

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

October 20, 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, October 20, 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, John G. Laramée, Saul Kaplan, John A. Patterson, Sav Rebecchi, John G. Simpson and Keith W. Stokes. Also present were: Steven J. King, P.E., Managing Director; 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. Stokes and seconded by Mr. Patterson, the Board:

VOTED: To approve the Public Session minutes of the September 15, 2008 meeting, as presented.

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

Voting Against were: None

Unanimously Approved.

Kas R. DeCarvalho joined the meeting in progress at 5:20 p.m.

3. STAFF REPORTS:

The Corporation's Managing Director, Mr. King, presented his report to the Board.

Development and Planning:

- Deepwater Wind: The Governor announced the selection of Deepwater Wind for the Energy Independence One Project. Mr. King presented a power point presentation highlighting the proposal for Rhode Island's first offshore wind farm:
 - a. Utility Scale Offshore Wind Power
 - b. 1.3 Million Megawatt Hours per year
 - c. 15% of RI Electricity Usage
 - d. \$1.5 Billion Investment
 - e. Equity Partners with Firstwind
 - i. DE Shaw & Co - \$35B investment and Committed Capital
 - f. Ospraie Management
 - g. Innovative Jacket Foundation
 - i. Renewable Energy, Price Stability, and Sustainable Economic Development (800 direct jobs/\$60 million payroll) to benefit Rhode Island
 - h. CRMC's SAMP (Special Area Management Plan) advantage.
- Mr. Berson asked about the number of jobs and whether it was consistent with QDC's criteria. Mr. King indicated that the current projection is 8 jobs per acre. It is hoped that additional manufacturing jobs related to the project will be created.
- RAVV Development, LLC has received design review approval and is now beginning the technical review process.
- American Automotive Restorations, Inc. and the Town of North Kingstown have upcoming real estate sale closings.

Construction:

- Route 403 is scheduled to open October 22, 2008. Mr. King commented that the completion of the Route 403 interchange is a milestone for the Corporation.
- The above ground storage tanks (AST's) at the steam plant have been removed and the concrete dikes are in the process of being demolished.
- Tentative Notice of Award has been issued to Fleet Construction for the Maritime Way road construction project providing access to the Waterfront, Davisville and 40 acres adjacent to the South Bulkhead.
- The Shared Use Path is open for bids. The bids are due October 30th.
- The Salt Water Marsh Restoration Project continues.

Operations:

- TWIC (Transportation Works Identification Credentials) program is fully in effect at the Port of Davisville as of October 15, 2008.
- The Corporation has commenced a Park-wide beautification project to increase "curb appeal".
- The final phase of the Corporate relocation is complete.

Finance and Administration:

- Total Revenue is slightly better than budget due to increased port traffic on the pier. NORAD has a new contract with Volkswagen which is shifting their imports from Wilmington, DE to the Port of Davisville.
- All Operating expenses are running equal or slightly better than budget.
- Mr. King and Mr. Barry met with the State Budget Office Oversight Committee to discuss FY 2010 Capital Budget at which time Mr. King presented the October 15, 2008 Capital Improvement Program Report Card. Mr. King provided the Board with a copy of the presentation (Exhibit A). The Budget Office has adopted all of the Corporation's requests for funding during the FY 2009 and FY 2010 period.

4. COMMITTEE REPORTS:

A. Strategic Planning Committee:

Mr. Simpson, Strategic Planning Committee Chairman, announced that the Committee had met to discuss the potential sewer agreement with the Town of North Kingstown. It was the consensus of the Committee that the sewer agreement was only part of the puzzle. The entire scope of services between the Quonset Business Park® and the Town needs to be addressed. Mr. Simpson said the Committee felt strongly that capacity limits should be considered so that servicing the Town does not prevent businesses and industries from locating in the Park.

There was short discussion concerning the timeline for the sewer agreement and it was the general consensus that there was time for more detailed discussions with the Town of North Kingstown regarding municipal services. Ms. Jackson added that the discussion centered on the comprehensive concept of water supply and sewer capacity and its potential for impeding Park development. A more detailed and comprehensive conversation is needed.

Mr. Kaplan agreed that a comprehensive municipal services plan with the Town was needed. He noted that the intention has always been to address such issues in the Operating Model. Mr. Kaplan noted that there is time to advance the dialogue but such conversations should not impede necessary deals with the Town.

Mr. Simpson added that the Town Manager, Mr. Embury attended the Strategic Planning Committee meeting and is aware of the Committee's concerns. Mr. Simpson assured the Board that Mr. Embury seemed to have an appreciation for the Committee's concerns. The Committee has requested feedback from Mr. Embury and the Town regarding this issue to keep an open dialogue.

5. NOTICE OF 2009 PROPOSED MEETING DATES FOR THE BOARD OF DIRECTORS MEETINGS:

The Board reviewed the proposed meeting dates, and there was a concurrence among the Board members that these dates were acceptable. The meeting dates are set forth on Exhibit B attached hereto.

6. APPROVAL REQUESTS:

A. Quonset Development Corporation Master Land Use and Development Plan:

Mr. Kaplan commended the Strategic Planning Committee for their good work in developing the Master Land Use and Development Plan September 2008.

Mr. Simpson noted that a *Matrix of Changes* (Exhibit C) was provided to the Board at the last meeting that identified the changes from the former Master Land Use and Development Plan. Upon Mr. Kaplan's request, Mr. Simpson proceeded to outline the process involved in updating the Master Land Use and Development Plan:

- Maguire Group, Corporation Staff and the Strategic Planning Committee reviewed the existing plan in the following contexts:
 1. Provide a public document framework to identify available land, capacity limits, and opportunities;
 2. Provide CB Richard Ellis with a marketing tool for recruiting businesses to the Park; and
 3. Build a sustainable Operating Model from the framework as contained in the Master Land Use and Development Plan.
- Received feedback from outside agencies and further refined and organized the document
- Added graphic representations of development opportunities
- Maguire Group created the first draft for the Committee to review in further detail
- Presented a draft to the Board and held a workshop
- Reviewed feedback from the Statewide Planning Council, Town of North Kingstown, DEM, and CRMC
- Created the *Matrix of Changes* reflecting the recommended changes from the combined coordinated outside agencies and the Corporation's response to those change requests (95% of the requested changes were implemented)
- Presented the final draft to the Board for approval.

Ms. Jackson added that language and terminology were important issues in this document. The Master Land Use and Development Plan provides clarity by using common language, which in the past had caused confusion in some policy making areas. The philosophies were similar but the language was not precise enough. Ms. Jackson gave the example of the term, *mixed use* utilized in the previous Plan (which includes residential uses in the planning community) was replaced with *commercial services*, used in this document.

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

VOTED: To approve the Quonset Business Park Master Land Use and Development Plan September 2008 as presented to the Board.

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 Stokes.

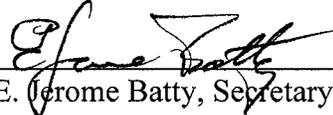
Voting Against were: None

Unanimously Approved.

There being no further business to come before the Board, upon motion duly made by Mr. Patterson and seconded by Mr. Laramée, the meeting was adjourned at 6:15 p.m.

Respectfully submitted:

By:


E. Jerome Batty, Secretary