

RECORD OF PROCEEDINGS

**UPPER YAMPA WATER CONSERVANCY DISTRICT
BOARD OF DIRECTORS MEETING
APRIL 24, 2019 1:30 PM
MOUNTAIN VALLEY BANK COMMUNITY ROOM
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

MINUTES

Chairman Ken Brenner called the meeting to order and declared a quorum present. In addition to Chairman Brenner, the Board members present were Bob Woodmansee, Doug Monger, Jim Haskins, Ken Brenner, Ron Murphy, and Stephen Colby. General Manager Kevin McBride, Office Manager Karina Craig, Administrative Assistant Barbara Wilson and General Counsel Bob Weiss were also present. Directors Webster Jones and Tom Sharp attended the meeting by phone.

Members of the public present included Calder Young, Kelly Beall, Rick Dowden, Jerry Smith, Scott Hummer, Rick Milway, Jackie Brown, and Eleanor Hasenbeck.

The following agenda was proposed:

AGENDA

- (1) *1:30 pm* Establishment of Quorum and Call to Order;
- (2) *1:35 pm* Consent Agenda; action item
 - a) Approval of Disbursements
 - b) Budget Comparison
 - c) Bylaw Change for Posting
 - d) Approval of the minutes of the January 23, 2019; February 20, 2019; and March 20, 2019 Board Meetings
- (3) *1:55 pm* Approval of Agenda for Meeting; action item
- (4) Public Input and Comment;
- (5) *2:00 pm* Report of the General Manager; action item
 - a) Yampa Basin Rendezvous
 - b) Stagecoach FIRMING
 - c) Instream Flow Bill, HB-1271
 - d) Water Pricing and Contract Negotiations
 - e) 360 Review – Create Special Committee action item
- (6) *3:40 pm* Report from General Counsel;
 - a) Water Resumes
 - b) Status of other Water Cases, if any
- (7) *3:55 pm* Executive Session with Bob Weiss, legal Counsel, under CRS § 24-6-402(4)(b) to discuss legal issues on Water Resumes, Water Cases, and Contract Negotiations. 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).

RECORD OF PROCEEDINGS

(8) *4:15 pm Executive Session:*

The specific citation to the provision of C.R.S. §24-6-402, subsection (4) that authorize(s) the UYWCD Board of Directors to meet in an executive session is set forth below. The topic of the executive session identifies the particular matter to be discussed in as much detail as possible without compromising the purpose for which the executive session is authorized.

a) Evaluation of District Manager §24-6-402(4)(f)(I). "Personnel matters except if the employee who is subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees have requested an open meeting." action item

(9) New Business;

(10) Adjournment.

Consent Agenda Director Woodmansee made a motion to approve the consent agenda, Director Monger seconded the motion which was unanimously approved.

Meeting Agenda Director Monger moved to approve the agenda. Director Haskins seconded the motion which was unanimously approved.

Public Comment Calder Young, Friends of the Yampa, briefly presented a plan for a social gathering of the many different water entities in the area and he may come to the District for funding.

Report of the General Manager

Yampa Basin Rendezvous – Calder Young, Friends of the Yampa, asked the Board for a \$250 donation to be a Contributing Sponsor for the 2019 Yampa Basin Rendezvous. Manager McBride requested an invoice.

Direction was given to the General Manager that he can give up to \$500 per group per year up to a maximum of \$4000 a year without prior Board approval. Donations are to be communicated to the Board through the Consent Agenda.

Stagecoach FIRMING - Manager McBride received an updated Draft from AECOM of Task 1 for the Stagecoach FIRMING project; however, he decided it was not ready to be presented to the Board. AECOM will present at the May Board of Directors meeting.

Instream Flow Bill, HP-1271 – Director Brenner reported that the bill was amended and has been postponed indefinitely. Director Brenner will find out more information and may be able to provide a draft letter to the Board as a follow-up step.

Water Pricing and Contract Negotiations – Director Sharp reviewed the current negotiations for pricing the existing Yamcolo Irrigators Association contract. The District is seeking agreement with YIA for an initial price with a CPI adjustment in a contract amendment so the YIA contract would no longer be repriced annually based on O and M costs.

Director Monger requested a status update on the negotiations. Discussion followed. Tri-State is the next task with a June meeting. Yamcolo Irrigators Association (YIA) accepted the price for the 2019 water year. The Individual Irrigators price is fixed for 2019. Counsel Weiss is working on the YIA amendment

RECORD OF PROCEEDINGS

and will also prepare the Individual Irrigators renewal contract form. The initial draft of the Stillwater Ditch contract will be provided from the former Ditch owners.

360 Review – Create Special Committee – Director Brenner reviewed the Board documents. A proposal to establish a special committee for key issues raised by the 360 Assessment was discussed. The current committee consists of Directors Brenner, Woodmansee, and Jones. Director Haskins asked to be added as a committee member. Director Brenner requested that if any Board member has input, please provide it to the committee. The committee meetings will be posted, open to the public, and have minutes taken as required for special meetings of the Board where more than two Board members meet.

Director Jones made a motion to accept the proposal to establish a special committee, to add Director Haskins to the committee, and that no language within the draft document provided has been approved or endorsed by the Board. Director Monger seconded the motion which was unanimously approved.

