

**North Wales Water Authority**  
**Board of Directors**  
**Meeting Minutes of November 19, 2014**

**Call to order:**

A regular business meeting of the NWWA Board of Directors was held at the NWWA Offices, 200 W. Walnut Street, North Wales, PA., 19454, and was called to order at 5:00 p.m. by Chair Nagel

**Pledge of Allegiance:**

Mrs. Nagel led all in attendance in the Pledge of Allegiance.

**Roll Call:**

Roll call was taken and recorded as follows;

<b><u>Attendee Name</u></b>	<b><u>Organization</u></b>	<b><u>Title</u></b>	<b><u>Status</u></b>
Joan Nagel	NWWA	Chair	Present
Albert Tenney	NWWA	Vice Chair	Present
Donna Mengel	NWWA	Secretary	Present
Herbert Kavash	NWWA	Treasurer	Absent
Gregory D'Angelo	NWWA	Asst. Sec/Treasurer	Present
Robert C. Bender	NWWA	Executive Director	Present
Joseph Murphy	NWWA	Operations Manager	Present
Christine Lezoche	NWWA	Director of Finance	Present
Michael Clarke, Esq.	Rudolph Clarke	Authority Solicitor	Present
Kenneth Heydt P.E	Carroll Engineering	Authority Engineer	Present
Suzanne Pontious Esq.	Rudolph Clarke	Authority Solicitor	Present

The Chair noted that Mr. Kavash was excused from the meeting due to a scheduling conflict.

**Executive Session:**

Mr. Clarke reported that the Board held an executive session after the meeting of 10/22/2014 to discuss personnel issues. No action was taken.

**Approval of Minutes:**

The Board next considered approval of the Minutes of 10/22/2014. Upon motion of member Tenney, seconded by member Mengel, the minutes were approved as presented.

**Vote Record**

<input checked="" type="checkbox"/> Approved		<b>Yes/Aye</b>	<b>No/Nay</b>	<b>Abstain</b>	<b>Absent</b>
	Mrs. Nagel	X			
	Mr. Tenney	Initiator	X		
	Ms. Mengel	Seconded	X		
	Mr. Kavash				X
	Mr. D'Angelo		X		

**Public Comment:** No Public Present

**Resolution:** None this meeting

**Bids and Contracts:** None this meeting

**Solicitors Report:**

Mr. Clarke presented a Deed of Dedication for an easement for Project E-0999N, from Montgomery Township to the Authority, at the community center located at Stump & Horsham Roads. This easement is for a new water main being installed. Upon motion of member Mengel, seconded by member D'Angelo, the easement agreement was approved as presented

<b>☑ Vote Record</b>						
x	Approved		Yes/Aye	No/Nay	Abstain	Absent
		Mrs. Nagel	X			
		Mr. Tenney	X			
		Ms. Mengel	Initiator	X		
		Mr. Kavash				X
		Mr. D'Angelo	Seconded	X		

Ms. Pontious presented an agreement between the BCWSA and the NWWA involving the construction and operation of the transfer station and meter pit located at County Line & Valley Road, Warrington Township, for approval. The agreement also addresses future access criteria to the facility. Upon the motion of member Tenney, seconded by member Mengel the agreement for approved.

<b>☑ Vote Record</b>						
x	Approved		Yes/Aye	No/Nay	Abstain	Absent
		Mrs. Nagel	X			
		Mr. Tenney	Initiator	X		
		Ms. Mengel	Seconded	X		
		Mr. Kavash				X
		Mr. D'Angelo		X		

Mr. Clarke next presented a Main Extension and Deed of Dedication Agreement for Project E-0953A, Paone Associates, Inc., located at Maple Glen Court, Limekiln Pike, Upper Dublin Township. Upon a motion by member Mengel, seconded by member D'Angelo, the agreements were approved.

