

KENT COUNTY WATER AUTHORITY

BOARD MEETING MINUTES

October 15, 2009

The Board of Directors of the Kent County Water Authority held its monthly meeting in the Joseph D. Richard Board Room at the office of the Authority on October 15, 2009.

Chairman, Robert B. Boyer opened the meeting at 3:30 p.m. Board Members, Mr. Gallucci, Mr. Inman, Mr. Giorgio and Mr. Masterson, were present together with the General Manager, Timothy J. Brown, Director of Administration and Finance, Joanne Gershkoff, Technical Service Director, John R. Duchesneau, Legal Counsel, Joseph J. McGair and other interested parties. The Chairman led the group in the pledge of allegiance.

The minutes of the Board meetings of October 15, 2009 were moved for approval by Board Member Giorgio and seconded by Board Member Masterson and were unanimously approved.

GUESTS:

High Service Requests Shipwreck Falls Status Report, Sanford Resnick

Sanford Resnick, Esq. appeared for Shipwreck Falls with Dale DeJoy of TMB, who is the developer. Mr. DeJoy has partnered with a co-developer Wilderness Resorts which specializes in these hotel/indoor water parks in the USA, e.g. Dollywood and Branson Theme Parks. He stated that the financing is quite daunting in these troubled times. Mr. DeJoy stated that they are working diligently to obtain the financing from all over the world and he is optimistic.

The Chairman informed the Board that the incompleting design must affect the construction and reminded all that this project is quite aged. Mr. DeJoy did not have the information at the ready about the design status. The Chairman stated that the design is a necessity since over six months has elapsed from the approval and the project will have to be re-submitted. Board Member Giorgio requested a formal update.

The Chairman stated that obviously without water there is no park. Board Member Gallucci suggested that the application be submitted when financing is available. The General Manager stated that the rule is one year for water line in and there is no approval at this point as the previous approval has lapsed. The Chairman stated that design work is so important since the water may not be available albeit he has sympathy for their position in these economic times.

Board Member Giorgio stated that the project it is very crucial for the Town of West Warwick and that the applicants should resubmit for a six month extension to Kent County Water Authority. The Chairman reminded the Board that DiPrete Engineering subcontracted the engineering to Pare Engineering and the plans need to be done ASAP. The developer will respond with the information.

Braver Group, Request to Appear, Final Audit Presentation

James D. Wilkinson, Managing Partner of Braver Group praised the General Manager and Joann Gershkoff and staff and the professional financial statements which show consistency from year to year which is the standard.

He presented the audit results and diagrams as evidenced and attached as “**A**” and the financial statement as evidenced and attached as “**B**”. He confirmed the recent downward sales.

Revenue, expenses and changes were covered extensively by Mr. Wilkinson by using page 7 of “**B**”. He further explained in great detail the total liability and assets by using page 6 of “**B**”.

He explained GASB 45 (page 17 of “**B**”) regarding factors to determine pre-funding to the Trust and he stated that in theory there would be money to cover future increases as opposed to previously that the plan was pay as you go.

He explained the Cash Flow Statements (Page 8 of “**B**”) as well and economics were fully addressed (Page 17 and 18 of “**B**”). The General Manager said the problem could have grown to \$2 million unfunded liability as opposed to the Trust which would be included in a future rate filing. The Board thoroughly interacted with Mr. Wilkinson regarding his presentation. Mr. Wilkinson said he was always available to answer all questions during the term of Braver Group of engagement.

NEWWA Utility of the Year Award Presentation

Christopher Woodcock, as President of New England Water Works Association, presented the NEWWA Utility of the Year award to the Board. He stated that he has seen the transformation of a small water company which has grown into a first rate utility with a great product and excellent delivery for under \$1/day. Mr. Woodcock stated Utility of the Year Award is very prestigious as there are thousands of utilities in the consideration which would desire the award. He congratulated the Authority and the plaque was presented to the Chairman on behalf of Kent County Water Authority. The Chairman thanked the NEWWA and the president and praised the General Manager and staff for their extra efforts in the awarding of utility of the year.

