

MOUNTAIN GREEN SEWER IMPROVEMENT DISTRICT
5455 West Old Highway Road, Mountain Green, Utah 84050
Minutes of the Board of Trustees Meeting
Wednesday, February 7, 2018

General Work Session
6:00 P.M – 7:00 P.M.

All Board Members were invited to participate in a General Work Session for the purpose of creating a set of Bylaws for the Board of Trustees as it relates to the MGSID.

Those present for this work meeting: Zane Gray, Gary Ross, Wendy Eliason, Blair Larsen and Lynn Peterson. Employee's present: Robert Volk

Board of Trustees Meeting
7:00 P.M.

Board Members Present: Zane Gray, Wendy Eliason, Blair Larsen, Gary Ross and Larry Nance.

Employees Present: Robert Volk and Janet Boudrero. **Guests Present:** Lynn Peterson, Tina Kelley, Tony Hassel and Bob Woodcock.

Call to Order: Board Chairman Zane Gray welcomed all present and acknowledged those public residents with us this evening. He then called the meeting to order.

Prayer: Blair Larsen

Approval of Agenda:

Zane: I sent this out as early as I could so they could get a close look at it and is everyone okay with the way it is laid out.

Blair: Is this different than the one that was online?

Zane: No, it shouldn't be. I sent you two one earlier last week with items one and two in reverse. Is everyone okay with what is on the agenda? Does anyone want to declare a conflict of interest?

Larry: We need to approve the agenda.

Zane: Oh, okay.

Gary: This is where the good demonstration of where Roberts Rules of Order comes in as in the beginning part of the opening part of our meeting it is not necessary to make a motion to approve the agenda but it is customary to go through these different things and make motions. So, if you don't mind I will walk through that.

Gary then made a motion to approve the Agenda. Larry seconded the motion as presented. Motion passed. All voted in the affirmative.

Conflict of Interest:

Zane: When we talk about the Declaration of Conflict of Interest how have they done that?

Gary: So, in my experience there hasn't been a motion for that, it is more of a statement. Whereas, the approval is you are doing something or you are actually making a decision on something or the Board is taking some kind of action. The action is this agenda is good to be approved. The approval of the agenda is one of those basic Utah codes things where this is what the Board will do, they will set an agenda and they will approve the agenda. So those are the points where we can put asterisks next to it and say these are the things we need to declare and this agenda is approved so, Conflicts of interests is more of a question and there is no motion necessary on that one.

Zane: After reading what is on the agenda does anyone find a conflict of interest they might declare at this time?

Larry: That is the purpose of it, is if anyone has a conflict with any item on the agenda they just make declaration that they have a conflict.

Zane: And they will know if they participate in voting and what have you?

Larry: Well, no they are still allowed to participate, they are always allowed to participate.

Zane: Oh, that's right you just say.

Blair and Larry: Disclose it, disclose it.

Larry: But if you don't disclose it and you have a conflict of interest you are in violation of the law so you are guilty of a criminal act

Gary: In some cases people do leave and if I have a conflict with something I say I don't want any part of that but they don't have to, I can just declare the interest.

Larry: That is a good point because that is what we should have in our bylaws also because that is what the County has as well so if we add that in our bylaws, if you have a conflict of interest is that member allowed to stay for the discussion or not.

Zane: Hum... Okay, thank you.

Approval of Minutes: January 3, 2018

Zane: When I sent out the agenda we've been talking about preparing the minutes a week in advance like the agenda so that you have an opportunity to read the minutes and be ready to approve or make corrections and we will do that at this time. If we need time, so once you have read the minutes or if you have any corrections let us know.

Gary: I'm ready.

Larry: I'm ready.

Zane: Do we have a motion?

Larry: I'll make a motion to approve the minutes as presented.

Blair: I have some corrections I have several actually.

Larry: What page?

Zane: Let's go to page #13, 3rd paragraph where, "Zane asked, "If was if was, how about, if it was? Will that work"? Did you see that Janet?

Janet: Yes

Zane: Okay thanks

Blair: On the bottom of page 7.

Larry: What about the bottom of page 7?

Zane: Blair, It is your turn why don't you take the floor.

Blair: "There's is a state statute that runs elections. Then it flips over and it says," We did." Is there something missing there?

