

# RECORD OF PROCEEDINGS

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
SPECIAL BOARD OF DIRECTORS MEETING  
AUGUST 15, 2018 12:00 PM  
3310 CLEAR WATER TRAIL, STEAMBOAT SPRINGS**

## MINUTES

Chairman Ken Brenner called the meeting to order and declared a quorum present. In addition to Chairman Brenner, the Board members present were, Doug Monger, Bob Woodmansee, Ron Murphy, Stephen Colby, Tom Sharp, Webster Jones. General Manager Kevin McBride, Administrative Assistant Barbara Wilson, and General Counsel Bob Weiss were also present. Member of the public present was John Adams, Morrison Creek land owner.

Jackie Brown, Natural Resource Policy Advisor, Tri-State Generation & Transmission joined part of the meeting by phone.

The following agenda was proposed:

### AGENDA

- (1) Call to Order;
- (2) Approval of Meeting Agenda;
- (3) Office Space; action item
- (4) Contract Negotiations updates;
  - a) Stagecoach Contracts
  - b) Yamcolo Contracts
  - c) Stillwater Ditch action item
- (5) Stagecoach Firming;
- (6) Executive Session with Bob Weiss, legal counsel, under CRS § 24-6-402(4)(b) to discuss legal issues on Contract Negotiations & Office Space. Mere presence or participation of an attorney at an executive session of the local politic body is not sufficient to satisfy the requirements of this subsection (4).
- (7) Adjournment

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**Meeting Agenda** Director Brenner requested the following agenda changes:

- 2) Public Comments;
- 3) Tri-State Release;
- 4) Stagecoach Firming;
- 5) Contract Negotiations;
- 6) Office Space Update;
- 7) Executive Session:

Director Monger moved to approve the agenda as requested. Director Murphy seconded the motion which was unanimously approved.

**Public Comment** John Adams, property owner below the proposed Morrison Creek Reservoir, inquired about the ditch John Fetcher had proposed and the proposed Morrison Creek Reservoir.

Director Monger requested the studies done by the District about the proposed ditch be sent out to the Directors. Discussion followed, and it was pointed out that these studies will probably be reviewed by the FERC during the permitting process for Stagecoach firming.

**Tri-State Release** General Manager McBride spoke. Tri-state requested a release of their stored water from Stagecoach Reservoir of 70cfs. Due to the District's other requirements and releases, the total would be a 125cfs release. Manager McBride asked the Board if Tri-State can go beyond their contractual amount of 50cfs to 70cfs. Jackie Brown with Tri-State clarified that Tri-State has concerns they may not get all the water released so they are requesting more as a caution.

Counsel Weiss reviewed the Tri-State contract briefly. There is 50 cfs limit which the Board can waive.

Director Sharp made a motion that the Board authorize approval of the requested release rate of 70cfs to Tri-State, measured at the Stagecoach dam provided that the District obtain a no-precedent waiver provision, acceptable to Counsel and General Manger, that is acceptable to Tri-State. No longer than this fall season with as much water as possible to go through the turbine. Director Woodmansee seconded the motion which was unanimously approved.

Director Brenner requested staff do a press release as soon as possible about the Tri-State release. There was general agreement by the Board.

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***Stagecoach Firming*** Manager McBride reviewed that a full Board of Directors meeting to interview the two RFQ applicants will be September 6, 2018 10:00-3:00 PM.

Manager McBride inquired if the Annual Retreat could be re-scheduled to October 10<sup>th</sup> due to his scheduling conflict. There was agreement that if more than one Director was missing from the Retreat, then staff needs to send out a poll to reschedule.

***Contract Negotiations*** Manager McBride reviewed the Stagecoach and Yamcolo Water Contracts tables with discussion to follow in the Executive Session.

A letter to the Stillwater Ditch (Ditch) owners was presented. Counsel Weiss reviewed: the former shareholders requested that they would like to take back ownership of the Ditch. The District owns 100% of the stock in the Ditch. The proposed letter breaks down specific requests and formal documents would have to be prepared.

