



## MEMORANDUM

To: Chairman of the Board  
Karegnondi Water Authority

From: John F. O'Brien, P.E. *JFO*

Re: Appointment of Chief Executive Officer  
Resolution No. 2010-02

Appointment of Legal Counsel  
Resolution No. 2010-03

Date: October 20, 2010

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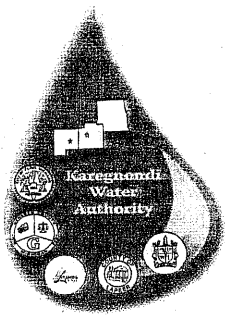
Pursuant to Article XX, Chief Executive Officer, the Board may appoint a CEO to manage the day-to-day affairs of the Authority on behalf of the Board. These day-to-day duties are outlined in Article XX and further defined in Section XII of the Bylaws.

Pursuant to XVII, Personnel Professions, the Board shall have the authority to retain legal counsel. These duties are further described in Section XIII of the Bylaws.

The appointment of CEO and legal counsel shall require only a majority vote of the Board. While not required, I believe the Board should make an appointment of both the CEO and legal counsel at the organizational meeting of KWA.

With regard to legal counsel, the County Agency of Genesee, along with the technical committee represented by each incorporating member, has been working with two firms to prepare the original Incorporation documents – the proposed bylaws and the proposed master agreements.

Kevin Kilby of McGraw Morris was the lead counsel assisted by Michael McGee of Miller, Canfield, Paddock, and Stone. These two firms were instrumental in the formation of the Authority.



## MEMORANDUM

To: Chairman of the Board  
Karegnondi Water Authority

From: John F. O'Brien, P.E. *JFO*

Re: Nominations

Date: October 20, 2010

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In accordance with Section V, Election and Term of Office, the nominating committee shall submit a slate of officers for consideration by the Board. The Board shall be elected annually and shall serve until the annual meeting the following year.

Since this is the organizational meeting of the KWA, no nominating committee was formed, and no slate of officers was prepared.

Therefore, the Board will be required to open nominations for each office, and hold a vote for each office. The vote shall be a roll call vote.

The following officers will need to be elected at the organizational meeting:

- Chairman – must be an incorporating board member
- Vice Chairman – must be an incorporating board member
- Secretary
- Treasurer

See Section 4 of the Bylaws for their duties.

Should you have any questions, do not hesitate to contact this office.



## MEMORANDUM

To: Chairman of the Board  
Karegnondi Water Authority

From: John F. O'Brien, P.E., Director *JFO*

Re: Bylaws

Date: October 20, 2010

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Find enclosed a proposed set of bylaws for the Karegnondi Water Authority.

Per Article VII of the Articles of Incorporation of KWA, the incorporating board is "authorized to approve initial bylaws for the Authority"...

The proposed bylaws were created and reviewed by a technical committee representing the Incorporators. The bylaws establish the minimum procedures required under the Articles of Incorporation.

As a representative of the technical committee, we respectfully request approval of the initial bylaws.

I am available at the convenience of the Incorporating members for questions.