Report from General Counsel

Water Resumes and Status of other Water Cases – Counsel Weiss had nothing to add to Scott Grosscup's Board Communication Forms. Counsel Weiss said he would have Scott Grosscup or Gilbert Graham with Snell and Wilmer report on the Water Horse application at the next regular Board meeting.

Executive Session item (7)

Director Monger made a motion to go into executive session. It was seconded by Director Redmond and was 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 Water Resumes, Water Cases, and Contract Negotiations. 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 3:25 PM.

The Chairman then announced that if any person who participated in the executive session believed that any substantial discussion of any matters not included in the motion to go into executive session occurred in the executive session, or that any improper action occurred during the executive session in violation of the Open Meetings Law, that such person state their concerns for the record. No one stated concerns.

Executive Session item/ Personnel matter under § 24-6-402(4)(f)(I) (8)

Director Brenner asked General Manager (GM) McBride if he would like his performance evaluation to be in public session. Manager McBride stated the public has requested transparency, therefore he would like his evaluation to be in open session. He would also like to include Ryan Golten with CBI since his expectation was he was going to complete the 360 assessment prior to his evaluation. There was general agreement to have Ms. Golten attend by phone. Director Brenner reviewed: last fall's performance evaluation of the General Manager had diverse opinions and not a clear consensus. The suggestion was

RECORD OF PROCEEDINGS

to do a 360 assessment. The results of the 360 assessment was completed in February and the goal is to have the District move forward. The GM stated he is interested in continuing at the District for a considerable period of time in some capacity.

Director Monger: He does not see enough production from the GM. The Board should have been more hands-on. Director Monger is worried about the new employee being directed by the GM. He also wants goals and objectives being delivered through the budget document with deliverables.

Director Redmond: He has worked with the GM through the Raise and the Master Plan. Those projects were more in his wheelhouse as an engineer. The Board needs to provide more direction for public outreach and the Board needs to provide their vision.

Director Colby: In general, he is happy with what the GM is doing for the District. For years the GM has gotten good reviews so it was a surprise to him that there is dissatisfaction. He thinks the GM gets caught between the different Board members' philosophies.

Director Haskins: He too was surprised that there is dissatisfaction with the GM. Director Haskins thinks things are going better and that more meetings were needed. He would like to see progress and going forward, the Board needs to be clear.

Director Sharp: The GM was hired for his engineering experience and they realized at that time that he did not have some of the additional skills needed. The Board needs to give the GM direction on these things. He is a valued employee and is doing a satisfactory job.

Direct Jones: He has confidence in the GM. The Board needs to be more specific on outcomes and provide direction.

Director Woodmansee: The Board needs to have a real vision with do-able actions that look to the future. He wonders if the GM has the social skills to work collaboratively with other entities. Without a strategic plan, the GM is in a terrible position because he doesn't know where the District is going. He has concerns about the management of staff.

Director Murphy: The Board has been wishy-washy and he is not sure the Board has given the GM enough staff. He thinks the GM is doing a good job when he is told what to do.

Director Brenner: He thinks the Board needs to do a better job of informing the GM of their intent. The GM needs to come with solutions if the District does not have enough staff. He is aware of the dynamics of the office and that they are not what they should be. He feels the budget should reflect the goals of the District and include a 5-year projection. Director Brenner is also apprehensive about hiring a new employee until after the Board does their work. He summarized and said his view is closer to Director Monger's point of view about the GM.

RECORD OF PROCEEDINGS

Discussion followed. Director Monger stated that he was disappointed about the GM's work plan. He also feels the District needs long term financial planning. Also, there needs to be employee management follow-up. Director Woodmansee would like the strategic planning process expedited and that he doesn't see that there is enough staff to get things done.

Director Sharp stated it is critical for the Board to get a written ERC policy. Manager McBride will follow up with the Nature Conservancy and others to present at the next Board meeting.

Ryan Golten reviewed and suggested written documents from the GM and Board.

Determination of future meetings The scheduled date for the next Board meeting was confirmed, being Wednesday June 19, 2019 at 1:30 PM, at Mountain Valley Bank Community Room, 2201 Curve Plaza, Steamboat Springs, CO.

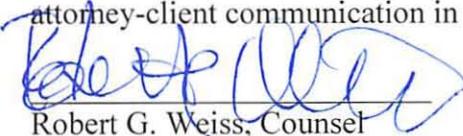
The meeting was adjourned at 5:05 PM.

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


Date: 7/29/2019
Kevin McBride, District Secretary/Manager

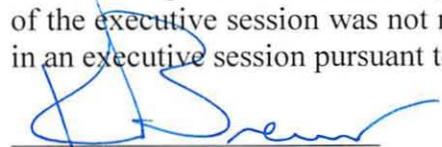
STATEMENT FROM ATTORNEY REGARDING ATTORNEY-CLIENT PRIVILEGE

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 Water Resumes, Water Cases, and Contract Negotiations contract negotiations constituted a privileged attorney-client communication in the opinion of the undersigned attorney.


Date: 7-24-2019
Robert G. Weiss, Counsel

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.


Date: 7.29.19
Ken Brenner, Chairman