



# SOUTHWEST COLORADO COUNCIL OF GOVERNMENTS

## Regular Meeting Agenda

Friday, 2 December 2016, 1:30pm – 4:00pm

1188 E 2<sup>nd</sup> Ave., Durango CO

- I. Introductions
- II. CPACE Presentation – Laura Lewis Marchino
- III. Consent Agenda
  - a. 4 November 2016 SWCCOG Meeting Minutes
  - b. October 2016 Financials
- IV. Reports (Staff will be available for questions on the written reports)
  - a. Director's Report
  - b. Broadband Report
  - c. Transportation Report
  - d. VISTA Report
  - e. Community Updates
- V. Discussion Items
- VI. Decision Items
  - a. October 2016 Executive Committee Meeting Minutes
  - b. SWCCOG – SWTPR Contract
  - c. Decision to Contract for Services with RHA
  - d. 2017 SWCCOG Treasurer Selection
  - e. Executive Session: Executive Director Evaluation Overview and Merit Raise  
*For discussion of a personnel matter under CRS Section 24-6-402(2)(f) and NOT involving: any specific employees who have requested discussion of the matter in open session; any member of this body or any elected official; the appointment of any person to fill an office of this body or of an elected official; or personnel policies that do not require the discussion of matters personal to particular employees.*
- VII. Other Items

Video/Phone Conference Info:

<https://zoom.us/j/501744447>

1-646-558-8656, Meeting ID: 501 744 447

PO Box 963, Durango, CO 81301

970.779.4592

[www.swccog.org](http://www.swccog.org)

# Presentation on CPACE

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## WHAT IS C-PACE?

**Commercial Property Assessed Clean Energy** (C-PACE) enables building owners to fund 100% of the cost of energy efficiency and water conservation improvements. C-PACE long-term financing (up to 20 years) enables cash flow positive projects **with no upfront capital outlay**. Contact us today to see if your project, **whether it be for new construction** or an existing building, is eligible and explore how you can leverage the Power of PACE on your project.

## HOW IT WORKS?

**Owners repay the cost of eligible improvements over a period of up to 20 years** through an additional charge (“assessment”) on their property tax bill (similar to a sewer assessment). The resulting energy savings typically outweigh the annual assessment payment thereby enabling cash flow positive projects. Because the assessment is tied to the property, the repayment obligation automatically transfers to the next owner if the property is sold.

### **A SMARTER WAY TO A MODERN BUILDING**

- 100% financing
- No out-of-pocket expense
- Long term (up to 20 years)
- Lower energy costs
- Cash flow positive projects
- No personal guarantees
- Competitive rates & terms
- Owner retains all tax incentives
- Automatic transfer upon sale
- Preserves capital for core business



# ELIGIBILITY & SERVICES

## ELIGIBLE IMPROVEMENTS (EXAMPLES)

- Automated building controls
- Boilers, chillers and furnaces
- Building envelope (insulation, windows)
- Combined heat & power systems (CHP)
- High efficiency lighting
- Hot water heating systems
- HVAC upgrades & controls
- Solar PV systems
- Pumps, motors, drives
- Roof replacement
- Water conservation

## ELIGIBLE PROPERTY TYPES

- Office
- Retail
- Hotel
- Multifamily (5 units+)
- Industrial
- Healthcare
- Non-profit

## C-PACE TEAM SUPPORT SERVICES

- Prequalify your project
- Provide technical support
- Conduct 3rd party review of savings projections
- Develop an “Investor Ready” project
- Support “Best Fit” financing selection

**New Construction is Eligible!** Colorado’s Program is the first in the country to provide C-PACE financing for certain energy efficiency upgrades in new construction. By choosing equipment that produces savings “above” the local IECC code, the owner can finance up to 15-20% of the total building construction cost through C-PACE. This ground breaking new construction financing is leading many building owners to go beyond the “norm” and engineer award winning, highly efficient, employee friendly buildings.

## HOW DO YOU GET STARTED ?

Call us, your contractor or developer to learn more about C-PACE

Colorado C-PACE Program Manager  
Phone: 877.325.1882  
E-mail: [info@copace.com](mailto:info@copace.com)

# Consent Agenda

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**Southwest Colorado Council of Governments  
November Board Meeting  
Friday, 4 November 2016, 1:30pm  
1188 E. 2nd Ave., Carnegie Building, Durango, CO 81301**

In Attendance:

Andrea Phillips – Town of Mancos  
Mark Garcia – Town of Ignacio (via video)  
Dick White – City of Durango  
Michael Whiting – Archuleta County  
Lana Hancock – Town of Dolores  
William Tookey – San Juan County  
Chris Tookey – Town of Silverton  
Greg Schulte – Town of Pagosa Springs  
Chris La May – Town of Bayfield  
Julie Westendorff – La Plata County  
Shane Hale – City of Cortez  
Ron LeBlanc – City of Durango

Staff in Attendance:

Miriam Gillow-Wiles – Southwest Colorado Council of Governments  
Jessica Laitsch – Southwest Colorado Council of Governments  
Dennis Wegienek – Southwest Colorado Council of Governments  
Sara Trujillo – Southwest Colorado Council of Governments

Guests in Attendance:

Laurie Dickson – 4CORE  
Werner Heiber – 4CORE  
Pam Moore – Regional Housing Alliance  
Karen Iverson – Regional Housing Alliance & La Plata Homes Fund  
Jim Ostrem – Town of Rico (via phone)  
Karen Sheek – City of Cortez Mayor

**I. Introductions**

The meeting was called to order at 1:30pm, everyone introduced themselves.

**II. Regional Housing Alliance Presentation**

Karen Iverson presented on the current happenings with the Regional Housing Alliance (RHA) and the La Plata Homes Fund (LPHF). The RHA is going through some changes to reduce overhead cost and to have a greater impact on community and mission objectives. Inventory and production problems along with folks not being able to afford their mortgage or rent are still prevalent issues. The RHA has seen much success, specifically in La Plata County, since 2008 by bringing in over \$15 million state and federal resources to assist with affordable housing. The RHA also helped to adopt the Fair Share Ordinance and has done regional expansion over the last year helping residents in Cortez and Pagosa Springs and partnering with Habitat for Humanity. A CDFI grant was received to operationally fund staff to work in the four county regions that will go through 2017. In addition, a CDBG grant was received that will provide up to \$350,000 for loan capital in other surrounding counties. Andrea asked how many staff persons the RHA and LPHF currently have. Karen said four full-time staff and two part-time run both organizations.

The RHA is in a strong financial position with growth from 2008 being \$1.8 million to \$6.2 million in 2016. The RHA's structure is now being looked into as there is much overlap between the RHA and LPHF. With a new structure, the RHA and LPHF will be consolidated to create more efficiency. Karen asked with the RHA dissolving, would the COG want to do continue policy work and any administration of the RHA for the next four years as the RHA board does not want to dissolve the organization immediately because it may have a function in the future. The RHA has funding that would pay the COG \$10,000 annually for any administration required including bookkeeping, coordination of the annual RHA meeting, and assistance with the audit. Funds will also be provided to cover any insurance, legal, and all audit fees. Greg asked if the RHA board would shift to the COG board. Karen said no, this would be a simple contract for services where the RHA and COG would remain separate in all ways and that essentially, the COG would be managing a dormant organization through contract but not an acquisition. Mark commented that the audit amount of \$9,000 seemed quite high. Karen said they have a 3-year contract with their auditor. The next audit will be the 3<sup>rd</sup> year of that contract and the \$9,000 is a set amount for the audit; Karen suggested continuing to contract with their current firm. Dick asked if the audit would just be for RHA. Karen confirmed yes. Greg asked when Karen would need a decision by. Karen said she would need to have legal, David Liberman (same as COG), draw up a contract and make adjustments to the by-laws. She does not intend to have the contract go into effect until July 1, 2017, so there is time. Andrea said a discussion item will put on the December agenda. Michael asked if a contract could be presented for review in December. Karen said that may be too soon with holidays approaching. Andrea asked if Karen's presentation would be made available. Miriam said yes and asked what other information the board would like to see at the December discussion to keep the conversation moving forward and suggested financial information for the four year contract term and information as to how much time staff will estimate for work on the RHA. No other information was requested. Andrea asked if just staff time would increase and not salary. Miriam confirmed yes, just time and not salary. Julie asked if there would be any expenses for this contract from the COG. Miriam said no.

