

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
UNION FIRE DISTRICT OF SOUTH KINGSTOWN

* * * * *
PROCEEDINGS AT HEARING IN RE: *

UNION FIRE DISTRICT OF SOUTH *
KINGSTOWN BOARD OF WARDENS *
2015 ANNUAL MEETING *
* * * * *

7:00 P.M.
June 1, 2015
Held at:
Union Fire District
Administration Building
131 Asa Pond Road
Wakefield, Rhode Island

HEARD BEFORE THE BOARD OF WARDENS:

JEFFREY STEERE, CHAIRMAN
ANTHONY CICCONE
ANDRE BOISVERT
JAMES McCLARNON
DAVID SLOAN

JOHN BLESSING,
ADMINISTRATOR/ACTING MODERATOR
RICHARD J. DeSISTA, TREASURER

APPEARANCES:

FOR THE
BOARD OF WARDENS .. MARGARET L. HOGAN, ESQUIRE

CAROLE A. MALAGA/Court Reporter
13 Tara Street - Johnston, RI 02919
H(401) 351-3539 C(401) 474-2468

1 (HEARING COMMENCED AT 7:00 P.M.)

2
3 MR. WHITE: I'd like to call this
4 meeting to order. My name is Steve White. I'm the
5 Moderator of this meeting of the Union Fire District
6 of South Kingstown. It's the Board of Wardens
7 Annual Meeting, June 1, 2015. Welcome to this Union
8 Fire District 2015 Annual Meeting.

9 Let this record show that in accordance with
10 Section 5 of the Charter, there is the required 25
11 minimum qualified voters present here tonight which
12 is required to hold this meeting of 2015 meeting of
13 the Union Fire District.

14 In accordance with the State Fire Marshal and
15 our Fire Inspectors within the Union Fire District,
16 please note the two fire exits to your left, middle
17 of the room where you came in, and up there on the
18 left by the windows.

19 The Union Fire District Clerk, John Blessing,
20 is here tonight. John, would you please read the
21 warrant for tonight's meeting.

22 MR. BLESSING: Good evening. The
23 annual meeting of the Union Fire District of South
24 Kingstown will be held on Monday, June 1, 2015 at

1 7:00 P.M. at the Union Fire District Administration
2 Building, 131 Asa Pond Road, Wakefield, Rhode
3 Island, for the purpose of the election of officers,
4 for the assessment and collection of the tax to
5 secure protection against fire, for the furnishing
6 of water for hydrants within the District, and for
7 the transaction of such other business as may
8 lawfully come before said electors.

9 **MR. WHITE:** Thank you, John.

10 Do we have a motion, please, to approve the
11 warrant?

12 **MR. McCLARNON:** I make motion to a
13 approve it.

14 **MR. STEERE:** Second.

15 **MR. WHITE:** Motion made by Warden
16 McClarnon and seconded by Chairman Steere.

17 All in favor -- any discussion?

18 **(NO RESPONSE HEARD)**

19 **MR. WHITE:** All in favor say
20 "Aye."

21 **(VOICE VOTE)**

22 **MR. WHITE:** Any opposed say "Nay."

23 **(NO RESPONSE HEARD)**

24 **MR. WHITE:** No opposition. The

1 motion carries.

2 The next order of business tonight is to act
3 upon the 2015/2016 proposed budget. As in the past,
4 the procedure will be as follows: Anyone legally
5 present wishing to speak shall raise their hand,
6 stand, be recognized, and then they will state their
7 name for the record and their comment, question, or
8 concern will be raised before the assembly. Anytime
9 a second is required or called for, the person
10 making the second will follow the same procedure.
11 Remember to always state your name prior to
12 presentation.

13 In the event that we require a paper ballot,
14 those paper ballots have been disseminated at the
15 entry door. In the event that we do have a paper
16 ballot, there are designated tellers who are
17 directed to verify the count.

18 In addition, the procedure will be that as I
19 read each line within the proposed -- I will read
20 each line within the proposed budget. If there's no
21 question, I will continue on to the next line item.
22 If at anytime a question arises, I will ask the
23 Wardens for a motion to accept all previous line
24 items not in question and the assembly will take

1 those unopposed item to a vote.