LEGAL MATTERS

G-Tech

The hearing date was held on April 27, 2009 and the DPUC issued a Division Order on May 20, 2009 which states that the Complaint filed by GTECH Corporation on July 22, 2008 against Kent County Water Authority is hereby denied and dismissed. The deadline for GTECH to file an appeal is June 20, 2009. GTECH filed an appeal on June 19, 2009 in the Providence County Superior Court to the Decision of the Division of Public Utilities and Carriers of May 20, 2009 which ruled in favor of Kent County Water Authority. Kent County Water Authority answered the complaint on June 29, 2009 and Legal Counsel will engage in that portion of this continuing litigation. The parties have filed a consent order with the Court for the schedule of the briefs. GTECH brief was received on October 2, 2009 and Kent County Water Authority brief is due November 16, 2009.

Providence Water Supply Board Rate Supreme Court Case

The Providence Water Supply Board rate case is in the Supreme Court appealing the Post City contributions which were denied by PUC and the counsel for DPUC has entered his appearance and Kent County Water Authority has offered to assist Providence Water Supply Board but have not been called upon to date to participate in the appeal and there is no action to take place except to await further notice and monitor Supreme Court decision and hearing.

Harris Mills

The company has gone into receivership. Kent County Water Authority is owed \$3,676.58. Legal Counsel will monitor for proof of claim filing. A permanent receiver was appointed. A proof of claim prepared and forwarded to the General Manager for signature on September 17, 2008 and will be filed in the Kent County Superior Court and sent to the receiver. Proof of Claim was filed and sent to Received on September 19, 2008. The proof of claim deadline was December 1, 2008. Legal counsel will continue to monitor for payment on claim. As of May 12, 2009, there has been no change in status. Petition to sell was filed by Receiver in Kent County Superior Court on June 5, 2009. Offer to property made which will allow for partial payment of claims. Legal Counsel will monitor progress of sale. As of July 16, 2009 there has been no change in status.

There has been no further progress regarding the sale of the Harris Mill complex in the receivership matter. Legal Counsel to contact the Receiver for a status report. New offers to purchase have come in which could allow Kent County Water Authority claim in this matter to be paid out of the receivership proceeds. As of September 14, 2009 the previous offer did not materialize. A new offer is being pursued. Legal Counsel will continue to monitor the progress of the sale. There has been no change as of October 13, 2009.

Hope Mill Village Associates

The company is in receivership. Kent County Water Authority is owed \$1,632.44. Legal Counsel to prepare and file Proof of Claim. Proof of Claim was prepared and was forwarded to the General Manager for signatures. Proof of Claim was filed in Kent County Superior Court and was sent to the receiver on August 28, 2008 and as of this date this case is still pending. Hope Mill filed Chapter 11 Bankruptcy on August 20, 2008. Kent County Water Authority was not listed as a creditor. The proof of claim was prepared and signed by the General Manager on November 14, 2008 and was filed with the Bankruptcy Court on November 18, 2008, The proof of claim filing deadline was the end of November, 2008. Pursuant to the plan of reorganization filed by Debtor on November 22, 2008, Kent County Water Authority will be paid in full upon confirmation of the plan by the Bankruptcy Court and Legal Counsel will continue to monitor. As of February 17, 2009 the Court has not scheduled a hearing for confirmation of plan. Debtor will be filing an Amended Plan in March 2009. Legal Counsel will continue to monitor. As of July 16, 2009 the Debtor has not filed an Amended Plan.

The Bankruptcy Court hearing was to be held on August 19, 2009 regarding a motion filed by Hope Mill to convert Chapter 11 to Chapter 7. Legal counsel will monitor the hearing and how the disposition of the hearing will affect the claim of Kent County Water Authority. The hearing was postponed until November 4, 2009.

