS #: 1358978



Example #5  
 Address: 53 Orchard Avenue, Johnston, RI  
 Plat/Lot: 59 / 338  
 Lot Area: 42,674 square feet  
 Zone: R-40  
 Lot Sale Date: May 4, 2023  
 Lot Sale Price: \$181,000 (septic)  
 Year Home Built: 2023  
 Finished Property Sale Date: May 17, 2024  
 Property Sale Price: \$915,000  
 Lot Price/Sale Price Ratio: 20%  
 MLS #: 1348213



**ANDOLFO APPRAISAL ASSOCIATES, INC.****THE VALUATION PROCESS****Example #6**

Address: 55 Orchard Avenue, Johnston, RI  
 Plat/Lot: 59 / 342  
 Lot Area: 43,000 square feet  
 Zone: R-40  
 Lot Sale Date: December 12, 2022  
 Lot Sale Price: \$145,000 (septic)  
 Year Home Built: 2024  
 Finished Property Sale Date: May 8, 2024  
 Property Sale Price: \$775,000  
 Lot Price/Sale Price Ratio: 19%  
 MLS #: 1354467



**Conclusion:** Based on the above examples and with consideration as to the subject's exposure to interior open or green spaces within a densely developed localized area, the appraiser concluded a lot-to-sale price ratio of 30% in comparison to the subject's \$653,000 opined price point level for a finished site improved with a newly constructed home. Thus, the appraiser concluded the subject's finished lot values at \$195,900 per or \$2,938,500 overall. Accounting for DiPrete's estimated roadway costs of \$2,150,000, the "as is" market value of the subject's residential component was reflected at \$788,500 via application of the Allocation Method.

The appraiser's opined \$653,000 finished property value treated the values of the subject's proposed lot sizes as the same. The opined \$653,000 price point level was supported by two means. First, from a new construction viewpoint, the appraiser consulted the Marshall Valuation Cost Service (Section 12, Page 35 as dated August 2024) and estimated the cost to construct a 1,632-square-foot, good quality, Class D, single-family, ranch style home as approximating \$250.00 per square foot, inclusive of fireplace, unfinished basement and two-car garage. (A ranch-style home was chosen by the appraiser as Rhode Island's real estate market has shown great demand for one-story living from the aged 55+ cohort of buyers, the effective supply of such homes extremely limited.)

Value support: 1,632 square feet x \$250.00 p/sf = \$408,000 + entrepreneurial profit on construction @ 12% = \$457,000 (rd.) cost to construct + finished lot value @ \$195,900 = \$653,000 (rounded) finished property value or \$400.12 per square foot overall. Again, as was earlier noted, the appraiser's 2024 review of Statewide Multiple Listing statistics revealed that there were 54 single-family home sales in the subject's neighborhood area whereby the sale price range was \$252,000 to \$685,000, the subject's opined overall or "finished" value reflecting near the top end of the noted range.

# ANDOLFO APPRAISAL ASSOCIATES, INC.

## THE VALUATION PROCESS

Further support for the subject's finished opined value of \$653,000 or \$400.12 per square foot was provided by the following six Johnston-based single-family ranch-style home sales:

### Sale #1

Address: 12 Lake View Court  
Plat/Lot: 30 / 1  
Site Area: 40,075 square feet  
Gross Living Area: 2,020 square feet  
Year Built: 2022  
Sale Price: \$625,000  
Date Sold: June 30, 2023  
Sale Price P/SF: \$309.41  
MLS #: 1332640



### Sale #2

Address: 53 Cross Road  
Plat/Lot: 43 / 676  
Site Area: 43,560 square feet  
Gross Living Area: 2,192 square feet  
Year Built: 2023  
Sale Price: \$675,000  
Date Sold: October 2, 2023  
Sale Price P/SF: \$307.94  
MLS #: 1333287



### Sale #3

Address: 47 Abatecola Way  
Plat/Lot: 6 / 178  
Site Area: 15,000 square feet  
Gross Living Area: 2,074 square feet  
Year Built: 2023  
Sale Price: \$690,000  
Date Sold: June 1, 2023  
Sale Price P/SF: \$332.69  
MLS #: 1333086