2 I will then ask for a motion to place the
3 line item on the floor and will ask for discussion.
4 You are reminded to please state your name once you
5 have been recognized by the Chair. You all have a
6 copy of the budget proposal. If you did not receive
7 one, please check at the entry door.

8 Let's begin with the proposed budget. Does
9 everyone have a copy of the budget that wishes to?

10 **(AUDIENCE ACKNOWLEDGES)**

11 **MR. WHITE:** Okay. First item of
12 the proposed budget is Salaries and Benefits. The
13 recommended amount is \$679,168.

14 Are there any questions?

15 **(NO RESPONSE HEARD)**

16 **MR. WHITE:** Okay. Next item is
17 Replacement and Maintenance of Motorized Equipment
18 for \$217,000 --

19 **MR. DeSISTA:** Insurance is next.

20 **MR. WHITE:** I'm sorry?

21 **MS. HOGAN:** Insurance, you skipped
22 it.

23 **MR. WHITE:** Next item, I'm sorry,
24 is Insurance. Proposed is \$101,000.

1 Any questions?

2 (NO RESPONSE HEARD)

3 MR. WHITE: The next item is, as I
4 said, Replacement and Maintenance of Motorized
5 Equipment for \$217,000.

6 Any questions?

7 (NO RESPONSE HEARD)

8 MR. WHITE: Next question is --
9 next item is Replacement and Maintenance of Other
10 Equipment, \$326,900.

11 Any questions?

12 (NO RESPONSE HEARD)

13 MR. WHITE: No questions. Next
14 item is General and Administrative, \$322,501.

15 Any questions?

16 (NO RESPONSE HEARD)

17 MR. WHITE: Next item is Reserve
18 for Capital Expenditures, \$50,000, as well as
19 Building and Land, 50,000.

20 Any questions?

21 (NO RESPONSE HEARD)

22 MR. WHITE: Next item is Reserve
23 for Capital Expenditure for Trucks, 100,000.

24 Any questions?

1 (NO RESPONSE HEARD)

2 MR. WHITE: Next item is Truck
3 Payment on Lease or Purchase, \$220,461.

4 Any questions?

5 (NO RESPONSE HEARD)

6 MR. WHITE: Next items is Debt
7 Service on Training Site, \$224,790.

8 Any questions?

9 (NO RESPONSE HEARD)

10 MR. WHITE: Next item is Hydrant
11 Rental, \$265,000.

12 Any questions?

13 (NO RESPONSE HEARD)

14 MR. WHITE: Next item is Repairs
15 for Buildings, \$355,800.

16 Any questions?

17 (NO RESPONSE HEARD)

18 MR. WHITE: Next item is
19 Communications, \$37,750.

20 Any questions?

21 (NO RESPONSE HEARD)

22 MR. WHITE: Next item is
23 Firefighter Training, \$55,820.

24 Any questions?

1 (NO RESPONSE HEARD)

2 MR. WHITE: Next item is Boat and
3 Water Rescue Equipment, \$18,000.

4 Any questions?

5 (NO RESPONSE HEARD)

6 MR. WHITE: Next line item is
7 Length Of Service Award Program, otherwise known as
8 LOSAP, \$57,600.

9 Any questions?

10 (NO RESPONSE HEARD)

11 MR. WHITE: Next item is Training
12 Ground Maintenance and Equipment, \$9,250.

13 Any questions?

14 (NO RESPONSE HEARD)

15 MR. WHITE: Next item is Thermal
16 Imaging Cameras, zero.

17 Any questions?

18 (NO RESPONSE HEARD)

19 MR. WHITE: Next item is New
20 Vehicles, \$100,000.

21 Any questions?

22 (NO RESPONSE HEARD)

23 MR. WHITE: Next item is Scott Air
24 Paks. Zero this year.

1 Any questions?

2 (NO RESPONSE HEARD)

3 MR. WHITE: Next item is Automatic
4 Generators, \$87,500.

5 Any questions?

6 (NO RESPONSE HEARD)

7 MR. WHITE: Next item is Workshop
8 Storage Building. \$300,000.

9 Any questions?

10 (NO RESPONSE HEARD)

11 MR. WHITE: Next item is Tax
12 Billing and Collections Software, zero dollars.

13 Any questions?

14 (NO RESPONSE HEARD)

15 MR. WHITE: Next item is
16 Communications Upgrade, zero dollars.

17 Any questions?

18 (NO RESPONSE HEARD)

19 MR. WHITE: Next is for the -- I
20 think that's the last item. I now need a motion
21 from the Wardens for the total budget which
22 represents \$3,528,540 for this 2015/2016 year.

