

SQUAW VALLEY MUTUAL WATER COMPANY
Board of Directors Meeting
September 1, 2012
Preliminary Minutes

1. Call to order

President John Coyle called the meeting of the Squaw Valley Mutual Water Company Board of Directors to order at 9:00am on Saturday September 1, 2012 at the Squaw Valley PSD Community Room.

2. Roll call and establish a quorum - Lynn Suter

Directors present: Coyle, Mattheis Suter, Garcia, Bossung, DeMattei, and Guilford

Directors absent: None

A quorum was established.

Staff present were Anne-Marie Giese, John Collins and Steve Brigman. There were 25 members and guests present.

3. Adopt the agenda

Because time is of the essence, an action item will be added to accept the audit.

It was moved by Director Suter and seconded by Director Mattheis to approve the agenda as amended. Motion carried unanimously.

4. Minutes from the 7/21/12 meeting – Lynn Suter

It was moved by Director Mattheis and seconded by Director Garcia to approve the minutes as presented. Motion carried unanimously.

5. President's report – John Coyle, electronic voting

John Coyle reported on the electronic votes taken since the last Board meeting, which were presented in a written report. One item approved was the contract with attorney Tony Rossman of Rossman and Moore LLP. Director Mattheis explained the Mutual's interest in following development plans for the Village at Squaw Valley and the reasons for engaging a land-use attorney to give advice on the issues they may come up. Several Board members met with Mr. Rossman prior to the contract being signed. Director Guilford explained her "no" vote on the proposal, saying she felt it was weak.

6. Report of Operations Manager

John Collins presented the July through August Operations and Maintenance report, which was included in the Board packet. Of note was the compliance testing done, water production on each well, and service calls during the past month, including a power outage in the upper zone of the SCADA system.

7. Report of Office Manager

Anne-Marie presented her written report and financial statements, which were included in the Board packets. The new insurance policy goes into effect September 1, 2012 and Anne-Marie expects the new company will provide better coverage and customer service. The Budget to Actual Report as of July 18, 2012 was reviewed.

AUDIT (agenda addition)

The audit conducted by McClintock Accountancy was presented and specific line items, including the loan payments, were clarified. A recommendation in McClintock's Management Letter had to do with Board review of bank statements.

It was moved by Director Garcia and seconded by Director Guilford to accept the Audit Report and Management Letter. Further, the Treasurer will review the bank reconciliations every 2 months and report back to the Board. Motion carried unanimously.

8. Issues for Members meeting – Meeting Protocol

Director Garcia presented a protocol on how to run the upcoming members meeting. Suggestions for conducting the meeting included how to address public comments and the role of the Chair in controlling the meeting. Specifics were reviewed and revisions to the protocol were suggested, including adding a provision that Board members can ask clarifying questions of a speaker.

It was moved by Director Mattheis and seconded by Director Garcia to adopt the Meeting Protocol as modified. Motion carried unanimously.

Director Coyle reviewed the voting procedures for today. It was agreed that neutral parties will assist Anne-Marie in counting the votes. Director Guilford said there is nothing in the Mutual's Bylaws about tabulating the votes, but Civil Code states the public can attend the count. Discussion followed. It was noted that because the ballots are signed, and therefore not secret, having observers report who voted how could cause rifts. Two disinterested parties will watch the count.

It was moved by Director Suter and seconded by Director Garcia to appoint Anne-Marie Giese, John Collins, and Judy Friedman to tally the votes for the Board of Directors election. Motion carried with Director Guilford voting no.

9. Construction issues

Due to time constraints, this item was tabled.

10. Adjourn

There being no further business to come before the Board, the meeting was adjourned at 10:03 AM to a time immediately following the Annual Members meeting.

Post Annual Members Meeting of New Board

1. Call to Order

John Coyle called the adjourned meeting of the Squaw Valley Mutual Water Company Board of Directors to order at 1:44 PM on Saturday September 1, 2012 at the Squaw Valley PSD Community Room. He welcomed newly elected Board members Hans Burkhardt, Dean Hall, and John Johnson.

2. Roll call and establish a quorum

Directors present: Coyle, Mattheis, DeMattei, Guilford, Burkhardt, Hall, and Johnson

Directors absent: None

A quorum was established.

Staff present were Anne-Marie Giese, John Collins and Steve Brigman.

3. Approval of the agenda

It was moved by Director Mattheis and seconded by Director Guilford to approve the agenda as presented. Motion carried unanimously.

4. Election of Officers: President, Vice President, Treasurer and Secretary

It was moved by Director Burkhardt and seconded by Director Guilford to appoint John Johnson as President of the Board. Motion carried with Director DeMattei voting no.

It was moved by Director Guilford and seconded by Director Johnson to appoint Dean Hall as Vice-President of the Board. Motion carried with Directors Coyle, Mattheis, and DeMattei voting no.

It was moved by Director Hall and seconded by Director Coyle to appoint Gate DeMattei as Treasurer of the Board. Motion carried with Director Guilford voting no.

It was moved by Director Burkhardt and seconded by Director Coyle to appoint Patty Guilford as Secretary of the Board. Motion carried unanimously.

5. Discussion of Members meeting items

Director Coyle noted member Peter Werbel asked for a discussion about California water rights and submitted an email with topics for discussion. This item will be on the next Board meeting agenda.

Director Johnson reminded the Board of a question at the Members meeting about the additional costs for moving 2 laterals on the same property.

6. Construction issues

Steve Brigman reviewed the construction project. Director Hall asked if customer installed connections will be inspected. Steve explained that in general, owners are on their own to have the installations done correctly, but the Mutual is available to assist if necessary.

Steve explained the process for getting bills paid by the USDA loan, noting a new signer on the loan draws needs to be appointed.

It was moved by Director Guilford and seconded by Director Hall to appoint John Johnson as the Mutual Board's construction representative as regards the USDA construction project. Motion carried with abstention from Director Mattheis.

Anne-Marie said new signers need to be appointed for the Plumas Bank account.

It was moved by Director Coyle and seconded by Director Mattheis to appoint John Johnson and Gate DeMattei as signatories on the Plumas Bank account. Motion carried unanimously.
Plumas Bank

7. Setting date of next board meetings

The next meeting will be Sunday September 30, 2012 at 10:00 AM.

8. Adjourn

There being no further business to come before the Board, the meeting was adjourned at 2:30 PM.

Respectfully submitted,

Judy Friedman, Recording Secretary

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