Updated as of June 21, 2018

BY-LAWS
OF THE
I-195 REDEVELOPMENT DISTRICT

ARTICLE I

THE I-195 REDEVELOPMENT ACT OF 2011

Section 1. The Act. The By-Laws, the powers of the I-195 Redevelopment District (the "Corporation") and of its Commissioners, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto as are set forth in "The 1-195 Redevelopment Act of 2011" (Rhode Island General Laws §§ 42-64.14-1, et seq.), and as such Act may be amended from time to time (hereinafter, as such Act may be amended from time to time, the "Act").

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be at 315 Iron Horse Way, Suite 101, Providence, Rhode Island, or at such other place as the Commission may designate.

ARTICLE III

COMMISSION

Section 1. Commissioners and Their Powers. The Commission shall have and may exercise all the powers of the Corporation. The Commission shall be appointed as provided in the Act. Ex-officio members of the Commission shall not be counted for purposes of establishing a quorum and shall not be voting members of the Commission.

ARTICLE IV

MEETINGS OF THE COMMISSION

Section 1. Place of Meetings. All regular and special meetings of the Commission shall be held at such place within or without the State of Rhode Island and at such time as shall be stated in the notice of such meeting.

Section 2. Regular Meetings. The Commission shall hold regular meetings at such times as the Commissioners shall, from time to time, determine, subject to Chapter 46 of Title 42 of the Rhode Island General Laws, as may be amended from time to time (the "Open Meetings Act").

Section 3. Special Meetings. Special meetings of the Commission for any purpose or purposes may be called by the Chairperson, Vice Chairperson or the Executive Director. The Chairperson or Vice Chairperson shall be required to call a special meeting upon the written request of two (2) voting members of the Commission at a time not later than fourteen (14) days after receipt by the Chairperson or Vice Chairperson of such request. Any such request shall state the purpose or purposes of the proposed special meeting. Special meetings of the Commission shall be subject to the Open Meetings Act.

Section 4. Notice of Meetings. At the beginning of each calendar year, the Secretary of the Corporation shall give written notice of the scheduled regular meetings of the Commission in compliance with the Open Meetings Act. Supplemental written notice of each meeting, whether regular or special, stating the place, day and hour of the meeting, and a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given in accordance with the requirements of the Open Meetings Act, and shall also be given by email or by actual delivery of such notice to each member of the Commission by or at the direction of the Chairperson, the Vice Chairperson or the Secretary, sent or delivered to each member of the Commission, not later than the forty-eight (48) hours prior to the date of such meeting. If the Chairperson or Vice Chairperson shall determine that the holding of a meeting is of an emergency nature, such notice may be given by email sent to each member, or by actual delivery of such notice to each member as soon as practicable.

Section 5. Quorum. Four (4) members of the Commission present and entitled to vote at any regular or special meeting of the Commission, at least one (1) of whom is not an officer of the Commission, shall constitute a quorum, provided, however, that in the event of a vacancy in the Commission which is not filled within thirty (30) days of such vacancy, a quorum shall be deemed to exist with a majority of the then duly authorized members of the Commission present and entitled to vote. If a quorum is not present, the members of the Commission then present and entitled to vote 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 seven (7) days, a notice of the adjourned meeting shall be given to each member of the Commission. Except as otherwise provided in the Act, any action to be taken by the Corporation may be authorized by resolution approved by a majority of the members of the Commission present and entitled to vote at any regular or special meeting at which a quorum is present, except that the affirmative vote of four (4) members of the Commission present and entitled to vote shall be necessary for the elections of the Officers of the Corporation and to amend the By-Laws of the Corporation

Section 6. Waivers of Notice. Whenever any notice is required to be given to a member of the Commission under the provisions of these By-Laws, a waiver thereof in writing, signed by the member or members 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 member of the Commission at a meeting shall constitute a waiver of notice of such meeting, except when the member 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. Agendas. Except as hereinafter specifically provided, the agenda for each meeting of the Commission shall be prepared by the Executive Director and approved by the Chairperson or Vice Chairperson. The Executive Director shall include in any such agenda any matter which the Commission has previously voted to include thereon, and any item requested by a member of the Commission, in writing, delivered to the Executive Director or the Chairperson, not less than seven (7) days prior to the date of any such meeting. With the consent of a majority of the members of the Commission present and entitled to vote at a regular or special meeting at which a quorum is present, a matter not on the agenda may be considered at any regular or special meeting of the Commission, subject to compliance with the Open Meetings Act.

