

Prudence Island Water District
Minutes of meeting: September 17, 2005

1. Meeting was called to order at 1:05 p.m. Present were David Buffum, moderator; Patricia Richard, clerk; Richard Brooks, Phillip Brooks, and Robert Hanson.

2. Approval of minutes September 3, 2005. Ms. Richard told the board that she had revised the minutes to summarize the discussion about the district organizing committee expenses. The board reviewed that summary for accuracy. Motion to approve by Richard Brooks, seconded by Robert Hanson, approved unanimously.

3a. Bylaws. Mr. Richard Brooks asked board members to consider a method by which bylaws should be considered for adoption. Ms. Richard said that because the operational bylaws would not be valid until the district actually owned a community water system, that the board should begin by considering and adopting administrative bylaws. She said that to distribute operational bylaws would confuse people because they might attribute them to the PIUC. Mr. Brooks said that when operational bylaws were adopted it should be made clear that they would not be effect until the district was in control of the water system. Ms. Kim Greene, general counsel, said it would make sense to adopt administrative bylaws first.

Ms. Richard asked Kim Greene what the difference is between (Section 2) indemnification and (Section 15) bonding. Ms. Greene said that a bond was purchased from a bonding company to provide money to mitigate damages resulting from the actions of a person who had been bonded, while indemnification was a promise made by the board to defend people acting in their official capacity against liability. Ms. Richard pointed out that Section 15 of the proposed administrative bylaws stated that all board members, the assessor and collector would be bonded. She said that applying for bond was a difficult process and that bonding would probably be costly. Mr. Brooks asked if there was any reason for board members that did not have access to funds should be bonded. Ms. Greene suggested asking other municipal entities if they bonded their board members. Ms. Richard said that she would check the policy from RI Risk Mgt. Trust to see if the policy included some form of bonding.

Ms. Richard said that Section 3, giving the board the right to adopt bylaws was already in the district charter.

Ms. Richard asked the board if they wanted to remain with the time frame in Section 5, regarding appointment of pro tempore officers. She pointed out that it had not yet been done for this year. Mr. Richard Brooks asked if it might not be better to do it after each election. Ms. Richard asked if any board members would volunteer to act as pro tempore officers for the term. Robert Hanson volunteered to act as Moderator Pro Tem; David Buffum volunteered to act as Clerk Pro Tem.

Ms. Greene asked if the board had decided what dollar value of check would be required to have 2 signatures to be valid. Ms. Richard suggested that checks over \$500.00 might be appropriate.

Ms. Richard said that Sections 16, Vacancies, Section 17 Committees, and Section 18 Compensation are all in the charter. Ms. Greene said that even though it seemed redundant, these

sections appeared in bylaws of other water districts. Mr. Brooks said that it might be easier for the public to obtain bylaws than to obtain a charter. Ms. Richard said that the charter was accessible through the district web site or by contacting the clerk.

Mr. Brooks said that Section 20, regarding award of contracts for services, that a discussion period should be defined, and that a minimum of one meeting subsequent to consideration of bids would be appropriate. Ms. Richard asked if that same rule should be applied to Section 22c, regarding suppliers of materials. The board members agreed that unless there was an emergency that the grace period should apply.

Ms. Greene said that the General bylaw (Section J), Item 2 regarding the authority to bind the district to a promise should be in administrative bylaws.

Ms. Greene requested that she receive a copy of the revised administrative bylaws in advance of releasing them for public comment.

Ms. Greene suggested revising the list of definitions to include only administrative functions, reserving the other definitions until operational bylaws were necessary.

Mr. Brooks asked if it was necessary to publish administrative bylaws in the Sakonnet Times. Ms. Richard said that she didn't believe it was necessary, and that she would print out a quantity of copies for distribution as well as posting it on the district web site. She said that when operational bylaws were under consideration that might be considered controversial, that the district had a public duty to publish, but that the district charter did not require it. Mr. Brooks asked if publication was expensive. Ms. Richard said that publishing would be quite expensive, but that she could write a press release saying that bylaws were under consideration and describing methods for obtaining a copy of them. Mr. Hanson said that every effort should be made to keep the public informed of what the board was doing.

