

METRO WATER RECOVERY

Minutes of the Regular Meeting of the Board of Directors

May 20, 2025

The Board of Directors of Metro Water Recovery, in the Counties of Adams, Arapahoe, Douglas, Jefferson, and Weld, and the City and County of Denver, State of Colorado, met in regular session at 6450 York Street, Denver, Colorado, Tuesday, May 20, 2025 at 5:30 p.m. in the Boardroom.

Chair Niyork called the meeting to order.

1. OATH OF OFFICE

The following Director has been appointed by his Member Municipality to complete a two-year term of office which expires June 30, 2025 and reappointed to a second term which expires June 30, 2027.

Appointed Director

Dominic Vessa

Member Municipality

City of Arvada

The following Director has been reappointed by their Member Municipality for a two-year term of office expiring June 30, 2027.

Reappointed Director

Dennis Towndrow

Member Municipality

North Pecos Water and Sanitation District

2. ROLL CALL

Secretary Smith called the roll.

Officers Present:

Sarah Niyork, South Adams
Marena Lertch, Aurora
Del Smith, Bancroft-Clover
Janet Kieler, Denver

Chair
Chair Pro Tem
Secretary
Treasurer

Directors Present:

Curt Aldstadt, Westminster
Mike Barrett, Crestview
Clint Blackhurst, Brighton
Travis Bogan, Denver*
Nadine Caldwell, Aurora
John Chavez, Berkeley
David Councilman, Pleasant View
Deborah Crisp, East Lakewood
Clark Davenport, Northwest Lakewood
James DeHerrera, Aurora
Joan Iler, Westridge
Andrew Johnston, Denver
Laura Kroeger, Lakewood
Bob LeGare, Aurora
Martin Majors, Fruitdale*

George Mazzotti, North Washington Street
Charlie Miller, Fort Lupton*
Jamie Miller, North Table Mountain*
Cat Olukotun, Aurora*
Josh Redman, Thornton
Thomas Roode, Denver
Greg Sekera, Lakewood
Peter Spanberger, Denver
Mary Beth Susman, Denver
Dennis Towndrow, North Pecos*
Scott Twombly, Thornton
Dominic Vessa, Arvada
Jennifer Williams, Denver
Ronald Younger, Denver

Directors Absent:

Cody Berg, Applewood
Joe Drew, Wheat Ridge
Mary Gearhart, Denver

Craig Kocian, Arvada
Bob Roth, Aurora

Others Present:

Mickey Conway
Emily Jackson
Liam Cavanaugh
Dawn Ambrosio
Ruth Kedzior
Laura Cook
Lydia Nkem
*Attended virtually

Chief Executive Officer (CEO)
Chief Legal Officer
Chief Operating Officer
Chief Strategy Officer
Senior Administrative Manager
Senior Budget Manager
Assistant to the CEO

3. PUBLIC COMMENT

There was no comment.

4. APPROVAL OF MINUTES**4.a Minutes of the Board of Directors Meeting on April 15, 2025**

Chair Niyork asked if there were any corrections, deletions, or additions to the minutes of the Regular Meeting of the Board of Directors held April 15, 2025.

Director Davenport moved and Director Councilman seconded the motion to approve the minutes of the Regular Meeting of the Board of Directors held April 15, 2025.

The motion carried unanimously.

5. PROGRESS AND PROJECTION REPORTS**5.a Report by CEO**

CEO Conway reviewed his written report, highlighting important conversations held at the Water Environment Federation (WEF) Panel – Residual and Biosolids and Innovations in Treatment Technology Conference in Baltimore, MD following his keynote address; how he recently took over the role of President of National Association of Clean Water Agencies (NACWA); discussion held around the challenges of eliminating perfluoroalkyl and polyfluoroalkyl substances (PFAS) from industry held at the NACWA Pretreatment Workshop in San Diego, CA; and the attachments to the CEO Report, including the Year in Review.

Directors Miller and Smith and Chair Niyork expressed congratulations to Mr. Conway on his new role as NACWA President and offered appreciation for the strong representation he brings at the national level.

Director Miller also shared a sentiment expressed by staff at Austin Water in Texas that Metro Water Recovery exemplifies being the best in the business and she expressed her congratulations to Metro for maintaining an impressive national reputation.