Section 8. Public Meetings. All meetings of the Commission shall be subject to the Open Meetings Act as the same may be amended from time to time.

ARTICLE V

COMMITTEES

Section 1. Appointment and Purpose. The Commission may establish such committees as it necessary for the proper carrying out of its functions. The Commission shall determine the size and purpose of each such committee. Members of each such committee and the Chairperson thereof shall be appointed by the Chairperson or Vice Chairperson to serve until the next succeeding June 30 and thereafter until their respective successors are appointed. Any vacancy on a committee resulting from death, resignation or otherwise shall be filled by the Chairperson or Vice Chairperson for the unexpired portion of the term. Minutes of the meetings of each committee shall be prepared and shall be filed promptly with the Secretary. Each committee shall report from time to time to the Commission with respect to its actions.

ARTICLE VI

OFFICERS

Section 1. Number. The officers of the Corporation shall be the Chairperson, the Vice Chairperson, the Executive Director, the Secretary, the Assistant Secretary, the Treasurer, one or more Assistant Treasurers and such other officers as the Commission may from time to time appoint or elect.

Section 2. Appointment and Term. The Chairperson of the Corporation shall be designated by the Governor. The Chairperson shall designate a Vice Chairperson who shall serve at the pleasure of the Chairperson. The Executive Director shall be appointed by the Chairperson with the approval of the Commissioners at a meeting of the Commission provided that the position of executive director must be advertised. All other officers of the Corporation shall be appointed by and shall serve at the pleasure of the Commission. The officers shall be elected at the initial regular meeting of the Commission and shall hold their respective offices at the pleasure of the Commission and, other than the Chairperson unless sooner removed by the Commission and until their successors are chosen and qualified. The Chairperson and Vice Chairperson shall be members of the Commission, but other officers need not be members of the Commission. The Commission, by an affirmative vote of four (4) of its members present and entitled to vote at a regular or special meeting at which a quorum is present, with or without cause, may remove from office any officer (other than the Chairperson and the Vice Chairperson) and appoint his/her successor, subject to any provisions to the contrary in the Act.

Section 3. Authority and Duties.

(a) Chairperson. The Chairperson shall supervise the general affairs of the Corporation. The Chairperson shall preside at meetings of the Commission 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 officer of a deliberative body.

(b) Vice Chairperson. In the absence, disability or failure to act of the Chairperson, the Vice Chairperson shall exercise the powers and perform the duties of the Chairperson. The Vice Chairperson shall perform such further duties as shall be from time to time assigned to him by the Chairperson.

(c) Executive Director. The Executive Director shall be the principal executive officer of the Corporation and shall, subject to the supervision of the Commission, supervise and conduct the operations of the Corporation.

(d) Secretary and Assistant Secretary. The Secretary shall attend all meetings of the Commission and shall record all votes and the minutes of all proceedings in book provided for that purpose. He/She shall give, or cause to be given, notice of all special and regular meetings of the Commission. He/She shall keep in safe custody the seal of the Corporation. He/She shall have such powers and perform such duties as are incident to his/her office and shall have such other powers and perform such other duties as may be prescribed by these By-Laws or by the Commission. The Assistant Secretary shall, in the absence, disability, or failure to act of the Secretary, exercise the powers and perform the duties of the Secretary.