West Greenwich Wellhead Protection

Mr. Waltonen has petitioned the Town Council for West Greenwich for a zone change for AP 6, Lot 134 from residential to highway business. The subject lot abuts the wellhead protection area of Kent County Water Authority. The site is currently used for storage and grinding and dying. A portion of the subject site was previously rezoned in 1991 to Highway Business and the Petitioner appeared before the Kent County Water Authority Board at that time and a condition of the 1991 zone change was that Petitioner obtain a letter from Kent County Water Authority approving the final drainage plan. The current petition requests relief from all 1991 conditions including Kent County Water Authority approval. Legal Counsel has conducted research at the West Greenwich Town Hall concerning the petition and Legal Counsel and Kent County Water Authority will monitor and present its concerns and objections to the Zoning Board and the Town Council at the respective January 20, 2009 and February 11, 2009 hearings.

Legal Counsel and the General Manager attended the January 20, 2009 Zoning Board of Review hearing and the matter was continued by the Zoning Board of Review to February 17, 2009 as the applicant had not submitted to the Board the as built plans. The Chairman had requested that the Kent County Water Authority provide a letter to the Zoning Board of Review outlining the concerns of Kent County Water Authority. Legal Counsel forwarded correspondence to the Zoning Board of Review on January 22, 2009. The matter was continued by the West Greenwich Zoning Board of Review to April 14, 2009 in that the Waltonen Attorney had not filed the necessary documents. Kent County Water Authority received some engineering from Legal Counsel for Petitioner on April 6, 2009. The Zoning Board hearing was held on April 21, 2009 and was continued to June 16, 2009. The Petitioner was required to provide to the Zoning

Board within 30 days from April 22, 2009, a plan depicting existing site conditions and all items stored on the site including recreational vehicles, containers, mulch, stumps as well as aerial views and a list of all business uses. The Board also required that any plans to be submitted by application to DEM be submitted to an independent professional engineer for review prior to DEM submission. The Town engaged Shawn Martin of Fuss & O'Neil as independent engineer consultant.

On June 16, 2009, the Zoning Board of Review required Petitioner to provide to the Board drainage calculations existing at 1992, drainage calculations for current site conditions and calculations for proposed site uses and a list and description of all business uses on the site in affidavit form. The matter was continued to September 15, 2009.

Shawn Martin, PE of Fuss & O'Neil, was in attendance at the September 15, 2009 Zoning Board of Review hearing acting as independent engineer on behalf of the Town to report on the engineering submitted by applicant. Timothy Behan, PE, engineer for applicant was in attendance. Legal Counsel for Kent County Water Authority appeared on behalf of Kent County Water Authority. The Chairman is requiring the applicant to provide a more detailed description of all business uses including specific equipment on site in affidavit form. Legal Counsel reiterated the position of Kent County Water Authority in requesting engagement of its own engineer for independent review of the applicant's engineering and objection to the petition given the noncompliance of applicant in the past. The position of the Town is that Fuss & O'Neil was engaged for independent review and that applicant is to provide Kent County Water Authority with a revised list of description of uses on the site and Kent County Water Authority is to coordinate with Shawn Martin, P.E. of Fuss & O'Neil once the list is received for review and Kent County Water Authority is to provide comments to the Board prior to the November 17, 2009 Zoning Board of Review. The list of uses was not provided to Kent County Water Authority. The Kent County Water Authority forwarded its written concerns to the Town on October 1, 2009. On October 9, 2009 Kent County Water Authority was provided with subsequent engineering and a list of uses in affidavit form by Applicant's Legal Counsel for review.

West Greenwich Technology Tank/Rockwood

This matter may soon be in litigation in that Rockwood Corporation has failed to take any steps and has continually denied to take any steps in the painting issues inside of the tank and on February 16, 2009 their surety, Lincoln General Insurance Company, denied the claim as well. The matter will be reviewed between the General Manager and Legal Counsel. Rockwood sent a proposal to Legal Counsel on March 31, 2009 and the General Manager weighed the same and a response was sent to Rockwood on April 24, 2009. On May 2, 2009 Rockwood sent another proposal and the General Manager responded to the same on May 8, 2009 requesting a written remedial plan proposal within ten days. On May 8, 2009 Rockwood responded by asking the General Manager to reconsider his position. On May 12, 2009 the General Manager sent correspondence to Rockwood stating the Authority will await Rockwood comments to

KCWA letter of May 8, 2009. On May 13, 2009 Rockwood provided an additional response to the KCWA letter of May 8, 2009 with questions. On May 13, 2009 the General Manager sent correspondence agreeing to provide Rockwood with more time to complete a plan of remediation for an additional 10 days. On May 14, 2009, Rockwood sent a response and the General Manager, Merithew and Rockwood to have an informal meeting to work out details. The meeting took place and the Authority is monitoring the efforts of Rockwood to remedy the situation. The tank was recently was dry inspected and the vendor has agreed to remediate the same.

