

ICR Water Users Association

Special Board Meeting

April 5, 2021

AGENDA

1. Call to Order
2. Resignation of Randy Joly
3. Appoint two new board members
4. Approve DBA name
5. Approve Ninth Amendment to Bylaws
6. Future Actions:
 - a. BOD meeting to add one board member, appoint officers, appoint ARC committee, transfer bank account signatures and resignation of Bob Hilb
7. Adjourn

DRAFT Minutes to Board of Directors Meeting

ICRWUA

April 5, 2021

Present:

Bob Hilb, Randy Joly, Giles Howard, Mark Armstrong

1. The meeting was called to order by Bob Hilb at 4pm.
2. Randy Joly tendered his resignation from his position as Secretary on the BOD. The board accepted his resignation.
3. Mark Armstrong made a motion to appoint Jerry DeSantis and Charles Lehr to the board. Both gentlemen had previously stated and attested to their interest in being members of the ICRWUA board as a means of reinstating the ICR lots 1-180 ARC. Mark Armstrong presented emails from both members affirming their interest and their lot numbers.
The motion was seconded by Giles Howard and passed unanimously.
4. Bob Hilb made a motion to accept the registered DBA trade name "ICR Lots 1-180 ARC" for the ICRWUA entity. This name had previously been registered and approved by the State of Arizona. Mark Armstrong seconded the motion and it was passed unanimously.
5. Bob Hilb proposed a series of amendments (ATTACHED) to the ICRWUA DBA ICR Lots 1-180 ARC bylaws. These amendments were to accomplish the appropriate changes to accommodate membership, election, assessment and voting rights of the ICR Lots 1-180 ARC entity necessary to allow reinstatement of the ARC. The amendments were labelled "Ninth amendment to the bylaws of ICRWUA dated April 5, 2021. After review by the board, Bob Hilb made a motion to adopt the new bylaws. The motion was seconded by Mark Armstrong and passed unanimously. At the conclusion of the passage, Giles Howard and Mark Armstrong resigned from the board, as they no longer were eligible to be members or board members under the newly adopted bylaws. Resignation letters for all three directors are attached.
6. Future actions:
 - a. A Board of Directors Meeting of the new board will be arranged shortly to address the following items and any others that arise:
 - i. Appointment of John Terwilliger to the board. John had also expressed interest in this appointment and verified his membership under the new bylaws.
 - ii. The board will elect/appoint officers.
 - iii. The board will decide how to staff the ARC committee,
 - iv. Members of the board will be given instructions on obtaining signature authority on the ICRWUA checking accounts.
 - v. Bob Hilb will resign from the board.
7. The meeting was adjourned at 4:10pm.

**ICR WATER USERS ASSOCIATION
DBA ICR Lots 1-180 ARC
Ninth Amendment to the By-Laws
April 5, 2021**

In accordance with Article X, Section 1 of the By-Laws the Board of Directors of ICR Water Users Association at a special meeting of the Board of Directors held on April 5, 2021 approved the following amendments to its By-Laws. The following Articles are deleted in their entirety and replaced with the following:

Article I. 3. Terms and Vacancies

In order to provide for a transition from a utility to the ICR Lots 1-180 ARC, at the December 2021 Board of Directors election five Directors of the Board will be elected. The three directors receiving the most votes will serve a two-year term. The remaining Directors will serve one-year terms. For all subsequent elections Directors to be elected shall be those receiving the greatest number of votes cast for the Directors up for election for that year and each shall serve for a term of two years.

Article I. 4. Members of the Board

All ICRWUA members of the Board must be members of ICRWUA and residing within the ICR Lots 1-180 for a minimum of six months prior to his or her nomination to become a Board member. At any time, if any Board member ceases to be a member ICRWUA or no longer resides within ICR Lots 1-180, the membership of that Board member on the Board of Directors will terminate without further action.

Article V. 2. Special Meetings of the Corporation

Special Meetings of the members of the Corporation may be called at any time by a majority of the Directors. Upon written application of the more than fifty percent of the members of the Corporation, the Board of Directors shall call a special meeting of the members. If there are no Directors, the author of the written application shall call a special meeting of the members to elect Directors. That person shall give the notice required in Article V.3 and preside over that meeting. All Special Meetings of the members shall be held within the State of Arizona. Business transactions at all Special Meetings shall be confined to the objects stated in the Notice.

Article VI. 1. Membership

An owner of a platted parcel in ICR Lots 1-180 is a member of this Association.

No membership is assignable except with the transfer of ownership of a platted parcel described herein.

The Board of Directors will be the sole entity to resolve any questions relating to membership.

2. Voting Rights

The owners, whether one or more than one, of a platted eligible parcel will have one vote. If there is more than one owner of a parcel, the owners must determine among themselves how the vote for that parcel will be cast. No fractional voting is allowed.

Each eligible parcel will have only one vote.

