

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

November 21, 2011

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 21, 2011, 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 Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, Anthony F. Miccolis, Jr., John A. Patterson, and James Rugh. Absent were: Robert H. Breslin, Jr., Kas R. DeCarvalho, John G. Simpson, and Keith Stokes. 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 5:00 p.m. by Deputy Vice Chairman Laramee.

2. APPROVAL OF MINUTES:

Upon motion duly made by Mr. Berson and seconded by Mr. Rugh, the Board:

VOTED: To approve the Public Session minutes of the September 19, 2011 meeting, as presented.

Voting in favor were: James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, Anthony F. Miccolis, Jr., and James Rugh. John Patterson abstained.

Voting Against were: None

Approved.

3. STAFF REPORTS:

Mr. King reviewed the Staff Report with the Board:

TIGER Project

- Mobile Harbor Crane has been ordered and is under construction. QDC has submitted a permit application to the FAA.
- Port Roads, Pier 1, and Pier 2 improvements are all under construction.

EDA Project

- Romano Vineyard Way Bridge was opened to traffic on November 3rd.

- QDC has received a “non-binding” letter of grant funding from the EDA for the Compass Circle Extension in the amount of \$440,000 (amount to be matched by the Corporation). EDA has required that the Corporation obtain the discharge of mortgage for the West Davisville property before dispensing the grant. QDC is working with WDIC to discharge the mortgage by securing the promissory note with a collateral assignment of the AMTRAK lease to replace the mortgage.

Development

- Transportation Improvement Program – A proposal has been submitted to RI Statewide Planning and the RI Department of Transportation to construct the three deferred Route 403 ramps.
- Stanley Black & Decker – has moved their Research, Development, and Engineering Division (75 employees) to the Quonset Business Park.
- RI Fast Ferry Dock Project permit applications have been submitted.

Operations

- Water Meter Automation Project – the water department is in the process of installing an automated meter reading system. Readings will be sent through a wireless system and will no longer require manual readings.
- Roof Replacement on building 318 has begun. Titan Roofing of Chicopee, MA is replacing the entire roof system.

Port Operations

- Port activity continues to be brisk with 11 ships carrying 11,901 cars inbound in October.

Finance and Administration

- Corporation finances continue to remain strong. Revenues are still running better than budget.

Mr. King reviewed the Construction Projects Map and the Proposed 2012 Board of Director’s Meeting Schedule.

Mr. Miccolis asked if the indoor recreation facility might be interested in using the Lowe’s building now that the retailer has closed their Quonset facility.

Mr. King stated that Wide World of Indoor Sports is very close to signing a lease on adjacent land and will probably begin construction in the next month or so. The Lowes building belongs to Lowes Corporation; the land is leased by the Corporation to New Boston Development Partners who leases it to Lowes. Lowes is currently in the second year of a twenty (20) year lease so they have the option of leasing the building to another retailer. Mr. Lavallo of CB Richard Ellis noted that Lowes is working with Dartmouth Company to find a prospective retailer.

4. COMMITTEE REPORTS

There were no committee meetings.

5. APPROVALS:

- A. Approval of revised Section 5.2 of the Master Land Use and Development Plan for submittal to the Rhode Island Department of Environmental Management.

Mr. King reviewed for the Board the sewer agreement that the Corporation and the Town of North Kingstown entered into last summer to provide Post Road South with approximately two hundred thousand (200,000) gallons of sewer services per day. The Department of Environmental Management has reviewed the Town's Wastewater Facilities Plan and has asked the Town to resubmit plans to include future flow needs for coastal areas, Shore Acres, and Post Road North. As a result, the Town has requested a commitment from the Corporation that in the future QDC will be able to accommodate this additional wastewater flow.

Mr. King advised the Board that the revisions to Section 5.2 of the Quonset Business Park Master Land Use and Development Plan includes North Kingstown's flow projections consistent with the Department of Environmental Management's suggestions. Mr. King noted that the Corporation also updated the section to include new lift stations that were added as a result of Electric Boat's bay 4 renovations and sewer line rerouting.

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

VOTED: To approve the revised Section 5.2 of the Master Land Use and Development Plan as submitted to the Board and to authorize submittal of the revisions to the Rhode Island Department of Environmental Management for approval. The revisions supercede and replace the prior Section 5.2. The Managing Director is also authorized to approve any changes requested or required by the Department of Environmental Management to the extent he determines the same are necessary, appropriate and in the interest of the Corporation.

Voting in favor were: James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramée, Anthony F. Miccolis, Jr., John A. Patterson, and James Rugh.

Voting Against were: None

Unanimously Approved.

- B. Approval of the First Amendment and Supplemental Agreement to the Intergovernmental Agreement for Wastewater Services between Quonset Development Corporation and the Town of North Kingstown.