Comptroller of the Currency

On October 16, 2008, Kent County Water Authority resolved to change the Trustee from US Bank to bank of NY Mellon regarding 2001/2002/2004 bond issue trust administration to be effective January 23, 2009. That on October 17, 2008, Kent County Water Authority timely notified US Bank concerning the transfer of trusteeship. On approximately January 20, 2009, the US Bank announced that it would require \$6,650.00 as transfer fees to accomplish ownership to the Bank of NY Mellon. Additionally, the US Bank kept \$1,667.67 of fees that were previously unused. That in order for the closing and transfer to take place, Kent County Water Authority on January 22, 2009 paid the sum of \$6,650.00 under protest and stated its displeasure with the US Bank and thereby stating that it would not jeopardize its bondholders and therefore paid the same and also sent a copy to the Controller of the Currency. On March 4, 2009 the Controller of the Currency stated that the US Bank would be replying directly to Kent County Water Authority. On March 11, 2009 Kent County Water Authority received a response from US Bank which was totally unsatisfactory. On March 31, 2009, Kent County Water Authority notified the Controller of the Currency concerning the unsatisfactory response of US Bank dated March 11, 2009 and reiterated its position. On June 30, 2009 US Bank sent a check in the amount of \$1,666.67 and it was received by Legal Counsel on July 6, 2009, saying that the same was a bookkeeping error as exhibited on the check. That on July 7, 2009 Kent County Water Authority sent a letter to US Bank with a copy to the Controller of the Currency that the amount for advance services paid was acknowledged and that Kent County Water Authority has not acknowledged its exception to extracting at the 11th hour ransom of \$6,650.00 on January 12, 2009 and it will continued pursuit of its claim with the Controller of the Currency. A follow up letter was sent to the Controller of the Currency on August 21, 2009 and will await a response. Another follow up letter was sent on October 14, 2009.

West Greenwich Taxes

On July 1, 2009, Kent County Water Authority received a letter from the Solicitor for the Town of West Greenwich requesting that Kent County Water Authority make tax payments equivalent to the taxes assessed on real estate owned by Kent County Water Authority based on the year prior to the date Kent Count Water Authority acquired the property. The Town requested the amount of \$10,466.75 plus the current 2009 tax

year. A schedule accompanying the letter set forth unsupported taxes totaling \$1,495.25 per year.

Legal Counsel for Kent County Water Authority sent a written response on July 2, 2009 to the Solicitor along with a letter from the West Greenwich Tax Assessor dated July 27, 2001 evidencing the payment due in lieu of real estate taxes at \$364.43 per year. Kent County Water Authority made this payment to the Town each year as billed. The billing ceased at 2001. Kent County Water Authority has offered to pay to the Town in lieu of taxes the sum of \$2,915.44 representing tax years 2002-2009. No counter response has been received from the Town.

Providence Water Supply Board Abbreviated Rate Filing

The parties have exchanged filings and testimony and the matter was to be heard by the Commission on October 13, 2009, however, it appears that the parties have settled subject to PUC approval.

Stop & Shop

Stop and Shop has procrastinated in cleaning the detention basin adjacent to its Coventry store which is proximate to the wellhead protection area. Several communications have been directed at Stop and Shop and only now has Stop and Shop agreed to clean the basin and the letter was dated August 5, 2009. The Stop and Shop is now communicating with Kent County Water Authority and a schedule for maintenance has been established.

Allard Street

Kent County Water Authority and Legal Counsel met with the owners of 12-14 and 24 Allard Street on July 16, 2009 to review the service issue with respect to these customers. The water line requires replacement which is located on the properties of the owners. A temporary construction easement from both owners is necessitated and Legal Counsel forwarded the easement deeds to the respective owners for signature on July 23, 2009. The easement deeds from both owners have been received by Legal Counsel and the deeds have been recorded in the Cranston Rhode Island Land Evidence Records and this matter is now concluded.

