

Cottonwood Mutual Water Company

Board Meeting Minutes

Wednesday, September 14, 2022; 6:00 PM

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Board Members:

Taylor Nielsen District 1 2019-22 - Absent  
Brent Flamm District 2 2019-22 - Present  
Heidi Dorius District 3 2021-2024 - Present  
District 4 2021-2024  
Alan McKean Member-at-Large 2021-2024 - Present  
Jennifer Jensen Secretary - Present  
Mike Johanson Manager/President - Present

Visitors:

1. President- Mike Johanson
  - a. Call meeting to order 6:04pm Motion by Brent, 2nd Alan, unanimous
  - b. Declare any conflicts of interest - None
  - c. Specify allotted time for each agenda item - 5 to 10 minutes except for audit
  - d. Approve meeting minutes of August 10, 2022 - motion by Alan, 2nd Heidi, Brent abstained
  - e. Approve share cancellations and reissues - Motion Brent, 2nd Alan, unanimous
2. Public Comment please limit comments to three (3) minutes- None
3. 2021 audit presentation by Child Richards - 6:22pm. An Audit was performed by Child Richards CPA & Advisors. Nicole from Child Richards presented the findings. We had what they call a clean audit. The best result you can get. She also provided us with a few recommendations to help improve the internal controls to protect the company as well as the employees from any kind of fraud or false accusations.
4. Unfinished business - 7:20 pm
  - a. Board Member oversight responsibilities - Board decided to address this first thing in our November meeting
    - i. Budget & Finance
    - ii. Employee & Customer Relations
    - iii. Regulation & Compliance
    - iv. Operation policy & procedures
    - v. Planning & Development
  - b. Amending of Bylaws and Articles of Incorporation - 7:36 pm - Board Members decided to leave things as they are.
    - i. Bylaw
      1. Election of Directors (section 2.1)
    - ii. Articles of Incorporation
      1. Voting Rights (Article VII)
      2. Board of Directors (Article IX)
      3. Member Meetings (Article XII)

- c. Approving member meeting notice and the solicitation of board of director nominees 7:36 pm - Motion by Alan, 2nd by Brent, Unanimous
  - d. Approving the May 2002 meeting minutes motion by Alan, 2nd by Heidi, unanimous
  - e. Creation/implementation of a policy and procedure manual - Not discussed
  - f. Culinary / secondary company relationship; discussion decision regarding management services. - Not discussed
5. Discussion / Decision regarding signing the PFAS/PFOA Cost Recovery Retainer - 8:00 pm -Motion by Alan, 2nd by Brent, Unanimous
  6. Elementary School reserved for Thursday, October 20, 2022; venue rented from 6:00 PM to 9:00 PM for a planned meeting duration of two hours. 6:00 to 6:30 PM set up; 8:30 to 9:00 PM clean up; actual meeting from 6:30 PM to 8:30 PM - Motion by Heidi, 2nd Alan, Unanimous
  7. Work meeting to discuss reservoir purchase / ownership transfer - tabled
  8. Board member questions & answers - None
  9. Adjourn - 8:20 pm Motion by Heidi, 2nd Alan, unanimous

*See January 11, 2023 meeting minutes for conditional approval of the September 14, 2022 board meeting minutes*