

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

JANUARY 17, 2018

PUBLIC SESSION MINUTES

A meeting of the Board of Directors of the Quonset Development Corporation (the "Corporation") was held at 5:30 p.m. on Wednesday January 17, 2018, 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, Scot A. Jones, John Justo, Kerry P. McKay, Stefan Pryor, Gregory A. Mancini, Job Toll and Ellen Waxman. Absent was: Guillaume de Ramel. 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 5:39 p.m. by Chairman Stefan Pryor.

2. **APPROVAL OF MINUTES:**

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

VOTED: To approve the Public Session Minutes of the December 19, 2017 meeting as presented.

Voting in favor were: Guy Asadorian, Jr., Susan Leach DeBlasio, Scot A. Jones, John Justo, Kerry P. McKay, Gregory A. Mancini, Job Toll and Ellen Waxman.

Voting Against were: None.

Unanimously Approved.

Upon request from Ms. Waxman the Executive Session minutes will be discussed and amended in Executive Session.

3. **STAFF REPORTS:**

Mr. King reviewed the staff report, including the quarterly financial summary, with the Board of Directors. Ms. Waxman asked for explanation for why actual year to date personnel expenses were running higher than budgeted. Mr. Barry, finance director, stated

the difference can be primarily attributed to timing because the actual totals include an extra week's worth of salary accruals as a result of the way the calendar dates fell. Mr. Barry also noted there has been a lot of overtime due to the recent storms.

4. **COMMITTEE REPORTS:**

No committee meetings were held.

5. **APPROVALS:**

A. **Approval of Lease Agreement with West Shore Quonset LLC:**

Mr. King stated the Corporation is seeking approval to enter into a lease agreement with an option to purchase with West Shore Quonset LLC "West Shore". The proposed lease property consists of a 27,324 square foot building and 5 acres of land located at 935 Roger Williams Way. The property was sold years ago to a private business and is now held by a real estate holding company, West Shore. West Shore currently has one tenant who rents two thirds (2/3) of the building for \$12,000.00 a month. Mr. King stated the proposal is for the Corporation to rent the property for \$20,000.00 per month for 20 years with an option to purchase for \$99,958 at the end of the term which is consistent with \$2.75 million-dollar purchase price. Mr. King explained having this property would be very advantageous to the Corporation as it is a very strategic and under-utilized plot.

Mr. King stated West Shore's current tenant's lease runs until September 2019 but there has been a lot of interest from construction companies/builders for use of the balance of the building space while that lease runs out. The Corporation expects West Shore's current tenant will be interested in moving into one the Corporation's new flex space facilities and the Corporation can then sublease 935 Roger Williams Way to a large-scale tenant who has an urgent and increased need for additional space in that area. Mr. King explained the owner of West Shore is looking for long-term annuity for his family and has no interest in selling at this time.

Upon motion duly made by Mr. Jones 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 (i) to enter into, execute and deliver a Lease Agreement with Option to Purchase, as lessee, (and related instruments as deemed appropriate by the Authorized Officers) with West Shore Quonset LLC or its or their affiliates or designees, as lessor, upon the terms presented at the meeting of the Corporation held on January 17, 2018 (the Lease Agreement with Option to Purchase and such related documents are referred to herein collectively as the "Agreements") and (ii) exercise such Option to Purchase in accordance with the terms of 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, Scot A. Jones, John Justo, Kerry P. McKay, Gregory A. Mancini, Job Toll and Ellen Waxman.

Voting Against were: None.

Unanimously Approved.

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

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

VOTED: To adjourn to Executive Session pursuant to: citing of business in Rhode Island, subsection (1) discussions of the job performance, character, or physical or mental health of a person or persons provided that such person or persons affected shall have been notified in advance in writing and advised that they may require that the discussion be held at an open meeting and subsection (2) sessions related to litigation and subsection (6) location of prospective businesses in Rhode Island and subsection (7) (A matter related to the question of the investment of public funds where the premature disclosure would adversely affect the public interest) of Rhode Island General Laws, Section 42-46-5(a), the Open Meeting Law.

Voting in favor were: Guy Asadorian, Jr., Susan Leach DeBlasio, Scot A. Jones, John Justo, Kerry P. McKay, Gregory A. Mancini, Job Toll and Ellen Waxman.

Voting Against were: None.

Unanimously Approved.

The meeting adjourned to Executive Session at 5:56 p.m. The meeting reconvened in Public Session at 6:13 p.m.

The Executive Session Minutes of the December 19, 2017 were amended by the Board and approved in Executive Session.

7. VOTE TO MAINTAIN MINUTES OF EXECUTIVE SESSION CLOSED:

Upon motion duly made by Mr. Toll and seconded by Ms. DeBlasio, 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 or adversely affect the public interest.

Voting in favor were: Guy Asadorian, Jr., Susan Leach DeBlasio, Scot A. Jones, John Justo, Kerry P. McKay, Gregory A. Mancini, Job Toll and Ellen Waxman.

Voting Against were: None.

Unanimously Approved.

8. ADJOURNMENT:

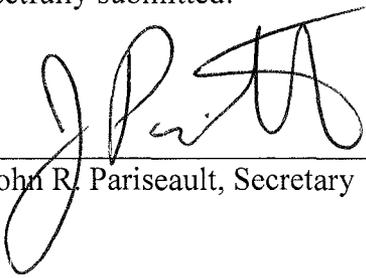
Upon motion duly made by Mr. Jones and seconded by Ms. DeBlasio, the meeting adjourned at 6:13 p.m.

Voting in favor were: Guy Asadorian, Jr., Susan Leach DeBlasio, Scot A. Jones, John Justo, Kerry P. McKay, Gregory A. Mancini, Job Toll and Ellen Waxman.

Voting Against were: None.

Unanimously Approved.

Respectfully submitted:

By: 

John R. Pariseault, Secretary

57458661 v1