Brayton Property/1611 Hope Road

In connection with a refinance of 1611 Hope Road, Kent County Water Authority received a water service inquiry with respect to title for the loan. The subject property has been acquiring its water from the Kent County Water Authority system without billing as a result of a 1922 agreement between the prior owner of the property and predecessor water company. The subject water agreement permitted water to the then owner and his legal heirs at law for faucets and an outdoor water spicket. One of the current owners was raised by the predecessor but never legally adopted. The owner

met with Kent County Water Authority, Legal Counsel and their counsel with respect to this service issue and the General Manager forwarded a notice to the owners informing them of the meter fee. Kent County Water Authority coordinated with the owners the installation of the meter with respect to future service.

Identity Theft Program

The General Manager confirmed with Legal Counsel that Kent County Water Authority has Identify Theft program in place in compliance with federal legislation.

Hydrant Fees legislation

The legislation, if passed, would allow the City of Warwick to pass an ordinance precluding Kent County Water Authority from assessing hydrant rental fees to the City of Warwick. These rental fees would have to be passed to the rate-payers. The use of the word "notwithstanding" in the legislation trumps the application of RIGL 39-16-8(9) which gives Kent County Water Authority the authority to charge these fees to municipalities. This legislation is in the Senate awaiting action.

Spectrum Properties, The Oaks, Coventry, Rhode Island

Legal Counsel for the developer forwarded on July 13, 2009 to Kent County Water Authority Legal Counsel for comment on the proposed form of easement deeds with respect to the residential subdivision. On July 29, 2009, Legal Counsel for Kent County Water Authority sent a response to Attorney William Landry setting forth comments to the proposed form of deeds. Legal Counsel received revised deeds from Attorney Landry on September 10, 2009 and they have been forwarded to the General Manager for review and have been approved by the General Manager. Legal Counsel is awaiting the finalized easement deeds from Attorney Landry for acceptance by Kent County Water Authority.

49 Hebert Street

A complaint was recently filed by the owner of 49 Hebert Street, West Warwick who built a home on subdivisional land albeit. She was aware that the property would not be serviced by Kent County Water Authority because of neighborhood pressure issues. Legal Counsel answered the matter and filed a Data Request (10/5/09) of the Complainant.

Director of Finance Report:

The General Manager stated that the poor state of the economy is hampering the collection process and Kent County Water Authority is working very hard on collections.

Joanne Gershkoff, Finance Director, explained and submitted the financial report and comparative balance sheets, statements of revenues, expenditures, cash receipts,

disbursements and comparative balance sheets and statements of revenue through September, 2009, as evidenced and attached as “C” and after thorough discussion, especially with regard to the revenue shortfalls and terminations will be necessary, Board Member Gallucci moved and seconded by Board Member Masterson to accept the reports and attach the same as an exhibit and that the same be incorporated by reference and be made a part of these minutes and it was unanimously by the Board Members present, except for Board Inman,

VOTED: That the financial report, comparative balance sheet statement of revenues, expenditure, cash receipts, disbursements and comparative balance sheets and statements of revenue through September, 2009 be approved as presented and be incorporated herein and are made a part hereof as evidenced and attached as “C”.

Point of Personal Privilege and Communications:

Board Member Gallucci wanted to take the time to state that the Authority staff has done such a great job and wanted to acknowledge that publicly and that there was a major break this week and the staff did a wonderful job.

GENERAL MANAGER/CHIEF ENGINEER’S REPORT
Old Business

KCWA Rate Case Review Status

This matter was presented infra.

Waltonen Property Zoning Change

This matter was presented infra.

Controller of the Currency Complaint

This matter was presented infra.

Stop & Shop, Tiogue Avenue Detention Pond Cleanup Status

Stop & Shop supposedly started maintenance.

PUC Hydrant Filing

This matter is on hold due to pending senate action.

