

QUONSET DEVELOPMENT CORPORATION

A RHODE ISLAND CORPORATION

BY-LAWS

ARTICLE I

NAME, OFFICES, PURPOSE AND SEAL

1.1 Name. The name of this corporation shall be the QUONSET DEVELOPMENT CORPORATION.

1.2 Registered Office and Agent. The registered office of the corporation shall be located at 30 Enterprise Drive, North Kingstown, Rhode Island 02852 and the registered agent of the corporation shall be Hinckley, Allen & Snyder LLP, 1500 Fleet Center, Providence, RI 02903, Attn: E. Jerome Batty, Esq.

1.3 Changes. The registered office and registered agent may be changed by the directors from time to time, subject to the provisions of the General Laws of the State of Rhode Island, as amended (hereinafter referred to as the "General Laws").

1.4 Other Offices. The corporation may also have offices at such other places both within and without the State of Rhode Island as the directors may from time to time determine or the business of the corporation may require.

1.5 Purpose. The purpose for which the corporation is organized is to manage and develop Quonset Business Park pursuant to those powers, duties and responsibilities vested in the corporation under Title 42, Chapter 64 of the General Laws, as amended (the "RIEDC Act"), and to conduct any other lawfully authorized business or activities.

1.6 Corporate Seal. The corporate seal shall be in the form of a circle with the name of the corporation and the words "Incorporated Rhode Island" with the year of its incorporation inserted therein.

ARTICLE II

BOARD OF DIRECTORS

2.1 Number. The property, business and affairs of the corporation shall be managed by a Board of Directors, composed of eleven (11) members (the "directors").

2.2 Appointment of Directors. The initial members of the board of directors of

the subsidiary public corporation shall be divided into three (3) classes and shall serve initial terms on the board of directors as follows: two (2) of the directors appointed by the governor; one (1) of the directors appointed by the town council of the Town of North Kingstown and the director appointed by the town council of the Town of East Greenwich, shall be appointed for an initial term of one (1) year; two (2) of the directors appointed by the governor, one (1) of the directors appointed by the town council of the Town of North Kingstown and the director appointed by the Town of Jamestown shall be appointed for an initial term of two (2) years, and two (2) of the directors appointed by the governor shall be appointed for an initial term of three (3) years. The Executive Director of the Rhode Island Economic Development Corporation (the “Economic Development Corporation”) shall serve as a director and as Chairperson, ex officio (who shall vote only in the event of a tie). At each annual meeting after the initial classification, the directors in the class whose term expires at the time of the meeting shall be elected to hold office until the third succeeding annual meeting following such election. Appointed members of the Board of Directors shall not serve more than two (2) successive three (3) year terms, but may be reappointed after being off the Board of Directors for a period of twelve (12) months.

2.3. Skill Sets. The appointing authorities under the RIEDC Act shall attempt to assure that members of the Board of Directors possess the variety of skill sets appropriate to the Board of Directors’ responsibilities. These may include, without limitation, finance (including audit, budget or capital formation), marketing/business development, corporate governance, long range strategic planning, commercial real estate (including finance, development or project management), and community relations skills. In making appointments to the Board of Directors, the appointing authority will take into consideration the skill sets of existing members of the Board of Directors and attempt to address areas where certain skill sets are not currently represented among the members of the Board of Directors. Except for members of the town council of the Town of North Kingstown, who may serve as members of the Board of Directors, no director shall be an elected official of any governmental entity.

2.4 Tenure. Each director shall hold office for the term for which the director is appointed and until the director's successor shall have been appointed and qualified, or until the director's earlier death, resignation or removal.

2.5 Resignations. Any director may resign the director's office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the corporation, unless some other but later time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

2.6 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the appointment of a director for the unexpired portion of the term of office of the director whose vacancy is to be filled, such appointment to be made in the manner in which the director whose vacancy is to be filled was appointed.

