



NORTH TEXAS MUNICIPAL WATER DISTRICT

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MINUTES OF SPECIAL MEETING (BY TELECONFERENCE) OF THE BOARD OF DIRECTORS MAY 3, 2021

The North Texas Municipal Water District (NTMWD) Board of Directors met in a Special Meeting by teleconference on Monday, May 3, 2021 at 2:30 p.m. Notice of the meeting was legally posted in accordance with Government Code, Title 551, Open Meetings.

I. CALL TO ORDER

President Larry Parks called the meeting to order at approximately 2:32 p.m.

President Parks advised the following regarding today's meeting:

In accordance with the COVID-19 public health threat and the related March 16, 2020, action by the Office of the Governor, temporarily suspending certain provisions of the Texas Open Meetings Act, NTMWD will hold its meeting by telephonic conference call.

In lieu of physical attendance of the meeting, the public may teleconference into the Board meeting by calling 1 (844) 621-3956 and entering the following access code: 928 587 040. Members of the public wishing to make public comment during the meeting should follow the instructions for on-line registration listed under Item V. below no later than the start time of the meeting. The meeting will be recorded, and the audio recording will be available on the NTMWD website after the meeting.

II. ROLL CALL/ANNOUNCEMENT OF QUORUM

The roll was called, and attendance was confirmed by teleconference as follows:

1	Anderson, Terry Sam	
2	Appolito, Robert	
3	Carr, John	
4	Crump, George	
5	Dyer, Phil	
6	Farmer, Joe	
7	Fuller, Marvin	
8	Gordon, Don	
9	Vacant	
10	Hollifield, David	
11	Imrie, Chip	

12	Johnson, Blair	
13	Joplin, Joe	
14	Kelley, Ron	Absent
15	Kerr, James (Jim)	
16	May, Jack	
17	Murphy, John	
18	Obera, Marlo	Absent
19	Parks, Larry	
20	Patrick, Brenda Jean	
21	Peasley, Richard	
22	Shuyler, Lynn	
23	Stephens, Keith	
24	Sweeden, John	

The following NTMWD legal and financial consultants attended the meeting:

Lauren Kalisek and Sheila Gladstone – Lloyd Gosselink Rochelle & Townsend

III. INSTRUCTIONS FROM MODERATOR

Interim Executive Director Rodney Rhoades served as moderator for the teleconference and provided instructions to Board members, staff, and the public for conducting the meeting by teleconference. Instructions included:

- Remember to unmute your phone when you acknowledge your presence, provide comments, make a motion/second, and vote. Please then return to mute to minimize any background noise.
- Please announce your name when speaking and when making motions/seconds.
- Please speak clearly and try to be in a quiet location with now background noise.
- Also, please enunciate and project when speaking to ensure all listening can understand.
- If for some reason you drop off the call, simply follow the instructions to redial into teleconference.
- Audio for this meeting will be recorded and made available on our website in accordance with the current modified requirements.
- In the Secretary’s absence, President Parks will oversee the voting process and confirm the votes of each Director.
- The public line will be muted except during public comment to avoid noise disruptions so that we can do our best to make sure all participants can clearly hear the proceedings.

IV. OPENING REMARKS

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

No remarks provided.

V. PUBLIC COMMENTS

INSTRUCTIONS FOR PUBLIC COMMENT ON-LINE REGISTRATION: Prior to the start of the Board meeting, members of the public wishing to provide public comment must submit via email to PublicRelations.Info@ntmwd.com their first and last name, organization, comment topic, mailing address and email address. During the public comment portion of the meeting, speakers will be recognized by name and asked to provide their comments. The time limit is five (5) minutes per speaker, not to exceed a total of thirty (30) minutes for all speakers. The Board may not discuss these items, but may respond with factual or policy information.

There were no requests for public comments.

