

Cottonwood Mutual Water Company

Board of Directors Meeting Minutes

Wednesday, May 8, 2024; 6:00 PM

Board Members:

Jesse Summers	District 1	2024 – 2025	Mike Johanson - manager
Mark Greenwood	District 2	2024 – 2025	President
Chris Thomsen	District 3	2024 – 2027	
Cynthia Mattson	District 4	2024 – 2027	
Greg Watkins	M-at-L	2024 – 2027	

Board Members Present:

Mark Greenwood (online), Jesse Summers, Chris Thomsen, Cynthia Mattson, Greg Watkins;

Staff: Mike Johanson

Visitors: Amber Rogers (online), Mindy Anderson

1. President
 - a. Call meeting to order: *Mark called meeting to order at 6:35 PM*
 - b. Declare any conflicts of interest: *No conflicts were noted*
2. Approve meeting minutes of April 9, 2024 and annual meeting April 23, 2024
Note was made that the meeting minutes of April 9 should read April 10. Meeting minutes of April 10, 2024 and Annual Meeting minutes of April 23, 2024 were reviewed. Motion made by Mark Greenwood to approve the meeting minutes of April 10 and April 23, 2024; seconded by Greg Watkins; all were in favor.
3. Approve share issuance, cancellations and re-issues – *No action taken*
4. Review Article 4 (Officers) of the bylaws and have discussion of organization of company along with holding officer elections
Reviewed Article 4 of the bylaws pertaining to the officers of the company. Responsibilities of President, Vice-president, Secretary, and Treasurer were reviewed. Motion by Chris Thomsen to appoint Mark Greenwood as president; seconded by Greg Watkins; votes four yea, one vote nay. Motion by Chris Thomsen to appoint Jesse Summers as vice-president; seconded by Mark Greenwood; all were in favor. Motion made by Mark Greenwood to appoint Cynthia Mattson as treasurer; seconded by seconded by Jesse Summers; all were in favor. Chris Thomsen made motion to appoint Amber Rogers as secretary; seconded by Greg Watkins; all were in favor.
5. Basic board member training. Reviewing specifically section 2.5 (Standards of Conduct) & 2.6 (Powers & Duties of Directors) found in the bylaws of the company.
Mike Johanson reviewed the section 2.5 and 2.6 of the company's bylaws pertaining to standards of conduct and the powers and duties of the directors. All board members seemed to understand their fiduciary duties and responsibilities as directors of the company.
6. Review and vote on Rollins Ranch Tank agreement
Reviewed Rollins Ranch tank agreement. Mark Greenwood left to attend to other business. Discussion of the agreement continued and comments were regarding the agreement from Cynthia and Chris. These items were discussed. Mike to contact Rulon regarding what MG Tank feels are

appropriate tank maintenance costs and contact Attorney Matt Johnson regarding the other recommended language changes such as bankruptcy, clarifying any additional source approved by DDW would be created at MG Tank expense, change will-serve turn-a-round from 10 business days to 20 business days, scratching sentence in section 15 (water requirements) starting at "Additionally, CMWC agrees...", review indemnity provision (is it necessary?), 27 (attorney Fees) have provision expressly stating using arbitration rather than court to resolve disputes.

Mark Greenwood returned to the discussion of the tank agreement after about an hour absence.

Board has decided to meet in a work meeting on May 22, 2024 at 6:00 PM to review the incorporated changes. Mike to verify that Matt Johnson can attend and invite Rulon to be present starting at 6:30 PM. Motion made by Mark Greenwood; seconded by Jesse Summers; all were in favor. (note: Cynthia stated she would be unavailable until June 2 but encouraged the board to proceed without her)

7. Parking lot maintenance and repair quote

Mike presented parking lot maintenance quote from Anderson Asphalt to crack seal, do asphalt repair and repaint the parking lot lines. The total cost of the quote \$3,856.68. Motion made by Jesse Summers to approve the parking lot maintenance and repair quote; seconded by Cynthia Mattson; all were in favor.

8. Durst 400K gallon water tank discussion
tabled

9. Development of initiatives for the remainder of 2024. Topics include:

All topics tabled except for item e. regarding the completion of a financial audit. Mike obtained additional quotes for the audit, but since audits were done on the 2021 and 2022 financials it was decided to wait a year before considering another financial audit. Cynthia suggested contacting other CPAs in the company to look to see if audit recommendations have been implemented.

- a. Forming a water district
- b. Drafting, review and approval of a resolution limiting the size of future landscapes.
- c. Recreation opportunities at Silver Leaf
- d. Adjustments to voting guidance in the by-laws and articles
- e. Completion of financial audit in 2024
- f. System specific sizing adjustment and potential benefit of extra right/source/storage on existing connections
- g. Annual agreement reviews and tracking program

Discussion was had on the board meeting schedule. Motion by Mark Greenwood to hold board meetings on the second Wednesday of the month at 6:00 PM; seconded by Jesse Summers; all were in favor.

10. Q & A for Shareholders – *No questions from shareholders*

11. Set date of next working meeting (if needed) – *Set date of work meeting for May 22, 2024 at 6:00 PM*

12. Adjourn – *meeting adjourned 9:15 PM*

Meeting Transcript Link: https://fathom.video/share/GSv1ESYzVyGuEzmw-XjKyQzz56t_KWM4