23 Do we have a motion for that?

24 MR. STEERE: I make a motion that

1 we accept this budget.

2 **MR. McCLARNON:** Second.

3 **MR. WHITE:** Motion made by
4 Chairman Steere and seconded by Warden McClarnon.

5 Any discussion?

6 **(NO RESPONSE HEARD)**

7 **MR. WHITE:** All in favor say
8 "Aye."

9 **(VOICE VOTE)**

10 **MR. WHITE:** Any opposed?

11 **(NO RESPONSE HEARD)**

12 **MR. WHITE:** Motion carries.

13 Okay. Now, the next item is. . .

14 **(DOCUMENTS BEING PERUSED)**

15 **MR. WHITE:** Next item is set forth
16 Less Revenues Other Than Current Taxes, which is
17 represented by an amount of \$80,000.

18 Any questions on that item?

19 **(NO RESPONSE HEARD)**

20 **MR. WHITE:** That will be a
21 deduction from the budget, and with this deduction
22 there will be a new total recommended to be raised
23 by taxes; and the total to be raised by taxes are,
24 therefore, \$3,448,540.

1 A motion is required for that amount.

2 MR. STEERE: So moved.

3 MR. BOISVERT: Second.

4 MR. WHITE: Moved by Chairman
5 Steere and seconded Warden Boisvert.

6 Any discussion?

7 (NO RESPONSE HEARD)

8 MR. WHITE: All in favor say
9 "Aye."

10 (VOICE VOTE)

11 MR. WHITE: Any opposed say "Nay."

12 (NO RESPONSE HEARD)

13 MR. WHITE: Motion carries.

14 Now, a vote is in order from the taxpayers
15 present, as well as the Wardens, that have just
16 passed this budget of \$3,448,540. So for all
17 taxpayers present in the assembly today, all in
18 favor of that budget and that budget amount say
19 "Aye."

20 (VOICE VOTE)

21 MR. WHITE: Are there any opposed?

22 (NO RESPONSE HEARD)

23 MR. WHITE: That motion carries by
24 the taxpayers, as well as the Wardens, and I declare

1 the motion carries.

2 The next order of business before the
3 assembly is the election of Union Fire District
4 officers whose terms are expiring. The first office
5 to be acted upon is that of Moderator, the position
6 I'm currently holding and performing tonight.

7 Nominations are now in order for the position
8 of Moderator.

9 **MR. CICCONE:** I nominal Steve
10 White.

11 **MR. WHITE:** There's a nomination
12 by Warden Ciccone of Mr. Steve White, myself.

13 **MR. STEERE:** Second that.

14 **MR. WHITE:** Seconded by Chairman
15 Steere.

16 Any other nominations?

17 **(NO RESPONSE HEARD)**

18 **MR. WHITE:** Any discussion?

19 **(NO RESPONSE HEARD)**

20 **MR. WHITE:** All in favor say
21 "Aye."

22 **(VOICE VOTE)**

23 **MR. WHITE:** Any opposed say "No."

24 **(NO RESPONSE HEARD)**

1 **MR. WHITE:** Motion carries.

2 Actually, do I need to have a motion to close the
3 nominations? Is that required, counselor?

4 **MS. HOGAN:** You could, yes.

5 **MR. WHITE:** For the record, why
6 don't we -- can we do that now, after we've had the
7 vote. I call for a motion to close the nominations
8 for Moderator.

9 **MR. McCLARNON:** I make a motion to
10 do that.

11 **MR. SLOAN:** I'll second that.

12 **MR. WHITE:** Motion by Warden
13 McClarnon, seconded by Warden Sloan.

14 All in favor say "Aye."

15 **(VOICE VOTE)**

16 **MR. WHITE:** Motion carries.

17 **MS. HOGAN:** How about a quick
18 motion to affirm the prior vote.

19 **MR. WHITE:** And if we could have a
20 motion to affirm the prior vote prior to the closure
21 of the nominations to clarify the record.

22 **MR. McCLARNON:** I make a motion to
23 that.

