

OVERLAND DITCH AND RESERVOIR CO.

Board of Directors Meeting
April 9, 2009

CALL TO ORDER

Meeting was called to order at 4:02 by Vice President Phil Ceriani. In attendance were directors Phil Ceriani, Bryan Klaseen, Naomi Kasper and Dave Kuntz. Tom Howe was absent. Operations Manager Bob Church, Secretary/Treasurer Pam Klaseen, Water Commissioner Paul Schmucker and shareholders, Ray Marvel, Mary Helen Church, Mark Welsh, Dave Whittlesey and Annie Sievers were also present.

PRESENTATION OF AGENDA

Dave Kuntz asked that a letter to Steve Tuck regarding the conditional decree be added. Other additions were letters to corporate stockholders, issue of deceased stockholders, job descriptions and the Forest Service ATV travel plan. Paul Schmucker was also added to the agenda.

MINUTES OF PREVIOUS MEETING

After a short discussion, there were no changes and Phil declared that the minutes stood approved as e-mailed.

TREASURER'S REPORT

Pam handed out March check detail and P&L, and year-to-date P&L. Dave made the motion to approve the financial statements, seconded by Bryan. Motion passed with all in favor. There was a discussion about a call. Dave made the motion to call \$7.53 (\$4.00 O&M and \$3.53 loan payment) due May 30th, seconded by Bryan, motion passed with all in favor. Bills to be paid were reviewed, it was determined that money would have to be moved from the savings account to cover this months expenses. Bryan made the motion to pay the bills presented, seconded by Naomi. Motion passed with all in favor. Money will be returned to the savings account as soon as possible.

DITCH REPORT

Paul reviewed the procedure for running water in Cow Creek. He also said that the 8' Oak Mesa flume has questionable readings. He thought the work done last fall helped but advised that we might want to weld the metal wing walls back in place.

Dave made the motion that the board send a letter to Steve Tuck asking him to store the decrees in order of priority. Bryan said that Steve had suggested to him that Aaron Clay be consulted on such a letter; therefore he seconded the motion with the additional wording that Aaron Clay review the letter. Motion passed with all in favor.

Bob said that he was working on keeping the stock water flowing, it was plugging up. The ditch was cleaned by March 27. He said last year they had started plowing the snow on May 12th, he thought this could be moved up this year and asked if the board wanted him to contact Rundle, this request was approved. Last year water was turned in on April 23rd, this year he will turn in as soon as the weather permits. He also said that the skidder needs a filter, which he has and will install.

GRANTS

None

OLD BUSINESS

The dam emergency plan is still waiting for information from Bruce.

The Forest Service said that we are at the top of their list for permitting. There is no assurance that the issues with the EPA have been resolved. Bob said that he had taken the annual ditch management plan for rehabilitation and maintenance to the Forest Service. Finishing a short section of road on the ditch bank between the 4 and 5 mile markers was added, starting with a 4-wheeler trail and improve over 3-4 years. It will be worked on during the snow moving.

LETTERS TO CORPORATE SHAREHOLDERS

The letters have not gone out yet. Annie said she thought the letter should be written by a lawyer.

DECEASED SHAREHOLDERS

Mark Welsh said that he had spoken with Aaron Clay and the information he said Aaron told him conflicted with what Tom had presented from Aaron at the last meeting. The board would like Aaron to attend the next meeting or at least write a letter outlining any steps that can be taken to clear up this matter.

NEW BUSINESS

There was some discussion about the Forest Service Plan. Annie said she thought Aaron should write the letter outlining our position on the plan.

There was discussion about the use of e-mail as a way of communicating between the directors. Annie said that e-mails should be posted on the website. Phil said that e-mails are part of the decision making process and that important decisions are on the website.

SHAREHOLDERS CONCERNS

Annie expressed concern about the letter to Steve Tuck and the possibility that we might have to give up (some of) the 1954 decree in exchange for making the conditional decree absolute. Phil stressed the importance of the conditional decree being a pre-compact decree.

Dave Whittlesey questioned the use of e-mail to hire Bob Church as operations manager. Dave Kuntz said that there should be minutes for these decisions.

Annie asked about job descriptions for the operations manager and ditch rider and who listens to whom.

BOARD CONCERNS

None

Meeting was adjourned.

Pamela Klaseen, Secretary