



MINUTES

UPPER TRINITY REGIONAL WATER DISTRICT BOARD OF DIRECTORS

December 7, 2023

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 M. Riggs presiding at 12:50 P.M. on Thursday, December 7, 2023, at 900 N. Kealy Ave., 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
Troy Norton | Argyle
Kimberly Brawner | Celina
Mark Pape | Copper Canyon
Kevin Mercer | DCFWSD #7
Richard Lubke | Highland Village
Kelly Rouse | Lewisville
Drew Corn | Northlake
Alina Ciocan | Sanger

Lyle Drescher, VP | Denton County At Large
Allen L. McCracken, II, Secretary | Pilot Point
Del Knowler | Bartonville
Glenn Barker | Corinth
Stephen Gay | Denton
Dave Nelson | Double Oak
Mike Fairfield | Lake Cities MUA
Chris Boyd | Mustang SUD
Michael Anderson | Ponder

Absent:

Brian Roberson | Aubrey
Nate Winchester | Krum

Orlando Sanchez | Irving
Frank Jaromin | Prosper

Staff and Advisors in Attendance:

Larry N. Patterson, Executive Director
Nancy Tam, Assistant to Executive Director
Lester Harris, Chief Financial Officer
Rob Collins, Bond Counsel
Elisa Moreno, Staff Accountant II
Dustin Wright, Mgr of IT Services
Marcos Zepeda, IT Specialist
Adam McKnight, Chief Engineer
Jody Zabolio, Director of Operations
Ed Motley, LRH Program Mgr
Doug Janeway, Mgr of Property Services

Matthew Boyle, General Counsel
Jason Pierce, Mgr of Gov Affairs & Comm
Mary Dockery, Controller
Nick Bulaich, Financial Advisor
Jan Morris, Chief Administrative Officer
Tom Snyder, Director of Special Projects
Kurt Staller, Director of Eng and Construction
Blake Alldredge, Water Education Coordinator
Ben Hodges, Deputy Director of Operations
Ronna Hartt, Mgr of Water Resources

Others in Attendance:

Andre McBarnette, CDM Smith
Chad Simmons, Freese & Nichols
Andre Garges, Plummer
Sam Morrison, Garney

Matt Duenwald, Kimley-Horn
Anthony Samarripas, Kimley-Horn
Alec Pollok, Kimley-Horn
Ana Smith, Black & Veatch

3. Pledge of Allegiance and Invocation

Pledge of Allegiance was led by Lyle Dresher. The invocation was delivered by Greg Scott.

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.

The President commented that we have numerous important items to be discussed today including: Updates on Lake Ralph Hall Project, U.S. 380 Utility Relocation, and Amendment Contract with Mustang SUD.

- 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 Executive Director discussed the following:

- District water supplies look good - - with composite storage at 92%.
- Through diligent community outreach efforts by Jason Pierce and Blake Alldredge, the District received a grant for an educational Stream (Watershed Protection) Trailer.
- Kudos to the Finance Team for achieving the GFOA award for the 23rd consecutive year.
- North Texas cyberattacks are happening more often. The District is taking measures to help protect against cyberattacks.

- 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

Greg Scott made the motion to approve the Consent Agenda Items 7-10 as presented by staff. Seconded by Lyle Dresher. The *Roll Call Vote* was 18 Yes, 0 No, 4 Absent. Motion carried. The approved Consent Agenda Items were:

- 7. Adopt Minutes of November 2, 2023 Board Meeting.
- 8. Authorize the Executive Director to enter into a pricing agreement with Prime Controls, LP for SCADA System Maintenance and Repair Services.
- 9. Receive report of construction change orders approved by staff.
- 10. Authorize advertisement for bids for TxDOT IH-35W Relocation Project.

