

**MINUTES OF MEETING OF THE BOARD OF DIRECTORS
OF THE WOOD RIVER VALLEY IRRIGATION DISTRICT #45
September 8, 2015**

Definitions of abbreviations: Irrigation District 45 (D45), D45 Board of Directors (BOD), Triangle Irrigation District (TID) and Board of Control (BOC).

1. **CALL TO ORDER:** By director Jim Super at approximately 6:30 PM, September 8, 2015, at 24 Gannett Road, Bellevue, ID
2. **ROLL CALL:** Directors Jim Super and Jolyon H. Sawrey were present.
3. **READING AND CORRECTION OF THE MINUTES FOR APPROVAL:** Minutes for August 11, 2015 were unanimously approved with corrections.
4. **PUBLIC COMMENT TIME:**
 - a. **Jim White:** Does the TID have a Web Site. The answer was NO.
 - b. **Greg Bloomfield:** Mr. Bloomfield encouraged the directors to appoint Jim White as interim director for Division 1. He was pleased when he read the findings of the Norm Semenko letter.
 - c. **Jim White:** Mr. White volunteered to serve on the Board of Directors for D45. He would make sure all decisions were made in favor of the members of D45.
 - d. **Judy Cash:** Email: Division 1 needs a full board of directors for planning and supports Jim White.
5. **OLD BUSINESS:**

Jim Super:

 - a. **Consideration of appointment of Division 1 Board Member:** Mr. Super mentioned that at last meeting he was not ready to appoint someone. Since then, one volunteer withdrew and one was not qualified leaving Jim White as the only volunteer. Mr. Super made a motion to appointment Jim White as the interim Director for Division 1, with his main task of coordinating the upcoming election in November. Director Sawrey voted "no", and motion died.

Jolyon Sawrey:

 - b. **Cade Wages/Raise:** This item did not come up at the last BOC meeting. He will send a letter to BOC explaining why we won't pay the increase.
 - c. **Water transfer – update from IDWR of whom sheppard's issues:** Individual districts, then BOC, if not solved, it becomes a civil issue. Mr. Super asked: Once the water is in the bank, who monitors? The answer was: Cade, the water master.
 - d. **Galena Ground Water District – Is D45 within?:** Looking at the map, D45 is a member by default.
 - e. **Storage of files at Mobile Fidelity Storage Locker:** Can share space with Mr. Sawrey's locker for \$25. As far as meeting places: Can use Mr. Sawrey's garage for \$100/ month Mr. Super asked about voting place and that there may be a conflict

with the “100 yard” rule. Mrs. Super recommended that we stay at 24 Gannett Road until we are kicked out, and leave files where they are - approved by discussion/motion

6. REPORTS:

D-45 Designated Representatives to the Board of Control Status Report:

- a. **Jan Super** – She did not attend the meeting.
- b. **Jolyon Sawrey:**
 1. Mr. Sawrey felt this was a significant meeting.
 2. TID liked the Norm Semenko letter relative to budgeting/ being subject to the respective districts.
 3. BOC passed a motion to create their own “stand alone” entity starting in 2016. The BOC will pay bills, and Cade will be their water master, have their own bookkeeper, etc.
 4. Re: Wages and maintenance fees paid by us to them in lump sum fee: BOC passed motion for us to pay as we receive funds.
 5. Mr. Sawrey presented his draft Joint Works Projects document. He still needs help with value assessment. Mrs. Super remarked that the map was wrong. There were other comments about making correction, etc. Since this is a draft, Mr. Sawrey would like input and has scheduled a workshop at the BOC to address all issues on September 28, 5:30 PM at the BOC meeting place, 227 Baseline Road, to refine the draft document for 2016-2019.
 6. Cade’s truck died. He will need another permanent vehicle. Budget of \$12,000 motioned/ approved to include in the BOC 2016 budget

Secretary’s Report:

Mr. Spinelli mentioned that the website domain and wordpress have been renewed for the next 3 years. He also stated that we have our annual insurance bill that only went up a few dollars, and that we received a check for \$500 from ICRMP due to overpayment from last year.