**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**THE VALUATION PROCESS**

Sale #4  
 Address: 48 Abatecola Way  
 Plat/Lot: 6 / 176  
 Site Area: 24,829 square feet  
 Gross Living Area: 2,061 square feet  
 Year Built: 2021  
 Sale Price: \$700,000  
 Date Sold: August 9, 2024  
 Sale Price P/SF: \$339.64  
 MLS #: 1362192



Sale #5  
 Address: 8 Pico Circle  
 Plat/Lot: 5 / 4  
 Site Area: 50,965 square feet  
 Gross Living Area: 2,196 square feet  
 Year Built: 2024  
 Sale Price: \$750,000  
 Date Sold: August 26, 2024  
 Sale Price P/SF: \$341.53  
 MLS #: 1357458



Sale #6  
 Address: 125 Scituate Avenue  
 Plat/Lot: 44 / 4  
 Site Area: 40,358 square feet  
 Gross Living Area: 2,250 square feet  
 Year Built: 2023  
 Sale Price: \$750,000  
 Date Sold: February 20, 2024  
 Sale Price P/SF: \$333.33  
 MLS #: 1333612



**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**THE VALUATION PROCESS**

Conclusion: While the six property examples ranged in sale prices from \$307.94 to \$341.53 per square foot, it is noted that their gross living areas ranged from 2,020 to 2,250 square feet. As the appraiser projected a 1,632-square-foot home for the subject, the economies of scale principle would support for the subject a higher per square foot sale price rate. Notably, the economies of scale (law of diminishing returns) principle holds that larger sized properties will typically transact at lower per square foot sale prices than smaller sized properties and vice versa. Thus, the appraiser concluded that the subject's projected finished sale price of \$653,000 for a 1,632-square-foot newly constructed home as situated on a lot ranging from 25,602± to 49,756± square feet was duly supported by the market evidence provided and analyzed.

The appraiser's analysis of residential Johnston land sales as approved for conventional subdivision resulted in a "raw" value of \$51,000 per lot. Further, as a secondary means of support, the appraiser provided application of the Allocation Method by which a "finished" lot value of \$195,900 was derived based on a 30% ratio applied to improved property sale prices, the subject's forecasted price point at \$653,000 based on market observations. Via these two analyses, a value range of \$765,000 to \$788,500 was indicated, the appraiser concluding the subject's "as is" market value at \$775,000 as of the effective date of appraisal.

ANDOLFO APPRAISAL ASSOCIATES, INC.

RECONCILIATION AND FINAL VALUE OPINION

The valuation indications derived via the three approaches were as follows:

<i>COST APPROACH</i>	<i>N/A</i>
<i>INCOME CAPITALIZATION APPROACH</i>	<i>N/A</i>
<i>SALES COMPARISON APPROACH</i>	<i>\$775,000</i>

All three market value approaches were considered by the appraiser but in the final analysis, only the Sales Comparison Approach could be employed. Notably, as vacant and unimproved land, neither the Cost Approach nor Income Capitalization Approach had any pertinence to the appraisal assignment at hand.

In developing this appraisal, the appraiser relied on DiPrete Engineering's Yield Plan and the company's house lot development costs as solely pertaining to the installation of a roadway, along with required utilities and infrastructure thereto in deriving an indication as to the subject site's "as is" market value, i.e., "raw" land able to be developed in support of 15 single-family house lots.

In deriving value, the appraiser employed the conventional application of the Sales Comparison Approach in analyzing and adjusting large "raw" acreage Johnston-based sales that could be legally developed with single-family house lots. As a secondary means of support, the appraiser applied the Allocation Technique, an alternative method of the Sales Comparison Approach, in deriving an indication as to a "finished" house lot value in conjunction with analyses based on probable improved home sale prices and new home construction costs as supported by the appraiser's observations of the Johnston single-family housing market.

A narrow range of market value was indicated for the subject from the two means employed, the appraiser reconciling the subject's "as is" market value near the mid-point of the range.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**CERTIFICATION**

I, Thomas S. Andolfo, MAI, SRA, AI-GRS, certify that to the best of my knowledge and belief:

1. The statements of fact contained in this report are true and correct.
2. The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions and are my personal, impartial, and unbiased professional analyses, opinions, and conclusions.
3. I have no present or prospective interest in the property that is the subject of this report and no personal interest with respect to the parties involved.
4. I have performed no services, as appraiser or in any other capacity, regarding the property that is the subject of this report within the three-year period immediately preceding acceptance of this assignment.
5. I have no bias with respect to the subject matter of the report or to the parties involved with this assignment.
6. My engagement in this assignment was not contingent upon developing or reporting predetermined results.
7. My compensation for completing this assignment is not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.
8. My analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the *Uniform Standards of Professional Appraisal Practice*.
9. I have made a personal inspection of the property that is the subject of this report.
10. No one provided significant real estate property appraisal assistance to the person signing this certification.
11. The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the Code of Professional Ethics and Standards of Professional Appraisal Practice of the Appraisal Institute.
12. The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.
13. As of the date of this report, I, Thomas S. Andolfo, MAI, SRA, AI-GRS, have completed the continuing education program for Designated Members of the Appraisal Institute.

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**CERTIFICATION (Con't)**

Based on the data gathered, the extraordinary assumption and hypothetical condition taken, and the analyses herein, it is my considered opinion that the "as is" market value of the subject's fee simple interest as of February 19, 2025, was:

*SEVEN HUNDRED SEVENTY-FIVE THOUSAND (\$775,000) DOLLARS.*

Respectfully submitted,

ANDOLFO APPRAISAL ASSOCIATES, INC.

*Thomas S. Andolfo, MAI, SRA, AI-GRS*

Personally Inspected the Subject Property:

Yes  No

Thomas S. Andolfo, MAI, SRA, AI-GRS  
Certified General Real Estate Appraiser  
Rhode Island License CGA.0A00121

Sworn and Subscribed to before me in the City of Providence, County of Providence, State of Rhode Island, this 28<sup>th</sup> day of February, 2025.

*Jennifer L. Medeiros*

Jennifer L. Medeiros  
Notary Public #770601  
My Commission Expires 06/01/2027





**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**QUALIFICATIONS OF THOMAS S. ANDOLFO, MAI, SRA, AI-GRS  
REAL ESTATE APPRAISER AND CONSULTANT  
ASSOCIATED WITH ANDOLFO APPRAISAL ASSOCIATES, INC.**

Engaged in the Real Estate Business for 43 years

President, ANDOLFO APPRAISAL ASSOCIATES, INC.

Member of the Appraisal Institute, MAI Designation #10266

Certified General Appraiser, State of Rhode Island #CGA.0A00121

Certified General Appraiser, Commonwealth of Massachusetts #2789

Certified General Appraiser, State of Connecticut #RCG.0001283

Licensed Real Estate Broker, State of Rhode Island #B09263

Graduate of La Salle Academy, Providence, Rhode Island (1969)

Graduate of The College of Holy Cross College, Worcester, Massachusetts (1973)

Certificate in Real Estate, University of Rhode Island (1979)

**Affiliations:**

Rhode Island Commercial and Appraisal Board of Realtors

Rhode Island Association of Realtors - Statewide MLS

National Association of Realtors

Rhode Island Commercial and Appraisal Board of Realtors

**Authorship:**

New England Real Estate Journal, August 2015, "An Update on the Link District in Providence, RI"

VALUATION, as published by the Appraisal Institute, Third Quarter 2013, "The 'Mall' in 'Small'"

New England Real Estate Journal, October and November 2004, "Rhode Island Suburban Medical and Biotech Overview"

New England Real Estate Journal, November 2003, "A Look at the Valuation of a Telecommunication Facility"

The Appraisal Journal, July 2001, "Telecommunications: The Wireless Personal Communications Services (PCS) Industry"

**Presentations:**

Transportation Research Board Eminent Domain and Land Use Committee - Workshop on Transportation Law, The Care and Proper Feeding of Expert Witnesses, Panel Discussion, July 13 2010

Rhode Island Association of Assessing Officers - Commercial Appraisals and the Tax Appeal Process, March 17, 2006

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

Directorships:

Rhode Island Real Estate Appraisers Board - Board Member - 2003 - 2004  
Board Chairman - 2005 - 2009  
Board Member - 2010 - 2013

Chair of the Rhode Island Branch of the Massachusetts and Rhode Island Chapter of the Appraisal Institute - December 2012 - December 2013

Board of Directors of the Massachusetts and Rhode Island Chapter of the Appraisal Institute - January 2014 - December 2016

Past President of the Holy Cross Club of Rhode Island

Past President of the Rhode Island Chapter, Appraisal Institute (1993, 2007, and 2008)

