

Upper Eagle Regional Water Authority

Board of Directors Meeting

March 26, 2020

MINUTES

1 A regular, virtual meeting of the Board of Directors of the Upper Eagle Regional Water Authority (Authority)
2 was held March 26, 2020, at 8:30 a.m., in accordance with the applicable statutes of the State of Colorado.

3 **The following Directors and were present via Skype and acting, thereby constituting a quorum:**

4 Geoff Dreyer, Arrowhead Metropolitan District
5 George Gregory, Berry Creek Metropolitan District
6 Sarah Smith Hymes, Town of Avon alternate
7 Pam Elsner, Beaver Creek Metropolitan District
8 Kim Bell Williams, EagleVail Metropolitan District
9 Mick Woodworth, Edwards Metropolitan District

10 **Also in attendance were:**

11 <u>District Staff</u>	19	Jason Sica
12 Linn Brooks	20	James Wilkins
13 Allen Cerny	21	Brad Zachman
14 Jason Cowles	22	<u>Consultants</u>
15 Catherine Hayes	23	Jim Collins, Collins Cockrel & Cole
16 Diane Johnson	24	Kristin Moseley, Porzak Browning & Bushong LLP
17 Siri Roman	25	Glenn Porzak, Porzak Browning & Bushong LLP
18 Jeff Schneider		

26 **DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST**

27 The Board noted it had received more than 72 hours prior to the meeting certain disclosures of Potential Conflicts of Interest
28 Statements for the following Directors indicating the following conflicts:

29 Director Elsner disclosed her membership with the Vilar Performing Arts Center Guild, which operates within the Authority's service
30 area. Director Gregory and alternate Director Simmons disclosed that they serve on the Board of the Eagle River Water and Sanitation
31 District. Director Gregory also disclosed that he occasionally undertakes small development and construction activities within the
32 Authority and District service areas. Alternate Director Simmons noted he serves on the boards of the Eagle River Fire Protection
33 District and Edwards Metropolitan District and is employed by Beaver Creek Metropolitan District, an Authority member. Director
34 Williams disclosed that she is the Eagle County Housing Director. Director Woodworth disclosed that he is employed by the Eagle
35 River Fire Protection District, which operates within the Authority's service area.

36 **CALL TO ORDER**

37 Chair Gregory called the meeting to order at 8:40 a.m., after technical difficulties were addressed for
38 some of the attendees of the Board's first-ever virtual meeting. This ensured the Authority board and staff
39 were following the local and state requirements to ensure social distancing during the COVID-19
40 pandemic to prevent community spread of the coronavirus.

41 **PUBLIC COMMENT**

42 Public comment was called for and there was none.

43 **ACTION and OTHER ITEMS**

44 **Consideration of Minutes** – The minutes of the regular meeting of February 27, 2020, were
45 considered. Upon motion duly made and seconded, it was unanimously

46 **RESOLVED** that the minutes of the February 27, 2020, regular meeting be accepted and hereby
47 are approved as presented. Director Elsner abstained.

48 **Emergency Declaration** – The board discussed the joint email meeting of the Authority and District
49 boards held on March 17, 2020, which was properly noticed. During the email meeting, the boards
50 approved a 30-day extension of the emergency declaration originally filed by Ms. Brooks. The declaration
51 and extension make the Authority and District eligible for any federal and state funding as it responds to
52 the COVID-19 pandemic. After discussion and upon motion duly made and seconded, it was unanimously

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1 **RESOLVED** that the approval of the emergency declaration and extension be and hereby are
2 ratified by the board.

3 Copies of the declaration and extension are attached hereto as **Exhibits A** and **B**, respectively, and
4 incorporated herein by this reference.

5 **Information Reports** – The information reports were acknowledged and are attached hereto as **Exhibit**
6 **C** and incorporated herein by this reference.

7 **COVID-19 RESPONSE AND OPERATIONS UPDATE**

8 **COVID-19 Update** – Ms. Brooks and Ms. Roman summarized the Authority and District’s
9 response to the pandemic. A related memo is attached hereto as **Exhibit D** and incorporated
10 herein by this reference. Ms. Brooks outlined the initial planning stages, which began when the
11 virus was spreading in China earlier in the year.

12 **Operations Update** – Ms. Roman noted operations priorities and risks were identified to ensure
13 staff could continue to provide drinking water and treat wastewater while meeting all applicable
14 regulations. Operations continue to be stable, and operations staff within each department is
15 following department-specific protocols to ensure sufficient backup/depth in their areas of focus,
16 regular and routine sanitization of work areas, and that social distancing requirements of six feet
17 are met. Current wastewater treatment protocols sufficiently protect against viruses and
18 pathogens, including coronavirus, so no changes are needed. Additionally, unnecessary traffic in
19 and out of facilities is being minimized. Ms. Roman noted staff is experiencing some anxiety and
20 stress, and there are many resources for employees. Ms. Brooks outlined various policies to
21 support staff and ensure health and safety; a related memo is attached hereto as **Exhibit E** and
22 incorporated herein by this reference. Managers and supervisors are checking in with staff
23 frequently as well.