### **III. Consent Agenda**

- a. 7 October 2016 SWCCOG Meeting Minutes
- b. September 2016 Financials

**Dick White motioned to approve the consent agenda, Greg Schulte seconded, unanimously approved.**

### **IV. Reports**

#### Director's Report

Miriam reported that there is much work being done on shared services with the broadband project coming near completion. She is currently editing the plan with Diane Kruse that will be ready to present the Monday before Thanksgiving. Chris La May asked if Miriam had renegotiated a lower internet price with FastTrack. Miriam confirmed yes, and the contract price will be significantly less than what the COG is paying now. However, this hinges on the broadband plan and if there is a better option within the plan. Miriam said she has also been in touch with FastTrack regarding VOIP cost for multiple jurisdictions that would allow 4-5 digits dialing between jurisdictions saving overhead on long distance charges.

#### Transit Report

Jessica announced the successfully awarded and fully funded CDOT 5304 funding grant to do a Four Corners Transit Coordination Plan through the four corner states of Colorado, Utah, Arizona, and New Mexico.

#### VISTA Report

Dennis reported that the recycling website has been in the works for the past few weeks and is almost complete. He presented the website and navigated through the progress thus far. The website shows the background of recycling, benefits both economic and sustainably, the process of recycling, and provides recycling information for each jurisdiction in the region. In addition, Dennis is working with the Recycling Task Force to include composting information on the website. Jim said bears are a problem with composting in Rico and requested additional information is provided on bear-proofing compost. Dennis said he will research and provide that content. The website goes live in a couple of weeks. Andrea asked if the link will be provided to all members so they can share the information on their own websites. Miriam confirmed yes, and that the marketing contractor will also be providing social media support through Facebook and Twitter as the shared services grant paid for a 3-year marketing agreement to help promote recycling and transit in addition to any other marketing requests the COG may have.

#### Community Updates

Greg reported that Pagosa Springs recently had a building burn down. The fire was deemed an accident. With multiple owners and insurances, it is unclear what will happen as far as a rebuild. The fire started Saturday night and required such a mass amount of water that the town supply was near completely drained by morning as 1.7 million gallons of water was used within the first 20 hours. The town has learned that there is a lack of storage capacity which needs to be addressed. Greg said there is protocol and equipment to pump water from the river when needed; however, the hose pumps 1,000 gallons of water per minute when 2,000 gallons per minute would have been needed to put this particular fire out. The town will be reassessing this issue in addition to the storage capacity issue.

### **V. Discussion Items**

#### **a. 2016 Budget Projections**

Miriam said with board member requests for 2016 budget projections, staff created a budget projection document that was emailed to all a couple weeks after the October board meeting to ensure sufficient review time. The DoLA grants are in high flux due to funding amendment requests and are still uncertain about the budget. However, most other accounts have solid estimations. A Misc Income account was added for funding received from SWIMT, WLC, and Region 10 among other miscellaneous items. The AAA contract was for \$8,000 but due to direction from the AAA ED to do less work, the final amount received was approximately \$2,000 short of the contract. There have been unforeseen expenses such as 4CORE and dark fiber lease staff time. There were expenses paid out for SB152 creation and printing for Mancos, Pagosa Springs, Dolores, and Dolores County in 2016. The membership expense account looks large but was mostly reimbursed by grants with approximately \$10,000 of the expenses being from the Grant Finder/Tracker application. Because DoLA revenues and expenses are in high flux, the bottom line is unknown but staff should have more information in December of what direction those grants may take. Shane asked what happened with SWIMT. Miriam said they decided to contract with a non-profit at the state level because the COG serves only a portion of the SWIMT regions. The COG contract with SWIMT expired January 2016 but because the new contract with the non-profit is not in place just yet, the COG has been asked to do one last distribution and will receive 10% that will be approximately \$1,500 towards the 2016 revenues. Andrea asked Miriam to share the broadband projection and staff time issues. Miriam said there has been more staff time, meetings and travel expenses that went beyond what was anticipated due to the complexity of the broadband plan. Other items included SCAN time spent and dark fiber MOU work that was allocated towards the broadband. Overall, the broadband planning process has taken more staff time and resources than expected. The COG is asking DoLA for an amendment to help compensate for some of those expenses. Much of the over expenditures came from the match of \$34,000 but \$25,000 is allocated towards the contract with NEO Fiber.



Julie said that essentially the DoLA budget amendment is to ask for more money to offset the unexpected cost for staff, but we are unsure if that will be received. Julie asked Miriam to explain what “over allocation” means. Miriam said that the COG gets approximately \$126,000 in dues each year that are allocated for expenses not covered by grants. If grant match is used for more than expected, the over expenditures need to be covered by dues. However, the dues are already allocated, leaving the COG budget in a shortfall. With the COG budget being 80% grants funded and without a steady stream of revenues, fluctuations can be drastic. With DoLA seeing a shortfall in their revenues this year, rules are becoming extremely strict. Andrea said the best case is that the COG budget ends with a positive \$310 for 2016. If DoLA does not come through with funding, the board needs to decide if members want to contribute to offset the shortfall or dip into the fund balance. Miriam confirmed that the COG has a fund balance of \$90,000. Greg asked what the magnitude of the shortfall would be. Miriam said 1-2% of the budget; approximately \$6,000 - \$8,000 and that the reserves would be reimbursed in 2017. Shane suggested using the fund balance to offset any negative budget outcome. Julie agreed. Michael said as long as there is a plan for recovery that this is what a fund balance is for. Greg said if the magnitude is 1-2%, using the fund balance is fine, but if it is more, the board should further discuss. Andrea said a contingency for unexpended expenses needs to be built into future budgets to prevent this issue.

b. Dark Fiber Lease MOU Reminder

Miriam reminded the members of the dark fiber lease MOU that was approved in August 2016 and requested these documents be signed and returned to the COG by end of year.

**VI. Decision Items**

a. August and September 2016 Executive Committee Meeting Minutes

**Julie Westendorff motioned to approve the August and September 2016 Executive Committee Meeting Minutes, Andrea Phillips seconded, unanimously approved.**

b. Board Meeting Time and Date – Potential Change

Miriam said there had been talk about changing the monthly meeting day and requested feedback. Shane stated that Thursdays would be easier. It was determined that the first Thursday of every month in the afternoon 1:30pm – 3:30pm would work better for everyone’s schedule. This new schedule will begin January 2017. Miriam will send meeting invites via email.

