

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
BENNT CREEK REGIONAL WATER AUTHORITY**

Held: Monday, December 12, 2022 at 4:30 p.m.

The meeting was held via teleconference

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following Directors were in attendance:

Martin Metsker
Tony Carey
Mike Wolf
Charles Bayley

Also in attendance were:

Blair M. Dickhoner, Esq. and Tate Crosby, Esq., White Bear Ankele Tanaka & Waldron, Authority's General Counsel; and, Eric Weaver and Susan Cary, Marchetti & Weaver, LLC, Authority Accountant.

**Call to
Order/Declaration of
Quorum**

It was noted that a quorum of the Board was present, and therefore called the meeting to order.

**Directors' Disclosure
of Potential Conflicts
of Interest**

Mr. Dickhoner advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Dickhoner inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

The Board reviewed the proposed agenda for the meeting. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comments

No public comment.

Consent Agenda

Mr. Dickhoner advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda to the regular agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes from April 11, 2022 Special Meeting
- b. October 31, 2022 Unaudited Financial Statements
- c. Approval of Claims Payable in the amount of \$22,613.40

Discussion Agenda

Extension of Terms –
Directors Wolf and
Bayley

The Board engaged in discussion regarding the continued service of Directors Wolf and Bayley and extension of their terms.

Action Agenda

Adoption of Annual
Administrative
Resolution (2023)

Mr. Dickhoner presented the Annual Administrative Resolution (2023) to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Approve Renewal of
General Liability
Schedule and Limits
and Consider
Approval and
Authorization to
Renew Coverage for
2023

Mr. Dickhoner presented the proposal for renewal of the Authority's general liability coverage for 2023 and advised the Board on the risks of cyber-attacks. The Board reviewed the current general liability schedule and limits. Following review and discussion, upon a motion duly made and seconded, the Board unanimously determined to stay with \$200k of coverage, approved the general liability schedule, and authorized legal counsel to bind coverage for 2023.

Public Hearing on
2023 Proposed Budget

Director Carey opened the public hearing on the 2023 Proposed Budget. Mr. Dickhoner noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Adoption of
Resolution Adopting
2023 Budget

Mr. Weaver reviewed the proposed 2023 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget.

Approve Waiver of
Conflict of Interest -
Consultation,

Mr. Dickhoner presented the Waiver of Conflict of Interest - Consultation, Disclosure, Informed Consent from Brownstein Hyatt Farber Schreck, LLP to the Board for consideration. Following

Disclosure, Informed
Consent from
Brownstein Hyatt
Farber Schreck, LLP

discussion, upon a motion duly made and seconded, the Board unanimously approved the waiver.

Executive Session -
Executive session of
the Board of Directors
for the purpose of
receiving legal advice
pursuant to Section
24-6-402(4)(b),
Colorado Revised
Statutes as it relates to
amending the
Authority
Establishment
Agreement and
Authority Bylaws and
pursuant to Section
24-6-402(4)(e),
Colorado Revised
Statutes for the
purpose of
determining positions
relative to matters that
may be subject to
negotiations,
developing strategies
for negotiations, and
instructing
negotiations as it
relates to the Authority
Establishment
Agreement and
Authority Bylaws

Upon a motion duly made and seconded, followed by an affirmative vote of at least two-thirds of the quorum present, the Board entered executive session at 4:52 p.m. for the purpose of receiving legal advice as it relates to amending the Authority Establishment Agreement and Authority Bylaws pursuant to Section 24-6-402(4)(b), C.R.S, and for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategies for negotiations, and instructing negotiations as it relates to the Authority Establishment Agreement and Authority Bylaws pursuant to Section 24-6-402(4)(e), C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of legal counsel to the Authority, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Also pursuant to Section 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 5:08 p.m.

Director Reports

The Directors engaged in general discussion of various items including Director terms and the addition of new members to the Authority.

Other Business

Next Meeting January
9, 2023

The Board confirmed availability for the January 9, 2023 meeting.

The Board directed legal counsel to contact Marchetti & Weaver LLP to obtain their resignation, effective December 31, 2022.

Adjournment

There being no further business to come before the Board and following discussion and upon motion duly made and seconded, the Board unanimously determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Charles Bayley

Charles Bayley (May 21, 2023 18:13 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 10th day of April, 2023.

Attorney Statement:

ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing BennT Creek Regional Water Authority, I attended the executive session at the regular meeting of BennT Creek Regional Water Authority convened at 4:52 p.m. on December 12, 2023 for the purpose of receiving legal advice as it relates to amending the Authority Establishment Agreement and Authority Bylaws as authorized by Section 24-6-402(4)(b), C.R.S. and for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategies for negotiations, and instructing negotiations as it relates to the Authority Establishment Agreement and Authority Bylaws pursuant to Section 24-6-402(4)(e), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Blair M. Dickhoner, Esq.