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RECEIVED
JAN 14 2019

BY:

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Fax:

January 10, 2019

City of Salida
The Touber Building
448 E First Street, Suite 112
Salida, CO 81201

Attention: P. T. Wood, Mayor

Matter #: 17-269

Inv #: 14998

RE: General Counsel

| DATE | DESCRIPTION | ATTY | RATE | HOURS | AMOUNT |
|-----------|---|------|----------|-------|--------|
| Dec-03-18 | Notice re CORA request to Council; discuss/process various CORA requests w/ LT; review City personnel manual; draft advisement on results thereof to Drew N, JR, NW, discuss CIRSA role and hand-off timing w JR; advisement to J Critelli re personnel matters and conflicts statutes; draft guidance to Council re public comments re recent or pending personnel matters | GTW | \$200.00 | 3.00 | 600.00 |
| | Analyze contract with solar panel company to respond to D. Nelson's inquiry concerning promised deliverables; draft memo correspondence to D. Nelson with analysis of contract and specific contract term concerning pricing (as it relates to prior Xcel pricing) and promises made regarding same; conf w D. Nelson re history of solar panel discussions and contract negotiations; outline plan for future executive session re contract with solar panels; meeting w G. Wilson re same and 12/4 city council meeting and outstanding legal issues, including personnel issues and NRCDC transfer; correspondence with principal and attorney for solar panel company re 11/30 meeting and steps moving | NPW | \$170.00 | 3.75 | 637.50 |

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| | forward and cost analysis; correspondence w SSG attorney re ordinance and resolution for quiet title action and land swap; correspondence w L. Travis re same; strategize and coordinate w D. Nelson re NRCDC transfer; correspondence w D Lady re IGA w CDOT | | | | |
| Dec-04-18 | Discuss coord. of admin with legal w Drew N; locate potential investigators for potential investigation; discuss and oprocess CORA requests w/ Sonia and LT; advise Mayor of progress on various projects; review process for filling Council vacancy, advise LT, Drew and Mayor on voting protocols; attend Council meeting. | GTW | \$200.00 | 4.50 | 900.00 |
| | Employment Matter: review and respond to questions re: employment matter. | JMR | \$150.00 | 0.75 | 112.50 |
| Dec-05-18 | Draft CIRSA briefing letter and inquiry re personnel matter | GTW | \$200.00 | 1.50 | 300.00 |
| | Meeting w D. Nelson and PT Wood re meeting w NRCDC board concerning transfer, outstanding issues re same and contract negotiations and inquiries w solar panel company and 11/30 meeting w solar panel company; Meeting w NRCDC Board President, Treasurer and attorney concerning transfer of NRCDC to City and logistics re same and negotiation of documents, language and resolution for transfer; coordination with NRCDC board re bank accounts and property issues, facts and documents; plan transfer and details of same w NRCDC Board to occur on 12/18/18; meeting w PT Wood re meeting w NRCDC board and final logistics of transfer; meet with D. Nelson re same; meet w G. VanNimwegen re Vandaveer property information for NRCDC transfer and other legal questions concerning approval of lease and upcoming zoning ordinances; meet w L. Travis for NRCDC transfer logistics; conf call w M. Bowers re NRCDC transfer and meeting w board; Meeting w Oak Leaf | NPW | \$170.00 | 7.75 | 1,317.50 |

energy partners and D. Nelson and C. Brown-Kovacic re solar farm proposal and feedback concerning current solar panel company; meeting w D. Nelson to discuss strategy for same and for NRCDC transfer as well as other outstanding legal issues and assignments; conf call w G. Wilson re same; review NRCDC articles of incorporation and bylaws for board meeting on 12/18; conf w attorney for NRCDC re same; conf w J. McConaghy re engineer reports and plats and documents concerning Vandaveer ranch property and issues to resolve when transferred to City

Dec-06-18

discuss CORA requests w LT; memo to Council re response to CORA request; meet with CIRSA attorneys re personnel matter

