



Windermere Oaks Water Supply Corporation

424 Coventry Rd
Spicewood, Texas 78669

2023 - 2024 Board of Directors
Richard Schaefer, President
Dorothy Taylor, Vice President
Rene Ffrench, Secretary/Treasurer
Jeff Anderson, Director
Jeff Walker, Director

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DRAFT - MINUTES of the WOWSC Board Meeting held 25 May 2023

1. CALL TO ORDER.

The meeting started at 6:01 PM by Richard Schaeffer as the president of the 2023 WOWSC Board of Directors (BOD). Thirty-six WOWSC customers were present in the facility with six individuals at the BOD table.

2. ROLL CALL.

Jeff Anderson, Rene Ffrench, Richard Schaeffer, Dorothy Taylor, Jeff Walker were present, establishing a quorum of the board with George Burriss participating as the WOWSC General Manager.

3. OPEN COMMENTS PERIOD: Comments from citizens and members who wish to speak on agenda or non-agenda items (3-minute limit per person).¹

Bobby Dee- Requested to know why the back of the water department lot is so cluttered. Requested that the one fire hydrant inside Windermere Oaks be painted as the outside hydrant is painted. Questioned why the 2 replaced boards on the company office fence were never painted to look like the rest of the fence. Is the water hydrant directly across the street from the gate working now? The shell driveway into their neighborhood looks like a construction warehouse.

Patricia Flunker – (7 signed up people passed their time to Patti - 24 min. limit)). Patti emphasized that the WOWSC is member owned and member controlled non-profit organization that is different from an Investor Owned Utility, a MUD, or a Special Utility District. The Corporation is subject to Chapter 67, and Chapter 13 Water Code of the Texas law. It is also an IRS 501 C (12) organization and must comply with Chapter 22 of Texas Code for nonprofits. The TX Public Utility Commission (PUC) has reported that the past three years of IRS 990 filings are incorrect. The 990s have misstated financials and the organizational responses. Past IRS filings violated the 85/15 rule for non-profits and taxes were not paid so members may be liable for those taxes in the future. In the Rate Payers' case, PUC has recommended refunds to member patrons for the excessive, inaccurately calculated water and sewer rates. The accounting books are not correct for the type of organization this is. The combining of non-patron income with patron income is wrong for the required filings. A CPA with specific water company and non-profit experience was mentioned with experience with TRWA. It was stated that the Surcharge Resolution on the agenda will be in violation of the founding legal documents and if instituted as presented will be a general, blanket surcharge which is illegal under the water code. Surcharges may only be added for emergency needs for water or sewage treatment use and not for legal expenses.

Both Joe Gimenez and Mike Nelson have provided testimony in the PUC case that the corporation does not have authority to apply a surcharge. The Board has not responded to PIA requests for the legally required agenda documents and formal minutes required to be made when the Legal Committee of J. Gimenez and M. Nelson was authorized to represent the entire BOD in decision making actions without oversight. This board is apparently not informed and doesn't understand that they are fiduciaries for the members of the member owned water-company. The Conflicts of Interest policy has not been honored because board members are and have been recipients of legal fees support. Anyone on the board that votes to add the surcharge into the tariff will be subjecting themselves to potential liability.

Scott Miller - Scott summarized a published report from PUC in the Rate Payers Case that stated that for three years the WOWSC did not properly report legal fees and that it was unreasonable for any board to have access to unlimited legal fees. The document stated that the large expenses of the WOWSC did nothing to improve the water service and that the patron members should not bear the legal expenses and that the rates will be recalculated to return the overage in the rate charges to the patron members.

Dan Flunker - Dan stated that the financial report from March 2023 is deceptive because the legal debt is not included as a Liability in the Monthly report. He recommended that a deep audit be done by a qualified CPA to correct the current and past financial statements. In the TX PUC reports Windermere made profits so that the water rates should not have been raised. He explained that the WOWSC president was the past Treasurer and is involved in a legal battle at the airfield and was not originally elected to the BOD but selected to fill a vacated post.

