

MINUTES
EXECUTIVE COMMITTEE – NFRWQPA
FEBRUARY 17, 2006

1. Determination of Quorum

The meeting was called to order by Chair, Gale McGaha Miller at 10:00 am. Executive Committee members present were Gale McGaha Miller, Ed Schemm, Earl Smith, Randy Siddens, Steve Adams, and Terry Farrill. A determination of a quorum was made and the meeting continued. Committee member Cindy Titus arrived later.

2. Approval of Minutes

Minutes from the November 9, 2005 meeting were considered. Mr. Adams made a motion to approve the minutes. Mr. Farrill seconded the motion and it was approved.

3. Big Thompson Watershed Forum MOA

Ms. O'Neill presented the draft MOA received from Big Thompson Watershed Forum (BTWF), and the Joint Funding Agreement (JFA) from USGS. She gave a brief history on the need for the MOA between the organizations and stated that the main reason NFRWQPA had requested an agreement was to ensure that the Association did not commit to an agreement with USGS without a financial commitment from BTWF. She also reviewed a handout which included monitoring account information over the last couple of years.

Ms. McGaha Miller indicated that a 10% service charge would be typical for this type of agreement and would suggest charging some type of administrative fee. Mr. Adams agreed with charging some type of administrative fee which at a minimum should cover any bank charges for the account. He also questioned the amount of staff time used for this project. Ms. O'Neill stated the Association spends little time administering this money. Mr. Adams stated that there was a need to clarify who owned the interest and asked whether the Association should consider an administrative fee as an in-kind contribution to BTWF. Mr. Schemm agreed that the program should not cost the Association. Mr. Adams suggested that if an administrative fee is considered an in-kind contribution to BTWF, NFRWQPA should request formal recognition of that support. Mr. Farrill suggested that there be a flat percentage fee that is charged to cover our time with the project. Mr. Schemm questioned whether charging an administrative fee would suggest a higher level of liability. Mr. Adams stated that the interest we have earned would more than cover our administrative time.

The Committee then moved on to other items of the MOA. Mr. Schemm suggested revising item #2 of the MOA to read "The Forum will pay NFR 50% of the JFA amount by a date certain in January" which would reduce our obligation. Similar changes could be made to item #4. Mr. Schemm also stated that he felt the agreement should be renewed annually. This would result in the "Term" section of the agreement being rewritten to reflect that. He also suggested that item #1 be rewritten to state "may be renewed" instead of "will be renewed." He also suggested removing the requirement for the NFRWQPA to notify the BTWF in writing under the "Termination" section. Mr. Adams suggested adding some due process. Mr. Farrill suggested changing the language to read that NFRWQPA may terminate. The Committee agreed that the language under "Termination" should read that the agreement "may" terminate if the forum fails to perform or observe any part of the Agreement; and the agreement "will" terminate upon expiration of four weeks written notice. Mr. Schemm suggested adding a hold harmless clause or indemnity clause that would protect us against such things as lawsuits against

the Forum or if the Forum fails to collect funds. Ms. McGaha Miller suggested taking the final version of the MOA for a legal review prior to signing. She stated that if the suggestions made by the Committee remain mostly intact after talking with BTWF, the Committee could review a revised version by e-mail prior to it going to council for a legal opinion.

Mr. Siddens asked for clarification on the JFA amount. He also pointed out an error to our name in the first paragraph of the JFA. Mr. Adams then brought up the legal status of our organization and the ability of our Association to enter into an agreement with the BTWF. There was discussion about the organization being quasi-governmental and/or non-profit. Ms. McGaha Miller stated that we should also get a legal opinion regarding the status of the organization and whether we have the authority to sign this agreement. Mr. Adams suggested changing item #8 of the MOA to read "NFRWQPA will provide the Forum with annual financial statement of the account which note the funds remitted to USGS." Mr. Adams also pointed out that the signature block may not be correct. He then questioned whether there was a concern with not getting the JFA signed right away. Ms. O'Neill will follow up with USGS on this concern.

