

RECORD OF PROCEEDINGS
SAN JUAN WATER CONSERVANCY DISTRICT
APRIL 19, 2021 REGULAR MEETING

Attendance

All Board Members and attendees present participated via the District's Zoom account in accordance with the CDC and CDPHE recommendations regarding COVID – 19.

The following Directors were present: Al Pfister, Susan Nossaman, John Porco, Bill Hudson, Doug Secrist, and Joe Tedder.

Also present were: JR Ford, Jeff Kane, Renee Lewis, Justin Ramsey, and Joe Napolitan.

Call to Order

The Regular Meeting for the San Juan Water Conservancy District (SJWCD) was called to order by Chairman Al Pfister at 4:03 p.m.

Revisions to Agenda

Director Secrist requested Consideration of State Park Nomination for San Juan River Headwaters Project be added to the agenda. Chairman Pfister requested Consideration of Acquiring Additional Funds for Support Services Position and Special Projects Identified in Strategic Plan. A motion was made by Director Hudson and seconded by Chairman Pfister to add the two requested items to the agenda. The motion passed unanimously.

Declaration of Conflicts of Interest

The Board considered Declarations of Conflicts of Interest. No conflicts were declared.

Public Comment

Chairman Pfister opened the meeting to public comment. No comments were offered.

Consideration of Further Development of West Fork Reservoir and Canal Water Rights

The Board considered Further Development of West Fork Reservoir and Canal Water Rights (copy attached). Chairman Pfister presented Consideration of Further Development of West Fork Reservoir and Canal Water Rights, stating an overview of the tasks he had completed since the last meeting to coordinate with Southwest Water Conservation District (SWCD) and the Pagosa Area Water and Sanitation District

(PAWSD) on development of the water rights. JR Ford, SWCD Board Member, stated his Board had reviewed the original conveyance documents, but did not have time to do any further work on the matter prior to the filing deadline for diligence of June 30, 2021. Justin Ramsey, PAWSD District Manager, stated he did not foresee a way for PAWSD to utilize the water rights in the future. Jeff Kane, SJWCD Attorney, recommended the Board consider a resolution documenting the abandonment of the water rights at its next meeting. A motion was made by Chairman Pfister and seconded by Director Secrist to have the Executive Committee work with Mr. Kane on a resolution documenting the intent to abandon the West Fork Reservoir and Canal Water Rights for Board consideration at the next meeting. The motion passed unanimously with Director Hudson abstaining.

Consideration of Attorney Report

The Board considered Attorney Report. Jeff Kane presented Consideration of Attorney Report stating an overview of his work on behalf of the District in the last month, specifically the development of the West Fork Reservoir and Canal water rights and employee versus independent contractor status of the Support Services position.

Consideration of Support Services Position

The Board considered Support Services position (copy attached). Chairman Pfister presented Consideration of Support Services Position, stating an overview of the application materials received and interviews conducted thus far. A motion was made by Director Hudson and seconded by Director Porco to have the hiring subcommittee present any candidate that meets the qualifications as provided in the job description for an interview before the full Board. The motion failed 2 – 3 with Chairman Pfister and Directors Secrist and Tedder opposed. Chairman Pfister and Directors Secrist and Tedder stated it was their understanding the hiring subcommittee would be conducting the review of application materials and conducting the interviews with possibly the final candidate(s) being presented for an interview with the full Board. A motion was made by Director Porco and seconded by Director Hudson to provide the full Board with the interview questions developed by the subcommittee, allow for the full Board to provide comments to the subcommittee on said questions, and to allow for the full Board to provide comments to the subcommittee on the application materials received thus far. The motion passed 4 – 1 with Director Secrist opposed. Director Secrist stated he did not believe this to be the hiring process the Board agreed to at the March meetings.

