

*Board of Directors Meeting*

*March 24, 2008*

*Corporate Office*

*Directors Present: James W. Lavin, Chairman  
Colin McPherson  
John Ward  
Robert Terravecchia  
John Rogers – 7:15pm*

*Also Present: Terry Fancher, Executive Director  
Beth Mitchell, Legal Counsel  
Greg D'Agostino, Eric Kfoury, David Madden, Consultants  
Kevin Chase, Bill Ryan, Keenan Rice, Dan Gangwish, Hal Davis, LNR Team*

*The Chairman opened the meeting at 7:05pm.*

*The Board ratified their favorable action on the Memorandum of Agreement with the Town of Weymouth.*

***VOTED: Motion of Colin McPherson, seconded by John Ward, to resolve that on March 7, 2008, the Corporation approved the execution of the Memorandum of Understanding between the Corporation and the Town of Weymouth for the provision of water and wastewater service for the Corporation for Phase 1 Development in the form then presented to the Corporation. Thereafter, the town of Weymouth requested certain non-substantial revisions to the Memorandum of Understanding, including, without limitation, changing the name of the document to a Memorandum of Agreement. To avoid any confusion regarding the Corporation's approval of the revised Memorandum of Agreement, the Corporation hereby resolved to approve the execution by the Chairman of the Board of the Corporation of the Memorandum of Agreement for Provision of Water and Wastewater Service, dated as of March 7, 2008, by and between the Corporation and the Town of Weymouth in the form attached hereto.***

***And to resolve that the Corporation adopt, ratify, approve and confirm all actions heretofore taken by the Chairman of the Board of the Corporation for the Executive Director of the Corporation in connection with the matters which are the subject of the foregoing Resolution.***

***Unanimous vote***

***VOTED: Motion of Colin McPherson, seconded by John Ward, to enter into Executive Session for the purpose of discussions of development negotiations, land conveyance and other related financial matters, to return to Open Session.***

***McPherson, aye, Ward, aye, Terravecchia, aye, Rogers, aye, Lavin aye***

***Executive Session convened at 7:07pm and Open Session reconvened at 8:02pm***

*March 24, 2008*

*08-017 - Amended and Restated DDA*

*The Board took favorable action on the Amended and Restated Disposition and Development Agreement.*

***VOTED: Motion of Colin McPherson, seconded by John Ward, to resolve that, subject to the delivery by LNR to the Corporation of two letter agreements in substantially the form attached hereto, the Corporation approves the NAS South Weymouth Amended and Restated Disposition and Development Agreement by and between the Corporation and LNR South Shore, LLC, in substantially the form presented to the Board at this meeting and the Corporation's performance of its obligations thereunder.***

***And, that upon receipt of the DDA and the DDA Letters executed by LNR, in substantially the form presented to the Board on March 24, 2008 and without material changes thereto, the Chairman of the Board and the Executive Director of this Corporation, each acting alone, be and hereby is authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the DDA.***

***And, that if LNR does not deliver to the Corporation the executed DDA and DDA letters on or before April 14, 2008, the Executive Director shall report back to the Board regarding the status of the DDA.***

***And, that, based upon the public convenience and necessity therefor, and to the maximum extent allowable by law, the Corporation hereby exempts the transactions contemplated by the DDA (including, without limitation, those included within the Prior DDA, as defined in the DDA) from the requirements of any public bidding and procurement requirements applicable to bodies politic and corporate of the Commonwealth of Massachusetts imposed by general or special law, including without limitation, the requirements of Chapter 7 of the Mass. General Laws and the regulations promulgated thereunder.***

***4-1 vote John Rogers opposed***

*08-019 - EDC Term Sheet*

*The Board took favorable action on the NAVY's Terms and Conditions for the Naval Air Station.*

***VOTED: Motion of Colin McPherson, seconded by John Ward, to resolve that the Corporation approves the Summary of Acquisition Terms and Conditions for the Naval Air Station South Weymouth, MA by and between the United States of America and the Corporation, in substantially the form presented to the Board at this meeting on March 24, 2008, and the Corporation's performance of its obligations thereunder, and that the Chairman or any other member of the Board of Directors, acting alone, be and hereby is authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the EDC Term Sheet. – And - that any insurance costs associated with environmental cleanup shall not be borne by the Corporation.***

***Unanimous vote***

*The Executive Director noted the work to be accomplished between now and June 30<sup>th</sup>, as a result of this milestone, including a bonding schedule, permanent water supply, municipal tax plan, property appraisal, regulatory framework, Host Community service agreements, housing plan, US Coast Guard relocation process, reorganization of the Board and strategic planning. The March 24, 2008*

*Chairman thanked all the Consultants, Legal Counsel, Board of Directors and support Staff for their efforts in this endeavor.*

*Discussion ensued on executing an efficient bond strategy, to be in place by August 2008. The Board considered contracting the services of a financial adviser, bond underwriter and bond counsel for assistance with due diligence issues. Mr. Keenan Rice, Mr. Dan Gangwish and Mr. Hal Davis summarized the municipal bonding process and market industry standards.*

*Interview sessions with bond counsel firms were conducted by the Executive Director and consultants and two firms were selected to interview with the Board at the next meeting.*

#### *Directors Time*

*Mr. McPherson noted, again, the importance of receiving agendas and board measures in a timely manner, to allow sufficient time for Directors to review. Mr. McPherson requested a status report from LNR on their land sales negotiations and development schedule, and also requested an estimated timeframe for the review of the FY09 Budget. Mrs. Petrillo, Controller, was in attendance to answer questions on the FY08 Budget Revision.*

*The Board determined that another meeting was needed on Monday, March 31, 2008.*

***VOTED: Motion of Colin McPherson, seconded by John Ward, to enter into Executive Session for the purpose of discussions of development negotiations, land conveyance and other related financial matters, to return to open session for adjournment.***

***McPherson, aye, Ward, aye, Terravecchia, aye, Rogers, aye, Lavin, aye***

*Executive Session convened at 8:55pm and ended at 9:35pm*

***VOTED: Motion of John Rogers, seconded by John Ward, to adjourn the meeting.***

***Unanimous vote***

*The meeting adjourned at 9:35pm.*

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*Mary Cordeiro, Recording Secretary*

*James W. Lavin, Chairman*

*March 24, 2008*