

MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF  
GREEN MOUNTAIN WATER AND SANITATION DISTRICT

April 27, 2021

A Special Meeting of the Board of Directors (the "Board") of the Green Mountain Water and Sanitation District, (the "District") was held at 6:00 p.m. on Tuesday, April 27, 2021.

~~This document is an edited version of the audio recording of the District Board meeting. The audio recording shall be the official record of the District Board meeting proceedings. Such audio recording is available on the District website.~~

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Attendance: A special meeting of the District was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

Adrienne L. Hanagan, President – Virtual Attendance  
Jeff A. Baker, Vice President – Virtual Attendance  
Alex Plotkin, Secretary – Virtual Attendance  
Karen Morgan, Treasurer – Virtual Attendance  
Rhonda Peters, Director – Virtual Attendance

Also present were:

Greg Kropkowski, District Manager  
Sam R. McKay, Jesse Davenport, District IT  
Scott Gessler, Deziel Timmins LLC, District Litigation Counsel

Christopher Arlen  
Kathe Odenweller  
Brenda Bronson  
Imara  
Lynn Judson  
Mike Muller  
Dave Whitman  
Rita  
Linnea Hauser  
Carol Baum  
Other Members of the Public

Call to Order /  
Declaration of  
Quorum: Director Hanagan, noting the presence of a quorum of the Board, called to order the Special Meeting of the Board of the Green Mountain Water and Sanitation District at 6:00 p.m.

Directors &  
Disclosure Matters:

None.

Approval of/Deletions  
from the Agenda:

Director Morgan **MOVED** to limit public comment to the public comment portion of the meeting, as well as eliminating the Zoom chat function for the meeting and future meetings, and adherence to the current Bylaws. Director Plotkin seconded the Motion. The Motion passed, with Directors Hanagan and Peters dissenting.

Director Peters **MOVED** to include a discussion regarding the CDM Smith report to the end of the meeting. Director Hanagan seconded the Motion. The Motion passed by unanimous consent.

Public Comment:

Members of the public wishing to address the board during the public comment period are asked to indicate the agenda item number or public comment period next to their name on the sign-in sheet. Members of the public will then be recognized by the Board as each agenda item is undertaken.

Christopher Arlen: Would like clarification on the motion regarding limiting public comment and its applicability to the Bylaws.

Kathe Odenweller: Echoed Mr. Arlen's comments.

Brenda Bronson: Echoed Mr. Arlen and Ms. Odenweller's comments inquiring about what provisions in the Bylaws address limiting of public comment and Zoom chat.

Imara: Commented that the purpose of the meeting is to get public feedback. Requested that copies of the publicly available depositions which GMWSD is in receipt of be posted to the District's website.

Lynn Judson: Commented that the District should not take risks with providing service to communities outside of the District. Other service provider options should be proposed. Supports moving forward with litigation.

Review of Legal  
Issues and Legal  
Proceedings

Director Plotkin **MOVED** to terminate the engagement for legal services with Deziel Timmins, LLC. Director Baker seconded the Motion. Mr. Arlen, Ms. Odenweller, Ms. Bronson, Ms. Judson and Mr. Muller commented on the motion at hand. Director Morgan referred to the prior motion regarding limitations on public comment. Director Hanagan stated that the motion is out of order because it is not on the agenda. Directors Morgan and Baker stated for the record that the meeting is being hijacked by Director Hanagan. Counsel Gessler stated that the topics on the agenda could be interpreted to allow the motion.

He recommended that the Board enter into executive session to discuss the upcoming trial in August and the possible repercussions and consequences of changing legal counsel. Motion postponed for further discussion.

Director Peters **MOVED** to enter into executive session pursuant to §24-6-402(4)(b), C.R.S. to receive legal advice regarding ongoing litigation proceedings. The Board determined to allow public comment before voting on the motion. Motion postponed.

Christopher Arlen: Would like more information on why some Directors would want to remove Counsel Timmins from representation. Would like the Directors to work in the best interests of the District and be cognizant of fiduciary obligations. Expressed his disappointment towards the Board.

Brenda Bronson: Inquired with District Manager Kropkowski regarding agenda items prior to the meeting, purported that the decision to remove the attorney was purposely omitted.

