

**ALWA Board of Directors
Meeting Minutes
July 26, 2011**

1. Call to Order

Board President Perry Cole called the meeting to order at 7:01 pm. Present were Board members David Hoffmann, Michael Bicak, Mark Freeman, Merlyn Blue and Mike Hickey. Matthew Rodger joined by teleconference. Also present were Bob Pancoast, Hydrogeologist with Compass Geographics; Dick Jonson, Counsel; Warren Perkins and John Gallucci, Engineers with Gray & Osborne; Kim Fyfe, CPA with Vine Dahlen; Scott Hemingway, General Manager; and Susan Stevens, Office Administrator.

2. Changes or Additions to Agenda

Add Tall Chief as 8.c. (Old Business), to be discussed in executive session

3. Member Calls & Letters

None

4. Business from Floor

None

5. Minutes

Motion 07-26-11-01 – Matthew Rodger moved to approve the minutes of the June 28, 2011 meeting as written. David Hoffmann seconded the motion. Motion carried unanimously.

6. Action Item Status Reports

There was a brief review of the action items.

Action Item 2011-05-01 – cancelled. In future, the agenda will not be distributed ahead of time. Perry Cole, Board President, will bring agendas to the meetings.

7. Financial Reports and Membership Count

a. Check List – postponed

b. Membership List –

Motion 07-26-11-02 – Matthew Rodger moved and Michael Bicak seconded a motion to approve the Membership List. Motion carried unanimously.

c. Aging Accounts – Scott gave a brief summary of the status of the aging accounts and pointed out that there is not much change in the totals from month to month.

d. Water Loss Billing Adjustments – as noted in packet.

8. Old Business

a. ACH / Retail Lockbox – needs further discussion. Decision deferred to August meeting.

b. Code of Ethics Receipt & Annual Disclosure – signatures are needed from Board members. The Board members signed the statements.

9. New Business

a. Vista Project Bid Tabulation – postponed – to be discussed under item 11.c.

b. G & O Engineering – Vista Project – postponed - to be discussed under item 11.c.

10. Management Report

a. Annual Meeting – preparations are on schedule. Deadline for items for inclusion in the Annual Meeting Report is August 15th, including bios for candidates.

b. Other. There was discussion about interest assessed on late payments.

*** **Action Item 2011-07-01** – Scott will prepare a list of vendors as potential candidates for EFT payments.

11. Consultant Reports

a. Jonson & Jonson – postponed until the end of the meeting

b. Compass Geographics - nothing new to report

c. Gray & Osborne – postponed

d. PearLuna Group – the PearLuna Group is completing the report of findings and will present to the Board on August 15th.

e. Vine Dahlen – Kim Fyfe discussed findings of the Audit. She will prepare a presentation for the Annual Meeting. She requested Board approval to publish the statements.

Motion 07-26-11-03 – Merlyn Blue moved and Michael Bicak seconded a motion to approve the financial statements as written. Discussion followed with recommendations for more in depth review before approving.

*****Action Item 2011-07-02** – Board members will review the financial statements and forward approval via email to Perry Cole. Merlyn Blue submitted his approval.

Kim Fyfe departed 8:17 pm.

12. Committee Reports

a. Personnel Committee - Meeting with PearLuna on 8/15/11.

b. Audit Committee – none

7.a. Check List – there was discussion of 2 discrepancies on the check list, determined to be due to report formatting errors. It was confirmed that the check amounts matched the invoice amounts.

Motion 07-26-11-04 – Merlyn Blue moved and Mark Freeman seconded a motion to approve the check list. Motion carried unanimously.

9.a. Vista Project – Warren Perkins and John Gallucci presented the results of their research regarding the difference between the estimated cost of the project and the bid amounts, citing an assumption on the part of the bidders of the need for active harmonic control filters. These were determined to be unnecessary for the Vista project. They presented other possibilities to reduce the cost of the project by scaling back sizing of certain electrical components.

Motion 07-26-11-05 – Mike Hickey moved and Merlyn Blue seconded a motion to reject all bids for the Vista Well House Project. Motion carried unanimously.

*** **Action Item 2011-07-03** – Scott will notify the bidders that all bids have been rejected.

11.a. Jonson & Jonson –

Motion 07-26-11-05 – David Hoffmann moved and Mark Freeman seconded a motion to go into executive session for the purpose of discussing legal issues with counsel. Motion carried unanimously. The Board entered executive session at 9:25 pm. Susan Stevens departed. At 10:25 pm, Scott Hemingway departed and the executive session continued.

Motion 07-26-11-06 - Michael Bicak moved and Merlyn Blue seconded a motion to adjourn the executive session. The Board returned to open session at 11:00 pm.

13. Business from the Board -

None

14. Next meeting – August 23, 2011 at 7:00 pm

15. Meeting Adjourned – The meeting was adjourned at 11:00 pm.

Minutes taken by Susan Stevens and Dick Jonson

Approved, Mark Freeman, Board Secretary

Date