Gary: As I recall it was something to the effect of we followed or we did comma.

Larry: We followed, we did follow.

Blair: continued," We went by every state statute found." That just didn't flow like a conversation. I was wondering if there is something missing there.

Larry: Robert do you want to interject?

Robert: When we try to go through this there is rustling and stuff on the papers and we try to get what we can out of it.

Gary: We captured the basic idea we did we went by every state statute.

Blair: What was the correction?

Gary: a comma after we did

Blair: Let's see....

Larry: While Blair is looking through his notes I will make a comment and that is that ever since I've been here we have always had the minutes for each meeting which isn't always the case with the County Council or Planning Commission they don't always have their minutes ready for the Planning Commission and the County Council to approve and they sometimes have to wait until the following month. Gary can correct me.

Gary: Sometimes if there is a delay or if they can't get to them it will be the next month.

Zane: this would have been a perfect opportunity for that because of how laborious it was. So we could make a motion to hold off on the approval until the following month.

Larry: Just a note for the future if Janet for some reason cannot get the minutes ready it's okay we can postpone approving them until the next meeting and we can do two meetings at once or I have seen three meetings for the planning commission.

Gary: yes those are every two weeks.

Zane: no, you go ahead Blair.

Blair: Okay, at the top of 12-17," Zane said on item we have a motion and a second and called for a vote. Gary, Larry and Lannie voted nay. No one left to sustain. Motion failed. Zane said we won't be reappointing Blair this evening, maybe later."

Blair: Correction: "Blair said, Congratulations, Robert!"

Zane: You want that added to the minutes?

Blair: that was part of the minutes.

Blair: "You got err done!"

Larry: Are you saying that was wrong?

Blair: It was omitted

Larry: Are you saying it wasn't said?

Gary: He was saying it was omitted from the notes.

Larry: Oh, I see.

Blair said we started out with the minutes and he is just making a comment here, from the minutes, "NOTE: The minutes from the public comment period are transcribed as

close as possible to a direct transcription for accuracy in the representation of the points of view that were presented)

Blair: I think where we are at for a while it would be a good idea to that we quote people here as they speak. Then when we get to the end we kind of go into a narrative or a commentary or sometimes or even an editorial. My note my suggestion would be to put their name and what they said without any editorial. That is not a motion I'm just laying it up for you.

Zane: I can imagine that word for word it would be very fatiguing document.

Blair: Is it important that it reflects what it is?

Larry: Are you saying that you want those comments included in the minutes?

Zane: He does want those in the minutes.

Blair: Well, they are part of minutes right now, because I've spoken!

Zane: I think now we are ready for a motion to accept.

Lynn: I'm the public I can't vote.

Zane: Oh, yes you can you will find out in the near future that you can vote.

Gary: They can abstain as well.

Gary then made a motion to approve the minutes with the two additions that were commented on by Blair and Zane. Larry seconded the motion. Gary, Larry, Wendy and Zane voted in the affirmative. Blair abstained for the reason he was not present for the entire meeting. Motion passed.

Next Board Meeting:

Zane stated that our next Board Meeting is scheduled for the first Wednesday in March which will be March 7, 2018, at 7:00 P.M. with a General Work Session at 6:00 P.M.

Public Comment Period:

Zane: This will be separate from the introduction of our candidates who will come forward under Item # 3. Zane asked Tina if she had any public comment to which she said no thank you. Zane also asked Tony Hassell if he had any public comment to which Tony said no.

AGENDA ITEMS

Item # 1. Discussion : Swearing in Trustees

The three Board members, whose terms were expiring registered for the election and were uncontested candidates. To save money the District did not hold an election. Thus the three incumbents are still Board members and wanting to continue to serve on the Board.

Thus item # 1 is the swearing in of Lynn Peterson and Blair Larsen as Wendy was already sworn in last month.

Lynn Peterson: I have something, at this time I must withdraw my candidacy as I feel like I have served the Board all I want to serve at this time I've appreciated the time I have had here but I think it is time for me to move on now.

Zane: It's that skiing, that cold air skiing is getting to your brain.

Lynn: Well, I know, I like it but I feel like I have served enough terms on the Board and think it is time for somebody else to take my seat.

Zane: Your advice and expertise will be missed.

Lynn: I am sure you will survive.

Zane: Well, thank you Lynn.

