



MINUTES

UPPER TRINITY REGIONAL WATER DISTRICT BOARD OF DIRECTORS September 5, 2024

REGULAR SESSION BOARD MEETING

1. Call to Order

The Board of Directors of the Upper Trinity Regional Water District (UTRWD) convened in Regular Session Board Meeting with President Clay Riggs presiding at 12:53 p.m. on Thursday, September 5, 2024, at 900 N. Kealy Avenue, Lewisville, TX 75057.

2. Roll Call and Confirm Quorum

The attendance of the Board of Directors was taken. A quorum was present for the meeting.

Board Members in Attendance:

Clay M. Riggs, President | Flower Mound
Greg Scott, Treasurer | Justin
Bobby Johnson | Argyle
Del Knowler | Bartonville
Mark Pape | Copper Canyon
Dave Nelson | Double Oak
Nate Winchester | Krum
Kelly Rouse | Lewisville
Drew Corn | Northlake
George Dupont | Prosper

Lyle Dresher, VP | Denton County At Large
Allen L. McCracken, II, Secretary | Pilot Point
Brian Roberson | Aubrey
Kimberly Brawner | Celina
Kevin Mercer | DCFWSD #7
Richard Lubke | Highland Village
Mike Fairfield | Lake Cities MUA
Chris Boyd | Mustang SUD
Michael Anderson | Ponder
Jim Bolz | Sanger

Absent:

Glenn Barker | Corinth*
Orlando Sanchez | Irving*

Stephen Gay | Denton*

* Excused Absent

Vacant: Denton County

Staff and Advisors in Attendance:

Larry N. Patterson, Executive Director
Nancy Tam, Assistant to Executive Director
Jan Morris, Chief Administrative Officer
Mary Dockery, Contoller
Todd Williams, Mgr of Budget & Financial
Dustin Wright, Mgr of IT Services
Nick Bulaich, Financial Advisor
Adam McKnight, Deputy Dir of Eng & Const
Elizabeth Boddicker, LRH Project Engineer
Ben Hodges, Deputy Director of Operations
Ronna Hartt, Asst Dir of Ops – Water Res
Doug Janeway, Manager of Property Services

Matthew Boyle, General Counsel
Jason Pierce, Mgr of Gov Affairs & Comm
Lester Harris, Chief Financial Officer
Tina Cheng, Staff Accountant II
Stephanie Noel, Sr. Financial Analyst
Marcos Zepeda, IT Specialist
Kurt Staller, Director of Eng & Construction
Kaylee Waldo, Project Engineer
Jody Zabolio, Director of Operations
Ed Motley, LRH Program Mgr
Michelle Carte, Reg & Environ Comp Coord

Others in Attendance:

Charley Mock, Freese and Nichols
George Marshall, Walter P. Moore
André McBarnette, CDM Smith
Alex Crowley, Boyle & Lowry

Anthony Samarripas, Kimley-Horn
André Charles, Plummer Associates
Troy Laman, Carollo Engineers

3. Pledge of Allegiance and Invocation

The Pledge of Allegiance was led by Kelly Rouse; Invocation was delivered by Dave Nelson.

4. Oath of Office

None.

5. Opening Remarks:

- A. President's Remarks concerning current events, conduct of meeting, posted agenda items, committee assignments, and related matters.

President Riggs commented that the construction at Lake Ralph Hall is moving forward steadily. The Intake and the Pump Station are moving vertically and looking good.

Regarding the 2025 Budget, he thanked staff for the extensive briefings. Glad that it is finally ready for approval.

- B. Executive Director's Status Report about legislation and regulatory matters, budgets, current projects, and on-going programs of the District, including: the Regional Water System, Water Resource Development, Regional Water Reclamation Systems, Watershed Protection and Water Conservation.

- The Water Demand Chart dropped off dramatically yesterday due to rain and conservation activities.
- City of Justin held a Water Conservation Meeting on August 27. Topics included an Update on Water Demand, Discussion on the City's Water Conservation Ordinance, Water Infrastructure / Long-Term Resource Management, including Collaboration efforts with Builders and Utility Contractors.
- Water subscription increases were approved for Mustang SUD (10.1 MGD to 11.5 MGD) and Celina (8.5 MGD to 10.0 MGD).
- Celina and Mustang SUD implemented Stage 2 Drought Restrictions (calling for 1x/week watering).
- The Water Technology Alliance (WTA) and the Ministry of Foreign Affairs of Denmark invited Clay Riggs and Jody Zabolio to visit Denmark to make presentations and participate as UTRWD representatives. Clay and Jody plan to share their experiences at the October Board Meeting.
- Bryan McMath was named as Executive Administrator of Texas Water Development Board.



