Board of Trustees Meeting

Motion 21-012: Steve Grapp moved to post on social media for anyone interested in filling the open board member position on the Choctaw Utilities board. Suprena Lohrer seconded. Passed 9-0.

Motion 21-013: Sener Calis moved to rescind **Motion 21-011 & 21-011A** for the special Board of Trustees meeting in February. Michael Dorne seconded. Passed 7-2.

Motion 21-014: Suprena Lohrer moved to change the 2020 procedural audit to a full audit. Michael Dorne seconded. Passed 9-0.

Motion 21-014: Brian Welch moved to set a tentative spring Property Owners' Meeting for April 22, 2021, at 7:30 p.m. Suprena Lohrer seconded. Passed 9-0.

Motion 21-015: Michael Dorne moved to create a Sub-Committee called Live Stream. Kathi Platter seconded. Passed 9-0.

Motion 21-016: Steve Grapp moved to accept Michael Dorne as the Live Stream Sub-Committee's chair. Suprena seconded. Passed 9-0.

Call to Order: The Board of Trustees meeting convened at 8:45 p.m. in the CLPOA Lodge. Meeting called to order by Mike Casimir.

Roll Call: Michael Dorne –present; Steve Grapp – present; Jim Price – present; Brian Welch – present; Suprena Lohrer – present; Marty Ditello – present; Scott Kutzley – present via phone; Kathi Platter – present; Sener Calis – present.

Election of Officers:
The floor opened to nominations:
Nominations for President: Michael Dorne nominated Marty Ditello. Steve Grapp seconded. Marty Ditello, President.

Nominations for Vice-President: Kathi Platter nominated Suprena Lohrer. Michael Dorne seconded. Suprena Lohrer, Vice-President.

Nominations for Treasurer: Michael Dorne nominated Kathi Platter for Treasurer. Suprena Lohrer seconded. Kathi Platter, Treasurer.

Nominations for Secretary: Suprena Lohrer nominated Michael Dorne. Michael Dorne declined. Sener Calis nominated Steve Grapp. Michael Dorne seconded. Steve Grapp, Secretary.

Property owners in attendance: Dave Lohrer (Lot #0527).

Others in attendance: Mike Casimir, Chief Bell.

Property Owners Time:
Dave Lohrer brought a live-action security camera purchased with private funds and donated by the property owners. He hopes the camera will be put to good use in the community. He also asked to address the board during the Choctaw Utilities discussion.

Mike Casimir is taking possession of a live-action camera donated to CLPOA by property owners to be used as he sees fit.

Board of Trustees Committees:
Constitution, Rules & Regulations: (*Chair – Steve Grapp, Co-Chair - Brian Welch*)

Investment: (*Chair – Suprena, Co-Chair – Kathi Platter, , Michael Dorne*)

Lake Drainage, Roads & Dam: (*Chair – Brian Welch, Co-Chairs - Sener Calis, Scott Kutzley*)

Lake Water Quality: (*Chair – Michael Dorne, Co-Chair – Scott Kutzley*)

Land/Facility & Long Range Planning: *(Chair – Suprena Lohrer, Co-Chair - Marty Ditello)*

Personnel: (Chair – *Jim Price, Co-Chairs – Sener Calis, Kathi Platter)*

Lake Committees:
Building Review: *(Scott Kutzley, Marty Ditello)*

Choctaw Utilities: *(Brian Welch, Scott Kutzley)*
Motion 21-012 was made and passed 9-0.

Live Streaming: (Michael Dorne, Marty Ditello)

Patrol: *(Chief Bell)*

Property Manager: *(Mike Casimir)*

Communications: *(Marty Ditello, Kathi Platter)*

Recreation: *(Michael Dorne, Sener Calis)*

Sewer: *(Brian Welch)*

Treasurer: *(Kathi Platter, Suprena Lohrer)*

Michael Dorne suggested that all the committees submit their reports to the board ahead of time, streamlining the meetings.

Marty Ditello is looking to move all information to a digital platform that the community and the board can share and hopes to do this as part of the Communications Committee.

Old Business:
The board discussed **Motion 21-011 & 21-011A** that was made and approved by the 2020 Board. **Motion 21-013** was made and passed 7-2. Suprena Lohrer suggested that we go back to the attorney to determine if they would change their opinion based on the shareholder clarification.

Dave Lohrer confirmed that the CU documents provide for a shareholders meeting and discussed the process. Dave indicated his concern about the implication that the CU is hiding something. The CU agreed to pay for a full audit and welcomes a thorough inspection of the books so that CU can get a fresh start with the books and the CU documents.

Dave Lohrer went on to clarify the 2018 plan discrepancies and the monies that are in the cash account. The Assets Management Plan details everything financial now and looking forward to potential pipe replacements. The CU improved its cash position from $716,000 in July 2018 to $1.1M today, including the refund from the EPA of $256,000. The new plant built has been operating for the last four months.

Dave Lohrer went on to clarify the taxes reported. He explained that 15% of the revenue collected goes right back out to taxes.

Dave Lohrer also reported that the current by-laws indicate that CU does not have to share financials, and he believes this is unacceptable. The governing documents were written in 1964 under entirely different circumstances and with only three shareholders. When CLPOA took ownership of CU in the '80s, the documents were revised. The documents provided challenges during the construction of the plant and the relationship between CU and CLPOA.

Dave believes that the CU documents are inadequate, and trying to piecemeal corrections makes them more confusing. He plans to start from scratch with new documents by sampling documents from other not-for-profit water plants and working with their attorney and advisors to determine CU's status. CLPOA can then work with its attorneys for review and work together with CU to get 100% agreement on a new set of governing documents that protect both CU and CLPOA interests. Then and only then do we go to the property owners for their approvals.

Scott Kutzley indicated that the process might take a while. However, a good set of governing documents agreed to by both parties will take CU and CLPOA into the future without all the issues related to old, outdated governing documents.

Discussion occurred regarding the financial reports from CU. Marty Ditello asked Dave to start giving us the income statements indicating that they are a draft. The board will understand that they are a work in process and not to be distributed. Dave and or the Water Plant Liaison will provide updates to the CLPOA board with the revised governing documents' status.

Dave went on to explain their office staff history and responsibilities.

Audit
CU welcomes an audit. They approved enough monies to accommodate a full audit for 2019 and 2020 Suprena Lohrer reported that we agreed to do a full audit for 2019 and a procedural audit for 2020. She questioned if we should reconsider and include a full audit for 2020. **Motion 21-014** was made and passed 9-0.

New Business:
Property Owners' Meeting:
The board discussed the time and dates for the meeting. **Motion 21-014** was made and passed 9-0.

Michael Dorne wants to set up a sub-committee to research and test live-streaming, potentially using Zoom or a Zoom-like platform. He wants to do some test runs with the board and then potentially roll them out to the property owners. **Motion 21-015** was made and passed 9-0. **Motion 21-016** was made and passed 9-0.

Mike Casimir provided the Social Media policy and CLPOA policy statements that all board members need to sign now or bring back to the next board meeting.

Suprena Lohrer moved to adjourn. Jim Price seconded. Motion passed 9-0.

Meeting adjourned at 10:12 p.m.

Minutes compiled by Barbara Moore.