Bill Billingsley - Requested that the BOD start doing the business of the water company legally.

Jeff Walker – Commented that requests from individuals for items to be added to the Agenda for discussion are never honored and this is not a good way to organize communications in a member owned corporation.

Tom Nelson – Commented that individuals that have been paying for water service for many years should not be required to pay Standby Fees that have recently been invoiced.

4) APPROVAL OF BOARD MEETING MINUTES –

i) April 15, 2023 –

Rich Schaeffer stated that since he was the last recording secretary of the BOD, he produced minutes of the April 15th BOD Meeting. The newly elected secretary stated that the one page first draft of the April 15th meeting by the past secretary was dated 14 April and not only was filed with First United Bank but was also deficient when compared to the legal requirements published by the Texas Attorney General in the 2022 TOMA Handbook on page 66. The new secretary had produced a more detailed 3 page draft minutes document of the meeting. Discussion followed concerning the more detailed set of minutes. A motion was made by Rene Ffrench and seconded by Jeff Walker to accept the more detailed draft minutes. Dorothy Taylor explained that she had not reviewed the detailed minutes in spite of the fact that they had been distributed 9 days prior. Jeff Anderson made a motion to Table the vote on these minutes because he had not had a chance to review them. Rich explained that the first motion was up for a vote so the Motion to Table could not be discussed. A vote was called by Rich Schaeffer and the detailed draft minutes received two Aye votes from Walker and Ffrench and one Nay vote from Schaeffer. So the detailed Draft April 15th minutes were not approved.

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i) *MARCH 6, 2023* –

Discussion then continued to the Draft March 6th minutes. With Jeff Walker making a motion to Approve the draft Minutes as produced. Jeff Anderson seconded the motion. Rich called for a vote and Schaeffer, Taylor, Anderson, and Walker voted AYE. Ffrench requested that the record show that he abstained from the vote. Rich then announced that the March 6th Minutes were Approved as Drafted. A Member from the audience asked the question if board members can vote on minutes if they weren't in attendance at that meeting?

i) *April 15, 2023* –

Next Rich Schaeffer brought up discussion for the approval of the drafted one page April 15th minutes with less detail that originally had the April 14th date. Rich made a Motion that these minutes be Approved and Dorothy Taylor seconded the motion. Discussion followed clarifying that approval of these minutes was needed because it was stated that First United Bank required approved minutes to transfer signatories on the 2 accounts. It was mentioned that a Marble Falls First United Bank official had stated that a Resolution from the Board was the equal of approved minutes for signatory transfers so these one page minutes were not critical for the signatory transfers. It was explained that this draft document was deficient in the content required by the Texas Attorney General but the other draft minutes document met those requirements. Rich called for a vote for approval and two Aye votes were received from Rich and Dorothy. Rich then announced that the Motion failed.

Discussion then concerned the Texas State requirements that either valid Minutes needed to be posted available to the public or video recordings would meet the requirement. George Burriss was asked if videos were posted on the website and his response was that some videos were taken but none were posted on the public website.

5) OLD BUSINESS:

i) Election Results

Rich explained that as a result of the two requested Election Audits, Mr. Frank Riley updated the election results based on examination of ballots received and rejected. The new count for Position One now is Gimenez 75; Walker 102 instead of Gimenez 75; and Walker 98 in the past. The new count for Position Two now is Nelson 82; Ffrench 92 instead of Nelson 82 and Ffrench 91 in the past.

Several suggestions to improve the ballot clarity and security were recorded. 1. Print all ballots on light cardstock, 2. Continue to use two different colors for mail-in versus in-person ballots, 3. Improve the written instructions to preclude votes for more than one person for each position, and 4. To restore the past practice of using the Corporate Seal on each one of the mailed out ballots to make those ballots more secure.

Discussion followed concerning a member present for the second election audit appointment who was threatened with trespassing charges and that discussion was deferred to handle in the New Business agenda element.