First Night Providence - Second Vice President and Fund Raising Chairman

Trustee of the North Providence Land Trust - 2003 - 2004

Educational Activities:

Member of the National Experience Review Committee for MAI Experience Credits

Past Instructor of Real Estate Appraisal - University of Rhode Island, College of Continuing Education, and the Rhode Island Board of Realtors

Qualified Expert Witness:

United States Federal Court  
Superior Court of Rhode Island  
Rhode Island Bankruptcy and Probate Courts  
Worcester County Bankruptcy Court  
Court Appointed Arbitrator

City of Attleboro, MA, Zoning Board of Appeals  
City of Cranston, Zoning Board of Review  
City of East Providence, Zoning Board of Review  
City of Fall River, MA, Zoning Board of Appeals  
City of Pawtucket, Zoning Board of Review  
City of Providence, Zoning Board of Review  
City of Warwick, Zoning Board of Review  
City of Warwick, City Council  
City of Woonsocket, Zoning Board of Review

Town of Barrington, Zoning Board of Review  
Town of Bristol, Town Council  
Town of Bristol, Zoning Board of Review  
Town of Burrillville, Zoning Board of Review  
Town of Coventry, Zoning Board of Review  
Town of Cumberland, Town Council  
Town of Cumberland, Zoning Board of Review  
Town of East Greenwich, Town Council  
Town of Exeter, Zoning Board of Review  
Town of Glocester, Zoning Board of Review  
Town of Hopkinton, Zoning Board of Review  
Town of Johnston, Town Council  
Town of Johnston, Zoning Board of Review  
Town of Lincoln, Zoning Board of Review  
Town of Mansfield, MA, Zoning Board of Appeals

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

Qualified Expert Witness:

- Town of Medway, MA, Zoning Board of Appeals
- Town of Middletown, Zoning Board of Review
- Town of Millbury, MA, Planning Board
- Town of Narragansett, Zoning Board of Review
- Town of North Attleborough, MA, Zoning Board of Appeals
- Town of North Kingstown, Zoning Board of Review
- Town of North Providence, Town Council
- Town of North Providence, Zoning Board of Review
- Town of North Smithfield, Zoning Board of Review
- Town of Portsmouth, Zoning Board of Review
- Town of Richmond, Zoning Board of Review
- Town of Seekonk, MA, Zoning Board of Review
- Town of Smithfield, Town Council
- Town of Smithfield, Zoning Board of Review
- Town of South Kingstown, Zoning Board of Review
- Town of Sutton, MA, Zoning Board of Appeals
- Town of Tewksbury, MA, Planning Board
- Town of Tewksbury, MA, Board of Selectmen
- Town of Tiverton, Zoning Board of Review
- Town of West Greenwich, Town Council
- Town of West Greenwich, Zoning Board of Review
- Town of West Warwick, Town Council
- Town of Westerly, Zoning Board of Review

Appraisals for numerous Attorneys and Property Owners

Appraisals for Banks/Financial Institutions:

- American Bank of Texas, N.A.
- Aurora Bank, FSB
- Bank of America
- Bank Newport
- Bay Coast Bank
- Bluestone Bank
- Bristol County Savings Bank
- Brookline Bank / Bank Rhode Island
- Business Development Company of Rhode Island
- Cape Cod 5
- Capital Crossing Bank
- Central Rhode Island Development Corporation
- Centreville Bank
- Citizens Bank
- Country Bank for Savings
- Dime Bank
- Domestic Bank
- Eastern Bank
- Eastern Funding
- Enterprise Capital, Inc.
- Federal Deposit Indemnity Corporation (FDIC)
- Federal National Mortgage Corporation (FannieMae)
- First Federal Savings Bank of America (FIRSTFED)
- First International Bank
- First National Bank of New England
- Farm Credit East
- First Trade Union Bank
- Flagstar Bank
- Freedom National Bank
- Frontier Community Bank
- GE Capital Mortgage Corporation

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

Appraisals for Banks/Financial Institutions:

