

Board of Directors Meeting
Tuesday, April 27, 2010 @ 9:00AM
Conference Room, Corporation Office

Directors Present: Jeffrey Wall, Chairman
James W. Lavin
Gerard Eramo
Joseph Connolly

Directors Absent: John Ward

Also Present: Kevin R. Donovan, Chief Executive Officer
James Young, Project Manager
Beth Mitchell, Brent McDonald and James Toomey, SSTTDC Legal Counsel
Bob Harding, Keenan Rice, Emily Metzler and Webster Collins, Bond Team
Ed Hershfield, Sam Williams, Kevin Chase, Bill Ryan, Robin Daniels, LNR Team

The Chairman called the joint meeting of the Board of Directors and the SSTTDC Applicable Subdivision Board to order at 9:05am.

VOTED: Motion of James Lavin, seconded by Joseph Connolly to open the Applicable Subdivision Board Public Hearing on the acceptance of Shea Drive and associated utilities Unanimous 4-0 vote

The Chief Executive Officer read the notifications into the record:

In accordance with Section 6.4.3 of the General Municipal Codes - NAS South Weymouth and Chapter 301 of the Acts of 1998, as amended, South Shore Tri-Town Development Corporation, acting as the Applicable Subdivision Board and as the governing body of the former Naval Air Station South Weymouth, will hold a PUBLIC HEARING at the Corporate Office, 223 Shea Memorial Drive, located at the former Naval Air Station, South Weymouth, on Monday, April 26, 2010 at 6:30pm to consider acceptance of Shea Drive and the utilities associated therewith. Shea Drive extends from Route 18 to Memorial Grove Avenue. Copies of the application are available at the SSTTDC office at 223 Shea Memorial Drive, South Weymouth.

4/10, 4/17/10
And:

The April 20, 2010 Post noting that the Board of Directors Meeting and the Applicable Subdivision Board Public Hearing to be held on Monday, April 26, 2010 @ 6:30pm was rescheduled to Tuesday, April 27, 2010 @ 9:00am at the Corporate Office, 223 Shea Memorial Drive

The Project Manager reported on the status of the remaining items on the punch list and noted that the list would be completed by the end of the week. Mr. Young stated the Plans of Acceptance were vetted thoroughly and that the maintenance costs were factored into the FY11 Budget.

The Directors were informed that the punch list deadline was May 1st; the amount due for a Project Review Fee was \$13,000 (legal costs) and that there were no plans to remove the border

fence line along Webster Street. Mr. Donovan reviewed the minor revisions to the Quitclaim Deed.

Comments

Mrs. Parsons, Rockland, was informed that the request to change Shea Drive back to Shea Memorial Drive was taken under advisement.

Mr. Galluzzo, Weymouth, stated he was offended by the name change and requested the Board review the reasons for changing the name.

VOTED: Motion of Joseph Connolly, seconded by James Lavin, to close the Public Hearing

Unanimous 4-0 vote

The Public Hearing closed at 9:15am

Consider acceptance of the way known as Shea Drive and related easements

VOTED: Motion of Joseph Connolly, seconded by Gerard Eramo to accept the way known as Shea Drive, Maintenance Easement #1, Maintenance Easement #2, Maintenance Easement #3, and Maintenance Easement #4, and the improvements and utilities located on, above and below the four easement areas, all as presented in the Plans of Acceptance dated April 8, 2010, contingent on the completion by LNR of the following: all items contained in the Punch List Agreement; payment of all outstanding utility bills; payment of all real property taxes for Fiscal Year 2010; and payment of a Project Review Fee of \$13,000.

The acceptance of Shea Drive and the associated easements, improvements and utilities shall not terminate LNR's obligation to provide guarantees per Appendix B, Section 2 of the Subdivision Rules and Regulations of NAS South Weymouth.

And: To authorize and direct the CEO or the Chairman, acting individually, to execute and accept delivery of the necessary documents to effectuate the foregoing resolution, including, but not limited to, a Punch List Agreement, Quitclaim Deed, Easement Agreement and Bill of Sale, such documents to be in such form and to contain such terms and provisions as the CEO and/or Chairman executing the same shall deem necessary or desirable, as conclusively evidenced by his execution thereof, upon confirmation that the outstanding obligations have been satisfied.

Unanimous 4-0 vote

The Board of Directors meeting continued.

The Chief Executive Officer reviewed the other issues for the Board's consideration, including the Horizontal Development Certificate of Compliance, the Seventh Amendment to the DDA, and the Bond Documents.

Horizontal Development Certificate of Compliance

The Board was satisfied that Mr. Young was comfortable with the documentation and the punch list schedule related to the Horizontal Development Completion Notice.