2.7 Compensation. The directors shall receive no compensation for the performance of their duties, but each director may be reimbursed for his or her reasonable expenses incurred in carrying out those duties. A director may engage in private employment, or in a profession or business.

2.8 Powers. The business of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation.

2.9 Committees. The directors shall appoint a finance committee and a governance committee and may, by vote of a majority of the directors then in office, establish, a marketing/business development committee, a design review committee and other ad hoc committees and may by vote delegate to any such committee or committees some or all of the powers of the directors except those which under the RIEDC Act, the General Laws or by these bylaws they are prohibited from delegating. The members of the various committees shall be selected by the Chairperson and approved by the Board. The Chair of the finance committee shall have financial expertise. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or such rules, its business shall be conducted in the same manner as is provided by these bylaws for the conduct of business by the directors.

2.10 Regular and Special Meetings. The regular and special meetings of the directors for the election of officers and/or the transaction of such other business as may come before the directors shall be held at such place or places, within or without the State of Rhode Island, as may be determined by the directors.

2.11 Annual Meeting. An annual meeting of the directors shall be held during the month of October of each year. The Board of Directors shall review and consider for approval the budget at the annual meeting.

2.12 Action Requires a Meeting. All actions of the Board of Directors shall be conducted at meetings which shall be subject to applicable laws regulating public access, notice or review of meetings, including Rhode Island General Laws, Title 42, Chapter 46 (the "Open Meeting Law").

2.13 Time of Meetings. Regular meetings of the Board of Directors shall be held at least once in each fiscal quarter at the call of the Chairperson or Secretary of the corporation. Special meetings may be called for any purpose or purposes by the Chairperson or Secretary, however, such meetings shall be called by the Chairperson or Secretary upon the written request of at least two (2) members of the Board of Directors at a time not later than fourteen (14) days after the receipt by the Chairperson or Secretary of such request. Any such request for a special meeting shall state the purpose or purposes of the proposed special meeting.

2.14 Notice of Meetings. Written notice of each meeting, whether regular or

special, stating the place, day and hour of the meeting, together with a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given by or at the direction of the Chairperson or Secretary, to each member of the Board of Directors by hand delivery, overnight delivery service, or by depositing the same in the United States mail, postage prepaid, not later than the fifth day prior to the date of such meeting. If the Chairperson or Vice-Chairperson shall determine that the holding of a meeting is of an emergency nature, such notice may be given by hand delivery sent to each member. Notice of all meetings will be posted in accordance with the requirements of the Open Meeting Law.

2.15 Quorum. A majority of the number of directors then holding office, but not less than five (5) directors, shall constitute a quorum for the transaction of business. If a quorum is not present, the members of the Board of Directors then present shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than ten (10) days, a notice of the adjourned meeting shall be given to each member of the Board of Directors. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by the RIEDC Act or these bylaws.

2.16 Agendas. Except as hereinafter specifically provided, the agenda for each meeting of the Board of Directors shall be prepared by the Secretary and approved by the Chairperson. The Secretary shall include in any such agenda any matter which the Board of Directors has previously voted to include thereon, and any item requested by a member of the Board of Directors, in writing, delivered to the Chairperson or Secretary, not less than seven (7) days prior to the date of any such meeting. With the consent of a majority of the members of the Board of Directors, a matter not on the agenda may be considered at any regular or special meeting of the Board of Directors.

2.17 General Powers of the Board of Directors. The Board of Directors shall have full discretion, power, and authority, subject to the requirements of applicable law, and subject to its right to delegate authority to officers of the corporation from time to time, to manage, control, administer, and operate the business and affairs of the corporation, for all legal purposes, and to make all decisions affecting such business and affairs. The powers of the Board of Directors shall include, without limitation, the power to:

(a) acquire by purchase, exchange, lease, or otherwise, any real or personal property, tangible or intangible;

(b) construct, operate, maintain, finance (subject to the limitations set forth in the RIEDC Act), and improve, and to own, sell, convey, assign, mortgage, or lease any real estate and any personal property;

(c) sell, dispose, trade, or exchange corporation assets;

(d) enter into, modify or terminate agreements or release parties thereto, and to enter into any and all other instruments and documents which may be necessary or, in the opinion of the Board of Directors, desirable to carry out the intent and purpose of the corporation.