**Shane Hale motioned to approve the change in meeting scheduled for 2017 as discussed, Michael Whiting seconded, unanimously approved.**

c. 4CORE Update with Legal Estimate

Miriam reported that a legal opinion along with hours and cost estimation were requested from COG legal counsel David Liberman. The opinion was provided in the board packet for review. The legal cost can be put towards the DoLA shared services grant so that cost will be reimbursed. Shane asked if instead of acquiring 4CORE, could the COG simply take on the functions of 4CORE. Julie said the COG would have greater access to funding with 4CORE being a non-profit. Miriam added that the COG can just start its own non-profit and open up the type of funding the COG would qualify for. Miriam reiterated that David Liberman suggested not taking on unknown liabilities. Shane asked if a partnership does not happen, what will become of 4CORE. Miriam said that would be up to the organization. Miriam said David asked why the COG would want to do this partnership and if taking over the assets and nonprofit status is feasible. Shane said taking on assets and reducing the liabilities would be smart and asked to hear from the 4CORE representatives. Werner said the legal advice presented did not address the 501C3 status and this is what 4CORE has been concerned about. The next phase was

thought to be a 1-2 year fee for service agreement or an MOU. After this time and if the relationship worked well, the 4CORE and COG could continue with a collaborating relationship or merge. Laurie said it has always been the intention to maintain the 501C3 status and it was never about being acquired or absorbed. Andrea asked if 4CORE wants to have separate boards and separate bylaws, effectively a separate organization, then what services are being requested from the COG. Werner said sharing of office spaces and bookkeeping. He said the 4CORE staff has much experience with marketing, so perhaps marketing and bookkeeping services could be traded. Chris La May said he did not see how this was any different than the contract for bookkeeping services the COG had previously done with the AAA. Julie responded that 4CORE has more to bring to the COG than the AAA did as far as services for the region. Michael said there is no such thing as a merger between a local government and 501C3 organization as they are fundamentally two separate types of organizations and there is either an acquisition or working together with a contract in place. If there is an acquisition, one organization dissolves and transfers the assets. Werner said the vision was to work with the COG and for financial reasons as 4CORE has gone through ups and downs. Andrea asked for clarification that Laurie is the Program Director and not the Executive Director. Werner confirmed that is correct. Julie stated that the City of Durango is no longer funding 4CORE but La Plata County is for 2017 and that when there were more funders, it was thought that a partnership would benefit those funders as well as the entire region. Julie said if a relationship is not going to be easy, it may be beneficial. Mark asked Werner if LPEA will be funding 4CORE in 2017. Werner said yes. Miriam asked if the funding amount is known. Werner said no. Laurie said a concern is that because of misinterpreted discussions and no real clarity, a challenge has been talking with other communities. For example, when 4CORE approached Cortez they refused funding because 4CORE was going to be merging with the COG, which is not correct. Laurie requested there be clarification from both boards so regional communities better understand what is happening.

Greg said he understands that 4CORE does not want to be absorbed, they want to remain a stand-alone entity, but are looking for opportunities to collaborate. However, for the purposes of the decision today, Greg said it appears there just needs to be a decision if legal advice wants to be further pursued. And if it does, will the advice get the COG where it needs to go with the 4CORE. Julie said if La Plata County is the only entity funding 4CORE that it does not seem like it makes sense to bring 4CORE to the COG as the initial goal was to diversify 4CORE. In addition, Julie said she does not feel the information or reality match up as well today as it did 6 months ago. Shane said the initial objective was to get 4CORE under the COG and this is the information he passed onto his council. However, with 4CORE being a La Plata centric organization, Cortez does not understand the advantages for either the COG or 4CORE. Julie replied that the advantage would be financial stability and presence in more jurisdictions for 4CORE and the COG would benefit from the 501C3 status and opening up grant opportunities. Laurie said 4CORE has the challenge of receiving grant acceptance because grantors want to see regional efforts and not just individual communities. It would be beneficial if 4CORE could put on grant applications that they do regional work and even if only a portion of the COG members wanted to be a part of a grant, 4CORE could have a more region-wide program application. Andrea asked if the COG could just contract with 4CORE on an as-needed basis with communities that wanted to participate. Miriam said that contract would be specifically between the community and 4CORE and not the COG. Dick suggested 4CORE use the COG as a distribution method to get information to communities. Lana asked if there would be a fee for service for being the networking conduit as this would take staff time. Laurie said it would be just providing information in board packets and presenting information to the board at meetings. Julie said this is becoming a question of communication versus a merger. Werner said providing information to the COG gives 4CORE the opportunity to reach 13 different communities at once.

Andrea said she would rather spend money elsewhere than on legal for additional 4CORE research. Mark said he still feels it would be possible to structure what 4CORE wants and where savings would benefit all. Andrea finalized by saying that it sounded like there was no need in the immediate future or into 2017 for anything more than shared information and that 4CORE will need to continue approaching each community individually and seeking specific funding for programs tailored to those individual communities.

**Greg Schulte motioned to incur no additional legal fees from David Liberman on this endeavor with 4CORE. William Tookey, seconded, Mark Garcia opposed. All other members unanimously approved.**

d. Executive Committee Selection

Andrea announced that it is time to nominate and select a COG Treasurer as the Executive Committee will be shifting positions as of January 2017. In the past, Ron and Shane headed up a nominating committee. Andrea asked if Ron and Shane would be willing to again recruit board treasurer candidates for selection by the board at the December 2016 meeting. Both said yes.

**Greg Schulte motioned that Ron LeBlanc and Shane Hale be appointed as the nominating committee to recruit COG Board Treasurer candidates for 2017. William Tookey seconded, unanimously approved.**

I. Other Items

Andrea announced that she will be sending out an email to all primary board members requesting input for the Executive Director annual evaluation. The primary and alternate members of each jurisdiction should collaborate and provide feedback. Andrea will put feedback information together that will be discussed with Miriam by the Executive Committee at the scheduled review. With a successful evaluation, the Executive Committee will suggest a merit increase for board approval at the December meeting up to 4%.

**End 3:55pm**

# October 2016 Financials

To: SWCCOG Board of Directors  
From: Sara Trujillo  
Date: 2 December 2016

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Comments: The following attachments include:

- October 2016 Balance Sheet
- October 2016 Profit & Loss
- January – October 2016 Profit & Loss Budget vs. Actual

Items to Note:

- Profit and Loss: Professional Fees – Misc expense account includes the printing of the SB152 brochures for Dolores and Dolores County; Software Maintenance e-TICS expense account shows payments for both September and October as both payments were made in October.
- Profit and Loss Budget vs. Actual: With several significant changes to the 2016 budget, some accounts appear over budget. This will be resolved with the upcoming 2016 budget amendment.

***Fiscal Impact: High, Budget changes throughout the year***

***Staff Recommendation: Approve the October 2016 Financials***

***Legal Review: Not Applicable***

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## Southwest Colorado Council of Governments

## Balance Sheet

As of October 31, 2016

	<u>Oct 31, 16</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
<b>Alpine Bank</b>	
Alpine Bank Account (UR)	93,355.45
Fiber Equip Fund - Restricted	9,754.33
<b>Total Alpine Bank</b>	<u>103,109.78</u>
<b>Petty Cash</b>	
AmeriCorps VISTA	362.60
Jessica Laitsch	331.05
Petty Cash - Other	10.07
<b>Total Petty Cash</b>	<u>703.72</u>
<b>Total Checking/Savings</b>	<u>103,813.50</u>
<b>Accounts Receivable</b>	
Accounts Receivable	10,476.33
<b>Total Accounts Receivable</b>	<u>10,476.33</u>
<b>Total Current Assets</b>	<u>114,289.83</u>
<b>TOTAL ASSETS</b>	<b><u>114,289.83</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Credit Cards</b>	
Credit Cards	
Sara	3,367.50
<b>Total Credit Cards</b>	<u>3,367.50</u>
<b>Total Credit Cards</b>	<u>3,367.50</u>
<b>Total Current Liabilities</b>	<u>3,367.50</u>
<b>Total Liabilities</b>	<u>3,367.50</u>
<b>Equity</b>	
Retained Earnings	90,499.80
Net Income	20,422.53
<b>Total Equity</b>	<u>110,922.33</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>114,289.83</u></b>