Consideration of Revisions to SJWCD Bylaws

The Board considered Revisions to SJWCD Bylaws (copy attached). Director Hudson presented Consideration of Revisions to SJWCD Bylaws, stating that he and Director Nossaman had worked on the proposed revisions and opened the discussion to comments from the Board. Comments and decisions summarized as follows:

-Section 4(b) Geographical Representation. The October 22, 1987 District Court Order organizing the District specified that initial composition of the Board include two (2) Directors who are residents within the incorporated town limits of Pagosa Springs, two (2) other Directors who are residents within the boundaries of the service area of the Pagosa Area Water and Sanitation District, three (3) other Directors whose residence is outside the town limits of Pagosa Springs and outside the service area of the Pagosa Area Water & Sanitation District, and with all other Directors selected at-large. All Directors must be residents within the boundaries of the San Juan Water Conservancy District. After the District was organized, in 1993 the Town of Pagosa Springs service area was wholly incorporated into the Pagosa Area Water & Sanitation District, which may affect the ability to meet the original jurisdictional representation requirement. Therefore, all District recommendations to the District Court for Director appointments shall seek to generally maintain a balanced geographical and jurisdictional representation among the Board members even though strict adherence to the originally prescribed jurisdictional boundaries is no longer possible. Numerous Court appointment orders since the change in jurisdictional boundaries have acknowledged and affirmed this fact.

Proposed Revision – Section 4(b) Geographical Representation. All Directors must be residents within the boundaries of the San Juan Water Conservancy District.

Comments/Decision: The Board agreed to table this proposed revision to allow for the District's attorney to research the matter.

-Section 6(a) Regular Meetings. Regular meetings of the Board shall be conducted on the second Monday of each even month at 7:00 p.m. and held at the business office, unless otherwise noticed and posted.

Proposed Revision – Section 6(a) Regular Meetings. Regular meetings of the Board shall be conducted on the third Monday of each even month at 5pm and held at the business office, unless otherwise noticed and posted. During a health emergency, the Board President may arrange for meetings to be held via electronic means, while ensuring that the general public is able to participate.

Comments/Decisions: A motion was made by Chairman Pfister and seconded by Director Secrist to revise as follows proposed Section 6(a) Regular Meetings. Regular meetings of the Board shall be conducted on the third Monday of each even month at 4:00 p.m. and held at the business office, unless otherwise noticed and posted. During an emergency or other exigent circumstances, the Board President may arrange for meetings to be held via electronic means while ensuring the general public is able to participate. The motion passed unanimously with Director Hudson abstaining.

-Section 7(b) Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting. When special or emergency circumstances affecting the affairs of the District and the health and safety of District residents so dictate, then those Directors available at the time may undertake whatever

action is considered necessary and may so instruct the District's employees, agents and contractors. Such actions shall later be ratified by the Board.

Proposed Revision – Section 7(b) Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting. Emergency actions are covered by Section 6, paragraph g.

Comments/Decisions: The Board agreed to table this proposed revision to allow for the District's attorney to research the matter.

-Section 7(e) Public Conduct at Meetings. Comments by members of the public shall be made only during the "Public Input" portion of the meeting unless additional opportunity is given at the Board's discretion. Disorderly conduct, harassment, or obstruction of or interference with meetings by physical action, verbal utterance, nuisance or any other means are hereby prohibited and constitute a violation of District rules. Such conduct may result in removal of person(s) responsible for such behavior from the meeting and/or criminal charges filed against such person(s). To the extent such occurrences arise and the person(s) responsible refuse to leave the premises, law enforcement authorities will be summoned. Prosecution will be pursued under all applicable laws, including without limitation Sections 18-9-108, C.R.S. (disrupting lawful assembly), 18-9-110, C.R.S. (public buildings – trespass, interference), and/or 18-9-117, C.R.S. (unlawful conduct on public property). Law enforcement may be requested to attend meetings at any time in which the Board believes their presence will be an asset to the keeping of peace and the conducting of public business. 9-1-1 will be called at any time that the Board or staff feels threatened or endangered during a public meeting.

Proposed Revision – Section 7(e) Public Conduct at Meetings. Comments by members of the public shall be welcomed during the "Public Input" portion of the meeting. Additional opportunities for public comment may be granted at the Board President's discretion, or at the suggestion of any Board member.

Comments/Decisions: A motion was made by Director Hudson and seconded by Director Tedder to approve the revision as proposed. The motion passed 3 – 1 with Chairman Pfister opposed and Directors Secrist and Nossaman abstaining.

-Section 7(h) *New Section*****

Proposed Revision – Section 7(h) Conferences with Attorney. A Director who wishes to discuss an issue with the District's legal counsel outside of a convened Board meeting will obtain Board approval before engaging with legal counsel on the issue.

Comments/Decisions: The Board agreed to table this proposed revision to allow for further review.

