

# Board Minutes

## Regular Meeting

### Ayersville Water & Sewer District

13961 Fruit Ridge Rd., Defiance, OH 43512

Dated: 01/05/16 | Time: 7:00 PM | Meeting called to order by Vice President, Greg Schafer.

#### Roll Call of Board Members

Members Present: Greg Schafer (Vice President)  
Bob Cooper (Secretary/Treasurer)  
John Ehlinger (Member)  
Joanne Tuttobene (Member)  
John Miller (Member)  
Ronda Phillips (Member)

Members Absent: Frank D'Ambrosio

#### In Attendance

Non-officers Present: Caleb Antoine (District Manager)  
Gayle Decator (District Clerk)  
James Kuhlman (District Assistant)  
Nicholas Antoine (District Assistant)  
Carl Ireland (District Attorney)

#### New Board Trustees

Carl Ireland recited the oath of office under the Ohio Revised Code for public officials to Joanne Tuttobene and Ronda Phillips. Joanne and Ronda swore the oath and signed an acknowledgement form so indicating. Both received a copy of the pertinent ethics laws and signed a receipt so indicating. Congratulations were offered.

#### Public Comment

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Jerry Stevens asked how many Trustees sit on the Board. Carl Ireland answered that seven Trustees are called for in the legal documents creating the District and signed by the Common Pleas Judge. Joanne Tuttobene and Ronda Phillips talked about now being the "right" time to get involved and serving as a Trustee.

Jerry asked how much did customers in the Phase A sewer project have to pay. Gayle Decator answered \$806.00 upfront with the remainder unique to each customer. The interest rate is 2.82% on the remainder according to the terms of the grant.

Jerry stated that costs would have been less without \$800,000 in court and legal fees incurred by the District over challenges to construction of the sewer projects.

### **Reading and Approval of Minutes for General Board Meeting**

- A MOTION WAS MADE TO APPROVE THE MINUTES FOR THE DECEMBER 17, 2015 GENERAL MEETING.

MOVED: JOHN MILLER

SECONDED: JOHN EHLINGER

DISCUSSION: NONE

IN FAVOR: ALL    OPPOSED: NONE    ABSTAINED: NONE

MOTION CARRIED

### **Correspondence**

Bob Cooper reported receiving an email from Brian Berry dated January 4, 2015. At about 2:42 p.m. on December 20, 2015, the Highland Township Volunteer Fire Department was dispatched for a large field fire on the east side of St. Rt. 15, just north of Bowman Rd. Ten trucks and 28 firefighters assisted fighting the fire. Mutual aid from South Richland, Defiance City, Jewell, Continental and Auglaize were summoned to the fire. The fire spanned seven acres and was stopped a few feet from a large wooded area. No structures were harmed. Approximately, 1750 gallons of water were used.

### **Reports about Finances and from Officers, Committees and District Manager**

A. President's (Greg Schafer)

- Greg reported the high school student (last name of Berry) quit before Christmas from his job as janitor for the District. Service Master cleaned the office before. From now on, employees are responsible for cleaning their own work areas and share responsibility for common areas.
- Greg reported on Todd Helberg, a reporter with the Crescent-News, calling the District office to ask about the status of the finding of recovery against the Estate of Hope Okuley. Greg stated that until the matter is settled the District has no comment. Carl Ireland reported the finding of recovery focused on “funds that were not accounted for.” While under a finding of recovery, the District remains ineligible for any government grants. The District is close to a final resolution of this matter. The Attorney General’s office must sign-off on any settlement. Thereafter, the District will be in a position to comment publically. The President will issue a statement in consultation with the Board and legal counsel at the appropriate time.

#### B. Secretary-Treasurer’s (Bob Cooper)

- Bob reported Bruce Fackler has joined the audit committee.
- Bob announced the first draft of the District’s accounting procedures manual is complete. Copies were sent to Carl Ireland and Paul Rennick for the review and suggestions. Carl and Paul were asked to respond by January 15. Thereafter, a second draft will be prepared and delivered to the District Manager, Trustees and members of the audit committee for their review.
- Bob explained the “purchase order” process to Joanne Tuttobene and Ronda Phillips. The Board approves certain expenses for the fiscal year in advance, for example, electricity, uniforms, outstanding loan payments, water and sewer use payment to the City of Defiance, etc.

#### C. District Manager’s (Caleb Antoine)

- Caleb reported the District needs to proceed with purchasing needed safety items such as safety cones, gas detector, tripod, electrical supplies, etc.

- Caleb asked Bob Cooper about how to enter the line accounts for the 2016 budget into UAN. Bob answered Caleb and Gayle should consult with Paul Rennick. "Cost centers" are acceptable. Microsoft Excel may be used to create subsidiary ledgers. A budget and finance committee may be needed to resolve any lingering issues. The final 2016 budget will incorporate year end carryovers and needed revisions.
- John Miller asked whether the fire hydrants located at the corners of Blanchard and Harris roads and Ayersville-Pleasant Bend and Harris roads need moved. Caleb responded these hydrants need to be moved because of the likelihood that a snow plow will strike them. James Kuhlman noted the "watch valves" cannot be found for either one. John asked for better markers to be installed to mark their locations.

### **Unfinished Business, per Agenda**

#### *A. Review of Winning Bid to Farm District Property:*

- Caleb Antoine announced on December 30, 2015, the winning bid in amount of \$77.00 acre was received from Jason Brown and Kyle Gustwiller as co-tenants. A total of four bidders were present.
- Caleb informed the Board that Jason and Kyle would like to have a longer lease term than three years. This would differ from the advertised term of three years. The reason for the request is that the benefits of applying fertilizer, lime, etc.,

would take longer than three years to actuate. John Ehlinger asked whether the bidders would be willing to increase their bid for a five year lease term since grain prices fluctuate. Caleb did not have an answer.

- A MOTION WAS MADE TO EXTEND THE LEASE TERM TO FIVE YEARS FOR THE 55 ACRES OF FARM GROUND OWNED BY THE DISTRICT UPON THE CONDITION THAT THE RENTERS (JASON BROWN AND KYLE GUSTWILLER) FURNISH THE LIME AND PLACE THE LIME ON THE SAME GROUND DURING THE TERM OF THE LEASE.

MOVED: JOHN EHLINGER

SECONDED: JOHN MILLER

DISCUSSION: NONE

IN FAVOR: ALL

OPPOSED: NONE

ABSTAINED: NONE

MOTION CARRIED

### **New Business, per Agenda or Motion**

#### *A. Election of Officers and Committees:*

- Trustees and employees were asked to introduce themselves.
  - ✓ Ronda Phillips spoke about her job at General Motors that involves job training and record keeping. She also worked at a bank.
  - ✓ Joanne Tuttobene spoke about her being a manager in the quality department at General Motors. She is familiar with writing procedures and work rules. She is a Navy veteran. Joanne has a Bachelor's degree from Defiance College in accounting and a Master's degree.
  - ✓ John Ehlinger graduated from Defiance High School and worked at

General Motors for 41 years as a pattern maker. He retired in 2003.

- ✓ Bob Cooper works at General Motors. He has a Bachelor's degree from Depaul University in accounting.
  
- ✓ John Miller retired from General Motors.
  
- ✓ Greg Schafer is an operational manager at Haviland Pipe. He has a civil architectural engineering degree. Greg farms and does some construction.
  
- ✓ Frank D'Ambrosio is the superintendent at the Archibold Water Department. He used to work for the City of Defiance at the waste water department.
  
- ✓ Caleb Antoine is the District Manager.
  
- ✓ Gayle Decator is the District Clerk. She worked at First Federal Bank.
  
- ✓ Nickolas Antoine is a field technician. He worked in construction.
  
- ✓ James Kuhlman is a field technician. He worked in the automotive industry and at the City of Napoleon's Water Department. He was a sergeant in the Army. Jamie has a water distribution license.
  
- ✓ Joe Ewers does the OEPA mandated water tests for the District. He works full time for the City of Defiance in its water department. Joe has his water

supply license. Nick, Caleb and Jamie will take over testing after a year of logging OEPA mandated water tests.

- The following nominations and votes for officers was held:
  - ✓ President – Greg Schafer was nominated and was voted in unanimously.
  - ✓ Vice President – John Ehlinger and Joanne Tuttobene was nominated. Voting in favor of John was Greg Schafer and John Miller. Voting in favor of Joanne was Bob Cooper, Ronda Phillips, Joanne Tuttobene and John Ehlinger. Joanne Tuttobene carried the vote and is Vice President.
  - ✓ Treasurer – Bob Cooper was nominated and was voted in unanimously.
  - ✓ Secretary – Ronda Phillips was nominated and was voted in unanimously.
- A MOTION WAS MADE TO ACCEPT THE NOMINATIONS AND VOTES FOR OFFICERS AS DESCRIBED.

MOVED: JOHN MILLER                      SECONDED: BOB COOPER

DISCUSSION: NONE

IN FAVOR: ALL                      OPPOSED: NONE                      ABSTAINED: NONE

MOTION CARRIED

- A MOTION WAS MADE TO REVISE THE BOARD BYLAWS TO BE GENDER NEUTRAL AND TO ALLOW TWO DIFFERENT BOARD TRUSTEES TO BE SECRETARY AND TREASURER.

MOVED: JOHN EHLINGER      SECONDED: JOANNE TUTTOBENE

DISCUSSION: A RESOLUTION ADOPTING THESE CHANGES WILL BE BROUGHT BEFORE THE BOARD FOR A VOTE AT THE NEXT, REGULARLY SCHEDULED BOARD MEETING.

IN FAVOR: ALL      OPPOSED: NONE      ABSTAINED: NONE

MOTION CARRIED

- The creation of standing committees and election to them was tabled to the next, regularly scheduled Board meeting.

