

***OCOVl, Inc.***  
**Ocean and Coastal Observing – Virgin Islands, Inc.**

MINUTES – 24 January 2017,  
the First Meeting of  
Ocean and Coastal Observing-Virgin Islands

Prepared by: Lorraine M. Buckley, PhD, Secretary

Board Members present: LORRAINE M. BUCKLEY; LUIS SYLVESTER; HENRY H. SMITH

Board Members not present: KEMIT AMON LEWIS

Also present: WILLIAM DOUGLAS WILSON, JENNIFER NUGENT-HILL; (telephonically) and ROY A. WATLINGTON

The meeting was convened at 3:10 PM Atlantic Standard Time by Incorporator Roy A. Watlington, acting as Convener at the Law Offices of Atty. Vincent A. Fuller, Jr. located at Suite 17, Medical Arts Complex, St. Thomas, VI 00802.

The Convener presented the Board with the “Waiver of Notice of First Meeting”, which calls for this first Board meeting, and resolves that its determinations and outcomes shall be valid. Upon motion by Henry Smith, seconded by Luis Sylvester, approved by all of the Directors, it was

**RESOLVED**, that all the acts taken and decisions reached at the first meeting of Incorporators be, and they hereby are, ratified and adopted by this Board of Directors.

The Board acknowledged receipt of Minutes from 13 January 2017 detailing the acts taken and decisions reached by the Incorporators, Vincent Fuller, Esq., Luis Sylvester and Roy A. Watlington. Upon motion by Lorraine Buckley, seconded by Luis Sylvester, approved by all of the Directors, it was

**RESOLVED**, that all the acts taken and decisions reached at the first meeting of Incorporators be, and they hereby are, ratified and adopted and the Minutes of that meeting be accepted by this Board of Directors.

The Convener serving as Temporary Chairperson presented a copy of the Articles of Incorporation, which had been distributed earlier by email, and reported that the original thereof has been filed in the Office of the Lieutenant Governor of the Virgin Islands on the 13<sup>th</sup> day of January, 2017. Upon motion by Jennifer Nugent-Hill seconded by Lorraine Buckley, approved by all of the Directors, it was

**RESOLVED**, that a copy of the Articles of Incorporation of the Corporation be archived in the Minute Book of the Corporation.

The Convener then stated that it was in order to consider electing a Chairperson of this

Board of Directors. One person was nominated. Upon motion by Jennifer Nugent-Hill, seconded by Luis A. Sylvester, unanimously carried, HENRY H. SMITH was elected as Chairperson of the Board of Directors of the Corporation, to serve for a term specified in the Bylaws and until his successor is elected and qualify.

The Chairperson took command of the meeting and called for the election of a Vice-Chairperson, a Treasurer and a Secretary of the Board of Directors. Upon motions for each position and proper seconds, the following persons were elected to specified positions of the Corporation, to serve for a term specified in the Bylaws and until their successors are elected and qualify:

With Motion by Luis Sylvester, Seconded by Lorraine Buckley, unanimously carried,  
JENNIFER NUGENT-HILL was elected Vice-Chairperson  
With Motion by Lorraine Buckley, Seconded by Jennifer Nugent-Hill, unanimously carried,  
LUIS SYLVESTER was elected Treasurer  
With Motion by Jennifer Nugent-Hill, Seconded by Lorraine Buckley, unanimously carried,  
LORRAINE M. BUCKLEY was elected Secretary

The Chairperson directed the Convener to present a proposed form of Bylaws for the regulation and management of the affairs of the Corporation that had been prepared by the Incorporators. Having been distributed earlier by email, the proposed Bylaws were reviewed, and after discussion, upon motion by Luis Sylvester, seconded by Lorraine Buckley, approved by all of the Directors, it was

**RESOLVED**, that the proposed Bylaws submitted to the meeting be, and the same are, hereby ratified for adoption as the Bylaws of the Corporation, and that a copy thereof be archived in the Offices of the Corporation, directly following the Articles of Incorporation.

To meet the Bylaws requirement that initial Directors' terms of office be staggered, the Chairperson asked the Directors to cast lots to randomly determine one-year term lengths for two Directors, two-year term lengths for two Directors and a three-year term length for one Director. The random selection process utilized resulted in the following assignments of term lengths, affirmed upon motion by Luis Sylvester, seconded by Lorraine Buckley:

LORRAINE M. BUCKLEY	2 years
JENNIFER NUGENT-HILL	2 years
KEMIT AMON LEWIS	1 year
HENRY H. SMITH	1 year
LUIS A. SYLVESTER	3 years

The Chairperson assured that all Board Members present were satisfied with the Job Descriptions prepared for the positions of the Project Director and Chief Science Officer. Upon motion by Luis Sylvester, seconded by Lorraine Buckley, approved by all of the Directors, the following resolution was unanimously approved:

**RESOLVED**, that the Job Descriptions provided Project Director and Chief Science Officer be

approved for use in employing the Corporation's Project Director and Chief Science Officer.