-Section 8(g) Chair and President. The Chair shall preside at all meetings. The Chair shall also be the President of the District. The President is authorized to sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of the District. The Chair may fully participate in deliberations and actions of the Board by making and seconding motions, providing opinions and voting on all matters. Prior to any absence from any meeting, the Chair shall designate another Director as Chair of such meeting.

Proposed Revision – Section 8(g) Chair and President. The Chair shall preside at all meetings. The Chair shall also be the President of the District. The President is authorized to sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of the District. The Chair may fully participate in deliberations and actions of the Board by making and seconding motions, providing opinions and voting on all matters.

Comments/Decisions: The Board agreed to the proposed revision as presented.

-Section 8(h) Vice President. In absence of the Chair, the Vice President shall preside at all meetings. The Vice President shall have the authority to make all management or administrative decisions regarding District matters. The Vice President is also authorized to sign all contracts, deeds, notes, debentures, warrants, checks, and other instruments on behalf of the District.

Proposed Revision – Section 8(h) Vice President. In absence of the Chair, the Vice President shall preside at all meetings. If the Vice President is unavailable, the President shall designate another Board member to chair the meeting.

Comments/Decisions: The Board agreed to the proposed revision as presented.

-Section 8(i) Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the records of the District; may act as Secretary at meetings of the Board and record all votes; shall be responsible for composing a record of the proceedings of the Board in a visual text format that may be transmitted electronically, which shall be an official record of the Board; shall be authorized to invest or cause to be invested all surplus funds or other available funds of the District in permitted investments authorized by law or as specified by the Board; shall keep or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of District in permanent records; and shall perform all other duties incident to that office. The Secretary/Treasurer shall be the designated election official of the District, unless otherwise determined by the Board, and the custodian of records and of the seal of District. The Secretary/Treasurer shall have the authority to affix such seal to and attest all contracts and instruments authorized to be executed by the Board. The Secretary/Treasurer shall file with the Clerk of the Court, at the expense of the District, a corporate fidelity bond in an amount determined by the Board of not less than \$5,000, conditioned on the faithful performance of the duties of the Treasurer's office. The Secretary/Treasurer shall be chairman of the Budget Committee and of the Audit Committee. In addition to the

duties above described, in the absence of the Chair, the Secretary/Treasurer shall preside at meetings and shall have all authority of the Chair to make management or administrative decisions regarding District matters and to sign contracts, deeds, notes, debentures, warrants, checks, and other instruments on behalf of the District.

Proposed Revision – Section 8(i) and (j) Secretary/Treasurer.

i. Secretary. The Secretary shall be responsible for the records of the District; may act as Secretary at meetings of the Board and record all votes; shall be responsible for composing a record of the proceedings of the Board in a visual text format that may be transmitted electronically, which shall be an official record of the Board; shall be the designated election official of the District, unless otherwise determined by the Board, and the custodian of records and of the seal of District; shall have the authority to affix such seal to and attest all contracts and instruments authorized to be executed by the Board.

j. Treasurer. The Treasurer shall be authorized to invest or cause to be invested all surplus funds or other available funds of the District in permitted investments authorized by law or as specified by the Board; shall keep or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of District in permanent records; and shall perform all other duties incident to that office. The Treasurer shall file with the Clerk of the Court, at the expense of the District, a corporate fidelity bond in an amount determined by the Board of not less than \$5,000, conditioned on the faithful performance of the duties of the Treasurer's office. The Treasurer shall be chairman of the Budget Committee and of the Audit Committee.

Comments/Decisions: The Board agreed to table this proposed revision to allow for the District's attorney to research the matter.

-Section 11 Disclosure of Conflict of Interest. A potential conflict of interest of any Director shall be disclosed in accordance with State law, particularly Article 18 of Title 24, C.R.S., and Section 18-8-308, C.R.S.

Proposed Revision – Section 11 Conflict of Interest. A Director who has a financial interest in a matter coming before the Board shall recuse himself/herself from participation in discussion or voting on the matter, and shall propose no motions or offer comments while the matter is before the Board. Whenever possible, recusal shall include removing himself/herself from the meeting while the matter is under consideration. A potential conflict of interest of any Director shall be disclosed in accordance with State law, particularly Article 18 of Title 24, C.R.S., and Section 18-8-308, C.R.S.

