

# EDEN IRRIGATION COMPANY

P.O. Box 56  
Eden, UT 84310

## Minutes of Annual Shareholders Meeting December 6, 2023

### In Attendance:

Alan Wheelwright	L.D' Ann Karford	Kirk Langford
Garth Chandler	Calvin Earl	Grant Weller
Nick Froerer	Alis Castiglia	Nick Phelps
Keith Hill	Derek White	Gaye Hogge
Chris Hogge	Alan Vause	Verl Creager
Ruby Raccasi	Robert Fuller	Seth Hadlock
	Johanna Mayra	June Fuller
	Brian Burrows	

Meeting was held at the Eden Park Community Center. Alan Wheelwright called the meeting to order at approximately 6:00 p.m. and welcomed those in attendance.

### 2022 Minutes:

The minutes of the December 7, 2022, Annual Shareholders Meeting was posted on the Eden Irrigation website <https://www.edenirrigation.org> for review. Grant Weller made a motion to approve the minutes; the motion was seconded by Garth Chandler and approved unanimously.

### Report of the President: President turned the time over to Keith Hill (Water Master)

- Canal/ditch maintenance – Keith Hill reported that it was a great water year and that North Fork water lasted a long time and hence our Weber Basin contracted water lasted through the season.

He reported that there had been some maintenance and repair work done on the canal and Ritter and Wilbur ditches this year. He had received complaints from shareholders on the Ritter ditch who thought work was excessive/unnecessary. Robert Fuller asked why the Ritter ditch maintenance was prorated and not billed to the property owner where the ditch maintenance was done. Keith said the work was primarily because of overgrown trees along the ditch which probably should have been addressed many years ago with the previous owner and it was the Company decision to prorate the cost among the ditch shareholders as we do in most cases where problem was not caused by the shareholder on the property. Lisa Arbogast (a shareholder on a different lateral) felt prorating was fine with her if work made the water flow better. Because of issue raised this year with lateral maintenance, Keith said he/Company will work more closely with shareholders and ditch supervisors in the future about maintenance work on the laterals.

### Report of the Secretary/Treasurer:

Ruby Raccasi provided annual meeting financial summaries 2016 to 2022 (attached). Board of Directors determined the 2023 assessment would remain the same as 2022 - \$10/share or \$50 minimum.

Ruby provided QuickBooks Profit & Loss Previous Year Comparison and 2022 Profit and Loss Statement (attached).

Kirk Langford made a motion to approve financials; the motion was seconded by Lisa Arbogast and approved unanimously.

**Elections:**

The current Directors/Trustees are Garth Chandler, Nick Froerer, Keith Hill, Chris Hogge, and Alan Wheelwright. All directors were either appointed in 2021 or terms extended in 2021, and since directors serve two-year term all five directors' terms expire in 2023. In order to get back on an alternate year schedule, the board suggests two directors' terms be made for a one-year term for this election period only. Alan Wheelwright asked if there were any nominations for directors. Grant Weller made a motion to extend the term of all current directors, with the terms of Garth Chandler and Nick Froerer being one-year for this year only and then all directors would be back to two-year terms. The motion was seconded by Dereck White and approved unanimously.

The current Officers are as follows:

President – Alan Wheelwright

Vice President – Nick Froerer

Secretary/Treasurer, Ruby Raccasi

Water Master: Keith Hill

No change in officers was made at the meeting.

**Articles of Incorporation and Bylaws:** Alan reported that the Board had been working with attorneys on Articles of Incorporation and Bylaws and draft documents had been posted on the website for review. The Notice of Annual Shareholders Meeting (sent with assessments on November 16, 2023) informed shareholders 1) of the website address, 2) that documents would be proposed for adoption at the annual meeting, and 3) to contact Ruby Raccasi to request a copy. Ruby reported that she had received no requests for copies.

