

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

JANUARY 22, 2019

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, January 22, 2019, 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, Job Toll and Richard A. Welch. Absent was: Guillaume de Ramel. Present also 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 5:03 p.m. by Chairman Pryor.

2. **APPROVAL OF MINUTES:**

Mr. McKay noted that page 6 of the public minutes the motion should read, "McKay" not "Kerry".

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

VOTED: To approve the Public Session Minutes of the December 18, 2018 meeting as amended.

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

Voting Against were: None.

Unanimously Approved.

3. **STAFF REPORTS:**

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

Mr. Asadorian asked about the Providence Journal article that stated the Corporation had \$4.8 million in unrestricted cash available and that the Governor's proposed amended 2019 budget would include a "scoop" of \$2 million from the Corporation.

Mr. King stated the Providence Journal article was incorrect and that the Corporation does not have \$4.8 million in unrestricted cash. The Corporation had a change in net assets of \$4.8 million reported on its 2018-year end financials. That change represented approximately \$5 million from Electric Boat for on-going work the Corporation is managing for them and funds from the joint infrastructure fund with the Town of North Kingstown. Mr. King stated the net amount of those funds is actually \$590,000.00. Corporation staff are working with the State to clarify the actual amount of available funds and will provide more information for the revenue estimating conference in the spring.

4. **COMMITTEE REPORTS:**

No committee meetings were held.

5. **APPROVALS:**

A. **Approval of Sublease Agreement with Electric Boat for Property located at 935 Roger Williams Way:**

Mr. King reminded the Board that last year, the Corporation entered into a lease agreement with West Shore LLC for the lease of a 27,000 square foot building and 4.04-acre lot located at 935 Roger Williams Way. The Corporation acquired this building for the sole purpose of subleasing it to Electric Boat ("EB") in order to support their long-term expansion and provide parking for 350 employees.

The sublease will run co-terminus with EB's master lease (terminating in 12/31/2038) and rent will be \$300,000.00 annually. The building is privately owned by West Shore LLC and is taxed directly by the Town of North Kingstown which will be passed through to EB.

Upon motion duly made by Mr. McKay and seconded by Mr. Welch, 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 Sublease (the "Sublease") (and related instruments as deemed appropriate by the Authorized Officers) with Electric Boat Corporation, relating to that certain approximately 4.04 acre parcel with 27,324 SF building located at 935 Roger Williams Way, which parcel is currently designated as Plat 185, Lot 5, the terms of such Sublease to be substantially in accordance with the Request for Board Authorization presented to the Board (the Sub Lease 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, Job Toll and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

B. Approval of Right of Entry 2898 with the Army Corp of Engineers:

Mr. King explained the Army Corp of Engineers ("ACOE") is requesting access to Plat 174, Lots 22 & 24 as part of a 30 year clean up of ground water in the Park. This location was the site for above ground storage tanks, formerly known as Kiefer Park Tank Farm that leaked into the ground.

The ACOE has received an interim letter of compliance but must continue to monitor this area near Blue Beach until they achieve 3 rounds of clean samples. This Right of Entry agreement will run the current monitoring window of 5 years.

Upon motion duly made by Mr. Welch and seconded by Mr. Jones, 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 174, Lots 22 & 24, 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, 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. Jones and seconded by Mr. Mancini, 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, Job Toll and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

The meeting adjourned to Executive Session at 5:26 p.m. The meeting reconvened in Public Session at 6:17 p.m.

Mr. Welch left the meeting at 6:05 p.m. during Executive Session.

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

Upon motion duly made by Mr. Jones and seconded by Mr. Mancini, 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 and Job Toll.

Voting Against were: None.

Unanimously Approved.

8. **ADJOURNMENT:**

Upon motion duly made by Mr. McKay and seconded by Mr. Asadorian, the meeting adjourned at 6:18 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 and Job Toll.

Voting Against were: None.

Unanimously Approved.

Respectfully submitted:

By:  _____
John R. Pariseault, Secretary