Ms. McGaha Miller then summarized the discussion of the MOA. The Committee agreed that the MOA should be renewed annually. Mr. Schemm made a motion to approve the Manager to sign both the MOA with BTWF and the JFA upon approval of the agreements by the Executive Committee. There was then discussion regarding item #5 of the JFA. The Committee agreed to authorize the Manager to approve what BTWF and USGS agree to as areas to be included in the program. Other items the Committee agreed to include: changing item #2 to reflect payment of 50% prior to March 15, 2006 and changing item #4 to show the remainder due by April 30, 2006. The Manager will also work on language with BTWF to show that the Forum will also agree to the terms of the JFA.

4. **604b Project Update**

Ms. O'Neill gave an update on the two 604(b) projects. Regarding the mapping project, the City of Loveland has started to work on the conversion. She stated that she had talked with Weld County about acquiring data that will be used in the new program. Weld County will need the Association to sign an agreement prior to them providing the information. The mapping updates could be ready by April or May. There will be a need to verify information once the conversion is complete. Mr. Farrill made a motion to authorize Ms. O'Neill to sign the Weld County agreement. Mr. Adams seconded the motion and it passed.

Ms. O'Neill then gave a summary of the second project, updating the service area boundary policy. She suggested that the policy may become part of the utility plan guidance document. She also suggested working with the utility plan review committee to develop draft language for the policy. Mr. Schemm stressed the need to ensure public input in the process and also maintain the ability to change a boundary if needed. Mr. Smith requested that the draft language come back to the Executive Committee prior to going to the Association for approval.

5. **Status Reports**

- A. 2005 Audit: Ms. O'Neill stated that the legal status of the Association was questioned during the audit but that the Committee had already discussed this item earlier.

- B. Areawide Water Quality Management Plan – 2005 Update: Ms. O’Neill stated that she had received some comments on the update information in the last week and is expecting some additional comments. The Committee discussed one issue regarding the service area boundary for Windsor. Ms. Titus asked about the process if there are unresolved issues. Ms. McGaha Miller explained how the Association has dealt with that in the past.

6. Status of Operations

- A. Ms. O’Neill handed out a Professional Development Plan for 2006. Mr. Adams pointed out an overlap in the South Platte Forum and WEFTEC Annual Meeting.

7. Other Business

- A. Ms. O’Neill briefly discussed the fee proposal distributed by CDPHE in follow up to SB-276.
- B. The Committee then discussed the resignation of Ms. McGaha Miller as Chair. She has taken a job with an entity that is not a member of the Association. Ms. O’Neill handed out a copy of the Article of Association to the Committee. Mr. Schemm pointed out that a vacancy would go to a vote of the Association however; the Committee could make a recommendation. He stated that the Chair position could be filled by the Vice-Chair and the Secretary/Treasurer could become the Vice-Chair. He suggested putting that recommendation on the agenda for the next Association meeting and encouraging someone to volunteer for the empty position. Mr. Smith made a motion to recommend Mr. Farrill for Secretary/Treasurer. Mr. Farrill indicated that only one other person showed interest in being on the Executive Committee. The motion died for a lack of a second. After further discussion, Mr. Smith made a motion to recommend to the Association, at the February meeting, that Ed Schemm be moved into the position of Chair, Steve Adams into the Vice-Chair position, and Terry Farrill into the position of Secretary/Treasurer. Requests for the open position could then be taken and voted on at the March Association meeting. Mr. Siddens seconded the motion and it was approved.
- C. A copy of a letter received from Boxelder Sanitation District was handed out. Mr. Schemm stated that he had received a copy of the letter and requested that the Committee discuss it. Mr. Schemm’s concern was that the letter suggests that the Association should not be conducting one of our primary functions. Mr. Siddens stated that he felt the hope was that the Association would do more work in the water quality arena. The letter was triggered by a meeting between Ms. O’Neill and the District. Ms. O’Neill gave some background on the meeting which was a result of a property owner complaint. Mr. Farrill agreed that the purpose of the meeting was appropriate and within the role of the Association. He also felt that the letter deserved a response. Mr. Schemm volunteered to work on a response letter. Mr. Farrill suggested the letter be signed by the Executive Committee.

8. Adjourn

There being no further business, the meeting was adjourned at 12:23 pm.