

**BOARD OF DIRECTORS
OF THE BRISTOL COUNTY WATER AUTHORITY**

Minutes of the Annual Meeting

Tuesday June 26, 2012

450 Child Street, Warren Office, Warren, RI

Pursuant to proper notice, the Annual Meeting of the Board of Directors of the Bristol County Water Authority was called to order by Chairman Jannitto on this date at 9:25 pm, 450 Child Street, Warren Office, Warren, Rhode Island. Executive Director Pamela Marchand, Legal Counsel Ms. Sandra Mack, and the following Directors were in attendance at the commencement of the meeting.

Directors Present- Robert Allio, Paul Bishop, Joseph DeMelo, Kevin Fitta, William Gosselin, John Jannitto, Allan Klepper, Raymond Palmieri

Directors Absent – Frank Sylvia

Nomination and Election of Officers

Chairman Jannitto stated that he had notified all Board members of his intention to no longer be Chairman. Chairman Jannitto made the following motion

MOTION: Nominate Allan Klepper for Chairman of the Board.

Motion was seconded by Director Gosselin.

Director Palmieri made the following motion

MOTION: Nominate Robert Allio for Chairman of the Board.

Motion was seconded by Director Fitta.

Director Palmieri noted that his nomination was based on the business background and experience of Mr. Allio. He suggested that the appointment of Mr. Allio as chairman would show the rate payers and the three Town Councils that this Board is serious about addressing the concerns of the past.

Chairman Jannitto made the following motion which was duly seconded

MOTION: To close nominations.

Motion passed unanimously.

Director Allio asked Mr. Klepper to inform the Board of his platform. Upon hearing of his priorities (restructuring of the organization, obtaining a redundant water supply, refinancing of the debt, issuance of a legal RFP, pension plan review and prioritization of efforts given a lean staff), Director Allio noted that while he appreciated the nomination, he felt that Mr. Klepper has the background to do an effective job as chairman and that he would support Mr. Klepper's nomination.

Mr. Black asked about discussions of the nomination process among Board members.

Director Allio stated he had individual telephone conversations with other Directors. Mr. Black stated that this may be an open meetings issue/violations.

Legal Counsel Ms. Mack stated that any discussion of the Authority's business in whatever format must be done in an open meeting which is properly advertised. Ms. Mack cautioned the board that Directors not circulate emails to each other, or text or have phone calls in which the business of the Authority is conducted, and upon which they would be called to act by formal votes. She noted for those new members not previously involved in participation on public boards

that there is a very helpful government open forum at Roger Williams University each year, and that she had asked staff to circulate the date and time so that as many directors as possible could attend. Ms. Mack encouraged all Directors to attend.

After discussion among the directors and members of the audience, the Chairman called for a vote, and noted that 7 votes would be necessary.

Director Klepper was voted as Chairman (7 – 1) with Director Palmieri voting Nay, all other Directors voted Aye.

Director Jannitto thanked the Board for their support over the years, and especially during the transition to a new executive director, and he noted he had done the best job he could as Chairman.

Chairman Klepper thanked the Board for placing their trust in him. He thanked Director Jannitto for the past 5 years as Chairman, dealing with the RIWRB, working with the Tri-Town Council, and hiring new management.

Chairman Klepper then appointed Director Gosselin as Vice Chairman.

Chairman Klepper next stated that there will now be a committee of the whole board, and ad hoc committees would be established as

needed. Upon a motion duly made and seconded it was

MOTION: To designate further activities as a committee of the whole or as ad hoc committees and to eliminate the Finance, Engineering and Personnel Committees.

Motion passed 5 – 3, Chairman Klepper, Directors Bishop, Gosselin, Jannitto and DeMelo voted Aye, Directors Allio, Fitta and Palmieri voted nay.

Next Director Fitta was nominated for the position of Secretary, which was duly seconded. Chairman Klepper made the following motion to close nominations for secretary, which was duly seconded, and the motion to close nominations was passed unanimously.

VOTED: That Director Kevin Fitta be, and hereby is, elected Secretary of the Authority to serve in accordance with the By-laws of the Authority.

Motion passed unanimously.

Director Frank Sylvia was nominated to the position of Treasurer, which was duly seconded. Chairman Klepper made the following motion to close nominations for treasurer, which was duly seconded, and the motion to close nominations was passed unanimously.

VOTED: That Director Frank Sylvia be, and hereby is, elected Treasurer of the Authority to serve in accordance with the By-laws of the Authority.

Motion passed unanimously.

Director Joseph DeMelo was nominated to the position of Assistant Secretary, which was duly seconded. Chairman Klepper made the following motion to close nominations for assistant secretary, which was duly seconded, and the motion to close nominations was passed unanimously.

VOTED: That Joseph DeMelo be, and hereby is, elected Assistant Secretary of the Authority to serve in accordance with the By-laws of the Authority.

Motion passed unanimously.

There being no further business, upon a motion made by Director Jannitto and seconded, it was unanimously

VOTED: To adjourn the Annual Meeting.

The meeting was adjourned at 10:05 pm.

Kevin Fitta

Secretary

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