

RHODE ISLAND CLEAN WATER FINANCE AGENCY

Administrative Rules of the Rhode Island Clean Water Finance Agency

December, 2001

AUTHORITY: Rules adopted in accordance with Chapters 42-35 and 46-12.2 of the General Laws of Rhode Island.

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I. Introduction

The Rhode Island Clean Water Finance Agency (the “Agency”) is a body politic and corporate and public instrumentality of the state having distinct legal existence from the state and not constituting a department of the state government.

Rhode Island General Laws § 42-35-1 et seq., the Administrative Procedures Act (the “APA”), requires that each agency shall:

1. Adopt as a rule a description of its organization, stating the general course and method of its operations and the methods whereby the public may obtain information or make submissions or requests;
2. Adopt rules of practice, setting forth the nature and requirements of all formal and informal procedures available, and including a description of all forms and instructions used by the agency;
3. Make available for public inspection all rules and all other written statements of policy or interpretations formulated, adopted, or used by the agency in the discharge of its functions;
4. Make available for public inspection all final orders, decisions, and opinions.

The purpose of these Rules is to fulfill the requirements of the Administrative Procedures Act by promulgating such Rules and making them available for public inspection.

II. Directors and Officers

1. Board of Directors: The Board of Directors shall consist of five (5) members and shall have, and may exercise, all of the powers of the Agency. The Board of Directors shall be appointed and serve as provided in Section 3 of the Act.
2. Officers – Appointment and Election: The officers of the Agency shall be as follows:
 - (a) Chairperson - The Chairperson shall be the member of the Board of Directors designated by the Governor to serve as Chairperson and shall serve in such capacity during his or her term as a member of the Board of Directors.
 - (b) Vice-Chairperson – The Vice-Chairperson shall be a member of the Board of Directors and shall be elected by the Board of Directors annually at its annual

meeting to serve at the pleasure of the Board of Directors until his or her successor is elected.

- (c) Executive Director – The Executive Director shall be appointed by the Board of Directors for a term not to exceed five (5) years and shall serve until his or her successor is appointed and qualified. The Executive Director shall be eligible to be reappointed for successive terms not to exceed five (5) years each. Upon the recommendation of the Executive Director, the Board of Directors may from time to time appoint such additional officers as it shall deem reasonable and necessary.
- (d) Secretary – The Secretary shall be appointed by the Board of Directors at its annual meeting to serve at the pleasure of the Board of Directors and shall serve until his or her successor is appointed.
- (e) Treasurer – The Treasurer shall be appointed by the Board of Directors at its annual meeting to serve at the pleasure of the Board of Directors and shall serve until his or her successor is appointed.
- (f) Assistant Secretary and Assistant Treasurer – The Board of Directors may appoint Assistant Secretaries and Assistant Treasurers in who may be vested any of the powers of the Secretary or the Treasurer, respectively.

3. Authority and Duties. Except as may be otherwise provided by the Act or other provisions of law, by vote of the Board of Directors, by the terms of any indenture securing bonds issued by the Agency, or by the Agency By-laws, the officers of the Agency shall have the following duties and powers:

- (a) Chairperson – The Chairperson shall preside at meetings of the Board of Directors and shall exercise the powers and perform the duties set forth in the Agency By-laws, the Act, and such other duties as usually devolve upon the presiding officer of a deliberative body.
- (b) Vice-Chairperson – In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson. The Vice-Chairperson shall perform such further duties as shall be from time to time assigned by the Chairperson and the Board of Directors.
- (c) Executive Director – The Executive Director shall be the chief executive officer of the Agency and shall administer the affairs of the Agency under the supervision of the Board of Directors in accordance with such authorization as the Board of Directors may from time to time adopt. The Executive Director shall have such further powers and responsibilities as contained in the Act.
- (d) Secretary – The Secretary, under the supervision of the Executive Director, shall be the custodian of the seal and the books and records of the Agency and shall

keep a record of the proceedings of the Board of Directors. The Secretary may cause copies to be made of all minutes and other records and documents of the Agency and may give certificates under its official seal to the effect that such copies are true copies and all persons dealing with the Agency may rely upon such certificates. The Secretary shall perform all acts incident to the office of the Secretary and shall have such other powers and perform such other duties as may be prescribed by the Agency By-laws, the Act or other provisions of law, or by the Board of Directors.

