



CCRSCo

**Clean Colorado River Sustainability Coalition
(Formerly: Colorado River Regional Sewer Coalition)**

DRAFT Meeting Minutes

**Teleconference Hosted by Lake Havasu City
2360 McCulloch Boulevard, North, Lake Havasu City, Arizona 86403
Tuesday, March 19, 2013
10:00 a.m.**

Voting Membership Present

Mark Nexsen-Chairman	Lake Havasu City
J.R. Poole	Buckskin Sanitary District
Jack Hakim	Bullhead City
Bill Cox	Chemehuevi Indian Tribe (via phone)
D.L. Wilson	LaPaz County Supervisors
Andy Jones	Colorado River Sewage Systems (via phone)
Jim Nafsey	Metropolitan Water District of So. California (via phone)
Jake Jacobson-Secretary/Treasurer	Clark County Water Reclamation District
David Brownlee	City of Needles (via phone)
Peggy Roefer	Southern Nevada Water Authority (via phone)

Call to Order

Chairman Nexsen called the meeting to order at 10:03 a.m. Roll call was taken and it was determined that there was a quorum.

1. Approval of Minutes from November 6, 2012 Special Meeting

Secretary/Treasurer Jake Jacobson made a motion to approve the minutes from the November 6, 2012, Special Meeting. The motion was seconded by Mayor Jack Hakim and unanimously carried.

2. Treasurer's Report

The Treasurer's Report was given by Jake Jacobson and is attached. Mr. Jacobson provided a brief overview of the treasurer report including the financial status. He reported that membership dues invoices were both mailed and emailed to each member and asked that everyone be on the lookout.

Mr. Jacobson also added that the Board's last action for banking in the CRRSCo account was conducted in 2009 and it's time for a revision on the account especially with the new incorporated name change. He further stated, changes also reflect that the only signers on the account for CCRSCo will be Treasurer, Chair, and Vice Chair, utilizing their legal names, respectively; and the Treasurer is to sign the bank business documentation.

3. Adopt Bylaws and Articles as Revised-2012-Mayor Nexsen, LHC

Chairman Nexsen reminded the Board that we started this process in November of 2012, and met in January to review the Bylaws and Articles; however, we received subsequent changes

from the Metropolitan Water District (MWD) and we had to wait until we could put together a quorum to adopt the recommended changes.

Chairman Nexsen asked Attorney Maureen George to update the members on what some of the changes were. Ms. George asked the Board if they received the memo from her that she sent to the members last Friday, to which Mayor Nexsen confirmed. She explained that there was only one change to the Articles of Incorporation requested and that was to delete references to elected officials in order to permit both elected and appointed officials to serve as voting members of CCRSCo. She stated that she sees no reason not to make that change.

Ms. George explained that in terms of the Bylaws, MWD requested minor wording changes throughout the document and these changes do not have any substantive impact. She also gave a brief overview of other acceptable recommended changes suggested by MWD. She explained that Article III.A is the same conforming change as the Articles of Incorporation allowing representatives to be elected or appointed. She said Article IV.1 states that if for some reason, a voting member could not attend the annual board meeting and they are sending an alternate, they must let the Secretary know in writing that they are doing that, which she agrees is a better way of tracking the designation. She stated that Article VI.3 is amended to add electronic mail as an acceptable form of notice.

Ms. George said that the only suggested change from MWD that she is concerned about is Section XI.1. She explained that currently, if someone withdraws from CCRSCo and there are any outstanding obligations they are required to pay those obligations that are on record before their withdrawal. The suggested change would eliminate that provision in regard to consequences of a member withdrawing, and allow a member to term without having to pay any outstanding pre-existing obligations.

Peggy Roefer asked Ms. George to further define obligation and stated that they have committed to a database and asked if that means they are thereby obligating themselves to keep the database forever. Ms. George stated that her recollection of the database was that it was kind of a voluntary thing they agreed to do as part of the grant for the Bureau of Reclamation, and clarified that voluntary would not be an obligation.

