

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

July 21, 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, July 21, 2008, 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 directors constituting a quorum were present and participated throughout the meeting as indicated: James D. Berson, Robert H. Breslin, Jr., Steven Campo, Kas R. DeCarvalho, Barbara Jackson, Saul Kaplan, John G. Laramée, John A. Patterson, Sav Rebecchi, John G. Simpson and Keith W. Stokes. 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 5:02 p.m. by Chairman Kaplan.

2. APPROVAL OF MINUTES:

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

VOTED: To approve the Public Session minutes of the June 16, 2008 meeting, as presented.

Voting in favor were: James D. Berson, Robert H. Breslin, Jr., Steven Campo, Kas R. DeCarvalho, Barbara Jackson, John G. Laramée, John A. Patterson, Sav Rebecchi, John G. Simpson and Keith W. Stokes.

Voting Against were: None

Unanimously Approved.

3. STAFF REPORTS:

A map of the Gateway Development Project depicting the known tenants was distributed to the Board as requested at the previous Board meeting (Exhibit A).

Development and Planning

- Bill s3165 passed which created a Special Legislative Study Commission to review the project approval process for the Corporation.
- Staff is preparing a response to a Solicitation for Offers issued by the Federal Government to lease space for NOAA.
- The Development Agreement for Atlantic Ethanol has been executed by the parties.
- The QDC website is being updated.
- QDC is awaiting final approval from the RIDOT for the Quonset Shared Use Path. Once approved, the project will go out for bid.
- Land sale to Pro-Paint Plus, Inc. is scheduled to close on July 31, 2008.

Construction

- RIDOT anticipates the Route 403 project to be completed by the end of December 2008.
- Connector Road work is continuing on schedule; Phase I to be completed by October 2008.
- Bids were received for the Saltwater Marsh Restoration Project on July 10, 2008 (as mitigation for wetlands impact resulting for the construction of Maritime Way); to be awarded next week. The road project will provide access to the marine services area.
- South Bulkhead Replacement Project is expected to be complete by the end of September.

Operations

- The Storm Water Management Plan is underway and should be approved by the end of the month.
- The Air Show was a great success.
- The move to the new Quonset Development Corporation headquarters is complete and administration is up and running in the new facility.

Finance and Administration

- Year end audit has begun. Final financial statements will be ready for the September Board meeting.
- The FY2010 Capital Budget was submitted to the State Budget Office.

Upon questions posed by the Board, Mr. King explained that Port planning was based on the knowledge of the Government's intention to lease space to dock the NOAA Okeanos Explorer at Pier 1. Mr. King indicated that the Okeanos will be housed at the end of the pier and should not have any impact to upland development or port operations. The Okeanos is a research vessel and is frequently out to sea.

4. APPROVAL REQUESTS:

A. Approval of Revised Sewer Treatment User Regulations:

Mr. King explained to the Board that the Corporation is subject to National Pretreatment rules and regulations. Those rules and regulations are promulgated by EPA and endorsed by the RIDEM. In February 2006, the EPA decided to streamline the regulations in an attempt to make them more user-friendly. There are thirteen (13) rule changes in total but only six (6) changes are required to be addressed in the Corporation's regulations (see Exhibit B).

Mr. Patterson asked if these changes would have any impact on the Town. Mr. King replied that there was no impact.

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

VOTED: The Board hereby approves and adopts the Revised Sewer Treatment User Regulations as presented to the Board, a copy of which is attached hereto as Exhibit C.

Voting in favor were: James D. Berson, Robert H. Breslin, Jr., Steven Campo, Kas R. DeCarvalho, Barbara Jackson, John G. Laramée, John A. Patterson, Sav Rebecchi, John G. Simpson and Keith W. Stokes.

Voting Against were: None

Unanimously Approved.

B. Board concurrence to appointment of Steven J. King, P.E. as Managing Director:

Mr. Kaplan advised the Board that the Chairman has the authority to appoint the Managing Director. However, the appointment is subject to concurrence of the Board.

Mr. Kaplan explained his decision to appoint Mr. King as Managing Director stating that Mr. King has proven his ability to deliver by building positive relationships with external stakeholders, bringing clarity to the Gateway Project, and by moving ahead with development projects in the Park.

Mr. Breslin thanked Mr. King for providing his resume, commenting that the background information was a great help to the newer members of the Board who have not had as much experience working with him.

Mr. Patterson commented that he, as representative of the Town, has found relations have improved since Mr. King has started managing the Corporation.

