

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

**DECEMBER 18, 2018**

**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 18, 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, Gregory A. Mancini, Kerry P. McKay, Stefan Pryor, Guillaume de Ramel, Job Toll and Richard A. Welch. Also present were: Steven J. King, P.E., Managing Director; Kevin M. Barry, Finance 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 5:00 p.m. by Vice Chairman Kerry P. McKay.

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 October 15, 2018 meeting as presented.

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

Voting Against were: None.

Unanimously Approved.

Scott A. Jones joined the meeting at 5:07 p.m.

3. **STAFF REPORTS:**

Mr. King reviewed the staff report with the Board of Directors.

Stefan Pryor joined the meeting at 5:14 p.m. and assumed the Chair.

4. **COMMITTEE REPORTS:**

No committee meetings were held.

5. **APPROVALS:**

A. **Approval of Option to Lease Agreement and Lease Agreement with Deepwater Wind:**

Mr. King explained that Deepwater Wind (“DWW”) as part of their pending power purchase project with Rhode Island, called Revolution I Wind Farm, is asking for a 5-year option to lease 13.26 acres at the Quonset Business Park for the purpose of creating a substation for the power from the wind farm. The project would involve running a cable from the offshore wind station to the mainland in the Quonset Business Park; the substation would be located at 574 and 594 Camp Avenue. If the power purchase agreement is reached, DWW will have the option to enter into a 20-year lease agreement with the Corporation and have 5-year lease renewal options not to exceed 99 years. Mr. King reviewed the specifics of the option/lease agreements outlined in the “Request for Board Authorization”, noting that this project would create 800 construction jobs and 50 permanent operation and maintenance jobs for the region.

Mr. King noted, upon questioning from Mr. McKay, that a portion of the proposed land is designed as open space. Mr. King explained that the land is a former Navy landfill and that DWW is aware of the issue and will work with DEM to ensure proper clean up and use of the property. Mr. King also stated that the upcoming Master Plan update will include a land use update for this property.

Ms. DeBlasio asked if there is any liability to the Corporation or if any special insurance is needed given the unique circumstances of running an electric cable such a long distance. Mr. King stated QDC staff would look into that question but not to his knowledge.

Upon motion duly made by Mr. McKay 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 an Option to Lease Agreement (the “Option to Lease Agreement”) and a Lease Agreement (the “Lease Agreement”) (and related instruments as deemed appropriate by the Authorized Officers) with DWW Rev I, LLC, an affiliated entity of Deepwater Wind, relating to that certain approximately 5.19 acre parcel of land and that certain other approximately 8.07 acre parcel of land located on Camp Avenue, which parcels are currently designated as North Kingstown Tax Assessor Plat 179, Lots 1 and 30, respectively, the terms of such Option to Lease Agreement and Lease

Agreement to be substantially in accordance with the Request for Board Authorization presented to the Board (the Option to Lease Agreement and the Lease Agreement and such 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, Scot A. Jones, John Justo, Gregory A. Mancini, Kerry P. McKay, Stefan Pryor, Guillaume de Ramel, Job Toll and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

B. Approval of Option to Lease Agreement and Lease Agreement with Vineyard Wind LLC:

Mr. King stated the next approval item also relates to a wind project, continuing to propel the QBP’s goal of being a hub for wind energy which has been almost a decade long pursuit. Mr. King stated that Vineyard Wind LLC has an 800-megawatt offshore wind farm project and has a power purchase agreement with Massachusetts. The wind farm project will be

called "Area of Mutual Interest" located offshore in Rhode Island and Massachusetts. Vineyard Wind LLC is looking for a place for blade storage for the 60-70 turbines that will be part of their project. Mr. King noted that parts will come in at the Port of Davisville and then be transported and stored/staged at the Park's site readiness parcels 23, 23, and 24 and then transported back to the Port of Davisville for loading onto ships for delivery to the wind farm. Mr. King noted Vineyard Wind LLC is only looking to option the property for 13 months; option costs will increase each month until the option ends in January 31, 2020. Vineyard Wind LLC would then have the option to enter into a lease agreement for 3 years with four 1-year renewal options. Mr. King reviewed the "Request for Board Authorization" with the Board, noting the entire project should be done in 3 to 7 years.

Mr. King added that the sites in the proposed agreement are currently grass lots which would require turning into gravel lots and the road at the corner of Cross Park Road would require some smoothing to allow for the large components. Mr. King stated Vineyard Wind LLC would pay for the cost of the road alteration. Overhead power lines at the Port of Davisville would also require relocation, an improvement the Corporation already had identified to accommodate the unloading and loading of turbine blades.

Mr. Mancini stated Vineyard Wind LLC does not create Rhode Island jobs and offers direct competition to other wind projects, such as DWW, that are more rooted in Rhode Island. Mr. King stated the project would support port activity and the growing wind energy industry. Mr. King also stated that the land has been identified for DWW closer to the Port of Davisville should they move forward with their wind project and that the land under this option is the most westerly land available in relation to the Port of Davisville.