A point was made that Article Eight Section Six of the bylaws requires that the Independent Election Auditor be chosen by vote at a Board meeting and the results of that vote be recorded in the meeting minutes. Apparently that action was not recorded in any of the recorded board minutes.

It was discovered during the second election audit that the signed election results certificate from Mr. Riley was still in the possession of Joe Gimenez and that document had not been collected from him as of the May 25th Board meeting. As property of the WOWSC, that document should be kept

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with the official records that the WOWSC Records Manager, George Burriss, is required to maintain. George Burriss accepted the action item to collect and file that signed document.

ii) Independent Audit of 2022 financials.

Rich explained that in February he started to search from business friends for referrals to CPAs that could do the audit but the referrals didn't want to do the audits. Rene Ffrench mentioned that because we are a 501 C 12 non-profit Title 67 firm the CPA skills will need to be carefully matched. A visit with Tim Norden the CPA used by Water Management indicated that the accounting Chart of Accounts was inherited and is not right for our bank and IRS reporting. It was suggested by Patti Flunker that a call to TRWA could produce a list of three referrals to do the audit work. Rich asked Rene Ffrench to take an action item to find within three months a good CPA to do this audit work.

iii) Discuss and possibly act: Resolution to memorialize previously approved Amendments to the Corporation's Tariff. (1::02 – 1:13 All parts of Tariff except surcharge) (Surcharge 1:13 to 1:26)

Rich opened discussion to memorialize amendments drafted for inclusion in the WOWSC Tariff by the 2022 Board at the Feb 10, 2023 and March 6, 2023 board meetings. The drafted amendments into the 111 page WOWSC Tariff dated March 6, 2023 were five subjects: (1) updating the form on page 75 of existing Tariff to include language reflecting statutory amendments to the Texas Utilities Code regarding Disclosure of Personal Information; (2) changing WOWSC's address throughout the document to 424 Coventry Road, Spicewood, Texas 78669; (3) replacing the Drought Contingency Plan with the newly approved 2022 Drought Contingency Plan; (4) replacing Emergency Tariff Rate Language; and (5) incorporating the Board's authority to set a monthly surcharge.

Rich made a motion to approve all the amendments to the tariff as drafted during the Feb 10, 2023 and March 6, 2023 board meetings. The motion did not receive a second.

Jeff Walker then made a motion to approve the amendments to the tariff without including the amendment that added a mechanism for the board to authorize a monthly surcharge to recover expenses not otherwise contemplated in WOWSC Tariff Section G Rates for Water and Sewage Service. (See Tariff Pg. 42 item 7(a)3). The motion was seconded by Jeff Anderson. Following active discussion, Rich called for a vote and this motion without the surcharge authorization passed unanimously.

Rich then continued to the second part of the original submitted tariff resolution which was approval of an amendment to authorize a monthly surcharge. Rich made a motion to approve adding language to the WOWSC Tariff to allow the board to authorize monthly surcharge to recover expenses not otherwise contemplated in WOWSC Tariff Section G Rates for Water and Sewage Service. The motion was seconded by Dorothy. Rich explained that no surcharge would be applied to water bills unless authorized by the BOD. Jeff explained that multiple income variables like PUC rulings, Allied Insurance funds, land sales income, and non-patron income must be considered before using surcharges. Jeff also pointed out that input from members is strongly against surcharge fees since the rates are already so controversially high. The BOD was informed that the drafted resolution had incorrect references to "Water Code 22" which should be 'Water Code Chapter 67' and "Texas Business Code Chapter 67" which should be 'Texas Business Code Chapter 22'. Following discussion Rich called for a vote on the motion with one Aye (Rich), three Nays (Jeff Anderson, Jeff Walker, Rene), and one Abstain (Dorothy).

iv) Discuss and possibly act: Resolution to update the signing authority at First United Bank