5.b Report by Chief Legal Officer

Chief Legal Officer (CLO) Jackson provided an update on the recent developments concerning the 2025 legislative session, the onboarding of the two new associate general counsels, anticipated updates in rulemaking, and the rotation to a new Adams County Judge for the ditch companies' litigation.

6. REPORTS OF OFFICERS AND COMMITTEES

6.a Compensation Committee Meeting

Chair Niyork shared she created a Compensation Committee to discuss the CEO and CLO compensation for the coming years and appointed Director Lertch as Chair. Other members of the Committee include the other three officers and Director Williams.

Director Lertch gave an update on the Compensation Committee meeting held on May 20, 2025, stating members of the Committee met to gain ideas and an understanding of the process from previous years. She stated the Committee will be working with CPS HR Consulting, Metro Water Recovery's compensation consulting firm.

6.b Meeting Minutes

There were no additions to the following meeting minutes:

Rules and Regulations Committee	March 18, 2025
Operations Committee	May 6, 2025
Finance Committee	May 8, 2025
Executive Committee	May 13, 2025

7. NEW BUSINESS

7.a Hearing for Metro Water Recovery's Preliminary 2026 Budget

Chair Niyork opened the Hearing of the Preliminary 2026 Budget at 5:45 p.m. to allow for questions and comments from holders of any security issues by Metro Water Recovery or the general public. There were no questions or comments. Chair Niyork closed the Hearing at 5:46 p.m.

Consent Agenda

7.b Consideration of Robert W. Hite Treatment Facility Biogas Utilization (PAR 1395) Work Authorization #4, Engineer Amendment, and Appropriation

Director DeHerrera moved and Director Susman seconded the motion to adopt the following resolution:

WHEREAS, it is in the best interest of Metro Water Recovery, hereinafter referred to as "Metro," to execute Work Authorization #4 (WA4) under the existing Construction Manager-at-Risk (CMAR) Agreement with Moltz Construction, Inc. (Moltz) for construction of the Renewable Natural Gas (RNG) facilities for the Robert W. Hite Treatment Facility Biogas Utilization Project (PAR 1395) (Project); and

WHEREAS, WA4 includes construction of the RNG upgrading facilities upon commissioning and testing of the Boiler Mechanical Facility (BMF) and the associated hot water system improvements; and

WHEREAS, the current Professional Services Agreement with Carollo Engineers (Carollo) for this Project also requires an amendment for engineering services for the construction phase; and

WHEREAS, the Operations and Finance committees, after having reviewed the matter, recommend authorizing the Chief Executive Officer to:

1. Execute WA4 under the existing CMAR Agreement with Moltz in the amount of \$31,573,120 for construction of the RNG facilities for the Project,
2. Amend the Professional Services Agreement with Carollo in the amount of \$3,018,000 to provide engineering services during construction of the RNG facilities,
3. Appropriate \$35,000,000 (100 percent) from the General Fund Capital Project Account for this purpose; and

WHEREAS, the Executive Committee, after having reviewed the matter, concurs in the recommendation of the other committees;

NOW, THEREFORE, BE IT RESOLVED the Chief Executive Officer be and hereby is authorized to execute Work Authorization #4 under the existing Construction Manager-at-Risk Agreement with Moltz Construction, Inc. in the amount of \$31,573,120 construction of the Renewable Natural Gas (RNG) facilities for the Robert W. Hite Treatment Facility Biogas Utilization Project (Project); and

BE IT FURTHER RESOLVED the Chief Executive Officer be and hereby is authorized to amend the Professional Services Agreement with Carollo Engineers in the amount of \$3,018,000 to provide engineering services during construction of the RNG facilities; and

BE IT FURTHER RESOLVED the sum of \$35,000,000 (100 percent) from the General Fund Capital Project Account be and hereby is appropriated for this Project.

The motion carried unanimously.

7.c Consideration of Manhole Rehabilitation 2025 (PAR 1460) Construction Services Agreement and Appropriation

Director DeHerrera moved and Director Susman seconded the motion to adopt the following resolution:

WHEREAS, it is in the best interest of Metro Water Recovery, hereinafter referred to as "Metro," to enter into a Construction Services Agreement to provide construction services for the Manhole Rehabilitation 2025 (PAR 1460) (Project); and

WHEREAS, an assessment identified 44 manholes of the Robert W. Hite Treatment Facility Transmission System are in disrepair and are included in the manhole rehabilitation work to be completed as a part of this Project; and