- (e) Treasurer – The Treasurer shall have charge of the books of account and accounting records of the Agency and shall be responsible, under the supervision of the Executive Director, for financial control of the Agency. The Treasurer shall, in the discretion of the Board of Directors, give the Agency a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors, for the faithful discharge of the Treasurer’s duties and for the restoration to the Agency in case of the Treasurer’s death, resignation, retirement, or removal from office, of all books, papers, money, and property of whatever kind in the Treasurer’s possession, or under the Treasurer’s control, belonging to the Agency. The Treasurer shall make a report annually to the Board of Directors of the income and expenditures and of the condition of the treasury and funds of the Agency up to the end of the fiscal year. The Treasurer shall perform all acts incident to the office of the Treasurer and shall have such other powers and perform such other duties as may be prescribed by the Agency By-laws, the Act or other provisions of law, or by the Board of Directors.

4. Execution of documents

- (a) Signing of Checks, Notes, etc. – All acceptances, checks, drafts, promissory notes, and other obligations of the Agency for the payment of money shall be signed by either the Chairperson, Vice-Chairperson, Executive Director, or Treasurer, and shall be in conformity with Expense Control Procedures of the Agency as in effect from time to time, unless the Board of Directors shall generally, or in a particular case, otherwise order or provide.
- (b) Execution of Conveyance and Contracts – All contracts, loan documents and all mortgages, leases, deeds, transfers, and other conveyances of the real or personal property of the Agency shall be executed by either the Chairperson, Vice-Chairperson, or Executive Director, unless the Board of Directors shall generally, or in a particular case, otherwise order or provide.

- 5. Record Keeping – The Agency shall, at all times, keep full and accurate accounts of its receipts, expenditures, disbursements, assets and liabilities which shall be open to inspection by any officer or duly appointed agent of the State. The Agency shall submit an annual report, in writing, to the Governor, Speaker of the House of Representatives, and Majority Leader of the Senate. Said report shall include financial statements relating to the operations, properties, and expenditures of the Agency maintained in

accordance with generally accepted government standards so far as applicable and audited by an independent certified public accountant firm.

III. Meetings

1. Annual Meeting – An annual meeting of the Board of Directors shall be held in the month of March within the State of Rhode Island, at a time and place established by the Board of Directors. At such annual meeting, the Board of Directors shall elect officers of the Agency, shall receive annual reports, and shall transact such other business as may properly be brought before the meeting.
2. Regular Meetings – In addition to the annual meeting, regular meetings may be held at such times as the Board of Directors shall from time to time determine.
3. Special Meetings – Special meetings of the Board of Directors for any purpose or purposes may be called by the Chairperson. The Chairperson shall be required to call a special meeting upon the written request of two members of the Board of Directors at a time not later than fourteen days after receipt by the Chairperson of such request. Any such request shall state the purpose or purposes of the proposed special meeting.
4. Place of Meetings – All regular and special meetings of the Board of Directors shall be held at such place within the State of Rhode Island, and at such time, as shall be stated in the notice of such meeting.
5. Notice of Meetings – Notice of the annual meeting, or any regular meeting other than the annual meeting, and of each special meeting of the Board of Directors stating the date, time, place, and purpose thereof, shall be given by the Secretary to each member in person or by telephone, or sent by mail, telegram or facsimile, postage and charges prepaid, addressed to the member at his or her last known residence or place of business. Such notice, if given by mail, shall be deposited in the mail at least five (5) days prior to the date of the meeting or, if given personally by telephone, telegram, or facsimile shall be given at least two (2) days prior to such date. The provisions of the previous sentence shall not apply to duly held emergency meetings.

In accordance with the notice provisions of the Rhode Island Open Meetings Law as set forth in Section 6 of Chapter 46 of Title 42 of the General Laws of Rhode Island, the Secretary shall give supplemental written public notice of any meeting within a minimum of forty-eight (48) hours before the date. The notice shall include, in addition to date, time, and place, a statement specifying the nature of the business to be discussed.

