

**PROCEEDINGS OF THE CENTRAL BROWN COUNTY WATER AUTHORITY**

Pursuant to Section 19.84 Wis. Stats, a regular meeting of the **Central Brown County Water Authority** was held on Wednesday, March 28, 2018 at the DePere City Hall, 2<sup>nd</sup> Floor Riverview Conference Room, 335 South Broadway, DePere, WI

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**Present:** Allouez-Green, Bellevue-Betts, DePere-DeLo, Howard-Farr,  
Lawrence-Wetzel  
**Excused:** Ledgeview  
**Also Present:** Dave Vaclavik-Manager  
Don Voogt – McMahon, Inc.

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The meeting was called to order by Vice-President Geoff Farr at 3:00 p.m.

**Roll Call:**

Call the Roll for Attendance. Roll Call was taken as recorded above.

**Approval of the Agenda:**

Approve Agenda

**Motion made by Bellevue, seconded by DePere to approve the agenda.**

**MOTION UNANIMOUSLY APPROVED**

**Approval of Minutes:**

Approve Minutes: February 28, 2018

**Motion made by Lawrence, seconded by Howard to approve the minutes.**

**MOTION UNANIMOUSLY APPROVED**

**Public Comment:** None

**Appearances:** None

**Administrative Actions & Reports:**

- 1, **RFQ For Consulting Services Appoint Selection Committee:**  
Manager Vaclavik reported that the RFQ for consulting services related to Strategic Plan Implementation has been issued and responses are due today at 2 p.m. Two have been received thus far. President Burdette and the Manager plan to meet with Green Bay Water Utility personnel to review submittals and select 2-3 firms to make presentations. As the selection will be a joint decision of CBCWA and GBWU, the thought was to form a selection committee from both organizations to hear presentations. It was recommended that DeLo, Burdette, and Green be appointed to represent the Authority if available.
  
2. **Manager Recruitment:**  
The Manager reported that recruitment for his position will extend past his planned retirement date of April 27<sup>th</sup>. He understands there have been 37

applicants, some of whom have good credentials. A presentation will be made at the April 18<sup>th</sup> meeting in Closed Session. Copies of resumes will be provided ahead of this meeting date.

Vaclavik stated he has worked with the attorney and President Burdette to develop an arrangement that allows him to extend his retirement date and still take advantage of plans and commitments made when planning his original retirement date. Vaclavik is willing to extend his retirement date until July 14, 2018 but will reduce hours and onsite presence beginning the week of April 29<sup>th</sup>. A revised employment agreement has been drafted and distributed to Board members for discussion.

3. **Resolution 2018-01 Amending CBCWA Formation Agreement:**

Manager Vaclavik has been working with Attorney Kobza on amendments to the Water Purchase & Sale Agreement that would allow alternative approaches for new member buy in. He stated there has been a struggle to differentiate between the existing six members and any future members joining the Authority.

Amending the Water Purchase Agreement will require looking at the Authority's Formation Agreement and ensuring that it permitted the changes necessary to implement intended changes to the Agreement. To the extent possible, an effort has been made to try and keep language consistent throughout the Authority's governing documents. A proposed Resolution amending the Formation Agreement and a letter from Attorney Kobza outlining the steps needed to initiate and implement the amendment has been provided to members.

The Manager highlighted the proposed changes explaining that modifications include two new member categories:

- a. Equity Members – defined as the six existing members and additional members who have satisfied membership requirements set by the Board; and
- b. Customer Members – defined as Additional Members who have not yet fulfilled Board established membership requirements.

- I The Agreement also makes changes to the supermajority voting requirements and creates Executive and Membership Committees with specific responsibilities and limits officer positions to Equity Members. There are other changes of less significance including deletion of registered agent language deemed no longer useful, withdrawal from the Authority after bonds are paid off, etc.