- C. Presentations about awards, recognitions, achievements, etc. of the District, Board Members, Member Entities, and Staff.

None.

- 6. Visitor Comments Concerning Agenda Topics

None.

CONSENT AGENDA

Brian Roberson made the motion to approve the Consent Agenda Items 7-12 as presented by staff. Seconded by Richard Lubke. The *Roll Call Vote* was 19 Yes, 0 No, 3 Absent. Motion carried. The approved Consent Agenda Items were:

- 7. Adopt Minutes of August 1, 2024 Board Meeting.
- 8. Accept Monthly Management Report for the period ended July 31, 2024.
- 9. Consider approval of proposed agreement with North Central Texas Council of Governments to assist in a study titled, “Integrating Transportation and Stormwater Infrastructure.”
- 10. Consider appointment of Trustee for Place 5 on the Board of Trustees for the Upper Trinity Conservation Trust.
- 11. Authorize the Executive Director to enter into Pricing Agreements with SPL Laboratories and Eurofins Environment Testing South Central, LLC for laboratory testing services.
- 12. Receive report of construction change orders approved by staff.

ITEMS FOR INDIVIDUAL CONSIDERATION

- 13. Consider adoption of Rates for Services provided by the District:
 - A. Wholesale Rates for the Regional Treated Water System
 - B. Wholesale Rates for the Lakeview Regional Water Reclamation System
 - C. Wholesale Rates for the Northeast Regional Water Reclamation System
 - D. Wholesale Rates for the Peninsula Water Reclamation Plant
 - E. Wholesale Rates for the Non-Potable Water Service
 - F. Rates for Collection of Household Hazardous Waste
 - G. Administrative/Planning and Growth Program Fees (Approved by Budget Adoption)

Richard Lubke made the motion to approve Items 13A - 13G as presented. Seconded by Lyle Dresher. The *Roll Call Vote* was 19 Yes, 0 No, 3 Absent. Motion carried.



14. Consider adoption of Budgets for Fiscal Year 2024-2025:

- A. Operating Budgets
- B. Capital Improvement Budgets
- C. Budget for Upper Trinity Conservation Trust

Del Knowler made the motion to approve Items 14A - 14C as presented. Seconded by Allen McCracken. The *Roll Call Vote* was 19 Yes, 0 No, 3 Absent. Motion carried.

15. Presentation of 5-Year Rate Forecast for the Regional Treated Water System (RTWS).

Lester Harris provided the 5-Year Rate Forecast to the Board. As with any forecast, results may or may not be realized as numerous assumptions and related results can be affected by any number of things, ranging from regulatory mandates and environmental conditions (drought) to economic changes (recessions). However, based on District's current evaluation, the five-year forecast appears to show a blended rate impact of 5.85%. This is an informational item only, no action required.

16. Financing Agreements with the Texas Water Development Board (TWDB): **(Weighted Capital Vote)**

- A. Consider approval of a Financing Agreement with the TWDB under the State Water Implementation Fund for Texas (SWIFT) Program for the Regional Treated Water System — Board Participation for the Lake Ralph Hall Project.

FY 2024, the TWDB commitment for Lake Ralph Hall is \$320.85 Million. The District anticipates receiving \$260.625 Million for FY 2025. The associated Master Agreement is anticipated for approval at the November meeting. The remaining commitment in the amount of \$60.225 Million is set for FY 2026.

- B. Consider approval of a Financing Agreement with the TWDB under the State Water Implementation Fund for Texas (SWIFT) Program for the Regional Treated Water System — Board Participation for the Taylor Plant Expansion Project.

FY 2023, the TWDB Commitment for Taylor Plant Expansion is \$76.255 Million. The Commitment for FY 2025 is \$22.32 Million. The approval of the Financing Agreement is for the entire FY 2025 Commitment. The associated Master Agreement is anticipated for approval at the November meeting. The remaining commitment in the amount of \$35.855 Million is set for FY 2026 & FY 2027.

- C. Consider approval of a Financing Agreement with the TWDB under the State Water Implementation Fund for Texas (SWIFT) Program for the Regional Treated Water System — Board Participation for the Northeast Pipeline Project.