Greenwood Credit Union  
 HarborOne Bank  
 Home Loan & Investment Bank  
 Mansfield Bank  
 Minority Investment Development Corporation  
 Navigant Credit Union  
 Newport Federal Savings Bank  
 Ocean State Business Development Authority, Inc.  
 Pace Realty Advisors  
 Pawtucket Credit Union, n/k/a Coastall Credit Union  
 Peoples Savings Bank  
 Peoples United Bank  
 Randolph Savings Bank  
 Republic Bank  
 Resolution Trust Corporation (RTC)  
 Rhode Island Housing (formerly RIHMFC)  
 Rockland Trust Company  
 Sabadell United Bank  
 Salem Five Cents Savings Bank  
 Savings Institute Bank and Trust Company  
 Sovereign Bank New England  
 State Street Bank  
 TD Bank, N.A.  
 The Washington Trust Company  
 United States Department of Housing and Urban Development (HUD)  
 United States Small Business Administration  
 Wachovia Small Business Capital  
 Webster Bank  
 Wells Fargo Financial  
 Westerly Savings Bank  
 Zion First National Bank

Appraisals For:

76 Westminster Street, LLC  
 A.T. Cross Company  
 AAA of Southern New England  
 Achievement First  
 Alpha Realty Advisors  
 American Insulated Wire Corporation/Leviton Manufacturing  
 American Power Conversion  
 American Shipyard Corporation  
 Ann & Hope, Inc.  
 Ballard Exploration Company, Inc.  
 Beacon Mutual Insurance Company  
 Beacon Charter School  
 Bethany Home of Rhode Island  
 Block Island Conservancy  
 Blue Cross/Blue Shield of Rhode Island  
 Brown University  
 Burrillville Planning Department  
 Burrillville Sewer Commission  
 Catholic Family Life Insurance  
 Charlestown Land Trust  
 Chelsea Industries, Inc.  
 City of Central Falls  
 City of Cranston  
 City of East Providence  
 City of Newport

ANDOLFO APPRAISAL ASSOCIATES, INC.

Appraisals For: (Con't)

- City of Providence
- City of Warwick
- City of Woonsocket
- Colliers International
- Community College of Rhode Island
- Cookson America
- Cornish Associates
- Cranston Housing Authority
- Cranston Print Works
- Cumberland Land Trust
- D'Ambra Construction
- Department of the Army
- Gateway Healthcare
- General Dynamics - Electric Boat Division
- Glocester Land Trust
- Granoff Realty II, LP
- Greater Providence YMCA
- Highlander Charter School
- I-195 Redevelopment District
- J.H. Lynch & Sons
- Johnson & Wales University
- Kent County Hospital
- Koch Eye Associates
- La Salle Academy
- Landmark Medical Center
- Lifespan Corporation
- Marriott International, Inc.
- Narragansett Bay Commission
- National Grid, n/k/a Rhode Island Energy
- National Marine Fisheries Service
- National Railroad Passenger Corporation (AMTRAK)
- Nationwide Insurance
- Northern Rhode Island Conservation District
- O.R. Colan Associates, Inc.
- OSRAM SYLVANIA, INC.
- Pawtucket Redevelopment Agency
- Pawtucket Water Supply Board
- Providence Planning and Development
- Providence Public Building Authority
- Providence Public Library
- Providence Public Property (Redevelopment Agency)
- Providence School Department
- Providence Tax Assessment Review Board
- Providence Tax Assessor
- Providence Water
- Providence and Worcester Railroad
- Radiation Oncology
- Raytheon
- Rhode Island Airport Corporation
- Rhode Island Attorney General
- Rhode Island Department of Administration
- Rhode Island Department of Labor and Training
- Rhode Island Department of Children, Youth, and Families (DCYF)
- Rhode Island Depositors Economic Protection Corporation (RI DEPCO)
- Rhode Island Economic Development Corporation
- Rhode Island Hospital
- Rhode Island Industrial/Recreational Building Authority
- Rhode Island Public Radio
- Rhode Island Public Transit Authority

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

Appraisals For: (Con't)

