

**Squaw Creek Ditch Company (SCDC)  
Annual Stockholder Meeting Minutes  
February 3, 2025**

**Board/Officers/Legal:**

President: LeAnn Carlsen  
Vice President: Tom John  
Treasurer: Marian (Melanie) Condon  
Bookkeeper: Tracy Monticelli  
Attorney: Board did not request an attorney's presence

**Shareholders present at meeting with applicable inches (Signed into Meeting):**

Anderson – 20	Arthur – 33	Avila – 2
Barker – 5	Bier – 5	Braislin – 5
Carlsen – 118	Christensen – 5	Drake – 75
Furst – 4	Gamble – 57	GGI Madden – 35
Goorabian/Hayes – 2	Gorley – 5	Hale – 27
Halley – 5	Hamilton – 5	Hatzenbuhler – 5
Haver – 6	John – 13	Johns – 5
Kirkendall – 1	McKean – 6	Monticelli – 5
Moses – 97	Peters – 16	Probst – 5
Rex – 5	Roberts – 5	See – 33
Shay – 27	Simmons/Condon – 1	Turner – 7

**Total Shares (inches) present: 645 inches**

**Shareholders submitting proxies to shareholders in good standing with applicable inches:**

Barbara Avila:	Atwood – 2	Darnell – 11	Etchamendy – 2
	Holcroft – 1	Huston – 2	Johnson/Sage – 8
	Lane – 3	Shank – 1	

Darryl Gamble: Durham Trust – 40

David Furst: Pierre Houbein – 1

Roy Moses: Waldner, Nancy – 120

**Total Shares (inches) by Proxy: 191**

**Total shares (inches) eligible for voting: 836**

❖ **CALL TO ORDER**

President LeAnn Carlsen called the meeting to order at 7:05 P.M.

❖ **FLAG SALUTE**

Vice President Tom John led the flag salute.

❖ **ROLL CALL**

The shareholder roll call was done by Bookkeeper, Tracy Monticelli. Roll call was completed by calling the names of all shareholders. Shareholders' extending proxies were considered present. There were 45 shareholders/proxies present.

❖ **REVIEW OF 2024 MEETING MINUTES**

The 2024 lengthy meeting Minutes were read by Treasurer, Melanie Condon. There were no corrections or comments given on the minutes. Sheila Turner motioned to accept the Minutes as is and it was seconded Barb Avila. The minutes were approved by a unanimous vote of the shareholders with 836 shares voting yes.

❖ **OFFICER'S REPORTS**

▪ **PRESIDENT'S REPORT by LeAnn Carlsen**

- LeAnn thanked the Board for their work in 2024 – Tom and Melanie (a pleasure to work with) and Tracy who is fantastic – Bobby Porter who came on in August and has been doing an excellent job. Rick Link helped us from February to July and then Bobby came on in August.
- Acknowledged Jenny Furst – who has continued to keep us on her recordkeeping system and website support – we pay a much smaller amount than doing on our own – she also helps us with the Facebook page
- The Board (the three of us) want to say thanks – it has been great working with you - but we want to let you know early in the meeting that we will be retiring this year. Tracy (our Bookkeeper), who is fabulous, and Bobby (who came on in August) have been doing a wonderful job.
- Briefly to wrap up 2024 – we had some more slides; more canyon settling early that cost us a bit; we cleaned the canal end-to-end; we got the small bridge at the dam replaced; we had lots of moss; the Idaho Department of Water Resources Grant work is pretty much done – we have some rehabilitation yet to do in the Spring – we got “mudded” out
- I cannot thank Blake Probst enough – he has been up there on his property along with Pierre Houbein – they have been incredibly good to work with on the Grant project
- Melanie Condon has been the contact person for the State on the Grant's administration

- **VICE PRESIDENT REPORT from Tom John**
  - Tom has enjoyed working with these ladies – he has never seen a group of women more confident than these woman
  - He is happy that as his time on the Board closes – the Board is not in the rears with any part of the Company Bylaws – they have stayed right with the Bylaws – they have stayed right with State Statues, and we have no legal problems at all right now
  - For Tom that was one of the most important things to stop was the problems with the Bylaws and stuff – He did not feel the Company could have won that and it would have hurt the entire Board and every member of this ditch Company – glad we are clean
  
- **DITCH RIDER’S REPORT from Bobby Porter**
  - Bobby has been taking care of the ditch since August and has been part of the excavation work being done for the Grant project
  - The Project went well – we were able to get it done in 30 days – we were good on the budget – we do have some clean up to do that is in the budget but we cannot get in there to complete the rehabilitation because it has been so muddy – the ditch was shot in with a laser (I did it myself) it is all flat and level – the project went great
  - We should not have a problem/issue with that part of the canal (in our lifetimes) ever
  - We do have some issues that I do need to address – for anyone from the Brownlee/Liberty cutoff road down – please help me out with ice in any of the culverts that are crossing your properties and we may need folks to open headgates – with all the water coming off the Mountain – we can use everyone’s help with the water over the banks – we have weed overgrowth and ice – if we can get everyone’s help with this it will help everyone
  - I am not a shareholder – so I am just wanting to get water down the ditch to you shareholders – that is my primary job
  - If everyone can burn weeds in their area of the ditch – it would certainly help us – if you cannot – let us know and we will come in and get them burned
  - Other than that – the upper part of the ditch is looking very good – other than the possible slides we may have with all the water coming off the mountain
  - The ditch clean up is getting better – from here on down – we need to keep it flowing
  - I am here to get water to you – any questions let me know
  
