

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

**January 12, 2021**

A Regular 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, January 12, 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.

Attendance: A regular 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  
Jeffrey A. Baker, Vice President – Virtual Attendance  
Alex Plotkin, Secretary – Virtual Attendance  
Karen Morgan, Director – Virtual Attendance  
Rhonda Peters, Director – Virtual Attendance

Also present were

Greg Kropkowski, District Manager  
Jo Deziel Timmins, Deziel Timmins LLC, District Legal Counsel  
Scott Gessler  
Andrew Astuno  
Campbell Jackson  
David Wiechman  
Rob Eadie  
Terry Kenyon  
Kerry Kiley  
Christopher Arlen  
Frederick Enstrom  
Hank Brumley  
Wendy Shrader  
John Henderson  
Adam Paul  
Imara

1. Call to Order/  
Declaration of Quorum: Director Hanagan, noting the presence of a quorum of five, called to order the Regular Meeting of the Board of the Green Mountain Water and Sanitation District at 6:03 p.m.

2. Directors & Disclosure Matters: None

3. Approval of/Deletions from the Agenda: Director Plotkin **MOVED** to remove approval of the December 8, 2020 regular meeting minutes from the agenda. Director Hanagan seconded the Motion. The Motion passed by unanimous consent.

Director Plotkin **MOVED** to remove approval of the December 14, 2020 special meeting minutes. Director Baker seconded the Motion. The Motion passed by unanimous consent.

Director Plotkin **MOVED** to remove discussion of the ravine bridge removal in the Directors matters portion of the agenda. Director Hanagan seconded the Motion. The Motion passed by unanimous consent.

4. Public Comment: Members of the public wishing to address the Board on agenda items or 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.

Enstrom: Raised a question about whether the Budget had allocated emergency funds. Director Hanagan invited Mr. Kropkowski to comment – there is an emergency capital contingency fund in place. Mr. Enstrom also mentioned that if the board packet could be earlier released it would be helpful to public participants. Mr. Kropkowski mentioned that it's the District's goal to release the packet no later than 24 hours prior to the Board meeting. Mr. Enstrom then inquired about potential liability, and bankruptcy, of the District in light of the pending litigation.

Henderson: Commented on the importance of public review in the context of the ongoing litigation; expressed encouragement to the Board for their ongoing work; also stated that the May 2018 IGA was not drafted and executed in the interests of the general public; finally mentioned he is available to help the District in handling the current litigation.

5. Approval of Minutes: Removed from agenda.

6. Maintenance Report: Presented by Greg Kropkowski on behalf of Austyn Pantano, Field Supervisor
- a. 2017 Cellular Endpoints – 39 units installed this past month; 5,730 total units installed to date.
  - b. Main Breaks
    - i. Director Baker asked if an increasing number of main breaks is to be expected. Terry Kenyon mentioned that the average number of main breaks is around 30 each year and that the reserve fund has been sufficient.
7. Financial Matters Presented by Greg Kropkowski, Financial Specialist – Virtual Attendance
- i. Brief discussion of expenditures within December 2020/January 2021 monthly activity report
  - ii. Brief discussion of Capital Expenditures as of December 31, 2020
  - iii. December 2020/January 2021 Daily/Monthly Operation Expenses & Capital Expenditures Report and Unaudited Financial & Investment Reports
  - iv. Brief discussion of First Western Trust CD – due January 2021
- b. Director Hanagan **MOVED** to approve these reports. Director Plotkin seconded the Motion. The Motion passed by unanimous consent
8. Engineering Matters: Presented by Terry Kenyon, Merrick & Company – Virtual Attendance
- a. Capital Improvement Project Updates
    - i. Insituform Change Order No. 1. Mr. Kenyon discussed this has been delayed given that several construction staff members have been infected with Covid Ms. Deziel asked about the Bear Creek outfall line and its geographical coordinates. Mr. Kenyon stated that because Bear Creek is upstream from Big Sky it is not directly impacted by this project.
  - b. Master Plan Updates  
Wastewater master plan has been completed; invitation made to assemble a working group session to discuss and better understand the plan. Director Plotkin asked the Board to consider a second engineering opinion related to the Wastewater Master Plan.

Director Morgan inquired if the issue concerning 66 Van Gordon would stress any of the main lines. Mr. Kenyon replied that a “small reach on Van Gordon would be stressed and could affect any upstream development.”

- c. Construction Project Status Spreadsheet Updates
  - i. Mr. Kenyon stated that no significant changes to the project status – still yet to attend to final punch list items.