<b>☑ Vote Record</b>						
x	Approved		Yes/Aye	No/Nay	Abstain	Absent
		Mrs. Nagel	X			
		Mr. Tenney	X			
		Ms. Mengel	Initiator	X		
		Mr. Kavash				X
		Mr. D'Angelo	Seconded	X		

Mr. Clarke then presented the Extension Agreement and Deed of Dedication Agreement for Project E-1000, Chick-Fil-A, located along Bethlehem Pike, Montgomery Township. Mr. Clarke explained that the documentation was received after the packet had been assembled. Upon a motion by member Tenney, seconded by member Mengel the agreements were approved.

**☐ Vote Record**

x Approved			Yes/Aye	No/Nay	Abstain	Absent
	Mrs. Nagel		X			
	Mr. Tenney	Initiator	X			
	Ms. Mengel	Seconded	X			
	Mr. Kavash					X
	Mr. D'Angelo		X			

Mr. Clarke then reviewed correspondence received from the SEC pertaining to new rules and reporting requirements for continuing disclosure by underwriters and bond issuers. Under the new rules, underwriters are required to disclose significant changes that might have occurred subsequent to the sale of bonds, even if the change was positive. He explained that any reporting issues are the responsibility of the underwriters, and not the NWWA, however, we still need to approve the participation agreement and forward it to the SEC. He noted that virtually every client he has that has issued a bond in recent years has received similar letter and obligation. He noted that although the Underwriters in violation could be subject to substantial penalties, that agencies such as the NWWA will not be subject to penalty as long as they self-disclose. Mr. Clarke stated that it is the Underwriters responsibility to report all significant changes that have occurred; apparently some were not complying with the requirement for the past 5 years. He advised the Board that the NWWA staff has no responsibility for this issue and this will not affect any bonds or bond holders. Mr. Clarke stated that the Authority has 2 issues that will need to be disclosed as part of a settlement agreement.

- In Dec 2008 our credit rating was upgraded from AA- to AA
- In 2008-2012 the final audit disclosure was filed 30 days late due to the fact that some funds from a prior bond were refinanced – the filing date was accelerated.

Mr. Clarke requested a motion authorizing settlement agreement with SEC, and to allow the Executive Director to execute all required settlement and/or self-reporting documents that pertain to this matter. Upon a motion by member Mengel, seconded by member Tenney the agreement was approved as requested by Solicitor Clarke.

**☐ Vote Record**

x Approved			Yes/Aye	No/Nay	Abstain	Absent
	Mrs. Nagel		X			
	Mr. Tenney	Seconded	X			
	Ms. Mengel	Initiator	X			
	Mr. Kavash					X
	Mr. D'Angelo		X			

Mr. Clarke then presented an amended employment agreement for the Executive Director. Upon a motion by member Tenney, seconded by member Mengel, the board approved the contract amendments.

**☐ Vote Record**

x Approved			Yes/Aye	No/Nay	Abstain	Absent
	Mrs. Nagel		X			
	Mr. Tenney	Initiator	X			
	Ms. Mengel	Seconded	X			
	Mr. Kavash					X
	Mr. D'Angelo		X			

**Engineers Report:**

Mr. Heydt requested both approval and processing of Change Order #2 for B P Paterson Inc., in the amount of \$9,297.29 for completed work on the 4<sup>th</sup> Street project - (Contract # 530-14-19). Mr. Heydt explained that the extra work was needed to remove an unmarked gas main and extra hours needed to avoid conflicts with school hours. Upon a motion by member D'Angelo, seconded by member Mengel, the change order was approved.

<b>☑ Vote Record</b>						
x	Approved		<b>Yes/Aye</b>	<b>No/Nay</b>	<b>Abstain</b>	<b>Absent</b>
	Mrs. Nagel		X			
	Mr. Tenney		X			
	Ms. Mengel	Seconded	X			
	Mr. Kavash					X
	Mr. D'Angelo	Initiator	X			

Mr. Heydt requested both approval and processing of Payment Application #3 for B P Paterson Inc., in the amount of \$108,060.88 for completed work on the 4<sup>th</sup> Street project - (Contract # 530-14-19). Mr. Heydt explained that there will be one more payment, followed by retainage release once the job is completed. Upon motion by member Mengel, seconded by member D'Angelo, the payment was approved.