Lynn: Thank you I appreciate it, I do. I have appreciated working with all of you guys. I will say this I think Robert Volk and Janet Boudrero have done an excellent job managing the sewer Board I think they are very professional at what they do and I wish them the best success along with the Board as well. So again, I do appreciate your time and allowing me to have my comments I know sometimes not everyone agrees with what everybody says but that's part of being on a Board that's just the way it is. So, with that said, thank you again I hope somebody will fill my position and do a much better job than I did, you can always hope for that.

Zane, Wendy, Gary, Larry, Blair, Robert and Janet: Thank You Lynn

Lynn: Thank you again.

Zane: I think what unites us are the differences in our backgrounds and the negotiation therein.

Lynn: If you don't have your own opinions there is no point in it. Thank you again. Lynn leaves the building.

Gary: Chair can I make a comment on this and skip ahead to Item # 2 with Lynn doing that it falls into a different category of the code.

Zane: is the code the same as Lannie.

Gary: No, is different and I didn't want to confuse but I will hold my thoughts until Item 2.

Zane: Robert do you have a copy of the Oath?

Robert: No, our copier is dead

Zane: Larry if I could delegate to you the swearing in of Blair, if you would take that and if you wish you could substitute Utah in place of state.

Larry then had Blair raise his right arm to the square and repeat the Oath of Office as Blair was sworn in as a Board member of the Mountain Green Sewer Improvement District.

Board members: Congratulations.

2. Discussion/Decision: Election Procedures

We have learned a lot regarding the election procedures. Board members were then updated on the election procedures.

Gary Ross then reviewed for the record the information received in the email from John Call the District's attorney in regards to election procedure. Gary said stated that essentially when one is either elected or appointed you are basically just there until we

hold an official election. He further explained there is some ambiguity between the two different parts of the code as there are different requirements for those with midterm appointments and those requiring midterm elections. The Board must now clarify our election appointment process and define in our bylaws what those differences are and what process we should implement.

Gary also shared that basically the way it currently stands is that if there is nobody elected to replace you when your term ends, then you remain in your position until a replacement is found. In the meantime we can declare that since nobody was contending the appointments, we could extend those appointees for another term. He also said there is no sense of urgency at the present time but will need to address this in June or July at which time we will hopefully have our bylaws in place.

Blair then stated that he has researched this out and has the code for the election process and the midterm process and they don't crossover. He suggested that we have a scheduled work meeting next month and offered to share what he has found with Board members at that time and feels he could do this rather quickly and use that for the election part of the by law.

Board members briefly discussed this possibility and Blair questioned Zane if he would let him know if he wanted Blair to do this as a portfolio assignment.

Zane then stated this would be perfect and assigned this to Blair to present and to be added to our next Board meeting agenda.

Zane questioned if we needed to make a motion to which Larry remarked that when you have the term discussion/decision on an item the word decision just gives you the option to make a decision if you choose to make a decision. Options don't cost you anything!

3. Discussion/Decision: New appointment for Trustee for Lannie Jolley's term

Lannie Jolley has resigned his position effective February 2, 2018. The Board is now in the position to appoint a successor to serve out the remainder of his term which will end December 31, 2019. This opening has been posted and advertised and all interested candidates were asked to attend this meeting or submit a written request to the Chair.

The Board should appoint a replacement with 90 days from the origination of the opening or the appointment could be made by the Morgan County Council. What action does the Board want to take regarding Lannie Jolley's vacated position?

Board members briefly discussed this item and Blair questioned if the Board was bound to make a decision this evening and suggested that we could postpone making a decision until next month while we advertise again for Lynn's vacated seat

After a brief discussion by the Board Gary recommended that we hear from our applicants.

The Board then heard from applicant Mr. Tony Hassell who shared that he graduated from Morgan High School in 1960 then attended Weber State and has his BS degree from Utah State University and was a licensed social worker that worked for the State of Utah for over 30 years where he managed many correctional departments within the state. He also served under Governor Matheson and was later elected to serve as a judge for thirty three years. Tony is now retired and enjoys working and serving. He also shared that he knows a lot about septic tanks. One of his best experiences has been with Morgan County and the good people here. He also worked with the Dept. of Parks and Recreation. He noticed our Boards statement of new growth must pay its own way and asked about that. Blair informed him that statement was from one of the District's first Board members Mr. Paul Warner. Mr. Hassell responded well, we are the Board and we make our own decisions.

