

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

March 18, 2014

PUBLIC SESSION MINUTES

A meeting of the Board of Directors of the Quonset Development Corporation (the "Corporation") was held at 4:30 p.m. on Tuesday, March 18, 2014, 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 Bylaws 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., James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, James Rugh, Marcel A. Valois, and Richard A. Welch. Absent were: Robert H. Breslin, Jr., Kas R. DeCarvalho, and Anthony F. Miccolis, Jr. Also present were: Steven J. King, P.E., Managing Director; E. Jerome Batty, Secretary and the Corporation's staff and members of the public.

1. **CALL TO ORDER:**

The meeting was called to order at 4:40 p.m. by Chairman Marcel A. Valois. Mr. Valois welcomed Governor Chafee and Congressman Langevin and thanked them for attending the meeting.

2. **APPROVAL OF MINUTES:**

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

VOTED: To approve the Public Session and Executive Session minutes of the February 28, 2014 meeting as presented.

Voting in favor were: Guy Asadorian, Jr., James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, James Rugh, and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

B. Upon motion duly made by Ms. Jackson and seconded by Mr. Welch, the Board:

VOTED: That the Executive Session Minutes of the Board of Director's meetings held on the dates set forth below are to be opened to the public effective as of the date of adoption of this Vote by the Board of Directors.

May 16, 2005
July 18, 2005
September 19, 2005
November 21, 2005
January 9, 2006
February 13, 2006
March 20, 2006
April 17, 2006
June 19, 2006
July 17, 2006
August 21, 2006
September 18, 2006
August 20, 2007
April 14, 2008
August 17, 2009
October 19, 2009
January 11, 2010
March 21, 2011

Voting in favor were: Guy Asadorian, Jr., James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramee, James Rugh, and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

3. **STAFF REPORTS:**

Mr. King reviewed the staff reports with the Board and noted the first Honda ship will arrive at the Port of Davisville on March 31, 2014.

4. **APPROVALS:**

A. Approval of the Purchase of 4.6 acres +/- of Land from Shepard M. Kolb:

Mr. King explained the Corporation is requesting to purchase 4.6 acres of land to act as an additional permanent buffer between site readiness parcel 34 and potential residential development in West Davisville. Mr. King reminded the Board that a similar request for 5 acres was approved two months ago. The price for the 4.6 acres of portion of plat 136, lot 11 will be \$30,000.00.

Upon motion duly made by Mr. Laramee and seconded by Ms. Jackson, 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 Purchase and Sale Agreement for the purchase of 4.6 acres +/- of land at Quonset Business Park from Shepard M. Kolb and other agreements related thereto, substantially in accordance with the Request for Board Authorization presented to the Board (the Purchase and Sale 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 execution 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., James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramée, James Rugh, and Richard A. Welch.

Voting Against were: None.

Unanimously Approved.

B. Approval of a Lease Agreement with Greencore USA, Inc.

Mr. King explained Greencore USA, Inc. (“Greencore USA”) is requesting to build a 107,000 square foot “food grade” manufacturing and distribution facility at Quonset with the potential to build out to 150,000 square feet. Mr. King stated the company is interested in

Site Readiness Parcel 10 which actually consists of 30 acres but will be split in half and Greencore USA will be leasing 15.13 acres and the remaining acres will remain site ready. Greencore USA, a leading manufacturer of convenience food in the UK and the US, proposes consolidating two facilities located in Massachusetts to expand to Rhode Island thus creating a more central location between New England and New York markets. Greencore USA anticipates employing 393 employees initially and potentially employing 627 employees in the long term. Mr. King explained the lease term would be 50 years with three 5-year options to extend. Rent will be based on square footage starting at \$1.10 per foot totaling \$117,700 and eventually increasing to \$165,000 over ten years based on expansion expectations; after 10 years, rent will increase at 12.5% every 5 years. Mr. King explained Greencore USA would be given the standard incentives which include a 25% deduction on rent for signing a 50 year lease and the employment discount which is .5% of wages which is capped at 50% of the term discounted rent.

Mr. King introduced Liam McClennon, CEO of Greencore USA and Charles Vasco, project analyst who provided the Board with a history of Greencore USA's business and the proposed project and timeline. Mr. McClennon explained that Greencore USA is in the business of making fresh convenience foods to go and is currently the No. 1 manufacturer of sandwiches. The company also makes prepared meals, grocery and frozen foods, and cakes and desserts for top name companies such as 7-Eleven, Stop & Shop, Hannaford, and others. The company employees 11,000 people in the UK, US and Ireland. The billion dollar company has seven sites in the United States including Newburyport MA and Brockton MA; it is these two sites that Greencore USA will be consolidating into the Quonset site. Greencore USA will retain about 35% of the employees from the Brockton site, many of whom reside in Rhode Island already. The new facility will employ just under 400 employees initially and have an anticipated payroll of about \$10,000,000 growing to over 600 employees and a \$15,000,000 payroll in ten years. The new site, designed with a SQF III designation for food safety and USDA requirements, will have 10 assembly lines, a small cook house, food storage, and its own waste water facility. Mr. McClennon explained the next step, if approved, will be the detailed design plan, then permitting and procurement, construction and finally commissioning of the facility with startup beginning April 2015.

Governor Chafee and Representative Langevin welcomed Greencore USA to Rhode Island and thanked all involved in the project negotiations for their hard work. Mr. Valois asked if there were any other questions for Greencore USA.

Mr. Welch asked how many shifts there will be at Greencore USA. Mr. McClennon explained that there are 3 shifts, 7 days a week which include 2 production shifts and 1 hygiene shift.

As there were no other questions, Mr. McClennon thanked the Board and the Corporation staff.

Upon motion duly made by Mr. Welch and seconded by Mr. Laramee, 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 Lease Agreement and other agreements related thereto with Greencore USA, Inc., or an affiliated entity for the lease of property at Quonset Business Park, substantially in accordance with the Request for Board Authorization presented to the Board (the Lease 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., James Berson, Elizabeth Dolan, Barbara Jackson, John G. Laramée, James Rugh, and Richard A. Welch.

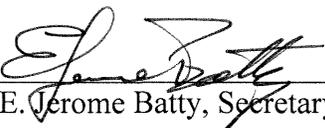
Voting Against were: None.

Unanimously Approved.

5. **ADJOURNMENT:**

Upon motion duly made by Mr. Laramée and seconded by Mr. Asadorian, the meeting adjourned at 5:10 p.m.

Respectfully submitted:

By: 
E. Jerome Batty, Secretary

52440562 v1