GTW \$200.00 2.00 400.00

Correspondence w Oak Leaf Energy Partners and w D. Nelson re 12/17 work study presentation for solar farms for City to be fully energy sustainable; correspondence w D. Lady re subdivision agreements; conf w PT Wood in preparation of NRCDC transfer and logistics re same; conf w L. Travis re same; correspondence w NRCDC attorney re negotiation and finalizing details of NRCDC transfer; amended City Council resolution authorizing transfer of NRCDC; conf w NRCDC attorney re same; conf w City staff re same and in anticipation for 12/18 agenda and packet; conf w G. VanNimwegen re Vandaveer plats; analyze documents and draft legal description for deed; correspondence w NRCDC treasurer re engineering reports; correspondence w NRCDC board of directors finalizing agreed upon outline of events and actions necessary for transfer; conf w D. Nelson re items and actions necessary for City staff to accomplish for NRCDC transfer; recommend items for NRCDC Board resolution to attorney and request information for same; correspondence w

NPW \$170.00 4.75 807.50

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| | D. Shore re NRCDC transfer; strategize and outline timeline and legal documents and practical events for NRCDC transfer; draft memo re same; conf w PT Wood and D. Nelson re same; conf w G. Wilson re same | | | | |
| Dec-07-18 | assemble and forward various docs re personnel matter to CIRSA counsel; draft briefing memo to Council | GTW | \$200.00 | 1.50 | 300.00 |
| | Correspondence w NRCDC treasurer re bank account transfer and meeting concerning outstanding obligations, bills, relationships and issues to advise and assist City upon transfer of property, monies and organization; coordination of bank documentation w city council members; advise re same; conf w D. Nelson re same; conf w L. Travis re 12/18 agenda and resolutions and action items re same; review and analyze NRCDC board resolution for 12/12 board meeting; recommend changes to same; conf w attorney for NRCDC re same as well as City Council resolution draft and recommended changes; compile packet documents for 12/18 city council meeting concerning NRCDC transfer; amend, draft and finalize City Council resolution authorizing transfer of NRCDC to City; correspondence w D. Lady re tailwinds agreement and CDOT IGA; coordinate NRCDC meetings w D. Nelson; | NPW | \$170.00 | 4.50 | 765.00 |
| Dec-10-18 | discuss w LT CORA requests and disposition, preparation, notice and agenda for special meeting | GTW | \$200.00 | 1.00 | 200.00 |
| | Employment Matter: respond to e-mail messages re: employment matter. | JMR | \$150.00 | 0.25 | 37.50 |
| | Conf call w D. Lady re performance guarantee and warranty language in subdivision improvement agreement; recommend changes to same; analyze same; draft, amend and finalize agreement language re performance guarantee and warranty issues; review exhibits for same; recommend changes to D. Lady and advise D. Lady on same and answer D. Lady's questions re same; research and analyze city code for same; | NPW | \$170.00 | 4.75 | 807.50 |

correspondence w S. Walter re short term rental enforcement and upcoming meeting re same; advise D. Nelson re J. McClurkin's request to inspect and retrieve personal effects from city hall and former office; t/c w J. Rivera re law concerning same; conf w D. Nelson re same; review correspondence w J. McClurkin for same; conf call w G. Wilson re same; amend City Council Resolution re NRCDC transfer; negotiate and conf w NRCDC transfer re same; draft occupational lodging tax increase ordinance for short term rentals; conf w G. Wilson re same; conf w L. Travis re same

Dec-11-18

discuss OLT policy w DNelson and Mayor; attend Council special meeting

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| GTW | \$200.00 | 1.00 | 200.00 |
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Advise city staff re: McClurkin pickup of personal documents and options to facilitate same; answer follow up questions re same; correspondence w D. Nelson and M. Scott re additional insureds on city liability policy for NRCDC transfer and agreement; negotiate w NRCDC attorney re insuring or protection of outgoing board members; conf w general counsel of CIRSA re adding outgoing NRCDC board members as additional insureds to city's liability policy, answer questions for same and provide documentation and information to facilitate same; research for same; amend Resolution 2018-53 for same; coordination w D. Shore re bank account coordination for NRCDC and proposed timeline and outline for NRCDC transfer; correspondence w PT Wood re same and NRCDC transfer steps and strategies; meeting w G. Wilson re same; conf w NRCDC attorney re developments and various options for insurance and coverage for outgoing NRCDC board member and proclamations for 12/18 city council meeting; correspondence w Oak Leaf re 12/17 work study presentation and ideas for same; conf w L. Travis and D. Nelson re amendment

