

2024 Crawford Clipper Ditch Co.

Annual Meeting Minutes

Meeting Held on January 27, 2024

Crawford Town Hall at 2:00 PM

Shares present, in person and proxy 2139.42 (66.86%)

Board Members Present: Mark LeValley, Mike Cleary, Tony Vervloet, Eddie Clement, Camden Welt

- Meeting brought to order at 14:10 hrs by MARK
- Introduction of new members, there were none.
- MARK indicated that documents for the meeting were available at the back of the meeting room. Asked for motion to approve 2023 minutes motion to accept as written by Steve Kossler and second Gari Kraai voice vote approved
- MARK started to give a project status update and Yogi Cherp asked if it was necessary to approve the 2023 financials. MARK asks for a motion to accept the 2023 financials as written, motion to accept as written by Doris Hubble and second by Ann Detweiler, voice vote carries.
- MARK gives habitat update. Everything is going well with the Habitat, but we will continue to have annual inspections by the BOR
- 14:25 hrs - MARK explains current status of completed projects. There are meters that will need to be repaired, this will be covered in the 2024 budget review. Also there are maps available at the back of the room for the Upper West Project. Riley Evenden asks about Upper West Project start date and MARK explains that the project will start this March and that pipe has been ordered.
- 14:40 - MARK - Update on Upper West Lateral funding: Loan for \$500K has been secured (\$350,000 needed and the remainder will be funded by outside sources {CRD, CWCD and NRCS}). Project cost is estimated at approximately 1.1 million dollars.
 - Update on Jerdon/Center and Lower West/Hamilton Laterals funding Question from Larry Jensen about when the Lower West Project will be started. MARK explains that we're still waiting for public comments to be addressed by BOR lawyers, this has been going back and forth for several years, but it appears we're getting close, the FONSI is expected by this spring. Gary Hubble asks if his Parshall flume will be repaired before the new pipeline is installed. MIKE explains that with the Lower West Pipeline almost ready for a FONSI, repairs will not be made at this time, unless a funding surplus is available.
- 14:50 Introduction of Matt Jensen by MARK. Matt briefly mentioned that the Crawford Reservoir was not being filled from the Smith Fork due to the ditch being compromised by a slump. But the reservoir was being filled by Iron Creek and was 50% full. There was a question about the tunnel collapse at Gould Reservoir. EDDIE indicated that there is work being done to pipe around the hill.
- 14:55 hrs – Mike puts budget on overhead, indicates that the CCDC has \$60,000 in assets. Question from Larry Jensen 'CCDC has done millions of dollars of work over the past years, why is this not included as an asset'. MIKE states that he's talked to our CPA and for small ditch companies pipelines are expensed and not considered assets, if this were not done most ditch companies would lose their non-profit status. MIKE also states that he will talk to two more CPA's to confirm that this is correct. MIKE indicates that Operating Income for 2024 Budget is in the red, but there will be carry over money from 2023 to cover this. He also indicates that not all the work planned for 2024 has to be done. Recommendation before the

shareholders is to increase per-share dues to \$14/share and certificate fee to \$210. MARK asked if there are any questions, no questions. MARK asks for a motion to approve fees and dues, Andy Pavlisick makes a motion to increase per share dues to \$14/share and certificate fee to \$210/year, seconded by Gary Hubble. Voice vote, motion carries.

- 15:05 hrs - Question before the shareholders, “should we ratify the CCDC Bylaws”. TONY states that the bylaws in their current form have been posted on the CCDC website for the past year with only two changes having been made; simple majority to conduct general business (Article 2) and a minor change in wording “Presidents signature” required to “Presidents approval” (Article 3). He also indicated that these by laws should be treated as a living document and that the bylaws will be reviewed and updated as necessary BY THE SHAREHOLDERS, even on an annual basis. MIKE reiterated that there has been only two changes to the bylaws, voting at 50% for general business and that the bylaws should be ratified and the shareholders would then be able to update the bylaws each year as they see fit.
 - Yogi Cherp takes exception to the request to vote to ratify and indicates that the 2023 Meeting Minutes stated that the Board was tasked with working with the original Bylaws Committee and have them review and update the bylaws. CHERP states that communication with the bylaws committee did not occur and that all the work the bylaws committee had completed was not incorporated into the draft bylaws in question. TONY indicated that the bylaws committee had not in turn contacted the board to request guidance. It was also pointed out that the original task was to reorganize the bylaws at the suggestion of legal council and not to change the intent of the 2005 Bylaws. The version in front of the shareholders honors that concept. MIKE reaffirmed that there had not been any changes to the bylaws document since it had been posted to the website in its current form for the past year and that the original Bylaws Committee had done little to improve the document and again asked why the bylaws committee had not asked for guidance rather than wait for instruction. CHERP said several times the document needed to be simplified and that “less was more”. CHERP also stated that the bylaws draft document had been changed since it had been posted to the website, indicating that the change was made by adding a 20% cost plus charge for new diversions off the main lateral, instead of the original \$1.00 per share charge (Article 20). TONY disagrees with the statement that the bylaws have been changed and vehemently states that the bylaws document was unchanged from the previous annual meeting and had been posted in their current form, for over a year, on the CCDC website. Discussion continues along the same lines until Gary Hubble makes a motion from the floor that we suspend discussion, TONY indicates that the bylaws has been worked on for over 4 years and we should be prepared to spend time to make sure it is done correctly. Larry Jensen suggests that the bylaws be sent back to committee for review. and that we postpone any vote until a bylaws committee has had a chance to review the document again. MARK ask for a motion to suspend the vote on the bylaws, Gary Hubble makes the motion and seconded by Andy Pavlisick, approved by voice vote.
- 15:25 hrs - MARK asks for nominees for CCDC Board, Gary Kraai nominates Mark LeValley. MARK asks three times if there are any more nominations, none made. Lynn French makes a motion from the floor to have Mark LeValley continue on the board, seconded by Yogi Cherp, voice vote approved. Mark LeValley starts a new 3 year term on January 2024.
- 15:30 hrs - MARK asked if there was any new business to discuss, no topics for discussion brought up.
- 15:30 hrs – Meeting is adjourned.