Ms. Richard said that one of the issues that needed to be addressed within operational bylaws was commercial uses of water. Mr. Hanson pointed out that at one time a Laundromat was in operation on the island. Ms. Richard said that the board should consider bylaws that limited the amount of usage for commercial purposes, even though at present there was no commercial zoning on the island. Ms. Kim Greene, general counsel, said that the board could adopt bylaws at any time, so it was not necessary to address the issue immediately. Mr. Buffum said that he would prefer to have something in writing before the issue cropped up. Mr. Philip Brooks said that any commercial use should require metering. Ms. Richard said that certain types of commercial uses should be banned entirely. Mr. Richard Brooks said that agricultural uses were also of concern.

Ms. Richard said that in payment for services the structure of the bylaws needed to be changed because metered service did not yet exist, and that flat fee service charges would be the first bylaws adopted.

3bI. Administrative goals.

Ms. Richard reported that the current bank balance was \$17,635.65, exclusive of the open check to PIA. She said that she had been assured that the missing check would not be cashed. Agreement with general counsel. Ms. Richard said she had a meeting with Ms. Greene in which they had discussed the \$250 limit on disbursements, partial payment of invoices without incurring interest, and a compromise on the limit of billable hours per month, instead having an estimate of billable hours on a per task basis. She said that the invoice for services already rendered would be approximately 4 hours, which was very generous. She suggested that it would be appropriate for Ms. Greene to submit that invoice. She said that she would type a formal letter covering the points discussed and send it to Ms. Greene, and that the board should be prepared to act on the agreement at the next meeting.

Ms. Richard said that she had checked in with RI Risk Mgt. Trust about the late invoice and that they were still in the process of computing premiums.

Ms. Richard reminded board members that the district's fiscal year would close on Sept. 30 and that she would be turning over all the district's financial information to Steve Muscatelli, CPA for review. After that, she would prepare the annual report. She said they needed to put together a budget and asked Mr. Buffum to participate in that process.

Land use meeting – Mr. Richard Brooks reported that the meeting had been cancelled and had not been rescheduled. He said that he and Mr. Sterling of PIPC and Mr. Marshall of Prudence Conservancy had gone to the NBNERR to study maps of Prudence to familiarize themselves with areas of sensitive habitat. Mr. Richard Brooks said that he would be unavailable over the winter to continue the planning process. Mr. Hanson volunteered to be the coordinator for the district on the project. Mr. Philip Brooks said that he was available to attend any meetings held on the mainland. Richard Brooks said that the maps NBNERR has could be converted to image files for viewing. Ms. Richard said that ArcView should be able read GIS map files and was available for free download. Mr. Brooks suggested concentrating on small areas when studying the maps.

3bII. Technical. Ms. Richard asked Philip Brooks if he had contacted anyone at UNH about the slow sand filter project. He said that he had not but expected to within a short time. He pointed out that the project might be a single part of a total management strategy for addressing treatment and availability issues and was not a cure-all for water quality/availability problems. He said that the district should not let licensing issues deter them from researching the viability of an effective system for treating surface water. Ms. Richard asked Mr. Brooks to provide reference information from the NEWWA publication for Mr. Nicholson. She said that she did not see the pursuit of information on slow sand filtering as being in conflict with or as a replacement for the project Mr. Nicholson was describing in the pre-development engineering report.

3c. Funding. Ms. Richard said that Sandra Mack, special counsel, had asked her to set up a meeting with Rep. Gallison to discuss the possibilities for state funding.

Ms. Richard presented the board with a list of questions that Mr. Nicholson had sent in an email saying that he needed the information to complete the engineering survey. She said that at present the district did not have much of the information being asked for. She said that some of

the information in terms of funding required that the district receive a draft of the report. She said that she did not believe that the state revolving fund would loan the district any money because the PIUC had already borrowed a substantial amount from them. She said that Dave Delisle had explained that when using USDA grant funds that the expectation was that USDA would also administrate the loan that might be connected with the project.

4a. Correspondence. AWWA and NEWWA publications.

4b. No other business.

5. Mr. Buffum moved for adjournment to executive session, seconded by Richard Brooks, approved unanimously. The meeting adjourned at 2:15 p.m.

Patricia Richard
Clerk