24 **MR. SLOAN:** Second.

1 **MR. WHITE:** Motion made by Warden
2 McClarnon, seconded by Warden Sloan.

3 Any discussion?

4 **(NO RESPONSE HEARD)**

5 **MR. WHITE:** All in favor say
6 "Aye."

7 **(VOICE VOTE)**

8 **MR. WHITE:** Any opposed?

9 **(NO RESPONSE HEARD)**

10 That motion is carried as well.

11 The next office to be filled is that of two
12 wardens. There are three year -- these are
13 three-year positions. Positions are currently held
14 by Warden Andrew Boisvert and Warden Anthony
15 Ciccone.

16 Under the District Charter, the procedure
17 will be as follows: Paper ballot has been prepared
18 for those eligible voters. There are two names on
19 the ballot who are seeking the positions of the two
20 District openings. These ballots have been
21 disseminated to all voters at the door.

22 Please cast your vote accordingly for the
23 candidate of your choice for the Office Of Warden.
24 You may vote for two candidates. We have designated

1 tellers to collect and verify the count.

2 Do we have those tellers, please.

3 **(VOTES BEING CAST)**

4 **(VOTES BEING COLLECTED)**

5 **MR. BLESSING:** I will take those.

6 **(VOTES BEING COUNTED)**

7 **MR. WHITE:** Okay. The Clerk has
8 recorded back that the ballots have been cast and
9 counted. Andrew Boisvert and Anthony Ciccone have
10 been reelected as Wardens of the Union Fire
11 District.

12 **(AUDIENCE APPLAUSE)**

13 **MR. WHITE:** I will ask the Clerk,
14 Mr. Blessing, to please place the names of the
15 three-year term of Wardens, Mr. Boisvert and Mr.
16 Ciccone, into the record.

17 **MR. BLESSING:** So noted.

18 **MR. WHITE:** At this point in the
19 proceedings, the Union Fire District, Mr. DeSista,
20 Treasurer of the Union Fire District has some
21 additional warrants and resolutions for the body's
22 consideration and action.

23 Mr. DeSista.

24 **MR. DeSISTA:** Resolved, that the

1 Union Fire District of the South Kingstown, through
2 its Board of Wardens, transfer the Unreserved Fund
3 Balance of \$222,029 from the fiscal year ended
4 June 30, 2014 to the account Reserve for Capital
5 Expenditures - Land and Buildings.

6 **MR. WHITE:** Okay. So that is the
7 motion of the Clerk -- can the Treasurer make that
8 motion, Mr. Chairman, or counselor?

9 **MS. HOGAN:** That's a resolution.
10 One of them will make a motion to pass the
11 resolution.

12 **MR. McCLARNON:** I'll make a motion
13 to pass it.

14 **MR. SLOAN:** And I'll second it.

15 **MR. WHITE:** Motion is presented
16 for passage by Warden McClarnon and seconded by
17 Warden Sloan, I believe, and it's up for vote.

18 Any discussion?

19 **(NO RESPONSE HEARD)**

20 **MR. WHITE:** All favor of the
21 resolution say "Aye."

22 **(VOICE VOTE)**

23 **MR. WHITE:** Any opposed?

24 **(NO RESPONSE HEARD)**

1 **MR. WHITE:** The motion carries.
2 The resolution is adopted.

3 **MR. DeSISTA:** Resolved, that the
4 Union Fire District of the South Kingstown, through
5 its Board of Wardens, spend funds from the Reserve
6 for Capital Expenditures - Building/Land account to
7 begin the planning, design, and engineering of
8 improvements to the Tower Hill Fire Station
9 property, said expenditures not to exceed a total of
10 \$100,000.

11 **MR. WHITE:** Thank you, Mr. DeSista.
12 That resolution has been presented. Can we
13 have a motion, please.

14 **MR. STEERE:** So moved.

15 **MR. CICCONE:** Second.

16 **MR. WHITE:** Motion made by
17 Chairman Steere and seconded by Warden Ciccone. The
18 resolution is ready for a vote. All in favor say
19 "Aye."

20 **(VOICE VOTE)**

21 **MR. WHITE:** Any opposition?

22 **(NO RESPONSE HEARD)**

23 **MR. WHITE:** Resolution passes
24 unanimately.

