

**MINUTES OF MEETING OF THE BOARD OF DIRECTORS
OF THE WOOD RIVER VALLEY IRRIGATION DISTRICT #45
JULY 14TH, 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 5:30 PM, July 14, 2015, at the office of the district located at Unit 413, 1411 S. Main Street, Bellevue, ID 83313.
2. **ROLL CALL:** Directors Jim Super and Jolyon H. Sawrey were present.
3. **READING AND CORRECTION OF THE MINUTES FOR APPROVAL:** Minutes for July 14, 2015 were unanimously approved.
4. **PUBLIC COMMENT TIME:** No comments offered.

5. OLD BUSINESS:

Jim Super:

- a. None

Jolyon Sawrey:

- b. Created a document of notification of water annual start delivery date(s), explanation of when/why turn off times/dates/reasons. Included in this document late fees/collections/liens are explained. This is a "work in progress" to be finished by next meeting.
- c. Bellevue Farms north head gate repair: It is joint works. We need to determine who owns the resources. We need to establish a procedure for sharing in these types of repairs/cost. Need to confer with the BOC. Hold payment of bill.
- d. John Stevenson's diversion: Mr. Sawrey will meet with Mr. Stevenson to get more information.
- e. Joint funds/assets allocation – Deferred to Executive Session.
- f. Recharge pits, ground water status – waiting until September.

6. REPORTS:

- a. **Jolyon H. Sawrey and Jan Super, D-45 Representatives to the BOC meetings:**

- 1 - There will be a special meeting of the BOC tomorrow. Norm Semenco will give a legal opinion on the statute that refers to "subject to".
- 2 - BOC wants to give Cade a pay raise. BOC has to have TID/45 approval. There is no money in budget this year for such.
- 3 - There needs to be water management methodology in place.
- 4 - There are communication issues with the BOC.
- 5 - Verify phone service/usage/charges for Cade

- b. **Secretary/Jim Spinelli:** Working on website, storage for boxes, future meeting place and new computer SOP

- c. **Treasurer/Shirley Spinelli:** Computer purchased for \$600, and being set up with software, etc. Other treasurer issues will be deferred to Executive Session.

7. NEW BUSINESS:

Mr. Super:

- a. Joint funds/assets allocation with TID due to partition: Defer to Executive Session.
b. Michael Harris Revocable Trust – Application to Lease 37-114C and 37-7609:
Application may have been pulled. Need to confirm with IDWR.

Mr. Sawrey:

- c. Discuss plan for replacement of 3rd director for D45 and implement a schedule. Jim White volunteered. Mr. Sawrey to meet with him.

8. SETTING DATE FOR NEXT MEETING: 2nd Tuesday, August 11, 2015, 5:30 PM,
CHANGE OF MEETING PLACE!!!! @Judy Grigsby's Bunkhouse, 10785 H75.

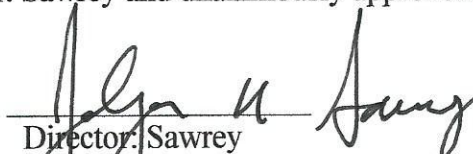
9. EXECUTIVE SESSION: Convened by Mr. Super at 6:56 PM, per Idaho Code Section 67-2345, Section (1) (c) (d) and (f). Session adjourned at 8:04PM.

10. Public meeting was re-opened. Per Mr. Super, final copy of "split assets" spreadsheet will be sent to Andy for preparation of legal cover letter to the TID.

11. ADJOURNMENT: At approximately 8:15PM.

On a motion by Mr. Super, seconded by Mr. Sawrey and unanimously approved on 11th


Director: Super:


Director: Sawrey

MOFFATT THOMAS

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Christine E. Nicholas
Bradley J. Williams
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Cynthia A. Melillo
Jon A. Stenquist
C. Edward Cather III
Mark C. Peterson
Tyler J. Anderson
David K. Penrod
Blake G. Swenson

Benjamin C. Ritchie
Matthew J. McGee
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July 10, 2015
via E-mail

Jolyon Sawrey
Director
Wood River Valley Irrigation District 45
P. O. Box 2223
Hailey, ID 83333

Re: Conflict Waiver
MTBR&F File No. 20000.0224

Dear Mr. Sawrey:

The Board of Control ("Board") has authorized me to disclose to the Wood River Valley Irrigation District 45 ("WRVID") that the Board has asked me and my firm to represent it in connection with operational issues that I believe will be similar or substantially related to the matters on which my firm has represented the WRVID in the past.

The Idaho Rules of Professional Conduct, which apply to all Idaho lawyers, do not allow me or the firm to represent the Board in matters where the Board could be adverse to a former client of the firm, such as WRVID, without the informed consent of both entities. This means that I must discuss the material risks of, and reasonably available alternatives to, the proposed representation with both parties and that I cannot proceed to represent the Board unless both the Board and WRVID agree to allow me to do so.

In any former client conflict situation, the former client is typically concerned about whether there is a material risk that information relating to the prior representation might be used to the disadvantage of the former client or that the work that the lawyer proposes to do adversely to that former client will unfairly or inappropriately undercut the work that the lawyer or his firm previously did for the former client.

In the present context, I believe that these risks are minimal. I have never personally provided any legal services to the WRVID. As you know, Andy Waldera, who currently represents the WRVID, left this law firm on February 13, 2015. None of the firm's other attorneys who provided legal services to the WRVID, *i.e.*, Scott L. Campbell and Matthew J. McGee, will be involved in the representation of the Board. The firm will institute an "ethical screen," so that I

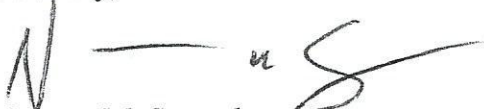
and other firm personnel providing legal services to the Board will not have access to confidential information that the firm learned from the WRVID in the course of representing the WRVID. Nevertheless, these are issues that the WRVID should consider for itself.

This is an important decision, and I recommend that WRVID consider consulting independent counsel to assist it in deciding whether to consent. There is no requirement that it do so, and whether the WRVID consults such counsel is the WRVID's decision.

Please review this matter carefully and determine whether the WRVID is willing to consent to my representation of the Board notwithstanding my firm's prior representation of the WRVID. If the WRVID has any questions or there is additional information that I can provide, please let me know.

If the WRVID is willing to consent to my firm's representation of the Board, please countersign and date a copy of this letter and return it to me.

Sincerely,


Norman M. Semanko

NMS/GTH/cih

cc: Andrew J. Waldera

The Wood River Valley Irrigation District 45 understands the risks described above and consents to the terms of representation set forth above.

Wood River Valley Irrigation District 45

By _____

Title _____

Date _____