

July, 2004

EAST PROVIDENCE WATERFRONT SPECIAL DEVELOPMENT DISTRICT

BY-LAWS

Article I

COMMISSIONERS

Section 1. Powers. The powers of the East Providence Waterfront Special Development District (hereinafter referred to as the "Commission") are vested in the Board of Commissioners (hereinafter referred to as the "Board") in accordance with the state law enabling the East Providence Waterfront District (the "Enabling Statute"). The Board shall have exclusive authority regarding hiring, firing, and determining the compensation of all officers, employees, agents and contractors of the Commission. If there is a conflict between these by-laws and the Enabling Statute, the Enabling Statute shall control.

Section 2. Committees. In accordance with the Waterfront Development District Zoning the Board shall create the Design Review Committee and the Hearing Panel. Members in the committees are appointed by the Board. In addition to these two committees, the Board or the Chairperson may designate from among its members one or more committees, as is deemed necessary by the Board or the Chairperson for the proper conduct of the Commission's purposes. The Chairperson shall determine the size and purpose of each such committee. Each such committee may only exercise the authority of the Board, to the extent specifically authorized by the Board; provided, however, that no such committee shall have or exercise the authority of the Board with reference to the disposition of all or substantially all of the property and assets of the Commission, or to the amendment of the by-laws of the Commission. The actions of no committee shall be effective until specifically approved by the Board.

** EP City Council Adopted Waterfront District zoning on March 2, 2004.*

Minutes of the meetings of each committee shall be prepared and shall be filed promptly with the Executive Director and reported in writing to the next meeting, regular or special, of the Board. Each committee shall report from time to time to the Chairperson with respect to its actions. With respect to any meeting or action of any committee, Sections 4 through 6 of Article II shall be applicable, except that a majority of the members of any committee shall constitute a quorum at any meeting.

Section 3. Additional Committees. The Board or Chairperson may from time to time create such additional committees of commissioners, officers, employees, or other persons not affiliated with the Commission (or any combination of such persons), designated by it to advise and make recommendations to the Board on matters designated by the Board or Chairperson and to perform such other functions and duties as the Board or Chairperson shall prescribe. The Board or Chairperson shall have the power to determine the size, purpose and membership of each such committee, to change the members of each such committee, to fill vacancies, and to discharge any such committee at any time. The Board may, but is not required to, promulgate procedures applicable to the actions of any such committee. The chairperson of any such committee will be designated by the Board. Each such committee shall report from time to time to the Board with respect to its actions.

Article II

MEETINGS OF THE BOARD

Section 1. Place of Meetings. All regular and special meetings of the Board shall be held at such place within or without the State of Rhode Island at such time as shall be stated in the notice of such meeting. All meetings of the commission shall be held in accordance with the requirements of R.I. Gen Laws §42-46-1 to 42-46-10.

Section 2. Regular Meetings. The Board shall hold regular meetings at least once in each calendar quarter on such regular date as may be established by the Board from time to time.

Section 3. Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the Chairperson. The Chairperson shall be required to call a special meeting upon the written request of any three Commissioners at a time not later than fourteen days after receipt by the Chairperson of such request. Any such request shall state the purpose or purposes of the proposed special meetings.

Section 4. Notice of Meetings. Written notice to the public of such meeting, whether regular or special, shall be given in accordance with R.I. Gen. Laws §42-46-6. Written notice of such meeting, whether regular or special, stating the place, day and hour of the meeting, shall be given by or at the direction of the Chairperson to each Commissioner by: (a) depositing the same in the United States mail, postage prepaid, or (b) by facsimile or e-mail transmission (confirmation of delivery confirmed by sender) to the facsimile number or e-mail address maintained with the Executive Director or (c) by hand delivery to the home or business address, not later than the third day prior to the date of such meeting. If the Chairperson shall determine that the holding of a meeting is of an emergency nature, such notice may be given by the same delivery as above not less than the second day prior to the date of such meeting. Business transacted at any meeting shall be limited to the purpose or purposes stated in the notice of the meeting except that matters not described in the notice may be considered and acted upon with the consent of a majority of the members of the Board, including the Chairperson.

Section 5. Quorum; Proxy. Seven (7) voting members of the Board shall constitute a quorum. If a quorum is not present, the Commissioners 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 shall be present. At any such adjourned meeting at which a quorum shall be 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 days, a notice of the adjourned meeting shall be given each Commissioner. Any action to be taken by the Commission may be authorized by resolution approved by a majority of the Commissioners present at any regular or special meeting at which a quorum is present. Any action by a commissioner, including presence for purposes of a quorum and voting, may be taken by written proxy delivered to the Chairperson or the Board.

Section 6. Waivers of Notice. Whenever any notice is required to be given to a Commissioner under the provisions of the laws of Rhode Island or of these by-laws, a waiver thereof in writing, signed by the Commissioner entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Commissioner at a meeting shall constitute a waiver of notice of such meeting, except when the Commissioner attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Action without a meeting. Any action which may be taken at a meeting of the Board, or a committee thereof, may be taken without a meeting if a consent, in writing setting forth the action so to be taken shall be signed before or after such action by all of the Commissioners, or all of the members of the committee, as the case may be.