## Profit &amp; Loss

October 2016

	Oct 16
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
CDOT Grants	
SWTPR Grant	3,781.64
Transit LCC Grant	2,983.00
<b>Total CDOT Grants</b>	6,764.64
DoLA Grants	
DoLA 9038	238.75
<b>Total DoLA Grants</b>	238.75
Misc. Income	5,023.82
RREO Grant	
RREO 2016-2017	6,579.59
<b>Total RREO Grant</b>	6,579.59
SCAN Services	
Dark Fiber Leasing	5,064.00
Internet & Transport	2,070.00
<b>Total SCAN Services</b>	7,134.00
<b>Total Income</b>	25,740.80
<b>Gross Profit</b>	25,740.80
<b>Expense</b>	
All Hazards Projects	
All Hazards 2015 SHSP	
Grant 2015 Project 1	778.88
<b>Total All Hazards 2015 SHSP</b>	778.88
<b>Total All Hazards Projects</b>	778.88
Consulting	5,336.25
Information Technology (IT)	
Software	5.00
<b>Total Information Technology (IT)</b>	5.00
Insurance Expense	
Health	1,828.00
<b>Total Insurance Expense</b>	1,828.00
Internet Connectivity	
Internet Connection (AT&T)	32.17
<b>Total Internet Connectivity</b>	32.17
Meetings	12.40
Professional Fees	
Legal	72.00
Misc.	414.00
<b>Total Professional Fees</b>	486.00
Salary and Wages	
457 Retirement	270.38
Car Allowance	300.00
Cell Phone Allowance	195.00
Payroll Processing Fee	118.67
Payroll Tax	832.53
Salary and Wages - Other	10,657.80
<b>Total Salary and Wages</b>	12,374.38

**Profit & Loss**

October 2016

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	<u>Oct 16</u>
Software Maintenance e-TICS	1,400.00
Travel	111.56
<b>Total Expense</b>	<u>22,364.64</u>
<b>Net Ordinary Income</b>	3,376.16
<b>Other Income/Expense</b>	
Other Income	
Interest Earned	0.08
<b>Total Other Income</b>	<u>0.08</u>
<b>Net Other Income</b>	0.08
<b>Net Income</b>	<u><u>3,376.24</u></u>

**Southwest Colorado Council of Governments**  
**Profit & Loss Budget vs. Actual**  
 January through October 2016

11/03/16

Accrual Basis

	Jan - Oct 16	Budget	% of Budget
<b>Ordinary Income/Expense</b>			
<b>Income</b>			
<b>All Hazards</b>			
2014 SHSP	23,733.66		
2015 SHSP	64,405.65		
All Hazards - Other	0.00	203,803.00	0.0%
<b>Total All Hazards</b>	88,139.31	203,803.00	43.2%
<b>CDOT Grants</b>			
SWTPR Grant	16,831.14	21,100.00	79.8%
Transit LCC Grant	16,379.02	20,000.00	81.9%
<b>Total CDOT Grants</b>	33,210.16	41,100.00	80.8%
<b>DoLA Grants</b>			
DoLA 7645	40,747.05		
DoLA 8010	71,801.91		
DoLA 8011	35,596.82		
DoLA 9038	20,040.08		
DoLA Grants - Other	0.00	350,000.00	0.0%
<b>Total DoLA Grants</b>	168,185.86	350,000.00	48.1%
<b>Dues Revenue</b>			
Admin Position	12,347.00	12,200.00	101.2%
COG Dues	115,363.00	114,000.00	101.2%
SWTPR Dues	7,679.00	7,679.00	100.0%
<b>Total Dues Revenue</b>	135,389.00	133,879.00	101.1%
<b>Grant Match</b>			
COG Member Match	6,836.42	6,000.00	113.9%
Non-COG Member Match	12,223.00		
<b>Total Grant Match</b>	19,059.42	6,000.00	317.7%
<b>Misc. Income</b>	11,059.50		
<b>RREO Grant</b>			
RREO 2016-2017	6,579.59		
RREO Grant - Other	0.00	36,200.00	0.0%
<b>Total RREO Grant</b>	6,579.59	36,200.00	18.2%
<b>SCAN Services</b>			
Dark Fiber Leasing	20,256.00	20,560.00	98.5%
e-TICS	8,400.00	8,400.00	100.0%
Fiber Equipment Repair Fund	9,754.00	15,000.00	65.0%
Internet & Transport	8,280.00	8,280.00	100.0%
<b>Total SCAN Services</b>	46,690.00	52,240.00	89.4%
<b>SJB AAA</b>	3,375.50	4,500.00	75.0%
<b>Total Income</b>	511,688.34	827,722.00	61.8%
<b>Gross Profit</b>	511,688.34	827,722.00	61.8%
<b>Expense</b>			
<b>Advertising and Promotion</b>	419.54	400.00	104.9%
<b>All Hazards Projects</b>			
<b>All Hazards 2014 SHSP</b>			
Grant 2014 Project 1	1,081.00		
Grant 2014 Project 2	5,411.61		
Grant 2014 Project 5	495.00		
Grant 2014 Project 7	663.01		
Grant 2014 Project 8	8,528.69		
Grant 2014 Project 9	1,157.00		
<b>Total All Hazards 2014 SHSP</b>	17,336.31		



**Southwest Colorado Council of Governments**  
**Profit & Loss Budget vs. Actual**  
**January through October 2016**

11/03/16

Accrual Basis

	Jan - Oct 16	Budget	% of Budget
<b>All Hazards 2015 SHSP</b>			
Grant 2015 Project 1	6,671.74		
Grant 2015 Project 2	40,400.00		
Grant 2015 Project 4	14,300.00		
<b>Total All Hazards 2015 SHSP</b>	61,371.74		
<b>All Hazards Projects - Other</b>	0.00	194,607.00	0.0%
<b>Total All Hazards Projects</b>	78,708.05	194,607.00	40.4%
<b>AmeriCorp VISTA</b>	8,000.00	11,700.00	68.4%
<b>Bank Service Charge</b>	73.00	100.00	73.0%
<b>Broadband Expenses</b>			
Fiber Equip Repair - RESTRICTED	0.00	15,000.00	0.0%
SCAN Dark Fiber Lease	0.00	15,420.00	0.0%
<b>Total Broadband Expenses</b>	0.00	30,420.00	0.0%
<b>Consulting</b>	170,140.23	271,000.00	62.8%
<b>Employee/Board Appreciation</b>	360.68		
<b>Information Technology (IT)</b>			
Software	1,258.06	1,755.00	71.7%
<b>Total Information Technology (IT)</b>	1,258.06	1,755.00	71.7%
<b>Insurance Expense</b>			
General Liability	2,212.75	2,102.00	105.3%
Health	18,280.00	21,516.00	85.0%
HSA	4,000.00	4,000.00	100.0%
Worker's Compensation	1,674.00	1,674.00	100.0%
<b>Total Insurance Expense</b>	26,166.75	29,292.00	89.3%
<b>Internet Connectivity</b>			
Fast Track	9,000.00	10,800.00	83.3%
Internet Connection (AT&T)	321.29	660.00	48.7%
<b>Total Internet Connectivity</b>	9,321.29	11,460.00	81.3%
<b>Match Refund</b>	1,634.25		
<b>Meetings</b>	2,729.23	2,325.00	117.4%
<b>Memberships</b>	17,253.50	2,300.00	750.2%
<b>Office Equipment</b>	3,606.19	2,000.00	180.3%
<b>Office Supplies</b>	741.40	1,300.00	57.0%
<b>Postage and Delivery</b>	54.47	125.00	43.6%
<b>Professional Development</b>	430.40		
<b>Professional Fees</b>			
Accounting Software	0.00	150.00	0.0%
Audit	6,500.00	6,438.00	101.0%
Legal	4,240.46	3,000.00	141.3%
Misc.	1,329.75	250.00	531.9%
<b>Total Professional Fees</b>	12,070.21	9,838.00	122.7%
<b>Rent</b>	0.00	81.00	0.0%
<b>Salary and Wages</b>			
457 Retirement	2,974.18	3,487.00	85.3%
Car Allowance	3,000.00	3,600.00	83.3%
Cell Phone Allowance	2,275.00	2,340.00	97.2%
Housing Allowance	2,700.00		
Payroll Processing Fee	1,322.86	1,550.00	85.3%
Payroll Tax	9,358.52	12,956.00	72.2%
Salary and Wages - Other	112,774.54	151,541.00	74.4%
<b>Total Salary and Wages</b>	134,405.10	175,474.00	76.6%
<b>Software Maintenance e-TICS</b>	8,892.19	8,400.00	105.9%
<b>Team Building</b>	320.00		
<b>Travel</b>	14,681.60	17,000.00	86.4%
<b>Total Expense</b>	491,266.14	769,577.00	63.8%
<b>Net Ordinary Income</b>	20,422.20	58,145.00	35.1%

