

**ICR Water Users Association**  
**Board Meeting Minutes**  
**Special Meeting**

**DRAFT**

Held at Talking Rock Ranch House

**February 2, 2009**

Those Present:

Board Members

Hugh Pryor, President  
Bill Meyer, Secretary/Treas  
Jimmy Stoner  
Shirley Lilien

Contract Staff

Bob Busch, Manager

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**1. Call to Order** – The meeting of ICRWUA was called to order at 9:00 AM by Hugh Pryor

**2. Questions from Members**

First item for discussion was how to handle emails to board members both direct and from the website. There was general agreement that a written policy needs to be developed on handling these questions and if or how a response is made. In addition, there was a discussion of how to handle questions raised at board meetings.

In the course of the discussion, it was noted that some of the board members did not have a copy of the current ICRWUA Policy Book, primarily ACC policies the company must comply with. We will add a section containing Board Policies.

*Action Item: Bob will email the latest version of the Policy Book to all board members.*

It was agreed that the Policy Committee, headed by Hal Lobaugh, with Bill Meyer, and Jimmy Stoner assisting, (along with any other volunteers the group feels appropriate) would present a proposed policy to the board.

**3. Conduct of Board Meetings**

The board then discussed how it should conduct board meetings. Some discussion took place concerning the board policy of conducting open meetings, vs the Open Meeting Law. While the Company is not required to comply with any or all of the requirements of the Open Meeting Law(s), it is the board's intention to continue to conduct meetings with members present and to make as much information as possible available to members, via mailings, newsletters, website and public discussion. It was agreed that all reports should be available to the board ahead of the meeting to give them time to be considered, and as much as possible, they should also be posted on the website in advance of board meetings. The board also requested the MDI be present and report to the board monthly on financial and accounting matters. The group then discussed how to avoid distractions from guests during the meeting. It was pointed out that the President conducts and controls the meeting. The President, at his/her discretion, may choose not to recognize guests requests to speak during the meeting. The president of the board is in charge at all times and may or may not allow comments from the floor. The board agreed to conduct meetings following the Arizona Open Meeting Laws and Robert's Rules of Order.

**4. Newsletter**

The next item discussed was the ICRWUA Newsletter. It was agreed that the newsletter should be prepared quarterly, with contributing articles from board members. The draft newsletter should be reviewed by board members prior to publication.

*Action Item: Bob will forward to the board, a schedule for issuance of the next newsletter with dates articles are due, so that board members may contribute.*

### **5. Reporting**

It was agreed that the Board Meeting Agenda would include reports from the 2009 Plan Committees. Committees would report progress in monthly board meetings.

A timeframe for distribution of draft minutes was also considered. It was agreed that draft minutes would be sent to board members within 10 days following the board meeting, and that board comments on the draft would be returned within 4 days following receipt of the draft. The draft minutes would then be posted on the website.

Effort will be made to publish on the website, in advance, all written reports/materials to be presented or discussed at the board meetings.

### **5. Annual Meeting**

A discussion of where and when to hold the annual meeting took place. Some board members stated that the meeting should take place sooner than April as voted in the last board meeting. After a discussion of alternate times and locations, it was agreed to hold the meeting at the Williamson Valley Fire Station on Outer Loop Road. (An exact date will be set during the February Board Meeting). After some discussion about responsibility for organizing the meeting, it was agreed that Bob would organize the meeting, since he is already involved in preparing much of the material discussed and handling other details.

### **6. Board-Contractor relationships**

Relationship of the board to Manager, System Operator and Business Office were discussed. It was reaffirmed that the board would continue to look to the Manager to provide direction and interface with the System Operator and Business Office. The board needs to provide support to the Operator in reinforcing his control over the physical plant. The System Operator is responsible and accountable for the water system, and he should be entirely and solely in control of all aspects of the system. No other persons, including members or developers should have access to system facilities without the operator's knowledge. No work anywhere on the system should be done without the System Operators full consent and coordination.

### **7. 2009 Action Plan**

Members discussed the 2009 Action Plan, noting that a board member would act as chair person for each committee, and intend on having equal representation from each system. As needed, additional members from east and west side of Williamson Valley Road would be encouraged, intending to have equal representation from both systems. Each committee is to refine its own charter and report findings & recommendations to the board.

Legal costs will not be incurred without board approval.

#### **Committee:**

Asset Transfer:  
Bylaws:  
Architectural Review Committee  
Aqua Meadows Agreement  
Snell & Wilmer Billing  
Parcels at ICR Entrance  
Working Relationships

#### **Lead:**

Hugh Pryor  
Shirley Lilien  
Shirley Lilien  
Shirley Lilien  
Hugh Pryor  
Shirley Lilien  
Hugh Pryor

Infrastructure Acceptance	Hugh Pryor
Operating Issues (well field)	Bill Meyer
Policies	Hal Lobaugh
New Pump Station Acceptance	Hugh Pryor
WSA Implementation Issues	Jimmy Stoner
WVFD agreement	Jimmy Stoner
Aqua Meadows, ICR well site	Hugh Pryor

Meeting was adjourned at 1:30pm.