



MEMORANDUM

EUGENE WATER & ELECTRIC BOARD

Rely on us.

TO: Commissioners Helgeson, Brown, Mital, Simpson and Carlson
FROM: Frank Lawson, General Manager
DATE: January 31, 2017
SUBJECT: Required Review of EWEB Bylaws
OBJECTIVE: Board Review

Issue

Article XII, Section 2 of the EWEB Bylaws states that “The Bylaws will be reviewed during the first three months following the swearing-in of elected commissioners.”

EWEB may amend the Bylaws after stated public notification and by a majority vote of the Board. The Bylaws were last amended on January 6, 2015 by Resolution No. 1502.

Discussion

A copy of the Bylaws is included as correspondence for the February 7, 2017 board meeting. Management requests that Commissioners review the Bylaws and provide feedback to Anne Kah, Executive Assistant by February 20, 2017. All responses will be provided in the form of a board backgrounder for the March 7th meeting. The March agenda will also include an opportunity for the Board to discuss proposed changes, or to affirm in the record that the Bylaws have been reviewed and are appropriate as written.

Recommendation

Review Bylaws and provide feedback which will facilitate Board discussion at the March 7th meeting.

Requested Board Action

None at this time.

Eugene Water & Electric Board Bylaws

ARTICLE I

Section 1.

The name of this organization is the Eugene Water & Electric Board.

Section 2.

Authority for the powers and functions vested in the Eugene Water & Electric Board is established by Chapter 10, Section 44, of the [Charter of the City of Eugene](#), (1976), as amended.

Section 3.

The Eugene Water & Electric Board is defined as a political subdivision of the City of Eugene, a municipal corporation.

ARTICLE II

Section 1.

The principal purpose of the Eugene Water & Electric Board is to benefit the citizens of Eugene by providing water, electric and other physical energy services to its customers while maintaining cost based rates in accordance with ORS Chapter 225.

ARTICLE III

Section 1.

The Eugene Water & Electric Board shall comply with all applicable federal, state, and local laws and regulations relating to its activities.

ARTICLE IV

Section 1.

The Board is composed of five electors of the city who shall serve without pay.

Section 2.

Section 2.962 of Eugene City Ordinance 18106 provides that, "In 1978, and every fourth year thereafter, two members shall be elected to the Eugene Water & Electric Board, one from Wards 4 and 5 and one from the city at large. In 1980, and every fourth year thereafter, three members shall be elected to the Board, one from Wards 1 and 8, one from Wards 2 and 3, and one from Wards 6 and 7."

ARTICLE V

Section 1.

The officers of the Board shall be president and vice president. The president and vice president will be elected annually. The Board shall appoint a general manager-secretary and fix his/her compensation and conditions of employment. The general manager-secretary shall designate an assistant secretary, treasurer and assistant treasurer.

Section 2.

Consultants to the Board shall be approved by the Board upon recommendation by the general manager-secretary as provided by policy adopted by the Board.

ARTICLE VI

Section 1.

The function of the president is to preside over all meetings of the Board. The Board shall conduct meetings in accordance with Board policies. If the Board is unable to resolve procedural issues, the Board shall use Robert's Rules of Order. The president's role shall be primarily procedural and the president shall have no greater vote on substantive matters than other members of the Board. The president will also represent the Board as required within the community and coordinate among the Board as necessary in the conduct of Board functions.

Section 2.

The function of the vice president is to perform the duties and responsibilities of the president in his/her absence or as agreed upon by the Board.

Section 3.

The general manager-secretary shall report to the Board as a whole and is responsible for implementing policies and directions established by the Board. The general manager-secretary acts as chief executive officer of the organization and shall have all authority to: operate all utilities, hire, appoint, terminate or remove employees, organize and, as the general manager-secretary deems necessary, disband and reorganize departments, act as contracting and purchasing agent for EWEB and award contracts for which there is an appropriation (except as otherwise provided in EWEB Purchasing Policies), prepare budgets, and enforce resolutions of the Board. The general manager-secretary shall also be responsible for preparing reports requested by the Board, representing the utility to the public, other agencies and organizations, and performing such other duties as the Board directs. The general manager-secretary may lawfully delegate any or all of the responsibilities within his/her authority.

ARTICLE VII

Section 1.

The organizational meeting of the Board will be held at the first regular meeting of each calendar year. The primary purpose of the organizational meeting is the election of Board officers and other routine annual business.

Section 2.

The Oregon form of government requires an informed public aware of the deliberations and decisions of public bodies and the information upon which such decisions were made. It is the intent that Board decisions be approved openly. Except as otherwise provided by law: all meetings of the Board shall be open to the public and all persons shall be permitted to attend, no quorum of the Board shall meet in private for the purpose of deciding on or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law (ORS 192.610-.690).

Section 3.

