

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
NORTHERN DOUGLAS COUNTY WATER AND SANITATION DISTRICT
HELD
JUNE 23, 2020**

The Special Meeting of the Board of Directors (the “Board”) of the Northern Douglas County Water and Sanitation District (the “District”) was held on Tuesday, June 23, 2020, at 8:30 a.m., at the offices of CliftonLarsonAllen LLP, 8390 E. Crescent Parkway, Suite 275, Greenwood Village, CO 80111. The meeting was open to the public.

Attendance

In Attendance:

Eric Keesen
Mike Perlman

Also in Attendance:

Matthew Urkoski & Kevin Collins; CliftonLarsonAllen LLP (“CLA”)
Barbara T. Vander Wall; Seter & Vander Wall, P.C.
Michael Barnes; Kennedy Jenks

Call to Order

Director Keesen called the meeting to order at 8:39 a.m.

Conflicts of
Interest

Ms. Vander Wall noted that disclosures of potential conflict of interest statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting in accordance with statute. No additional conflicts were disclosed.

May 5, 2020
Directors’ Election

Confirming Filing of Oath of Office – Mike Perlman

Ms. Vander Wall confirmed the filing of Director Perlman’s Oath of Office, per statutory requirements, following his re-election to the Board.

Election of Officers

Upon a motion duly made by Director Keesen, seconded by Director Perlman and, upon vote, unanimously carried, the Board approved the following election of officers:

President: Eric Keesen
Secretary/Treasurer: Mike Perlman

Approval of
Directors’ Fees

Upon a motion duly made by Director Perlman, seconded by Director Keesen and, upon vote, unanimously carried, the Board approved the Director’s Fees.

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Review and Approve Minutes

Upon a motion duly made by Director Perlman, seconded by Director Keesen and, upon vote, unanimously carried, the Board approved the minutes from the January 28, 2020 regular meeting.

Financial Matters

A. Review, Ratify and Approval of Claims

Mr. Collins reviewed the claims with the Board.

Upon a motion duly made by Director Keesen, seconded by Director Perlman and, upon vote, unanimously carried, the Board approved the claims, as presented.

B. Review and Consider Acceptance of the May 31, 2020 Unaudited Financial Statements

Mr. Collins reviewed the May 31, 2020 unaudited financial statement with the Board.

Following review, upon a motion duly made by Director Perlman, seconded by Director Keesen and upon vote, unanimously carried, the Board accepted the May 31, 2020 unaudited financial statements.

C. Review and Consider Approval of 2019 Audit

Mr. Collins reviewed the 2019 Audit with the Board, highlighting the insert of new Note 10, Subsequent Event (COVID-19).

Following discussion, upon a motion duly made by Director Keesen, seconded by Director Perlman and, upon vote, unanimously carried, the Board approved the 2019 Audit, subject to final legal review and authorized CLA staff to file by the July 31 deadline.

D. Other

None.

Manager Items

A. CWSD Update

Mr. Urkoski reported that he and Mr. Barnes had met with CWSD representatives, but that there are no new developments in discussions with CWSD surrounding master meter replacements, at this time.

B. Rock Canyon Project Update

Mr. Urkoski and Ms. Vander Wall provided an update on the Rock Canyon Project to the Board, noting that the inclusion process is complete and the project is officially within the NDCWSD

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boundaries.

C. Review and Consider Approval of Proposal of District Website Improvements from Uncommon Solutions

Mr. Urkoski reviewed the proposal for District website improvements from Uncommon Solutions with the Board, in the amount of \$4,050.

Upon a motion duly made Director Keesen, seconded by Director Perlman and, upon vote, unanimously carried the Board approved the proposal for District website improvements from Uncommon Solutions, subject to legal drafting a formal agreement.

D. Other

None.

Attorney Items

A. Review and Consider Approval of Developer Charges Agreement with Terumo

Ms. Vander Wall reviewed the Developer Charges Agreement with Terumo, with the Board, and noted that the developer has already submitted the required deposit to the District. The project involves the upsizing to a 2" water meter.

Following review, upon a motion duly made by Director Keesen, seconded by Director Perlman and, upon vote, unanimously carried, the Board approved the Developer Charges Agreement with Terumo as presented.

B. Other

Ms. Vander Wall reported that she is discussing a proposed amendment to the Extended Service Area agreement, to document those properties which have been recently approved for inclusion into the service area by the parties. This amendment will ultimately be recommended and presented for Board consideration at a later date, and will include the addition of the Rock Canyon service area.

Engineering Report

A. Review and Consider Recommendation of Award for Retail Meter Replacement Project to Badger Meter

Mr. Barnes reviewed the proposed contract with the Board for the retail meter replacement project. He summarized the procurement process and the two proposals that were received by the proposal deadline. Mr. Barnes recommended awarding the contract to Badger Meter due primarily to the centralized process of implementation and service, as well as the company's long-standing reputation and

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performance in the industry. Mr. Barnes further noted that the Badger Meter proposal amount was approximately 10% higher than the other proposal received, but that other components of the proposal carried value for the District.

Following discussion, upon a motion duly made by Director Keesen, seconded by Director Perlman and, upon vote, unanimously carried, the Board approved awarding the contract to Badger Meter, subject to the final revisions discussed.

B. Engineering Information and Reports

Mr. Barnes reviewed the enclosed Engineering Report with the Board. He noted that the backflow prevention program requirements are becoming more stringent, to comport with federal criteria. The Board discussed a transition to the District's performance of the backflow testing, with charges to the property owner for its costs. The Board discussed the costs and appropriate party to assume the costs. The consultants agreed to put together a proposal for consideration at the next meeting.

C. Other

None.

Board Member
Items

A. Other

Following discussion, the Board cancelled the July 28, 2020 Board Meeting.

Adjournment

Upon a motion duly made by Director Perlman, seconded by Director Keesen and, upon vote, unanimously carried, the Board adjourned the meeting at 10:39 a.m.

Respectfully submitted,


Secretary for the Meeting