

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

MAY 21, 2024

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, May 21, 2024, 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 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: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, Matthew B. McCoy, and Elizabeth M. Tanner. Absent were: Adam J. Lupino, Eric R. Shorter, and Susan M. Riley. Present also were: Steven J. King, P.E., Managing Director; Chelsea Siefert, Chief Operating Officer; John R. Pariseault, Hinckley Allen; Lisa Zaccardelli, Hinckley Allen; and the Corporation's staff, and members of the public.

1. **CALL TO ORDER:**

The meeting was called to order at 5:00 p.m. by Chairperson Tanner.

2. **APPROVAL OF MINUTES:**

Upon motion duly made by Mr. Harsch and seconded by Mr. Mandel, the Board:

VOTED: To approve the Public Meeting Minutes of the April 16, 2024, meeting.

Voting in favor were: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, and Matthew B. McCoy.

Voting Against were: None.

Unanimously approved.

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

Upon motion duly made by Mr. Gralnek and seconded by Mr. Mandel, 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, subsection (2) sessions pertaining to collective bargaining or litigation, or work sessions pertaining to collective bargaining or litigation, 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: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, and Matthew B. McCoy.

Voting Against were: None.

Unanimously Approved.

The meeting adjourned to Executive Session at 5:04 p.m. The meeting reconvened in Public Session at 5:48 p.m.

It was announced that a vote to approve the Executive Session Minutes of April 16, 2024, was taken in Executive Session.

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

Upon motion duly made by Ms. DeBlasio and seconded by Mr. McCoy, 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: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, and Matthew B. McCoy.

Voting Against were: None.

Unanimously Approved.

5. **ODC STAFF REPORTS:**

Mr. King reviewed the Staff Report with the Board of Directors. Mr. King announced to the Board that there will be a Rail Ribbon Cutting event to celebrate the Mill Creek Railyard, Davisville Connector and Seaview Engine House on July 15.

4. **COMMITTEE REPORTS:**

There were no committee meetings.

5. **RHODE ISLAND READY:**

Ms. Siefert reviewed the RI Ready Status report with the Board. Mr. King noted that the Corporation expects to bring the Edesia project 07E-550 Romano Vineyard Way, North Kingstown to the Board for approval of capital investment in June.

6. **APPROVALS:**

A. Appointment of Patricia N. Testa to the office of Director of Finance in accordance with the By-Laws of the Corporation.

Mr. King introduced Ms. Testa; the Corporations newly hired Chief Financial Officer “CFO”. Mr. King provided the Board with Ms. Testa’s employment history including working at the University of RI Athletics department as Chief Financial Officer, Office of the Auditor General, and the Town of Johnston as Controller.

Mr. King advised that under the By-Laws, the Board must fill of the office of “Director of Finance” to add the CFO to fiduciary accounts.

Upon motion duly made by Mr. Gralnek and seconded by Mr. McCoy, the Board:

VOTED: That the following person is hereby elected to the office set forth opposite her name, to hold such office until the time fixed in accordance with the By-Laws of the Corporation for the next annual meeting of the Board of Directors of the Corporation and thereafter until her successor shall have been duly elected and qualified:

<u>Name</u>	<u>Office</u>
Patricia N. Testa	Director of Finance

Voting in favor were: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, and Matthew B. McCoy.

Voting Against were: None.

Unanimously Approved.

B. Approval of the Amendment to the Development Agreement, Ground Lease, Lease and Sublease with Flex Technology Park, LLC for AP 190 Lots 39, 40, and 48.

Mr. King advised that the next two items for approval are related but involve separate votes. Mr. King explained Andruil Industries, Inc. (“Andruil”) is looking to build a large-scale facility to manufacture their “dive” submarine. Mr. King stated the Corporation is proposing to add an eleventh (11th) building to the Flex Technology Park’s (“FTP”) development, land lease and sublease agreements in order to accommodate Andruil’s need. Mr. King explained that Andruil needs 100,000 square feet of industrial space with an additional 50,000 square feet of foundation ready for expansion.

Mr. King reviewed the details of the transactions and the votes with the Board, noting that the structure of the agreements with FTP would remain the same as the previous ten (10) buildings. Additionally, Mr. King stated that Andruil will sign a sublease for the building for a term of 25 years and that Andruil has requested the ability to exit the sublease agreement at years 10, 25 and 20 with 18 months’ notice and a built-in penalty for exiting.

Upon motion duly made by Mr. Harsch and seconded by Mr. Langlais, 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 (1) an amendment to that certain Development Agreement dated as of September 11, 2017 with Flex Technology Park, LLC (“Flex”), as previously amended, whereby those certain parcels of land currently designated as North Kingstown Tax Assessor Plat 190, Lots 39, 40 and 48 (which parcels are to be merged by Flex) (collectively, the “Property”), will be included as being subject to the terms and conditions of the aforementioned Development Agreement, and other agreements related thereto as deemed appropriate by the Authorized Officers (collectively, the “Development Agreement Amendment Documents”); (2) a Ground Lease, Lease and Sublease (:back to the Corporation) with Flex, with an option to terminate, for the leasing of one (1) approximately 100,000 square foot building on the Property, which may be expanded by an additional 50,000 square feet pursuant to the terms of such Lease and Sublease (the “Building”), and other agreements related thereto as deemed appropriate by the Authorized Officers (collectively, “Lease Documents”); and (3) a Payment in Lieu of Tax Agreement with the Town of North Kingstown related to the Property and the Building (the “PILOT Agreement”), such Development Agreement Amendment Documents, Lease Documents and PILOT Agreement to be substantially in accordance with the Request for Board Authorization presented to the Board (the Development Agreement Amendment Documents, the Lease Documents, and the PILOT 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, including 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: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, and Matthew B. McCoy.

Voting Against were: None.

Unanimously Approved.

C. Approval of Sublease with Anduril Industries, Inc. for AP 190 Lots 39, 40 and 48.

Upon motion duly made by Mr. McCoy and seconded by Mr. Gralnek, 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 Agreement (the "Sublease Agreement") with Anduril Industries, Inc., with respect to a to-be constructed building of approximately 100,000 square feet, which may be expanded by an additional 50,000 square feet pursuant to the terms of the Sublease Agreement (the "Building") to be situated on that certain parcel to be created by merging those certain parcels currently designated as North Kingston Tax Assessor's Plat 190, Lots 39, 40 and 48 (the "Land") (and related instruments as deemed appropriate by the Authorized Officers), the terms of such Sublease

Agreement to be substantially in accordance with Request of Board Authorization presented to the Board (the Sublease 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, including 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: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, and Matthew B. McCoy.

Voting Against were: None.

Unanimously Approved.

7. **ADJOURNMENT:**

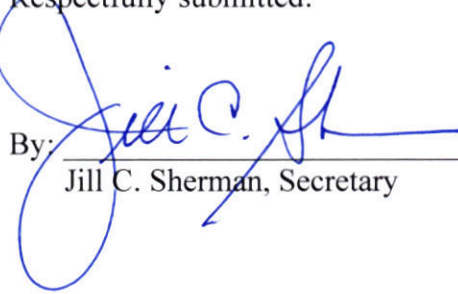
Upon motion duly made by Mr. Gralnek and seconded by Mr. Langlais, the meeting adjourned at 6:17 p.m.

Voting in favor were: Lauren A. Burgess, Susan Leach DeBlasio, Donald D. Gralnek, William W. Harsch, David M. Langlais, Lawrence Mandel, and Matthew B. McCoy.

Voting Against were: None.

Unanimously Approved.

Respectfully submitted:



By: _____
Jill C. Sherman, Secretary