Treasurer’s Report:

- a. **TID QB Info:** Mrs. Spinelli furnished TID with check register, P&L, bank statements. Any other information that they request will be charged at our costs.
- b. **Stacey Brew request for back payment:** Former treasurer claims she was not paid for November 2015. She was assisting Linda gates, new bookkeeper in her transition. Jim White needed help from Stacey as well. It was not paid (Verified by Jim White former secretary/treasurer), \$220. Motion was passed to pay Stacey her back wages for \$220.

PUBLIC REQUESTED ADDITIONAL COMMENTS:

Greg Bloomfield: Mr. Bloomfield asked the BOD “What will it take to get Mr. White appointed as interim director?” Director Sawrey answered that he didn’t feel that appointing Mr. White was in the best interest of D45. Mr. Sawrey also stated that he didn’t know that

Director Super had changed his mind prior to the meeting, leaving him with no time to reconsider. Given some time, Mr. Sawrey will reconsider.

Director Super: Mr. White has great credentials, background, and the BOD needs help with budgeting. There would be no learning curve with Mr. White. The BOD needs 3 member decision making abilities.

Mr. Bloomfield: A director on the BOD should not have sole power to disapprove an appointment. The BOD is putting off the inevitable. No one else is volunteering except for Mr. White.

Director Sawrey: He feels he is doing what is right for D45.

Director Super: He is not feeling well. Would like to adjourn the meeting unfinished, and asked Director Sawrey to reconsider his decision to appoint Mr. White, over the next 2 days. Mr. Sawrey agreed. Meeting was adjourned at 8:15 PM, to be reconvened, to complete the agenda on Thursday, September 10 @ 5:30 PM.

MEETING WAS RECONVENED: Director Super reconvened the meeting at 5:33 PM, September 10, 2015; a quorum was established with the presence of Director Sawrey.

Mr. Super: The primary reason besides the agenda is to appoint another Director.

Mr. Sawrey:

1. Secretary Jim Spinelli please take detailed notes and include in the minutes relative to this significant topic that I am about to address. I will provide you this outline for record.
2. I was not aware of the agenda topic for this meeting meant a change of opinion relative to a nomination request of my other Director. His change of opinion caught me off guard to be put me on the spot. I did not support the nomination topic at that time as I had not completed my personal due diligence to evaluate the sole candidate; as I/we were going to leave it up to the public election in November.
3. Jim Super do you still wish to stay with your suggested nomination or reverse your position?
4. I want to state the following for the record in reference to what will be my reasoning for my decision in this nomination scenario.
 - a. I have contacted Legal counsel to confirm My role is for the
 - i. BEST INTEREST OF THE DISTRICT AS WHOLE as the PRIMARY FUNCTION
 - ii. I AM NOT OBLIGATED TO APPOINT AN INDIVIDUAL IF I DO NOT BASED ON MY OPINION SUPPORT THE INDIVIDUAL FOR THE ROLE OF DIRECTOR AS TO WORKING IN THE BEST INTEREST OF THE DISTRICT
 - iii. The district SECONDARILY however per statue should operate as a "WHOLE" which means in our case (3) DIRECTORS
5. I find and believe in Director SUPER as for working in the BEST INTEREST OF THE DISTRICT AS A WHOLE. Therefore relative to upcoming tasks, in particular the budget and any other business of the next (3.5) months that Jim Super and I will mutually and successfully be capable to perform in the BEST INTEREST OF THE DISTRICT on any and all matters regardless of an additional director.

6. Regarding DEMOCRATIC process and having representation; I find it unfortunate that Division 1 has not had representation of more interested/qualified appointee options. I realize that as directors this is an area, though not required, we may elect to address this topic but again are not required to do so.
7. I want to believe in the better good of people and the significance of upholding oaths. Regardless of personal conflicting opinions and past historical issues etc. that I find this individual has; I hope that Jim if he ever becomes a director that he will curtail some of his tendencies to fulfill the role as it requires the having nonbiased, accountable participation.
8. I have enquired from legal counsel whether an appointee may have his/her appointment reversed if the appointing directors find that that person is not working in the BEST INTEREST OF THE DISTRICT. I do not have an answer at this time.
9. I much prefer letting the public vote in November for whomever they feel is best for this directorship seat.
10. In conclusion, I am uncomfortable appointing Jim White. My support of an appointment is NOT based on feeling that he is the best person for this directorship; I **DO** find however that I will support the democratic opportunity that division 1 constituents deserve relative to this appointment matter. My appointment support is solely based on that reason.