9. District Manager Report:

Presented by Greg Kropkowski, District Manager – Virtual Attendance

- a. Annual resolution – Ms. Deziel provided additional legal language: “WHEREAS, pursuant to C.R.S. § 24-6-402(2)(d.5)(I)(E)(II)(B), if all or a portion of the discussion during executive session constitutes a privileged attorney client communication, no record or recording shall be required to be kept.” The report is to be provided to DOLA by January 15. Director Hanagan **MOVED** to approve the Resolution. Director Plotkin seconded the Motion. The Motion passed unanimously.
- b. Transparency notice – Forthcoming notice to be filed
- c. COVID-19 Report – Update on discussion with Jefferson County Health Department on district employees being essential in nature and to potentially be given priority for vaccine distribution
- d. Employee accomplishments and compliments – Update on upcoming employee anniversaries
- e. Office HVAC Improvements – Contact has been made with several mechanical contractors regarding bids
- f. Tap Count Analysis – coordination with Denver Water – 3 quarter equivalent inch taps being discussed
- g. New Employee Handbook in effect January 1, 2021 – updates made reflecting new regulatory changes, and policy to inform new employees that they can immediately use sick time in the event of contracting Covid.

10. Director’s Matters:

- a. By-laws discussion/approval –

Dr. Plotkin **MOVED** to approve the By-laws as currently drafted. Director Morgan seconded the motion.

Ms. Deziel mentioned that By-laws as drafted are not complete for execution. A discussion ensued as to the most efficient method for electronically displaying and discussing the apparent issues. Director Plotkin inquired if Ms. Deziel could access One Drive. Director Morgan commented that she would prefer at

this juncture to second Director Plotkin's Motion to pass the By-laws as drafted.

Thereafter, Ms. Deziel verbally discussed the following concerns and issues with the proposed By-laws: several inconsistencies are present, and corrections required, particularly Section 9(1) (granting broad powers to the district manager) which is in conflict with Section 5. Ms. Morgan then asked Ms. Deziel to clarify the exact nature of the inconsistencies and issues in the proposed Section 5. Ms. Deziel described the need to re-draft the proposed real property provisions, to revise and correct the citations to the requirement for public meeting (under Section 7), notice of meetings and special meeting, and the need to update the record of business/minutes subsection. Director Plotkin inquired to clarify what exact subsection of the By-laws ("exception of legal advice") this issue pertained to. Other drafting and interpretation issues were presented and discussed (concerning apparent conflicts with state law), including the likelihood of potential future CORA requests and inclusion of rules of bidding in the bylaws. Director Plotkin stated that there were public comments and requests that the Board make available sooner the packet of the proposed By-laws (as currently analyzed by Ms. Deziel). Director Plotkin stated that Ms. Deziel's comments were "great" and expressed appreciation. In light of Ms. Deziel's comments and analysis Director Hanagan stated her recommendation that the proposed By-laws not be approved as currently drafted. Director Morgan further inquired about the conflict between Sections 5 and 9 of the proposed By-laws. Ms. Deziel re-stated her opinion that Section 9(1) should be removed, and her overall opinion that the currently proposed version, as drafted, should not be passed.

Director Plotkin expressed his concern about some of the public comments that have been received and his hope that subsequent public comments were rooted in fact and research, and not motivated by personal emotions or "attacks" (towards the district manager). Director Hanagan stated her view that these comments did not constitute "personal attacks." Director Plotkin **MOVED** to table discussion and approval of By-laws. Director Hanagan seconded the Motion. The Motion passed by unanimous consent.

Director Plotkin withdrew earlier Motion to adopt the By-laws as currently drafted.

- b. Consideration of plastic piping surcharge - Director Plotkin forwarded relevant materials to Board members; to be discussed in the future.

11. Executive Session:

- a. Director Baker **MOVED** to go into Executive Session. Director Plotkin seconded the Motion. The motion passed by unanimous consent.
- b. Executive Session held pursuant to §24-6-402(4)(b) and/or §24-6-402(4)(e), C.R.S. for the purpose of conferencing with an attorney to receive legal advice regarding:
  - i. Status of Litigation relating to Big Sky Notice filed in Your Hub
  - ii. Status of Big Sky No. 1 v. GMWSD alleging breach of IGA
  - iii. Status of CDN Litigation
  - iv. Status of Stream Realty Litigation
  - v. Status of Cardel Homes Litigation
  - vi. Status of Three Dinos Litigation

12. New Business –  
Notifications for Next  
Board Meeting:

Director Morgan recommended that the Board should obtain a second opinion in regard to the Wastewater Master Plan.

13. Adjourn:

Director Hanagan **MOVED** to adjourn the meeting. Director Plotkin seconded the motion. The Board unanimously approved the motion to adjourn the meeting. Meeting adjourned at 10:53 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