VOTED: Motion of Gerard Eramo, seconded by Joseph Connolly to acknowledge the

completion of Horizontal Development described in the Horizontal Development Completion Notice currently before the Board, contingent on the completion by LNR of the following: all items contained in the Punch List Agreement; payment of all outstanding utility bills; payment of all real property taxes for Fiscal Year 2010.

The acceptance of the Horizontal Development Certificate of Compliance shall not terminate LNR's obligation to provide guarantees per Appendix B, Section 2 of the Subdivision Rules and Regulations of NAS South Weymouth

And: To authorize and direct the CEO or the Chairman, acting individually, to execute the Horizontal Development Certificate of Compliance upon confirmation that the outstanding obligations have been satisfied

Unanimous 4-0 vote

Seventh Amendment to the DDA

The Board reviewed the DDA amendments related to enabling legislation, parkway agreement obligations, bond issuances and the entitlement fee process.

VOTED: Motion of James Lavin, seconded by Joseph Connolly, to authorize the Chief Executive Officer or the Chairman, acting individually, to execute the Seventh Amendment to the DDA in accordance with the conditions discussed in Executive Session

Unanimous 4-0 vote

Assessment Plan

The CEO noted this Board vote was all encompassing allowing the release of the Preliminary Official Statement, the Assessment Plan and other items related to bond issuance. One last issue needed to be resolved by the Legal Counsels in attendance, and the Board recessed for 10 minutes. The meeting resumed at 9:35am.

VOTED: Motion of James Lavin, seconded by Joseph Connolly, WHEREAS, the South Shore Tri-Town Development Corporation (the "Corporation") has determined that it is necessary and desirable at this time to issue Bonds (hereinafter defined) under Chapter 301 of the Acts of 1998, as amended by Chapter 303 of the Acts of 2008 (the "Act");

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Corporation, pursuant to the Act, as follows:

Section 1. The Corporation hereby approves the execution and delivery of the Trust Indenture by and between the Corporation and The Bank of New York Mellon Trust Company, N.A. as trustee (the "Indenture"), in substantially the form presented to this meeting with such changes as may be deemed necessary or desirable by the Chairman or Chief Executive Officer of the Corporation (each an "Authorized Officer"), acting singly, the definitive form of which Indenture to be evidenced conclusively by execution thereof by an Authorized Officer.

Section 2. A series of bonds, designated "South Shore Tri-Town Development Corporation Infrastructure Development Revenue Bonds" in an aggregate principal amount not exceeding \$15,275,000 (collectively, the "Bonds"), is hereby authorized to be issued by the

Corporation pursuant to the Indenture. Each Authorized Officer, acting singly, is authorized to approve the specific terms of the bonds, including without limitation maturity amounts and dates; the rate or rates of interest per annum; redemption provisions including premiums, if any; method, place, frequency, and medium of payment of principal and interest; denominations; form of issuance, whether certificated or book-entry; designations concerning priority of lien on pledged revenues; credit enhancement features; the application of proceeds thereof and other available funds of the Corporation; and any other terms of the Bonds. The definitive form of the Bonds shall be evidenced conclusively by the execution thereof by the manual or facsimile signature of one or more Authorized Officers.

Section 3. The Corporation hereby authorized the execution and delivery by any Authorized Officer, acting singly, of a contract of purchase with respect to the Bonds (the “Purchase Contract”) in substantially the form presented to this meeting with such changes as may be deemed necessary or desirable by any Authorized Officer, acting singly, the definitive form of such Purchase Contract to be evidenced conclusively by the execution thereof by an Authorized Officer. The sale of the bonds to the underwriters identified in the Purchase Contract and such other underwriters, if any, as may be selected by any Authorized Officer on the terms and conditions approved by such Authorized Officer is hereby approved. Each Authorized Officer, acting singly, is hereby authorized to approve any and all of the terms of such sale and such approval shall be evidenced conclusively by the execution of the Purchase Contract by an Authorized Officer.

Section 4. The Corporation hereby approves and authorizes the distribution of an Official Statement in preliminary form with respect to the bonds (the “Preliminary Official Statement”) by the underwriters referred to therein, in substantially the form presented at this meeting with such additions, deletions and other changes thereto as may be approved by any Authorized Officer prior to the delivery of the Preliminary Official Statement to the underwriters by such Authorized Officer, such delivery to be conclusive evidence of his or her approval of such additions, deletions or other changes. The Corporation hereby further approves a final Official Statement (the “Official Statement”) in substantially the same form as the Preliminary Official Statement, with such changes, omissions, insertions and revisions as the Authorized Officers shall deem necessary or advisable. Each Authorized Officer, acting singly, is hereby further authorized to execute said Official Statement and to deliver or cause to be delivered to the underwriters said Official Statement, the definitive form of which shall be evidenced conclusively by a certificate of an Authorized Officer.