ITEMS FOR INDIVIDUAL CONSIDERATION

- 11. Consider a Resolution authorizing and establishing the Upper Trinity Regional Water District Regional Treated Water supply system revenue subordinate lien variable rate note program in an aggregate principal amount not to exceed \$100,000,000 at any one time outstanding; prescribing the terms and conditions thereof; providing for the payment thereof; approving and authorizing certain authorized officers and employees to act on behalf of the District in the selling and delivery of such notes, within the limitations and procedures specified herein; making certain covenants and agreements in connection therewith; resolving other matters incident and related to the issuance, sale, security and delivery of such notes, including the approval of a note purchase agreement and the issuance of notes pursuant thereto; and making other provisions regarding such notes and matters incident thereto. (**Weighted Capital Vote**)

PNC has successfully provided the District with short-term financing through Direct Purchase Program for the past year. At the October Board Meeting, a new proposal was presented where Wells Fargo would replace PNC’s DP Program and increase it from \$75 million to \$100 million. Staff recommended approval of the Resolution and Note Purchase Agreement with Wells Fargo Bank, National Association to establish and utilize the Direct Purchase Program for short-term financing for the Regional Treated Water System.

Del Knowler made the motion to approve Agenda Item 11 as presented by staff. Seconded by Rich Lubke. The *Weighted Capital Vote* was unanimous with 42 Yes, 0 No, 5 Absent. Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Norton	1	1			
AUBREY – Roberson	1				1
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	3	3			
CORINTH – Barker	3	3			
DC AT-LARGE – Dresher	1	1			
DCFWS #7 – Mercer	2	2			



DENTON (city) – Gay	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	5	5			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Jaromin	1				1
SANGER – Ciocan	1	1			
TOTAL:	47	42	0	0	5

12. Consider approval of amendment to Northeast Regional Water Reclamation System Participation Contract with Mustang SUD concerning the extension of wastewater pipeline and construction of new lift station and Point of Entry with metering facilities to serve the Foree Ranch development. (Weighted Capital Vote)

Mustang SUD has approved the proposed Amendment earlier in the week. To provide wastewater service to Foree Ranch and other future Mustang customers, Mustang has requested the District to replace and up-size a section of the District’s existing trunk main along Fishtrap Road, as well as construct a new lift station, force main, metering station, and other certain appurtenance. Staff recommended the Board to approve the proposed Amendment to Mustang SUD’s contract for participation in the Northeast Regional Water Reclamation System (Riverbend Plant).

Chris Boyd made the motion to approve Agenda Item 12 as presented by staff. Seconded by Kimberly Brawner. The *Weighted Capital Vote* was unanimous with 42 Yes, 0 No, 5 Absent. Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Norton	1	1			
AUBREY – Roberson	1				1
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	3	3			
CORINTH – Barker	3	3			
DC AT-LARGE – Dresher	1	1			
DCFWSO #7 – Mercer	2	2			
DENTON (city) – Gay	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	5	5			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Jaromin	1				1
SANGER – Ciocan	1	1			
TOTAL:	47	42	0	0	5

13. Construction Contracts: (Weighted Capital Vote)

- A. Consider Resolution authorizing acceptance of completed work, approval of final change order, final payment, and release of retainage for construction contract awarded to Acadia Services, LLC for US 380 Utility Relocations Project.

All works has been completed in accordance with the plans, specifications, and change orders, except for minor punch list items. This Project is anticipated to be approximately 82% reimbursable by TxDOT. Staff recommended approval of the Resolution (Resolution 2023-66) authorizing acceptance of completed work, approval of final change order, final payment, and release of retainage for construction contract awarded to Acadia Services, LLC for US 380 Force Main Relocation Project pending completion of minor punch list items.

- B. Consider authorizing staff to proceed with Construction Manager at Risk (CMAR) procurement method for assistance in finalizing design and for construction of the Harpool Regional Water Treatment Plant Expansion

To meet growing system demands and to treat future Lake Ralph Hall water, it is necessary to continue with the next phase of expansion at the Harpool WTP. The proposed expansion will include infrastructure for up to 30 MGD capacity with an initial membrane capacity of 10 to 20 MGD. Additional membranes would be installed incrementally until 30 MGD is reached (total plant capacity of 60 MGD).

No capital expenditures are to be authorized at this time; rather a policy decision to authorize the CMAR procurement method and to begin the process. Staff recommended the Board make a finding that the Construction Manager at Risk (CMAR) process for the Harpool Regional Water Treatment Plant Expansion will achieve best value for the District, and that the Board authorize staff to proceed with the CMAR process.