Discussion followed with additional discussion to be in the Executive Session.

### ***Office Space***

Director Jones summarized the letter Director Brenner sent to the Board that presented several options for the District office location. Director Sharp believes it is relevant to review the District's long-term goals as part of the decision process. Director Sharp recused himself from discussions concerning leasing from Mount Werner Water District (MWW). Manager McBride offered that the District staff preferred the Lincoln Ave. office location and that he also would like the District to stay in its current location for an additional three years. Discussion followed.

There was general agreement that the Board did not want to purchase a new office location at this time and that alternatives should be pursued.

Director Murphy suggested that there are better ways to get visibility for the District than from the District's physical location. He suggested a blog in the paper from possibly Director Sharp about the District and the state of the rivers.

It was decided that Director Brenner should attend the MWW Board meeting on August 17th to discuss lease options.

Director Colby requested that staff send out an email update. It was also requested to add the Office Space update to the agenda for the Sept 6<sup>th</sup> Special Board of Directors meeting and that possibly the meeting should start an hour earlier than originally planned.

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### *Executive Session*

Robert Weiss, as counsel for the District, stated that in his opinion discussion of the matter announced to go into executive session constitutes a privileged attorney/client communication. He was therefore recommending that no further record be kept of the executive session.

Director Sharp made a motion to go into executive session. It was seconded by Director Colby and unanimously agreed to go into Executive Session under provision C.R.S. §24-6-402(4) (b) to discuss with counsel legal issues relating to Contract Negotiations & Office Space including Contract Negotiations of items 5 and 6 in the amended agenda. Mere presence or participation of an attorney at an executive session of the local public body is not sufficient to satisfy the requirements of this subsection (4). The Executive Session commenced at about 2:30 PM and concluded at about 3:30 PM.

Director Sharp made a motion to authorize sending a response letter to the Yampa area irrigators regarding their proposal to take over the Stillwater Ditch and the terms are to be further revised and then submitted by email for approval by the majority of the Board. Upon approval, proposal to be sent. Director Monger seconded the motion which was unanimously approved.

***Determination of future meetings*** The scheduled date for the next Board meeting is Wednesday September 6, 2018 at 10:00 AM, at the District's office.

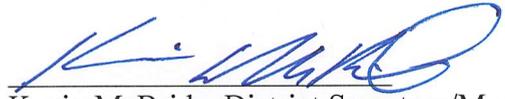
The meeting was adjourned at 3:35 PM.

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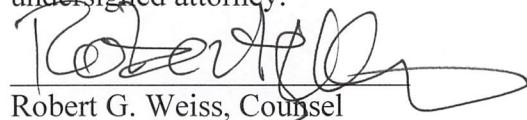
I certify that the foregoing constitutes a true and correct summary of the proceedings at the above referenced meeting.

  
Kevin McBride, District Secretary/Manager

Date: 9/20/2018

### STATEMENT FROM ATTORNEY REGARDING ATTORNEY-CLIENT PRIVILEGE

The undersigned Robert G. Weiss hereby attests, pursuant to CRS Section 24-6-402(2)(d.5)(II)(B), that the portion of the executive session that was not recorded and which related to Contract Negotiations & Office Space including Contract Negotiations of items 5 and 6 in the amended agenda and constituted a privileged attorney-client communication in the opinion of the undersigned attorney.

  
Robert G. Weiss, Counsel

Date: 9-19-2018

### STATEMENT FROM CHAIR OF EXECUTIVE SESSION REGARDING ATTORNEY-CLIENT PRIVILEGE

The undersigned chairman hereby attests, pursuant to CRS Section 24-6-402(2)(d.5)(II)(B), that all of the executive session was not recorded and was confined to the topics authorized for discussion in an executive session pursuant to subsection (4) of CRS Section 24-6-402.

  
Ken Brenner, Chairman

Date: 9/19/18