

MEETING OF BOARD OF DIRECTORS

May 12, 2008

PUBLIC SESSION MINUTES

A meeting of the Board of Directors of the Quonset Development Corporation (the "Corporation") was held at 5:00 p.m. on Monday, May 12, 2008, at the offices of the Corporation located at 30 Enterprise Drive, North Kingstown, Rhode Island, pursuant to notice to all members of the Board of Directors and a public notice of the meeting as required by the Bylaws of the Corporation and applicable Rhode Island Law.

The following directors constituting a quorum were present and participated throughout the meeting as indicated: Steven Campo, Kas R. DeCarvalho, Thomas Hazlehurst, Barbara Jackson, Saul Kaplan, John A. Patterson, Sav Rebecchi, and John G. Simpson. Also present were: Steven J. King, P.E., Chief Operating Officer; E. Jerome Batty, Secretary; Kevin M. Barry, Finance Director; members of the Corporation's staff and members of the public.

1. CALL TO ORDER:

The meeting was called to order at 5:07 p.m. by Chairman Kaplan.

2. APPROVAL OF MINUTES:

Upon motion duly made by Mr. Rebecchi and seconded by Mr. Hazelhurst, the Board:

VOTED: To approve the Public Session minutes of the April 14, 2008 meeting, as presented.

VOTED: To approve the Executive Session minutes of the April 14, 2008 meeting, as presented.

Voting in favor were: Steven Campo, Thomas Hazlehurst, Barbara Jackson, John A. Patterson, Sav Rebecchi, and John G. Simpson.

Voting Against were: None

Unanimously Approved.

3. STAFF REPORTS:

Mr. DeCarvalho joined the meeting at 5:10 p.m.

Mr. King asked the Board to refer to Tab 2 of their packets. Mr. King updated the Board on the following activities:

Development and Planning

" Bill h8208 - To direct the Corporation to enter into a lease with the USS Saratoga for no less than 40 years.

" The Archaeological Survey for the Bike Path has been completed.

" Ocean State Testing had a ground breaking on Roger Williams Way.

" The Pro Paint Plus, Inc. property sale is scheduled to close June 20, 2008.

Construction

" Cross Park - Babcock Road improvements: finished installing all utilities and drainage basins.

" Park Signage Project is nearing completion.

" South Bulkhead replacement - All steel bulkhead sheets have been installed as of May 6, 2008 and rip-rap now can be completed.

" Rail work for the entire Park has been completed.

" John Rocchio Corporation was the lowest bidder and was selected for the Connector Road Project. Work began May 12, 2008.

Operations

" Port Security in compliance with TWIC regulations.

" Work continues on the MS4 Storm Water Management Plan.

" Staff will relocate to new building on weekend of June 20, 2008. The June Board Meeting will be held at the new building at 95 Cripe Street.

Mr. Patterson advised the Board that the North Kingstown Town Council will have a hearing on the new Connector Road on May 28, 2008.

Chairman Kaplan asked Mr. King to update the Board on the Master Land Use and Development Plan ("Plan") process. Mr. King stated that a workshop was just held prior to the Board Meeting to discuss and get feedback on the draft Plan. Mr. King advised the Board that copies of the draft Plan would be provided to Michael Embury (North Kingstown Town Manager) and Kevin Flynn (Associate Director for State Planning) and they will have 60 days to comment on the draft Plan. The Strategic Planning Committee will review Mr. Embury and Mr. Flynn's comments in July and submit the final draft to the Board for approval in August.

4. APPROVAL REQUESTS:

A. Approval of Sale of Property to WDIC, LLC.

Mr. King gave a brief review of the background of this transaction. The RIEDC property abuts 44 acres currently owned by WDIC, LLC. The WDIC, LLC property is landlocked by RIEDC property. In the past, approvals were given by the QDMC Board to grant vehicular access and water/wastewater rights, however, the two prior

development plans never came to fruition.

On January 30, 2008, the Conservation Law Foundation agreed to release 20 acres for redevelopment in the West Davisville District. This land owned by RIEDC is now suitable for development but is surrounded by WDIC, LLC land and land unsuitable for development (see Exhibit A).

Mr. King recommended selling the 20 acres of RIEDC property to WDIC, LLC for road access and broader development opportunities. Mr. King advised the Board that the WDIC, LLC land is currently zoned high intensity business as a result of an attempt to develop the land by Arlington RV in 2002. WDIC, LLC would need a zone change to General Industrial and subdivision approval from North Kingstown.

Mr. King added that this transaction allows the Corporation to recoup money for land that would otherwise be unusable. Mr. King reviewed the details of the sale with the Board.

A discussion ensued as to whether the land would still be part of the Quonset Business Park® and be subject to the development regulations. It was generally agreed that this land has limited value to the Corporation as is and that it would be to the Corporation's benefit to sell the land outright. Mr. King reassured the Board that he was comfortable with deferring QDC development regulations to the Town of North Kingstown as their regulations are similar to the Corporations. Mr. Kaplan stated his main concern would be the job

creation potential of the land and that WDIC, LLC would not land bank the property if it could not move forward with their development plans. Mr. King assured the Board that the deal would not close until WDIC, LLC obtains the appropriate approvals from the Town.

Upon motion duly made by Mr. Patterson and seconded by Mr. Rebecchi, the Board:

VOTED: That the Corporation acting by and through its Chairman, Vice-Chair, Chief Operating Officer or Finance Director, each of them acting alone the "Authorized Officers" is hereby authorized to enter into, execute and deliver a Purchase and Sale Agreement, and other agreements related thereto with WDIC, LLC substantially in accordance with the Request for Board Authorization presented to the Board (the Purchase and Sale Agreement and related documents are referred to herein collectively as the "Agreement").

VOTED: That each of the Authorized Officers, acting singularly and alone, be and each of them hereby is authorized, empowered and directed to effectuate the intent of the foregoing resolutions by executing, delivering and performing any and all modifications, renewals, confirmations and variations of such Agreement or as any of the Authorized Officers acting singularly and alone shall deem necessary, desirable and without further specific action by this Board, and on behalf of the Corporation, such Authorized Officers, acting alone, are hereby authorized, empowered and directed to

prepare or cause to be prepared and to execute, perform and deliver in the name and on behalf of the Corporation the Agreement and/or all related and ancillary agreements and documents in connection with the terms and conditions to be effectuated by the Agreement, including any and all deeds, agreements, contracts, certificates, licenses, assignments, and financing documents upon such terms and conditions and with such changes, additions, deletions, supplements and amendments thereto as the Authorized Officer executing or authorizing the use of the same shall determine to be necessary, desirable and appropriate and in the best interest of the Corporation.

VOTED: That in connection with any and/or all of the above resolutions, the taking of any action, the execution and delivery of any instrument, document or agreement by any of the Authorized Officers in connection with the implementation of any or all of the foregoing resolutions shall be conclusive of such Authorized Officer's determination that the same was necessary, desirable and appropriate and in the best interest of the Corporation.

Voting in favor were: Steven Campo, Kas R. DeCarvalho, Thomas Hazlehurst, Barbara Jackson, John A. Patterson, Sav Rebecchi, and John G. Simpson.

Voting Against were: None

Unanimously Approved.

There being no further business to come before the Board, upon motion duly made by Mr. Rebecchi and seconded by Ms. Jackson, the meeting was adjourned at 5:42 p.m.

Respectfully submitted:

By:_____

E. Jerome Batty, Secretary