Chris Boyd made the motion to approve Agenda Items 13A and 13B as presented. Seconded by Allen McCracken. The *Weighted Capital Vote* was unanimous with 42 Yes, 0 No, 5 Absent. Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Norton	1	1			
AUBREY – Roberson	1				1



BARTONVILLE – Knowler	1	1			
CELINA – Brawner	3	3			
CORINTH – Barker	3	3			
DC AT-LARGE – Dresher	1	1			
DCFWS #7 – Mercer	2	2			
DENTON (city) – Gay	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	5	5			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Jaromin	1				1
SANGER – Ciocan	1	1			
TOTAL:	47	42	0	0	5

14. Lake Ralph Hall Agenda Items:

- A. Consider approval of Task Order No. 5 to the existing contract with Freese and Nichols, Inc. for Construction Management Services for twelve months in relation to the Lake Ralph Hall – Leon Hurse Dam and Raw Water Pump Station. **(Weighted Capital Vote)**

Staff recommended approval of Task Order No. 5 with Freese and Nichols, Inc. for Construction Management Services (12 months) for Lake Ralph Hall – Leon Hurse Dam and the Raw Water Pump Station for a fee not to exceed \$3,974,933.

- B. Consider approval of Amendment No. 5 to an existing Construction Manager at Risk (CMAR) Contract with Garney Companies, Inc. to establish a Progressive Guaranteed Maximum Price No. 5 for Lake Ralph Hall Conveyance System. **(Weighted Capital Vote)**

Garney Companies, Inc. publicly solicited bids for Bid Package No. 05, which includes construction of the Delivery Point Facility (Series 10) and fiber optic cable between the delivery point and balancing reservoir. Staff evaluated the one bid received for the Delivery Point and the one bid received for the fiber optic cable with recommendations as follows:

- Award Series 10 Delivery Point to Garney Companies, Inc. Please note that Garney CMAR team did not evaluate this award.
- Award Fiber Optic Cable installation to RLC Controls, Inc.

It is anticipated that the Texas Water Development Board SWIFT Board Participation Program will be used to fund this Amendment. Staff recommended approval of Amendment No. 5 to the

existing Garney Companies, Inc. CMAR contract GMP No. 5 in the not to exceed amount of \$13,708,530.

- C. Consider approval of Task Order No. 10 to the existing contract with AR Consultants, Inc. for cultural resource consulting services for continued cultural resource studies required by the Section 404 Permit for Lake Ralph Hall. (Weighted Capital Vote)

Task Order No. 10 is necessary to provide additional funding to continue progress toward satisfying the District’s obligations related to Lake Ralph Hall Project. The goals are to complete Fieldwork on 7 sites, complete Phase II Reports for 7 sites, and initiate research in preparation of Phase III Studies. Staff recommended the Board authorize proposed Task Order No. 10 with AR Consultants, Inc. for professional services related to Cultural Resource Surveys and Testing for the Lake Ralph Hall Project for a fee not to exceed \$5,591,134.

- D. Consider authorizing Staff to file an “Abridged Application” with the Texas Water Development Board (TWDB) for financial assistance for the Lake Ralph Hall Program. (Weighted Capital Vote)

Since 2015, the District has received a total of \$503,180,000 in funding from the Texas Water Development Board (TWDB) State Implementation Fund for Texas (SWIFT) program for the proposed Lake Ralph Hall. To continue providing the most advantageous funding for the Lake Ralph Hall Program, Staff recommended that the Board authorize staff to continue to apply for least-cost financing for the Lake Ralph Hall Program, including the filing of an Abridged (preliminary) Application with TWDB for financial assistance under the SWIFT program.

Rich Lubke made the motion to approve Agenda Items 14A - 14D as presented by staff. Seconded by Kevin Mercer. The *Weighted Capital Vote* was unanimous with 42 Yes, 0 No, 5 Absent. Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Norton	1	1			
AUBREY – Roberson	1				1
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	3	3			
CORINTH – Barker	3	3			
DC AT-LARGE – Dresher	1	1			
DCFWSO #7 – Mercer	2	2			
DENTON (city) – Gay	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	5	5			
NORTHLAKE – Corn	3	3			



PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Jaromin	1				1
SANGER – Ciocan	1	1			
TOTAL:	47	42	0	0	5

- E. Consider authorizing the Executive Director to submit a grant application to Texas Parks and Wildlife Department Boating Access and/or Recreational Trails grant programs to construct recreational amenities at Lake Ralph Hall.

