



**MINUTES OF ACTION BY BOARD OF DIRECTORS
OF
BIG DRY CREEK WATERSHED ASSOCIATION**

December 6, 2005

1. The undersigned, being all of the members of the Board of Directors of Big Dry Creek Watershed Association, a Colorado nonprofit corporation (the "Corporation") hereby take, ratify and consent to the action taken by these minutes of action (pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act). The Board of Directors received notice of meeting on November 29, 2005 via e-mail. The meeting was called to order at 12:05 p.m., December 6, 2005.
2. The following directors attended the meeting: Hallie Mahan, Gabri Vergara, Vic Lucero and David Carter. Shelley Stanley was unable to attend due to illness. Jane Clary, Watershed Coordinator, also attended.
3. Hallie Mahan, conveyed a verbal Treasurer's report from Shelley Stanley, including the following information:
 - The BDCWA currently has \$18,000 in savings and \$1,200 in checking.
 - Robin Byers filed the 1023 form with the IRS, which involved a \$500 fee to the IRS. A return receipt from the IRS dated 12/2/2005 was received.
 - If the savings account drops below \$20,000, then a monthly fee of \$15 is charged.
 - Shelley Stanley and accountant Dan Schommer filed the Form 990 with the IRS.
4. Hallie Mahan reported that she had received notification from the State of Colorado that BDCWA needed to file an annual report by December 28, 2005. Jane Clary was designated to follow through on finding out more information on what was required for this report.

5. The topic of directors/officers insurance was raised. Each Board member should check with their respective entity's legal department to determine whether their activities as a representative of the city/county on the Board are covered under municipal employee insurance or the Colorado Governmental Immunity Act. Feedback on this question will help determine whether directors/officers insurance is needed. Vic Lucero noted that an insurance agent named Hix has been helpful in exploring these policies for Barr-Milton and SPCURE. The annual cost for SPCURE's policy as a 501(c)6 is believed to be about \$1,500 per year. The cost may be lower for a 501(c)3).

| 4. Vic Lucero provided a letter of resignation as Thornton's representative to the Board and as secretary of the BDCWA effective December 6, 2005. In the letter, the City of Thornton designated Kelly Hargadin as their new representative to the Board. David Carter motioned that the Board accept Vic's Lucero's resignations and Kelly Hargadin's appointment to replace Vic, effective December 6, 2005. Gabri Vergara seconded the motion. The motion passed unanimously. The BDCWA thanked Vic for his support of the BDCWA

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| 5. Vic Lucero motioned that Kelly Hargadin be appointed Secretary to the BDCWA. David Carter seconded the motion. The motion passed unanimously. Discussion of the change included that Kelly is Thornton's Stormwater Coordinator and will be well suited to represent Thornton's interests in the BDCWA. Vic will remain involved with the BDCWA and will continue to allocate funding from his budget to support the BDCWA.

| 6. Gabri Vergara provided a letter of resignation as Weld County's representative to the Board, effective January 1, 2006. Weld County designated David Bauer as their new representative to the Board. Vic Lucero motioned that the Board accept Gabri Vergara's resignation and David Bauer's appointment to replace Gabri, effective January 1, 2006. The motion passed unanimously. Discussion of the change indicated that David Bauer is Weld County's new drainage engineer. Since the BDCWA interests in Weld County are primarily drainage-related, David will be well suited to assume this position on the Board. The BDCWA thanked Gabri for her support of the BDCWA over the last year.

| 7. Jane Clary presented a summary of the budget model used to develop dues for 2005 based on a base fee of \$2,500 per entity plus an additional amount based on a factor representing each entity's wastewater discharge and/or land area in the watershed. The total budget is \$40,000 plus \$14,500 for support of the USGS gage behind Front Range Community College. Gabri Vergara motioned that this model be accepted for use for 2006. David Carter seconded the motion and the motion passed unanimously. Discussion following recommended that Jane Clary follow up with Adams County on their potential participation and the possibility of Weld County increasing its contribution from \$1,000 up to \$2,500 in accordance with the dues model. Gabri indicated that more discussion within Weld County would be necessary to determine whether this was possible. Additionally, Jane Clary will follow up with CWCB and Adams County on their

verbal commitment to support the extra costs associated with the hydrologic study completed earlier in the summer.

- | 8. Jane Clary provided preliminary draft copies of the selenium data analysis to the City of Westminster, Broomfield and Thornton. The group discussed leaving the data package in a draft format for now since more data will likely be added in the coming months. Formatted: Bullets and Numbering

- | 9. Vic Lucero brought handouts describing possibilities for a corporate seal. The group decided on a simple ink-based seal with "Big Dry Creek Watershed Association Corporate Seal" on it. The style selected was R-40. Formatted: Bullets and Numbering

- | 10. The meeting adjourned at 12:50 p.m., December 6, 2005. Formatted: Bullets and Numbering

These minutes of action constitute the record of the fourth meeting of the board of directors of the Corporation and any officer of the Corporation is hereby authorized to certify any action taken by these minutes of action as having been duly taken or ratified by the board of directors of the Corporation on December 6, 2005, notwithstanding the date of actual signing. Meeting minutes were prepared for the Secretary by Watershed Coordinator, Jane Clary.

By:

Kelly Hargadin, Secretary