

**MINUTES OF A SPECIAL 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 SEPTEMBER 17, 2024**

A special 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 September 17, 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)

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

Also, in attendance were:

Andrea Cole; DWSD – General Manager
Cynthia Fisher; DWSD – Finance Director
Evan Bahn; DWSD – Utilities Field Administrator
Pam Grover; DWSD – Engineering Programs Manager
Blair Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron - District General Counsel
Justin Williams; HDR (via Microsoft Teams)

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 12:14 p.m.

Disclosure of Conflicts
Of Interests

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest to the Board of Directors and Secretary of State. 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. The members of the Board were requested to disclose any additional disclosures of potential or existing conflicts of interest regarding any matters scheduled for discussion at this meeting. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda and
Meeting Location

The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting.

Because there was not a suitable or convenient location within its boundaries to conduct this meeting, the Board determined to conduct the meeting at the above-stated date, time, and location, which is within 20 miles of the District's boundaries.

Mr. Dickhoner reported that notice was duly posted and no objections to the location or any requests that the meeting place be changed by taxpaying electors within the District boundaries have been received.

Ms. Cole informed the Board that there were a few modifications to the Agenda. Item 7.C was removed as it was not needed at this time. Upon a motion duly made by Director H. Smethills, seconded by Director Ostermiller, and, upon vote, unanimously carried, the Board approved the Agenda, as amended.

Meeting Minutes

Minutes of the August 20, 2024, Regular Board Meeting and the September 6, 2024, Budget Workshop:

Director H. Smethills requested that the meeting minutes from the August 20, 2024, Regular Board Meeting be modified to reflect that Richard Shaw is a Special Advisor to the DWSD Board. Upon a motion duly made by Director H. Smethills, seconded by Director Ostermiller, followed by a unanimous affirmative vote of the Board, the Board approved the Minutes of the August 20, 2024, Regular Board Meeting with the requested revision. There were no modifications to the September 6, 2024, Budget Workshop meeting minutes which were also unanimously carried with the previous motion.

Public Comments

Ms. Cole noted we had a member of the public was online and requested that Mr. Justin Williams introduce himself. Mr. Williams did not have any public comments for the DWSD Board.

Communications Update

None.

Board Study Session

Dominion Monthly Staff Report:

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

Consent Agenda

The Board reviewed the items on the Consent Agenda. Director Ostermiller asked if the Directors had an opportunity to review the invoices that were to be paid on the Claims Report. The Board replied that they reviewed the claims. 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 \$1,003,770.93, represented on the Accounts Payable Report for August 2024.

Independent Contractor Agreement (ICA) with Brown and Caldwell for on-call support services related to the Chatfield Basin Water Reclamation Facility (CBWRF) in an amount not to exceed \$30,000.

Independent Contractor Agreement (ICA) with Burns and McDonnell Engineering Co., Inc. for on-call support services related to modeling of the water system for an amount not to exceed \$3,500.

Change Order No. 2 to the WISE Pump Station Construction Contract with Filanc for expediting the delivery of critical electrical switchboards for \$60,000 of which Dominion is responsible for \$11,400.

Consultant Agreements

Ms. Cole provided the Board with a brief description of work to be performed by Carollo Engineers, Inc., under the proposed Independent Contractor Agreement (ICA), to assist the District with an update to the Collection System Master Plan, for an amount not to exceed \$76,400. Discussion ensued. On a motion made by Director H. Smethills, seconded by Director Ostermiller, and upon vote, unanimously carried, the Board approved the ICA.

Ms. Cole provided a summary of the Memo on the Parker WISE Pump Station Agreement reflecting updated apportionate share of total contract value based on actual contract pricing. Discussion ensued; no motion was needed by the DWSD Board.

Board Matters

Director Ostermiller expressed thanks to District Staff for the opportunity to attend the Greenway Foundation Annual Gala on the Bridge the event was well attended and pivotal in continuing to advance the Districts presence in key water events in the State.

Director Kerr expressed thanks to District Staff for the opportunity to attend the Northwest Douglas County Economic Development Corporation Annual Hero's Gala the event is an important opportunity to give back to the community of Douglas County.

Ms. Grover and Mr. Bahn exited the meeting.

District Management Matters

Update on District Goals for 2024:

Ms. Cole provided the Board with an update on District staff efforts to date on the District Goals for 2024. Discussion ensued with additional clarification provided by the Board to continue to advance the District Goals.

Consider Contributing to the Barb Biggs Memorial Scholarship:

Ms. Cole provided information to the Board regarding the scholarship established by the Greenway Foundation in memory of Barb Biggs and recommended that Dominion contribute \$2,500 in recognition of Ms. Biggs contribution to the water sector in Colorado. The Board directed Ms. Cole to provide the recommended contribution.

Financial Matters

Review and Discuss Dominion's 2023 Audit Report and RFP process for the 2024 Audit:

Ms. Fisher informed the Board that the 2023 Audit Report has been completed and filed with the State. In addition, Ms. Fisher provided information to the Board regarding the proposed RFP process for selection of an auditor for the 2024 Audit. The Board requested that the RFP be modified to reflect that the selected auditor would be selected by and report to the Board. In addition, the Board requested that District staff provide a

Management Discussion and Analysis (MD&A) for the 2024 audit and future audits moving forward.

Discuss Dominion's updated 2024 and 2025 Cash Requirement Report:

Ms. Fisher presented her Cash Requirement Reports for 2024 and 2025 and discussion ensued.

Discuss bringing on **DebtBook Software Solution** to assist the District in financial tracking:

Ms. Fisher provided the Board with information regarding the services that DebtBook would provide for the District and discussion ensued. On a motion made by Director H. Smethills, seconded by Director Kerr and upon unanimous vote the Board approved and authorized District staff to enter into a contract with DebtBook Software Solutions in an amount not to exceed \$10,000.

The Board elected to move forward Administrative Matters, Legal Matters and Other Matters such that the Board meeting could be adjourned following the Executive Session.

Administrative Matters None.

Legal Matters None.

Other Matters The Board determined that they would have a quorum for the Regular Board Meeting on October 15, 2024, at 12:00 p.m. at the offices of DWSD


Mr. Williams exited the meeting.

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 2:38 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 and Littleton.

The Board exited Executive Session and reconvened in Public Session at 3:45 p.m.

Adjournment There being no further matters to come before the Board, the meeting was adjourned at 3:46 p.m.

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

DocuSigned by:

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Secretary for the Meeting