- Rhode Island State Police
- Rhode Island Solid Waste Management Corp.
- Rhode Island Water Resources Board
- RI Neurological Institute
- Roger Williams University
- Roman Catholic Diocese of Providence
- Salvation Army of Rhode Island
- Santoro Oil Company
- South County Hospital
- Sprint Spectrum, LP
- Stantec
- State of Rhode Island Building Code Standards Committee - Testimony
- State of Rhode Island, Department of Transportation
- State of Rhode Island, Department of Environmental Management
- Steere House Nursing and Rehabilitation
- Tenent Health Care
- The Audubon Society
- The Episcopal Diocese of Rhode Island
- The Flatley Company
- The Koffler Group
- The Nature Conservancy
- The Trust for Public Land
- Tiverton Power - Caithness Corporation
- Town of Barrington
- Town of Bristol
- Town of Burrillville
- Town of Cumberland
- Town of East Greenwich
- Town of Johnston
- Town of Lincoln
- Town of Middletown
- Town of Narragansett
- Town of North Providence
- Town of Portsmouth
- Town of South Kingstown
- Town of Warren
- Trinity Repertory Theatre
- United Parcel Service
- United States Department of the Interior
- United States Fish and Wildlife Services
- United States Marshal Service, District of Rhode Island
- United States Postal Service
- University Gastroenterology
- University of Rhode Island
- W.D. Shock
- Westerly Hospital
- Women & Infants Hospital

Affiliated Companies:

President, Andolfo Real Estate, Inc. / MATT Associates, LLC

Web Site / E-Mail:

[www.andolfoappraisal.com](http://www.andolfoappraisal.com) / [tom.andolfo@verizon.net](mailto:tom.andolfo@verizon.net)

(Revised 10-25-2023)

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**CERTIFIED GENERAL APPRAISER/REAL ESTATE BROKER LICENSES**

 State of Rhode Island  
Department of Business Regulation  
Division of Commercial Licensing  
Real Estate Appraisers Section

**CERTIFIED GENERAL APPRAISER**

(In accordance with Title 5, Chapter 20.7 of the General Laws of Rhode Island relating to Real Estate Appraisers)


Pursuant to the vested authority and having received full payment of the required fee, the Department of Business Regulation has licensed/certified:

**Thomas S. Andolfo**

The person, firm, or partnership named herein, may engage in the business of appraisal practice, provided he/she shall, in all respects, conform to the Provisions of Title 5, Chapter 20.7 of the General Laws of Rhode Island, as amended, and the rules and regulations issued under the authority thereof, beginning 01/01/2024 and ending 12/31/2025 unless this license is suspended, revoked, or voluntarily returned to the Department of Business Regulation, Commercial Licensing, during this period.



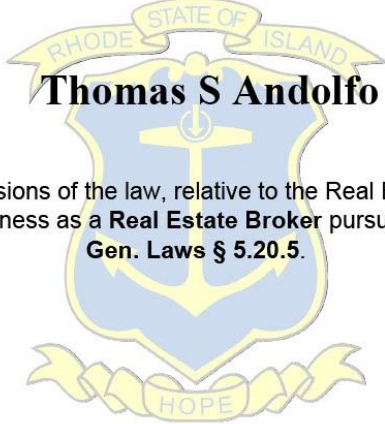
Certification No.: **CGA.0A00121** *Kenneth P. Glos*  
Chairperson, Real Estate Appraisers Board

 State of Rhode Island  
Department of Business Regulation  
Division of Commercial Licensing  
Real Estate Section

**REAL ESTATE BROKER LICENSE**

**Thomas S Andolfo**

has complied with all provisions of the law, relative to the Real Estate Broker and is hereby authorized to transact business as a **Real Estate Broker** pursuant to the provisions of **R.I. Gen. Laws § 5.20.5.**



**THIS LICENSE MUST BE PROMINENTLY DISPLAYED IN THE OFFICE OF THE LICENSEE**

License No.: **REB.0009263** Expiration Date: **04/30/2026** *William P. DeLuca*  
Real Estate Administrator

**ANDOLFO APPRAISAL ASSOCIATES, INC.**

**GENERAL PRIVACY NOTICE**

As directed by the Gramm-Leach-Bliley Act of 1999, Andolfo Appraisal Associates, Inc., is committed to protecting our client's personal and financial information. In the course of providing you with appraisal services, we may need to collect and maintain certain nonpublic information about you.

**What information we collect.** We collect and use information we believe is necessary to provide you with our appraisal services. We may collect and maintain several types of personal information needed for this purpose, such as:

- Information we receive from you on applications, letters of engagement, e-mail or letter correspondence, or conversations, including, but not limited to, your name, address, phone number, social security number, date of birth, bank records, salary information, the income and expenses associated with the subject property, the sale of the subject property, and the details of any financing on the subject property.
- Information about your transactions with us, our affiliates or others, including, but not limited to, payment history, parties to transactions, and other financial information.
- Information we receive from a consumer reporting agency such as a credit history, or any information collected through the Internet.

**What information we may disclose and/or share.** We may disclose the nonpublic personal information about you described above, primarily to provide you with the appraisal services you seek from us. We will not rent, sell, trade, or otherwise release or disclose any personal information about you. We will not disclose consumer information to any third party for use in telemarketing, direct mail, or other marketing purposes.

- We limit the sharing of nonpublic personal information about you with financial or nonfinancial companies, including companies affiliated with us and other third parties to the following:
  - (i) We may share information when it is necessary or required to process a loan or other financial transaction on behalf of financial service providers, such as banks and lending institutions, or nonfinancial companies especially in the performance of residential appraisals;
  - (ii) We may share information when it is required or permitted by law, such as to protect you against fraud or in response to a subpoena;
  - (iii) We may share information derived from public sources such as property tax records, deeds, easements, or other encumbrances that are recorded on land records or from previous comparable sales.

**You may limit information shared about you.** If you prefer that we do not disclose nonpublic personal information about you to third parties, you may opt-out of those disclosures. That is, you may direct us not to make those disclosures (other than those permitted by law). If you wish to opt-out, you may contact us by mail, telephone, fax, or on-line at the address/numbers provided herein.



# EXHIBIT J

STATE OF RHODE ISLAND  
PROVIDENCE, SC

SUPERIOR COURT

**In re: 178-200 George Waterman Road  
Assessor Plat 37, Lot 1  
aka Assessor Plat 37, Lot 193**

PM – 2025 – 01368

**ORDER**

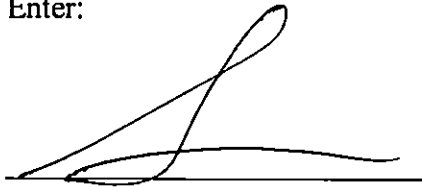
This matter came before this Court on March 14, 2025, the Honorable Judge Christopher Smith presiding, on Petitioner’s Motion to Deposit Money into the Registry of the Court, in the amount of seven hundred and seventy five thousand dollars (\$775,000) based on the appraisal submitted to the Court and pursuant to Rule 67 of this Honorable Court. After hearing thereon and consideration thereof, it is hereby:

**ORDERED, ADJUDGED, AND DECREED**


1. Petitioner’s motion is GRANTED

ENTER as an order of this Court:

Enter:

A handwritten signature in black ink, consisting of a large, stylized initial 'L' followed by a horizontal line.

By order:

A handwritten signature in black ink, appearing to be 'John Smith', written over a horizontal line.

Sr. Deputy Clerk I  
3/14/25

Presented by:

*/s/ William J. Conley Jr.*

---

William J. Conley, Esq (#2149)  
Conley Law & Associates  
123 Dyer Street, Suite 2B  
Providence, RI 02903  
Tel: (401) 415-9835  
Fax: (401) 415-9834  
wconley@conleylawri.com

**CERTIFICATION**

I certify that on the 14<sup>th</sup> day of March, 2025, the within document was electronically filed through the Rhode Island Judiciary Electronic Filing System. This document is available for viewing and/or downloading from the Rhode Island Judiciary Electronic Filing System.

*/s/ William J. Conley Jr.*

---

# EXHIBIT K



Providence Office

The Hay Building  
123 Dyer Street, Suite 2B  
Providence, RI 02903

Newport Office

Brick Marketplace  
213 Goddard Row,  
Newport, RI 02840

Phone: 401-415-9835

Web: www.conleylawri.com

March 14, 2025

Kelley Morris Salvatore  
Darrow Everett LLP  
1 Turks Head Place - Suite 1200  
Providence, RI 02903  
Via Email: [ksalvatore@darroverett.com](mailto:ksalvatore@darroverett.com)

RE: 178-200 George Waterman Road  
Condemnation of Property

Dear Attorney Morris Salvatore:

Enclosed please find a copy of a *Petition* that was filed in the Providence County Superior Court and an *Order* which was entered by Judge Christopher K. Smith this morning regarding the condemnation of property formerly owned by your clients SCLS Realty, LLC and Sixty Three Johnston, LLC. Also enclosed please find a copy of a *Statement of Taking* which was recorded in the Town of Johnston Land Evidence Records on March 12, 2025 at 8:53 AM in Book 3294 Page 223.