Section 5. The Corporation hereby authorized the execution and delivery by any Authorized Officer, acting singly, of a continuing disclosure agreement with respect to the Bonds, by and between the Corporation and a trustee or dissemination agent to be named therein (the “Issuer Continuing Disclosure Agreement”) in substantially the form presented to this meeting with such changes as may be deemed necessary or advisable by any Authorized Officer, acting singly, the definitive form of such Issuer Continuing Disclosure Agreement to be evidenced conclusively by the execution thereof by an Authorized Officer.

Section 6. The Corporation hereby authorized the execution and delivery by any Authorized Officer, acting singly, of an administrative services agreement by and between the Corporation and MuniCap, Inc. (the “Administrative Services Agreement”) in substantially the form presented to this meeting with such changes as may be deemed necessary or advisable by any Authorized Officer, acting singly, the definitive form of such Administrative Services Agreement to be evidenced conclusively by the execution thereof by an Authorized Officer.

Section 7. Subject to receiving from LNR South Shore LLC the executed Certificate of Consent to the Assessment Plan in form and substance acceptable to the Corporation on or before April 28, 2010, the Corporation hereby approves the Infrastructure Assessment Plan (the “Assessment Plan”), including the Schedule of Infrastructure Development Assessments included therein, and the execution and filing of the Notice of Assessment pertaining thereto, in substantially the forms presented to this meeting with such changes as may be deemed necessary or advisable by any Authorized Officer, acting singly, the definitive form of such Assessment Plan and Notice of Assessment to be evidenced conclusively by a certificate of an Authorized Officer.

Section 8. Each Authorized Officer, acting singly, is hereby further authorized and directed to do all acts and things, and to execute and deliver any and all documents, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by this Resolution, the Indenture, the Purchase Contract, the Preliminary Official Statement, the final Official Statement, the Issuer Continuing Disclosure Agreement, the Administrative Services Agreement and the Assessment Plan, including without limitation investment agreements, indemnification agreements, certificates as to disclosure and certificates as to tax matters.

Section 9. This Resolution shall take effect immediately.
Unanimous 4-0 vote

Mr. Harding informed the Board of the process from this point forward on the sale of Bonds. The Preliminary Official Statement would be electronically posted to reach out to potential investors and the project would be aggressively marketed. Mr. Harding was cautiously optimistic that the market offered some good opportunities, and that this type of investment was unique to Massachusetts but there were several similar projects in other parts of the country. A presentation was being prepared in the event investors wanted to tour the site.

The Chairman thanked Bond Counsel and the entire Bond Team for their efforts in this endeavor.

Public Comment

Mrs. Parsons, Rockland, took issue with the Corporation bonding to purchase infrastructure, and inquired when the Corporation would bond for the public utilities. The Board had not yet determined the timing of the next bond. Mr. Ryan noted that the Corporation and LNR had a public/private business agreement for the sharing of some costs associated with establishing infrastructure that was non-existent on this site. Mr. Ryan was asked what price LNR paid for the land that was transferred back in 2006, and he replied that the Corporation and LNR executed

a \$15M Security Agreement at that time, as well as a payment of \$4.3M to the Host Communities. Mrs. Parsons requested a copy of the Seventh Amendment to the DDA.

Mr. Galluzzo, Weymouth, was informed that the Bonds would be paid back through a reserve fund, established and funded as part of the bond transaction and that the interest rate on the bonds was not yet known.

Mrs. Hilbert, Weymouth, was informed that assessment bonds would be sold unrated, and that they were not the same as general obligation bonds for a city or town.

Mr. Foley, Weymouth, thanked all the folks involved on the project for their hard work getting to this point.

Directors Time

Mr. Lavin wished a speedy recovery to Director John Ward with thoughts and prayers for him and his family.

The Chairman thanked everyone for a job well done.

Mr. Connolly noted the Corporation reached major milestone to get the project and the economy moving.

VOTED: Motion of James Lavin, seconded by Joseph Connolly to enter into Executive Session for the purpose of discussion of Land Transfer, Development negotiations and Financial Strategies, to reconvene after Executive Session to adjourn Lavin, aye, Eramo, aye, Connolly, aye, and Wall, aye

Open session ended 10:00am

Executive Session ended 10:27am

VOTED: Motion of James Lavin, seconded by Joseph Connolly to adjourn the meeting Unanimous vote

The meeting ended at 10:27am.

Mary Cordeiro, Recording Secretary

Jeffrey Wall, Chairman of the Board