

**OVERLAND DITCH AND RESERVOIR COMPANY
ANNUAL SHAREHOLDERS MEETING
February 13, 2017**

CALL TO ORDER

President, Dave Kuntz called the meeting to order at 7:08

In attendance were:

Directors: Bryan Klaseen, Jerry Adams and Wyatt Wilson.

Secretary/Treasurer; Deb Christner

CALL OF THE MEETING

Deb Christner read the Call of the Meeting

HANDOUTS

The following were handouts at the meeting: Agenda, 2016 Annual Meeting Minutes, 2016 Budget vs. Actual, 2017 Proposed Budget, 12/31/2016, Balance Sheet, Memorandum of Understanding between Overland and Redlands Mesa Water Users, Diversion Box repair and Proposed By-Law Amendments.

QUORUM

The Credentials Committee, of Nomi Gray and Doug Christner confirmed a quorum of 6,282 consisting of 3,448 shares present and 2,834 represented by proxy.
A quorum was declared.

MINUTES

MOVED BY: Tom Howe to approve the February 9, 2016 minutes.

SECONDED BY: Ray Penland

MOTION CARRIED with no opposing votes.

2016 FINANCIALS

The 2016 financials were presented: This year instead of hiring out ditch repairs, the company leased a machine and ditch manager, Robert Stephenson did the repairs. This saved the company money. That is why there is a category Wages-Operator that was not budgeted for. Ditch Repairs had very little in it so over all we were not over budget.

2017 BUDGET

The 2017 budget was presented, there were no significant changes from 2016.

There was discussion about the erosion below the spillway that occurred in 2011 after a heavy water year. The Forest Service was not pleased about this erosion. Bruce Marvin put together costs in 2012 to modify an old diversion structure that will reduce the erosion. This work cannot be done until Fall so the spill this year will be managed by using the dam outlet early.

Reg Cridler asked the Overland board to get the Dam Inspector, Jason Ward's opinion, it was noted the erosion is not on the dam, it is apx ½ mile from the Reservoir.

Lawrence Mackendrick stated the spill was operated in this manner in 1987 while the Reservoir was being rehabilitated.

The board will also look into grants.

MOVED BY: Reg Cridler to adopt the 2017 Budget, setting the call at \$15.00 for operations and \$5.00 for the Diversion repair, for a total of \$20.00, to be called as needed.

SECONDED BY: Tom Howe

MOTION CARRIED with no opposing votes.

OPERATIONS/PRESIDENT'S REPORT

2016 was a challenging water year, there were multiple ditch blow outs and slides. A couple of times the ditch was completely blocked. Robert Stephenson, ditch manager went down the entire ditch making repairs. The ditch was actually shut down for a while without interrupting water to the Mesa as water was diverted to Leroux Creek and brought to the Mesa. We ended up having a good water year.

There was a late water run due to a couple of occurrences, The North Fork call went off, thus Overland's decree kicks in and it rained. It was asked that when this occurs again to communicate better with the members. This will be done through the Website and Facebook page.

Dave Kuntz has reviewed the Water Delivery Fee in depth and asked if any one has any suggestions on how this can be simplified. Dave asked if setting the boxes 2 times a week is the best way to operate. It was noted that this is the way Leroux Creek Water Users, who we work with, operates, as does Redlands Mesa Water Users. The system and boxes need to be monitored twice a week.

Nomi Gray, stated on Annie Sievers behalf that Annie said she had issues with boxes not being set correctly in the late summer at the Lawhead/Cedar Gulch split, she asked the parshells be read regularly.

OLD BUSINESS

Reg Cridler along with Deb & Doug Christner looked through the storage unit, and Reg located several documents that helped explain what had happened in the past and the ownership of ditches located on Redlands Mesa.

Reg Cridler reviewed over 40 years of documents that he got from the storage unit.

3-14-1951-Meeting Minutes-Addendum-

Key language, to address who owned the ditches on Redlands Mesa.

"In the matter of distribution of water below the incorporation of this company, the Board of Directors of the Overland Ditch and Reservoir Company does hereby recommend to the stockholders using water below the corporation that they incorporate the two laterals, namely the Cedar Gulch and the Lawhead laterals."

1-29-1959 RMWU Annual Meeting Minutes-Addendum

“Resolved That the Redlands Mesa Water Users, Inc. go on the record favoring the use of the Overland Canal by the stockholders of the company, from its diversion at Leroux Creek to its termination on Redlands Mesa.”

Boxes were set before Redlands Water Users was formed.

Shows RMWU performing work charged to Overland previously.

There was discussion regarding the operation of The Roatcap headgate. Early in the year the gate is operated by the Water Commissioners, later in the year Overland’s Ditch manager takes over operating the Roatcap headgate. Steve Wolcott said it is often clogged up. It was noted that users should also participate in cleaning out the trash that collects in the headgate.

NEW BUSINESS None

It was noted that in the Spring when water starts running any boxes that are closed will not be opened as the Box Setters do not know why the box is closed and don’t want to cause harm.

It was requested that the box cards be checked, only open box to the amount noted and please check all the other information.

The water season starts April 1st this will be noted on the Overland website and Facebook page.

The By-Law Amendment presented was discussed,

MOVED BY: Reg Cridler to change the Annual meeting date to the last Monday in January.

SECONDED BY: Deb Christner

The motion did not carry as only 2 voted in favor of the change.

MOVED BY: Nomi Gray to leave the Annual Meeting date the second Monday in February.

SECONDED BY: Dave Whittlesey

MOTION CARRIED with no opposing votes.

MOVED BY: Steve Wolcott to amend Article 4, Section 5 as follows,

Red denotes changes:

Following the ~~Annual board election~~, **Annual Stockholders Meeting**, the newly seated board will meet and select a monthly meeting date to be held sometime during the second or third week of each month. This monthly meeting day will remain in place until the next ~~annual election~~.

Annual Stockholders Meeting Shareholders will be notified (company website posting) of the time and date of ~~such~~ **all board** meetings. All such meetings shall be held at the office of the Company or other suitable public place, and notice of **no less than** one day to the members of the Board of Director shall be given of all special meetings.

The meeting of the board of Directors shall be held monthly, unless the board determines there is no business to be conducted at such meeting, or if a Stockholder has advised the board, at least one week prior, that they have business to come before the board, then the meeting shall occur.

SECONDED BY: Dave Whittlesey

MOTION CARRIED with no opposing votes.

SHAREHOLDERS CONCERN-None

ELECTION OF BOARD MEMBERS

The seats held by Dave Kuntz, Bryan Klaseen and Wyatt Wilson are up for election.

MOVED BY: Dave Whittlesey to have Dave Kuntz, Bryan Klaseen and Wyatt Wilson continue for another term.

MOVED BY: Tom Howe to nominate Michael LaBruno.
SECONDED BY: Larry Jones.

MOVED BY: Lawrence Mackendrick to nominate Bryan Klaseen
SECONDED BY: Reg Cridler

MOVED BY: Reg Cridler to nominate Wyatt Wilson
SECONDED BY: Tom Howe

MOVED BY: Dave Whittlesey to nominate Dave Kuntz.
SECONDED BY: Reg Cridler.

Dave Kuntz asked three times for more nominations

Each candidate spoke briefly about who they are and why they should be on the Overland board.

A cumulative vote was held, the results were:

David Kuntz	7,258
Bryan Klaseen	6,386
Wyatt Wilson	4,599
Michael LaBruno	372

David Kuntz, Bryan Klaseen and Wyatt Wilson were elected.

Meeting was adjourned at 9:02

Debbie Christner, Secretary