FY 2021 and FY 2023, the TWDB Commitments for the NE Pipeline are \$29.115 Million and \$40.785 Million. Total for FY 2024 is \$14.94 Million under both TWDB Commitments. The approval of the Financing Agreement is for the entire FY 2024 Commitment. The associated Master Agreement approval is anticipated for the October Meeting. The remainder of both Commitments in the amount of \$24.74 Million is set for FY 2026 & 2027,



- D. Consider approval of a Financing Agreement with the TWDB under the State Water Implementation Fund for Texas (SWIFT) Program for the Regional Treated Water System — Board Participation for the Harpool Plant Expansion Project.

FY 2024, the TWDB Commitment for the Harpool Plant Expansion is \$162 Million. The Commitment for FY 2025 is \$40 Million. The approval of the Financing Agreement is for the entire FY 2024 Commitment. The associated Master Agreement is anticipated for approval at the October meeting. The remaining Commitment in the amount of \$122 Million is set for FY 2026 – FY 2029.

Richard Lubke made the motion to approve Items 16A - 16D as presented by staff. Seconded by Drew Corn. The *Weighted Capital Vote* was 43 Yes, 0 No, 7 Absent (Barker, Gay, Sanchez). Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Johnston	1	1			
AUBREY – Roberson	1	1			
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	4	4			
CORINTH – Barker	3				3
DENTON (city) – Gay	2				2
DENTON (county) – (Vacant, 1 vote)					
DENTON COUNTY AT LARGE – Dresher	1	1			
DCFWSD #7 – Mercer	2	2			
DOUBLE OAK – Nelson	1	1			
FLOWER MOUND – Riggs	9	9			
HIGHLAND VILLAGE – Lubke	2	2			
IRVING – Sanchez	2				2
JUSTIN – Scott	1	1			
KRUM – Winchester	1	1			
LAKE CITIES MUA – Fairfield	2	2			
LEWISVILLE – Rouse	3	3			
MUSTANG SUD – Boyd	6	6			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Dupont	2	2			
SANGER – Bolz	1	1			
TOTAL:	50	43	0	0	7

17. Construction Contracts and Task Orders: (Weighted Capital Vote)

- A. Consider approval of Amendment No. 1 to an existing Construction Manager at Risk (CMAR) To

To help minimize the impact of supply chain issues, Archer Western has developed Bid Package No. 1 which includes long lead electrical equipment for the Doe Branch Water Reclamation Plant Phase 3 Expansion and Riverbend west influent lift station projects. Bid Package No. 1 was advertised, and bids were received on August 15, 2024.



Staff recommended the Board of Directors approve Amendment No. 1 to Archer Western Construction, LLC Construction Manager At Risk Contract for the Northeast Water Reclamation System Expansion for a not-to-exceed amount of \$9,764,192.06.

- B. Consider approval of Amendment No. 3 to an existing Construction Manager at Risk (CMAR) contract with Archer Western Construction, LLC to establish a Progressive Guaranteed Maximum Price No. 3 for Taylor Regional Water Treatment Plant Phase 3 Expansion and Lewisville Lake Intake Pump Station Improvements Project.

Progressive GMP No. 3 includes Bid Package 3 (filter and backwash recovery basin facilities) and Bid Package 4 (material testing services). Staff recommended the Board of Directors approve Amendment No. 3 to Archer Western Construction, LLC Construction Manager At Risk Contract for Taylor Regional Water Treatment Plant Expansion for a not-to-exceed amount of \$45,557,290.03.

- C. Consider Resolution authorizing acceptance of completed work, approval of final change order, final payment, and release of retainage for construction contract awarded to Eagle Contracting, L.P. for Peninsula Water Reclamation Plant Phase III Expansion Project.

Regarding the Peninsula Water Reclamation Plant Phase III Expansion Project, all work has been completed in accordance with the plans, specifications, and change orders, except for minor punch list items. Staff recommended the Board of Directors approve Resolution authorizing acceptance of completed work, Change Order No. 13, and final payment (\$591,372.17) including release of retainage to Eagle Contracting, L.P., pending completion of minor punch list items.

- D. Consider Resolution authorizing acceptance of completed work, approval of final change order, final payment, and release of retainage for construction contract awarded to S.J. Louis Construction of Texas, Ltd. for Replacement and Upsize of Section of Phase 1A Pipeline along Copper Canyon Road.