(e) purchase liability and other insurance to protect the corporation's properties and business; including without limitation, directors and officers insurance;

(f) make any and all expenditures which the Board of Directors deems necessary or appropriate in connection with the management of the affairs of the corporation and the carrying out of the obligations and responsibilities of the corporation, including, without limitation, all legal, accounting, and other related expenses incurred in connection with the organization, financing, and operation of the corporation;

(g) enter into any kind of activity necessary to, in connection with, or incidental to, the accomplishment of the purposes of the corporation;

(h) establish an investment policy and invest and reinvest corporation reserves pursuant to such policy;

(i) employ legal counsel, accountants and other agents in any manner in connection with the administration of the assets of the corporation and to pay such compensation and expenses in connection therewith as the Board of Directors deems reasonable under the circumstances;

(j) employ officers, employees or agents as the Board of Directors may deem advisable in its management of the corporation's business and establish a compensation system for the corporation's officers, employees or agents;

(k) establish the corporation's policies or change the corporation's policies as necessary or appropriate in connection with the management of the affairs of the corporation;

(l) adopt and implement plans;

(m) approve any single expenditure of corporation funds in excess of \$50,000 and delegate expenditures not in excess of \$50,000; rules regarding emergency expenditures shall be adopted by the Board.

(n) recommend to the Economic Development Corporation's Board of Directors the borrowing of money for the account of and on behalf of the corporation, on a

secured or unsecured basis, and to prepay, in whole or in part, refinance, amend, modify, or extend any notes, mortgages or deeds of trust which may affect any asset of the corporation;

(o) recommend to the Economic Development Corporation's Board of Directors that it exercise its condemnation powers to the extent permitted by and in accordance with the RIEDC Act;

(p) adopt a conflict of interest and ethics policy consistent with applicable state law and a training program for directors including, without limitation, governance and ethics training; and

(q) approve the annual budget of the corporation before it is forwarded to the Economic Development Corporation.

ARTICLE III

NOTICES

3.1 Delivery. Whenever, under the provisions of the RIEDC Act, the General Laws or of these by-laws, notice is required to be given to any person, such notice shall be written and shall be delivered either personally by overnight delivery service or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at the person's last known address with postage thereon prepaid.

3.2 Waiver. Whenever any notice is required to be given under the provisions of the RIEDC Act, the General Laws or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IV

CHAIRPERSON

4.1 Duties of Chairperson. The Chairperson shall supervise and conduct the business and affairs of the Board of Directors, and shall preside at all meetings of the Board of Directors. The Chairperson shall execute mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. The duties of the Chairperson will include, without limitation, the following:

- a) appointment, with the concurrence of the Board of Directors, the Managing Director;
- b) appointment of committee members, with the advice of the Board of Directors;
- c) prior to presentation to the finance committee and the Board of Directors, approve for presentation to the finance committee and the Board of Directors the corporation's annual operating and capital budget; and
- d) approve for presentation to the Board of Directors land sale prices, lease rents, and economic development incentives.

4.2 Duties of Vice-Chairperson. The Vice-Chairperson shall perform such duties and have such powers as the directors may from time to time prescribe, including without limitation, presiding at meetings of the directors in the absence of the Chairperson.

ARTICLE V

OFFICERS

5.1 Officers. The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Managing Director, a Director of Finance and a Secretary. The executive director of the Economic Development Corporation shall be the Chairperson. The directors shall appoint the Director of Finance and the Secretary at each annual meeting, and may appoint one or more deputy directors of finance and assistant secretaries. Any number of offices may be held by the same person, unless the RIEDC Act or these by-laws otherwise provide.