MEETING IS RE-OPENED FOR PUBLIC COMMENT:

1. **Mr. White:** He is troubled by the ongoing perception of commitment and motives. He has taken an oath to uphold the US Constitution and the State of Idaho and will continue to do so. As a director, he will see things differently, but will be reasoned and patient, and will not hesitate to represent the best interest of D45, in front of TID and the BOC.
2. **Mrs. Spinelli:** She would like to see these meetings follow the Golden Rule when dealing with all the participants: Treat each other with respect like you would like to be treated.
3. **Judy Grigsby:** She sees a lot of ego's getting in the way of effective communication, causing many misunderstandings.
4. **Jim Spinelli:** He is very disappointed with the decorum, dissention, and lack of professionalism at past public meetings in D45. He will try to help keep "law and order" at the meetings in the future, and keep the meeting on task.

PUBLIC COMMENT CLOSED:

Mr. Super to Mr. Sawrey: May I have a motion to appoint Mr. White as the interim director for the remainder of the year representing Division 1? Mr. Sawrey made the motion, seconded by Mr. Super, and unanimously passed. Mr. White was immediately given the oath of office and joined the other 2 directors for the rest of the agenda.

7. NEW BUSINESS:

Mr. Super:

- a. **Liner Project:** Mr. Sawrey is working on this, and Mr. Super has provided some cost estimates.

- b. **2016 Budget:** Mr. Super provided a Draft-Version 1 of a budget. This was reviewed by the 3 directors with various comments and suggestions. Mr. Sawrey's main concerns were the estimated legal fees and rent for office space. Mr. White provided a detailed list of items to be considered:

Label as "Draft Budget"

Need to publish draft on Website

Last section of our budget is a "guess" on BOC budget

We may need our own Water Master for D45

May need a Line Item for cost of consultant for D45 role in surface water

Invite Dave Tuttle to D45 BOD meeting re: his approach for D45 re: surface water.

Other Comments:

Mr. Sawrey: He is in discussion with BOC and their budgeting considering joint projects, our infrastructure, and our specific overhead.

Mrs. Spinelli: Be careful and reasonable with the budget increases. We lost 20% of our revenue with the partition. New projects would also increase the assessments.

Mr. White: Have Mrs. Spinelli get more involved with the budgeting and look into the assessment book.

- c. **Notice of election for Board of Directors for Division 1 and 3:** Done. Petition for election were handed out to Mr. White and Sawrey for election purposes. Mr. and Mrs. Spinelli will be out of the area during the deadline period of September to receive the petitions and take them the Blaine County Court house for verification. Mr. White recommended that an Assistant Secretary for the sole purpose to do this task be appointed. Judy Grigsby volunteered; motion was made and unanimously passed.
- d. **Norm Semenko's Opinion of "subject to" language:** The BOC is dependent on TID and D45 to fund the budget. TID and D45 have to agree and approve any requests from the BOC for budget items. Jim Super is having our attorney review Mr. Semenko's opinion.
- e. **Special 2016 Public Budget Workshops Scheduled:** There will be one on Thursday, September 17, 6:30 PM and one on Thursday September 24, 6:30 PM, at 10751, at Mr. Super's House.
8. **SETTING DATE FOR NEXT MEETING:** October 13th, 6:30 p.m. at the office at 24 Gannett Road.
9. **EXECUTIVE SESSION:** No need for session at this meeting.
10. **ADJOURNMENT:** At approximately 7:23 PM, this date.

On a motion by Mr. Super, seconded by Mr. Sawrey and unanimously approved on 10/13/15.


Director Super:


Director Sawrey:

Director White:

NOT PRESENT.