

**QUONSET DEVELOPMENT CORPORATION  
GOVERNANCE COMMITTEE MEETING**

February 13, 2006

A meeting of the Governance Committee of the Quonset Development Corporation was held at 4:00 p.m. on Monday, February 13, 2006 at the offices of the Corporation located at 30 Enterprise Drive, North Kingstown, Rhode Island, pursuant to notice to all members of the Governance Committee and a public notice of the meeting as required by the bylaws of the Corporation and applicable Rhode Island law.

The following members of the Committee constituting a quorum were present and participated throughout the meeting as indicated: Kas R. DeCarvalho, John Patterson, Sav Rebecchi and M. Paul Sams. Also present was E. Jerome Batty, Secretary.

**1. CALL TO ORDER**

Mr. DeCarvalho called the meeting to order at 4:00 p.m.

**2. DISCUSSION REGARDING CONFLICTS OF INTEREST**

Mr. DeCarvalho noted that the last meeting was dedicated to the Open Meetings Law and the presentation of Christine Hetherington of the Attorney General's Office. The Committee would like to move onto a discussion regarding conflicts of interest. Mr. DeCarvalho is exploring the possibility of inviting Jason Grammit of the Ethics Commission to speak to the Committee.

Mr. Rebecchi noted that the presence of members of the Town Council of the Town of North Kingstown may present a problem due to the many instances when the Board is considering matters which directly affect the Town of North Kingstown.

Mr. Patterson noted that the Board members who are also members of the North Kingstown Town Council may recuse themselves on a case by case basis when a matter before the Board would create a conflict. He also noted that the participation of the members of the North Kingstown Town Council is partly a result of past history and council members' participation in the Quonset Davisville Management Corporation Board.

Mr. Rebecchi noted that there is a concern that politics will enter into the decisions of the council members who may be influenced by the political ramifications of their actions. Mr. Patterson responded that it is appropriate to listen to the taxpayers when you are using taxpayer dollars and Mr. Rebecchi noted that the Board is representing the taxpayers of the State of Rhode Island not just the taxpayers of North Kingstown.

Mr. DeCarvalho stated that Board members who are members of the North Kingstown Town Council serve the function of advising the Board of where

the Town stands on various issues which can be helpful in the Board's deliberations on such matters. He also noted that he believes the majority of the people in North Kingstown favor responsible development of Quonset Business Park and while there may be immediate neighbors who object to specific projects, overall the residents of North Kingstown support responsible development.

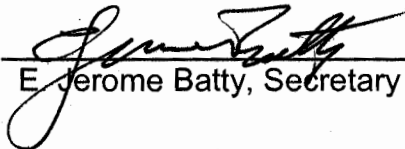
Mr. Sams noted that the use of the various committees of the Board is important to provide an opportunity for the committees to review issues before they come before the Board. He noted that it was appropriate to rely on the various committees and their review of issues which then would be presented by the committee to the Board for further action.

Mr. DeCarvalho noted that the relationship with the Town seems to be impacting development and causing delays in the development process.

Mr. Rebecchi stated that the process in connection with the relocation of Davisville Road seems to be working well through the open houses and public hearing process. There are other areas, however, where progress appears to be non-existent, in particular, as it relates to the various discussions and issues regarding the Municipal Services Agreement.

There being no further business to come before the Governance Committee, the meeting was adjourn at 4:55 p.m.

Respectfully submitted by:

By:   
E. Jerome Batty, Secretary