Regardless of the number of eligible parcels owned, no member (whether an individual or entity) will be allowed more than five percent of the eligible votes.

Article VII. 1. Assessments

The Board of Directors may, from time to time, establish assessments to be collected from the members for the purpose of paying the necessary and incidental costs and expenses of the Association. Such assessments, together with interest, costs of collection and attorneys' fees are a charge against the land and are a continuing lien upon the property against the land and are a continuing lien upon the property against which each assessment is made. Before any assessments are established a vote of the membership must be held and approval of 50% of the membership is required.

April 5, 2021

Inscription Canyon Water Users Association

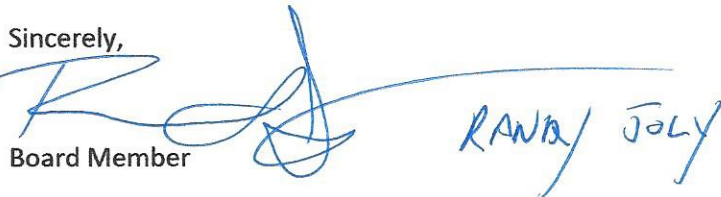
DbA ICR Lot 1-180 ARC.

To whom it may concern:

Please be advised that I am submitting my resignation from my position on the Board of Directors of the Inscription Canyon Water Users Association (dba ICR lot 1-180 ARC) effective immediately.

This is due to the fact that, after the passage of amendment #9 to the company's bylaws (passed on April 5, 2021), I no longer meet the eligibility requirements to be a member of the Association or a member of its Board of Directors.

Sincerely,

A handwritten signature in blue ink, appearing to read "Randy Joly", with a long horizontal flourish extending to the right. The signature is written over the printed text "Board Member".

Board Member

April 5, 2021

Inscription Canyon Water Users Association

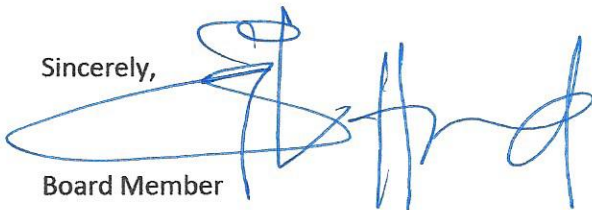
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Sincerely,

A handwritten signature in blue ink, appearing to read "Giles Howard", with a large, stylized initial "G" and "H".

Board Member

GILES HOWARD

April 5, 2021

Inscription Canyon Water Users Association

Dba ICR Lot 1-180 ARC.

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Sincerely,

Board Member

A handwritten signature in blue ink, appearing to read 'Mark Armstrong', written over a horizontal line.

MARK ARMSTRONG
VP OPERATIONS

Mark Armstrong

From: Charles Lehr <charleslehr@gmail.com>
Sent: Saturday, January 16, 2021 12:06 PM
To: Mark Armstrong
Subject: Re: ARC volunteers

Mark,

Charles lot number 8.

Charles Lehr

Sent from my iPhone

On Jan 16, 2021, at 11:30 AM, Mark Armstrong <jazzy404@cox.net> wrote:

Guys:

I have received your email confirmations. I will be in touch with you in the coming weeks to outline how the process will work to accomplish this re-instatement. Firstly, can you each confirm your lot number for me?

Thx

mark

From: Bob Summers <bsum@mail.com>
Sent: Wednesday, January 13, 2021 9:39 AM
To: Mark Armstrong <jazzy404@cox.net>
Cc: Jerry DeSantis <gerald.desantis@gmail.com>; Charles Lehr <charleslehr@gmail.com>; John Terwilliger <johnsueter@gmail.com>
Subject: ARC volunteers

Dear Mark,

I am submitting 3 names for the ARC for 1 to 180, all three have expressed their interest to me. I noticed we only have until the 15th of this month according to the water company website.

Jerry DeSantis
Charles Lehr
John Terwilliger

Best regards,
Bob M. Summers

Mark Armstrong

From: Gerald DeSantis <gerald.desantis@gmail.com>
Sent: Saturday, January 16, 2021 2:44 PM
To: Mark Armstrong
Cc: Bob Summers; Charles Lehr; John Terwilliger
Subject: Re: ARC volunteers

My lot number is 158
Jerry DeSantis

On Sat, Jan 16, 2021 at 11:30 AM Mark Armstrong <jazzy404@cox.net> wrote:

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Jerry DeSantis

Charles Lehr

John Terwilliger

Best regards,
Bob M. Summers

Mark Armstrong

From: JohnSue Terwilliger <johnsueter@gmail.com>
Sent: Saturday, January 16, 2021 1:26 PM
To: Mark Armstrong
Cc: Bob Summers; Jerry DeSantis; Charles Lehr
Subject: Re: ARC volunteers

Terwilliger is Lot 59

On Sat, Jan 16, 2021 at 11:30 AM Mark Armstrong <jazzy404@cox.net> wrote:

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