5.2 Vice-Chairperson Election. The directors at each annual meeting shall elect a Vice-Chairperson.

5.3 Other Officers. The directors may appoint such other officers and agents as they shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the directors from time to time.

5.4 Term. The officers of the corporation shall hold office until their successors are chosen and qualified or until their earlier death, resignation or removal for cause. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors entitled to vote therefore. Any vacancy occurring in any office of the corporation shall be filled by the directors.

5.5 Duties of the Managing Director. The Managing Director shall be chief

executive officer of the corporation and shall supervise and conduct the business and affairs of the corporation.

5.6 Duties of Secretary and Assistant Secretary. The Secretary shall attend the meetings of the Board of Directors and record all the proceedings of the meetings of the corporation in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the directors or Chairperson, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by the Secretary's signature. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the directors may from time to time prescribe.

5.7 Duties of the Director of Finance and Deputy Director of Finance. The Director of Finance shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the directors. The Director of Finance shall disburse the funds of the corporation as may be ordered by the directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors at a regular meeting, or when the Board of Directors so require, an account of all the Director of Finance's transactions as a Director of Finance and of the financial condition of the corporation. The Deputy Director of Finance, or if there shall be more than one, the Deputy Directors of Finance in the order determined by the directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Director of Finance or in the event of the Director of Finance's inability or refusal to act, perform the duties and exercise the powers of the Director of Finance and shall perform such other duties and have such other powers as the directors may from time to time prescribe.

5.8 Monthly Report to Rhode Island Economic Development Corporation. The officers, at the direction of the Chairperson, shall report monthly on the activities of the corporation to the Economic Development Corporation.

ARTICLE VI

APPLICATION OF FUNDS

6.1 Application of Cash Flow. Cash flow of the corporation shall be applied in the following order of priority:

- (a) to debt service, including without limitation, sinking funds established in connection with any financing;
- (b) to operating expenses;
- (c) to capital expenses;
- (d) to reserve funds as may be established by the Board of Directors, from time to time; and
- (e) to the Economic Development Corporation for application to statewide economic development.

6.2 Termination. Upon termination of the corporation, title to all funds and other properties owned by it which remain after provision for the payment and satisfaction of all indebtedness and other obligations of the corporation shall be transferred to and vest in the Economic Development Corporation.

ARTICLE VII

INDEMNIFICATION

7.1 Indemnification. The corporation may indemnify present or past directors, officers, employees or agents of the corporation to the extent allowed by and in accordance with indemnification provisions applicable to non-profit corporations pursuant to §7-6-6 of the General Laws. The corporation shall, except to the extent prohibited by law, indemnify any director, officer, employee or agent of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director or an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo

contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner in which such person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

7.2 Actions by or in the Right of the Corporation. The corporation shall, except to the extent prohibited by law, indemnify any director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of any other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

7.3 Expenses. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 hereof, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

7.4 Indemnification Automatic. Any indemnification under Sections 7.1 and 7.2 hereof shall be made automatically by the corporation except in the specific case upon a determination that indemnification of the director, officer or employee is not proper in the circumstances because such person has not met the applicable standard of conduct as set forth in the first and second paragraphs hereof. Any such determination shall be made by the directors.

7.5 Repayment by Indemnified Party. Reasonable expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this Article.

7.6 Indemnification not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to the other paragraphs of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any other bylaw, agreement, or otherwise,

both as to action in such person's official capacity, and as to action in another capacity while holding such office.

7.7 Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

7.8 Other Definitions. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

7.9 Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII

GENERAL PROVISIONS

8.1 Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the directors may from time to time designate.

8.2 Fiscal Year. The fiscal year of the corporation shall be the fiscal year of the State of Rhode Island.

8.3 Amendments. To the extent permitted by the General Laws, these bylaws may be added to, amended or repealed at any meeting of the Board of Directors.

ATTEST:

Secretary