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Rich opened the Agenda point to update the signatory authorities for the two bank accounts at First United Bank. The Printed document was circulated to the BOD. When a motion was requested, Jeff Walker made a motion to adopt the resolution which replaced all existing signatories at First United Bank with authorizations for Rich Schaeffer-President, Dorothy Taylor-Vice-President, and Rene Ffrench-Secretary/Treasurer to sign official documents. Rene mentioned that the Resolution as prepared should be corrected to reflect that the Secretary/Treasurer will attest to the signatures as specified in the WOWSC By-Laws. Rich called for a vote on the motion and the motion passed unanimously.

v) Discuss and possibly act: Resolution to update the signing authority at Co Bank, ACB

Rich next opened the Agenda point to update the signatory authorities for the CoBank, ACB. Rich asked for a Motion to update the signing authorities for interaction with CoBank for the three active loans. Jeff Walker made a motion to accept the Resolution which replaces all the existing signatories on the CoBank account with authorizations for Rich Schaeffer-President, Dorothy Taylor-Vice-President, and Rene Ffrench- Secretary/Treasurer to sign official documents. Rene mentioned that in conversation with Mr. John DeLuca of CoBank, John requested that the new Resolution annotate that the original covenants from the 27 August 2020 loan being signed by Michael E.A. Nelson are still valid. Rich explained that after the new signatures are registered with CoBank, any signatory could attest to those covenants still being valid. Rich called for a vote on the motion and the motion passed unanimously.

vi) Discuss and possibly act: Reimbursement of Joe Gimenez for copies made and distributed to members at the Apr 15 meeting, in the amounts of \$31.06.

Rich opened the Agenda point to reimburse the past BOD president for his submitted expenses of \$31.06 to prepare copies for the April 15, 2023 Members' Meeting. When Rich asked for a Motion, Jeff Walker made the motion and Jeff Anderson seconded the motion. When Rich called for the vote, Rene Abstained because he stated we are not complying with GAAP for records. The vote was four in favor.

vii) Manager's Report by George Burriss (1:37.05)

a) CLARIFIER AND STORAGE TANK– Update on progress of plans related to clarifier and storage tank accommodating system growth.

A metals specialist was brought in to provide a detailed Condition Inspection and suggested Improvements Report on the current dimples appearing on the tank walls. The old tank is being converted into a clarifier. The condition report has been analyzed and work will be contracted out to correct the issues noted. Concerning growth plans – There are no plans to expand outside Windermere Oaks as detailed on our current service map. Even though multiple developers have contacted us with requests for water service expansion, no expansion plans exist. Jeff Walker commented that the BOD needs to be informed of any requests for service and the responses to those requests. Rich clarified that the WOWSC Bylaws do not require the BOD to communicate with members requests or plans for expansion of services.

b) ZEBRA MUSSEL MITIGATION. – Update on filtration system installation.

A new filtration mechanism to help remove zebra mussels from the water at intake has been installed and is active. We will be monitoring its performance

c) REPAIRS AND MAINTENANCE – Update on growing R&M activities, how WOWSC is handling.

George mentioned that the current size of the WOWSC is such that there is a need for full time capability to respond to water breaks and emergencies. That capability is a need that we are facing up to now Corix has been filling that need.

viii) *Treasurers Report (1:49:35)*

a) *Review of the most recent Monthly and YTD Financial Reports.*

The Feb 28, 20223 and March 31, 2023 monthly reports provided by Tim Norden CPA of Norden and Salinas PC have been summarized. Those reports show that the corporation currently has positive cash flow. In a discussion last month with Tim Norden, the fact that the WOWSC is using Cash Basis accounting rather than Accrual Basis accounting which would reflect the annual carry-over of legal debts on the books, is a concern. The current Chart of Accounts does not offer the needed resolution in bookkeeping to track the required financial divisions required for Water Supply Company organizations in Chapter 67. Patron and non-patron income has been commingled which makes the IRS 990 filings complicated when manual adjustments are required to meet federal reporting requirements. The WOWSC has not yet filed its 2022 Federal Tax Report but since we are a non-profit corporation, our previous IRS filings are public records available on the internet. As a result of the co-mingling of funds, the poor resolution in the Chart of Accounts, and the lack of clarity in posting definitions used to determine the CoBank reported financial ratios, they are not reliable. As reported by John DeLuca, we have been doing a good job making our three CoBank loan payments.