Ms. Jackson also commented favorably on Mr. King's job performance. Mr. Simpson and Mr. Rebecchi added their support for Mr. King's new role.

Mr. DeCarvalho indicated while he agrees with all the statements regarding Mr. King's ability to lead the Corporation. He questioned the process from a policy perspective and suggested that a Request for Proposal (RFP) process might have been a more objective approach.

Mr. Kaplan stated that he had considered a RFP but felt that Mr. King was the right person for the job and therefore, there was no value in going through the RFP process. Mr. Campo added his support for Mr. King and commented that it was his opinion that the Board should vote on this request.

Mr. Patterson noted the desirability of a job description for the Managing Director against which future job performance can be measured.

Upon motion duly made by Mr. Simpson and seconded by Mr. Laramee, the Board:

VOTED: The Board hereby concurs to the appointment of Steven J. King, P.E. as Managing Director of the Corporation.

Voting in favor were: James D. Berson, Robert H. Breslin Jr., Steven Campo, Kas R. DeCarvalho, Barbara Jackson, John G. Laramee, John A. Patterson, Sav Rebecchi, John G. Simpson and Keith W. Stokes.

Voting Against were: None

Unanimously Approved.

Mr. Kaplan congratulated Mr. King on his new appointment. Discussion ensued regarding salary compensation for Mr. King. Mr. Kaplan advised the Board that the Audit Finance Committee could review compensation issues.

Mr. Kaplan reminded the Board members to contact the Mr. King with their committee selections as requested in recent correspondence.

C. Appointment of John C. Carter, Registered Landscape Architect to the QDC Design Review Committee:

Mr. King notified the Board that Mr. Donald Sharp, the DRC's landscape architect, resigned his position because he was moving to New Hampshire. The Corporation staff have been searching for a replacement for several weeks, finally selecting Mr. John C. Carter for the position. Mr. Carter was recommended by Jon Reiner, Planning Director for the Town of North Kingstown. Mr. Carter is a registered Landscape Architect in Rhode Island, Connecticut, and Massachusetts; he has a B.S. in Natural Resources from the University of Rhode Island as well as a B.S. in Landscape Architecture from the Rhode Island School of Design. Mr.

Carter has worked on several projects in the Quonset Business Park® and throughout North Kingstown.

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

VOTED: The Corporation hereby appoints John C. Carter, Registered Landscape Architect, as a member of the QDC Design Review Committee.

Voting in favor were: James D. Berson, Robert H. Breslin, Jr., Steven Campo, Kas R. DeCarvalho, Barbara Jackson, John G. Laramée, John A. Patterson, Sav Rebecchi, John G. Simpson and Keith W. Stokes.

Voting Against were: None

Unanimously Approved.

D. Strategic Planning Committee:

Mr. Simpson gave a brief synopsis of the Strategic Planning Committee meeting that was held prior to the Board meeting. Mr. Simpson stated that three items were covered in the meeting:

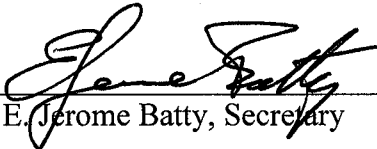
1. A request for land use waiver for recreational purposes.
 - The YMCA has requested a waiver for a recreational use in a light industrial district.
 - The Committee discussed Staff recommendations concerning the YMCA's request.
2. Naming of the New Connector Road.
 - Staff provided a history of the land now considered the Gateway.
 - The Strategic Planning Committee supported the decision to name the New Connector Road after the Romano Farm and Vineyards based on that history.
3. Review of the Draft Master Land Use and Development Plan.
 - The Committee met with Kevin Flynn and Jared Rhodes from Statewide Planning and Jon Reiner, North Kingstown Planning Director.
 - They provided feedback on QDC's Master Land Use and Development Plan.
 - The meeting was positive and suggestions were made regarding water supply and wastewater capacity.
 - Opinions were offered on the value of commuter rail.
 - Statewide Planning is meeting August 14, 2008 and will provide formalized feedback.

Mr. Simpson added that the Strategic Planning Committee will meet again next month to review the feedback from Statewide Planning, the Town of North Kingstown, CRMC, and DEM.

Mr. King advised the Board that notifications of Committee meetings are sent via email and Board members are welcome to attend any meeting.

There being no further business to come before the Board, upon motion duly made by Mr. Patterson and seconded by Ms. Jackson, the meeting was adjourned at 6:00 p.m. and a tour of the new QDC headquarters commenced.

Respectfully submitted:

By:  _____
E. Jerome Batty, Secretary