WHEREAS, pursuant to the bid process in Metro's *Purchasing and Contracts Policy*, an invitation to bid was posted in February 2025, and QP Services, LLC (QPS) was determined to be the lowest responsive, responsible bidder; and

WHEREAS, QPS and Metro staff have negotiated a fee in the amount of \$555,985 to provide these services; and

WHEREAS, the Operations and Finance committees, after having reviewed the matter, recommend authorizing the Chief Executive Officer to enter into a Construction Services Agreement with QPS to provide construction services and appropriate \$690,000 for this Project; and

WHEREAS, the Executive Committee, after having reviewed the matter, concurs in the recommendation of the other committees;

NOW, THEREFORE, BE IT RESOLVED the Chief Executive Officer be and hereby is authorized to enter into a Construction Services Agreement with QP Services, LLC, in the amount of \$555,985, to provide Construction Services for work for the Manhole Rehabilitation 2025 (PAR1460) (Project); and

BE IT FURTHER RESOLVED the sum of \$690,000 (100 percent) be and hereby is appropriated from the Fixed Asset Replacement Fund for this Project.

The motion carried unanimously.

7.d Consideration of Northern Treatment Plant Secondary Clarifier Mechanisms Replacement (PAR 1466) Consultant Agreement and Appropriation

Director DeHerrera moved and Director Susman seconded the motion to adopt the following resolution:

WHEREAS, it is in the best interest of Metro Water Recovery, hereinafter referred to as "Metro," to enter into a Professional Services Agreement to provide design, construction, and post construction phase services for the Northern Treatment Plant (NTP) Secondary Clarifier Mechanisms Replacement (PAR 1466) (Project); and

WHEREAS, in September 2024, the Evaluation of NTP Secondary Clarifier Mechanisms identified four secondary clarifier mechanisms in need of replacement due to deteriorating from a coating failure; and

WHEREAS, pursuant to Metro's *Purchasing and Contracts Policy*, Metro staff issued a Request for Proposals (RFP) in January 2025, and a review committee recommended two proposals for interview, conducted in April 2025; and

WHEREAS a Selection Committee comprised of Metro staff and Board Directors directed staff to negotiate an agreement with Carollo Engineers (Carollo); and

WHEREAS, Carollo and Metro staff have negotiated a fee in the amount of \$1,045,000 to provide these services; and

WHEREAS, the Operations and Finance committees, after having reviewed the matter, recommend authorizing the Chief Executive Officer to enter into a Professional Services Agreement with Carollo to provide design, construction, and post

construction phase services for the Project and appropriate \$1,185,000 for this Project; and

WHEREAS, the Executive Committee, after having reviewed the matter, concurs in the recommendation of the other committees;

NOW, THEREFORE, BE IT RESOLVED the Chief Executive Officer be and hereby is authorized to enter into a Professional Services Agreement with Carollo Engineers, in the amount of \$1,045,000, to provide design, construction, and post construction phase services for the Northern Treatment Plant Secondary Clarifier Mechanisms Replacement (PAR 1466) (Project); and

BE IT FURTHER RESOLVED the sum of \$1,185,000 (100 percent) be and hereby is appropriated from the Fixed Asset Replacement Fund Capital Project Account for this Project.

The motion carried unanimously.

Roll Call Agenda

7.e Consideration of 2025 Board of Directors Reapportionment

Director Aldstadt moved and Director Twombly seconded the motion to adopt the following resolution:

WHEREAS, it is necessary Metro Water Recovery, hereinafter referred to as "Metro," reapportion representation on the Board of Directors of Metro to comply with the provisions of the Metropolitan Sewage Disposal District Act;

WHEREAS, C.R.S. § 32-4-509 sets forth the reapportionment formula which requires one Director for every 75,000 of population or fraction thereof and requires reapportionment every four years from the date the Department of Local Affairs issued the Certificate of Organization of Metro (May 1961); and

WHEREAS, 2025 is a required reapportionment year under the statute; and

WHEREAS, to determine the population for the purpose of reapportioning representation on the Board of Directors, the population of a city, or of a city and county, or of an incorporated town Metro uses the latest estimate by the State Demography Office of the Department of Local Affairs of the State of Colorado; and

WHEREAS, the State Demography Office of the Department of Local Affairs of the State of Colorado has submitted to Metro its latest estimate of the population of cities which are Members of Metro; and

