

AGENDA
PORTLAND WATER DISTRICT

225 Douglass Street, Portland, Maine

Jeff P. Nixon Training Center

6:00 p.m. on Monday, October 28, 2024

<https://us06web.zoom.us/j/83861110729?pwd=MfFKXKxaJD4f3jNhODIYYFmNm5M2I9.1>

1. Convene Meeting with Pledge of Allegiance and moment of silence. President Lunt
2. Roll Call Clerk
- 3a. Acceptance of Minutes of the Regular Meeting of September 23, 2024 President Lunt
- 3b. Acceptance of Minutes of the Workshop Meeting of October 15, 2024 President Lunt
4. Invitation for Public Comment President Lunt
5. Reports:
 - Operations Committee Reports Trustee Shattuck-Heidorn
 - Planning Committee Reports Trustee Crockett
 - Administration & Finance Committee Reports Trustee Cote
 - General Manager's Report Interim General Manager
6. New Business
 - A. Order 24-027 authorizing an amendment to a construction contract with AAA Energy Service. Operations Committee
 - B. Resolution 24-012 confirming the General Manager's appointment of Emanuel Archibald as the Director of Human Resources, effective October 21, 2024. President Lunt
 - C. Resolution 24-013 confirming the General Manager's appointment of Greg Pellerin as the Engineering and Asset Management Service Manager, effective October 21, 2024. President Lunt
 - D. FIRST READING Order 24-026 amending the District's Bylaws to allow the position of Corporate Counsel to be hired by the Board of Trustees instead of the General Manager. (This item requires readings at two meetings of the Board.) Donna Katsiaficas
7. Other Business An item may be added to this agenda provided seven trustees vote to waive the rule regarding agendas. President Lunt
8. Second Invitation for Public Comment President Lunt
9. Trustee Comments President Lunt
10. Executive Session A motion may be made to go into Executive Session at any time during the meeting to discuss, pursuant to 1 M.R.S. §405(6)(A) personnel, 1 M.R.S. §405(6)(C) real estate, 1 M.R.S. §405 (6)(D) labor negotiations, or 1 M.R.S. §405(6)(E) legal matters. President Lunt
11. Adjournment President Lunt

Donna M. Katsiaficas
Clerk

Portland Water District
Board of Trustees Regular Meeting
October 28, 2024

New Business

Agenda Item 6A – 6D



BOARD OF TRUSTEES / AGENDA ITEM SUMMARY

Agenda Item: 6A Order 24-027
Date of Meeting: October 28, 2024
Subject: Douglass St HVAC Improvements Phase 3
Presented By: Joshua Hudak, CFM Facilities Manager

RECOMMENDATION

The following proposed language is presented for Board of Trustee approval:

ORDERED, the Treasurer is authorized to amend a construction contract with AAA Energy Service in the amount of \$421,005 for the Douglass Street HVAC Improvements Phase 3- 2024 CIP 068-3054.

BACKGROUND ANALYSIS

The HVAC Phase 3 is for the second-floor area of Engineering Services. In order to keep the consistency of HVAC units and control systems, we recommend continuing our work with AAA Energy Services on the HVAC Projects. AAA Energy Service is on site already and we are able to save a substantial amount of money for mobilization costs if we continue with them. AAA Energy has provided excellent installation service and communication in the HVAC Phases 1 and 2 Projects. We recommend we continue to use AAA Energy Service to complete the next phase of the upgrade.

FISCAL REVIEW/FUNDING

Douglass St HVAC Improvements Phase 3- 2024 CIP 068-3054 is programmed for \$525,000.

LEGAL REVIEW

Corporate Counsel has reviewed the proposed order as to form.

CONCLUSION(S)

The staff recommends we issue the design-build contract to AAA Energy Services. The Committee voted 2-0 in support of the recommendation.