(e) Treasurer and Assistant Treasurers. Except as may be otherwise provided by law, by vote of the Commission, by the terms of any indenture securing bonds issued by the Corporation, or by the By-Laws, the Treasurer shall have the following duties and powers:

He/She shall have the custody of all moneys, funds, debts, securities, promissory notes, and other valuable papers belonging to or held in trust by the Corporation which come into his/her hands, except as hereinafter provided, and shall keep full and accurate accounts of receipts and disbursements made by him/her on account of the Corporation in books belonging to the Corporation, He/She shall, on behalf of the Corporation, endorse for collection all checks, notes, drafts, and other obligations and shall deposit the same and all such moneys as may, from time to time, come into his/her hands to the credit of the Corporation in such bank or banks or depository or depositories as may be designated by the Commission. He/She shall, at the discretion of the Commission, give the Corporation a bond in such sum and with such surety or sureties as may be

satisfactory to the Commission for the faithful discharge of his/her duties and for the return to the Corporation in case of his/her death, resignation, retirement, or removal from office, of all books, papers, moneys, and property of whatever kind in his/her possession of under his/her control belonging to the Corporation. He/She shall make a report annually to the Commission of the income and expenditures and of the condition of the treasury and funds of the Corporation up to the end of the fiscal year. He/She shall perform all acts incident to the office of Treasurer and shall have such other powers and perform such duties as may be prescribed by the By-Laws or by the Commission.

An Assistant Treasurer shall, in the absence, disability or failure to act of the Treasurer, be authorized to sign checks of the Corporation as provided in Section 1 of Article XI of these By-Laws and shall have no other authority.

Section 4. General Powers. Each officer shall have, subject to these By-Laws and to the Act, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to such officer's office, as such duties and powers as the Commission shall, from time to time, designate.

ARTICLE VII

INDEMNIFICATION

Section 1. Scope of Indemnification. Any person who at any time serves or shall have served as a Commissioner, or employee, or agent of the Corporation, whether or not in office or employed by the Corporation at the time, shall be indemnified and reimbursed against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service and against and for any and all expenses necessarily incurred or amounts paid in connection with the defense or reasonable settlement of any legal administrative proceedings to which he/she is made a party by reason of such service, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation. Such right of indemnification and reimbursement shall also extend to the personal representatives of any such person. Such rights shall not be deemed exclusive of any other rights to which any such Commissioner, officer, employee or agent, or his/her personal representative may be entitled under any other agreement or vote of the Commission or otherwise.

ARTICLE VIII

CONFLICTS OF INTEREST

If any Commissioner, officer or employee of the Corporation shall be interested either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest (other than as the owner of less than one percent of the shares of a publicly-held corporation) in any firm or corporation interested directly or indirectly in any contract with the Corporation, such interest shall be disclosed to the Corporation and be set forth in the minutes of the Commission, and the Commissioner, officer or employee having such interest therein shall not participate on behalf of the Corporation in the authorization of any such contract.

ARTICLE IX

SEAL

Section 1. Form. The seal of the Corporation shall be in the form of a circle with the words "I-195 Redevelopment District". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE X

AMENDMENT

Section 1. Procedure. These By-Laws may be altered, amended, or repealed by the affirmative vote of four (4) members of the Commission present and entitled to vote at any regular or special meeting of the Commission at which a quorum is present, provided that notice of the proposed alteration, amendment, or repeal shall have been contained in the notice of such meeting, and provided further that the proposed alteration, amendment, or repeal shall not be inconsistent with any provision of the Act.

ARTICLE XI

EXECUTION OF DOCUMENTS

Section 1. Signing of Checks, Notes, Etc. All acceptances, checks, drafts, promissory notes, and other obligations of the Corporation for the payment of money shall be signed, with regard to sums equal to or greater than $10,000, by any two (2) of the following: the Chairperson, Vice Chairperson, Executive Director, Treasurer or an Assistant Treasurer; and in regard to sums

less than $10,000, by any one (1) of the Chairperson, Executive Director, or Treasurer; unless the Commission shall generally or in a particular case otherwise order or provide.

Section 2. Execution of Conveyance and Contracts. All contracts and all mortgages, leases, deeds, transfers, and other conveyances of the real or personal property of the Corporation shall be executed by any one (1) of the Chairperson, Vice Chairperson or Executive Director, as authorized by the Commission.

ARTICLE XII

FISCAL YEAR

Section 1. Dates. The fiscal year of the Corporation shall be from July 1 until June 30 unless otherwise, from time to time, determined by the Commission.

Adopted January 9, 2012
Amended January 18, 2017
Amended June 21, 2018