She further explained that if CCRSCo today does not have any outstanding monetary obligations, then you could make the change that MWD is requesting, to protect the board in the future and have the members pay their share up front. For example, she explained, if you decided to hire an Engineer or a Lobbyist, you wouldn't do that until everyone put the money in up front, that way if they withdraw their membership you are not on the hook for their share.

Chairman Nexsen stated that he prefers that method. He said that he understands the concern about an obligation, but typically this coalition has "lived within its means" and we have not gone out on a limb, as we have \$120,000 in the bank. He said that he agrees with Maureen. He explained that without this language, if we decide to do something special where we hire an Engineer or a Lobbyist, we agree to each submit so much money before we actually hire someone.

Mayor Jack Hakim from Bullhead City asked how the money would be divided. Mayor Nexsen explained that when it came to legislative it was based on whoever volunteered to do it. He explained that for example, if we have to hire an Engineer at \$40,000 for whatever reason, if we didn't have the money already sitting in our checking or savings account, then at that point in time we would all have to agree to share in some manner. Mayor Hakim asked if the description on how the money would be shared should be in the bylaws, to which Chairman Nexsen replied that we could, but he is not sure of the format, and suggested that the Board just do what they have done in the past and just live off the dues.

Ms. George suggested that the Board honor and adopt all the recommended changes in the Articles and Bylaws, and that it would probably be a good idea at the next meeting to adopt some kind of a policy resolution or something of the like, as a reminder to the future members that will sit on the Board, that if we take on any financial obligation in excess of dues, that payment would be due in advance from each member and then there would be record of that action. Chairman Nexsen agreed and said he will add that to the Agenda for the next meeting.

Ms. George stated that there are two resolutions that need to be adopted: Resolution No. 12-003 adopting amended and restated Articles of Incorporation including minor changes suggested by MWD, and Resolution No. 12-004 adopting amended and restated bylaws also including minor changes suggested by MWD.

Mayor Hakim made a motion to adopt Resolution No. 12-003, Amended and Restated Articles of Incorporation dated January 22, 2012 to reflect a new direction for the corporation and adoption of a new name for same pursuant to Resolution No. 12-001; and include Metropolitan Water District subsequent minor recommended changes to reflect how members would be appointed; and, authorize filing of same with the Arizona Corporation Commission. Motion seconded by member D.L. Wilson, and unanimously carried.

Jake Jacobson made a motion to adopt Resolution No. 12-004, Amended and Restated Bylaws dated January 22, 2012 to reflect a Name Change to "Clean Colorado River Sustainability Coalition"; and include Metropolitan Water District's subsequent minor recommended changes to reflect how members would be appointed. Motion seconded by Mayor Hakim, and unanimously carried.

4. 2013 Calendar Meeting Dates-Mayor Nexsen, LHC

Mayor Nexsen stated that we need to setup some meeting dates for 2013 and said it was suggested that we try to rotate meeting location sites. Mayor Nexsen said that there have been a number of new members over the last couple of years, and asked member Jim Nafsey to look into hosting a meeting at Gene Camp this year. Mr. Jacobson said there was also interest in holding a meeting in Bullhead City and at the Dam with the Bureau of Reclamation.

Mr. Jacobson said that he will coordinate the location sites and work out the details for the first three meetings with Mr. Nafsey, Bureau of Reclamation, and Mayor Hakim and report back to the Board.

Mayor Hakim asked members to think about action items this group can take over the next 12 to 15 months, and then at the next meeting, take all those suggestions and vet them out and determine what the course of action will be for each over the next 12-15 months.

Mr. Jacobson requested that Mayor Nexsen come up with some tentative dates now for the upcoming meetings so that he could start coordinating. Mayor Nexsen suggested the dates June 12, September 12, and December, 4 or 5. He stated that we can adjust the dates as needed, and asked everyone to tentatively calendar those dates in the meantime.

5. Adjournment

A motion to adjourn was made by Mayor Jack Hakim and seconded by D.L. Wilson. Mayor Nexsen declared the meeting adjourned at 10:22 a.m.