PWSB Rate Case KCWA Pass Through

A new rate is in effect on October 5, 2009 for pass through and wholesale rate for less than 2% customers. The PUC will issue a report and order.

New Business

Coverage Test/Forward Rate Needs

Consultant Christopher Woodcock appeared before the Board. The General Manager sent a memorandum on September 30, 2009 attached as “D” for review and it is obvious that a rate increase will be needed.

Historical Sales

The General Manager stated that Exhibit “E” and “F” as evidenced and attached represents Kent County Water Authority revenues and there will be no way to make up the loss of \$1.5 million over the last fiscal year and can not be made up. The rate design will be discussed at a meeting with the other regulated water utilities on October 22, 2009. Board Member Inman said that the 10% factor is unsustainable.

The General Manager stated IFR payments are in jeopardy because of the loss of revenues and are now frozen and conversely are absolute necessities and declining revenues are the culprit and Kent County Water Authority is coming into its worst selling season.

The General Manager stated that \$80,000 in billings are in foreclosure owned properties and a total 750 shutoff notices were recently sent. The General Manager said a “rainy day” account was needed several years ago but was set in motion too late by the PUC to be properly funded to be used at this time. He stated that a surcharge may be necessary until regular weather patterns are back.

CAPITAL PROJECTS: INFRASTRUCTURE PROJECTS

All other Capital Projects and Infrastructure Projects were addressed by the General Manager and described to the Board by the General Manager with general discussion following and are described on Exhibit “G” .

Board Member Masterson made a Motion to adjourn, seconded by Board Member Inman and it was unanimously,

VOTED: To adjourn the meeting at 4:50 p.m.

Secretary Pro Tempore

EXHIBIT A

Board Meeting

October 15, 2009

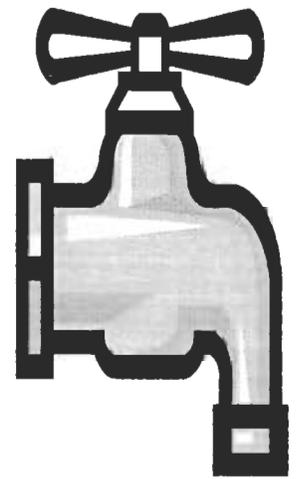
AUDIT RESULTS

These 2009 financial statements continue to demonstrate the sound and consistent operation of the Kent County Water Authority.

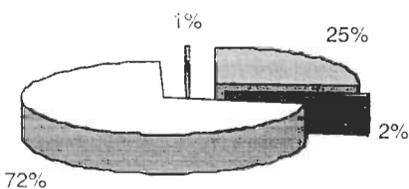
June 30, 2009

1. Balance Sheet:

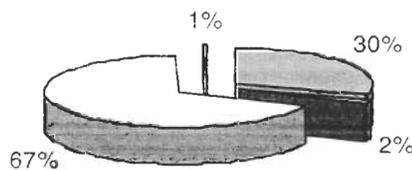
- Restricted cash of \$6,219,326 will be used for infrastructure replacement in compliance with the Clean Water Infrastructure Act, Chapter 46-15.6 of the General Laws of Rhode Island — money was received from operations.
- The Guaranteed Investment Contract of \$1,823,560 was sold and the proceeds were reinvested in a money market account.
- Bonds payable— Net decrease of approximately \$2.3M for principal paid during FY 2009.
- Other postemployment benefits (OPEB) obligation of \$390,796 was recognized as liability due to GASB 45.
- Net assets – overall increase of \$7.3M



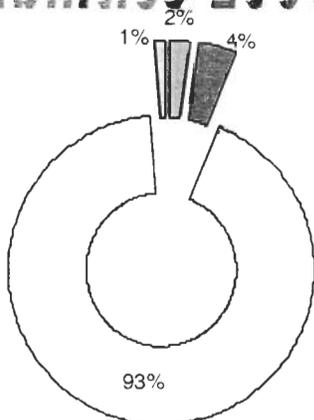
Assets 2009



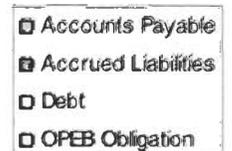
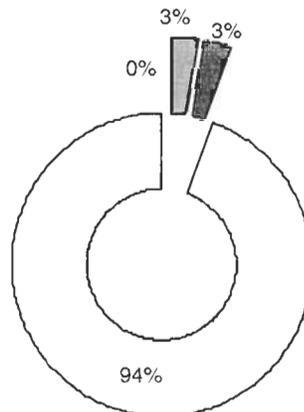
Assets 2008