Southwest Colorado Council of Governments

Profit & Loss Budget vs. Actual

January through October 2016

	Jan - Oct 16	Budget	% of Budget
Other Income/Expense			
Other Income			
Interest Earned	0.33		
Total Other Income	0.33		
Net Other Income	0.33	0.00	100.0%
Net Income	20,422.53	58,145.00	35.1%

# Reports

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# Director's Report

To: SWCCOG Board of Directors  
From: Miriam Gillow-Wiles  
Date: 2 December 2016

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Comments: I hope everyone had a very happy Thanksgiving and has been enjoying the return of winter. Below is a wrap-up of some of the projects the COG has been working on and some items that are of important to the SWCCOG Board.

## **Montezuma County's TPR Dues**

Staff received a letter from Montezuma County stating that they were reducing their TPR dues by 10%, or \$85, to manage a \$1.2 million budget short fall in 2017. While the SWCCOG does not have jurisdiction over the TPR dues structure, it could set a precedence at the TPR for adjusting dues as each entity sees fit. The TPR did not put this item on the agenda, as staff was unable to communicate with the TPR rep due to Colorado Counties, Inc. meeting. We are going to work with the TPR Chair and Montezuma County Reps to see if we can find a suitable solution.

Additional Information about the TPR dues:

- TPR Dues have not increased in at least four years, though I do not think they have ever increased.
- Total TPR dues are \$7,679
- Montezuma County's total dues have been \$850
- Proposed reduction is \$85, proposed TPR dues would be \$765
- The total dues may change depending on the outcome of discussions with Montezuma County.
  - o Without Montezuma County: \$6,825
  - o With Montezuma County Reduction: \$7,594

## **4CORE**

At the November 2016 meeting during the discussion about 4CORE, the Board leaned that the only COG member supporting 4CORE in 2017 was La Plata County. As a result of this, the general consensus of the Board was to discontinue trying to bring 4CORE under the SWCCOG umbrella. Staff will continue to work together on appropriate projects and provide relevant information to the SWCCOG Board.

## **DOLA Broadband Planning**

On the November Director's Report, I updated the Board about funding from DOLA for Broadband Planning. The structure of the grant is such that if we increase DOLA request we have to increase match. As a result of increasing match for the DOLA grant, the 2016 budget was negatively impacted. In light of this, we have only requested additional funding for the Ute Mountain Ute Tribe addition to the project.

# Director's Report

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The Ute Mountain Ute Tribe provided their 25% match of the total cost for their project, thus does not impact the SWCCOG Budget.

## **FASTLANE Letter of Support**

Staff wrote a letter in support of the interchange of US550 and US160 at Grandview (west of Durango, bridge to nowhere). A similar application for this work and for additional work south on US550 by CDOT was submitted earlier this year, the SWCCOG supported that effort as well. The SWCCOG previously implemented a Letter of Support Policies to allow Staff to write the letters of support without involving the Board every time one was needed.

The Letter of Support Policy require the following to be answered affirmatively to proceed.

- Is it a proposal from one or more members? *Yes, the application is a partnership between La Plata County and CDOT.*
- Does the proposal have a regional impact? *Yes, as the connection between US Hwy 550 and 160 impact regional transportation and regional economies.*
- Is it a proposal that involves the SWCCOG, the SWCCOG's established goals, existing SWCCOG projects, and/or existing or previous advocacy? *Yes, this proposal encompasses SWCCOG goals of transportation. The SWCCOG previously supported an application for this work in April 2016.*
- Has the proponent consulted with SWCCOG members or other agencies that might have jurisdiction over decisions that could impact the implementation of the proposal? *Yes. The City of Durango is in support of this application and the SWTPR is expected to support this effort.*

## **PTO**

I will be taking PTO December 12-16<sup>th</sup> to celebrate the holidays with family.

# Broadband Report

To: SWCCOG Board of Directors  
From: Miriam Gillow-Wiles  
Date: 2 December 2016

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Comments: The final Regional Broadband Plan will be presented and discussed on Thursday, December 8<sup>th</sup> at 1pm. Staff will send out the plan after the SWCCOG December Board meeting. Please RSVP or respond to the email invitation so we know how many to expect.

# Transportation Report

To: SWCCOG Board of Directors  
From: Jessica Laitsch  
Date: 28 November, 2016

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Comments: Transportation:

The next SWTPR meeting will be held at 9:00 a.m. Friday, 2 December at the Carnegie Building, 1188 E 2nd Ave., Durango.

Transit:

Coordination for the Regional Transit Council has been funded by FTA regional coordinating council seed funds through CDOT. Participation in this program is limited to two years, leaving the SWCCOG without funding to staff the Transit Council in 2017. We are seeking feedback from the Transit Council about how they would like to proceed.

Staff is working with the marketing consultant to assist local transit agencies in develop marketing strategies. Additionally, staff is working to compile fixed-route transit information for input into Google Transit.

The SWCCOG was awarded \$40,000 by CDOT in Federal Transit Administration (FTA) Section 5304 funds for Federal Fiscal Year FFY 2015-2016 for regional transit planning. This project will include a study to look at the feasibility of coordinating public transportation and transit across state and tribal boundaries throughout the greater Four Corners region (SW Colorado, NW New Mexico, NE Arizona, and SE Utah). The intent is to identify needs throughout the four corners region as well as potential opportunities for policies and funding mechanisms to meet those needs. Staff is working with CDOT on the scope of work for the grant and with potential partners to plan work on this project and to seek matching fund contributions.

# VISTA's Report

To: SWCCOG Board of Directors  
From: VISTA  
Date: 18 November 2016

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Comments: **Recycling**

We are currently waiting to collect the last recycle bin from Snapple-Dr.Pepper and run in up to Rico. All of the other bins have been delivered to Durango and are currently being prepared to be placed in popular areas around Durango. The Recycling Website is completed. We are waiting on more input on composting, but those minor additions can be made later. I am currently in discussions with a local elementary school principal on the development of our recycling education pilot program. There will be more developments on this project in the coming weeks.

**Professional Development**

I have completed by online class on Grant Writing and Fundraising. Some of the topics we covered were fundraising ethics, grant finding, and writing letters of inquiry to potential funding sources.



# Discussion Items

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# Decision Items

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# SWCCOG Executive Committee Minutes

To: SWCCOG Board of Directors

From: Miriam Gillow-Wiles

Date: 2 December 2016

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Comments: Executive Committee Minutes from October 19 and 31, 2016 for approval.

**Legal Review:** None

**Fiscal Impact:** None

**Staff Recommendation:** Executive Committee approve the attached Minutes from October 2016.

**Southwest Colorado Council of Governments  
Executive Committee Meeting Notes  
Wednesday, 19 October 2016, 2:00 p.m.  
Telephone Conference**

In attendance:

Andrea Phillips – Town of Mancos

Miriam Gillow-Wiles – Southwest Colorado Council of Governments

Jessica Laitsch - Southwest Colorado Council of Governments

The meeting began at 2:01 p.m.