Upon an affirmative vote of the majority of the members of the Board of Directors, an emergency meeting may be held when the Board of Directors deems it necessary where the public welfare so requires. If an emergency meeting is called, a meeting notice and agenda shall be posted by the Secretary as soon as practicable.

6. Quorum – Three members of the Board of Directors shall constitute a quorum and the affirmative vote of three (3) members shall be necessary and shall suffice for any action taken by the Board of Directors. If a quorum is not present, the members of the Board of Directors then present shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than ten days, a notice of the adjourned meeting shall be given to each member of the Board of Directors. A vacancy in the Board of Directors shall not impair the right of a quorum to exercise all the rights and perform all the duties of the Agency.
7. Waivers of Notice – Whenever any notice is required to be given to a member of the Board of Directors under the provisions of the By-laws of the Agency or the Rhode Island General Laws, a waiver thereof in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member of the Board of Directors at a meeting shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting to the action of any business because the meeting is not lawfully called or conveyed.
8. Agendas – Except as hereinafter specifically provided, the agenda for each meeting of the Board of Directors shall be prepared by the Executive Director. With the consent of a majority of the members of the Board of Directors, a matter not on the agenda may be considered at any regular or special meeting of the Board of Directors.

IV. Committees

The Board of Directors may designate from among its members one or more committees each of which, to the extent authorized by the Board of Directors, shall have such powers, not inconsistent herewith or with law, as the Board of Directors shall determine.

V. Administrative Procedures

The Agency shall be subject to the requirements governing Administrative Procedures prescribed by Chapter 35 of Title 42 of the Rhode Island General Laws, as may be amended from time to time.

VI. Conflicts of Interest

All members, directors and officers shall comply with the requirements of the Rhode Island Code of Ethics prescribed in Chapter 14 of Title 36 of the Rhode Island General Laws, as amended from time to time.

VII. Methods of Obtaining Information

If any member of the public wishes to obtain public information, as defined by Chapter 2 of Title 38 of the Rhode Island General Laws, from the Agency, such requests for information should be submitted in writing to the Rhode Island Clean Water Finance Agency, 235 Promenade Street, Suite 119, Providence, Rhode Island 02908.

VIII. Inspection and Copying of Public Records

The Agency will make its public records, as defined by Chapter 2 of Title 38 of the Rhode Island General Laws, available for inspection and copying at its offices located at 235 Promenade Street, Suite 119, Providence, Rhode Island, during regular business hours.

IX. Methods Whereby the Public May Make Submissions or Requests

Any member of the public wishing to make a request of the Agency must make such request in writing, at least ten (10) business days prior to the meeting of the Agency Board of Directors at which such submission or request is to be heard. The request or submission to the Agency shall state clearly and concisely the subject matter, the facts relied upon, the relief sought, and, by appropriate reference, the statutory provision or other authority relied upon for relief, shall be dated, shall be signed by the party making the submission or request and shall be accompanied by such additional information and documentation as the Executive Director may deem necessary in order for the Board of Directors to consider such request or submission. All submission and requests should be submitted in person or by mail to the Rhode Island Clean Water Finance Agency, 235 Promenade Street, Suite 119, Providence, Rhode Island 02908.

X. Petition for Promulgation, Amendment or Repeal of Rules

A petition for the promulgation, amendment or repeal of a rule shall be entitled, "Petition for the Promulgation/Amendment/Repeal of Rule _____", stating the appropriate requested action and identifying the rule by number or name, and must set forth in full, as appropriate, the rule sought to be amended or repealed and the proposed new or amended rule. All petitions should be submitted in person or by mail to the Rhode Island Clean Water Finance Agency, 235 Promenade Street, Suite 119, Providence, Rhode Island 02908.

The Agency will, within thirty (30) days after submission of a petition in the manner set forth in the preceding paragraph, either deny the petition in writing or commence the procedure for adoption, amendment or repeal of a rule pursuant to the Chapter 35 of Title 42 of the Rhode Island General Laws.