24 **Remote Work Update** – All non-essential employees who are able were required to work from
25 home beginning on March 16. Prior to this directive, the IT department held various trainings to
26 assist with remote work capabilities and staff understanding of the protocols, as well as the
27 availability of equipment to facilitate more efficient home-work environments. Ms. Brooks
28 discussed absenteeism, the numbers for which do not appear out of the ordinary. However, due
29 to school and daycare closures, many employees who are working from home must also care for
30 and homeschool their children, which is contributing to some absences.

31 **Compliance Evaluation and Inspection** – Ms. Roman briefly updated the board on the recent
32 wastewater compliance evaluation and inspection (CEI) by state inspectors. Staff recently
33 received the results, which were positive.

34 **GENERAL COUNSEL REPORT**

35 Mr. Collins referred to his confidential legal report included in the confidential packet.

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WATER COUNSEL REPORT

Mr. Porzak referred to his confidential legal report included in the confidential packet.

Pando Feeder Diligence Protest – Mr. Porzak discussed the protest letter he filed on behalf of the Authority, District, and the other shareholders of the Eagle Park Reservoir Company regarding the recent diligence application for the Pando Feeder Canal water right, a copy of which is attached hereto as **Exhibit F** and incorporated herein by this reference. The letter protests an inclusion in the diligence finding that would unduly restrict the ability to obtain an absolute decree for a future enlargement of Eagle Park Reservoir. Mr. Porzak also recently filed an opposition to the state and division engineers' motion to intervene. The case was set for a phone status conference with the judge.

Eagle Park Reservoir Diligence Application – Mr. Porzak reported the diligence application for the remaining portions of conditional Eagle Park Reservoir water rights was filed; this was a joint application of all the Company's shareholders. No statements of opposition were filed.

EXECUTIVE SESSION

Mr. Collins requested the Board enter Executive Session to receive legal advice of counsel regarding policies related to the COVID-19 response, pursuant to §24-6-402(4)(a)(b) and (e) C.R.S. He asked that no electronic record be made, as the discussion would be entirely privileged attorney-client communications. Upon motion duly made and seconded, it was unanimously

RESOLVED to enter Executive Session at 9:39 a.m. to receive advice of counsel regarding policies related to the COVID-19 response, pursuant to §24-6-402(4)(b) and (e) C.R.S. with no electronic record created as Mr. Collins opined the contents of the discussion would contain privileged attorney-client communications.*

At 10:11 a.m., all remaining staff left the call, with the exception of Mses. Brooks, Hayes, and Roman, and Mr. Cowles.

Mr. Porzak requested the Board continue Executive Session to receive legal advice of counsel regarding the Eagle Park Reservoir Stock Agreement, EagleVail Metropolitan District Water Rights, and Bolts Lake, pursuant to §24-6-402(4)(a)(b) and (e) C.R.S. He asked that no electronic record be made, as the discussion would be entirely privileged attorney-client communications. Upon motion duly made and seconded, it was unanimously

RESOLVED to enter Executive Session at 10:13 a.m. to receive advice of counsel regarding the Eagle Park Reservoir Stock Agreement, EagleVail Metropolitan District Water Rights, and Bolts Lake, pursuant to §24-6-402(4)(b) and (e) C.R.S. with no electronic record created as Mr. Porzak opined the contents of the discussion would contain privileged attorney-client communications.*

The regular meeting resumed at 11:06 a.m.

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1 **Customer Late Payments** – The Board acknowledged some customers may have difficulty paying their
2 water and sewer bills due to the recent shutdown of many businesses to prevent the spread of
3 coronavirus. The board discussed a policy to enact a waiver period for customers during which finance
4 charges on late fees would not be incurred; current and past due accounts would not incur additional
5 finance charges; no water shut-offs for non-payment; and no mailing of delinquent notices. The waiver
6 period was proposed from 04/02/2020 to 05/04/2020 and could be extended by motion of the board. Such
7 a policy supports the community during this unprecedented time when many are experiencing financial
8 hardship. After discussion and upon motion duly made and seconded, it was unanimously

9 **RESOLVED** that the policy on late payments be and hereby is approved as presented.

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1 **ADJOURNMENT**

2 There being no further business to come before the Board, the meeting adjourned at 11:08 a.m.

3 Respectfully submitted,

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6 Secretary to the Meeting

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8 **MINUTES APPROVED, FORMAL CALL, AND**
9 **NOTICE OF MEETING WAIVED**

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11 _____
12 **Arrowhead Metropolitan District**

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15 **Town of Avon**

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17 _____
18 **Beaver Creek Metropolitan District**

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21 **Berry Creek Metropolitan District**

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24 **EagleVail Metropolitan District**

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27 **Edwards Metropolitan District**

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

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42 **James P. Collins, General Counsel**

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42 **Glenn Porzak, Water Counsel**