

**REDLANDS MESA WATER USERS, INC.
SPECIAL SHAREHOLDERS MEETING
NOVEMBER 29, 2023**

CALL TO ORDER

The Annual Meeting of the Redlands Mesa Water Users, Inc. was called to order at 6:12 p.m. by President Tom Meyers.

CALL OF THE MEETING

Secretary, Deb Christner read the call of the meeting.

INTRODUCTIONS

Everyone introduced themselves;
Tom Meyers, President,
Board Members, Kay Adams, Lance Rundle, David Whittlesey and Bryan Klaseen
Secretary, Deb Christner

MEETING PURPOSE

The purpose of the Special meeting is to discuss and approve the Reinstated Articles of Incorporation and Reinstated Bylaws.

Bindi Pennetta, a lawyer, created the initial reinstated documents, which were presented at the January, 2023 Annual meeting. Shareholders expressed some issues at the Annual meeting with the documents, thus a shareholder's committee was formed to review the documents. The committee members were Reg Cridler, Karen Marty, Nomi Gray, Lawrence Mackendrick and Deb Christner. The Reinstated Articles of Incorporation and Reinstated Bylaws that are presented tonight are the product of the committee.

QUORUM

The credentials committee of Michelle Meyers and Sue Whittlesey reported that 20 shareholders were present and 24 were represented by proxy, for a total of 44.
42 is needed for a quorum.

REINSTATED ARTICLES OF INCORPORATION

MOVED BY: Reg Cridler to eliminate the Preamble

SECONDED BY: none

MOTION FAILED

MOVED BY: Lawrence Mackendrick under Article III to add the language upstream of any shareholders diversions

SECONDED BY: Sue Whittlesey

Discussion was held

Original

to accept water owned by the Overland Ditch and Reservoir Company or its shareholders and to deliver the same to its rightful owners or users within the service area; to acquire, enlarge and maintain canal and ditch systems and laterals, install measuring and regulating devices for the measuring and regulating of irrigation water

Proposed

to accept water owned by the Overland Ditch and Reservoir Company or its shareholders and to deliver the same to its rightful owners or users within the service area; to acquire, enlarge and maintain canal and ditch systems and laterals, install measuring and regulating devices for the measuring and regulating of irrigation water **upstream of any shareholder diversions.**

MOTION AMENDED by Wyatt Wilson upstream and exclusive of any shareholder diversions

SECONDED BY: Bryan Klaseen

Discussion was held

Proposed

to accept water owned by the Overland Ditch and Reservoir Company or its shareholders and to deliver the same to its rightful owners or users within the service area; to acquire, enlarge and maintain canal and ditch systems and laterals, install measuring and regulating devices for the measuring and regulating of irrigation water **upstream and exclusive of any shareholder diversions.**

MOTION AMENDED by Nomi Gray exclusive of any shareholder diversions

SECONDED BY: Bryan Klaseen

MOTION CARRIED with no objections.

Proposed

to accept water owned by the Overland Ditch and Reservoir Company or its shareholders and to deliver the same to its rightful owners or users within the service area; to acquire, enlarge and maintain canal and ditch systems and laterals, install measuring and regulating devices for the measuring and regulating of irrigation water **exclusive of any shareholder diversions.**

Lawrence Mackendrick wants to review closely the legal description of the ditch and will present any changes in the future.

Tom Meyers asked the shareholders if they were O.K. for unsubstantial typographical errors to be corrected without discussion. No one objected.

MOVED BY: Nomi Gray to approve the Restated Articles of Incorporation with the amendment to Article III and the correction of any typos which are not substantial.

SECONDED BY: Bryan Klaseen

MOTION CARRIED with one objection.

Discussion was held, Annie Sievers was concerned by the language of Right Bank. Right bank is common language used to refer to the bank to the right as you are heading downstream.

REINSTATED BYLAWS

MOVED BY: Nomi Gray on page 3 last sentence of first paragraph add- Notice for all Special Meetings, shall be the same notice as required for the Annual Meeting, except in the event of emergency as determined by the Board of Directors.

SECONDED BY: Wyatt Wilson

MOTION CARRIED with no objections.

Original

Notice of Meetings. Public notice of the time and place of all annual meetings shall be given by the Secretary by publication in a newspaper having general circulation in Delta County, Colorado. Such notice to be published at least once, not more than thirty (30) days nor less than two (2) days prior to the date fixed for said meeting and by giving at least ten (10) days, but not more than thirty (30) days written or printed notice stating the time and place of such meeting by depositing a copy of such notice in the United States mail, addressed to each member at his address, as the same may appear on the records of the corporation.

Proposed

Notice of Meetings. Public notice of the time and place of all annual meetings shall be given by the Secretary by publication in a newspaper having general circulation in Delta County, Colorado. Such notice to be published at least once, not more than thirty (30) days nor less than two (2) days prior to the date fixed for said meeting and by giving at least ten (10) days, but not more than thirty (30) days written or printed notice stating the time and place of such meeting by depositing a copy of such notice in the United States mail, addressed to each member at his address, as the same may appear on the records of the corporation. Notice for all Special Meetings, shall be the same notice as required for the Annual Meeting, except in the event of emergency as determined by the Board of Directors.

MOVED BY: Nomi Gray to add someone appointed to be Secretary/Treasurer

SECONDED BY: Bryan Klaseen

MOTION CARRIED with no objections.

Original

Election and Term of Officers. The Board of Directors shall immediately after each annual meeting elect one of its members to be President, one of its members to be Vice President and one also elected to Secretary/Treasurer, who may be, but need not be, a member of the Board of Directors or a stockholder in this corporation. Officers shall be elected for a period of one year, or until their successors are appointed and qualified.

Proposed

Election and Term of Officers. The Board of Directors shall immediately after each annual meeting elect one of its members to be President, one of its members to be Vice President and ~~one also elected to~~ **someone appointed to be** Secretary/Treasurer, who may be, but need not be, a member of the Board of Directors or a stockholder in this corporation. Officers shall be elected for a period of one year, or until their successors are appointed and qualified

MOVED BY: Bryan Klaseen to approve the Restated Bylaws with the amendments to Notice of Meetings and Election and Term of Officers and the correction of any typos which are not substantial.

SECONDED BY: Jerry Adams
MOTION CARRIED with no objections.

ADJOURNMENT

MOVED BY: Nomi Gray to adjourn
SECONDED BY: Annie Sievers
MOTION CARRIED with no objections.

Meeting adjourned at 8:00 p.m.

Deb Christner

Deb Christner, Secretary