Dave Wiechman: Recommends that the Board not rush a decision that could lead to later regret. Would have liked more transparency about the decision to remove the attorney.

Kathe Odenweller: Expressed concern about some board members not acting in the best interest of the GMWSD stakeholders. Doesn't have confidence in the Board and the transparency.

Rita: Expressed concern that the Board has no alternative or second opinion before firing Counsel Timmons. Doesn't understand the Board's strategy for this decision.

Imara: Commented that Counsel Timmons is the third attorney for the District and has won prior cases for the District. Plaintiffs are wanting to settle the case. Mentioned that some residents are wanting to recall the Board. States that the Directors wanting to remove Counsel Timmons are irresponsible for considering this decision and asks that the Board rethink the decision.

Linnea Hauser: Supports Directors Plotkin, Baker and Morgan if they feel this is the best move for the District. Understands the limitation on public speech due to personal attacks. Wishes the Board well in the executive session debate.

Carol Baum: Agrees with other comments regarding retaining Counsel Timmins. Supports litigation and thinks the District has a good chance of winning.

Mike Muller: Stated that removing Counsel Timmins makes no sense to ensure a successful trial in August. Would like to see all of the depositions be made available online. Stated that the agenda was not posted prior to the meeting. Has reviewed paperwork for impeachment of Directors Morgan and Plotkin. Director responded to the comment regarding the basis for his loss in confidence in Counsel Timmins.

Executive Session pursuant to §24-6-402(4)(b) and (e), C.R.S. and subsequent discussion

Director Peters **MOVED** to enter into executive session pursuant to §24-6-402(4)(b) and (e), C.R.S. to receive legal advice and negotiate regarding the motion to terminate the engagement of Deziel Timmins, LLC. Director Baker seconded the Motion. The Motion passed, with Director Hanagan dissenting.

The Board entered into executive session at 7:11 p.m. The Board reconvened the meeting at 8:48 p.m.

Director Plotkin withdrew the motion to terminate legal representation with Deziel Timmins. Director Baker withdrew his second for the Motion.

Director Plotkin recommended that the Board hold a meeting on May 4, 2021 for the purposes of restructuring the legal team and discuss retaining a separate Title 32 attorney to conduct the day-to-day business of the District.

The Board apologized to the public for not being clear about the agenda items and any confusion that it caused.

Deliberations of Decision Documents Related to Legal Proceedings

Mr. Gessler presented the table of options for the legal proceedings with Big Sky and Developers, including elements, pros and cons for settling vs. litigation.

Director Peters inquired whether the City would have to approve Big Sky's inclusion of Cardel into the new IGA. Counsel Gessler clarified that there is an option to include Cardel in the service plan, but not Stream Reality or 3 Dinos.

Director Peters inquired about an alternative service for Big Sky. Counsel Gessler discussed options for Big Sky. Director Peters requested that part of any settlement include recovery of at least part of the District's legal fees. Counsel Gessler concurred that it would be

appropriate to ask for attorney's fees, and further responded to the comments.

Director Peters inquired about tapping into the Morrison trunk line and asked about obtaining an engineering presentation and plans to help answer questions. Counsel Gessler clarified regarding the upsizing of a small part of the pipe and the related costs. Counsel Gessler addressed levels of review for the system evaluations.

Discussion regarding CDM Smith Report      Deferred.

Next Steps      Counsel Gessler recommended that the Board move quickly when deciding whether to settle or to move forward with litigation.

Director Plotkin requested an engagement letter from Scott Gessler at the next meeting.


The next meeting of the Board of Directors is scheduled for Tuesday, May 4, 2021 at 6:00 p.m. Director Morgan noted that the agenda would include a public comment section.

Other Matters:      There were no other matters to come before the Board.


Adjourn:      Director Hanagan **MOVED** to adjourn the meeting. Director Plotkin seconded the Motion. The Motion passed by unanimous consent, and the meeting was adjourned at 9:59 p.m.

  
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Adrienne L. Hanagan, President

  
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Jeffrey A. Baker, Vice President

  
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Karen Morgan, Treasurer

  
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Alex A. Plotkin, Secretary

  
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Rhonda Peters, Director