- **TREASURER’S Report from Melanie Condon**

- Melanie went over the current financials – the P/L for 2024 reviewing budget columns and Actual Columns –
- First, we looked at the revenue from the 1,327 acres and how it was split given the assessment segments; then the report provides the Income from those segments in addition we had unapplied cash payments, late fees, title transfer fees, Grant income and some miscellaneous income all amounting to \$130,024.81
- Ditch Expenses amounted to \$22,910.10
- Emergency/Non-recurring expenses amounted to \$128,582.78 for total ditch expenses of \$151,492.88
- Office expenses were in line amounting to \$5,276.44 with a grand total of all expenses of \$156,769.32
- This resulted in a loss of \$26,744.51 for the year
- The bank balance for the year ended 1/31/2025 was \$32,338.18 - \$5,000 of which is in reserve to pay Harvey Church when the Project's rehabilitation is completed – for a total balance of \$27,338.18

#### ❖ **OLD BUSINESS**

LeAnn Carlsen led the old business discussion outlining that many times old business repeats year after year such as the dam and the flume which still need work

- With the flash flood we had in August/September – there was another little canyon slide
- Rick put the boards across the top of the dam in July – and we will have to replace some this year due to damage
- Big dam bridge – we have an easement over it – we are working with Blake on it – we need to finish more work so we can get heavy equipment across it - whoever takes over on the Board will need to work with Blake to improve the bridge so it can accept heavier equipment for ditch repairs
- The little bridge down from the dam has been repaired – you can now safely cross the canal there
- In early May there was some work done on raising the bank from the rockslide last year
- In June, we had a major mudslide up above the west side dam where Harvey Church had to bring equipment over the mountain to repair – it was expensive to repair because we needed to bring in bigger equipment – it had to be done – the canal was leaking into Squaw Creek – we moved the ditch over about four feet and rehabbed the canal with hard rock – it is still a bit narrow in this spot and it will need to be looked at again in the Spring
- There is the spill gate in this area that also needs work – there is a “type of bridge” there that needs work for better access to the ditch in this area – Kirk Darnell was willing to work on it so we could at least get a four wheeler through

and then the mudslide happened so we had to postpone the project – this should be looked at again this year – this is the only way to get all the way up into the canyon without having to go clear around – it really needs to be done

- We did have another slide late in the season – when we had the flash flood after the fires – water can down Squaw Creek and topped out down on Blake Probst’s property near where the IDWR Grant Project work was going to be done – the ditch bank slide down into the Creek – we dropped the water for a day or two until we felt the ditch could hold – until we were able to complete the Grant Project work in the Fall – when we looked at the issue we found that the ditch was leaking out of the bottom of the canal and flowing into the Creek – coming through the rock – when Blake was working on a project of his own he found another ditch leak about 15 feet down that could not be seen when the Creek was full – when the Grant work was done – Harvey and Bobby corrected this problem as well – they dug down about 25 feet to correct it
- As a result of these items – we did not get to the Flume work – needless to say it still needs a lot of work – the last work done on it was in 2023 – Sheila Turner called one day and the water was topping over the flume and it did so a couple of times – this needs to be addressed – we can nurse for a while – but we will possibly need some more Grant monies for this
- The Idaho Water Resource Grant that Roy Moses obtained in 2022 was due to expire in January 2025 – we got it done – we did call a meeting in the Summer to let you know how we were going to try to accomplish the financing of it – there was carryover in the budget the last several years – we turned in the bills to the state and they reimbursed them at 50% - we did submit in-kind bills that we do not pay out in hard dollars – so that helped with some of the expense – we were able to float dollars thanks to Harvey Church’s willingness to wait for some of his payments – as a result we did not have to take a loan or have an interest expense
- Melanie Condon reviewed the handout given to the group - it outlined the Grant expenses and state reimbursements – 2024 Costs submitted were \$106,970; prior year costs submitted where \$10,124 for a total of \$117,094 out of pocket costs – we submitted \$4,800 of in-kind costs and will be submitting another \$4,050 in 2025 along with another \$10,500 to the state – to date the state has reimbursed the Company \$69,924 – the state overpaid one of our invoices by \$6,777 – we will be billing them another \$14,550 half of which is \$7,275 minus the overpayment (\$6,777) for a total of \$498. The total cost of the project was \$132,894 and the state (to date) has reimbursed us \$69,924 – adding the additional \$498 they will be reimbursing us half the cost of \$70,422
- We did have our monthly meetings this year – we cancelled the July meeting because people were out of town – we did want to get some of these committees started – we were hoping more people would come – we do understand that everyone is busy – but perhaps the new Board can get these going again – I think Melanie and I are willing to be on a Grant committee to help with projects such as the flume that may need a long-term grant

