

**Eagle River Water and Sanitation District
Upper Eagle Regional Water Authority
Joint Special Meeting
October 27, 2016
MINUTES**

1 A joint special meeting of the Boards of Directors of the Upper Eagle Regional Water Authority
2 (**Authority**) and Eagle River Water and Sanitation District (**District**) was held October 27, 2016, at 11:00
3 a.m., in the District's Walter Kirch Room, 846 Forest Road, Vail, Eagle County, Colorado, in accordance
4 with the applicable statutes of the State of Colorado.

5 **ATTENDANCE**

6 **The following Authority Directors were present, thereby constituting a quorum:**

7 Tom Allender, EagleVail Metropolitan District
8 Geoff Dreyer, Arrowhead Metropolitan District
9 Pam Elsner, Beaver Creek Metropolitan District
10 George Gregory, Berry Creek Metropolitan District
11 Sarah Smith Hymes, town of Avon
12 Mick Woodworth, Edwards Metropolitan District

13 **The following District Directors were present, thereby constituting a quorum:**

14 Tom Allender
15 Steve Coyer
16 George Gregory
17 Steve Friedman
18 Frederick P. Sackbauer IV
19 Bill Simmons
20 Paul Testwuide

21 **Also in attendance were:**

22 **ERWSD Staff**

23 Linn Brooks

24 Jason Cowles

25 Carol Dickman

26 Catherine Hayes

27 Diane Johnson

28 Siri Roman

29 Brian Tracy

30 James Wilkins

31 **Consultants**

32 Jim Collins, Collins Cockrel & Cole

33 Glenn Porzak, Porzak Browning & Bushong LLP

34 **DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST**

35 The Boards noted they had received more than 72 hours prior to the meeting certain disclosures of Potential Conflicts of Interest
36 Statements for the following Directors indicating the following conflicts:

37 **For the Authority:**

38 Directors Allender and Gregory and alternate Director Simmons disclosed that they serve on the Board of the Eagle River Water
39 and Sanitation District. Director Allender also disclosed that he is a former employee of Vail Resorts, which tangentially deals with
40 the Authority and District, as well as being employed part time by SE Group, which does planning and environmental work for Vail
41 Resorts and other ski areas. Director Elsner disclosed her membership with the Vilar Performing Arts Center Guild, which operates
42 within the Authority's service area. Director Gregory also disclosed that he occasionally undertakes development and construction
43 activities within the Authority and District service areas. Alternate Director Simmons noted he serves on the Edwards Metropolitan
44 District board and is employed by Beaver Creek Metropolitan District, an Authority member. Director Woodworth disclosed that he is
45 employed by the Eagle River Fire Protection District, which operates within the Authority's service area.

46 **For the District:**

47 Directors Allender and Gregory disclosed that they also serve on the Board of the Upper Eagle Regional Water Authority
48 (Authority). Director Allender also disclosed that he is a former employee of Vail Resorts, which tangentially deals with the
49 Authority and District, as well as being employed part time by SE Group, which does planning and environmental work for Vail
50 Resorts and other ski areas. Director Friedman serves on the Boards of the Beaver Creek Metropolitan District and the Vail Valley
51 Foundation. Director Gregory also serves on the board of the Berry Creek Metropolitan District and occasionally undertakes
52 development and construction activities within the District and Authority service areas. Director Sackbauer is employed by Vail
53 Resorts, Inc., which has significant land ownership and business interests within the District. Director Simmons disclosed that he
54 is the General Manager of the Beaver Creek Metropolitan District, an alternate Authority Director, and serves on the board of the
55 Edwards Metropolitan District. Director Testwuide disclosed that he performs consulting for Vail Resorts, his former employer,
56 owns water rights in two states, and occasionally uses the District's water counsel, Glenn Porzak, as his personal attorney.

**Eagle River Water and Sanitation District
Upper Eagle Regional Water Authority**

1 **CALL TO ORDER**

2 Chair Sackbauer of the Eagle River Water and Sanitation District called the meeting to order at 11:00 a.m.,
3 and Chair Gregory of the Upper Eagle Regional Water Authority concurred.

4 **PUBLIC COMMENT**

5 Public comment was called for and there was none.

6 **EXECUTIVE SESSION**

7 Mr. Porzak requested the Board enter Executive Session to receive legal advice regarding cash in lieu of
8 water rights policy and Eagle River MOU matters, pursuant to §24-6-402(4)(b) and (e) C.R.S. He asked that
9 no electronic record be made, as the discussion would be entirely privileged attorney-client communications.
10 Upon motion duly made and seconded, it was unanimously

11 **RESOLVED** to enter executive session at 11:01 a.m. to discuss attorney-client privileged
12 issues concerning cash in lieu of water rights policy and Eagle River MOU matters, pursuant
13 to §24-6-402(4)(b) and (e) C.R.S. with no electronic record created as Mr. Porzak opined the
14 contents of the discussion would contain privileged attorney-client communications.*

15 The regular meeting resumed at 11:52 a.m.

16

Eagle River Water and Sanitation District
Upper Eagle Regional Water Authority

1 **ADJOURNMENT**

2 There being no further business to come before the Boards, the meeting adjourned at 11:53 a.m.

3
4
5 Respectfully submitted,

6
7
8 _____
9 Secretary to the Meeting

10 **EAGLE RIVER WATER & SANITATION DISTRICT**

11
12 _____
13 Tom Allender, Treasurer

14
15 _____
16 Steve Coyer, Director

17
18 _____
19 George Gregory, Secretary

20
21 _____
22 Stephen Friedman, Vice Chair

23
24 _____
25 Frederick P. Sackbauer IV, Chair/President

26
27 _____
28 Bill Simmons, Director

29
30 _____
31 Paul Testwuide, Director

32
33
34
35 *The undersigned attorney for the applicable Executive Session affirms that the portion of the discussion
36 in Executive Session not recorded constituted privileged attorney-client communications.

37
38
39 _____
40 Glenn Porzak, Water Counsel

Eagle River Water and Sanitation District
Upper Eagle Regional Water Authority

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33

UPPER EAGLE REGIONAL WATER AUTHORITY

Arrowhead Metropolitan District

Town of Avon

Beaver Creek Metropolitan District

Berry Creek Metropolitan District

EagleVail Metropolitan District

Edwards Metropolitan District