Mr. King reviewed the amendments to the Intergovernmental Agreement for Wastewater Services between the Corporation and the Town. The revised agreement provides that once the Town has used the allotted two hundred thousand (200,000) gallons a day and additional wastewater flow is needed, the Town will be responsible for funding (including planning, designing, and constructing) the wastewater treatment facility expansion in order to accommodate the increased need. The cost of the expansion is not known at this time. Mr. King pointed out that the Quonset Business Park (“QBP”) will not commit any of its reserves (needed for future QBP development) to accommodate the Town’s wastewater needs. The Amendment also clarifies certain aspects of the initial agreement including the following:

- A payment plan for payment of two million four hundred sixty thousand (\$2,460,000) for the initial two hundred thousand (200,000) gallons of wastewater flow. The Town will pay this amount over a twenty (20) year term at a 2.75% interest rate per year resulting in an annual payment of one hundred sixty one thousand five hundred and twenty two dollars and forty-six cents (\$161,522.46).
- A timeline for the installation of wastewater metering stations that will need to be provided by the Town.
- The Town will be required to upgrade the DS-55 pump station when the Corporation’s pumps are running twelve (12) hours during a twenty four (24) hour period.

Ms. Jackson asked if this agreement will adversely affect the flow within the QBP. Mr. King stated that the Corporation currently has the ability to handle 1.8 million gallons daily. The Quonset Business Park uses almost five hundred thousand (500,000) gallons and with the two hundred thousand (200,000) gallons allotted to the Town, the QBP still has a reserve of approximately one million (1,000,000) gallons. After the Town uses its capacity of two hundred thousand (200,000) gallons, they will need to fund the expansion of the wastewater treatment facility prior to adding additional flow to the wastewater facility.

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

VOTED: That the Corporation acting by and through its Chair, Vice-Chair, Managing Director or Finance Director, each of them acting alone the “Authorized Officers” is hereby authorized to enter into, execute and deliver the First Amendment and Supplemental Agreement to the Intergovernmental Agreement for Wastewater Services with the Town of North Kingstown (the “Amendment”) substantially in accordance with the Amendment presented to the Board.

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 the Amendment 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 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 Amendment and/or all related and ancillary agreements and documents in connection with the terms and conditions to be effectuated by the Amendment, including any and all agreements, contracts, certificates, licenses, assignments, and memorandums 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 Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, Anthony F. Miccolis, Jr., John A. Patterson, and James Rugh.

Voting Against were: None

Unanimously Approved.

6. **MOTION TO ADJOURN TO EXECUTIVE SESSION:**

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

VOTED: To adjourn to Executive Session pursuant to Subsection (5) – (Acquisition or Lease of Real Estate for Public Purposes or Disposition of Publicly held Property), Subsection (6) – (Location of Perspective Businesses in Rhode Island) and Subsection (7)- (Investment of Public Funds) of the RIGL §42-46-5(a) (the “Open Meetings Law”).

Voting in favor were: James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, Anthony F. Miccolis, Jr., John A. Patterson, and James Rugh.

Voting Against were: None

Unanimously Approved.

The meeting adjourned to Executive Session at 5:26 p.m. The meeting reconvened in Public Session at 6:05 p.m.

7. **VOTE TO MAINTAIN MINUTES OF EXECUTIVE SESSION CLOSED:**

Upon motion duly made by Mr. Berson and seconded by Ms. Dolan, the Board:

VOTED: Pursuant to Section 42-46-4 and 42-46-5 of the General Laws, the minutes of the Executive Session shall not be made available to the public at the next regularly scheduled meeting of the Corporation because such disclosure may adversely impact ongoing negotiations.

Voting in favor were: James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, Anthony F. Miccolis, Jr., John A. Patterson, and James Rugh.

Voting against were: None.

Unanimously approved.

8. **ADOPTION OF THE 2012 MEETING SCHEDULE:**

The Board of Directors approved the meeting dates for 2012 as presented and attached hereto as Exhibit A.

There being no further business to come before the Board, upon motion duly made by Mr. Rugh and seconded by Mr. Miccolis, the meeting was adjourned at 6:06 p.m.

Respectfully submitted:

By: 
E. Jerome Batty, Secretary

Exhibit A



PUBLIC NOTICE

In accordance with General Law 42-46-6, notice of the regular meeting schedule of the Quonset Development Corporation for the calendar year 2012 is hereby posted:

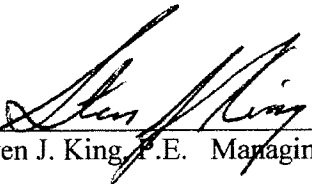
PLACE: Quonset Development Corporation
Conference Rooms A & B
95 Cripe Street
North Kingstown, RI 02852

TIME: 5:00 PM

DATES: January 9
February 13
March 19
April 16
May 14
June 18
July 16
August 20
September 17
October 15
November 19
December 10

NOTE: In accordance with the General Laws of the State of Rhode Island, 1956 (1977 Re-enactment) as amended, a portion of the meeting may be held in Executive Session, in accordance with the Open Meetings Laws, Section 42-46-5 (a) (b).

Meeting place is accessible to mobility impaired. Individuals requesting interpreter services for the hearing impaired must notify the Corporation at 295-0044 Hearing/TTD 48 hours in advance of the meeting date.



Steven J. King, P.E. Managing Director

POSTED: R.I. Economic Development Corporation
State House