Commissioners shall not use or attempt to use their official position or office to obtain financial gain or avoidance of financial detriment. Commissioners shall follow requirements of state law as to announcing conflicts of interest or potential conflicts of interest and requirements for refraining from discussion, debate, or voting in matters where an actual conflict exists. Commissioners shall abide by state laws on gifts, pledges or promises of employment, personal gain through use of confidential information and prohibitions on representation of others before the Board. The Board may from time to time utilize Board policies or guidelines on conflicts of interest and other ethical ~~standards~~standards (ORS 244.010-.390).

Section 4.

A commissioner shall not qualify for employment at EWEB while serving on the Board and for twelve months after serving on the Board.

ARTICLE VIII

Section 1.

A quorum shall consist of three members of the Board.

Section 2.

In order to pass a resolution, motion, or other measure, an affirmative vote of at least 3 commissioners (a majority of the 5 commissioner positions) is required.

ARTICLE IX

Section 1.

Should a vacancy occur on the Board, the remaining Commissioners will appoint a qualified elector to fill such vacancy. The appointment shall be made within 90 days. (Eugene Charter 24)

Section 2.

Attendance at all meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the Secretary whenever possible. The Board shall have power to declare vacant the office of a member who shall absent himself/herself from three consecutive regular meetings without an excuse satisfactory to the Board (Eugene Code 2.205).

ARTICLE X

Section 1.

The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday in which case the meeting may be on the next business day or on another Tuesday in that month. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President and the General Manager-Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.

ARTICLE XI

Section 1.

All regular and special meetings of the Board shall be held whenever possible within the utility service district. (ORS 192.630(4))

ARTICLE XII

Section 1.

These Bylaws may be amended or altered by a majority vote of the Board. The proposed amendment or alteration shall be submitted to all other members of the Board in writing at least ten days before the meeting at which they are to be considered. For fourteen (14) days prior to the proposed adoption of any amendment or alteration, a copy of the amendment or alteration shall be available at the EWEB Headquarters for public inspection during regular office hours. Notification of the proposed amendment or alteration, the time and place of the meeting at which the proposal is to be adopted, and notice of its availability for public inspection shall be published once in a newspaper of general circulation in the city of Eugene at least fourteen (14) days before the meeting at which the amendment or alteration is to be adopted, or shall be published or disseminated by such alternate method as will provide reasonable notice to the public of such proposal. At the meeting, reasonable opportunity for public comment will be afforded.

Section 2.

The Bylaws will be reviewed during the first three months following the swearing-in of elected commissioners.

Adopted: 01/12/79

Amended: 09/12/83; 03/25/91;

04/12/93; 06/09/97; 06/02/98; 05/17/05; 07/19/11; 06/04/13, 01/06/15.



MEMORANDUM

EUGENE WATER & ELECTRIC BOARD

Rely on us.

TO: Commissioners Helgeson, Brown, Mital, Simpson, and Carlson
FROM: Sue Fahey, Chief Financial Officer; Sarah Gorsegner, Purchasing & Warehouse Supervisor
DATE: January 27, 2017
SUBJECT: Quarterly Contract Report for Q4 2016
OBJECTIVE: Information Only

Issue

The Board requested that management provide a quarterly report of contracts between \$20,000 and \$150,000 which would have come to the Board for approval under the policy limits that were in place prior to August 2013.

Background

A few years ago, the policy was changed to align with Oregon Statute solicitation thresholds which streamlined the contract approval process and allowed the Board and staff to focus on higher dollar contracts and other strategic initiatives.

Current statute and Board thresholds are:

Purchase of all Goods, Equipment, Services and Personal Services: \$ 150,000 or greater
Purchase of Construction Services: \$ 100,000 or greater.

Discussion

Attached is the contract report for the fourth quarter of 2016 and a list of Task Orders awarded for the Wildish Construction Management/General Contractor Carmen-Smith contract through the end of 2016 for orders that did not require Board approval. The contracts listed are those that would have previously come to the Board for approval, but which are now below the Board approval threshold.

Additionally, management reports the infrequent occurrences when purchasing rules are not followed. Purchasing rules require the solicitation of three quotes for purchases over \$10,000. In December, \$12,539 of services were provided without obtaining multiple quotes due to repairs on the raw water intake pump that required additional work. The additional costs were unforeseen when an initial estimate was requested and caused the total repair cost to exceed \$10,000.

Recommendation/Requested Board Action

None at this time. This information is provided for informational purposes only.