The Chairperson assured that all Board Members present had reviewed and were satisfied with the credentials presented by Roy A. Watlington for the position of Project Director and by William Douglas Wilson for the position of Chief Science Officer as well as with their respective Professional Service Contracts and Scopes of Work. The Chairperson noted that said Contracts included the proviso of receipt of funding from CARICOOS to cover payment of these services. Upon motion by Luis Sylvester, seconded by Lorraine Buckley, the following resolutions were unanimously approved:

**RESOLVED**, that the Professional Service Contract employing Roy A. Watlington as Project Director and dated January 24, 2017 be endorsed immediately by the Chairperson and the Treasurer with payment to be made pending receipt of requisite CARICOOS funds into the Corporation's accounts.

**RESOLVED**, that the Professional Service Contract employing William Douglas Wilson as Chief Science Officer and dated January 24, 2017 be endorsed immediately by the Chairperson and the Treasurer with payment to be made pending receipt of requisite CARICOOS funds into the Corporation's accounts.

**Whereupon** both Professional Service Contracts were endorsed by the Chairperson and the Treasurer.

The Board in acknowledgement of the need to empower its staff and officers to function as in accordance with their respective job descriptions in the achievement of the Corporation's purposes accepted the motion by Luis Sylvester and seconded by Jennifer Nugent-Hill that **RESOLVED**, that, with oversight from the Chairperson or his Board Member designee, the Project Director and/or Chief Science Officer are authorized to carry on the Corporation's day-to-day activities including the continuation and concluding of negotiations with CARICOOS that will assure transfer of grant funds to the Corporation; the securing of the services of contractors necessary to achieve the Corporation's purposes within the allocated category limits of the Corporation's budget; and the purchasing equipment and supplies and securing of operating venues, instruments and facilities for the Corporation's activities within the allocated category limits of the Corporation's budget.

The Board determined that a local bank be selected for deposit and disbursement of Corporation funds. Following discussion on the criteria for considering available banks, upon motion by Luis Sylvester, seconded by Lorraine Buckley, approved by all of the Directors, it was **RESOLVED**, that the Treasurer and Project Director are authorized to select a bank and to enter into and execute all documents necessary and required to open an account or accounts in said bank for depository of corporate funds.

At the request of the Chairman the Project Director explained the necessity and advantages to the Corporation of obtaining Employer Identification Number (EIN) and Dun and Bradstreet Number (DUNS) as well as 501(c) (3) recognition as a not-for-profit organization by the US Internal Revenue Service. The Project Director informed the Board that an EIN had already been secured. Upon motion by Luis Sylvester, seconded by Lorraine Buckley, approved

by all of the Directors, it was

**RESOLVED**, that the officers are authorized to execute all documents and conduct all activities necessary to secure EIN, DUNS and 501(c)(3) recognition.

The Chairperson presented to the meeting the resignations of all of the signers of the Articles of Incorporation (the Incorporators) from their positions and incorporators, and from any and all other positions they may hold with the Corporation by implication of law. Upon motion by Luis Sylvester, seconded by Lorraine Buckley, approved by all of the Directors, it was **RESOLVED**, that the resignation from position as Incorporators are accepted by the Corporation. The Chairperson requested the Convener to convey the Board's appreciation to the Incorporators for the service that they had provided to the Corporation.

The Chairperson asked the Project Director and Chief Science Officer to review the projects already initiated in anticipation of completion of the Corporation's initiation. Brief descriptions of the following initial projects were provided:

*CARICOOS exhibit at the Virgin Islands Children's Museum and elsewhere; borrowed "Magic Sphere" for three-dimensional online displays at key USVI viewing sites; co-sponsored proposal to augment certain CARICOOS weather stations with precipitation gauges; outreach to youth through schools using Aquabots and Mini-ROV to stimulate interest in ocean observing; collaboration with Rutgers University to conduct marine surveys using Autonomous Underwater Vehicles; assist to CARICOOS headquarters in securing USVI sites for High Frequency radar current-measuring instruments; collaboration with stakeholders such as fishers to determine feasibility of specific additional CARICOOS observational assets, such as buoys.*

The Project Director described frequent progress reports required to the funding agency and suggested that summaries of the highlights be copied approximately monthly by email to the Board.

There being no further business to be discussed, upon motion by Lorraine Buckley seconded by Luis Sylvester, the Board unanimously agreed to declare the meeting adjourned. The meeting was adjourned at 5:12 PM Atlantic Standard Time.

ATTEST:

*Lorraine M Buckley*

LORRAINE M. BUCKLEY, Secretary



Upon motion of Luis A. Sylvester, seconded by Lorraine M. Buckley, with a unanimous vote, these minutes were adopted by the Board of Directors, on October 31, 2017.

ATTEST:

