

**MINUTES OF MEETING
OF THE BOARD OF DIRECTORS OF THE DOMINION WATER & SANITATION DISTRICT
ACTING THROUGH ITS STERLING RANCH WATER ACTIVITY ENTERPRISE AND
ITS STERLING RANCH WASTEWATER ACTIVITY ENTERPRISE
HELD OCTOBER 15, 2024**

A regular meeting of the Board of Directors of the Dominion Water & Sanitation District (“District” or “DWSD”) acting through its Sterling Ranch Water Activity Enterprise and its Sterling Ranch Wastewater Activity Enterprise, was held on October 15, 2024, at 12:00 p.m. at the offices of Dominion Water & Sanitation District - 9250 E. Costilla Ave., Suite 400, Greenwood Village, Colorado 80112. The meeting was open to the public.

Attendance

In attendance were the following Directors:

Harold Smethills

John Ostermiller

Brock Smethills (via Microsoft Teams)

David Kerr (via Microsoft Teams)

Richard Shaw; DWSD – Special Advisor to the DWSD Board
Director Jeffrey LaForte was absent and excused.

Also, in attendance were:

Andrea Cole; DWSD – General Manager

Cynthia Fisher; DWSD – Finance Director

Evan Bahn; DWSD – Operations Manager

Pam Grover; DWSD – Engineering Programs Manager

Britta Strother, DWSD – Director of Planning

Blair Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron - District
General Counsel

Call to Order/Declaration of Quorum

In the absence of Director LaForte, the Board elected to have Director Ostermiller chair the Board Meeting. Director Ostermiller noted that a quorum was present and called the meeting to order at 12:08 p.m.

Disclosure of conflicts of interest

Mr. Dickhoner reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board.

Review and consider approval of Agenda

Ms. Cole informed the Board that there were no modifications to the Agenda. Upon a motion duly made by Director H. Smethills, seconded by Director Ostermiller, and, upon vote, unanimously carried, the Board approved the Agenda.

Review and consider approval of the Minutes of the September 17, 2024, Regular Board Meeting

Ms. Cole asked the Board if there were any modifications to the September 17, 2024, board meeting minutes. There were no modifications and upon a motion, duly made by Director H.

Smethills and seconded by Director Ostermiller, a unanimous affirmative vote of the Board, the Board approved the Minutes of the September 17, 2024, Regular Board Meeting.

Board Study Session

Ms. Cole reviewed the Monthly Staff Report with the Board.

Public Comments

None

Communications Update:

Ms. Cole provided the board with a preview of upcoming legislation on proposed water and special district bills. Ms. Cole also discussed Dominion's abstract submissions for American Water Works Association National Conference (ACE).

Consent Agenda:

The Board reviewed the items on the Consent Agenda. Mr. Ostermiller advised the Board that any item may be removed from the Consent Agenda to the Regular Agenda upon the request of any director. No items were requested to be removed from the Consent Agenda. Upon a motion duly made by Director H. Smethills, seconded by Director Kerr and, upon vote, unanimously carried, the Board approved, ratified, and adopted the following Consent Agenda items:

- Claims totaling \$786,906, represented on the Accounts Payable Report for the month of September 2024.
- Independent Contractor Agreement (ICA) with HL Consulting for Organizational Effectiveness Consulting for an amount not to exceed \$25,000.
- Authorize signatures for the Independent Contractor Agreement (ICA) with DebtBook for debt management software implementation and reporting for an amount not to exceed \$10,000.
- Authorize signatures for the Independent Contractor Agreement (ICA) with COLOTRUST to manage the short-term investment portfolio for Dominion's Trust Fund.
- Amendment No. 2 to the Independent Contractor Agreement (ICA) with Providence Infrastructure Consultants, Inc. for Design Support on Eastern Regional Pipeline repairs, maintenance, and easements for an amount not to exceed \$25,000.
- On-site Distribution Extension Agreement (Gas) with Xcel for the installation of a gas line to feed Filing 7 Lift Station.
- Independent Contractor Agreement (ICA) with Complete Business Systems (CBS) for IT services in an amount not to exceed \$14,640.
- Amendment No. 12 to the Independent Contractor Agreement (ICA) with CDM Smith, Inc. for evaluation of blending water from East Side Deliveries and Moore WTP for an amount not to exceed \$25,000.

Consultant Agreements and Work Orders/ Change Orders:

Ms. Cole provided the Board with a proposed overview of Dominion's permitting strategy, construction management, and oversight services needed for 2025 capital projects.

Ms. Cole provided a brief description of work performed by ENCON Services, under the proposed Independent Contractor Agreement (ICA), to assist the District with Construction Management Planning for the CBWRF, for an amount not to exceed \$30,000. Discussion ensued. On a motion made by Director H. Smethills, seconded by Director Kerr, and upon vote, unanimously carried, the Board approved the ICA

Ms. Cole provided a brief description of work performed by Canterbury Construction Management Services, under proposed Independent Contractor Agreement (ICA), to assist the District with Estimating Services for the CBWRF, for an amount not to exceed \$33,950. Discussion ensued. On a motion made by Director H. Smethills, seconded by Director Kerr, and upon vote, unanimously carried, the Board approved the ICA

Ms. Cole provided a brief description and proposed Amendment No. 11 to the Independent Contractor Agreement (ICA) with CDM Smith, Inc. for engineering services during construction of the Filing 7 Lift Station for an amount not to exceed \$180,260. On a motion made by Director H. Smethills, seconded by Director Kerr, and upon vote, unanimously carried, the Board approved CDM Smith's Amendment 11.

Board Matters

Ms. Cole discussed with board the compliance and structure of Election of Board Officers and how to formalize that process. Discussion ensued with the board members; the board approved the following Board Positions:

- Jeff LaForte – President
- John Ostermiller – President (Interim)
- Harold Smethills – Treasurer
- David Kerr - Secretary
- Brock Smethills – Assistant Secretary

In addition, the Board authorized Cynthia Fisher, the Director of Finance, to sign District contracts in the Attest role.

Ms. Cole also asked the Board if any Board member would like updated business cards, the District Board requested that business cards be updated and provided.

District Management Matters:

Ms. Cole discussed with the board the proposed 2025 staffing plan.

Financial Matters:

Ms. Fisher discussed the timelines and expectations for the auditor RFP process and compliance schedule for Dominion's upcoming budget and rate notification process. Ms. Cole discussed the need for a special board meeting in November to discuss and approve Dominion's long-term capital plan.

Executive Session:

Upon a motion duly made by Director H. Smethills, seconded by Director Kerr, followed by a unanimous affirmative vote of the Board, the Board entered into Executive Session at 2:50 p.m.

pursuant to Section 24-6-402(4)(e), Colorado Revised Statutes, for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategies for negotiations, and instructing negotiators as it relates to certain regional wastewater matters including a regional water and wastewater service request, Regional Opportunities, Denver Water negotiations, water rights acquisition, transition of banking relationship, and contract amendments with Aurora, Littleton and Roxborough.

The Board exited Executive Session and reconvened in Public Session at 3:50 p.m.

Legal Matters

Review and Approve the Memorandum of Understanding Regarding Northwest Douglas County Regional Water Opportunities Reconnaissance Study.

Administrative Matters

None.

Other Matters

The Board determined that they would have a quorum for the Budget Hearing on November 19, 2024, at 12:00 p.m. at the offices of DWSD

Adjournment

There being no further matters to come before the Board, the meeting was adjourned at 3:54 p.m.

The foregoing constitutes a true and correct copy of the Minutes of the above-described meeting.

DocuSigned by:

Andrea Cole

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Secretary for the Meeting