1 **MR. DeSISTA:** I move that the
2 following over-expenditure from the fiscal year
3 ended June 30, 2014 be approved: Insurance expense
4 in the amount of \$2,634.

5 **MR. WHITE:** Resolution just read
6 is set forth for action. Can we have a motion,
7 please, for it's adoption.

8 **MR. STEERE:** So moved.

9 **MR. SLOAN:** Second.

10 **MR. WHITE:** Chairman Steere moves
11 its adoption and Warden Sloan seconds.

12 Any discussion?

13 **(NO RESPONSE HEARD)**

14 **MR. WHITE:** All in favor say
15 "Aye."

16 **(VOICE VOTE)**

17 **MR. WHITE:** Any opposed?

18 **(NO RESPONSE HEARD)**

19 **MR. WHITE:** The motion and the
20 resolution are adopted.

21 **MR. DeSISTA:** I move that the
22 following over-expenditure for the fiscal year ended
23 June 30, 2014 be approved: Generators in the amount
24 of \$7,480.

1 **MR. WHITE:** Resolution just read
2 is up for action. Do we have a motion for its
3 adoption, please.

4 **MR. CICCONE:** So moved.

5 **MR. BOISVERT:** Second.

6 **MR. WHITE:** Motion by Warden
7 Ciccone, seconded by Warden Boisvert.

8 Any discussion?

9 **(NO RESPONSE HEARD)**

10 **MR. WHITE:** All in favor say
11 "Aye."

12 **(VOICE VOTE)**

13 **MR. WHITE:** Motion carries -- any
14 opposition?

15 **(NO RESPONSE HEARD)**

16 **MR. WHITE:** Motion carries.

17 **MR. DeSISTA:** I move that the
18 Treasurer of this corporation, signing singly, and
19 their successors on behalf of this corporation
20 hereby are authorized on behalf of this corporation
21 to do or perform all acts and execute, deliver all
22 instruments and documents, of whatsoever kind in
23 nature, necessary or incidental to those that are
24 required by any banking institution authorized to do

1 business in the State of Rhode Island, hereinafter
2 referred to as "banks," and also companies known as
3 stockbrokerage houses, for the transaction of all
4 the business of this corporation with the banks and
5 stockbrokerage houses and without limiting the
6 generality of the foregoing.

7 In particular, to sign, endorse, or deposit
8 any and all drafts, notes, acceptances, documents of
9 title, contracts for the openings of commercial
10 credit and for the creation of acceptances or to
11 start or forward contracts for exchanging; and the
12 use is hereby authorized of a rubber stamp signature
13 of checks or endorsement of drafts, notes and
14 acceptances whose proceeds are credited to any
15 account of this corporation with the banks or
16 stockbrokerage houses.

17 Also to obtain loans, leases, and advances of
18 any extension of credit at any time in any amount or
19 form for this corporation from the banks and to sell
20 or discount with the banks any and all commercial
21 paper, receivables, and other evidence of debt at
22 any time held by this corporation. To pledge,
23 mortgage, assign, transfer, endorse, and deliver to
24 the bank as securities for the payment of any

1 obligations to the bank created hereunder and any
2 and all property of every description, whether real
3 or personal, and any interest thereon at any time
4 held by this corporation.

5 The Treasurer of the District is hereby
6 authorized to use the funds of the District, whether
7 said funds be unassigned surplus or funds assigned
8 to any of the Reserve for Capital Expenditures
9 accounts, both the Equipment and Truck Reserve
10 accounts and the Building and Land Reserve accounts
11 or the Burn Building Reserve accounts or the
12 Uncompensated Absence account, or any other account,
13 on a temporary as-needed basis until such sufficient
14 funds are in hand from the next tax collection.

15 The Board of Wardens reserves the option of
16 changing the single signature designated in this
17 motion to a double signature if they deem necessary.

18 **MR. WHITE:** Okay. The resolution
19 as read is in order for a motion for adoption. Can
20 we have a motion.

21 **MR. CICCONE:** So moved.

22 **MR. McCLARNON:** Second.

23 **MR. WHITE:** Motion moved by Warden
24 Ciccone, seconded by Warden McClarnon.

