

North Wales Water Authority Board of Directors

Minutes of 11-28-2012

Call to order:

The meeting was held at the NWWA Offices, 200 W Walnut St, North Wales, PA 19454, and called to order by Board Chair, Joan Nagel, at 5:00 p.m.

Pledge of Allegiance:

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

Roll Call:

Roll call was taken and recorded as follows;

Attendee Name	Organization	Title	Status
Joan Nagel	NWWA	Chair	Present
Albert Tenney	NWWA	Vice Chair	Present
Carene Makinson-Sanders	NWWA	Secretary	Present
Herbert Kavash	NWWA	Treasurer	Present
Donna Mengel	NWWA	Asst. Sec/Treasurer	Present
Robert C. Bender	NWWA	Executive Director	Present
Raymond J. Berry	NWWA	Director of Operations	Present
Christine Lezoche	NWWA	Director of Finance	Present
Michael Clarke	Rudolph Clarke Kirk	Authority Solicitor	Present
Kenneth Heydt, P.E.	Carroll Engineering	Authority Engineer	Absent
Melissa Fiala	Rudolph Clarke Kirk	Authority Solicitor	Present
Brad Fisher P.E.	Carroll Engineering	Authority Engineer	Present

Mr. Clarke reported that a brief Executive Session was held after the regular meeting on 11/14/2012 to discuss personnel matters.

Approval of Minutes:

The Board next considered approval of the Minutes of 11/14/2012. Upon a motion of member Mengel, seconded by member Tenney the minutes were approved as corrected.

Vote Record						
			Yes/Aye	No/Nay	Abstain	Absent
x Approved	Mrs. Nagel		x			
	Mr. Tenney		x			
	Mrs. Sanders		x			
	Mr. Kavash	Seconded	x			
	Ms. Mengel	Initiated	x			

Public Comment: No members of the public were present.

Bids and Contracts:

Nothing at this meeting

Resolutions:

Chris Gibbons of Concord Public Finance was present. He discussed the upcoming financial decisions that need to be made for the upcoming capital projects funding and gave an updated financial plan to the Board for review and discussion. He reported that all the RFPs for the initial series 2012 borrowing have been received and that T D Bank had the lowest rate and terms. Borrowing will be completed in stages, including the initial Bank Borrowing of 10 million dollars, to be completed prior to 12/31/12, the additional capital improvements borrowing of up to 14 million dollars funded by a new bond issuance now scheduled to settle in January 2013, and the refinancing of the existing sewer bonds, as to take advantage of current lower interest rates. The final amounts for the next series of borrowing will be refined once upcoming project costs have been finalized. Mr. Gibbons explained to the Board that this package of refinancing would provide the Authority with the funds needed to finance the upcoming capital projects, while reducing annual debt service requirements and long term costs, again due to the current interest rates being less than 2%.

Resolution 2012-13: Bond Resolution 2012-13, for Series 2012 in the amount of \$10,000,000 and the TD Bank Loan Proposal documents were presented to the Board for approval. After Board discussion, upon a motion by member Mengel, seconded by member Tenney the Board unanimously approved the Resolution, Bank Borrowing, and execution of all required documents.

Vote Record						
			Yes/Aye	No/Nay	Abstain	Absent
x Approved	Mrs. Nagel		X			
	Mr. Tenney	Seconded	X			
	Mrs. Sanders		X			
	Mr. Kavash		X			
	Ms. Mengel	Initiated	X			

Engineers Report:

Mr. Fisher presented Payment Application # 6 for Contract # 530-12-16 to B.P. Paterson Inc., in the amount of \$ 55,595.33 for approval.

Upon a motion by member Tenney, seconded by member Mengel, the Board approved the payment application.

Vote Record						
			Yes/Aye	No/Nay	Abstain	Absent
x Approved	Mrs. Nagel		X			
	Mr. Tenney	Initiated	X			
	Mrs. Sanders		X			
	Mr. Kavash		X			
	Ms. Mengel	Seconded	X			

Mr. Fisher also explained the separate Change Order request from B. P. Paterson Inc., and the letter of denial from Carroll Engineering. According to Mr. Fisher, Paterson did not follow correct contract procedures for submitting the change order request in a timely manner, and that even if it had been filed in time, it would have been denied on its merit, or lack thereof, as the items listed within the request were not the responsibility of the Authority. The Board took no action on this matter and allowed the Engineers denial to stand.

Solicitors Report:

Mr. Clarke reported that they continue to work on the Bucks County/County Line Road Water Line project.

Mr. Clarke then asked the Board to review the letter of 11/28/2012 from Board Chair, Joan H Nagel, amending the terms of the employment contract for Executive Director; Robert C Bender. The Board thanked Mr. Bender for his performance over the past year.

Vote Record						
			Yes/Aye	No/Nay	Abstain	Absent
x Approved	Mrs. Nagel		X			
	Mr. Tenney		X			
	Mrs. Sanders	Initiated	X			
	Mr. Kavash	Seconded	X			
	Ms. Mengel		X			

Operations Report:

Mr. Berry gave a month end operations report and nothing was out of the ordinary. Mr. Berry presented to the most recent NPDES compliance inspection report for the sewer plant from the PaDEP, noting that even during Hurricane Sandy and the extended loss of electrical power, we had no operating violations at our sewer plant.

Bills & Requisitions Approval:

Mrs. Lezoche advised the Board that there was nothing out of the ordinary within the bills listings, recommending and requesting approval to pay all invoices, process all refunds, and to transfer and/or requisition funds, as presented to the Board.

- a. **Approval of Bills , Refunds, Transfers and Requisitions List dated: 11/07/2012**
- b. **Approval of Bills , Refunds, Transfers and Requisitions List dated: 11/20/2012**

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

Vote Record						
			Yes/Aye	No/Nay	Abstain	Absent
x Approved	Mrs. Nagel		x			
	Mr. Tenney		x			
	Mrs. Sanders	Seconded	x			
	Mr. Kavash	Initiated	x			
	Ms. Mengel		x			

Executive Directors Report:

Mr. Bender noted that the staff was still in the process of reviewing all line items on the County Line Road Project bids as received on 11/07/12. He advised the Board that once all bid line items were reviewed and then preliminarily allocated amongst the NWWA, NPWA, and BCWSA, there would be a meeting of staff members from all three entities so that all could review the proposed allocations. He said that the plan is to first obtain staff agreement as to the cost sharing, and then provide the information to the NWWA Solicitor, the NPWA, and BCWSA, to approve and memorialize as needed.

Mr. Bender stated that based upon a preliminary review of the bids, it appears that the BCWSA share of this phase of the overall project will be lower than the \$6.3 million originally anticipated. He noted that once we have added the actual costs for the Forest Park portion of the transmission line project, it may exceed the \$6.3 million, and that we may need to advance additional funding for the project, however this is expected to be less than the \$3 million dollars previously approved and budgeted. He reminded the Board that we anticipate awarding the construction contract at the December 19th Board meeting.

Lastly Mr. Bender advised the Board that we will have a staff meeting on December 5th to review all outstanding issues for the project so that everything was in order for approval of December 19th. He said that we hope to have the detailed project cost allocations finalized at that time.

Mr. Bender then reported to the Board that the discussions with Horsham Township WSA have continued and that draft contract reviews have continued.

Adjournment:

There being no further business before the Board, upon motion by member Kavash, seconded by member Mengel, the meeting was adjourned at 5:45 pm. All present voted in favor.

Respectfully Submitted,



Carene Makinson-Sanders, Secretary