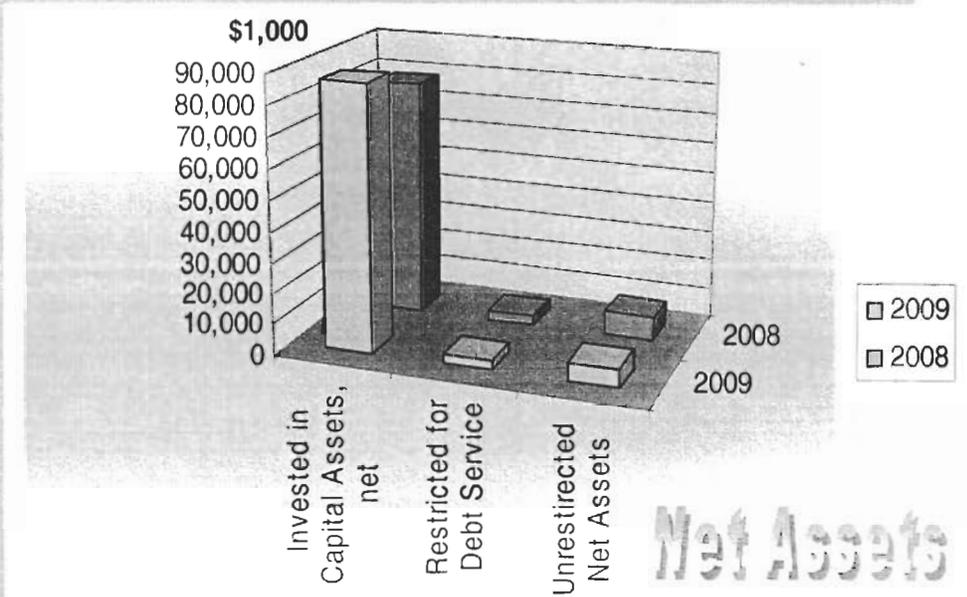


Liabilities 2009



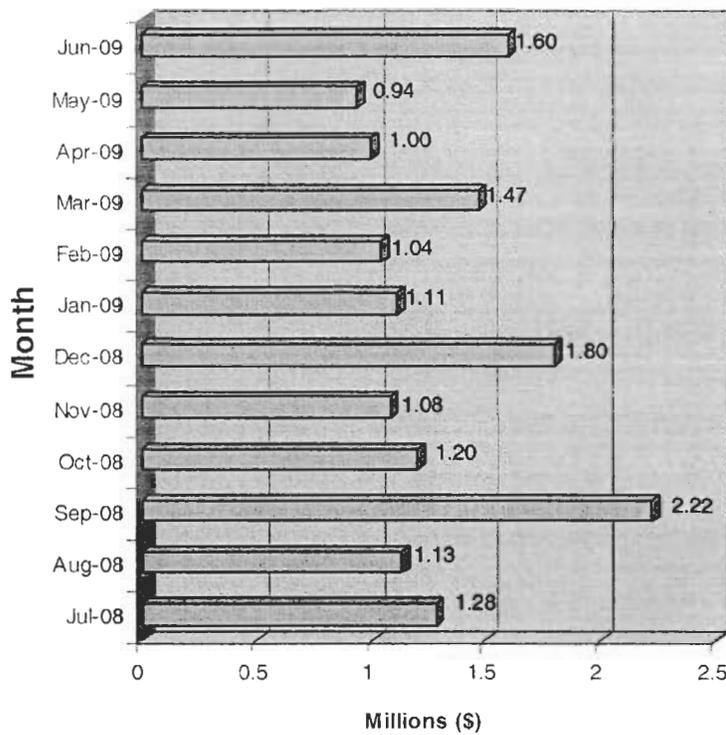
Liabilities 2008





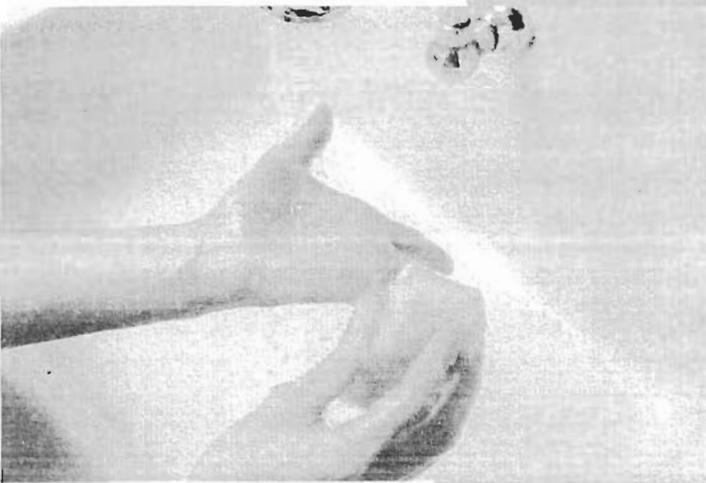
Net Assets

Billed Amounts 09



2. Statement of Revenues, Expenses and Changes in Net Assets:

- a. Increase in water sales of \$399,343 and increase in cost of water supply of \$739,860 during fiscal year 2009.
- b. General & Admin costs increased \$216,832, from 2008, primarily due to recognition of OPEB obligation during FY 2009.
- c. Contributed capital income of \$1,108,259 was recognized as income due to GASB #33.
- d. Construction in progress portion of interest expenses of \$722,413 was capitalized offset by interest income of \$231,807 in according to SFAS 62.



SAS #114
Correspondence



***SAS #114 Letter - Required
communication of Audit Related Matters***

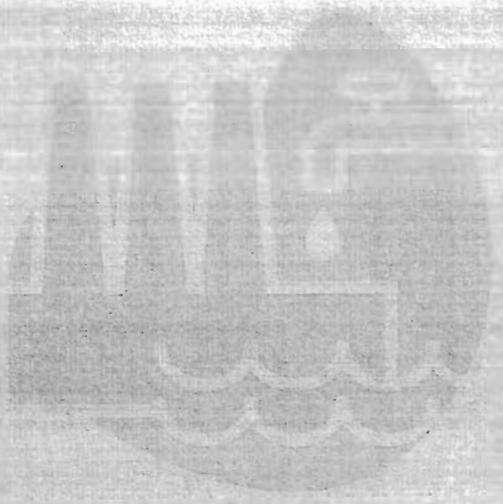
- No unusual items or findings to be reported.
- We received total cooperation from management and staff.
- The Authority has implemented GASB No. 45-Accounting and Financial Reporting by Employees for Post-Employment Benefits Other than Pension during 2009.
- There was one proposed journal entry which was discussed with management and not recorded as of and for the year ended June 30, 2009. We discussed the misstatement with management and the management believed that the uncorrected misstatement is immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

3. Statement of Cash Flows-

- a. This statement reconciles net income to changes in cash during the year.
- b. Depreciation (non-cash), debt retirements, interest received, and capital additions are the major reconciling items.

4. Control and Compliance

- a. No material weaknesses in controls or violations of laws or regulations noted.
- b. No related party transactions noted.
- c. Specific testing on of unbilled revenues based on estimates made by the Authority and evaluated the audit difference. Proposed journal entry not recorded, inconsistent with historic treatment.
- d. Specific testing for payroll cycle, water billing cycle, cash disbursements, cash receipts, and journal entries and no exceptions noted.
- e. Bidding procedures for jobs granted or services rendered reviewed, no material weakness noted.



Management Letter

- No management letter comments based on the Authority's ability to properly prepare and interpret financial statements without error based on newly implemented Statement of Auditing Standards 115, *Communicating of internal Control Related Matters identified in an Audit*. Strong internal control negate opportunities and susceptibility for fraudulent activity within the Authority's departments.



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