ATTACHMENT(S)

Project Outline

<u>Project</u>	<u>Budget</u>	<u>Cost</u>	<u>Comments</u>	<u>Status</u>
Phase 1 Generator and Switchgear Upgrade (2022)	\$450,000.00	\$412,000.00	First time working with AAA as the low bidder. Work went Smooth and on time.	Complete
Phase 2 HVAC/ Renovations SMT Area (2023)	\$900,000.00	\$892,277.00	AAA was only bidder for this Design/Build concept.	Final Touches
Phase 3 HVAC/ Renovations Engineering Area (2024)	\$525,000.00	\$421,005.00	AAA is on site already and proposed a price within the budget. Savings of nearly 20K on mobilization costs.	Design/Approval by Board
Phase 4 HVAC/ Renovations 3rd Floor and Finance/IS Area (2025)	\$1,900,000.00			Design/Brainstorm
Phase 5 HVAC/ Renovations CS and Boiler Upgrade (2026)	\$1,000,000.00			Design/Brainstorm

Note(s):	<ol style="list-style-type: none"> 1. Equipment lead time is currently (19) weeks from date of order. 2. All work on owner-provided equipment will be done on a time-and-material basis. 3. AAA warranty is for installation only on owner supplied equipment.
Project Cost:	<p>The cost for the above scope, including material, Tax and labor will be</p> <p>Base Bid: \$319,535</p> <p>Alt#1: \$54,885</p> <p>Alt #2: \$46,585</p>



Scarborough, ME (207) 883-1473 | Pittsfield, ME (207) 487-3706 | Auburn, NH (603) 626-4884

Project Proposal

Josh Hudak
 Portland Water District
 225 Douglass St
 Portland ME, 04102

AAA Energy Service is pleased to provide you with this proposal. Please let us know if you have any questions or concerns once you have had a chance to review the information below.

Proposal Date:	September 3rd, 2024
Brief Project Description:	Phase #2 Renovations
Scope of Work:	<ul style="list-style-type: none"> • Base Bid • New Trane AHU to replace HVAC #3 in attic mechanical room • (5) Trane VAV's w/ hot water reheat to replace existing zone dampers • All new controls • Duct cleaning all existing duct to remain • Replace all receptacles and switches • Paint and patch all walls • Alt #1 Ceiling Work • Replace ceiling w/ 2'x4' ceiling tile to match phase #1 • New light fixtures • New supply and return diffusers • New sprinkler heads • Alt#2 Flooring • Remove and replace flooring w/ all new carpet to match existing • Provide new cove base • Permits and Bonds on all scope • Owner training on all scope • One year warranty on installation on all scope

Memorandum

To: Board of Trustees
From: Christopher Crovo
Date: October 28, 2024
Subject: Confirmation of General Manager's Appointment

I'm pleased to recommend Emanuel (Manny) Archibald for the Board of Trustees' confirmation as PWD's Director of Human Resources.

With over 15 years of experience in HR, Manny has overseen various functions, including HR, Facilities, Safety, and IT. Manny's extensive experience and dedication to the field of HR will undoubtedly be an asset to our organization. He brings a wealth of experience and a proven track record in HR and related fields, making him a valuable addition to our team.

Donna Katsiaficas and Michelle Clements took the lead on recruiting for the Human Resources position. Further, the entire Senior Management team participated in the interview process, and unanimously recommended Manny to succeed Mary Demers, who announced her retirement Just recently.

The following Motion is recommended:

**Resolved, to confirm the General Manager's appointment of:
Emanuel Archibald, Director of Human Resources.**

Memorandum

To: Board of Trustees
From: Christopher Crovo
Date: October 28, 2024
Subject: Confirmation of General Manager's Appointment

I'm pleased to recommend Greg Pellerin for the Board of Trustees' confirmation as PWD's Engineering and Asset Management Services Manager.

Greg has been an invaluable member of the District for the past eight years. He began his journey with us as a Project Engineer, then advanced to Senior Project Engineer, where he managed the SCADA system and later took charge of the Capital Improvement Program.