Andrea mentioned the first item, the presentation on housing. Miriam explained that Karen with the Regional Housing Alliance had contacted her. The RHA, the governmental side, has had difficulty moving things forward while the Homes Fund, the non-profit side, has been successfully meeting the identified need in the community. The thought is to separate the organizations and make the RHA mostly dormant under the COG until a purpose and direction is identified for it, leaving the Homes Fund as a stand-alone organization. Andrea asked if 30 minutes would be enough time. Miriam replied she believed so, but would confirm.

Andrea asked if we have received an estimate from legal on 4CORE. Miriam replied that she is working with legal, but does not have anything yet. She will have more detail later in the day.

Miriam mentioned that she would like to set up a lunch meeting prior to a COG meeting for a presentation of the full broadband report.

Andrea asked if there is anything regarding the reports. Miriam mentioned that the COG is likely to be funded for the CDOT 4 corners planning grant, but it is not official at this point.

Andrea asked about the financial presentation. Miriam replied there is a knowledge gap on a number of financial matters, so some education on how the COG's financials work seems useful. She asked for Andrea's thoughts on this. Andrea replied that some would find this useful, but many understand how such matters work. Miriam clarified this could help since the COG's budget and finances are so different than a number of entities. They discussed the issues with a heavily grant reliant organization. Andrea asked about the budget discussion being so soon before the next COG meeting. Miriam replied that it will be affected by requested changes to existing grants. Andrea asked if staff can send out information this week to give people information as soon as possible. Miriam mentioned that she is hesitant to send out numbers before they are better finalized. Andrea suggested highlighting areas that may change, but sending out a best estimate this week. Miriam will work with Sara to get something out and mentioned that she intends to send periodic updates next year. Andrea asked if all member dues have been received. Miriam replied they have.

Andrea asked if there is anything else. Miriam replied there will be a discussion on meeting dates and times. Andrea mentioned that she received a couple responses on her reminder email. Miriam mentioned that the COG meetings were historically set on the last Friday to coincide with a manager's lunch that used to take place and to avoid conflicts with member organization's meeting schedules.

Andrea asked if decisions would be needed if changes are identified for the 2016 budget. Miriam replied that 1-2% of the budget is over and most of that is related to broadband. Andrea asked if any items could be held until next year. Miriam mentioned that she is asking Ken whether legal services for 4CORE can be spent out of the shared services grant.

Andrea asked if there is anything else. Miriam mentioned that the 2016 budget adjustment would be done at the January meeting. Andrea replied that they typically do amendments in the same fiscal year. Miriam replied that she would follow up with the auditors on this. She added that next year she would like to do the same process with working on the budget earlier in year with adoption later in year to allow for inevitable changes through the year, but with having the dues established early. Miriam mentioned that she is concerned about the dark fiber leases as she has only received one signed agreement back. Andrea asked if this could be sent to the members ASAP rather than waiting for the meeting. Miriam replied that a few have indicated they are waiting until early November. Andrea suggested sending something out anyway as there will be limited meetings in the remainder of the year. Miriam mentioned difficulty with getting responses back. She will put this item under discussion items.

Miriam added that there will be a new board member in 2018, and they need to start working on this. There was discussion on who could be representatives next year.

Miriam mentioned that they need to schedule her review. Andrea asked about having the entire board do evaluations then setting up a review meeting with the Executive Committee. Miriam mentioned that a 4% increase is included in the budget, any salary increases would need to be approved by the board so it would be helpful to schedule the review before December.

Andrea reiterated that sending some information on the budget to the board would be useful. Miriam added that she and Sara would go over the numbers with the Executive Committee at the upcoming financial meeting.

The meeting was adjourned at 2:37 p.m.

**Southwest Colorado Council of Governments  
Executive Committee Meeting  
Monday, 31 October 2016, 1:00 p.m.  
Financial Meeting**

In attendance:

Andrea Phillips – Town of Mancos

Julie Westendorff – La Plata County

Miriam Gillow-Wiles – Southwest Colorado Council of Governments

Sara Trujillo - Southwest Colorado Council of Governments

Jessica Laitsch - Southwest Colorado Council of Governments

Dennis Wegienek - Southwest Colorado Council of Governments

The meeting began at 1:09 p.m.

Sara described that the reason the 2016 budget projections have taken so long is that she was waiting on final numbers for a number of grants. She described the current status on various account lines.

Andrea asked when we would know about the DOLA amendment for broadband. Sara replied that Miriam contacted Ken Charles earlier in the day to follow up. Andrea asked how much of the broadband project would be paid out this year. Sara estimated it would be about \$82,000, if the proposed amendment is approved there will be an additional \$12,000 to include all the consulting work for the year. Miriam elaborated that the original contract with NEO Connect was \$91,000, the Ute Mountain Ute addition was \$7,500, the DOLA funded portion was \$75,000 with a match of \$25,000 for consulting work with \$34,000 in total match received. She explained that staff time has taken twice as much match as initially anticipated resulting in a \$10,000 deficit for staff time for broadband, so the COG is asking for a change from DOLA. Julie asked how we went over budget on the broadband project. Miriam replied that at the August Board Meeting the Board discussed doing fiber to the home and NEO Connect moved forward on this portion of the project without formal board approval. Julie asked how much the budget amendment request was. Miriam replied the request will be for \$28,000, but they expect it to come in at \$18-20 thousand. She added that the request has been delayed due to concerns from DOLA. Julie asked for clarification whether we are looking for reimbursement for monies that have already been spent. Miriam replied yes. Julie asked how this happened. Miriam replied that the additional expenses have been paid out of the match. The contract amendments came up later in the year and the research into the SCAN issues took more time and expense than anticipated. Julie asked where the additional SCAN costs would go. Miriam replied that this is staff time for additional research. Andrea mentioned that the board may not have understood the additional work would result in higher cost. Miriam agreed, and that the work took place before staff caught it and the board gave direction. Sara added that as a consultant NEO Connect should not have done the work without a contract amendment. Andrea asked for clarification that the Ute Mountain Ute Tribe will pay their share. Miriam replied that they will pay their match. Andrea asked about the status with respect to DOLA. Miriam replied that she is continuing to work with Ken. Julie asked where additional monies would go if they are received. Miriam replied that the staff time was not included in the grant. Julie asked if the \$23,000 of staff time for broadband was paid from dues, Miriam replied that dues paid for about \$13,000 because a portion was covered through match. Miriam added that the concern is that the COG will be negative if DOLA does not increase the grant because the additional costs will be unreimbursed. Julie asked why. Miriam replied there was a significant amount of time, an approach that could have helped this would have been a broadband committee to work through rather than everything through the board; however there was not support for creating a committee. Julie asked what the problem is with respect to dues being paid for broadband versus other projects. Miriam replied that dues are allocated to pay for expenses that cannot be

reimbursed through grants, since more was spent on this project means that less can go to other projects. There was discussion about the ramifications, specifically that unless the COG receives more money they will have to spend into the fund balance. Andrea asked if other lines could be reduced to cover this. Sara described the estimates for the 2016 budget and that the estimates are very tight for remaining expenses for the remainder of the year. Julie asked how more staff money is being spent. Miriam replied that more of her time has been spent on this project than expected. Andrea expressed concern that the contractor moved forward without board approval. Sara mentioned that the recent grant application for 2017 with in-kind staff time will put us in the same position next year since it will not be reimbursable. Julie asked if there is not enough money to pay the organization's obligations without going into fund balance or getting an increase from DOLA. Also she asked when expenditures would need to go into fund balance. Sara replied that if DOLA increases funds she will move monies spent for the consultant out of match to be paid by grant funds. Miriam elaborated that she is working to avoid going into fund balance, hopefully through DOLA funds. Julie asked for clarification that the COG will not be able to pay its obligations for the year. Miriam replied that they may need to use fund balance. There was discussion about use of the fund balance and thoughts to avoid this situation.

