

2023 Crawford Clipper Ditch Co.

Annual Meeting Minutes

Meeting Held on January 28, 2023

Shares present, in person and proxy 2331.42 (72.86%)

- Meeting brought to order at 14:15 hrs by MARK
- Introduction of new members, there were none.
- Asked for motion to approve 2022 minutes motion to accept as written by Steve Kossler and second Ellie Goldstein, voice vote approved
- Approval for 2022 Budget motion to accept as written Lynn French, second Anthony Luben, voice vote approved
- 14:20 hrs - MARK explains current status of active projects, question by Larry Jensen when will we start, need to finish public comment and then proceed. Question from Bob Stuplich what do the different color lines stand for on the Jerdon Lateral map, Mark answered stock water and decree/reservoir water
- Habitat update by TONY and MARK, habitat is looking good needs a few new plants and some work on the drip system. No questions from the shareholders.

- 14:30 - MARK - Update on Upper West, Jerdon, West, Center Laterals. BOR wouldn't fund upper west (not enough salt), but will be funded by NRCS, CWCB and Colorado River District - \$785K for project, short +/- \$200K. Under new state funding rules the participant must contribute funds and in kind services. Proposed option to consider taking a loan from State, 30 year loan at 1.75%, no interest until the project is completed. MARK proposed to secure the loan for \$500K, we might use \$200K or may not need any of the money. MIKE -If we don't use any of the money we would use it to bridge slow payments from NRCS. Questions dealing with benefit of piping various laterals, MARK explains helps prevent losses and helps move water down the ditch in low water years. Question is this a loan or a line of credit, MIKE explains that its actually a line of credit until the project is completed then its a loan at 1.75% when CCDC begins to pay interest. EDDIE explains the principal and interest payments on a 30 year \$500K loan. Request for motion to move forward with \$500K loan from State, motion by Larry Jensen, second Gary Kraai, motion carries by voice vote.
- 14:45 hrs - Budget review by MIKE, a few clarification questions. Options before shareholders Board, would like to increase per-share dues by \$2 or raise annual cert fee by \$50 to \$200. Joanie and Yogi Cherp ask to look at the bottom line if increase by \$1 dues or \$25 annual cert fee. In both cases the budget is in the black by approximately \$2200. Motion by Joanie Cherp to increase by \$25, a second motion is made by Andy Pavlisick to increase annual cert fee to \$50 (two motions on the floor), Joanie Cherp withdraws motion. Motion to increase annual cert fee by \$50 to \$200 made by Andy Pavlisick, second Yogi Cherp. Motion passed by hand vote approximately 35 in attendance, 31 approved and 4 against. Motion to approve 2023 budget by Steve Kossler and seconded by Joanie Cherp, voice vote approved.
 - Mike mentions that there is government money available for farmers and ranchers to purchase flow meters. If there are shareholders that would like to apply for this grant the board would warehouse their meters.

- 15:07 hrs - MARK asks for nominees for CCDC Board three times, none made. Mark asks if there is a motion to keep the board members the same, motion by Steve Kossler and second by Andy Pavlisick, voice vote approved. Mike Cleary and Camden Welt start a new 3 year term.
- 15:10 hrs - Question before the shareholders, should we accept the 9 article bylaws format or keep the 23 article bylaws format.
 - Discussion about bylaws TONY and MIKE explain that the bylaws have been worked on for almost 3 years, The updated bylaws, at the recommendation of our lawyer at the time (Julie Huffman) were to consolidated the existing bylaws, clarify any language that may have been confusing and simplify the overall document by organizing into clear concise Articles. The end result were bylaws that started with 23 articles and in the end had 9 Articles, The current 9 article format before the shareholders is very similar to the 2005 bylaws with some clearer wording, better organization and updated for changes that may have occurred in the past 17 years. It was mentioned that the shareholders could vote to accept the 9 article bylaws as currently written. Joanie Cherp pointed out that the 9 Article bylaws required 2/3 (quorum) shareholders present or by proxy to conduct any business and that the 23 article bylaws only required a simple majority to conduct business. MIKE and TONY pointed out that this change was at the recommendation of our Lawyer and agreed that the bylaws should read “a simple majority” to conduct general business. Riley Evenden asked if we were voting to change the bylaws or only to accept the new 9 article format and how can shareholders submit bylaws questions and recommendations. TONY explained that the board was only asking for shareholders to accept the 9 article format and that questions/recommendations should be submitted to either CCDC email address (CCDC2018@clipperditch.com or board@clipperditch.com). Decision by MARK was that we would turn the bylaws over to the Bylaws Committee to update and format and that they would report back to the board on a quarterly basis and if necessary there would be a Special Shareholder Meeting called to review the bylaws and get direction from the shareholders.
- MARK asked if there was any new business to discuss, no topics for discussion brought up.
- 15:38 hrs - Motion to adjourn Yogi Cherp and second by Joanie Cherp, approved