Before joining PWD, Greg spent five years at a local consulting firm, working on various water and wastewater projects and developing asset management programs.

The following Motion is recommended:

Resolved, to confirm the General Manager's appointment of:

Greg Pellerin, Engineering and Asset Management Services Manager.



BOARD OF TRUSTEES / AGENDA ITEM SUMMARY

Agenda Item: 6D Order 24-026
Date of Meeting: October 28, 2024
Subject: Amendment to Bylaws
Presented By: Donna Katsiaficas, Corporate Counsel

RECOMMENDATION

The following proposed language is presented for Board of Trustee approval:

ORDERED, that the Bylaws of the Portland Water District are hereby amended and approved in substantial form as attached hereto, effective upon this approval.

BACKGROUND

Under the present District personnel staffing plan, the District's Corporate Counsel is hired by the General Manager, and the appointment is confirmed by the Board of Trustees, as are other Department Heads. Due to the nature of the Corporate Counsel's position in the organization and the professional obligations of the position, the President and Vice President of the Board have requested that the position of Corporate Counsel be hired by the Board of Trustees instead of the General Manager. This change requires an amendment to the Bylaws of the District. If this change is approved, the title of the Corporate Counsel's position would change to Corporation Counsel to reflect this change, in keeping with the change in the reporting structure.

Bylaw changes require two readings. If this proposal is favorably voted by the Committee, the bylaw change will be placed on the next two business meeting agendas.

FISCAL REVIEW / FUNDING

The changes do not result in any fiscal impact to PWD.

LEGAL REVIEW

Corporate Counsel reviewed the proposed motion and approved it as to form.

CONCLUSION(S)

The President recommends that the Committee approve the proposed motion. The Committee unanimously recommended the motion be forwarded to the Board for its consideration. Article XII in the Bylaws states amendments must be read at two separate meetings of the Board of Trustees. The first reading will be at the October 28, 2024, and the second reading at the November 25, 2024 meeting.

ATTACHMENT(S)

Draft of proposed revised Bylaws

PORTLAND WATER DISTRICT

BYLAWS

ARTICLE I

Meetings

Section 1 The annual meeting of the Board of Trustees for the election of officers of the Board and the transaction of other business shall be held during the month of March each year at the principal office of the District in Portland, Maine, or at such other place within the State of Maine and at such time as the Trustees may determine. In the event the annual meeting is not held, a special meeting in lieu of the annual meeting shall be called in the same manner as provided for special meetings of the Board of Trustees.

Section 2 Regular meetings of the Board of Trustees shall be held at the principal office of the District in Portland, Maine, or at such other place within the State of Maine as the Trustees may determine and at a date and time set by a vote of the majority of the Trustees present at the previous regular meeting of the Board.

Section 3 Special meetings of the Board of Trustees and a change in the date of a regular meeting may be called for by the President or any five Trustees, or by the Clerk upon written request of the President or any five Trustees, by giving notice of the time and place of such meeting and the object for which it is called, in the manner provided by these Bylaws for giving notice of Trustees' meetings.

Section 4 Notice of all meetings of the Board of Trustees, other than regular meetings, shall be sent by the Clerk, or other person authorized to give the same by these Bylaws, by mail or by hand to each Trustee at his registered address, at least three (3) days prior to the date of the meeting. An affidavit of such mailing or delivery made by the Clerk or other duly authorized person, with a copy of the notice attached, shall be sufficient proof of such notice.

Section 5 At any meeting of the Board of Trustees, a majority of the Trustees shall constitute a quorum for transaction the of business, but a less number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present, a majority of the Trustees present at such meeting shall decide any question brought before such meeting, unless otherwise provided by law or by these Bylaws. The Trustees may adopt reasonable rules and regulations for the conduct of their meetings at the Annual Meeting consistent with the laws of Maine.