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| NPW | \$170.00 | 5.75 | 977.50 |
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of proposed 12/18 city council agenda and 12/17 work study agenda; analyze and review same and advise re same; conf w L. Travis and S. Walter re occupational lodging tax ordinance and short term rentals; correspondence w G. VanNimwegen; correspondence w G. Bohan re analysis of Xcel energy bills and solar panel charges for last 12 months; additional conference call w general counsel from CIRSA re details of additional insured, insurance policy and coverage; amend city council resolution based on same; clarify language in resolution based on analysis of previous city resolutions;

Dec-12-18

discuss CORA request w LT and Alisa P; review associated documents and disposition

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| GTW | \$200.00 | 1.00 | 200.00 |
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Correspondence w NRCDC attorney re board resolution 2018-01, NRCDC board meeting today and additional questions concerning insurance coverage; conf w general counsel for CIRSA re same; finalize, draft and edit resolution and coordinate all background documents for 12/18 city council meeting; conf w L. Travis re same; draft memo for council action for resolution 2018-53; advise re same; coordinate 12/18 NRCDC outgoing board presentation, proclamations and draft language for same with T. Casey and for council agenda; draft same; analyze G. Bohan's analysis of energy solar costs; conf w G. Bohan and D. Nelson re same; coordinate and draft NRCDC board agenda for 12/18 final meeting; research and analyze NRCDC bylaws and articles of incorporation re for same; conf w L. Travis re same and proper, compliant public posting for same; conf call w D. Nelson; t/c w G. Wilson; in person meeting w general counsel concerning indemnification of outgoing board members and limitations w additional insured language and proposed action; coordinate and strategize same for NRCDC transfer

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| NPW | \$170.00 | 4.50 | 765.00 |
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| Dec-13-18 | Update D. Nelson on CIRSA general counsel update re indemnification of outgoing NRCDC board members; conf call w attorney for NRCDC re same and coordination of same; draft, edit and finalize language re same for Reso 18-53; research for indemnification language; meeting w G. Wilson re coverage issues and other strategy for NRCDC transfer and 12/18 meetings; advise L. Travis re posting for NRCDC board meeting and 12/18 council agenda and packet; advise D. Nelson on specifics for NRCDC transfer; correspondence w CIRSA general counsel re amended language for resolution concerning indemnification; negotiate and coordinate same w NRCDC attorney; advise NRCDC attorney concerning law and logistics for same; correspondence w city council members concerning 12/18 city council meeting, NRCDC board meeting and NRCDC transfer; advise and answer questions concerning same; draft NRCDC resolutions: 2018-02, 2018-03 and 2018-03 concerning finalizing transfer to the City; finalize special warranty deed for same; advise Mayor re coordination and details of same; amend memo to council concerning OLT ordinance; conf w and advise L. Travis re same in preparation for 12/17 work study session on same; advise re STRs for same discussion | NPW | \$170.00 | 7.50 | 1,275.00 |
| Dec-14-18 | Correspondence w NRCDC attorney re changes to Resolution 2018-53 and negotiation and finalizing of same; amend Reso 2018-53; conf w L. Travis re same to finalize city council packet for 12/18 meeting; review information and public posts re historic preservation commissioner; analyze issue for potential conflict of interest; correspondence w G. VanNimwegen and K. Jefferson re same; correspondence w Judge re parking code changes; conf w D. Nelson and G. Wilson re same | NPW | \$170.00 | 2.25 | 382.50 |