The Board then heard from Mr. Robert Woodcock.

Robert shared that he saw on our website the Board vacancy and submitted his resume to the District. He was born in Ogden Utah at the Saint Benedicts Hospital and then moved with his family at the age of eight and spent his formative years in Los Angeles, California, He graduated from BYU in political science and English. He then went to University of Utah school of Law and graduated in 1974. He then attended New York University where he graduated with a master's degree in law taxation. After working for his first law firm Parsons, Bailey and Latimer, he and two other partners broke off and formed their own company Sessions and Moore, where they delved into real estate finance and insurance. Robert then retired in 2014 and enjoys skiing, hiking and enjoying the good life. He also volunteers with the food bank. He stated he is impressed with the detail and formalities of the District and hopes he can make a worthy contribution. Robert also is a trustee on the Mountain Green Fire Department.

At this point Tony Hassel excused himself from the proceedings to wait the outcome, and asked to be surprised. He thanked everyone for their time and consideration.

After more discussion Gary made a motion for discussion to postpone until our next meeting on making a decision on the appointment for Lannie Jolley and Lynn Peterson. Blair seconded the motion.

Board members discussed the advertisement being for one position and the fact that Lannie's position was for a midterm position and Lynn's was to be an appointment for four year term.

Blair shared that we do have Lannie's resignation which is just five days old and Lynn's which is effective as of February 7th and suggested that we further advertise and postpone making a decision until our next month's meeting.

After further discussion Gary withdrew his motion.

After further Board discussion Larry made a motion that we appoint Mr. Woodcock to fill Lannie's position which expires in December 2019. Gary seconded the motion. Board discussion followed. Zane then called for a vote. Wendy, Larry and Gary voted in the affirmative. Blair abstained. Motion passed.

Board members then discussed advertising for the vacated seat of Lynn Peterson in the Morgan County News for February 16th and February 23rd. Blair also asked if we could let Mr. Hassel know that Lannie Jolley's position was filled.

Larry made the recommendation that we email and invite Mr. Woodcock to our work meeting as he was not sworn in.

4. Discussion/Decision: Resolution 180207 for the approval of the Municipal Wastewater Planning Program Report of 2017.

The Manager has prepared the 2017 Municipal Wastewater Planning Program Report (MWPP), and after this meeting will submit it to The Utah Department of Environmental Quality/Division of Water Quality. The MWPP has already been reviewed by the Board Chair and Vice Chair.

The Board then reviewed the report in detail and asked for clarification on a few items. The Trustees found that the District has taken all appropriate actions necessary to maintain the effluent requirements in the UPDES Permit.

Larry then made a motion that we approve the Resolution 180207 for the approval of the Municipal Wastewater Planning Program Report for 2018. Wendy seconded the motion. All voted in the affirmative. Motion passed.

5. Discussion/Decision: Cottonwoods IV / Stone Ridge- Two year acceptance

The Cottonwoods Phase IV / Stone Ridge development has passed the two-year mark for turnover of ownership from developer to the District. Gardner Development had the sewer mains cleaned and videoed. The Manager then reviewed the videos and completed a physical inspection. The original video showed significant construction debris, rocks and dirt so the Manager required the developer to re-clean and then re-video the entire system.

The value of the sewer infrastructure for this development is **\$342,448** which will be added to District's Assets as of the date of acceptance.

After Board discussion Larry made a motion that the Board accepts ownership of the sewer infrastructure for the Cottonwoods Phase IV/ Stone Ridge Development as of this date. Gary seconded the motion. All voted in the affirmative. No one abstained. Motion passed.

6. Discussion: Monthly Auditor's Report

Larry Has now completed the last two audits. He asked if we know as a Board what PTIF stands for. Wendy shared that it stands for Public Treasurer's Investment Fund which is an authorized state regulated fund where we transfer our money. Larry added that it is an authorized state regulated fund where we have been transferring our money. Larry shared that the State does the research.

Larry reported that he found no errors with the balances, deposits or written checks.