Mr. Welch asked if the road change at Cross Park Road would infringe upon the Town's property. Mr. King stated there is a possibility, but that the details have not been worked out yet. Mr. Welch also asked if the transport of the blades would be a daytime activity given the proximity of the property to the QBP neighbors. Mr. Welch stated the North Kingstown Town Council has received several complaints about the lights at Quonset. Mr. King stated if Vineyard Wind LLC did need to use lights that they would be required to restrict their lights to allowable limits under the Development Regulations.

The Board continued to discuss Vineyard Wind LLC and their permitting issues with local fisheries. The Board asked to amend the vote to approve the option but to restrict entering into the lease agreement until Vineyard Wind LLCs permitting issues are resolved with RI fisheries and CRMC. Mr. Pariseault stated conditioning the exercise of the option a receipt of certain permits seemed reasonable but the specific permits would need to be listed for such an action. Mr. Mancini pointed out that resolving the permitting issues would not increase jobs for Rhode Island. Mr. King stated there would be stevedoring, handling and logistics jobs in Rhode Island as a direct result of this project. Mr. King continued by stating that establishing the Port of Davisville as the epic center for wind farm projects sets Rhode Island up for future jobs in the industry. Ms. DeBlasio added that having two different wind companies vying for space at Quonset makes the Park more attractive to other similar projects and since the project is not long term, it seems like a reasonable use of the property.

Upon motion duly made by Mr. Jones and seconded by Mr. Justo, 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 an Option to Lease Agreement with the exercise of the option to lease being conditioned on Vineyard Wind, LLC’s receipt of certain regulatory permits (as determined by the Authorized Officers) (the “Option to Lease Agreement”) and a Lease Agreement (the “Lease Agreement”) (and related instruments as deemed appropriate by the Authorized Officers) with Vineyard Wind LLC, relating to that certain approximately 14.9 acre parcel of land located on Babcock Road, which parcel is currently designated as Site Readiness Parcels 22, 23 & 24, the terms of such Option to Lease Agreement and Lease Agreement to be substantially in accordance with the Request for Board Authorization presented to the Board (the Option to Lease Agreement and the Lease Agreement and such 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, Scot A. Jones, John Justo, Kerry P. McKay, Stefan Pryor, Guillaume de Ramel, and Job Toll.

Voting Against were: Gregory A. Mancini and Richard A. Welch

Motion Passed.

C. Approval of Right of Entry for the Army Corp .of Engineers to former NIKE Site, PR58:

Mr. King explained the Army Corp. of Engineers (“ACOE”) is requesting a Right of Entry (“ROE”) to Plat 191, lots 6, 75, 59 and 69 to continue their clean up of the former NIKE site. In the past, ROE have been granted at 5-year increments; the current cleanup is estimated to take about 60 years and therefore, the ACOE will be requesting those subsequent ROE authorizations as needed.

Upon motion duly made by Mr. Welch and seconded by Mr. McKay, 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 Right of Entry for Environmental Assessment and Response (and related instruments as deemed appropriate by the Authorized Officers) with the United States of America Army Corp. of Engineers, relating to those certain lots currently designated as North Kingstown Tax Assessor Plat 191, Lots 6, 59, 66 & 75, the terms of such Right of Entry for Environmental Assessment and Response to be substantially in accordance with Right of Entry for Environmental Assessment and Response document presented to the Board (the Right of Entry for Environmental Assessment and Response and all 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, Scot A. Jones, John Justo, Gregory A. Mancini, Kerry P. McKay, Stefan Pryor, Guillaume de Ramel, Job Toll and Richard A. Welch.

Voting Against were: None.

Unanimously Approved

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

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

**VOTED:** To adjourn to Executive Session pursuant to: citing of business in Rhode Island, (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, Gregory A. Mancini, Kerry P. McKay, Stefan Pryor, Guillaume de Ramel, Job Toll and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

The meeting adjourned to Executive Session at 5:57 p.m. The meeting reconvened in Public Session at 6:22 p.m.

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

Upon motion duly made by Mr. Mancini 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, Gregory A. Mancini, Kerry P. McKay, Stefan Pryor, Guillaume de Ramel, Job Toll and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

**8. ADJOURNMENT:**

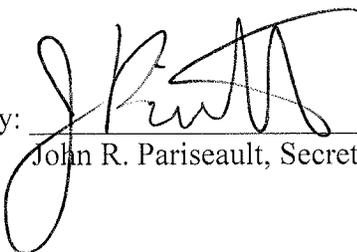
Upon motion duly made by Mr. McKay and seconded by Mr. Justo, the meeting adjourned at 6:23 p.m.

Voting in favor were: Guy Asadorian, Jr., Susan Leach DeBlasio, Scot A. Jones, John Justo, Gregory A. Mancini, Kerry P. McKay, Stefan Pryor, Guillaume de Ramel, Job Toll and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

Respectfully submitted:

By:   
John R. Pariseault, Secretary