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| Dec-17-18 | <p>Meeting w L. Travis and S. Walter re short term rental compliance, STR code language and proposed changes to STR application, make recommendations concerning same and advise and answer questions re same; conf w L. Travis and S. Walter in preparation for STR OLT discussion at 12/17 work study session, made recommendations for same and prepared myself for same; meeting w D. Shore re 12/18 city council meeting, NRCDC meeting and logistics re NRCDC transfer; meeting w M. Bowers re 12/18 city council meeting, specifics of NRCDC resolution, NRCDC meeting and transfer logistics and answer general legal questions; meeting w partner at Oak Leaf re solar farm proposal; attend and advise at 12/17 City Council work study session; meeting w D. Nelson re same and upcoming legal issues and logistics; correspondence w municipal court judge re code changes; correspondence w NRCDC outgoing board members coordinating logistics re transfer and last minute items for 12/18 meetings; conf w NRCDC attorney re property documents and financial documents for transfer; conf w G. Wilson re conflict recusal question; advise city council member re same; conf w D. Nelson in preparation for 12/18 city council meeting; review and analyze 12/18 city council agenda and associated documents in preparation for meeting; review and analyze 12/17 work study session documents and agenda for same</p> | NPW | \$170.00 | 10.00 | 1,700.00 |
| | <p>Prepare witness notices concerning personnel matter; review and finalize same and send to witnesses; confer with G. Wilson regarding same.</p> | CAW | \$95.00 | 1.00 | 95.00 |
| Dec-18-18 | <p>Meeting w D. Nelson in preparation of 12/18 City Council meeting and NRCDC meeting and NRCDC outstanding logistics and advise re outstanding legal questions; coordinate and attend meeting at High Country Bank w outgoing NRCDC board</p> | NPW | \$170.00 | 12.75 | 2,167.50 |

members, PT Wood, D. Shore and D. Nelson; meeting with outgoing NRCDC board re outstanding checks and necessary documents and information for taking over NRCDC property and bank accounts; meeting w C. Brown-Kovacic re 12/18 city council meeting and NRCDC transfer; meeting w D. Nelson re personnel issue, resignation and separation agreement and details re same; meeting w outgoing employee re same; t/c w G. Wilson re advise for same; meeting w G. VanNimwegen and K. Jefferson re historic preservation commission and conflict of interest issue, advise re same, research and draft legal opinion and language re same; meeting w G. VanNimwegen and D. Nelson re conditional license agreement w Many Minis on Palmer Street ROW; meeting w G. VanNimwegen re numerous planning matters on 12/18 city council agenda and upcoming planning issues; advise G. VanNimwegen re same; attend and advise council and staff at City Council meeting; attend and advise new NRCDC members at NRCDC board meeting; meeting w G. Wilson in preparation for City Council meeting and conf previous TABOR research issue re same and legal questions arising that day; meeting w council members w specific questions concerning NRCDC transfer; prepare presentation for Salida City Council Resolution 2018-53; coordinate with staff re same; t/c w NRCDC attorney concerning water rights issues and questions on Vandaveer Ranch; review documents from NRCDC attorney concerning same; review property and financial documents for NRCDC transfer; coordinate meetings w outgoing NRCDC board re same

Dec-19-18

T/C w G. Wilson re CIRSA personal investigation; conf w CIRSA investigator, coordinate necessary documents and interview meetings and

NPW

\$170.00

6.50

1,105.00

logistics re same for CIRSA investigator; analyze investigator's request and documentation responsive to same; meeting w outgoing NRCDC treasurer and D. Nelson to coordinate outstanding NRCDC financial obligations and documents and real property updates and water rights updates on Vandaveer ranch and general logistics, documents and information to close out organization and finalize transfer of property and assets; review and analyze documents from NRCDC outgoing president and treasurer to determine next steps for City and immediate actions to take as city takes over NRCDC property and assets; outline strategy for same; meeting w D. Nelson re same; meeting w D. Nelson re personal and retiring employee issue and negotiation and draft of separation agreement for same; review solar panel contracts and documentation at city hall for current contractual obligations; review final transfer documentation for NRCDC; correspondence w Oak Leaf re solar farm proposal; coordination w NRCDC attorney re final actions concerning NRCDC transfer;

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| Dec-20-18 | <p>Correspondence w City staff and advise on various legal question and issues; correspondence w NRCDC attorney; conf w CIRSA investigator; assist CIRSA investigator w in-person personnel investigation at city today; answer questions for same or obtain documents or information for investigator; conf w G. Wilson re same; Draft, edit and finalize memo to council and administrator re recommended code changes in response to recent state legislation concerning municipal court requirements and analysis of current Salida City Code for same and other specific recommendations</p> | NPW | \$170.00 | 2.75 | 467.50 |
| Dec-21-18 | <p>Correspondence w NRCDC attorney and title company re USFS escrow connected to solar panel agreement; plan strategy and negotiation for same</p> | NPW | \$170.00 | 3.75 | 637.50 |

and correspondence and negotiation w attorney for owner of property Bearcreek; conf w G. VanNimwegen re many minis draft conditional license agreement for Palmer Street ROW; conf w D. Nelson re recommended legal topics for upcoming city council, executive session and work study session meetings; draft, edit and finalize separation agreement for L. Travis; advise D. Nelson re same; conf w L. Travis re same; conf w G. Wilson re same; review correspondence and final documentation for same; coordinate follow up information for CIRSA investigation; answer CIRSA investigator questions re personnel investigation; review and analyze recycling IGA and exhibits; advise D. Nelson re same