11) *Legal Status Report (No Actions) –*

The following Legal Report was read by Rich Schaeffer as a prepared statement for the benefit of the WOWSC Owner-Members and the WOWSC Board of Directors

- *Martin Land Case- Dial, Ffrench, Sorgen vs WOWSC and Current/Former Directors -- November 2022 trial verdict, March 1 final rulings concluded the suit. However, case has been extended by the plaintiffs Dial, Ffrench and Sorgen as they are seeking new trial for Dana Martin. They contend the land should still be restored to WOWSC, through constructive trust, and they contest the jury instruction #5 in its relationship to the value of the disputed land. They also contest the jury's finding that the harm to Windermere did not result from malice, fraud, or gross negligence, resulting in lack of need to determine damages. The judge has asked for briefs from all parties, including the water company, the title insurance company and the directors' attorney. Insurance will now cover all future legal fees needed to defend the directors. I am not sure when the judge has required the briefs. Another issue which the judge will rule on is the lis pendens placed on company land by the plaintiffs (and also easements on Piper Lane, I think). The plaintiffs effectively extended the deadline for them to appeal the case until June 27.*
- *Rate Case -- Final reply briefs were filed by all parties on May 5. The State Office of Administrative hearing (SOAH) judges are now reviewing, and I believe they have 60 days to do so. They will issue a Proposal for Decision (PFD). I believe the parties have a week or so to respond to the PFD and the judges will consider those arguments. Once the PFD is finalized it will be presented to the commissioners on the PUC itself for ratification or remand back to the SOAH judges for further adjustment. Hopefully that will not happen as it will continue to raise costs. It could be July or August before the PFD is presented to the Commissioners again.*
- *Insurance Case -- The appeals court decided against Allied World's appeal, and Allied World told the WOWSC's Shidlofsky law firm that they will not further appeal. The WOWSC insurance attorneys (Shidlofsky) are calculating the amounts due from Allied World for*

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past WOWSC's past payments to the Enoch Kever and Shidlofsky law firms. They have all the records of invoices and past payments (via documentation of cancelled checks that were previously submitted in the PUC hearing. I'm sure the attorneys will be contacting the WOWSC on further developments, likely through Joe de la Fuente. Allied World will be paying for all future costs incurred by Enoch Kever in defense of all the directors, but legal costs incurred from Lloyd Gosselink in defense of the corporation will not be covered. That wasn't part of the original coverage with Allied World.

- ***At this point the company is not allowed to make changes to its rates because of the fact that the case is in the PUC rate case process***

Next a Letter drafted by Joe Gimenez was read by Rich Schaeffer at the May 25, 2023 Board meeting for distribution to the members of the Corporate Legal Status.

Dear WOWSC Members,

The WOWSC received great news last week.

Allied World, the company's former insurance company, lost its appeal of the court's judgment against its refusal to pay legal defense fees since 2019. In short, the insurance policy that WOWSC purchased always required the insurance company to defend/pay the legal fees for WOWSC's past and current directors in the case brought against them by plaintiffs Dick Dial, Rene Ffrench, and Bruce Sorgen. Every court that considered the case agreed and Allied World is not going to appeal further. Allied World must reimburse WOWSC for all legal fees previously incurred to defend all of the WOWSC's past and current directors. It will also pay significant interest charges.

Additionally, Allied World must reimburse WOWSC for all funds paid to the separate attorneys who obtained this recovery. Finally, Allied World will pay future legal fees/costs in defense of directors as the lawsuit looks likely to extend: Dial, Ffrench and Sorgen have asked the court to grant a new trial of Dana Martin and may yet appeal rulings that favored WOWSC and directors.