<b>☑ Vote Record</b>						
x	Approved		<b>Yes/Aye</b>	<b>No/Nay</b>	<b>Abstain</b>	<b>Absent</b>
	Mrs. Nagel		X			
	Mr. Tenney		X			
	Ms. Mengel	Initiator	X			
	Mr. Kavash					X
	Mr. D'Angelo	Seconded	X			

Mr. Heydt requested approval of and authorize for Mr. Bender to execute Change Orders #9, and 12 – 21, for Michael Ronca & Sons in the total amount of \$224,580.04 for completed work on the Forest Park Transmission Line project - (Contract # 530-12-25A). Mr. Heydt stated that they are for various issues that came up during the project and all have been reviewed by staff. He noted that this is the final reconciliation of quantities for fittings, units of excavation, pipe lengths, and similar "true up" items. He stated that remaining amount due for the project would be primarily for retainage being held by the authority.

Upon motion by member Mengel, seconded by member Tenney, the change orders were approved.

<b>☑ Vote Record</b>						
x	Approved		<b>Yes/Aye</b>	<b>No/Nay</b>	<b>Abstain</b>	<b>Absent</b>
	Mrs. Nagel		X			
	Mr. Tenney	Seconded	X			
	Ms. Mengel	Initiator	X			
	Mr. Kavash					X
	Mr. D'Angelo		X			

**Operations Report:**

Mr. Murphy reported that:

- The operations report will continue in the new format and that starting next month, will be adjusted to show only NWWA water usage, exclusive of the BCWSA flows.
- The 4<sup>th</sup> street project has neared completion and the road has been paved.
- That 4 manholes were lined at Walnut & Swartley Street
- That the roof replacement project has been completed
- That he and Mark attended a meeting with PennDOT to discuss the upcoming County Line Road widening project. It was noted that this could require us to lower our 16" main in some sections. But not the new pipe. More information will follow.
- That meetings related to moving our pipeline near the new Lower Gwynedd Park have started and that more information will be available soon

**Bills & Requisitions Approval:**

Mrs. Lezoche noted that there was a large payment to Upper Gwynedd Township for the sanitary sewer connection per contract terms, and that other than that payment, there were no bill payments or financial activities out of the ordinary in bills listings, recommending and requesting Board approval to pay all invoices, process all refunds, and to transfer and/or requisition funds, as presented.

a. **Approval of Bills , Refunds, Transfers and Requisitions List dated: 11/3/2014**

b. **Approval of Bills , Refunds, Transfers and Requisitions List dated: 11/12/2014**

Payment of the bills presented was approved by the Board in accordance with the following vote:

<b><u>Vote Record</u></b>						
x	Approved		Yes/Aye	No/Nay	Abstain	Absent
		Mrs.Nagel	X			
		Mr. Tenney Initiator	X			
		Ms. Mengel Seconded	X			
		Mr. Kavash				X
		Mr. D'Angelo	X			

**Executive Directors Report:**

Mr. Bender asked for the Board to approve the sale of surplus vehicles that were on the Municibid system. Upon a motion by member Tenney, seconded by member D'Angelo the sales were approved.

<b><u>Vote Record</u></b>						
x	Approved		Yes/Aye	No/Nay	Abstain	Absent
		Mrs.Nagel	X			
		Mr. Tenney Initiator	X			
		Ms. Mengel	X			
		Mr. Kavash				X
		Mr. D'Angelo Seconded	X			

Mr. Bender asked for brief Executive Session to discuss a personnel matter and a real estate issue, but that no official action would be required.

**Adjournment:**

There being no further business to be brought before the Board, upon motion by member Mengel, seconded by member Tenney, the meeting was adjourned at 5:45 p.m.

All present voted in favor.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read 'D. Mengel', written in dark ink.

Donna L Mengel, Secretary