Now that title to the above-referenced property has vested with the Town of Johnston, please instruct your clients to remove all vehicles and other personal belongings from the property immediately. If your client's belongings remain on the property by Friday, March 21, 2025, we will have no choice but to serve your clients with a no trespass notice.

Yours truly,



William J. Conley, Jr.  
[wconley@conleylawri.com](mailto:wconley@conleylawri.com)



March 14, 2025

Kelley Morris Salvatore  
Darrow Everett LLP  
1 Turks Head Place - Suite 1200  
Providence, RI 02903  
Via Email: [ksalvatore@darroverett.com](mailto:ksalvatore@darroverett.com)

RE: 178-200 George Waterman Road  
Condemnation of Property

Dear Attorney Morris Salvatore:

Enclosed please find a copy of a *Petition* that was filed in the Providence County Superior Court and an *Order* which was entered by Judge Christopher K. Smith this morning regarding the condemnation of property formerly owned by your clients SCLS Realty, LLC and Sixty Three Johnston, LLC. Also enclosed please find a copy of a *Statement of Taking* which was recorded in the Town of Johnston Land Evidence Records on March 12, 2025 at 8:53 AM in Book 3294 Page 223.

Pursuant to the *Order*, the Town of Johnston has deposited \$775,000.00 into the Superior Court's registry. If your clients are willing to accept the amount as just compensation for the property, you may withdraw the funds at any time. If your clients disagree with the amount, please contact me to discuss your client's position as to the fair market value of the property. The Town is willing to have a good faith discussion on this matter to expediate a resolution.

This letter is being sent to you pursuant to Rule 408 of the Superior Court Rules of Civil Procedure.

Yours truly,



William J. Conley, Jr.  
[wconley@conleylawri.com](mailto:wconley@conleylawri.com)

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF RHODE ISLAND**

SCLS REALTY, LLC; SIXTY THREE  
JOHNSTON, LLC,

Plaintiffs,

v.

TOWN OF JOHNSTON, RHODE ISLAND;  
JOSEPH M. POLISENA, JR., in his official  
capacity as Mayor of the Town of Johnston;  
LINDA L. FOLCARELLI, LAUREN  
GARZONE, ALFRED T. CARNEVALE,  
ROBERT V. RUSSO, ROBERT J. CIVETTI, in  
their official capacities as Members of the Town  
Council of the Town of Johnston; and VINCENT  
P. BACCARI, JR., in his official capacity as  
Town Clerk of the Town of Johnston,

Defendants.

**No. 1:25-cv-00088-MRD-PAS**

**PLAINTIFFS' DEMAND FOR JURY TRIAL**

Plaintiffs SCLS Realty, LLC, and Sixty Three Johnston, LLC, hereby demand a trial by jury of all issues so triable as provided by the Seventh and Fourteenth Amendments to the U.S. Constitution, and by Rule 38(a) of the Federal Rules of Civil Procedure.

DATED: March 24, 2025.

KELLEY M. SALVATORE  
Mass. Bar No. 637885  
R.I. Bar No. 6025  
STACY W. THOMSEN  
Cal. Bar No. 274282  
Mass. Bar. No. 706742  
R.I. Bar No. 10342  
DarrowEverett LLP  
1 Turks Head Pl., #1200  
Providence, RI 02903  
Telephone: (401) 453-1200  
Fax: (401) 453-1201  
ksalvatore@darroweverett.com  
sthomsen@darroweverett.com

Respectfully submitted,

/s/ Kathryn D. Valois  
KATHRYN D. VALOIS\*  
Fla. Bar. No. 1010150  
Pacific Legal Foundation  
4440 PGA Blvd., Suite 307  
Palm Beach Gardens, FL 33410  
Telephone: (561) 691-5000  
Fax: (916) 419-7747  
kvalois@pacificlegal.org

ROBERT H. THOMAS\*  
Cal. Bar No. 160367  
Haw. Bar No. 4610-0  
AUSTIN W. WAISANEN\*  
Wyo. Bar No. 8-7023  
Pacific Legal Foundation  
555 Capitol Mall, Suite 1290  
Sacramento, CA 95814  
Telephone: (916) 419-7111  
Fax: (916) 419-7747  
rthomas@pacificlegal.org  
awaisanen@pacificlegal.org

*\*admitted Pro Hac Vice*

*Co-counsel for Plaintiffs*