

## RECORD OF PROCEEDINGS

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
EXECUTIVE COMMITTEE MEETING  
FRIDAY, JUNE 26, 2015 (12:00 PM)  
3310 CLEAR WATER TRAIL, STEAMBOAT SPRINGS**

**MINUTES**

Director Tom Sharp, as acting chairman, called the meeting of the Executive Committee to order and declared a quorum present. In addition to Tom Sharp, the Executive Committee members present were Doug Monger (by phone), Greg Herman and Ken Brenner. General Manager Kevin McBride and General Counsel Bob Weiss were also present.

The following agenda was proposed:

**AGENDA**

- (1) Call to Order;
- (2) Approval of Agenda for Meeting;
- (3) Colorado Water Trust Lease;
- (4) District Letter Regarding Colorado Water Plan;
- (5) Rossi Yamcolo Water Assignment;
- (6) Miles/Lay Property Status;
- (7) Update on Power Purchase Agreement;
- (8) Executive Session with Bob Weiss, legal counsel, under CRS § 24-6-402(4)(b) to discuss legal issues on Stagecoach Power Contracting. 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);
- (9) Other Matters;
- (10) Adjournment.

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**Meeting Agenda** The agenda of the meeting was unanimously approved.

**Colorado Water Trust Lease** The proposed Colorado Water Trust Lease as presented was unanimously approved.

**District Letter Regarding Colorado Water Plan** The Yampa/White/Green Basin roundtable white paper was discussed. It was agreed that the Upper Yampa Water Conservancy District (the District) Board should send a letter to the Colorado Water Conservation Board (CWCB) and copied to the Interbasin Compact Committee (IBCC) and other industry entities, stating the District's position with respect to Colorado water plan issues and containing a statement of support for positions expressed by Manager McBride in such discussions. Manager McBride agreed to draft a letter or outline for review by the board at the July 15, 2015 board meeting. It was agreed that the District's position regarding Article XIII the 1948 Upper Colorado River Basin Compact (the Yampa Doctrine) should be clearly emphasized in any such letter.

**Rossi Yamcolo Water Assignment** On request of Marieta K. Nelson the District will approve the assignment of the District contract with Louis Rossi for 100 acre feet out of Stagecoach Reservoir (deliverable by exchange from Yamcolo Reservoir) to Ms. Nelson to be used on the property owned by Ms. Nelson. Counsel Weiss was directed to write a consent to assignment of the contract clarifying that the contract would expire on July 15, 2019 and that the decision to extend or renew such contract, and the purchase price and amount of such water if renewed, was entirely in the discretion of the District. The water use solely on the property of Marieta K. Nelson identified such consent unless otherwise agreed by the District in its discretion.

**Miles/Lay Property Status** The District has received an email from Ralph Contafio, attorney for Miles and Lay, indicated that they did not wish to proceed further with the transaction and did not expect to get lender approval of a short sale. Accordingly, they are requesting the contract be terminated. District staff will take steps to terminate the contract and receive a refund of the Earnest Money deposit.

**Update on Power Purchase Agreement** Director Sharp did not participate in discussion of this item. Manager McBride and Counsel Weiss reported on their proposal made by Yampa Valley Electric Association (YVEA) for purchase of Stagecoach Power, the District's response and discussions with YVEA. More discussions are expected.

It 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 the Stagecoach Power Contracting. Tom Sharp did not participate in the Executive Session. Ken Brenner acted as Chairman in the Executive Session. 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). 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. The Executive Session commenced at about 12:40 PM and concluded at about 1:00 PM.

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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.

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

  
Kevin McBride, District Secretary/Manager

**STATEMENT FROM ATTORNEY REGARDING ATTORNEY-CLIENT PRIVILEGE**

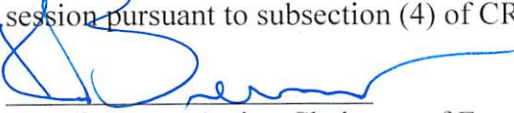
The undersigned Robert G. Weiss hereby attests, pursuant to CRS Section 24-6-402(2)(d.5)(II)(B), that the portion of the executive session that was not recorded and which related to the Stagecoach Power Contracting constituted a privileged attorney-client communication in the opinion of the undersigned attorney.

  
Robert G. Weiss, Counsel

Date: 7-15-2015

**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 not recorded was confined to the topics authorized for discussion in an executive session pursuant to subsection (4) of CRS Section 24-6-402.

  
Ken Brenner, Acting Chairman of Executive Session

Date: 7/15/15