❖ **NEW BUSINESS**

LeAnn led the new business discussion that included the following items:

- One other thing – there is an old metal weir up near the dam that needs to be reset – it measures our water – it is in bad shape – if it is useable we need advice as to its accuracy – this is another thing that needs to be taken care of
- Melanie Condon asked the shareholders to consider a contribution to the Syringa Hall – they have opened their space for our monthly meetings at no charge and they are involved in the community and could certainly use a donation to be used as they see fit – could someone motion an amount to contribute to the Syringa organization – there was a motion from the floor to contribute \$250.00 to the Syringa organization and it was seconded – it was unanimously approved by the group
- Melanie Condon led the discussions regarding the 2025 Proposed budget recommendation - there is no change to the recommendation from 2024 – the Board again proposes an administrative account fee of \$50.00 for all shareholders and account fees based on shares held as follows:
  - Shareholders with 1-4 shares = \$100.00
  - Shareholders with 5-19 shares = \$200.00
  - Shareholders with 20+ shares \$300.00

The Board’s recommends an annual share assessment of \$25.00 per share

This recommendation will generate an estimated \$56,275.00 in income and meet the expenses proposed (with a small loss) are as follows:

Ditch Expenses:	\$29,200.00
Emergency/Non-recurring Expenses:	\$23,000.00
Office Expenses:	<u>\$ 5,646.00</u>
TOTAL EXPENSES:	<u>\$57,846.00</u>
Resulting in a small loss of	<u><u>\$(1,571.00)</u></u>

We would like it at zero – but we do have a buffer in the bank account - That is the proposal – is there any discussion?

Roy Moses asked if we raised the per share assessment by a \$1.00 would that eliminate the loss – it would get us close ( $\$1,327.00 \times \$1.00 = \$1,327.00$ ) but we would still be at a \$244.00 loss

Melanie and Tracy have done an excellent job getting the assessments paid for and working with people – putting liens on properties of deceased shareholders that will probably go to sale – so we do not get left behind on those invoices – they have done a marvelous job with the financials and we do have a cushion in the bank

Is there any more discussion – or a motion? Bruce Hamilton made a motion to Accept the Board’s proposed Budget and Assessment recommendation and Tracy Christiansen seconded the motion - we need to vote by shares on this – Is anyone opposed to the proposed budget – no one was – the motion carried unanimously with 836 shares voting YAH and no NAHS

❖ **NOMINATION AND ELECTION OF THE BOARD – Tracy Monticelli**

The last thing on the agenda is the election of a new Board – prior to this it was brought up that Paul Drake would be willing to finance the flume project that needs to be looked at and possibly engineered – there needs to be more discussion on this item going forward – it is good to know – this is a very generous offer.

Time to open nominations for the Board – we need three Board members – you vote for the three and then they decide who the officers will be – Board is elected by a simple majority, only shareholders can vote and 1 vote per property holder – if you are a shareholder you will vote 3 times for one of the following

Nominations included:

- **Roy Moses** – declined/accepts **16 YAHS**  
Tom Braislin – declined  
Blake Probst – declined several times
- **Tracy Monticelli** – accepted **31 YAHS\***  
Brian Moses – he is not a shareholder (landowner) – does not qualify  
Darryl Gamble – declined  
Don Betzel – declined  
Rick Hatzenbuhler – declined  
David Furst – declined  
Kirk Darnell - declined
- **Paul Drake** – accept only if Roy or LeAnn does/then accepts **23 YAHS\***  
Tracy Christensen – declines  
Randy Christensen – declines
- **Paul Anderson** – accepts only if Roy Moses is on the Board **10 YAHS**
- **John Avila** – accepts **22 YAHS\***

There was lots of discussion and lots of declines – the discussion included:

- It would be great if someone on the Board would stay and help the new Board rather than have all new board members – we agree but that is a Bylaw change that needs to be made – there are pros and cons – certainly up for further discussion
- LeAnn, will you please do it for one more year? LeAnn declines

- Can we hold another meeting to elect the Board – we could but we are late for reporting to the state already
- Tom John indicated that we really want someone who knows the ditch – and someone who knows business
- LeAnn encouraged shareholders to look to the future and perhaps deed some land to their children so they can participate as a shareholder
- Jenny Furst agrees to be the bookkeeper – that would allow Tracy to be Treasurer
- Paul Anderson is willing to serve on a Grant committee

The new Board will be John Avila, Paul Drake, and Tracy Monticelli.

❖ **MEETING CLOSE**

A motion was made to adjourn the meeting and seconded – the motion was unanimously approved - LeAnn Carlsen adjourned the meeting at 9:29 P.M.

**INFORMATION REQUIRED BY BANK FOR CHANGES TO THE BOARD and Bank Account Access**

Squaw Creek Ditch Company  
9650 Sweet Ola Highway  
Sweet, Idaho 83670

February 14, 2025

Remove LeAnn Carlsen and Marian Condon as Key Executives and add Tracy Monticelli and John Avila as Key Executives with Control effective immediately.

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John Avila, Key Executive