Delo, in the interest of membership, addressed purchase of assets which Vaclavik stated he had discussed with Attorney Kobza. Delo had several other comments which will be addressed as this item progresses. No action was taken at this time. The Formation Agreement will appear again on the May agenda with further details for discussion.

4. **Financial Reports:**

Financial reports/balance sheets are on track, although the Manager pointed out that \$94,219.23 is being held in reserve based on advice from legal counsel See Manager's Report below for details.

Bond payments are due May 1<sup>st</sup> and will be paid in late April. The process of collecting information for the audit has begun and Baker Tilly will be on site tomorrow, March 29<sup>th</sup>, with a potential presentation date in May.

**Motion made by DePere, seconded by Lawrence to approve.  
MOTION UNANIMOUSLY APPROVED**

5. **Pay Authorizations: Vouchers:**

Vouchers were reviewed. The Manager pointed out that because of meeting schedules and approval of invoices there are times when WPS payments have been made late. He has been working with their accounting department to correct this.

**Motion made by Howard, seconded by DePere to approve.  
MOTION UNANIMOUSLY APPROVED**

**Technical Committee Recommendations:**

1. No Action Items to Report

**Project Update and Status Reports:**

1. **Engineer's Report:**

Don Voogt reported that McMahon is working on two projects, one being plans and specs for automatic chlorine shut off valves at booster stations; and secondly the purchase of a spare 48" butterfly valve and two pieces of pipe for emergency repairs on the steel pipe line. Options for storage are being researched with a member community who has available space.

2. **Manager's Report:**

In addition to the items above, Manager Vaclavik highlighted items from his written report including the following:

- **MPU Negotiations** – A letter has been received from MPU expressing willingness to discuss the contract. A meeting has been set for April 26<sup>th</sup> in Madison. Issues to address include:
  - **Replacement of CMF Plant Capacity at MPU** - MPU intends to replace their membrane filtration system by 2020. By contract, a meeting was scheduled with President Burdette, Gary Rosenbeck and the Manager at which time MPU made a PowerPoint presentation explaining their logic and plans. A response has been issued.
  - **Finished Water Master Meter** – This meter remains inaccurate at low flow rates and varies when different pumps are operational. As of yet, no fix has been proposed. A letter has been sent to MPU requesting an update and resolution.
  - **MPU HVAC and Pump Optimization** – MPU has received bids for review of the HFAC and pumping systems at the finished water reservoir and pumping station. They have not moved forward as there are conflicting views of who is obligated to pay for the work.

- **Take or Pay** –The Authority has received an invoice from MPU in the amount of \$94,219.23 representing an amount owing under the terms of contract. This amount is being held in reserve based on advice from the attorney. Apparently, take or pay was not included in the PSC approved rate tariff and, as such, may not be an authorized charge in spite of being in the contractual agreement. MPU has been informed accordingly.

Manager Vaclavik indicated that while these issues are important, the primary focus will be in clarifying contract language and establishing a sustainable rate structure and agreement.

Other items covered in the Manager's report relate to the following:

**Emergency Interconnect** -a revised report has been received from AECOM and is under review

**Video Presentation** – Videotaping has been completed and editing is nearing completion. The Manger indicated he has seen the first cut and was impressed. It should be available for local use as well as inclusion in the CBCWA website soon.

**Old Business:** None

**New Business:** None

**Closed Session:**

**The Board may go into Closed Session pursuant to Wisconsin State Statute 19.95 (1) ( c) considering employment, promotion, compensation or performance evaluation data of any public employee over which the governmental body has jurisdiction or exercises responsibility. The Board will then reconvene back into Open Session.**

1. **Revisions to Manager Employment Contract:**

**No Closed Session Held**

**Next Meeting:**

Suggested Agenda Items for next meeting on April 18, 2018.

**Adjourn:**

**Motion made by Howard, seconded by DePere to adjourn at 3:47 p.m.**

**MOTION UNANIMOUSLY APPROVED**

Respectfully submitted,

Rae G. Knippel  
Transcription