7. Discussion/Decision: Transfer money between accounts.

The Board has decided in order to maximize earned interest, transfer excess funds from the main checking account into one or more PTIF accounts. In January we transferred \$80,000 from our main checking into our PTIF 4668 replacement/depreciation account. Total estimated depreciation for 2018 is \$198,000. Transfers are usually made into one or both of these accounts: the PTIF 4668 Replacement (Depreciation) account and the PTIF 248 Existing Resident's Funds for the New Facility Account. What transfers does the Board want to make at this time?

After brief discussion Gary moved that we move or transfer \$23,940 from our 1st bank expansion account into our PTIF 4598. Robert asked to clarify that to include the account number. Gary then clarified that we transfer \$23,940 from our First Bank 5271 account into our PTIF 4598 Account. Blair seconded the motion. All voted in the affirmative. Motion passed

8. Discussion: 2018 Board Training and Disclosure Form

This is your annual reminder. All Trustees get to complete the Open Meetings Act Training each year. This is easily accomplished online. Please be the first one to print off your certificate.

All reappointed and newly appointed Trustees get to complete the Board member training in addition to the Open Meetings Act Training. This means that Blair and Wendy get to do the new member training. We also get to sign and submit a new Conflict of Interest Disclosure Form this year.

Board members briefly reviewed this item and asked Robert to provide the links to the training website again.

9. Discussion: New Business

Board members briefly discussed Recommended Agenda items for March.

10. Discussion: Best Practices Checklists-Third and Fourth sections

Board members briefly reviewed the Best Practices Checklists- Third and Fourth sections. There were three comments. One comment on # 16 Staff avoids recruiting individuals to serve as Board members was people saw or noticed our advertisement in the local newspaper and also by word of mouth has also worked.

20. When in-house expertise is not available to perform special tasks, the entity hires or appoints qualified experts which Mr. LeGrand Bitter has previously done for the District.

23. The Board holds everyone accountable, including management, to high standards of performance. Someone said, could this be anymore vague?

11. Discussion: The Manager requested a process for filing a grievance

The Manager is requesting that the Board provide a process under which the Manager can file a grievance that will be heard by an objective panel and fairly evaluated. The MGSID Personnel Policy states that an employee may file a grievance with the Board, but it does not state an acceptable procedure for it to be provided to the Board.

Zane recommended that this be moved to a future Agenda as a Discussion/Decision item. Board Members discussed this item and the best way to handle it and develop the process. Gary said that it is important that if someone has an issue that no one should suffer alone and that if Robert has a grievance he can file it with him or another Board Member.

Larry made the suggestion that if one has a grievance to file it with the Board Chairman unless the grievance is in regards to the Chairman. In that case, it would then go to the Vice Chair to be brought to the Board and all should be recorded. Everyone was in agreement to never meet with anyone alone to always have two persons present.

Zane then stated that he believed the remainder of the information on this Agenda would be for everyone's own observation and that there was no need to read or discuss anything further. He then called for a close to the meeting.

Here are the following items from the Agenda that were not read in the meeting but are noted here for recording in the Minutes.

12. Discussion: Supporting Documents

Lannie Jolley's resignation letter

13. Discussion: Manager's Report/District Operations ~ January 2018

The construction project at the intersection of Cottonwood Canyon Road and Garnet Lane to connect the 15" line between two manholes and create an 8" overflow line on the uphill manhole has been completed as scheduled. The final invoice was for the amount of the approved bid at \$35,038.45. As discussed and budgeted for in the December 2017 meeting, the asphalt that was installed in cold weather over the

excavation site is a separate expense item and will be assessed and replaced or repaired mid-summer. Mike Waite will inspect the site in June and let us know what he wants done.

Janet has completed and sent in the Utah Money Management Council's Deposit and Investment report that is due every January 31 and July 31. The fourth quarter 2017 Transparency financial reports have been processed and uploaded to the state.

Amy Davies with Child, Richards CPAs and Advisors (formerly Wood Richards and Associates) has contacted me with questions to begin the 2017 audit.

Effluent continues to measure well within state requirements and removed over 93% of Biochemical Oxygen Demand (BOD) & 92% of Total Suspended Solids (TSS) in January. E-Coli bacteria registered as 1 organism per 100 milliliters, and our permit allows up to 126 organisms per 100 milliliters.

Motion to Adjourn:

9:35 P.M. Blair made a motion to adjourn. Gary seconded the motion. Motion passed.

Signed _____