Comments/Decisions: A motion was made by Director Nossaman and seconded by Director Hudson to allow for the District's attorney to research the matter prior to approval. The motion passed unanimously with Chairman Pfister abstaining.

A motion was made by Director Hudson and seconded by Director Nossaman to approve all proposed revisions that were not tabled as provided above. The motion passed unanimously. Chairman Pfister offered to also provide a proposed revision regarding the meeting notices at the next regular meeting.

Consideration of Treasurer's Report

The Board considered the Treasurer's Report (copy attached). Director Hudson presented the Treasurer's Report, stating the highlights of the deposits, expenses, and ending balances.

Consideration of Approval of February 15, 2021 Regular Meeting, March 4, 2021 Special Meeting, and March 29, 2021 Special Meeting Minutes

The Board considered Approval of February 15, 2021 Regular Meeting, March 4, 2021 Special Meeting, and March 29, 2021 Special Meeting Minutes (copy attached). Chairman Pfister presented Consideration of Approval of February 15, 2021 Regular Meeting, March 4, 2021 Special Meeting, and March 29, 2021 Special Meeting Minutes, stating he had reviewed the minutes and provided his suggested revisions. A motion was made by Director Hudson and seconded by Chairman Pfister to approve the February 15, 2021 Regular Meeting, March 4, 2021 Special Meeting, and March 29, 2021 Special Meeting Minutes as presented. The motion passed unanimously.

Consideration of Resolution 2021 – 02 – Approving Exemption from Audit for Fiscal Year 2020

The Board considered Resolution 2021 – 02 – Approving Exemption from Audit for Fiscal Year 2020 (copy attached). Renee Lewis presented Consideration of Resolution 2021 – 02 – Approving Exemption from Audit for Fiscal Year 2020, stating she had prepared said resolution at the request of and according to the guidance provided by the District's auditor Ronny Farmer. A motion was made by Chairman Pfister and seconded by Director Porco to adopt Resolution 2021 – 02 – Approving Exemption from Audit for Fiscal Year 2020. The motion passed unanimously.

Consideration of Earth Day Event Materials

The Board considered Earth Day Event Materials (copy attached). Director Porco presented Consideration of Earth Day Event Materials, stating he and Chairman Pfister would be hosting a table on behalf of the District at the April 24, 2021 Earth Day Event, and he has updated the SJWCD trifold brochure as previously discussed at the March 4, 2021 meeting.

Consideration of Returning to In-person Board Meetings

The Board considered Returning to In-person Board Meetings. Director Hudson presented Consideration of Returning to In-person Board Meetings, stating that he

believed with vaccines being readily available the District could return to in-person meetings in June of this year. Following some discussion regarding office space available for the recommended social distancing, a motion was made by Director Hudson and seconded by Director Porco to return to in-person meetings in August 2021. The motion passed unanimously.

Consideration of State Park Nomination for San Juan River Headwaters Project

The Board considered State Park Nomination for San Juan River Headwaters Project (copy attached). Director Secrist presented Consideration of State Park Nomination for San Juan River Headwaters Project (SJRHP), stating Colorado Parks and Wildlife (CPW) has recently launched an initiative to identify potential future State Park opportunities around the state. He also stated CPW representatives are familiar with the SJRHP as he and Chairman Pfister have discussed State Park designation with representatives in the past. A motion was made by Director Secrist and seconded by Director Porco to proceed with the nomination process to determine eligibility and next steps and authorize Director Secrist and Chairman Pfister to discuss the matter with PAWSD and the Colorado Water Conservation Board. The motion passed unanimously.

Consideration of Acquiring Additional Funds for Support Services Position and Special Projects Identified in Strategic Plan

The Board considered Acquiring Additional Funds for Support Services Position and Special Projects Identified in Strategic Plan. Chairman Pfister presented Consideration of Acquiring Additional Funds for Support Services Position and Special Projects Identified in Strategic Plan, stating he suggests the Board research additional funding options to supplement the amount budgeted for the Support Services position and for special projects identified in the Strategic Plan as that may allow the District to accomplish more this year and in 2022. The Board agreed.

Other Business

Renee Lewis asked if the Board would like to continue to run the classified ad in the Pagosa SUN for the Support Services position. The Board agreed it was not necessary at this time.

There being no further business to come before the Board, the meeting was adjourned at 6:37 p.m.

Respectfully submitted,

Renee Lewis
Recording Secretary
For the Board of Directors