

RECORD OF PROCEEDINGS
MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE
BACA GRANDE WATER AND SANITATION DISTRICT

February 16, 2018

9:00 A.M.

District Office - 57 Baca Grant Way South
Crestone, Colorado 81131

ATTENDANCE

Directors in Attendance:

Martin Macaulay
Lynn Drake
Matthew Ghourdjian
Robert Salmi

Staff in Attendance:

JoAnn Slivka; District Manager
Joshua Cichocki; Utility Superintendent

Also in Attendance:

Marcus Lock; Law of the Rockies (via speakerphone)
Cathy Fromm; District Accountant (via speakerphone)

Special Guests:

Josh McGibbon; JVA Incorporated
Andrew Sparr; JVA Incorporated

Members of the Public:

Michael Scully
Janie Thomas
John Loll

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Attorney Lock has discussed with the Board the requirements pursuant to Colorado to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. President Macaulay noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting.

ADMINISTRATIVE MATTERS

AGENDA

President Macaulay welcomed consultants and guests then reviewed the proposed Agenda for the District's Regular Meeting with the Board of Directors.

*Following discussion, upon motion duly made by
President Macaulay,
Seconded by Director Ghourdjian,
And upon vote, unanimously carried, the Agenda was approved.*

President Macaulay presented Director Ghourdjian's letter of resignation and the letter of acceptance. All agreed to accept Mr. Ghourdjian's resignation.

CONSENT AGENDA

The Board considered the following actions:

- Approve Minutes from the December 15, 2017 meeting
- Approve Minutes from the January 19, 2018 meeting
- Review and accept the unaudited Financial Statement for the period of January 31, 2018

*Following discussion, upon motion duly made by
Director Drake,
Seconded by Director Salmi,
And upon vote, unanimously carried, the Consent Agenda was approved.*

BOARD AND STAFF REPORTS

Following discussion, the Board reviewed and accepted the reports that are attached therein.

PUBLIC COMMENT (ITEMS NOT ON THE AGENDA ONLY. COMMENTS LIMITED TO THREE MINUTES PER PERSON AND TAKEN IN ORDER LISTED ON SIGN IN SHEET).

Janie Thomas commended the Board on the fine job they are doing.

FINANCIAL MATTERS

Check Register: The Board considered approval of the check register for the period ending February 16, 2018, as follows:

General Fund:	\$	3579.77
Debt Service Fund	\$	-0-
Capital Projects Fund:	\$	134,753.45
Enterprise Fund:	\$	<u>73,285.71</u>
Total:	\$	211,618.93

*Following discussion, upon motion duly made by
Director Ghourdjian,
seconded by Director Drake,
and upon vote, unanimously carried, the check register for the period ending
February 16, 2018 was approved.*

S&P Invoice:

Ms. Fromm addressed the Board and explained that UMB wired the funds to pay the S&P invoice; staff did not wire any funds.

Elections:

The Board discussed the publication for the Call for Nominations; the notice was published on the District’s web site on January 29, 2018 and the February 22, 2018 edition of the Saguache Crescent. The deadline for publication in the Crestone Eagle print edition was missed but was posted online for the month of February and printed in the March 2018 edition of the newspaper.

JVA, Incorporated Presentation:

Josh McGibbon and Andrew Sparn from JVA Consulting Engineers introduced themselves and their company to the Board of Directors. They explained they are relationship driven and work with the Board and staff to develop a scope of work. Discussion on having an on call agreement

in place to provide quick support on the engineering side is a good place to start to establish a relationship. All other services would be project specific with a budget so that it will be clear what our costs are and what the District is paying for.

OPERATIONAL

Mr. Cichocki updated the Board on the status of water line break repairs and the need for preventative maintenance.

The Board reviewed and discussed the memo of understanding received from TZA regarding the manhole bypass provisions. Mr. Cichocki explain the issue to the Board.

Trailers:

Mr. Cichocki presented quotes for two different types of trailers for the Board's consideration. After discussion the Board approved the purchase of a dump trailer for a purchase price not to exceed \$9800.00.

The Board also approved the purchase of a response trailer for a purchase price not to exceed \$8299.00.

*Following discussion, upon motion duly made by
Director Salmi,
seconded by Director Drake,
and upon vote, unanimously carried, the purchase of both trailers was
approved at the middle tier quotes.*

Vehicle Replacement- Service Trucks

Director Ghourdjian reported on the build schedule for the 2018 vehicle purchase. He anticipated all vehicles would be ready by the end of March. He further reported that he gave President Macaulay the contact information for the Chevy dealership.

CAPITAL IMPROVEMENTS

Mr. Cichocki reported that the Flow Equalization Basin project is nearing completion with a final inspection scheduled for February 28, 2018.

EXECUTIVE SESSION MATTERS - §24-6-402(4) (a), (b), (e) and (f)(I), C.R.S.

Pursuant to Sections §24-6-402(4)(a), (b), (e) and (f)(I) C.R.S., upon motion duly made by Director Drake, seconded by Director Salmi and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 10:20 A.M. for the purpose of discussing personnel matters.

The Board reconvened at 10:34.

*Following discussion, upon motion duly made by
Director Ghourdjian,
seconded by President Macaulay,
and upon vote, unanimously carried, the Board directed the District Manager
to pursue negotiations with JVA Engineers for on call services and the Drying
Bed project.*

ADJOURNMENT

*There being no further business to come before the Board at this time,
discussion, upon motion duly made by Director Ghourdjian,
Seconded by President Macaulay,
and upon vote, unanimously carried, the meeting was adjourned 10:45 A.M.*

THE NEXT REGULAR MEETING IS SCHEDULED FOR March 16, 2018

Respectfully submitted,

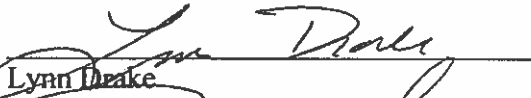
By _____

Secretary for the Meeting

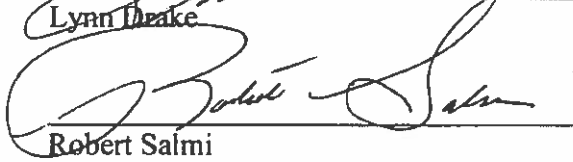
THESE MINUTES ARE APPROVED AS THE OFFICIAL February 16, 2018 MINUTES OF THE BACA GRANDE WATER AND SANITATION DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:



Martin Macaulay



Lynn Drake



Robert Salmi

ATTORNEY STATEMENT

Regarding Privileged Attorney-Client Communication

Pursuant to §24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing the Baca Grande Water and Sanitation District, I attended the executive sessions on FEBRUARY 16, 2018, and it is my opinion that the portion of the executive session that was not recorded constituted attorney-client privileged communications.



Marcus J. Lock

General Counsel

Baca Grande Water and Sanitation District