*B. Ethics Presentation:*

- Carl Ireland conducted an ethics presentation for the benefit of the Board of Trustees and the employees of the District. The Board and employees are bound by State of Ohio ethics laws, rules, regulations, and guidance. Topics covered include: conflicts of interest and supplemental compensation, conflicts in public contracts, exceptions to contract restrictions, employment restrictions, disclosure and confidentiality, miscellaneous items such as expenses and education, specific ethical questions directed to legal counsel and the Ohio Ethics Commission, and a summary about no personal benefit. There is a general duty to disclose. Contact information was given for the Ohio Ethics Commission.
- Employees and Trustees will sign an acknowledgment form about ethics training with respect to the Ohio Revised Code and receipt of associated rules and materials at the next regularly scheduled Board meeting.

*C. 2016 Planning Schedule:*

Caleb Antoine led the discussion of items the District needs to address in 2016.

In no particular order, these items include but are not limited to the following:

- Develop a "needs" assessment for the District as a whole;
- Finish revisions to the District's water and sewer rules;



- Start GPS mapping the District's infrastructure or "as built";
- Complete an inventory of District equipment and supplies;
- Hire an outside company to electronically monitor inventory levels;
- Remodel backroom in the office building to create a document retention area complete with a safe;
- Launch a website with online bill pay;
- Secure District buildings;
- Adopt an accounting procedures manual and an IT disaster recovery plan;
- Begin a District-wide newsletter;
- Continue with workplace organization;
- Develop a long term financial plan for the District;
- Develop a capital improvement plan for the District; and
- Prepare for the biannual audit at year end.

Carl Ireland noted many of these items will be public records and are available at a nominal cost.

*D. Additional New Business:*

- Resolution 1601.02 (01/05/2016) was made listing authorized signatories to official District documents and agreements. The Board expressly vest Greg Schafer, Robert Cooper, Caleb Antoine and Joanne Tuttobene as authorized signatories to all legal documents and binding agreements written on behalf of the District.

MOVED: JOHN EHLINGER

SECONDED: JOHN MILLER

DISCUSSION: NONE

IN FAVOR: ALL      OPPOSED: NONE      ABSTAINED: NONE

MOTION CARRIED

- Jerry Stevens asked whether the proper customers are paying their fair share of the engineering and construction costs for Phase A and B sewer projects. Jerry also raised concerns about older legal costs borne by the District. John Miller responded that varied amounts of grant money and terms were available for the different sewer projects. Carl Ireland volunteered to work with District management to construct a detailed breakdown of the costs and financing for the sewer projects.
- Caleb Antoine asked whether timely notification of Joanne Tuttobene's and Ronda Phillip's appointment was given by the Highland Township trustees to others who submitted "applications" for Trustees to our Board. Greg Schafer responded this is a matter for the Highland Township trustees. However, Tom Wolfrum who is the township clerk was reportedly to send a notification letter to all who applied.

**Enter executive session, if necessary, and specify topic(s).**

- A MOTION WAS MADE TO ENTER EXECUTIVE SESSION AT 9:25 PM TO DISCUSS THE FINDING OF RECOVERY AGAINST THE ESTATE OF HOPE OKULEY AND EMPLOYEE WAGES AND BENEFITS.

MOVED: GREG SCHAFER

SECONDED: RONDA PHILLIPS

DISCUSSION: NONE

IN FAVOR: ALL      OPPOSED: NONE      ABSTAINED: NONE

MOTION CARRIED

**Return for executive session and reopen public meeting**

- A MOTION WAS MADE TO RETURN FROM EXECUTIVE SESSION AND REOPEN THE PUBLIC MEETING AT 9:40 PM AFTER DISCUSSION OF THE ANNOUNCED TOPIC.

MOVED: GREG SCHAFFER

SECONDED: RONDA PHILLIPS

DISCUSSION: NONE

IN FAVOR: ALL

OPPOSED: NONE

ABSTAINED: NONE

MOTION CARRIED

#### **Additional business, if applicable**

- A MOTION WAS MADE TO CONTRIBUTE \$50.00 A MONTH TO EACH OF THE EMPLOYEE'S HEALTH SAVINGS ACCOUNTS STARTING JANUARY 2016 UNTIL THE CURRENT HEALTH INSURANCE CONTRACT EXPIRES IN 2016.

MOVED: RONDA PHILLIPS

SECONDED: JOHN EHLINGER

DISCUSSION: NONE

IN FAVOR: ALL

OPPOSED: GREG SCHAFFER

ABSTAINED: NONE

MOTION CARRIED

#### **Adjournment**

- A MOTION WAS MADE TO ADJOURN THE MEETING AT 9:42 PM.

MOVED: JOHN EHLINGER  
TUTTOBENE

SECONDED: JOANNE

DISCUSSION: NONE

IN FAVOR: ALL    OPPOSED: NONE

ABSTAINED: NONE

MOTION CARRIED

These are the minutes of the meeting of the Board for Ayersville Water and Sewer District for January 5, 2016.

X  \_\_\_\_\_  
President, Greg Schafer

Dated: 1-21-16

X  \_\_\_\_\_  
Secretary, Ronda Phillips

Dated: 01/21/2016