All work has been completed in accordance with plans, specifications, and change orders, except for minor punch list items. Staff recommended the Board of Directors approve Resolution authorizing acceptance of completed work, Change Order No. 5, and final payment (\$675,228.49) including release of retainage to SJ Louis Construction of Texas, Ltd., pending completion of minor punch list items.

Kevin Mercer made the motion to approve Items 17A - 17D as presented. Seconded by Brian Roberson. The *Weighted Capital Vote* was 43 Yes, 0 No, 7 Absent (Barker, Gay, Sanchez). Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Johnston	1	1			
AUBREY – Roberson	1	1			
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	4	4			
CORINTH – Barker	3				3
DENTON (city) – Gay	2				2



DENTON (county) – (Vacant, 1 vote)					
DENTON COUNTY AT LARGE – Dresher	1	1			
DCFWSD #7 – Mercer	2	2			
DOUBLE OAK – Nelson	1	1			
FLOWER MOUND – Riggs	9	9			
HIGHLAND VILLAGE – Lubke	2	2			
IRVING – Sanchez	2				2
JUSTIN – Scott	1	1			
KRUM – Winchester	1	1			
LAKE CITIES MUA – Fairfield	2	2			
LEWISVILLE – Rouse	3	3			
MUSTANG SUD – Boyd	6	6			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Dupont	2	2			
SANGER – Bolz	1	1			
TOTAL:	50	43	0	0	7

18. Lake Ralph Hall Agenda Items: (Weighted Capital Vote)

- A. Consider Resolution authorizing Executive Director to release funding to the City of Irving for reimbursement for Addendum No. 2 to the existing Contract with Black & Veatch for additional services relating to the final design and engineering services during construction for the Princeton Booster Pump Station Capacity Expansion Project.

For the Princeton Booster Pump Station Capacity Expansion Project, City of Irving negotiated an Addendum No. 2 to Black & Veatch’s existing Contract that includes design of:

- A basement for the new Electrical Building, and an emergency generator at the Princeton Pump Station.
- Replacement of the control valves at the Tom Harpool Water Treatment Plant Diversion Vault.

Staff recommended the Board to approve Resolution authorizing the Executive Director to release funding to reimburse the City of Irving for Final Design of the Princeton Pump Station Improvements Project, in an amount not-to-exceed \$406,519. **Drew Corn made the motion to approve Item 18A as presented. Seconded by Allen McCracken.** The *Weighted Capital Vote* was 43 Yes, 0 No, 7 Absent (Barker, Gay, Sanchez). Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Johnston	1	1			
AUBREY – Roberson	1	1			
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	4	4			
CORINTH – Barker	3				3
DENTON (city) – Gay	2				2



DENTON (county) – Vacant (1 vote)					
DENTON COUNTY AT LARGE – Dresher	1	1			
DCFWSD #7 – Mercer	2	2			
DOUBLE OAK – Nelson	1	1			
FLOWER MOUND – Riggs	9	9			
HIGHLAND VILLAGE – Lubke	2	2			
IRVING – Sanchez	2				2
JUSTIN – Scott	1	1			
KRUM – Winchester	1	1			
LAKE CITIES MUA – Fairfield	2	2			
LEWISVILLE – Rouse	3	3			
MUSTANG SUD – Boyd	6	6			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Dupont	2	2			
SANGER – Bolz	1	1			
TOTAL:	50	43	0	0	7

B. Consider approval of Change Order No. 2 to an existing Contract with Texas Mitigation Solutions, LLC for the Lake Ralph Hall Mitigation Project.

In February 2022, the Board approved a Full-Service Provider Contract and Change Order No. 1 with Texas Mitigation Solutions, LLC (TMS). Change Order No. 1 revised the stream design concept to provide a more reliable water supply to the Mitigation Stream.

However, the US Army Corps of Engineers (USACE) staff objected to the proposed stream configuration, resulting in the need for Change Order No. 2. Change Order No. 2 provides the following improvements:

- Revises the configuration of the Southern Tributaries to more closely align with the concept plan included in the Mitigation Plan.
- Revises the finished grade for the connection of the Mitigation Stream to the Main Channel North Sulphur River.
- Reduces the estimated quantity of fencing to align with project requirements.