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| Dec-22-18 | T/c w G. Wilson re outgoing employee's resignation and negotiations of separation agreement and specifics re same and other personnel issues and ongoing investigation | NPW | \$170.00 | 0.50 | 85.00 |
| Dec-26-18 | Assist CIRSA personnel investigation; coordinate staff members for same; correspondence w investigator for same and answer questions from same; conf w G. Wilson for same; correspondence w K. Jefferson and G. VanNimwegen re historic preservation and conflict of interest issue; correspondence w D. Nelson re outstanding items for NRCDC close out; conf w NRCDC prior board members for same; analyze issues for bank account close out issues; review and analyze documents submitted by prior NRCDC board to determine necessary year end issues for finalizing the close out of organization; t/c w D. Nelson re personnel issue and negotiation of agreements for same | NPW | \$170.00 | 3.50 | 595.00 |
| Dec-27-18 | Draft the minutes from 12/18/18 NRCDC Board meeting; conf w D. Nelson re same; t/c w D. Nelson re negotiation of resigned employee and correspondence from same and comments on separation agreement re | NPW | \$170.00 | 1.75 | 297.50 |

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| | same and advise D. Nelson re same and other outstanding legal issues | | | | |
| Dec-28-18 | Research Salida City Code and Colorado State Statutes re city treasurer and residency requirements re elected and appointed treasurer; advise S. Walter and D. Nelson re same; conf w S. Walter and D. Nelson re same and answer follow up questions re same; conf call w D. Nelson re all close out actions for NRCDC to finalize dissolution by year end, bank accounts, recording of deed and other items; correspondence w former president and treasurer of NRCDC re closing documents, property documents and property taxes; conf w NRCDC tax accountant re final return and actions necessary for same; completed nonprofit dissolution certificate at Colorado Secretary of State for NRCDC; conf w D. Nelson and City Council members re same; research IRS issue; report to D. Nelson re same; t/c w D. Nelson re personnel issue and to advise re same and correspondence to resolve same; advise S. Walter re retention schedule and documents and files for same; conf w CIRSA investigator to coordinate final items for investigation; conf w G. Wilson re same | NPW | \$170.00 | 4.25 | 722.50 |
| Dec-31-18 | T/c w D. Nelson concerning correspondence form resigned employee, issues concerning same and negotiation of separation agreement; draft language to respond to outgoing employee concerning same; advise D. Nelson re same; conf w G. Wilson re same | NPW | \$170.00 | 1.50 | 255.00 |
| | Totals | | | 110.25 | <u>\$19,112.50</u> |

DISBURSEMENTS

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|-----------|--|--|--------|--|--|
| Dec-31-18 | 12/5/18 Roundtrip to/from Salida 266 @ 0.545 | | 144.97 | | |
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| 12/18/18 Roundtrip to/from Salida for City Council Meeting and staff meetings 266 @ 0.545 | 144.97 |
| December Prints/Copies 277 @ 0.10 | 27.70 |
| 12/4/18 Roundtrip Mileage to/from Salida 248 @ 0.545 | 135.16 |
| 12/18/18 Roundtrip Mileage to/from Salida 248 @ 0.545 | 135.16 |

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| Totals | \$587.96 |
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| Total Fee & Disbursements | \$19,700.46 |
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| Previous Balance | 29,956.88 |
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| Previous Payments | 29,956.88 |
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| Balance Now Due | \$19,700.46 |
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TAX ID Number 20-1943771

TIMEKEEPER LIST

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|-----|---------------------|-----------|
| GTW | Geoffrey T. Wilson | Associate |
| JMR | Joseph M. Rivera | Associate |
| NPW | Nina P. Williams | Associate |
| CAW | Cynthia A. Weakland | Paralegal |