

QUONSET DEVELOPMENT CORPORATION
RESOLUTION PERTAINING TO BIOSOLIDS PROJECTS
MAY 27, 2026

WHEREAS: The Quonset Development Corporation (the “Corporation”) is a public corporation of the State of Rhode Island (the “State”) having a distinct legal existence from the State and not constituting a department of State government, which is a governmental agency and public instrumentality of the State, pursuant to Chapter 64.10 of Title 42 of the General Laws of the State of Rhode Island, as amended; and

WHEREAS: On November 19, 2024, the Corporation adopted a resolution (the “Resolution”) with respect to a potential ground lease (“Potential Lease”) to Global Soil Solutions, LLC, and/or QSS Biosolids, LLC, or its affiliates (collectively, “GSS”) of an approximately 9.34 acre parcel of land on All American Way in the Quonset Business Park and being known as Site Readiness Parcel 3 and designated as North Kingstown Tax Assessor’s Plat 180, Lots 19, 20 and 22, for a corporate office and automated bagging facility for biochar, compost and other organic soil materials, and, upon satisfaction of certain other conditions set forth in the “Request For Board Authorization” presented to the Corporation, the installation and operation of a biosolids biochar manufacturing facility (collectively, the “Proposed Use”); and

WHEREAS: The Resolution authorized the Authorized Officers of the Corporation to engage in negotiations with GSS with regard to a Potential Lease in accordance with the Request for Board Authorization. However, the Authorized Officers were unable to reach an agreement with GSS, and the parties did not execute a Potential Lease; and

WHEREAS: On March 30, 2026, K. Joseph Shekarchi, Speaker of the House of Representatives of the Rhode Island General Assembly, announced his support for legislation establishing a special joint legislative commission (the “Commission”) to study and develop recommendations for strategies to address biosolids and wastewater byproducts across the State. The Commission would be tasked with delivering its findings and recommendations (the “Commission’s Report”) by January 5, 2027, under the current legislation; and

WHEREAS: On March 31, 2026, the Corporation informed GSS of the expected formation and role of the Commission, and of the determination by the Corporation to pause lease negotiations to allow for the Commission to be formed and undertake its mission, which will be instrumental in determining the terms and conditions of any Potential Lease with GSS (the “March 31, 2026 Correspondence”). On April 23, 2026, the Corporation also followed up with a letter to GSS, from the Managing Director, restating its determination and decision to pause lease negotiations (a copy of such correspondence is annexed hereto as Exhibit A) (the “April 23, 2026 Correspondence”); and

WHEREAS: The Corporation desires to adopt an interim amendment to its Bylaws to establish enhanced review procedures for certain high-impact projects on an interim basis while updated development regulations and zoning provisions are prepared in coordination with the Town of North Kingstown.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. The Corporation hereby affirms the determination by the Managing Director to not execute a Potential Lease with GSS at this time, as initially communicated to GSS pursuant to the March 31, 2026 Correspondence, and as further set forth in the April 23, 2026 Correspondence.
 2. As indicated in the April 23, 2026 Correspondence, the Corporation will not take action in connection with a Potential Lease with GSS for the Proposed Use until, at a meeting of this Board, the Board has considered the Commission's findings and recommendations and/or other information that it deems sufficient to inform any such action.
 3. The Corporation hereby adopts the amendment to Article II of its Bylaws, in the form attached hereto as Exhibit B, to establish interim enhanced voting and public information procedures for certain high-impact projects. This amendment shall take effect immediately upon passage of this Resolution.
 4. This Resolution shall take effect immediately upon passage.
-

EXHIBIT A
(Copy of the April 23, 2026 Correspondence)

[Attached]



April 23, 2026

Transmitted via email only

Mark P. Depasquale
QSS Biosolids, LLC
C/O Quonset Soil Solutions
31 Cross Park Avenue
North Kingstown, RI 02852

Re: Non-binding Letter of Intent dated October 25, 2024, between the Rhode Island Commerce Corporation, acting by and through its agent and attorney in fact, Quonset Development Corporation ("QDC") and Global Soil Solutions, LLC ("GSS")(the "Non-Binding LOI")

Dear Mr. DePasquale:

As you know, QDC and GSS entered into a Non-Binding LOI with regard to a potential long-term ground lease (the "Potential Lease") of approximately 9.34 acres of land located along All American Way, North Kingstown, Rhode Island (the "Site") for the installation and operation of a biosolids biochar manufacturing facility in compliance with all applicable laws (the "Proposed Use"). Pursuant to its terms, the Letter of Intent does not constitute a binding agreement and is merely intended to specify some of the proposed terms and conditions of a potential transaction. Neither party may claim any legal rights against the other by reason of the Letter of Intent or by taking any action in reliance thereon, and no party has any legal obligations to the other, or with respect to the proposed transaction, unless and until all the terms and conditions of the proposed transaction have been negotiated, agreed to by all parties and set forth in a definitive agreement signed and delivered by all parties. No such definitive agreement has been negotiated, executed or delivered.

