

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
BACA GRANDE WATER AND SANITATION DISTRICT  
HELD  
JANUARY 15, 2009

A special meeting of the Board of Directors of the Baca Grande Water and Sanitation District (referred to hereafter as "Board") was held on Thursday, the 15th day of January, 2009, at 1:00 p.m. at the offices of the District, BGWS&D Shop, 57 Baca Grant Way South, Crestone, Colorado. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Christine Canaly, President  
Phillip Madonna, Vice President  
Lisa Cyriacks, Assistant Secretary

Following discussion, upon motion duly made by Director Cyriacks, seconded by Director Madonna and, upon vote, unanimously carried, the absences of Vicki Matthews and Parvin J. Johnson, Sr., were excused.

#### Also In Attendance Were:

AJ Beckman; Special District Management Services, Inc.

Jennifer Gruber Tanaka, Esq.; White, Bear and Ankele Professional Corporation

Olga Coello; District Administrator

### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Attorney Tanaka noted that conflicts were filed for applicable directors at least 72 hours prior to the meeting. President Canaly noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting.

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### ADMINISTRATIVE MATTERS

Agenda: Mr. Beckman reviewed the proposed agenda for the District's special Board meeting.

Following discussion, upon motion duly made by Director Madonna, seconded by Director Cyriacks and, upon vote, unanimously carried, the agenda was approved.

Job Descriptions: The Board discussed the proposed District job descriptions.

The Board determined that the Plant Operator, D position will be retitled as Utility Field Technician II and a Utility Field Technician III position will be created which will include "D" water treatment plant operator's license and "C" wastewater treatment plant operator's license as a requirement for the position.

Following discussion, upon motion duly made by Director Cyriacks, seconded by Director Madonna and, upon vote, unanimously carried, the Board approved the job descriptions, as discussed for these positions:

- General Manager/Operator in responsible charge
- Bookkeeper/District Administrator
- Utility Maintenance Field Technician Levels 1-3
- Administrator/Receptionist

Employee Feedback: The Board discussed employee feedback on District Management, the District Board of Directors and the General Manager.

Performance Evaluations and Salary Recommendations:  
EXECUTIVE SESSION: Pursuant to Section 24-6-402(b) of the Colorado Revised Statutes, upon motion duly made by Director Cyriacks, seconded by Director Madonna and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 2:08 p.m. for the sole purpose of discussing personnel matters as authorized by Sections 24-6-402 (4) (f) C.R.S.

Furthermore, pursuant to Section 24-6-402(2)(d.5) (II)(B), C.R.S., no record will be kept of those portions of the executive session that, in the opinion of the Board's attorney, constitute privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

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The Board reconvened in regular session at 2:48 p.m.

Following discussion, upon motion duly made by Director Cyriacks, seconded by Director Madonna and, upon vote, unanimously carried, the Board accepted the performance evaluations for each employee and approved the salary recommendation as presented for each employee.

Staff Meetings: The Board discussed recent staff meetings. Mr. Beckman reported that he and Attorney Tanaka attended three of the weekly meetings by phone and observed an appreciation by the employees for the opportunity to participate in weekly planning and discussions.

Employee Housing Matter: The Board discussed the status of the employee housing matter. Following discussion, the Board authorized Mr. Debon to continue to reside on District property until January 31, 2009, however the District will charge rent at the rate of \$250.00 per month with the amount due prorated to the final day of occupancy.

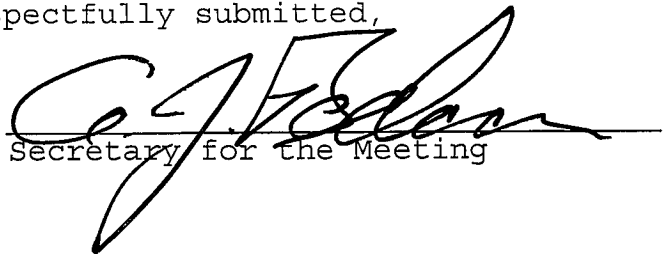
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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Madonna, seconded by Director Cyriacks and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

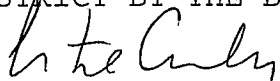
By


  
Secretary for the Meeting

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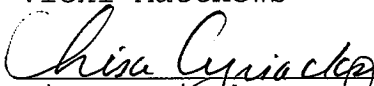
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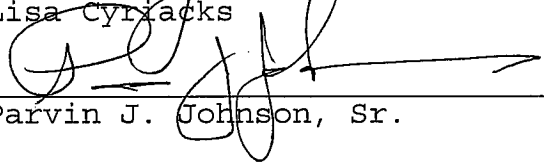
THESE MINUTES ARE APPROVED AS THE OFFICIAL JANUARY 15,  
2009 MINUTES OF THE BACA GRANDE WATER AND SANITATION  
DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

  
\_\_\_\_\_  
Christine Canaly

  
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Philip Madonna

  
\_\_\_\_\_  
Vicki Matthews

  
\_\_\_\_\_  
Lisa Cyracks

  
\_\_\_\_\_  
Parvin J. Johnson, Sr.