

**SPECIAL MEETING MINUTES OF THE
AMITE RIVER BASIN DRAINAGE & WATER CONSERVATION DISTRICT**

3535 S. Sherwood Forest Boulevard, Suite 135, Baton Rouge, LA

April 25, 2013

MEMBERS PRESENT DURING ROLL CALL: Don Thompson, Terry Louque, Ben Babin, John Brass, Lawrence Callender, Willie George Lee, Anthony "Tony" Rouchon, Jerry Thibeau, Wade Welborn, Dale Zuelke

MEMBERS ABSENT: Al Bargas, Russell Cornette, Larry Thomas

ALSO PRESENT: Dietmar Rietschier, Larry Bankston, William Delmar, Jim Delaune

1. The special meeting was called to order at 6:00 p.m. by Don Thompson.
2. Public Comments on Agenda Items: None
3. Discussion and reconsideration of Resolution pertaining to contract with BKI consultants approved by the Commission on April 16, 2013: The following is the motion as approved unanimously by the Board on April 16, 2013 on motion by Bargas, second by T. Louque:

Whereas, the Amite River Basin Commission (ARBC) is one of the non-federal Partners on the Comite River Diversion Canal;

Whereas the ARBC is responsible for timely engineering and related services necessary and required for acquisition of canal right of way and wetlands mitigation properties;

Whereas, the ARBC has a renewable contract that was awarded to Burk-Kleinpeter, Inc. (BKI) on a competitive bid basis and under which time sensitive engineering and related services are currently being performed on an ongoing basis by BKI and/or its subcontractors;

Whereas, federal funding and project participation and therefore construction could be adversely affected if engineering and related services are interrupted and/or delayed;

Be it Therefore Resolved, the Board of Commissioners of ARBC authorizes, empowers and directs the Executive Director of the ARBC to renew the contract with BKI under the same terms and conditions as the original contract for a period not to exceed two additional years and for an amount not to exceed \$750,000;

Be it Further Resolved, the aforementioned contract renewal shall be completed no later than April 30, 2013; said renewal to become effective immediately upon expiration of the original contract such that services currently being performed by BKI and/or its subcontractors is not interrupted causing further delay in property acquisition necessary for the construction of the Comite River Diversion Canal.

Thompson said that the referenced Resolution was not a line item on the last agenda when the motion was presented to the Board for consideration. Al Bargas submitted it to the Board for consideration and a vote. Thompson was of the belief that the Commissioners did not have time to read it and they now want to amend it. Rietschier has issues with the Resolution, too. He believes it requires the the signature of the Executive Director but it should be signed by the ARBC President. Louque stated the Evaluation Committee had met prior to the meeting regarding the existing BKI contract. Thompson said that meeting had nothing to do with this Resolution. Brass said that Bankston explained the motion (resolution) to the Board at the April 16, 2013 meeting prior to the roll call vote. As for the Executive Director signing a contract, Bankston said the Board has the authority to authorize someone to sign a contract. He said that at the last meeting he was asked if the amended contract was capable of being cancelled and the response was that it can be terminated for cause or convenience with 30 day written notice. Bankston stated that Bargas had presented a resolution to (renew) extend the contract with the idea that work could continue without having to increase the amount every month and there is always the option to cancel the contract with a 30 day notice. Welborn asked the purpose of the Resolution that extended the existing contract. William Delmar of DOTD said that the ARBC consultant's contract expires in July. The concern of the DOTD is they are getting everything running and because the Corps fiscal year ends and begins in September/October there was a possibility if the ARBC were to hire a new consultant there could be a 'restart time' and a learning period. Renewal of the contract was in hope of spreading the gap in between the time the existing contract ends and October. If the Corps gets money, we need to have all the property in Phase 1 for Brooks Lake. DOTD wants to be certain a consultant is in place to have all this work done so there is no hold up and have access to Corps money to build Brooks Lake so all the land acquisition is taken care of. The motion by Bargas came about on the emphasis of the DOTD needing to have all the acquisitions for Phase 1 completed in order to build Brooks Lake. Callender said that Knotts stressed to the Board last month that if money became available to the Corps we need to have bought the land in Phase 1. At the March 2013 meeting, Knotts had asked if Task Orders had been issued as requested at the February 2013 meeting and they had not. The biggest concern is that we get to September and hadn't bought the land for Brooks Lake Closure.

Rietschier said Task Orders have been issued and the reason they weren't done last month was because he needed Commission approval. The contractor is working hard and nothing should prevent him from acquiring the area of Brooks Lake. Rietschier handed out a package to the Commissioners with the existing contract and changes he believes is needed. He said DOTD will be assuming more responsibilities in land acquisitions, right of ways etc. ARBC will be doing a lot of mitigation and HTRW work. DOTD will be doing a lot under GCR-LaPac contract. He said the emphasis is on environmental, and acquisition of mitigation lands. He requested the Commission review the scope of work ARBC should provide. Thompson said some of the cost in what DOTD pays the consultants is absorbed in the overhead.

Thompson requested Delmar to let them know how the DOTD contract with BKI shows phone calls, emails, meetings attended as to direct charges or overhead. Bankston said there is a division of labor between what the ARBC has consultants working on and what

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DOTD has them doing. Initially, there is a contract with BKI, and BKI has subconsultants. Their subconsultants are GCR and Commerce Title. ARBC is obtaining title to property. On an invoice, BKI is not getting all of the money billed; GCR and Commerce Title bill ARBC through BKI. Delaune said there is no overlap of services or dual payments. ARBC is doing the work including title search and transfer of title in buying the land for mitigation purposes. Services are being shared where land is purchased for the right of way. Under the ARBC agreement, ARBC does the environmental services and upfront title work to make sure it is clear then the ARBC hands it off to the state and they handle the negotiations and buy the properties at that point. The \$188,000 was for work performed outside of the original contract dealing with Profit Island and other things ARBC needed done. When Knotts said to buy properties in Phase 1, Rietschier recently issued Task Orders for all of the properties in Phase 1; this has created a problem as the BKI-ARBC contract ends in July 2013. BKI has provided ARBC with a schedule and prices to meet the work on the Task Order which will go into 2014, and it exceeds the original \$750,000. BKI is back where they were not having enough money in the contract to cover the issued Task Orders. Rouchon asked if the total amount of \$750,000 reasonable. Rietschier said that was a convenient number at the time but there is now a schedule made by BKI. Rietschier said he would like to get all of this resolved and bring it before the Commission during the May 2013 meeting for a vote.

Thompson said the next agenda item would stop motions from being made on resolutions presented to the Commission without prior notification and review. Callender said that he did not get this amended agenda with Item 4 on it. Rietschier said he had posted it on the door within 24 hours of the meeting. Delaune requested that the Board renew/extend the contract and put enough money in it to cover the Task Orders currently issued. Then BKI can discuss with Rietschier and Bankston and their attorneys and come back with a revised contract. This will keep ARBC from not having the money in the contract to cover the Task Orders issued now. Thompson questioned BKI charging ARBC to attend meetings. Delaune stated he doesn't charge ARBC to attend meetings. Rietschier stated that one of the items of change, per the DOTD-BKI contract is the contractor can only charge direct time to the project. Everything not direct time should be charged to overhead. Delaune said they have done a great job for ARBC. All the HTRW(s) have been done and approved by the Corps. The EA was done in less than 120 days. Delaune said that they had billed ARBC for \$552,000 and an additional \$188,000 for outside of contract work was done. Delaune said that the Task Orders issued now is approximately \$185,000 worth of work uncovered as there is not enough money remaining in the contract. Rietschier requested a motion to modify this Resolution to say that they will come with an agreeable contract to the Board on May 21, 2013 for action, remove that April 30, 2013 deadline and negotiate the amount. He will provide the changes to the contract to the Board in advance.

The Board unanimously approved a motion by Rouchon second by Welborn to eliminate the April 30, 2013 deadline to execute a contract and extend that to May 21, 2013; further the Resolution should be amended to require the ARBC Executive Director, BKI and GCR to meet in the interim to negotiate any additional modifications to the agreement that may be necessary including the division of work.

4. Timeline for the introduction of resolutions at ARBC Commission meetings: Callender expressed concern over this item being put on the agenda without the Board being notified prior to the meeting and possibly that it needs to be voted on to add it to the agenda. Callender quoted the ARBC bylaws that the Board requires a 5 day notice for agenda items. The Board unanimously approved a motion by Rouchon second by Thibeau to place this agenda item on the agenda of the next regular ARBC meeting to be held on May 21, 2013.

5. The Board unanimously approved a motion by Rouchon, second by Callender to adjourn the meeting.

APPROVED:

/s/ Don Thompson
Don Thompson, ARBC President
Date: May 21, 2013

/s/ Toni B. Guitrau
Toni B. Guitrau, Executive Secretary