

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

November 15, 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, November 15, 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: James D. Berson, Robert H. Breslin, Jr., John G. Laramee, Richard Pastore, John A. Patterson, Sav Rebecchi, John G. Simpson and Keith Stokes. Absent were Barbara Jackson, Kas R. DeCarvalho and B. Michael Rauh, Jr. Also present were: Steven J. King, P.E., Managing Director; Kevin M. Barry, Finance 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 5:05 p.m. by Chairman Stokes.

2. APPROVAL OF MINUTES:

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

VOTED: To approve the Public Session minutes of the October 18, 2010 meeting, as presented.

Voting in favor were: John G. Laramée, , John A. Patterson, Sav Rebecchi, and John G. Simpson.

Voting Against were: None

Abstaining: James D. Berson, Robert H. Breslin, Jr. and Richard Pastore.

Motion Passed.

3. STAFF REPORTS:

Mr. King reviewed the Staff Report with the Board:

Grants

- TIGER Grant – the Buy American waiver was approved by the**

MARAD and published in the Federal Register on November 8, 2010.

This approval clears the way for construction projects and material purchases to begin.

- Mr. King noted that the TIGER Grant projects are outlined in page 1 of the Staff Report.**
- EDA Grant – quarterly reporting complete. 9.76 FTE's will be created by this project during the construction stage.**
- EDA Grant – the Romano Vineyard Way overpass is about 65% complete. Mr. King advised the Board that Diane Soule has been engaged to develop a landscaping plan to buffer any effects the bridge might have on neighboring community.**

Development

- Site Readiness – 26 of the 33 parcels have detailed engineering plans and permits submitted to RIDEM and CRMC for their review.**
- Development Regulations – QDC and Town of North Kingstown now have an agreement, in principle, on the Memorandum of Agreement, the Community Comprehensive Plan amendment, and the Zoning Ordinance amendments. The Park Development Regulations will be on the Town of North Kingstown Planning commission agenda on November 30, 2010; at which time, it is hoped that all four documents will be recommended to the Town Council for approval.**
- West Davisville Land Purchase – due diligence continues on Phase I Environmental Assessment.**
- Mill Creek Marina – dry stack marina project is still under construction.**
- Seaview Transportation – QDC working with RI Department of**

Transportation and State Properties Committee to extend Seaview Transportation's lease for the engine house located off of Route 403.

Construction

- **Northrup Road Realignment – Culvert has been installed and Contractor is backfilling the area to bring the roadway to a new grade. National Grid is installing a new gas main north of the culvert and Cox Cable has installed cable south of the culvert.**

Operations

- **Snow Removal Equipment – all snow removal equipment has had preventative maintenance checks performed and is ready for the winter snow removal operations.**

Port Operations

- **Port Activity continues strong with 11,445 cars inbound in October. It is expected that number will exceed 100,000 inbound cars by the end of the year. Mr. King pointed out that the number of inbound cars brought in by rail totaled 4,112 and that this was noted for the first time on the Staff Report.**

Finance and Administration

- **Financial picture continues to remain strong through October.**

4. COMMITTEE REPORTS:

There were no committee meetings.

5. APPROVAL REQUESTS:

A. Approval of the Sale of Land to Electric Boat Corporation:

Mr. King reviewed the transaction sheet with the Board and stated that Electric Boat Corporation wishes to purchase 1.13 acres of property located on MacNaught Street. Electric Boat Corporation (“EB”) currently leases the parcel and will combine the lot with the parcel already owned by EB to expand the high-bay building. The sale price will be \$152,550.00 based on the standard \$135,000 per acre. The sale will accommodate the hiring of an additional 450 employees. Utility relocations are necessary for EB to complete their improvements. A Memorandum of Understanding will be executed between QDC and EB to allow for utility improvements. A majority of the utility work will be funded by EB, however, the portion of the work to the water system that is considered to be improvements will be funded by QDC. The purchase price will be used to offset reimbursable costs of utility improvements, and the additional balance due to EB for improvements will be reimbursed through rent credits. Mr. King also noted that seven waivers to the Quonset Business Park Development Regulations are necessary for EB to make their improvements to their building. A majority of the waivers have to do with parking requirements. EB does not have enough parking at the site to meet development regulations; however, they do have enough parking on the campus as a whole. EB will be placing a Declaration of Restriction in the deed to the property requiring the next owner to allow for proper number of parking spaces.

Upon motion duly made by Mr. Breslin and seconded by Mr. Laramee, 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 Memorandum of Understanding, and other agreements related thereto with Electric Boat Corporation or its nominee, substantially in accordance with the Request for Board Authorization (the "RBA") presented to the Board. In connection with the sale and transfer of the property as provided in the RBA, Electric Boat Corporation intends to construct the Bay 4 Addition as described in the RBA which will require certain waivers with respect to the Development Package and the relocation of certain utilities all as provided in the RBA and which are hereby approved. The Memorandum of Understanding, waivers 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, easements, contracts, certificates, licenses, assignments, releases, terminations, waivers 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: James D. Berson, Robert H. Breslin, Jr., John G. Laramée, John Patterson, Richard Pastore, 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. Breslin and seconded by Mr. Berson, the meeting was adjourned at 5:31 p.m.

Respectfully submitted:

By: _____
Secretary

E. Jerome Batty,