The District continues to coordinate with the Texas Parks and Wildlife Department (TPWD) for recreational opportunities in and around Lake Ralph Hall. Public access is a key component of TPWD’s efforts to create and manage the fish habitat and the stocking of fish. Staff recommended the Board authorize the Executive Director to submit grant application(s) to Texas Parks and Wildlife Department for the construction of recreational amenities at Lake Ralph Hall.

Kevin Mercer made the motion to approve Agenda Item 14E as presented by staff. Seconded by Dave Nelson. The *Roll Call Vote* was unanimous with 18 Yes, 0 No, 4 Absent. Motion carried.

- 15. 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.

The Board of Directors went into Executive Session at 1:55 PM.
 The Board returned to open meeting at 2:43 PM.

- 16. Consider action on property matters, some of which may have been discussed in Executive Session. (Weighted Capital Vote)
 - A. The Board of Directors discussed the following property acquisition (Pignataro Intl. Ltd.) in Executive Session necessary for the NE Pipeline Phase 2 Project.

Lyle Dresher made the motion to approve the acquisition of NE Pipeline Easements and real property (Pignataro Intl. Ltd.) consistent with discussions in Executive Session and authorize the Executive Director to take all other necessary action. Seconded by Kimberly Brawner. The *Weighted Capital Vote* was unanimous with 42 Yes, 0 No, 5 Absent. Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
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ARGYLE – Norton	1	1			
AUBREY – Roberson	1				1
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	3	3			
CORINTH – Barker	3	3			
DC AT-LARGE – Dresher	1	1			
DCFWSD #7 – Mercer	2	2			
DENTON (city) – Gay	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	5	5			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Jaromin	1				1
SANGER – Ciocan	1	1			
TOTAL:	47	42	0	0	5

- B. The Board of Directors also discussed upcoming offers and purchases in Executive Session regarding NE Pipeline Phase 2 Project.

Lyle Dresher made the motion to approve the acquisition of NE Pipeline Easements and real property consistent with discussions in Executive Session and authorize the Executive Director to take all other necessary action. Seconded by Allen McCracken. The Weighted Capital Vote was unanimous with 42 Yes, 0 No, 5 Absent. Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Norton	1	1			
AUBREY – Roberson	1				1
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	3	3			
CORINTH – Barker	3	3			
DC AT-LARGE – Dresher	1	1			
DCFWSD #7 – Mercer	2	2			
DENTON (city) – Gay	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	5	5			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Jaromin	1				1
SANGER – Ciocan	1	1			
TOTAL:	47	42	0	0	5

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

The Board of Directors discussed the Lake Ralph Hall construction change orders in Executive Session. **Kevin Mercer made the motion to approve Change Orders 16, 17, and 18 consistent with discussions in Executive Session and authorize the Executive Director to execute same and all associated documents and to take all other necessary action. Seconded by Greg Scott.** The *Weighted Capital Vote* was unanimous with 42 Yes, 0 No, 5 Absent. Motion carried.

Entity	Eligible Weighted Votes	Yes	No	Abstain	Absent
ARGYLE – Norton	1	1			
AUBREY – Roberson	1				1
BARTONVILLE – Knowler	1	1			
CELINA – Brawner	3	3			
CORINTH – Barker	3	3			
DC AT-LARGE – Dresher	1	1			
DCFWS #7 – Mercer	2	2			
DENTON (city) – Gay	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	5	5			
NORTHLAKE – Corn	3	3			
PILOT POINT – McCracken	1	1			
PONDER – Anderson	1	1			
PROSPER – Jaromin	1				1
SANGER – Ciocan	1	1			
TOTAL:	47	42	0	0	5

18. Review potential agenda items, activities, and announcements for future Board meetings.

Due to the upcoming holidays, there will not be a regular Board Meeting in January 2024. The next Board Meeting is scheduled for February 1, 2024.

19. Visitor Comments Concerning Non-Agenda Topics.

None.

20. Adjournment.

There being no further business, President Riggs adjourned the meeting at 2:45 P.M.

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

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