ARTICLE II

Officers

Section 1 The officers of the District shall be a President, a Vice President, a General Manager, a Treasurer, a Clerk, a Corporation Counsel and such additional officers as the Trustees may deem expedient. The President, Vice President, Treasurer, and Clerk shall be elected by ballot at the annual meeting of the Board of Trustees and shall hold office for one year and until their successors are elected and qualified, except for the Treasurer and Clerk, who shall hold office at the pleasure of the General Manager, unless their term is sooner terminated as hereinafter provided. The President and Vice President must be and remain members of the Board of Trustees. The Trustees, in their discretion, may appoint additional officers of the District and prescribe their duties.

Section 2 The Board of Trustees shall appoint a General Manager and a Corporation Counsel by a majority vote of all Trustees (six). The General Manager shall be the administrative head of the District. The Corporation Counsel shall be responsible for the legal representation and legal affairs of the District. The General Manager or the Corporation Counsel shall be removable at any Annual Meeting by a majority vote of all the Trustees (six), and at any other time by a vote of not less than seven Trustees.

Section 3 All department heads of the District and the Assistant General Manager, if the position is filled, shall be appointed by the General Manager and shall be confirmed by the Board of Trustees. Other employees of the District shall be appointed by the General Manager, provided that the position shall first have been approved by the Board. All employees of the District, including department heads and the Assistant General Manager, shall hold their employment during the pleasure of the General Manager.

ARTICLE III

President

The President shall preside at all meetings of the Board of Trustees when present, at which meetings she or he shall have a right to vote, and shall perform all the duties commonly incident to the office, and such other duties as these Bylaws or the Trustees shall designate. In the event the President is unable to complete the term of office as President for any reason, a new President shall be elected to serve until the next Annual Meeting.

ARTICLE IV

Vice President

In the temporary absence or disability of the President, the Vice President shall have the powers and be subject to the duties of the President while the absence or disability of the

President continues. The Vice President shall have such other powers and duties as these Bylaws or the Trustees from time to time shall prescribe. In the event the Vice President is unable to complete the term of office as Vice President for any reason, a new Vice President shall be elected to serve until the next Annual Meeting.

ARTICLE V

Clerk

Section 1 The Clerk shall be present at all meetings of the Board of Trustees and shall keep an accurate record of the proceedings of such meetings in books provided for the purpose, which books shall be open at all reasonable times to the inspection of any Trustee, and shall perform such other duties and have such other powers as shall be prescribed by the Board of Trustees, by these Bylaws or by law. In the absence of the Clerk at any meeting, a Clerk pro tem may be chosen, who shall record the proceedings of such meeting in the aforesaid books.

Section 2 The Clerk shall record the names of the Trustees absent from any meeting of the Board of Trustees. The Clerk shall also, at the request of any absent member, enter upon the records of any meeting the views of such member of any action taken at such meeting.

ARTICLE VI

General Manager

Section 1 The General Manager shall be the administrative head of all activities of the District under the policy guidance and governance of the Board of Trustees, and shall have such other powers and duties as the Trustees from time to time shall prescribe. The General Manager shall keep the Board of Trustees fully informed at all times as to the status of District activities.

Section 2 In the absence or disability of the General Manager, the Assistant General Manager, if the position is filled, or the General Manager's designee pursuant to a Succession Policy shall have the powers, and be subject to the duties of the General Manager while the absence or disability of the General Manager continues. The person so designated shall have such other powers and duties as these Bylaws or the Trustees from time to time shall prescribe

ARTICLE VII

Treasurer

The Treasurer shall administer the financial affairs of the District and shall have the care and custody of the funds and securities of the District, all in accordance with prudent business practices and in accordance with generally accepted accounting principles. The Treasurer or the General Manager shall sign all contracts, deeds, bonds and obligations of the

District, as approved by the Trustees. The Treasurer shall keep or cause to be kept accurate books of account, which shall be open at all times to any Trustee. The Treasurer shall furnish such reports and shall perform all other duties commonly incident to the office and such other duties as shall be prescribed by the General Manager or the Board of Trustees. The Treasurer shall be bonded for the faithful discharge of the duties of the office in a sum, and with such sureties, as the Trustees from time to time shall require.