VI. EXECUTIVE SESSION

At 2:39 p.m. President Parks declared the need for an Executive Session of the Board of Directors to discuss Agenda Item Nos. Section VII. Item A. and B. on the agenda pursuant to Texas Government Code, Section 551.071, Consultation with Attorney, and Section 551.074, Personnel.

President Parks confirmed with staff that the public access line was disconnected and that the audio recording was disabled during the Executive Session discussion.

Open Session reconvened at 4:59 p.m. No action was taken in Executive Session. The public teleconference line was reconnected.

VII. ACTION ITEMS

- A. Consider appointment of NTMWD Executive Director/General Manager and approval of related employment contract

Upon a motion by Director Joe Farmer and a second by Director Brenda Jean Patrick, the Board of Directors voted unanimously to appoint Jenna Covington as the NTMWD Executive Director/General Manager and approve her employment contract with the District as discussed in Executive Session.

- B. Consider recommendation regarding Interim Executive Director status including possible approval of separation agreement

Director Chip Imrie advised that the Personnel Committee reviewed this item at a special called meeting held on April 28, 2021. A motion to recommend a proposal to the Board of Directors as discussed by the Personnel Committee in executive session failed for lack of majority vote (with three Directors voting in favor and three Directors voting against and two Directors absent).

President Parks called for a motion on this item.

Director Chip Imrie made a motion to authorize approval of a separation agreement with Interim Executive Director Rodney Rhoades to include up to five (5) months of salary as a separation agreement. Director Blair Johnson seconded the motion.

Director Joe Joplin requested an amendment to the motion to include “not to exceed the end of the District’s fiscal year.”

Director Imrie amended his motion adding the language “not to exceed the end of the District’s fiscal year.” Director Johnson seconded the amendment.

Director Richard Peasley inquired if the offer is for a “consulting contract.”

Director Imrie amended his motion to include this is for a consulting contract. Director Blair Johnson seconded the amendment.

Attorney Sheila Gladstone summarized the motion and amendments as follows:

“Motion to offer Interim Executive Director Rodney Rhoades as part of a separation and settlement agreement to provide five (5) months of salary paid on a monthly basis in exchange for as needed consulting services throughout the transition, and the agreement shall end no later than the end of the District’s fiscal year, and in exchange for a full release and waiver agreement.”

It was clarified that Mr. Rhoades would agree to be available with adequate notice if needed. Ms. Gladstone added that the five (5) months of salary is the salary as it was prior to the step-up to Interim Executive Director. She also explained that the term “in lieu of notice” can only be included with a separation agreement.

Director Joe Farmer called for a vote on the motion.

Motion passed with vote of 16 ayes and 5 nays. Directors Appolito, Carr, Crump, May and Peasley voted against the motion.

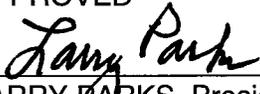
Director Brenda Jean Patrick requested that the contract negotiations with Mr. Rhoades be completed with 48 hours and that Jenna Covington assume her role as Executive Director on the following Monday. Ms. Gladstone explained that Mr. Rhoades legally has 21 days to consider the agreement, however Ms. Covington may be appointed in the meantime.

Discussion followed as to whether the Board or Ms. Covington should offer the agreement to Mr. Rhoades. During discussion, Mr. Rhoades communicated at 5:12 p.m. to President Parks that, “I want to retire.” President Parks advised the motion as amended and the vote stands.

VIII. ADJOURNMENT

There being no further business, the meeting adjourned at approximately 5:28 p.m.

APPROVED

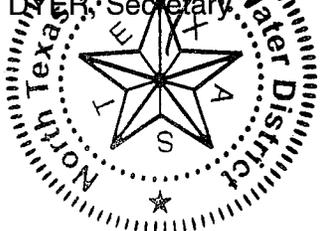


LARRY PARKS, President

ATTEST



PHIL DYER, Secretary



The seal of the North Texas Municipal Water District is circular with a five-pointed star in the center. The words "North Texas Municipal Water District" are written around the perimeter of the star. A small star is located at the bottom center of the seal.