

Blue Stone Ditch Association
PO Box 192
De Beque, CO 81630

October 24, 2023

Stockholders:

You are hereby notified that a Special Meeting of the Board of Directors of the Blue Stone Ditch Association will be held at the De Beque Fire Station in De Beque, CO on Thursday, November 16th at 6:30 PM, for the purpose of reviewing and revising Bylaws, reviewing financial documents, shareholder comments, vote on the use of weirs at shareholder headgates and to set future items for consideration at Board meetings. If you would like to comment and cannot attend the meeting, please contact the Secretary, Kathy Haas, at Ltlknit@yahoo.com to be sent an online comment form or email any comments directly to her.

**Agenda for the Special Meeting of the Board of Directors for
the Blue Stone Ditch Association**

November 16, 2023

- Call to Order
- Roll Call
- Approval of Minutes from 01/26/23, 02/05/23, 03/30/23, 07/22/23 and 10/19/23

(Minutes will become available on the website or can be requested by contacting Kathy Haas at Ltlknit@yahoo.com)

Old Business

- Revisit rules to address Board meeting protocols.

Public Comments

- **Policy Regarding Public Comment** - The public comment portion of the agenda provides an opportunity for the shareholders to speak to the Board of Directors regarding issues that were on the agenda or in regards to future agenda items. Outbursts or interruptions from any person in the

hearing room are prohibited. Any shareholder wishing to make a comment must identify themselves for the records. Each person will have 3 minutes to comment. If a shareholder is commenting from written notes and their time is up, that shareholder may pass on notes to the Board of Directors for review. Comments must be directed to the Board and not directed to staff or other shareholders.

(Allow comments after review of Decorum)

Officer Reports

- Kathy Haas: Update on grants and estimated time and completion of engineering study (Handout inc with scope of work from JUB)
(Hoping rep from JUB will be here to speak and answer questions)Comments on other infrastructure reports that JUB has participated in.
- Financial Reports for the past 5 years/Treasurer will be present to answer questions and provide a current Asset statement in writing.

New Business

- **Review Bylaws and update/revise based on Board vote and legal counsel recommendations -**
 - 2.02 - 2.04 VS 3.05 - 3.06 Special Meetings** - What is the difference between these two sections in regards to our responsibilities/duties to the shareholders in regards to special meetings - do we need to - can we add quarterly meetings to the Bylaws?
 - 2.04 Notice of Meetings** - Add digital notification as an acceptable means to announce meetings(website, social media) rather than individual meetings.
 - 2.09 Proxies** - Can we get further explanation on what we need to do for meetings to have proxies be most effective/lagal for meetings?
 - 2.10 Voting of Shares** - (1 votes per shareholder or currently shareholder gets # of votes for shares)
 - 3.09 Compensation for Board of Directors** - Also should Board of Directors be on Workman's Comp for Ditch?
 - 3.12 Actions of Directors Without a Meeting** - Can we get clarity on this?

-5.06 Bylaws regarding our Responsibilities to Shareholders for delivering Water. Weirs are in this language, but not flumes.

-5.08 Payment & Forfeiture (Sec B) - can this be changed to be made to shareholders prior to public auction?

- **Motion to Require Weirs on all headgates by 2030** - Starting with any headgate improvements and new subdivisions, create a timeline for the remaining headgates to be completed. Already in Bylaws that the Board can require this.
- Board Discussion on topic.
- **Vote** - A motion to require weirs or similar form of measuring device on all headgates beginning with newly formed subdivisions, headgate improvement projects submitted to the Board and all other headgates by 2030. Measuring plans to be approved by the Board prior to installation.
- Information on HOA's/Water Associations

Other/Future Business

- **Financials** - Does the ditch need to do a financial audit Should we hire an outside bookkeeper? Many requests have been made to the Treasurer to provide financials and shareholders that have not kept current on their dues and those requests have gone unanswered. It was suggested at the 2022 meeting by former attorney Rich Livingston that we possibly form a financial committee to go over financials and determine how our financial needs and security are being met/addressed - finances should be audited annually. (Also the considerations of setting annual budgets that are approved by Board members - hard to do with unknown repair factors along the ditch). Future motion to form a financial committee to be responsible for annual audits.
- Setting guidelines/written policies for low water years (rotating days, times of day for usage, etc).
- Creating a Mission Statement.
- Create/Draft a document with both short and long term goals and objectives.
- Create a job description for the Ditch Rider.
- Do we have/need D&O insurance?
- Any shareholders interested in a Board Position, Special Interest Group or Ditch Rider contact Kathy Haas, Secretary.