Section 8. Community Advisory Committees. The Board or Chairperson may establish such committees composed of representatives of the community as it, he or she deems necessary for the purpose of consulting with and advising the Board regarding activities

undertaken by it. The Board or Chairperson shall determine the size, purpose and membership of each such committee. Each such committee shall report from time to time to the Board with respect to its actions. The Board may, but is not required to, promulgate rules respecting the procedures applicable to the actions of any such committee. Failing the promulgation of rules by the Board, any such committee may, but is not required to, promulgate such rules. The Chairperson of any such committee will be designated by the Board. Such committees will exist, and their members will hold office, at the pleasure of the Board.

Article III

OFFICERS and EXECUTIVE DIRECTOR

Section 1. Number of Officers. The officers of the Commission shall be the Chairperson, the Vice-Chairperson and the Secretary. The Board may from time to time appoint such additional officers as it shall deem appropriate.

Section 2. Officer's Authority and Duties.

(a) Chairperson. The Chairperson shall be the chief executive officer and shall supervise and conduct the business and affairs of the Commission. The Chairperson shall preside at meetings of the Board and shall exercise the powers and perform the duties set forth in these by-laws and such other duties as usually devolve upon the presiding and chief executive officer of a deliberative or independent governmental body.

(b) Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson, and such further duties as shall be from time to time assigned to him or her by the Board.

(c) Secretary. The Secretary shall be responsible for and shall keep the records of all business transacted at each meeting of the Board.

Section 3. Signing of Instruments. All contracts, instruments, and other documents shall be executed by the Chairperson or the Vice-Chairperson on behalf of the Commission unless other provision shall be made by special vote of the Board or shall be required by law. All checks shall be executed by (i) the Chairperson and (ii) one other Commission Member.

Section 4. Executive Director. The Commission shall have an Executive Director who shall not be an officer of the Commission. The Executive Director shall have the principal operating responsibility of the Commission and shall, subject to the supervision of the Chairperson, direct the staff and operate the business and affairs of the Commission. The Executive Director shall be appointed by the Board pursuant to such arrangements, contractual or otherwise, as the Board deems appropriate.

Article IV

PUBLIC HEARINGS

Section 1. Public Hearings. Public hearings held by the Commission, the Design Review Committee and the Hearing Panel shall be held in accordance with the following rules and procedures consistent with the requirements of the Waterfront Development District Zoning.

Section 2. Notice. Public notice of any public hearing shall set forth the availability for review by the public of the documents or proposals to be the subject of the public hearing. Where the purpose of such public hearing is to consider a request for a conditional use or deviation or to review design plans submitted by an applicant for the development of a parcel or parcels within the East Providence Waterfront Special Development District, public notice shall be published in a newspaper of general circulation in the City of East Providence once at least ten (10) days prior to the date of the hearing, and notice of the

time, place, nature and purpose of such public hearing shall be given to all owners of real Providence property within two hundred (200) feet thereof by registered or certified mail at least seven (7) days before the date of said hearing, or as may otherwise be required by statute.

Section 3. Purpose. The purpose of public hearings shall be to receive public comment in support of or in opposition to the specific proposals which are the subject of the hearing, for subsequent evaluation by the Board.

Section 4. Transcript. The Board shall arrange for a legal stenographer to transcribe the entire public hearing proceeding.

Section 5. Hearing Procedure. The Chairperson shall establish the rules of order for the hearing, which shall include the time each individual may have to address the Board. After establishing the rules of order, the Chairperson shall in his or her discretion either read any communications into the record or have any communications marked as exhibits and made a part of the hearing record. The proposal which is the subject of the hearing shall then be presented to the Board. Upon completion of the presentation, the Commissioners may question the presenters or any aspect of the presentation. Upon completion of the Board's questioning, the Chairperson shall ask the speakers to come forward, both proponents and opponents. In the Chairperson's discretion, either the proponents or the opponents may be heard first. Only matters relevant and pertinent to the proposal which is the subject of the hearing shall be entertained by the Board.

Article V

SEAL

The Commission's seal shall be in the form of a circle with the name of the Commission, the words "Incorporated Rhode Island" and the year of its incorporation inscribed therein. The

seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Article VI

INDEMNIFICATION

The Commission shall procure insurance for the purpose of indemnifying any person 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, administrative or investigative by reason of the fact that he is or was a Commissioner or officer, employee or agent of the Commission or a member purporting to act on behalf of the Commission (or is or was serving as the request of the Commission 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, to the extent permitted by law.

Article VII

AMENDMENTS

These by-laws may be amended at any meeting by the affirmative vote of two-thirds of the Commissioners; provided, however, that notice amendment shall be contained in the notice of such meeting.