

**QUONSET DEVELOPMENT CORPORATION
MEETING OF BOARD OF DIRECTORS**

April 19, 2010

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, April 19, 2010, at the offices of the Corporation located at 95 Cripe Street, 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 members constituting a quorum were present and participated throughout the meeting as indicated: Robert H. Breslin, Kas DeCarvalho, Barbara Jackson, John G. Laramée, John Patterson, Sav Rebecchi and Keith Stokes. Absent were James Berson, Richard Pastore, and John G. Simpson. Also present were: Steven J. King, P.E., Managing Director; E. Jerome Batty, Secretary; and Corporation's staff and members of the public.

1. CALL TO ORDER:

The meeting was called to order at 5:03 p.m. by Chairman Stokes.

2. APPROVAL OF MINUTES:

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

VOTED: To approve the Public Session minutes of the March 15, 2010 meeting, as presented.

Voting in favor were: Robert H. Breslin, Barbara Jackson, John G. Laramee, John Patterson and Sav Rebecchi.

Voting Against were: None

Unanimously Approved.

Mr. DeCarvalho joined the meeting at 5:12 p.m.

3. STAFF REPORTS:

Mr. King reviewed the Staff Report with the Board.

Development and Planning:

- Conference call held with Maritime Administration (“MARAD”) to discuss the TIGER GRANT. Seven (7) Requests for Qualifications (RFQ) were advertised for engineering, design, and environment**

related to the Grant. The Corporation received eighty-four (84) Statements of Qualifications. QDC anticipates signing a project agreement with MARAD by May 17, 2010. Mr. King noted that a line of credit may need to be discussed with the Board at some point, as the manner in which the grant funds will be distributed is still unknown.

- Work on the Commerce Park Connector Road is underway.
- New Boston Development Partners, LLC lease amendments have been executed and the last details of the Hotel deal are being finalized.
- Amtrak – National Railroad Passenger Corporation (“Amtrak”) has signed a License Agreement.
- Mill Creek Marine agreement has been executed and work will start in the next few months.

Mr. Patterson asked about the status of the Deepwater Wind Rhode Island, LLC (“DWW”) agreement. Mr. King noted that DWW made their regularly scheduled quarterly option payment on April 1st, 2010. DWW is currently researching their options after the PUC decision.

The Board discussed possibility of the America’s Cup coming to Newport and the role of Quonset in that proposal.

Operations:

- Mr. King pointed out that the Park survived the record storms without major incident.

4. COMMITTEE REPORTS:

Mr. King noted no committee meetings were held since the last Board of Director's meeting, however, a Strategic Planning Committee meeting is scheduled for April 22, 2010.

5. APPROVAL REQUESTS:

A. Approval of a Land Purchase from WDIC, LLC:

Mr. King explained to the Board of Directors that the Corporation had negotiated a deal back in 2008 with WDIC, LLC to sell a parcel of land in West Davisville. The deal was for roughly 20 acres of land that would allow the purchaser to access areas of their existing land. Due to the current economic climate, an opportunity has presented itself for the Corporation to "flip" the deal and actually buy 41.74 acres of land from WDIC, LLC. Mr. King reviewed the key points of the transaction:

- 1. New parcel would be the largest available in the Park (aside from the optioned parcel held for DWW).**
- 2. Deal has been approved by the Town of North Kingstown.**
- 3. Environmental review was completed back in 2008.**
- 4. Purchase price is one million seven hundred twenty two thousand two hundred and forty dollars (\$1,722,240 00); roughly \$52,000 per**

useable acre. The sale price in 2008 was \$45,000 per useable acre; however, the new price will include all engineering documents completed to date.

5. Revenue from the recent Amtrak deal (not previously budgeted) will cover the costs of this transaction:

- **Two payments of one hundred fifty thousand dollars (\$150,000) on July 1 and December 31, 2010.**
- **Balance will be mortgaged at five percent (5%) for 5 years; no penalty for early payoff.**
- **Monthly payments will be \$26,839 (Amtrak monthly revenue is \$27,083).**

Upon questioning from Mr. Breslin, Mr. King confirmed that there was no prepayment penalty if the Corporation is ready to lease/sell the land.

Mr. Patterson asked if the Corporation had a large scale user in mind and what would be the result if no user presented itself. Mr. King noted that there has been interest in larger parcels but up until now the Corporation had no property to offer the large scale user. Mr. King emphasized that the intention is to lease the property on a large scale basis as discussed (see handout), however, if absolutely necessary, the land could be subdivided.

Ms. Jackson commented that this deal was a good step toward creating sustainability and congratulated Mr. King on his work.

Upon motion duly made by Mr. Rebecchi and seconded by Mr. Laramée, 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, as agent and attorney in fact of Rhode Island Economic Development Corporation, with WDIC, LLC substantially in accordance with the Request for Board Authorization presented to the Board and subject to obtaining all appropriate approvals and consents related thereto (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 or alone shall deem necessary, desirable and without further specific action by this Board, and on behalf of the Corporation, such Authorized Officers 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, mortgages 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: Robert H. Breslin, Kas DeCarvalho, Barbara Jackson, John G. Laramée, John Patterson and Sav Rebecchi.

Voting Against were: None

Unanimously Approved.

Mr. King asked Mr. Preston to give an overview of the new benefit program called QuonsetJobs.com. Mr. King explained that the program not only provides Park residents the opportunity to advertise their job openings for free but has the added benefit of increasing Park exposure.

Mr. Preston of New Harbor Group stated there were 43-50 jobs listed on the website, currently. Mr. Preston advised the Board that typically 31-51 jobs are listed on the site; the jobs advertised have a broad range in skills and salary.

Mr. Preston played two radio ads running on WHJJ and WPRO for the Board. Mr. Preston noted the key points in both ads:

- 8800 jobs**
- 168 companies**
- Top 10 auto port in North America**
- 2700 new jobs in the last 5 years.**

A special edition of the Quonset Points (with over 4000 subscribers) announcing the website is to be released, Channel 12 mentioned the site on their newscast, and the Providence Journal is set to add a piece on the site as well.

Mr. Rebecchi commented that this incentive really creates a sense of community in the Park and gets the word out about Quonset

Business Park.

Mr. Preston remarked that several candidates for Governor have recently toured the Park and their overwhelming reaction was that they had no idea of the extent of the good work being done at Quonset.

The Board discussed some of the upcoming Park events including a possible E-Waste event, the Kohl's "Dress for Success" event with the North Kingstown Chamber, and upcoming tours of Electric Boat and Hexagon Metrology.

Mr. King announced that a tour of the Seabee Museum would be held right after the meeting. The Seabee's have purchased and have been approved for a new building that will be the first heated and air conditioned building. The new building will hold their collection of Seabee memorabilia.

Mr. DeCarvalho advised to the Board that he has been asked to serve on the Board of the Providence Port Authority, a City based advisory committee.

There being no further business to come before the Board, upon motion duly made by Mr. Breslin and seconded by Ms. Jackson, the meeting was adjourned at 5:30 p.m.

Respectfully submitted:

By: _____
Secretary

E. Jerome Batty,