

PUBLIC UTILITY DISTRICT NO. 1  
OF ASOTIN COUNTY, WASHINGTON  
MEETING MINUTES  
April 24, 2017

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President Don Nuxoll presiding, the Public Utility District No. 1 of Asotin County Meeting was called to order at 5:30 p.m. at the PUD Office at 1500 Scenic Way.

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ROLL CALL: PRESENT Commissioners: Don Nuxoll, Judy Ridge and Greg McCall.

PUD Staff: General Manager Tim Simpson.

Members of the public were present.

MINUTES OF MEETING AND VOUCHER APPROVAL

**MOTION** by Commissioner Judy Ridge and seconded by Commissioner Greg McCall to approve the consent agenda approving the minutes of the April 10, 2017 Special Meeting and minutes of the April 10, 2017 Regular Meeting and payment of the Transaction Vouchers covering vouchers #4290EFT through #4306EFT in the amount of \$30,829.12 and Blanket Transaction Voucher Approval Document covering vouchers #36949 through #36991 and Electronic Transaction Vouchers #17041501 and #17041502 in the amount of \$42,574.53. The question was called for on the motion. The motion passed 3-0.

OLD BUSINESS

Tyler Technologies Enterprise Resource Planning (ERP) Software and Services

The manager stated that at the last Board meeting he reported that Tyler Technologies provided a standard form contract for our review for the conversion of our current customer information and billing software to their MUNIS product. The Software as a Service Agreement was sent to our General Counsel for his review. Our counsel along with their technology attorney made changes to the document requesting additions and amendments to the Agreement focusing in the area of cyber security and data protection.

Tyler's corporate attorney conducted his review and provided his re-marked-up version of the Agreement. Tyler's attorney stated that most, if not, of all our concerns about a data breach and security changes are addressed in their security standards and compliance document. The manager reported that we will have to sign a Confidentiality and Non-Disclosure Agreement (NDA) in order get this information. The Agreement and the NDA have been sent to our counsel for his review.

The manager stated that we are covered by our Public utility Risk Management Pool (PURMS) for \$10 million in case of a third party breach of data.

NEW BUSINESS

1999 Caterpillar 416C Backhoe Purchase Offer

The manager reported that the day after Resolution 17-436 was adopted, providing for the surplus and sale of the 1999 Caterpillar (CAT) 416C Backhoe, he advertised for the receipt of bids for the Backhoe in the Lewiston Morning Tribune and the Moneysaver. The advertisements and discussion with several individuals who had expressed interest in purchasing the backhoe resulted in only one (1) bid submitted for the Backhoe. The bid was for \$17,000, which was below the \$22,000 minimum set by the Resolution.

The manager stated that after receipt of the bid he began negotiations with two (2) of the interested parties to sell the Backhoe. The Resolution approved by the Board, states that if not sold by bid, the General Manager is authorized to dispose of (sell) the 1999 CAT in the most expeditious way possible. After discussion with the parties, the manager received an offer of \$20,000.00 from Justin Luther with Snake River Adventures for purchase for the Backhoe. The manager recommended accepting the offer.

**MOTION** by Commissioner Judy Ridge and seconded by Commissioner Greg McCall to accept the purchase offer of \$20,000.00 for the 1999 Caterpillar 416C Backhoe from Justin Luther, Snake River Adventures, authorizing its sale. The question was called for on the motion. The motion passed 3-0.

General Legal Counsel Engagement Letter

The manager presented a formal Engagement Letter for General Legal Counsel Services from Joe Brogan and Foster Pepper which includes the terms for engagement of legal services. He stated that at the meeting held on Monday, April 10th, he requested Board consideration of the removal of the “interim” designation from our General Legal Counsel making him and Foster Pepper our regular General Legal Counsel. This recommendation was based on the excellent legal counsel the PUD has received since bringing Mr. Brogan and Foster Pepper on as counsel on January 1, 2017.

He stated that the Board agreed with the recommendation and directed him to request a formal Engagement Letter for legal services from Foster Pepper for Board consideration at the next regular meeting. The Board also expressed concerns about the hourly cost of his legal services which was relayed to Mr. Brogan. The manager reported that the fees associated with Foster Pepper’s legal services will not increase with the new engagement.

**MOTION** by Commissioner Greg McCall and seconded by Commissioner Judy Ridge to approve the General Legal Counsel Engagement Letter with Foster Pepper authorizing the General Manager to sign the letter. The question was called for on the motion. The motion passed 3-0.

Change the Tuesday, May 9th Commission Meeting Date to Monday, May 8th

The manager requested changing the next Commission meeting date from Tuesday, May 9, 2017 to Monday, May 8, 2017 due to commissioner travel.

**MOTION** by Commissioner Greg McCall and seconded by Commissioner Judy Ridge to approve changing the Tuesday, May 9, 2017 meeting to Monday, May 8, 2017 at 5:30 pm. The question was called for on the motion. The motion passed 3-0.

MANAGER'S REPORT

Bridge Street Service Replacements – the remaining three (3) old water service lines, that needed to be replaced on Bridge Street in advance of the Department of Transportation road grinding and asphalt overlay this summer, have been completed.

Capital Improvement Projects – the operations crew began the replacement of 3,000 feet of steel water main with 8-inch C900 PVC on 8<sup>th</sup> Street starting at Fair Street moving south to Diagonal Street. The crew is working Thursday night, April 27<sup>th</sup> to work on the water main in order to not conflict with Dutch Bros. and Subway's business hours.

COMMISSIONER'S REPORT

Commissioner Ridge and Commissioner McCall attended the Washington PUD Association meetings and New Commissioner Orientation in Olympia, Washington on April 12-14. A report was given during the Board Work Session

Commissioner Ridge will be attending Energy Northwest meetings April 24-26 in Richland and Public Power Council meetings on May 3-4 in Portland. She will miss the next regular meeting on May 8<sup>th</sup> due to attendance at the Northwest Public Power Association Annual Conference in Sunriver, Oregon on May 7-10.

ADJOURNMENT

There being no further business the meeting was adjourned at 5:55 p.m.