Andrea asked about the 9038 grant. Miriam replied that indications from DOLA are that the changes should be fine. She added that staff has heard the COG will likely receive funding for transit planning through CDOT.

Julie asked for clarification that unforeseen expenses have been absorbed into the budget with the exception of broadband. Miriam replied yes. Julie asked how this situation can be avoided in the future. Miriam replied that it is challenging as the scope of grants can change, she can do things such as estimate higher for staff time in the future; the challenge is that so much of the budget is grant funded. Sara mentioned that the expenditures include other items beyond just staff time. Julie replied that she wants to reduce expenses that can be avoided, such as food at meetings. Andrea suggested again raising the issue of creating a broadband committee. Miriam replied that originally the technical committee consisted of the IT staff from the communities. She added that a technical committee would have been helpful for reviewing information as Diane completed it and could be useful moving forward in 2017. Andrea suggested asking COG members to have their staff help in this capacity, even if not specifically IT staff. Julie added that the request should include specifics about expectations for the committee. Miriam added that this could be a small committee, perhaps one representative per county.

Julie asked what the financial impacts would be if 4CORE comes under the COG. Miriam replied the first year would be a fee-for-service based on the amount of time spent, and this is not currently built into the budget. Julie asked if this should be included as a placeholder. There was discussion about how much staff time should be estimated for this. They also discussed options surrounding bringing 4CORE staff under the COG.

Andrea requested that a tracking sheet of staff's time allocated to different programs be sent to the Executive Committee. There was discussion about preparing a summary by month of staff time on various projects through 2017. Additionally there was discussion about internal controls to watch account lines, particularly with respect to grant budgets, throughout the year. Miriam mentioned that she would like to do the preliminary budget early in the year to get amounts for dues to the members early, with the final budget to be completed on the regular cycle.

The meeting was adjourned at 2:28 p.m.

# SWCCOG – SWTPR Contract

To: SWCCOG Board of Directors  
From: Sara Trujillo and Miriam Gillow-Wiles  
Date: 2 December 2016

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Comments: CDOT recently requested a copy of the current contract for services between the SWCCOG and the SWTPR. The existing contract has expired and as such needs to be resigned. A current contract is necessary to receive grant funding for state fiscal year 2017-2018, as well as continuing to manage the SWTPR which provide dues of \$7679 annually.

Important aspects of the SWCCOG – SWTPR contract:

- Allows the SWCCOG to receive funding from CDOT to manage the SWTPR
- Three year contract period, previously was a one year contract
- Includes termination clause, previous contract did not
- Also limits damages against the SWCCOG to the amount of funds received by the TPR in a fiscal year.

Attached: SWCCOG-SWTPR Draft Contract

**Legal Review:** The attached contract has been through legal.

**Fiscal Impact:** High, CDOT funds and TPR dues provide \$29,779 in annual revenue

**Staff Recommendation:** Approve the SWCCOG – SWTPR Contract for Services

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**AGREEMENT FOR SERVICES BETWEEN  
SOUTHWEST COLORADO COUNCIL OF GOVERNMENTS  
AND  
THE SOUTHWEST REGIONAL TRANSPORTATION PLANNING COMMISSION**

**THIS Agreement for services** (“Agreement”) is entered into with an effective date of December \_\_\_\_, 2016, by and between the SOUTHWEST COLORADO COUNCIL OF GOVERNMENTS, (hereinafter referred to as the “SWCCOG”) whose address is PO Box 963 Durango, Colorado, 81302, and the SOUTHWEST REGIONAL TRANSPORTATION PLANNING COMMISSION, whose address is PO Box 963 Durango, Colorado, 81302 (hereinafter referred to as the “SWRTPC”) (collectively, the “Parties”).

**RECITALS**

**WHEREAS**, the provisions of Section 18 of Article XIV of the Colorado Constitution and C.R.S. §29-1-203 allow Colorado local governments to cooperate or contract with one another to provide any function, service or facility lawfully authorized to each local government; and

**WHEREAS**, the SWRTPC is in need of administrative support as set forth in Attachment A, whereby SWCCOG would provide SWRTPC with financial oversight services, meeting support services, and assistance in the administration of CDOT’s Rural Planning Work Program; and

**WHEREAS**, it is the mutual desire of the Parties to set forth their understanding and agreement, in writing, with respect to said obligations:

**NOW, THEREFORE, in consideration of the mutual covenants, conditions and obligations herein set forth herein, the Parties hereby mutually agree as follows:**

1. Role of the Parties. Under the terms of this agreement, as an independent contractor for SWRTPC, SWCCOG will provide financial oversight to the SWRTPC, provide meeting support, and administer the CDOT Rural Planning Work Program as set forth in Attachment A. SWCCOG is an independent contractor, not an employee of the SWRTPC. SWCCOG is free to provide services to others and is not required to work exclusively for SWRTPC. Compensation provided under this agreement is set at a contract rate for the scope of work and not set as a salary.

2. Responsibilities as Fiscal Agent. The SWCCOG shall be the fiscal agent in administering the CDOT Purchase Order and shall receive from CDOT all funds provided by CDOT and shall receive from SWRTPC all member contributions. The SWCCOG shall submit all necessary Purchase Order documents to CDOT as required.

3. Responsible Administrator. The Parties agree that Miriam Gillow-Wiles, Executive Director of SWCCOG, or designee, shall be designated as the Responsible Administrator to carry out certain responsibilities under this Agreement.

4. SWCCOG Responsibilities:

- a. The SWCCOG, as fiscal agent, agrees to accept and administer the CDOT payments, including the payments for PO 411010027, future CDOT Purchase Orders, and SWRTPC member contributions.
- b. SWCCOG will perform the scope of work set forth in Attachment A.

5. SWRTPC's Responsibilities:

- a. The SWRTPC agrees to work with the Responsible Administrator to ensure that the scope of work can be performed by SWCCOG.
- b. SWRTPC agrees that it shall designate a Chair and Vice Chair to serve as a Project Representative, who shall have the responsibility to coordinate with the SWCCOG on implementation of the scope of work defined in Attachment A. SWRTPC shall promptly advise SWCCOG of any changes in the Project Representative.
- c. Assist SWCCOG in collection of contributions and see that CDOT funds are paid directly to the SWCCOG.

6. Financial Management. The SWCCOG will adhere to the applicable financial management rules and policies of the Purchase Order and the State of Colorado throughout the term of this contract. SWCCOG will charge SWRTPC and promptly pay itself from the funds it administers at hourly rates that compensate SWCCOG for its employee time spent performing SWRTPC services (i.e. cost share of salary, benefits, other employer payments such as unemployment insurance and employer payroll taxes for the SWCCOG employees time spent on SWRTPC matters, which amount shall be calculated into an hourly rate for each SWCCOG employee that performs services on behalf of SWRTPC) plus reimbursement of SWCCOG out of pocket (non-overhead) expenses incurred on behalf of SWRTPC to be reimbursed at SWCCOG's actual cost paid out on behalf of SWRTPC.

7. Term of Agreement. Unless sooner terminated as provided herein, this Agreement shall remain in full force and effect for three years from the effective date of this agreement.

8. Modification and Changes. The Agreement may not be modified in any manner unless the modification is agreed to in writing by all Parties to this Agreement.