On March 30, 2026, K. Joseph Shekarchi, Speaker of the House of Representatives of the Rhode Island General Assembly, announced his support for legislation establishing a special joint legislative commission (the "Commission") to study Rhode Island's growing biosolids disposal challenges, a move aimed at facilitating the development of a comprehensive, statewide solution to what has been described as a looming concern. The commission would be created by passage of legislation (H-7532), introduced on February 6 by Rep. Terri Cortvriend (D-Dist. 72, Portsmouth, Middletown), and would study and develop recommendations for strategies for managing biosolids and wastewater byproducts across the state. The panel will be tasked with delivering its findings and recommendations (the "Commission's Report") by January 5, 2027 (the "Recommendations Date"). QDC welcomes the Speaker of the House's public Commission process.

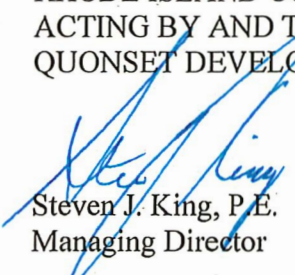
70573610 v3

In recognition of the Commission's objective to study Rhode Island's growing biosolids disposal challenges and facilitating the development of a comprehensive, statewide solution, QDC will not execute a lease at this time. If, following the Recommendations Date, you remain interested in pursuing the project, you may request that the parties re-engage in discussions regarding a Potential Lease.

The Commission's findings and recommendations will be instrumental in the development of the terms and conditions of a Potential Lease. Nothing herein shall prevent either party from participating in or providing information to the Commission.

Sincerely,

RHODE ISLAND COMMERCE CORPORATION,
ACTING BY AND THROUGH ITS AGENT AND ATTORNEY IN FACT,
QUONSET DEVELOPMENT CORPORATION



Steven J. King, P.E.
Managing Director

EXHIBIT B
(Bylaw Amendment – Sections 2.15.1, 2.15.2, and 2.15.3)

[Attached]

**QUONSET DEVELOPMENT CORPORATION A RHODE ISLAND CORPORATION
BY-LAWS – AMENDMENDED MAY 27, 2026**

ARTICLE I NAME, OFFICES, PURPOSE AND SEAL (Sections 1.1 through 1.6 remain unchanged)

ARTICLE II BOARD OF DIRECTORS (Sections 2.1 through 2.15 remain unchanged)

2.15.1 Enhanced Voting Requirement for Certain High-Impact Projects (Interim Measure)

Notwithstanding any other provision of these Bylaws, approval of any ground lease, development authorization, site readiness agreement, or other Board action authorizing a project shall require the affirmative vote of two-thirds (2/3) of the quorum present and voting if the project satisfies **Test 1 or Test 2**:

1. **Advanced Waste Conversion Test** — The primary or targeted additional use involves thermal processing, pyrolysis, gasification, or other advanced conversion of wastewater residuals, organic sludge, or similar waste streams using technologies whose performance, reliability, or off-site impacts have not yet been widely demonstrated at full commercial scale in Rhode Island.
2. **Non-Traditional Process Test** — The primary or targeted additional use involves an industrial process that is not commonly associated with standard manufacturing, warehousing, or distribution uses in the Quonset Business Park and (a) requires specialized environmental permits related to air quality, special chemical processes, or hazardous materials handling **or** (b) is located wholly or partially within the Hunt Aquifer recharge area.

This Section 2.15.1 shall not apply to the existing Quonset Wastewater Treatment Facility, any expansion or modification of that facility, or any sludge dewatering, handling, or processing facilities directly associated with the Quonset Wastewater Treatment Facility.

2.15.2 Public Information Session and Notice Requirements for Projects Requiring Enhanced Voting

Any project that requires a two-third (2/3) vote pursuant to Section 2.15.1 shall also be subject to the following:

(a) **Public Information Session:** A public information session shall be held prior to Board action. The session shall be hosted by the Managing Director and QDC Staff. At the session, the applicant shall present the proposed development, and members of the public shall be allowed to ask questions and provide oral and written comments. A written summary report of the session, including all public comments received, shall be prepared and presented to the full Board of Directors prior to any Board vote on the project.

(b) **Notice:** Notice of the public information session shall be given at least fourteen (14) days prior to the session in a newspaper of local circulation within the host municipality. In addition,

notice shall be sent by first-class mail (with a notarized affidavit attesting to the mailing) to the applicant and to each owner of property within two hundred feet (200 feet) of the property boundaries of the proposed project site consistent with R.I.G.L. § 45-23-42. The Quonset Development Corporation shall be responsible for providing such notice.

2.15.3 Sunset Clause

This Article II, Sections 2.15.1 and 2.15.2 constitute an **interim measure** only. These provisions shall remain in full force and effect until the adoption by the Quonset Development Corporation of updated development regulations and zoning code provisions addressing the same subject matter that are agreed to by the Town of North Kingstown. In the event the Corporation and the Town of North Kingstown are unable to reach agreement on such updated regulations and zoning code amendments, these provisions shall continue in full force and effect indefinitely unless and until repealed or amended by a two-third (2/3) majority of the quorum present and voting.

Repeal or amendment of this Section 2.15.1, 2.15.2, or 2.15.3 shall also require a two-third (2/3) majority of the quorum present and voting.

(The remainder of Article II and all subsequent Articles (III through VIII) remain unchanged from the original bylaws.)