

MINUTES¹

SPECIAL JOINT MEETING OF THE
BOARD OF DIRECTORS OF THE
COLORADO RIVER WATER CONSERVATION DISTRICT AND OF THE
COLORADO RIVER WATER CONSERVATION DISTRICT
ACTING BY AND THROUGH ITS
COLORADO RIVER WATER PROJECTS ENTERPRISE

October 5, 2012

Pursuant to notice duly and properly given, a special joint meeting telephone conference of the Board of Directors of the Colorado River Water Conservation District (CRWCD) and of the Colorado River Water Conservation District Acting by and Through Its Colorado River Water Projects Enterprise was held on Friday, October 5, 2012 at the offices of the Colorado River Water Conservation District, 201 Centennial Street, Glenwood Springs, Colorado.

Directors participating during all or part of the meeting:

James Newberry, Vice President	Tom Alvey
David H. Merritt	William S. Trampe
Warner Dewey	Stephen M. Mathis
John Ely	Andrew A. Mueller

Directors not participating:

Thomas R. Sharp, President	Jon Stavney
Steve Acquafresca	Kai Turner
Tom Gray	Rebie Hazard
Gary Martinez	

Others participating during all or part of the meeting:

Eric Kuhn, General Manager, CRWCD
Peter Fleming, General Counsel, CRWCD
Dan Birch, Deputy General Manager, CRWCD
Jason Turner, Associate Counsel, CRWCD
Dave Kanzer, Sr. Water Resources Engineer, CRWCD
Laurie DePaolo, Executive Assistant, CRWCD
Mary Kalmes, Chief Accountant, CRWCD
Audrey Turner, Administrative Chief, CRWCD
Mike Eytel, Water Resources Specialist, CRWCD
Martha Moore, Public Affairs Specialist, CRWCD

Quorum.

Vice President Newberry found a quorum and called the meeting to order at 12:03 p.m.

Approval of Contracts for Relief Ditch Diversion Dam Reconstruction Project.

Eric Kuhn reminded the Board of its action at the September 12, 2012 special joint meeting to table approval

of "pass through" contracts for the Relief Ditch Diversion Dam Reconstruction Project and to direct staff to further analyze the liability associated with acting as the fiscal agent for the project's contracts. Mr. Kuhn explained that the River District Enterprise has acted as a fiscal agent or "pass through" entity for federal and state funds on behalf of the River District's constituents for activities that further the District's overall mission of improving water supply conditions, diversion system reliability, and meeting future water needs on the West Slope. Mr. Kuhn also noted that the River District typically charges a small management fee to assist in defraying internal costs. He then relayed staff's recommendation to the Board to reconsider and authorize counsel to negotiate legal agreements necessary to support the project but limit the River District's liability to the greatest extent practicable.

Jason Turner recommended that the following matter qualified for discussion in Executive Session pursuant to C.R.S. §§ 24-6-402(4)(b)(legal advice) and (e)(negotiations):

Approval of Contracts for Relief Ditch Diversion Dam Reconstruction Project.

Director Mueller moved, seconded by Director Mathis, to move into Executive Session pursuant to C.R.S. §§ 24-6-402(4)(b)(legal advice) and (e)(negotiations). Motion carried unanimously.

Vice President Newberry reconvened into Public Session at 12:23 p.m.

Public Session.

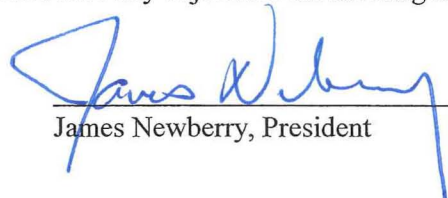
Jason Turner reported that during Executive Session the Board provided guidance to staff and counsel on the following matter:

Approval of Contracts for Relief Ditch Diversion Dam Reconstruction Project.

Director Alvey moved, seconded by Director Mathis, to reconsider and authorize counsel to negotiate legal agreements necessary to support the Relief Ditch Diversion Dam Reconstruction Project, but limit the River District's liability to the greatest extent practicable. Motion carried unanimously.

Adjourn.

There being no other business before the Board, Vice President Newberry adjourned the meeting at 12:26 p.m.



James Newberry, President

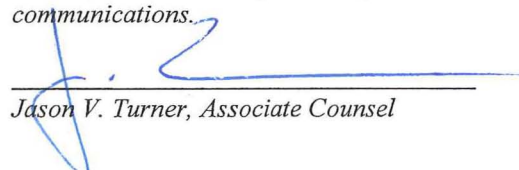
ATTEST:



R. Eric Kuhn, Secretary/General Manager

Executive Session Attestations.

I hereby attest that the portions of the Executive Session that were not recorded constituted privileged attorney-client communications.



Jason V. Turner, Associate Counsel