

February 18, 2009 WORK SESSION MEETING MINUTES

A Work Session meeting of the Lower Arkansas Valley Water Conservancy District was held on Wednesday, February 18, 2009 at 8:30 AM., at the District office located at 801 Swink Avenue, Rocky Ford, Colorado 81067.

DIRECTORS PRESENT:

Pete Moore-Chairman
Lynden Gill-Vice Chairman
Melissa Esquibel-Secretary
Wayne Whittaker-Treasurer
Anthony Nunez

DISTRICT STAFF:

Jay Winner-General Manager
Bart Mendenhall-Attorney
Peter Nichols-Attorney
Kim Chavez-Financial Officer
Bill Hancock-Cons. Program Mgr

DIRECTORS EXCUSED:

John Singletary
Leroy Mauch

Chairman Moore called the meeting to order at 8:30 A.M. and announced a quorum was present with Directors' Singletary and Mauch being excused.

Chairman Moore stated that our agenda has a new look. The board meetings will start at 10:00 a.m. or shortly thereafter. What the board is looking at is how much business we anticipate to consider the length of the meeting. On the General Manager's Report presenters will be given time for their presentation in a timely manner. At this time the directors and the public would have the opportunity to ask questions. On the agenda two items were added; Directors' Discussion and Board Action. With these two items the board will take time to discuss the matter at the meeting and defer action until the next board meeting.

General Manager Winner stated this will give the directors the opportunity to move the project. Staff could provide the board directors more information on the project. Also, this will give Ms. Chavez-Financial Officer time to view the budget.

Chairman Moore stated next on the agenda is the committees: Agency Liaison, Finances, Legal, Personnel and Water Acquisitions. As a board we need to amend the by-laws and add Ethics. This one is the specify membership.

Attorney Mendenhall replied I thought we amended the by-laws with Ethics in mind. I'll have the By-laws update and ready to go for next board meeting under board action.

Chairman Moore suggested that the board delete agency liaison as a standing committee and redesignate Finance as Finance/Budget.

Chairman Moore announced committee appointees for 2009: **Ethics:** Chair Person-Director Gill, Director Esquibel and In House General Counsel Bart Mendenhall; **Legal:** Chair Person-Director Esquibel, Director Whittaker, and Director Nunez; **Finance/Budget:** Chair Person-Director Whittaker, Director Singletary, and Director Gill; **Personnel:** Chair Person-Director Nunez, Director Esquibel, and Director Mauch; **Acquisitions:** Chair Person-Leroy Mauch, Director Whittaker, and Director Gill.

Director Esquibel stated as a Chair-Person for the Legal Committee and a member of the Ethics Committee would like to see a document on good policy and practice outlined that dictates the duties, responsibilities and liabilities of a Director. This gives each Director an opportunity to review and sign. As far as confidentiality issues, the exact meeting of executive session is comprised of confidentiality issues. As a board we had historically issues. This issue brought attention to the board's decision to add the Ethics Committee. The board can say these are the steps we're taking to avoid conflicts, breeches or questionable type of activities.

Attorney Nichols replied I'll have an outline for the board on the next meeting.

General Manager Winner stated the law has changed when it comes to these boards. Ten years ago these boards were coffee and donut clubs. Today these boards if a board member signs something and handles it wrong, you probably go to jail. The law has changed tremendously.

Director Nunez replied that's pretty much standard on boards anymore. You have a conflict of interest.

Chairman Moore asked if there were any other questions or comments.

Director Whittaker stated on the Finance/Budget, Kim Chavez-Financial Officer does an excellent job. Ms. Chavez writes checks ahead of time and gets them lined up. But if Ms. Chavez were to get sick and couldn't perform her duties. The staff or board has no access to the software. As the Finance/Budget Chair-person I would like to suggest that Ms. Chavez show Mrs. Quezada how to write the checks.

Director Esquibel replied I think it's important to consider the fact that our staff is very small. There's a definite need to have cross training for the ability to do different duties. If somebody needed to go on an extended leave or some scenario arises that we didn't anticipate.

General Manager Winner commented that success in planning has for a very long time included the role of cross training.

General Manager Winner gave board an update on the Conservation Easements.

Board generally agreed not to purchase Hajar's Family shares of Colorado Canal/Lake Henry.

TO ENTER INTO EXECUTIVE SESSION:

Director Esquibel moved that the Board convene into Executive Session 9:15 A.M., seconded by Director Nunez. Motion unanimously carried.

Director Esquibel requested that the Board enter into Executive Session for the purpose of:

§24-6-402(4) (b) C.R.S., "Conferences with an attorney for the public entity for the purposes of receiving legal advice on specific legal issues."

§24-6-402(4)(e) C.R.S., "Determining positions relative to matters that may be subject to negotiations; Developing strategy for negotiations; and instructing negotiators."

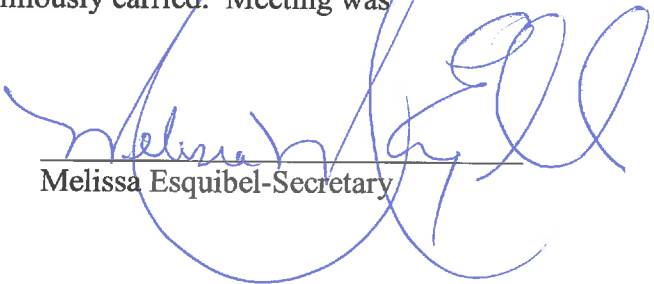
Director Esquibel requested that the Board reconvene into the Work Session 10:03 A.M., seconded by Director Whittaker.

Attorney Nichols stated two things we talked about in Executive session are attorney-client privilege related to; ongoing litigation, negotiations and advice of legal counsel to the board for terms of reason on giving redirection to the board for strategy.

Chairman Moore asked if there were any other questions to be heard, hearing none, motion was made by Director Esquibel, seconded by Director Nunez to adjourn work session into regular board meeting. Motion unanimously carried. Meeting was adjourned at 10:03 A.M.



Pete Moore-Chairman



Melissa Esquibel-Secretary