

MEETING MINUTES

Riley-Purgatory-Bluff Creek Watershed District

December 26, 2023, RPBCWD Board of Managers Special Meeting

PRESENT:

Managers: Jill Crafton, Treasurer
Tom Duevel, Vice President
Larry Koch*
Dorothy Pedersen, Secretary
David Ziegler, President

Staff: Amy Bakkum, Office Administrator
Terry Jeffery, District Administrator
Louis Smith, Legal Counsel, Smith Partners

Other Attendees: Miel Arredondo Ted Melby
S. Bennett MNSCR1
Georg Eilertson Paul Reuvers
Morgan Jacobs Steve Rosholt
Larry Koch* Mark Weber

Note: the Board work session was held remotely via meeting platform Zoom because it was deemed not prudent to meet in person due to COVID-19.

1. Call to Order

1 President Ziegler called the Board of Managers Special Meeting to order at 9:02 a.m. Louis
2 Smith called roll as follows:

<i>Manager</i>	<i>Action</i>
Crafton	Present
Duevel	Present
Koch	Present*
Pedersen	Present
Ziegler	Present

3 *Prior to responding to the roll call, Manager Koch said he objects to the meeting on the grounds
4 that written notice was not mailed the required eight days prior to the meeting as required by
5 103D.315 Subd. 11 and as a result he will not be participating as a manager but as a member of
6 the public.

7 Mr. Smith stated the meeting notice did meet the requirements of a special meeting under the
 8 Open Meeting Law and also, in Legal Counsel’s judgement, meets the requirements of an
 9 emergency meeting because the circumstances require the Board’s immediate attention and
 10 the agenda items today require the Board’s immediate attention.
 11

2. Status of Koch v. Riley Purgatory Bluff Creek Watershed District Litigation (Board may meet in closed executive session).

12 Mr. Smith recommended the Board go into a closed session for the purpose of receiving
 13 confidential legal advice on the matter of Koch vs. Riley Purgatory Bluff Creek Watershed
 14 District.

15 Manager Pedersen moved to go into closed session to receive confidential legal advice on the
 16 matter of Koch vs. Riley Purgatory Bluff Creek Watershed District. Manager Duevel
 17 seconded the motion. Upon a roll call vote, the motion carried 4-0 with 1 abstention as
 18 follows:

<i>Manager</i>	<i>Action</i>
Crafton	Yes
Duevel	Yes
Koch	Abstain*
Pedersen	Yes
Ziegler	Yes

19 *Prior to voting Manager Koch stated, “Without waiving my prior objections, I am neutral on
 20 whether you do this or not.”
 21

22 At 9:05 a.m. the Board moved into closed session.

23 At 9:31 a.m. the Board reconvened the public meeting.
 24

3. Consideration of Exercise of 60-Day Extension of Closing Period (Board may meet in closed executive session).

25 Mr. Smith recommended the Board go into closed session for the purposes of considering the
 26 terms of acquisition of the listed property on the agenda – 9875 Spring Road, Eden Prairie;
 27 9955 Spring Road, Eden Prairie; and, Property Identification Number 28-116-22-32-0005,
 28 Hennepin County.

29 Manager Pedersen moved to go into closed session for the purposes of considering the terms
 30 of acquisition of the property 9875 Spring Road, Eden Prairie; 9955 Spring Road, Eden
 31 Prairie; and Property Identification Number 28-116-22-32-0005. Manager Crafton seconded
 32 the motion.

33 Upon a roll call vote, the motion carried 4-0 with 1 abstention as follows:

<i>Manager</i>	<i>Action</i>
Crafton	Yes
Duevel	Yes
Koch	Abstain*
Pedersen	Yes
Ziegler	Yes

34 *Prior to voting Manager Koch stated, “Without waiving my prior objections to this entire
 35 meeting, I object to this because it has nothing to do with negotiating a purchase price or counter
 36 offers, at least not as listed on the notice of the meeting, so going into closed session I do not
 37 believe is permissible under the Open Meeting Law.”

38
 39 At 9:33 a.m. the Board moved into closed session.

40 At 9:37 a.m. the Board reconvened the public session.

41 Mr. Smith said Legal Counsel recommends a motion to authorize the District Administrator
 42 to make an electronic payment to Trek in the amount of \$50,000 to exercise under the
 43 assignment agreement the right of a 60-day extension on the closing period should the
 44 Administrator determine by the close of business today that no alternative agreement is
 45 available without such payment.

46 Manager Pedersen moved to authorize the District Administrator to make an electronic
 47 payment to Trek in the amount of \$50,000 to exercise under the assignment agreement the
 48 right of a 60-day extension on the closing period should the Administrator determine by the
 49 close of business today that no alternative agreement is available without such payment.
 50 Manager Crafton seconded the motion.

51 Larry Koch commented that without waiving his objections to this meeting or to the closed
 52 session he reiterates his statement that there is no need to pay any more money for any
 53 additional extension. He said he believes the terms of the agreement are actually quite clear
 54 the District is not required to close. Mr. Koch said there is no ability for either Trek or the
 55 Standals to force a closing of the transaction, not only because of the litigation but because of
 56 the process or lack thereof of actually executing the agreement and what agreement is
 57 actually in place. Mr. Koch said he does not think it is appropriate that this District go and
 58 pay more money when it does not have to do so.

59 Upon a roll call vote, the motion carried 4-0 with 1 abstention as follows:

60

<i>Manager</i>	<i>Action</i>
Crafton	Yes

Duevel	Yes
Koch	Yes*
Pedersen	Yes
Ziegler	Yes

61 *Prior to voting Manager Koch stated, “I am going to restate my objections to the meeting as well
 62 as the closed session and I will abstain, I guess, but I am not in favor of this motion for the reasons
 63 I previously stated.”

4. Adjournment

64 Manager Pedersen moved to adjourn the Board of Managers special meeting. Manager
 65 Duevel seconded the motion.

66 Upon a roll call vote, the motion carried 5-0 as follows:

67

<i>Manager</i>	<i>Action</i>
Crafton	Yes
Duevel	Yes
Koch	Yes*
Pedersen	Yes
Ziegler	Yes

68 *Before voting Manager Koch stated, “Without waiving my objections I already stated I do not
 69 have a problem with closing this out.”

70
 71 The special meeting adjourned at 9:38 a.m.

72
 73 Respectfully submitted,
 74
 75 _____
 76 Dorothy Pedersen, Secretary