WHEREAS, to determine the population of sanitation districts, water and sanitation districts, or other political subdivisions, the number of single-family equivalent water taps or the number of single-family equivalent sewer connections within said district shall be multiplied by 2.8; and

WHEREAS, the water and sanitation districts have submitted the number of residential water taps or sewer connections within their districts; and

WHEREAS, the Finance and Operations committees of Metro, after having reviewed the matter, recommend the Board of Directors be reapportioned under the formula according to Exhibit A attached hereto, with the current number of Metro Directors remaining at a total of 40; and

WHEREAS, the Executive Committee, after having reviewed the matter, concurs in the recommendation of the other committees;

NOW, THEREFORE, BE IT RESOLVED the Board of Directors of Metro be and hereby is reapportioned effective July 1, 2025 as set forth in Exhibit A attached hereto, with the number of Metro Directors remaining at 40.

Chair Niyork called for a roll call vote which carried with 33 Directors voting Yes:

Curt Aldstadt	Andrew Johnston	Josh Redman
Mike Barrett	Janet Kieler	Thomas Roode
Clint Blackhurst	Laura Kroeger	Greg Sekera
Travis Bogan	Bob LeGare	Del Smith
Nadine Caldwell	Marena Lertch	Peter Spanberger
John Chavez	Martin Majors	Mary Beth Susman
David Councilman	George Mazzotti	Dennis Towndrow
Deborah Crisp	Charlie Miller	Scott Twombly
Clark Davenport	Jamie Miller	Dominic Vessa
James DeHerrera	Sarah Niyork	Jennifer Williams
Joan Iler	Cat Olukotun	Ronald Younger

8. DIRECTOR RECOGNITION

Chair Niyork recognized Director Johnston's retirement from the Board, highlighting his over thirteen years of leadership and service to Metro Water Recovery, including his tenure as Chair of the Board from 2022-2024.

Director Lertch expressed appreciation for the way Director Johnston made her feel welcomed as a friend, continually asked educational questions, and provided great leadership.

Director Caldwell stated Director Johnston is the happiest person she has ever met, is knowledgeable, and great to work with.

Director Twombly expressed appreciation for Director Johnston's commitment as an officer, his skills in being able to gather information and hold thoughtful discussions, and the way he helped Metro Water Recovery and the Board through challenges.

Director Smith noted Director Johnston is a curious person which leads him to ask good questions which benefit everyone.

Director Mazzotti stated Director Johnston made an easy transition for him when he joined the Board and the Finance Committee.

Director Kroeger expressed appreciation for Director Johnston's friendly and engaging manner and for taking initiative.

Director Jamie Miller agreed with previous statements about Director Johnston that he made Directors feel at home as a Board member and encouraged engagement.

Director Kieler expressed appreciation for Director Johnston's mentorship and helping her grow as a Director.

CEO Conway expressed appreciation to Director Johnston and on behalf of staff, noting he was always calm, asked great questions, and offered support even in the midst of challenges. He also stated Director Johnston has left an important legacy at Metro Water Recovery.

Ms. Jackson expressed particular appreciation for the way Director Johnston supported future visioning when he was Chair and for helping to bring Metro Water Recovery out of the challenges of the COVID-19 pandemic.

Director Johnston noted it was a bittersweet goodbye, acknowledging the work put into two strategic plans and bringing employees and Directors closer together. He appreciated Metro Water Recovery executives and staff and the Board for creating a nationally recognized organization.

The Board gave a round of applause for Director Johnston.

9. INDIVIDUAL DIRECTOR COMMENTS

Director Iler shared a comment from the Westridge Sanitation District Board thanking Metro Water Recovery staff for quickly assisting on an issue at 41st Street Avenue and Miller Street.

Director Lertch stated she was able to participate at WEF in DC with other water leaders and appreciated working with Metro Water Recovery.

Director LeGare shared he had watched the movie Dark Waters which narrates a lawsuit brought against Dupont de Nemours, Inc., which uses PFAS in its products and commented on how recently PFAS has become a nationally known issue.

Ms. Jackson noted Metro Water Recovery works with the attorney depicted in the film.

9. OTHER INFORMATION

Chair Niyork reminded Directors of the Town Hall on May 21, 2025.

10. ADJOURNMENT

Chair Niyork adjourned the meeting at 6:05 p.m.

MC\rak\lmm

**Board of Directors Meeting Minutes
May 20, 2025**

(SEAL)

Chair

ATTEST:

Secretary