During the absence or disability of the Treasurer, the Assistant Treasurer shall have the powers and duties of that office.

ARTICLE VIII

District Staff

The organization and staffing of the District shall be as the Board of Trustees shall prescribe, and the General Manager shall assign duties and responsibilities to the various employees of the District in accordance with the approved organization and staffing plan. The General Manager may reallocate such duties and responsibilities, when, in her or his opinion, a critical need exists but, if this authority is exercised, the General Manager shall provide a full report citing the reasons and the steps taken at the next meeting of the Board of Trustees.

ARTICLE IX

Audit

Section 1 Prior to the filing with the municipal officers of the detailed annual report required by Section 21 of the Charter of the District, and as much oftener as the Trustees may prescribe, there shall be made a full and detailed examination of the financial affairs of the District and the methods employed in conducting its business affairs. For this purpose, the Trustees shall appoint an independent audit firm which shall conduct the audit and prepare its report in conformance with generally accepted accounting principles. The annual audit report shall be presented to the Board of Trustees for acceptance.

ARTICLE X

Committees

The Board of Trustees shall appoint such committees as it may deem expedient for the purposes of the District.

ARTICLE XI

Compensation

Section 1 Each Trustee of the District, other than the President, shall receive as compensation the sum of \$100 for each Regular Meeting, Special Meeting, or Workshop actually attended, with the total compensation not to exceed \$2,400 per year.

The President of the District shall receive as compensation the sum of \$125 for each Regular Meeting, Special Meeting, or Workshop actually attended, with the total compensation of the President not to exceed \$3,000 per year.

Section 2 The District may reimburse a Trustee for travel and expenses incurred in connection with District business, other than attendance at Trustee meetings, in accordance with District policy.

Section 3 The Board of Trustees shall adopt a system of position classification and compensation to be administered by the General Manager in determining the salaries and wages of District employees.

ARTICLE XII

Amendments

These Bylaws may be altered, amended or repealed at any meeting of the Board of Trustees by vote of a majority of Trustees, provided that in the notice of such meeting a notice of such intended alteration, amendment or repeal be given, and provided further that no such alteration, amendment or repeal shall be passed until it has been read at two separate meetings of the Board of Trustees.

ARTICLE XIII

Fiscal Year

The fiscal year of the District shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV

Nomination and Election of Trustees

The nomination and election of Trustees shall be conducted in accordance with Section 18 of the Charter of the District.

ARTICLE XV

Indemnification

The District shall indemnify and save harmless any person who may serve or who has served at any time as a member of the Board of Trustees or as an officer or employee of the District, or which Trustee, officer or employee is or was serving at the request of the District as a director, officer, trustee, employee, partner, fiduciary or agent of another corporation, partnership, joint venture, trust, pension, employee benefit plan or other entity, and the respective heirs, executors, administrators, and assigns of said person against any and all expense (including but not limited to attorneys' fees, amounts paid upon judgments, and amount paid in settlement before or after any litigation is commenced) actually and necessarily incurred by said person in connection with the defense or settlement of any claim, action, suit or proceeding in which said person is made a part or is threatened to become a party or which may be asserted against said person, by reason of serving in such capacity, if said person acted in good faith, and in a manner reasonably believed to be in, or not opposed to, the best interests of the District, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct to be unlawful. Said indemnification shall be in addition to any other rights to which the person indemnified may be entitled under any law, statute, agreement, vote of the Board of Trustees or otherwise.

Revised by Board of Trustees on _____, 2024

Revised by Board of Trustees on November 27, 2000

(Previous revision, September 23, 1996)

Portland Water District