Contract Execution

Date	Contractor	City, State	Description	Contract Amount	Contract Term	Contract Process	ET Manager
10/14/16	KJ Smith Associates	Eugene, OR	Utility of the Future Community Engagement	\$21,025	10/14/16 to 3/31/17	Informal Request for Proposal	Erin Erben
10/17/16	Stantec	Portland, OR	EWEB CU Building Site Sampling	\$41,250	10/17/16 to 7/31/17	Qualified Based Selection	Mel Damewood
10/19/16	Atlassian JIRA Software	Chicago, IL	Service Desk Software	\$22,600	one-time purchase	Informal Request for Proposal	Matt Barton
10/20/16	Pivot Architecture	Eugene, OR	HQ to ROC Feasibility Space Planning Services	\$22,000	10/20/16 to 3/31/17	Qualified Based Selection	Mel Damewood
10/31/16	Peterson Structural Engineers	Portland, OR	Carmen Diversion Gates and Hoist Improvements	\$54,800	10-31-16 To 3-3-17	Qualified Based Selection	Mel Damewood
11/2/16	Schneider Electric/Telvent	Fort Collins , CO	Implement Responder Adapter for AMI	\$68,750	7/1/16 to 6/30/17	Direct-Negotiation	Matt Barton
11/2/16	TEKsystems	Eugene, OR	Temporary Employment Services- Business Analyst for Human Resources Software Replacement Project	\$93,600	11/2/16 to 5/31/17	Direct-Negotiation	Matt Barton
11/29/16	State of Oregon	Salem, OR	ArcGIS	\$21,600	11/28/16 to 1/31/17	Intergovernmental Agreement	Mel Damewood
12/7/16	Builders Electric	Eugene, OR	AMI Service Repairs	\$30,000	12/7/16 to 12/31/21	Request for Quotes	Mel Damewood
12/7/16	KPFF Consulting Engineers	Eugene, OR	Design Services- CS Debris Boom Anchor Points	\$58,718	12/7/16 to 12/31/17	Qualified Based Selection	Mel Damewood
12/14/16	OBEC	Eugene, OR	Survey work for sale of HQ surplus property	\$37,000	12/14/16 to 10/30/17	Qualified Based Selection	Mel Damewood
12/17/16	International Line Builders	Portland, OR	Electric Crews Emergency Declaration	\$200,000	12/16/16 to 1/15/17	Direct Negotiation - Emergency Declaration	Mel Damewood
12/17/16	Potelco	Sumner, WA	Electric Crews Emergency Declaration	\$775,000	12/17/16 to 1/16/17	Direct Negotiation - Emergency Declaration	Mel Damewood
12/19/16	Cowlitz Clean Sweep	Longview WA	Industrial, Environmental & Emergency Cleanup Services	\$150,000	12/20/2016 to 12/20/2021	Direct Negotiation - Emergency Declaration	Mel Damewood
12/19/16	Keyline	Myrtle Point, OR	Electric Crews Emergency Declaration	\$400,000	12/18/2017 to 1/17/2017	Direct Negotiation - Emergency Declaration	Mel Damewood
12/21/16	Sherman and Reilly	Chattanooga, TN	Trailer-Mounted Cable Puller	\$149,995	one time purchase	Direct-Negotiation-Sole Source-negotiation after a RFP process	Mel Damewood
12/21/16	NWFF Environmental	Philomath, OR	Industrial, Environmental & Emergency Cleanup Services	\$150,000	12/20/2016 to 12/20/2021	Direct Negotiation - Emergency Declaration	Mel Damewood
12/27/16	HDR Engineering	Bellevue, WA	City View 1150 PS Replacement Hydraulic Modeling Services	\$25,000	12/27/16 to 1/20/17	Qualified Based Selection	Mel Damewood
12/29/16	Alternative Work Services	Eugene, OR	Clerical services	\$50,000	1/1/17 to 12/31/21	Direct-Negotiation	Erin Erben

Small Procurement Overview

12/20/16	Stettler Supply Company	Salem, OR	Services to remove broken packing box, manufacture new packing box and install at Hayden Bridge Raw Water Pump #6	\$12,539	one-time repair	Direct-Negotiation	Mel Damewood
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Total # of Executed Contracts between \$10,000 - \$20,000 = 10

EWEB association for all above contracts = None

Qualification Based Selection is required based on current statutes and EWEB Public Contracting Rules for consultants who provide architectural, engineering, land surveying, and related services. The selection process for contracts on this report requires selection from pre-qualified firms, contract values are based on negotiations and reviewed for appropriate effort and rate schedules.

Contract 002-2011; Carmen Smith CM/GC Projects

Task Order activity reported quarterly, where Board Approval is not required (Activity under \$150,000)

Contractor: Wildfish, Eugene, OR.

ET Manager: Mel Damewood

Task Order Execution Date	Contract Amount	Task Order/Change Order #	Description
5/24/16	\$27,518.00	Task Order #2	Oil room hatch removal and repair
10/4/16	\$50,900.00	Task Order #3	Seals and gaskets at Smith intake gate
12/14/16	\$144,000.00	Task Order #5	New draft tube gates at the Carmen Powerhouse.

Questions? Please contact: Sarah Gorsegner, 541-685-7348