

## MEETING MINUTES

2022 SPECIAL MEETING  
November 17, 2022 – 7:00 p.m.  
Syringa Hall, Sweet, ID

Meeting was called to order at 7:26 p.m. by president Roy Moses. Roy introduced Anjie Waldner taking minutes, Eric Fuller treasurer, Rick Link vice president and ditch rider, Martin assistant ditch rider and Andy Waldera ditch company's lawyer.

Andy stated that 49% of shareholders are in attendance of the meeting. 1327 total shares with 656.044 shares attending in person or by proxy. This satisfies the quorum requirement of Bylaws Article V, Section 3.

### 1. Gibson Survey

Roy thanked Gibsons for working with the board on surveying the ditch easements on their ground. Andy suggested the proposal be brought back up for shareholders to vote on partial survey cost reimbursement of \$5,000 for the irrigation and drainage easements through Gibson's property. Gibson has approximately 120 acres. Melvin Hale feels if the company pays for this survey then every other survey as land is developed will be expected to be paid for by the ditch company. Andy clarified that it is a case-by-case situation. The ditch company has requested easement rights from individuals before. Some have been granted and some have not. The Gibson's approached the company about the survey to be beneficial for the company. There is a pipeline that is on the area which takes away the easement so this survey will replace the easement. The Company's proposed \$5,000 contribution was only about 10% of the total survey cost. Andy stated that once a lateral is buried and piped it is supposed to be surveyed. On Gibson's property there are 3 laterals. Tom John feels we as a ditch company are taking responsibility for the lateral. Joe Zavaletta stated that there has been a lot of easement handshakes that need to be recorded for the ditch rider. Roy motioned to pay \$5,000 contingent on the wording for the ditch company's easement as suggested by Andy. Traci Montecelli suggested to make it stated that this is not an every time deal. Andy restated the motion to approve up to \$5,000 to Gibson's for the survey for the easement contingent on additional plat map clarifications and that this reimbursement is not binding precedence for going forward. Joe Zavaletta seconded. A vote was taken with the following outcome:

YAYS = Furst (4), Waldner (120), Barker (5), Mondor (2.21), Turner (7), Link (80), Moses (97), Hamilton (5), Gorley (5), Sanders (3), Zavaletta (5), Rex (4), Dalrymple (3.79), Anderson Reserve (19.654), Mann (1), Albine ?? (1), Peters (15.9), Anderson (25), Probst (5), Borge (5), Kingan (5), Cefalu (3), TOTAL = 421.554

NAYS = Darnell (10.5), Johns (12.5), Avila (2), McKean (6), Monticelli (5), Duncan (1), Lane (2.99), Carlsen (118), Hale (26.91), Roberts (10), Wilfong (3), TOTAL = 197.9

YAYS had it.

## 2. Flood Grant

Roy explained about the grant the company is approved for for \$125,000 to relocate the ditch in the Canyon further into the hillside to avoid further creek erosion undercutting the bank. The Sand Bag area has been a topic of concern for many years for fear of washing out because of difficult maintenance and band-aiding the issue of a narrow bank. The Squaw Creek canyon is several miles of concern because of lack of material from far bank and pulling material from the bottom to repair the bank. The creek continues to undercut the west bank, threatening total loss of the high fill ditch into the creek. Art Beal helped put together the application for the grant from IWRB. The project can start in January and the ditch company has 2 years to complete the project. Andy stated that by signing the grant contract does not mean we can't turn it back in if other things do not work out. Joe Zavaletta stated that the shareholders are being asked to vote on Roy signing the grant agreement. Melvin Hale asked if other grants could come up to pay for the company's \$125,000 half of the grant. Andy stated that could be a possibility. Tom Johns wanted to know how to sign up for volunteering their labor on the project. Andy stated that it is up to the company to decide if there are any qualified volunteers to do the work. Voting on this is just the first step to telling the state that we are interested in the grant. Sherri Darnell wanted to know how the shareholders would be billed for the cost. Roy stated that the shareholders would vote on how it would be set at the annual meeting. Any volunteer labor would have to be insured and have a contract. Andy stated that he could go back and ask for the IWRB termination for convenience language to be removed from the grant and then we would need to have another special meeting to vote on Roy signing the grant. Ralph Barker questioned if the company had everything needed to fix the area and how long it would take? Roy stated that the sandbag area took approximately 3 month. Keith Goode made a motion to approve signing the grant provided removal of the IWRB's "termination for convenience option" because the company did not want to have the rug pulled out from underneath it if it proceeded under the grant. Tom John seconded the motion.

YEAS = unanimous (656.044 shares) Tally of those votes

Jim Gibson motioned for the board to start contacting engineering firms for bids for the design work for this project. Rick Link seconded.

YAYS = unanimous (656.044 shares) Tally of those votes

Kirk Darnell suggested going with NRCS because IF they have the time they won't charge the ditch company. Roy agreed. Ralph Barker suggested getting everything lined up and then call a special meeting. The Board agreed.

## 3. Avila Demand Letter

Roy turned the meeting over to Andy concerning Mrs. Avila's legal demand letter regarding Company assessment components, voting practices, and other functions under the Non-Profit Corporation Act. Andy stated that this discussion is going to require a waiver of attorney/client privileges because of nonshareholders attending. Shannon Sanders opposes any nonshareholders being present during the discussions of Mrs. Avila's demand letter. Bill Hale motioned to approve the discussion. Kelly Trout seconded. Shannon Sanders only opposed to the motion

voted on (3 shares). So the Yeas had it. No minutes were taken for the rest of the meeting per

request by Andy due to the prospect of potential litigation should the demand letter matters not be resolved.