

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

DECEMBER 13, 2016

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 Tuesday, December 13, 2016, 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 By-Laws of the Corporation and applicable Rhode Island Law.

The following members constituting a quorum were present and participated throughout the meeting as indicated: Guy Asadorian, Jr., Susan Leach DeBlasio, John Justo, Gregory A. Mancini, Kerry P. McKay, Stefan Pryor, and Guillaume de Ramel. Absent were: Shannon E. Brawley, Carol H. Hueston, and Scot A. Jones. Also present were: Steven J. King, P.E., Managing Director; John R. Pariseault, Secretary and Corporation's staff and members of the public.

1. **CALL TO ORDER:**

The meeting was called to order at 5:15 p.m. by Vice Chairperson Guy Asadorian, Jr.

2. **APPROVAL OF MINUTES:**

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

VOTED: To approve the Public Session Minutes of the October 18, 2016 meeting as presented.

Voting in favor were: Guy Asadorian, Jr., Susan Leach DeBlasio, John Justo, Gregory A. Mancini, and Kerry P. McKay.

Voting Against were: None.

Unanimously Approved.

Mr. Pryor and Mr. Ramel joined the meeting at 5:20 p.m.

3. **STAFF REPORTS:**

Mr. King presented James Rugh with a plaque and thanked him for his years of service. Mr. Rugh has met his term limits but will continue to serve on the Board as a holdover until Jamestown's Town Council has appointed and approved a new nominee to serve on the

Quonset Development Corporation's Board of Directors. Mr. King also advised the Board that Ms. Hueston would no longer be serving on the Quonset Development Corporation Board due to health reasons. The Town of North Kingstown is working on her replacement. Mr. King then reviewed the staff report with the Board of Directors.

4. **COMMITTEE REPORTS:**

There were no committee meetings to report.

5. **APPROVALS:**

A. **Approval of Environmental Land Use Restrictions (4 parcels) to support the Army Corp of Engineers completion of the closure of the former Kiefer Park tank farm:**

Mr. King stated the Corporation is seeking approval to place Environmental Land Use Restrictions on four (4) parcels in the park with restrictions set forth by the Rhode Island DEM as part of remediating the properties. Mr. King advised the Board that the Army Corp of Engineers ("ACOE") have been working for thirty (30) years on this project and have had more than twenty-five (25) environmental site investigations. The ACOE is seeking to get final closure for interim compliance of the sites and a Letter of Compliance ("LOC") from the RI Department of Environmental Management. The LOC will require the following Environmental Land Use Restrictions ("ELUR"): no residential use of the property, no use of groundwater for potable water, no soil disturbance, no human shall be exposed to soils containing concentrations exceeding applicable RI DEM criteria, no subsurface structure can be constructed over groundwater in concentrations exceeding applicable RI DEM criteria.

Mr. King reviewed the map outlining the sites in question and pointed out the majority of the sites are in the recreational areas of Blue Beach and therefore, the restrictions do not pose an issue for development. One site is under a lease with Hexagon Metrology. The Corporation will need Hexagon Metrology to grant a consent to encumber the property and current communications indicate Hexagon Metrology will agree to the consent.

Upon motion duly made by Ms. DeBlasio and seconded by Mr. Mancini, the Board:

VOTED: 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 one or more Environmental Land Use Restrictions ("ELUR Restrictions") to encumber certain properties in the Quonset Business Park (the properties are currently designated as: Plat 185 Lot 009, Plat 179 Lot 33, Plat 179 Lot 22, Plat 179 Lot 24) in accordance with the Request for Board Authorization presented to the Board (the ELUR Restrictions and related documents are referred to herein collectively as the "Agreements").

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 Agreements or as any of the Authorized Officers acting singularly and alone shall deem necessary, desirable and without further specific action by this Board, and 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 Agreements and/or all related and ancillary agreements and documents in connection with the terms and conditions to be effectuated by the Agreements, 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 and 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 executed 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: Guy Asadorian, Jr., Susan Leach DeBlasio, John Justo, Gregory A. Mancini, Kerry P. McKay and Guillaume de Ramel.

Voting Against were: None.

Unanimously Approved.

B. Authorization of a Project Agreement with the Rhode Island Department of Transportation:

Mr. King advised that the Corporation has been granted \$400,000 to improve the rail grade crossing at Romano Vineyard Way from the Rhode Island Department of Transportation ("RIDOT"). RIDOT has requested the Board of Directors give the Corporation authorization to accept the funds and make the improvements.

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

VOTED: 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 a Project Agreement by and between Rhode Island Department of Transportation and the Quonset Development Corporation (the "Project Agreement") in accordance with the Request for Board Authorization presented to the Board (the Project Agreement and related documents are referred to herein collectively as the "Agreements").

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 Agreements or as any of the Authorized Officers acting singularly and alone shall deem necessary, desirable and without further specific action by this Board, and 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 Agreements and/or all related and ancillary agreements and documents in connection with the terms and conditions to be effectuated by the Agreements, 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 and 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 executed 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: Guy Asadorian, Jr., Susan Leach DeBlasio, John Justo, Gregory A. Mancini, Kerry P. McKay and Guillaume de Ramel.

Voting Against were: None.

Unanimously Approved.

6. **ADJOURNMENT:**

Upon motion duly made by Mr. McKay and seconded by Mr. Asadorian, the meeting adjourned at 5:42 p.m.

Voting in favor were: Guy Asadorian, Jr., Susan Leach DeBlasio, John Justo, Gregory A. Mancini, Kerry P. McKay and Guillaume de Ramel.

Voting Against were: None.

Unanimously Approved.

Respectfully submitted:

By:  _____
John R. Pariseault, Secretary