

Special Board Meeting Minutes

October 3, 2023

SPECIAL MEETING - 8:15 PM

CALLTO ORDER

Commissioners Present: Jim Doane, PE; Jim Duggan, PE; Carl Fisher, Elliot Lisac, Todd Sanders, PhD

Staff Present: Clark Balfour, General Counsel; Paul Matthews, Chief Financial Officer; Andrew Carlstrom, Customer Service Manager; Kylie Bayer, Human Resources Director; and Sam Kaufmann, District Recorder.

1. BUSINESS AGENDA

A. Consider a resolution appointing Paul Matthews as the Interim Chief Executive Officer. Staff Report – Kylie Bayer, Human Resources Director

Kylie Bayer presented the staff report on Resolution 17-23.

Motion was made by Doane, seconded by Fisher, to adopt Resolution 17-23, a resolution appointing Paul Matthews as the Interim Chief Executive Officer. The motion passed unanimously with Doane, Duggan, Fisher, Lisac and Sanders voting in favor.

B. Consider action on retirement agreement for former Chief Executive Officer

Motion was made by Doan that the Board approve the CEO retirement agreement as presented and authorize the Interim CEO to approve and sign modifications thereto, so long as the modified agreement substantially conforms to the agreement presented at this meeting and General Counsel approves such modifications. The motion was seconded by Lisac and passed unanimously with Doane, Duggan, Fisher, Lisac and Sanders voting in favor.

ADJOURNMENT

| There being no further business, President Sanders adjourned the meeting at 8:22 p.m. | |
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| Todd Sanders, President | Jim Doane, Secretary |