Staff recommended the Board approve Change Order No. 2 to an existing Contract with Texas Mitigation Solutions, LLC, increasing the contract in an amount not-to-exceed \$330,069.20. **Kevin Mercer made the motion to approve Item 18B as presented. Seconded by Greg Scott.** The *Weighted Capital Vote* was 43 Yes, 0 No, 7 Absent (Barker, Gay, Sanchez). Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Johnston	1	1			
AUBREY – Roberson	1	1			
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	4	4			



CORINTH – Barker	3				3
DENTON (city) – Gay	2				2
DENTON (county) – Vacant (1 vote)					
DENTON COUNTY AT LARGE – Dresher	1	1			
DCFWS #7 – Mercer	2	2			
DOUBLE OAK – Nelson	1	1			
FLOWER MOUND – Riggs	9	9			
HIGHLAND VILLAGE – Lubke	2	2			
IRVING – Sanchez	2				2
JUSTIN – Scott	1	1			
KRUM – Winchester	1	1			
LAKE CITIES MUA – Fairfield	2	2			
LEWISVILLE – Rouse	3	3			
MUSTANG SUD – Boyd	6	6			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Dupont	2	2			
SANGER – Bolz	1	1			
TOTAL:	50	43	0	0	7

19. Executive Session concerning granting or acquisition of easements, rights-of-way and other property including leases for Water Resource Development or for Regional Treated Water System, pursuant to Texas Government Code, Section 551.072, according to location maps of the projects available in the District Office; and regarding water rights and related permits; for discussion of security matters pursuant to Texas Government Code, Section 551.076, and, regarding General Counsel and Executive Director’s review of legal implications for the relocation of a District water pipeline; and, regarding potential lawsuit related to construction projects; and, meeting with legal counsel pursuant to Texas Government Code, Section 551.071, relative to a matter in which the attorney is required under the Texas Disciplinary Rules of Professional Conduct to convey advice in Executive Session including but not limited to construction contracts and projects related to Lake Ralph Hall.

Executive Session began at 2:02 p.m. The Board returned to open meeting at 2:34 p.m.

20. Consider action on property matters, some of which may have been discussed in Executive Session. **(Weighted Capital Vote)**

None.

21. Consider action on Lake Ralph Hall construction change orders, some of which may have been discussed in Executive Session. **(Weighted Capital Vote)**

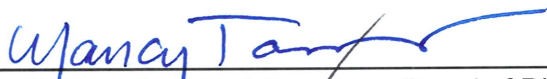
Brian Roberson made the motion to approve Change Order No. 25 with Granite Construction consistent with the Board’s discussion in Executive Session and authorize the Executive Director to execute same and all other associated documents and to take all other necessary action. Seconded by Dave Nelson. The Weighted Capital Vote was 43 Yes, 0 No, 7 Absent (Barker, Gay, Sanchez). Motion carried.

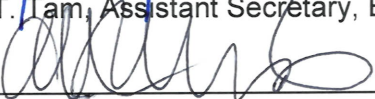


Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Johnston	1	1			
AUBREY – Roberson	1	1			
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	4	4			
CORINTH – Barker	3				3
DENTON (city) – Gay	2				2
DENTON (county) – Vacant (1 vote)					
DENTON COUNTY AT LARGE – Dresher	1	1			
DCFWS #7 – Mercer	2	2			
DOUBLE OAK – Nelson	1	1			
FLOWER MOUND – Riggs	9	9			
HIGHLAND VILLAGE – Lubke	2	2			
IRVING – Sanchez	2				2
JUSTIN – Scott	1	1			
KRUM – Winchester	1	1			
LAKE CITIES MUA – Fairfield	2	2			
LEWISVILLE – Rouse	3	3			
MUSTANG SUD – Boyd	6	6			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Dupont	2	2			
SANGER – Bolz	1	1			
TOTAL:	50	43	0	0	7

- 22. Review potential agenda items, activities, and announcements for future Board meetings.
 Please note that the November 7, 2024 Board Meeting will be a retreat. It will be an all-day affair. Staff will be planning a field trip for the Board to visit the local District facilities. The April 2025 Board meeting may be an all-day retreat to see Lake Ralph Hall.
- 23. Visitor Comments Concerning Non-Agenda Topics.
 None.
- 24. Adjournment.

There being no further business, President Riggs adjourned the meeting at 2:40 p.m.

Recorded by: 
 Nancy T. Tam, Assistant Secretary, Board of Directors

Certified by: 
 Allen L. McCracken, II, Secretary, Board of Directors