1 All in favor say "Aye" -- any discussion
2 first. Any discussion?

3 (NO RESPONSE HEARD)

4 MR. WHITE: All in favor say
5 "Aye."

6 (VOICE VOTE)

7 MR. WHITE: Motion carries.

8 MR. DeSISTA: I move that the
9 Union Fire District of South Kingstown adopt the
10 same scale of assessed values and exemptions as
11 presently allowed by the Town of South Kingstown.
12 In addition, the Union Fire District of South
13 Kingstown through its Board of Wardens reserves the
14 right to adopt a minimum tax.

15 MR. WHITE: Resolution as read is
16 in order for action. Can we have a motion.

17 MR. STEERE: So moved.

18 MR. BOISVERT: Second.

19 MR. WHITE: Moved by Chairman
20 Steere, seconded by Warden Boisvert.

21 Any discussion?

22 (NO RESPONSE HEARD)

23 MR. WHITE: All in favor say
24 "Aye."

1 (VOICE VOTE)

2 MR. WHITE: Any opposition?

3 (NO RESPONSE HEARD)

4 MR. WHITE: Motion and resolution
5 carries.

6 MR. DeSISTA: I make a motion that
7 a tax be imposed of not less than \$3,429,000 and not
8 more than \$3,467,000 be assessed on all the ratable
9 property within this Union Fire District of South
10 Kingstown, whether tangible or real or personal,
11 hereby is levied in order to be assessed on the 1st
12 Tuesday in October, according to law, and that the
13 Tax Assessor shall complete a tax report signed and
14 delivered of the same to the Clerk of the District
15 on or before the 15th day of September, 2015 at
16 5 P.M.

17 Thereon, the Treasurer shall issue his
18 warrants through the Assessor, demanding the
19 Assessor to proceed to collect from the persons
20 liable to pay said taxes. Said tax and taxes shall
21 be due and payable on or between October 1, 2015 and
22 November 1, 2015. Said tax not paid as per those
23 dates shall bear interest at the rate of 12 percent
24 per annum until paid, and the Tax Assessor is

1 ordered and directed to make levy or levies on any
2 and all property or properties whereon those taxes
3 remain unpaid with interest thereon.

4 And on the first Monday in January, upon the
5 property whereon the said tax is assessed and
6 collected the same from the Treasurer of this
7 District, he is further directed to give public
8 notice of his or her intent to receive the tax in
9 the designated place for two days in the Town of
10 South Kingstown.

11 **MR. WHITE:** That resolution and
12 motion as read is in order for adoption by the
13 Wardens.

14 May we have a motion, please.

15 **MR. STEERE:** So moved.

16 **MR. SLOAN:** Second.

17 **MR. WHITE:** Motion moved by
18 Chairman Steere and seconded by Warden Sloan.

19 Any discussion?

20 **(NO RESPONSE HEARD)**

21 **MR. WHITE:** All those in favor say
22 "Aye."

23 **(VOICE VOTE)**

24 **MR. WHITE:** Any opposition?

1 (NO RESPONSE HEARD)

2 MR. WHITE: Motion carries.

3 That brings us to the end of the resolutions
4 of the Treasurer. I believe that is the end of the
5 business this evening.

6 Any other business that needs to come before
7 this body?

8 (NO RESPONSE HEARD)

9 MR. WHITE: If not, I believe we
10 are in order for a motion to adjourn.

11 MR. McCLARNON: Motion to adjourn.

12 MR. SLOAN: I'll second.

13 MR. WHITE: Motion by Warden
14 McClarnon, seconded by Warden Sloan.

15 Any discussion?

16 (NO RESPONSE HEARD)

17 MR. WHITE: No discussion.

18 All in favor say "Aye."

19 (VOICE VOTE)

20 MR. WHITE: Motion carries.

21 Meeting is adjourned.

22
23
24 (HEARING CLOSED AT 7:26 P.M.)

C E R T I F I C A T E

I, Carole A. Malaga, hereby certify that the foregoing is a true, accurate, and complete transcript of my notes taken at the 2015 Annual Meeting of the **SOUTH KINGSTOWN UNION FIRE DISTRICT.**

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of June, 2015.

Carole A. Malaga

CAROLE A. MALAGA, NOTARY PUBLIC

DATE: **JUNE 1, 2015**

IN RE:

**UNION FIRE DISTRICT OF SOUTH KINGSTOWN
BOARD OF WARDENS 2015 ANNUAL MEETING**