All told, the company expects that it will receive \$500,000+ from Allied World. The current Board may use the proceeds to pay all outstanding legal liabilities to the Lloyd Gosselink and Enoch Kever law firms for services related to the Dial, Ffrench, Sorgen lawsuit.

Per discussions with the WOWSC's insurance counsel, Allied World may also be required to pay the \$70,000 amount awarded against Dana Martin as a result of the November 2022 jury verdict, once that case is completely over and no appeals are pending.

The 2020 WOWSC Board intended to lower rates once the WOWSC paid its outstanding legal liabilities. However, the Ratepayers Representatives' protest of their 2020 rate increase put any future rate changes under the authority of the State Office of Administrative Hearings and then the Public Utilities Commission of Texas (PUC). The Staff of the PUC has recommended implementing rates and refunds that will cause the corporation significant financial harm within 9 to 12 months after adoption. If the PUC finds that the appealed rates are not appropriate, and adopts alternate rates, it will then set rates that the Board will have to charge. While it is in the best interest of the Corporation to retain the current rates, the current Board must wait for final outcome. We will know more once the PUC proceeding concludes, which is likely in the next 90-120 days.

As communicated at recent Board meetings and the Annual Member meeting, the PUC will likely require the company to add a monthly surcharge to customer bills for the legal expenses required to defend the corporation in the PUC rate appeal. Those surcharges will likely exceed the amount of the rate increase originally appealed and be charged for a period of years.

Now that the insurance coverage case has been won and significant funds paid out by the WSC will be replenished, the Board has considerable additional financial stability. It will weigh the rates imposed by the PUC against surplus funds from the insurance reimbursement and future infrastructure needs of the company. Those include retrofitting the old 125,000-gallon storage tank as a clarifier and upgrading meters to ensure system integrity during winter storms or drought contingencies. The WOWSC's win in the insurance coverage case further validates previous Boards' actions, including the 2021 Board that initiated the claim and lawsuit against Allied World. That Board included current directors Rich Schaefer and Dorothy Taylor, and past directors Joe Gimenez, Mike Nelson and Patricia Gerino.

*Sincerely,
WOWSC Board Directors*

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The Board determined that the Letter was neither authorized to be written nor requested from Mr. Gimenez and that it conveyed speculation instead of a truthful clear picture. The Board decided that it was not authorized to be sent to the members.

12) *NEW BUSINESS* – Discussion and appropriate action on agenda for next meeting.

Rich opened discussion with the board to gather points for consideration on the next agenda. Jeff Walker read from a list of discussion items as follows:

- **Need to establish a Legal subcommittee with minutes taken and actions recorded**
- **Need to establish a common email address on a server to help PIA requests**
- **Need to understand why trespass and arrest warnings were made to a member at the company office attending an election audit**
- **Need for a 3 to 5 year expansion plan for operations for improvements and growth**
- **Need for a subcommittee to review all open contracts and report status to the BOD**
- **Need for the BOD to understand all discussions made from developers with WOWSC Management and water engineer like the meetings held with Travis Hill developers**
- **Need for an Operations Audit to evaluate our water and sewage systems performance and capabilities**
- **Need for assurance that the north hangars project on the airport are getting individual water service accounts and not sharing a grinder pump**
- **Need a review of the policies concerning multiple users of common grinder pumps**
- **Need a status report of the violations that have been received about the sewage processing plant to assure TCEQ compliance.**

When Rich asked if there were other agenda or action items to be listed, Rene Ffrench read from a prepared list of new business agenda items that requesting:

- **TRANSFER of contact, accountability, and records retention practices and signatory authority for both Raven A Herron & Company, P.C. and Norden & Salinas, PLLC**

and clarification of invoice backup requirements with accounting methods clarification to meet board responsibilities.