9. Contract Termination. If CDOT Purchase Order is terminated for any reason, the SWCCOG may terminate this Agreement and shall provide written notice of termination of this agreement to the SWRTPC. This Agreement may also be terminated at any time by mutual and written agreement of the Parties. Either party may also terminate this contract upon 90 days written notice to the other. It is also understood and agreed that SWCCOG's performance herein is subject to the annual appropriation of funds by its governing body.

10. Integration. This Agreement, together with its exhibits is intended as the complete integration of all understandings between the Parties. No prior or contemporaneous addition, deletion or modification hereto shall have any force or effect whatsoever.

11. Severability. To the extent that this Agreement may be executed and performance of the obligations of the Parties may be accomplished within the intent of the Agreement, the terms of this Agreement are severable, and should any term or provision hereof be declared invalid or become inoperative for any reason, such invalidity or failure shall not affect the validity of any other term or provision hereof.

12. Waiver. The waiver of any breach of a term, provision or requirement hereof shall not be construed as a waiver of any other term, provision or requirement or any subsequent breach of the same term, provision or requirement.

13. Assignment. Neither the SWCCOG nor the SWRTPC may assign their right or duties under this Agreement without the prior written consent of the other party. No subcontract or transfer of this Agreement shall in any case release the SWCCOG or the SWRTPC of their responsibilities under this Agreement.

14. Third Party Beneficiaries. The enforcement of the terms and conditions of this Agreement and all rights and actions relating to such enforcement shall be strictly reserved to the SWCCOG and the SWRTPC. Nothing contained in this Agreement shall give or allow any claims or right of action whatsoever by any third person. It is the express intention of the SWCCOG and the SWRTPC that any such person or entity, other than the SWCCOG or the SWRTPC, receiving services or benefits under this Agreement shall be deemed an incidental beneficiary only.

15. Governmental immunity. By executing this Agreement the parties do not waive any immunity or limitations of liability contained in the Governmental Immunity Act.

16. Enforcement. Any dispute concerning the performance or interpretation of the agreement which cannot be resolved by the designated points of contact shall be referred to the party's governing board. If the matter is not resolved within 45 days after referral, either party may file legal action. Any litigation will be filed in District Court of La Plata County.

17. No Special Damages. Notwithstanding any other provision hereof, neither party shall be liable for any damages for loss of profits, loss of revenues, loss of goodwill, loss of anticipated savings, loss of data or cost of purchasing, replacement services, or any indirect, incidental, special, consequential, exemplary or punitive damages arising out of its performance or failure to perform under this agreement. Additionally, any damages against SWCCOG shall be capped at the amount of funds that SWCCOG has received from the SWRTPC during the fiscal year in which such liability or damage accrued.

18. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall constitute one original Agreement.

19. Signatory Authority. Each person signing this Agreement in a representative capacity, expressly represents the signatory has the subject party's authority to so sign and that the subject party will be bound by the signatory's execution of this Agreement. Each party expressly represents that except as to the approval specifically required by this Agreement; such party does not require any third party's consent to enter into this Agreement.

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Kevin Hall, Chair, Southwest Regional Transportation Planning Commission      Date

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Andrea Phillips, Chair, Southwest Colorado Council of Governments      Date

## Attachment A- Scope of Work

### The scope of work for the SWCCOG –SWRTPC Agreement Includes:

1. **Financial Oversight:**
  - Maintain accounts, budgets, and accounting and provide information on Financials at all Commission meetings.
  - Invoice area governments for annual member contributions.
  
2. **Meeting support:**
  - Maintain files, minutes, and lists of members of Commission per Memorandums of Agreement among local governments.
  - Follow up on any reasonable request for information made by Commission members.
  - Assist the Chair of Transportation Planning Commission in arranging meetings and distributing agendas and information for Commission packets.
  - Assist the Chair and Commission as requested in carrying out special projects.
  - Attend meetings as requested to represent the Chair of Planning Commission in a professional manner.
  - Facilitate relationships and communication between all participants in the Commission, Transit and other related committees.
  - Provide an annual contact list of members and alternates to the Commission.
  
3. **Administration of CDOT Rural Planning Work Program:**
  - Administer all Purchase Orders/CDOT contracts, meet financial and reporting deadlines, and other requirements.
  - Assist in their preparation, correspondence with the appropriate agency or program representatives, and documentation.
  - Proactively seek new Purchase Order or program opportunities with Commission recommendation.
  - Maintain, update, and publish the Regional Transportation Plan in cooperation with CDOT.
  - Reimburse SWRTPC members travel to SWRTPC meetings and CDOT STAC meeting as requested.
  - Other duties as assigned.

# Decision to Contract with RHA

To: SWCCOG Board of Directors  
From: Miriam Gillow-Wiles  
Date: 2 December 2016

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Comments: At the November 2016 SWCCOG Board meeting, Karen Iverson the Executive Director of the Regional Housing Alliance of La Plata County (RHA) presented to the Board about changes to the RHA and the sister non-profit, the Homes Fund. The RHA and Homes Fund are planning splitting apart. The Homes Fund will become a regional non-profit to help home buyers, and the RHA was proposed to be managed by the SWCCOG.

The Board was receptive of this idea and wanted a contract and some financial analysis at the December meeting. RHA is working on the contract which will be finalized and presented in 2017. Staff did do a basic financial analysis, which is below along with some information about the proposal. However, at the November meeting, there was no formal decision to move forward or not.

#### Information about the Proposal:

- RHA Member jurisdictions are Bayfield, Durango, Ignacio, and La Plata County. The jurisdictions did not want the structure of the RHA to disappear.
- Total of \$15,000/year for four years, includes:
  - o \$10,000/year for management and administration
  - o \$2,000/year for insurance
  - o \$2,000/year for legal
  - o \$1,000/year for any miscellaneous issues
- An additional \$9,000 for 2017 audit
- RHA would request to be exempt from future audits due to low annual budgets
- Would require budget presentation in Oct, budget approval in Dec, and an annual meeting. These could be done before or after a SWCCOG Board meeting, as all the RHA members are also COG members.

#### Financial Information:

- \$10,000/year for management and administration
    - o Equates to up to 19 hours/month (when average all salaries and benefits together).
    - o Includes Executive Director, Accountant, and Administrative Assistant time
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# Decision to Contract with RHA

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- To avoid issues similar to the AAA, where we did not receive the full contract amount, the RHA contract would provide the \$10,000 at the beginning of the SWCCOG's fiscal year.
- Insurance, Legal, and any Miscellaneous costs would be billed directly to the RHA

**Legal Review:** Not Applicable at this time

**Fiscal Impact:** Would offset cost of existing staff. Stable revenue source for duration of contract.

**Staff Recommendation:** Authorize staff to move forward in developing a contract with RHA.

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# 2017 Treasurer Selection

To: SWCCOG Board of Directors  
From: Miriam Gillow-Wiles  
Date: 2 December 2016

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Comments: The Board needs to select another Executive Committee member, who will function as the Treasurer in 2017. Ron Le Blanc and Shane Hale were tasked as the Selection Committee at the November 2016 SWCCOG meeting. They will provide a verbal report.

Existing Executive Committee members for 2017 are as follows:  
Chair – Julie Westendorff, La Plata County Commissioner  
Vice Chair – John Egan, Town of Pagosa Springs Town Board Member

**Legal Review:** N/A

**Fiscal Impact:** No fiscal impact.

**Staff Recommendation:** Select the 2017 Treasurer based on Selection Committee's recommendations.

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# Director Evaluation Overview

To: SWCCOG Board of Directors  
From: Miriam Gillow-Wiles  
Date: 2 December 2016

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Comments: The SWCCOG Chair will be providing information to the Board during the executive session about the Executive Director's review and any recommended merit raise. As a reminder, the Board cannot make formal decisions during the executive session. However, if there is a proposed merit raise, this must be approved by the Board in open session.