

RECORD OF PROCEEDINGS

**UPPER YAMPA WATER CONSERVANCY DISTRICT
BOARD OF DIRECTORS MEETING
MARCH 27, 2020 2:00 PM
VIA BLUEJEANS TELECONFERENCE MEETING #296566042**

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, John Redmond, Ron Murphy, Lyn Halliday, Tom Sharp, and Webster Jones. General Manager Kevin McBride, District Engineer Andy Rossi, Marketing/Communication Manager Holly Kirkpatrick, Business Manager Deb Bastian, and General Counsel Bob Weiss were also present.

The following agenda was proposed:

AGENDA

Establishment of Quorum and Call to Order;
Approval of Agenda for Meeting;
Bylaw Amendment (emergency adoption)
Discussion of General Manager's proposal for employment during transition
General Manager selection process
Adjournment

Establishment of Quorum and Call to Order

Chairman Brenner established a quorum and called the meeting to order at 2:05 PM.

Meeting Agenda

Chairman Brenner requested to add "Directors Manual" and "General Manager Job Description" after "General Manager selection process." Director Jones moved to approve the agenda with the additions requested by Chairman Brenner. Director Woodmansee seconded the motion which was unanimously approved.

Bylaw Amendment (emergency adoption)

Robert Weiss, as counsel for the District, recommended the following changes to the Bylaws:

1. Authorize meetings that do not have to have a physical location and can be conducted by video/teleconference.

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2. Make physical posting of notices of meetings optional. Counsel Weiss stated that Colorado law was recently amended to allow for physical posting to be optional and that posting on the UYWCD website will be sufficient for posting of notices.
3. Bylaws currently state 6 meetings per year. Will change to state that meetings will be held as scheduled in the last meeting of the prior year.

Counsel Weiss further stated that the rule is that Bylaws amendments must go out 10 days ahead of time. However, the existing Bylaws allows the Board to take action on an emergency basis and ratify changes at the next regular meeting. The Board can approve the Bylaw amendments today and dated as of March 27, 2020 and then ratify them at the April 8, 2020, meeting.

Director Murphy noted that in Article 3, Section 3, Subsection C there is a word “by” that is not needed. Further, he asked how do we ensure that only the appropriate people are participating in the Executive Committee meeting when it is being held via video or teleconference.

Counsel Weiss stated that this will need to be figured out. There are issues associated with conducting meetings in this fashion and allowing public participation. He sent some information on security issues to Manager McBride this morning. These are the issues that will need to be reviewed and discussed.

Director Woodmansee noted that in Section 4, approximately halfway down, there is a statement stating, “not required of the General Manager ... in **his** discretion”. This needs to be gender neutral. Counsel Weiss agreed and will make change.

Director Jones moved to approve the adoption of the proposed Bylaws amendments as presented by the General Counsel, Director Woodmansee seconded the motion which was unanimously approved.

Discussion of General Manager’s proposal for employment during transition

Manager McBride stating he is following up on his letter that was written before the COVID-19 pandemic and he is trying to line up with what is going to be discussed next, which is the search for the new General Manager. If the Board wanted, he can stay on until a replacement is hired or he can retire June 1, 2020. Manager McBride has spoken with Counsel Weiss about putting these details in writing so that he can begin to deal with his healthcare and schedule.

The Board discussed Manager McBride’s letter and a general agreement that the Board wanted to provide healthcare through the end of September and that his retirement date would be June 1, 2020. In addition, it was proposed that a bonus (suggested \$20,000) could be provided to Manager McBride for his service and that this could be used toward his healthcare premiums. In addition, the Board discussed the appointment of District Engineer Rossi, as the Acting General Manager effective June 1, 2020.

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The Board agreed that a formal proposal be prepared as an agenda item for the April 8, 2020, Board meeting.

Chairman Brenner asked Manager McBride to schedule a meeting with himself and Counsel Weiss next week to iron out the details for the proposal. Counsel Weiss spoke and stated that he understands what the agreement is now so he could write up a draft and circulate it. The key points are retirement effective June 1, 2020, some type of payment that would include COBRA and appointment of an interim General Manager.

Chairman Brenner clarified that Counsel Weiss will write up a summary of today's discussion and send out to himself and Manager McBride and they will get it ready for the April 8, 2020, agenda where there will be a final vote.

General Manager selection process

Chairman Brenner asked if there were any questions on the Board Communication Form. With none, he began with Section II, Item #1 regarding the development and approval of the RFP.

He noted that staff prepared a draft RFP form for a search firm. The Board reviewed the draft RFP, and all agreed that the Introduction and Background, Proposal Submission and Rejection or Acceptance of Proposals sections were fine. Director Halliday requested an additional requirement for the search firm to have experience with water management entities in the State of Colorado. Chairman Brenner suggested that a subcommittee meet Tuesday (April 7, 2020) or Wednesday AM (April 8, 2020) to review proposals and then make recommendations to the Board at the April 8, 2020. After discussion, the Board agreed and asked for the RFP to be amended to state that a subcommittee will review the proposals and may decide they want a teleconference presentation. Director Redmond noted that there is a typo in the last section that needs to be changed from aware to award.

Director Redmond moved to approve the RFP developed by staff with the addition of the Proposal Requirement for experience with water management entities in the State of Colorado, changing that there will not be presentations made to the Board and correcting the spelling error. Director Woodmansee seconded the motion which was unanimously approved.

Chairman Brenner moved to Item #2 and all agreed to the timeline for receipt of proposals and to submit requests to the six firms that had indicated interest.

Director Monger moved to submit the RFP to the six firms that have responded with interest in submitting a proposal. Director Woodmansee seconded the motion which was unanimously approved.

Chairman Brenner continued to Section III stating that it has been agreed that there would be a review of submissions prior to the Board meeting. After discussion, it was decided that the reviews would take place on Tuesday, April 7, 2020. An inquiry will be sent out to the Board to pick a

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block of time to look through proposals. It was agreed that Chairman Brenner, Manager McBride and Business Manager Deb Bastian will work out the details on how the meeting will be conducted to choose the finalist to present to the Board on April 8, 2020.

Item #4 was discussed and noted that firms generally provide all this detail in their proposals. It was agreed that this decision should wait until a firm is hired on April 8, 2020. The Board agreed that Chairman Brenner should be the point of contact with the selected firm and work out the scope of work and notify the Board of the parameters. He and Director Monger can finalize the contract with the selected firm and have the firm interview individual directors. Regular updates will be provided to the Board on the progress.

Directors Manual

Chairman Brenner stated that the committee will work on the Board manual on Tuesday, March 31, 2020, and if there are no major changes, a draft of the manual will be sent out as part of the board packet. A thorough review of the manual will be schedule at the April 8, 2020, board meeting.

Job Description

The committee has a few areas to review during the Tuesday, March 31, 2020, meeting, and will finalize the draft. The draft will be sent out with the Directors Manual and will be up for final adoption at the April 8, 2020, board meeting.

The meeting was adjourned at 3:20 PM.

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

Kevin McBride G.M.

Kevin McBride G.M. (Apr 17, 2020)

Kevin McBride, District Secretary/Manager

Date: Apr 17, 2020

2020 03 27 Special Board Meeting Minutes-Final

Final Audit Report

2020-04-17

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