- **TRANSFER** of contact, accountability, and authorizations for QuickBooks postings, reporting, and GAAP accounting practices
- **TRANSFER** of authority and identification of the Public Information Officer as required by statute to the Chief Administrative Officer
- **TRANSFER** or clarification of records custodian responsibilities for official documents of the WOWSC and designation of location of the records retention and records retention practices.
- **RETURN** of all WOWSC property from past officers to the newly designated records custodian
- **TRANSFER** or identification of the Web site administrator and records posting practices to be able to update the Web site with currently missing postings with discussion of a member comment posting method.
- **PRODUCTION** of a summary document of currently active Legal Proceedings with designations of the contacts and contact methods for each of the items in process.
- **DISCUSSION** and process establishment whereby the Board is informed of expenses and invoices payable before the disbursements are authorized and executed. Examination of the current process of Accounts Payable to improve Corporate Cash Flow and reduce the Cost of Capital
- **TRANSFER** the identification of the Corporate Registered Agent as per the requirements of the Bylaws.
- **PRODUCTION** of a summary document of currently active Legal Proceedings with designations of the contacts and contact methods for each of the items in process.
- **DISCUSSION** of current practices whereby the Board is informed of expenses and invoices payable before the disbursements are authorized and executed. Examination of the current process of Accounts Payable also to improve Corporate Cash Flow and reduce the Cost of Capital.
- **DELIBERATION AND DECISION** concerning past and future Board authorizations and payment of armed security guards at Open Meetings and enforcement of No Trespassing Rules established by the Board during examination of corporate records and election documents.
- **SUMMARY** review of current active contracts with WOWSC and the posting and reporting requirements with the establishment of a proposed Ad Hoc Contracts Sub-Committee.
- **DELIBERATION AND DECISION** concerning the updating of the WOWSC Public Comment Policy dated 20 November 2019 to harmonize with HB 2840 and allow public Agenda discussion contiguous with the Agenda items as per the WOWSC practices in 2019.
- **DELIBERATION AND DECISION** concerning revisiting the need for a financial audit based on Texas PUC findings impacting the accuracy of IRS and CoBank documents. Consideration of the establishment of an Ad Hoc Audit Sub-Committee to undertake a search for an experienced CPA water utilities auditing firm to engage and report back to the Board in June.

- **DELIBERATION AND DECISION** concerning planning a regular Open Board Meeting each month.
- **DISCUSSION** to update the WOWSC Ethics Policy document concerning Ethics, Conflicts of Interest, Officer Responsibilities, *et.al.* dated August 21, 2019 to improve meeting statutory requirements and clarity.

Rich continued the meeting by asking if there was a motion to be made. Jeff Walker made a Motion that the items should be addressed by the Board. Rene Ffrench seconded the Motion. In discussion Rich asked 'If all of them should be discussed?' and the response was 'ALL'. Rich then called for a vote on the motion, Three 'AYEs' were from Jeff Walker, Jeff Anderson, and Rene'. No 'NAY' vote was taken.

Josie Fuller, member in the audience, then commented that unless Board communications and Public comment periods during the meetings were changed, the same 'status quo' of difficult meetings would continue.

13) *NEXT MEETING* –

Discussion of a meeting date considered July 14 but there was a conflict was mentioned. There was no definite plan for the next meeting made.

14) *ADJOURN*: Adjourn

Discussion of a motion to adjourn was opened by Mr. Schaeffer at 8:23pm. It was seconded by Mr. Anderson. The vote was called by Mr. Schaeffer and the vote was unanimous.

Meeting adjourned at 8:24 pm.

These Draft Minutes are to be presented for Approval of the WOWSC Board on 27 July 2023

Draft completed by: Rene Ffrench – Secretary/Treasurer on 25 July 2023

A video recording of this Open Board Meeting is available at the following link:

<https://www.youtube.com/watch?v=Z-XJnvP8LWk>

¹*The Board is neither allowed to take action on any subject presented that is not on the agenda, nor is the Board required to provide a response. Any substantive consideration and action by the Board will be conducted under a specific item on a future agenda.*

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