

EXHIBIT C

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS



Michael P. Lewis
Director

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September 16, 2013

Narragansett Indian Tribe
c/o Narragansett Indian Tribal Historic Preservation Office
Att: John Brown, Historic Preservation Officer
P.O.Box 700
Wyoming, Rhode Island 02898

Re: Providence Boys Club – Camp Davis

Dear Mr. Brown:

In accordance with the October 2011 *Programmatic Agreement among the Federal Highway Administration, the Rhode Island State Historic Preservation Officer, and the Rhode Island Department of Transportation Regarding the Providence Viaduct Bridge No. 578 Replacement Project* (the Agreement) and subsequent January 2013 Amendment No.1 thereto (the Amendment), the Federal Highway Administration (FHWA), in coordination with the Rhode Island Department of Transportation (RIDOT), remains ready, willing and able to transfer the so-called Providence Boys Club – Camp Davis (the Property) to the Narragansett Indian Tribal Historic Preservation Office (NITHPO) for and on behalf of the Narragansett Indian Tribe (collectively, the Tribe). This conveyance has not yet occurred due to our differences of opinion relative to the restrictive covenants, which are to be included in the deed of transfer pursuant to the Agreement and Amendment.

In an effort to eliminate this impasse, it is important to recall that the parties to the Agreement and Amendment share the common goal of preservation of the Property for future generations. In order to realize this goal, RIDOT requires the ability to enforce the covenants contained in the deed if, for instance, a future descendent does not share the same preservation objectives. In light of the Tribe's unique sovereign status, RIDOT requests that the Tribe provide a limited waiver of its sovereign immunity only as to the deed covenants. As the Tribe is well aware, state and federal courts have examined the issue of tribal sovereignty on several occasions, most recently by the United States District Court for the District of Rhode Island. To be clear, RIDOT only requests a waiver as to the covenants; it is not requesting that the Tribe waive its sovereignty for unrelated issues or third party claims brought against the Tribe for acts occurring on the Property. As such, RIDOT will transfer the Property subject to the following:

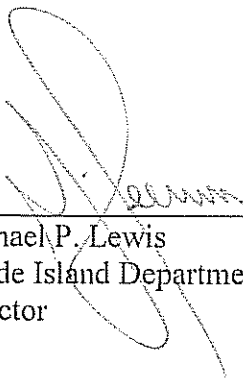
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- The passage of a resolution by the Narragansett Indian Tribal Council waiving the Tribe's sovereign immunity as it pertains to the deed covenants and authorizing the Narragansett Indian Tribal Historic Preservation Office, through its Historic Preservation Officer, John Brown, to act on its behalf as to the 2011 Agreement, all Amendments thereto, and an agreement for the limited waiver of tribal sovereign immunity;
- Execution of an agreement by the Narragansett Indian Tribal Historic Preservation Office, through its Historic Preservation Officer, John Brown, which will waive the Tribe's sovereign immunity only as to the deed covenants for the Property to be transferred to the Tribe as mitigation for the effects of the Providence Viaduct Bridge No. 578 Replacement Project on the Providence Covelands Archeological District; and
- Inclusion of a covenant within the deed that the Property shall be subject to the civil and criminal laws and jurisdiction of the State of Rhode Island.

For your convenience and review, RIDOT attaches a draft deed for the Property and a draft agreement with this correspondence. We welcome the opportunity to meet to discuss these terms. Please note that RIDOT may not hold this property indefinitely; failure to effect a transfer may require RIDOT to explore alternative mitigation measures, which may include disposal of the Property.

Please contact us with any questions relative to this matter. Thank you.

Sincerely,



Michael P. Lewis
Rhode Island Department of Transportation
Director

cc: Chief Sachem Matthew Thomas