Several shareholders expressed they had recommendations for changes/additions (e.g., size of board, transfer of share requirements) and/or desired more time to review the documents. After considerable discussion, it was agreed that a notice would be sent out to all shareholders the first week of January giving 30 days to provide written comments. The board would then review shareholder comments with the attorney, make approved changes, post the updated drafts on the website, and send a Notice of Special Meeting (30-day notice) to vote on the Articles and Bylaws.

**System Optimization Review:** Alan Wheelwright reminded all that the System Optimization Review was posted on the website and that board continues to work with JUB engineering on cost controls and updates. Kirk Langford suggested that more shareholders participate.

Chris Hogge reported that after some discussion with representatives of Weber Basin Water, they indicated it is expected that the environmental impact study for the piping of the Ogden Valley Canal will probably not be complete until later in 2024 and if the canal piping project proceeds to construction, it will likely take a couple of years to construct. He noted that Eden Irrigation could not realistically proceed with a pressurization project before that.

**Discussion/Other Business:** None

**Ratification:** Alan Wheelwright asked for ratification of the actions of the Board of Directors for the year 2023. Grant Weller made a motion that all the actions taken by the board for the past year be ratified. Robert Fuller seconded, and the motion was approved unanimously.

**Adjournment:** A motion was made by Alan Wheelwright to adjourn. The motion was seconded by Chris Hogge and approved unanimously. The meeting was adjourned at approximately 7:10 p.m.

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Summary for 2023 Annual Meeting Dec. 6, 2023

	2023	2022	2021	2020	2019	2018	2017	2016
			Includes BoR Grant \$20,000	includes BoR \$2500 50/50	NO  M E E T I N G			
Revenue (assessments/cert.fees/interest) thru Dec 1	17,949.64	27,429.14	20,338.11			15,020.52	11,343.40	4,814.30
Expenses thru Dec 1	17,555.19	54,882.71	39,886.23			18,089.23	14,799.73	23,922.35
Major Expenses								
Weber Basin Water Annual Water Charge	17,220.00	17,220.00	16,440.00			15,300.00	12,820.00	11,964.00
		(\$2255 prorated Wilbur ditch: \$1794 prorated Ritter ditch)						
Maintenance & Repair	12,398.27	5,005.39	0.00			8,480.88	855.00	10,706.23
Clerical support	640.00	985.00	600.50			760.00	925.00	1,152.50
State Engineer Water Assessmnet	335.19	320.37	472.54			398.76	445.62	356.52
Insurance	629.00	611.00	594.00			0.00	0.00	0.00
Postage & supplies	249.54	281.67	264.70			120.00	109.98	164.93
Other		298.28	16,134.00	lower canal pipe	0.00	0.00	0.00	0.00
Legal	1,503.00	3,000.00						
System Optimization Review	0.00	27,000.00						
Total	32,097.46	54,110.71	33,911.74		18,614.75	23,679.64	15,155.60	24,344.18
Bank Balances as of Oct 31								
Wells Fargo Savings	10,675.31	10,660.15	10,668.98		10,223.68	9,018.88	7,814.67	6,611.07
Wells Fargo Checking	20,976.89	20,295.46	27,151.27		33,411.64	28,433.63	25,310.21	24,044.43
Zions Gold Money Market	32,782.41	32,603.09	32,557.64		32,388.43	32,203.83	32,139.06	31,862.39
Total	64,434.61	63,558.70	70,377.89		76,023.75	69,656.34	65,263.94	62,517.89
Revenue November/to date	16,026.52	10,726.61	14,560.54	includes BoR \$2500 50/50	11,028.71	7,157.30	9,514.38	6,265.85
Current Liabilities (November to date):								
Weber Basin	17,220.00	17,220.00	16,440.00		15,300.00	13,920.00		0.00
Clerical	640.00	985.00	600.50		670.00	400.00	510.00	645.00
Postage & Supplies	249.54	281.67	264.70		160.59	120.00	98.00	159.13
Business Renewal	10.00	25.00	10.00		10.00	10.00	10.00	10.00
System Optimization Review	0.00	0.00	5,000.00					
Maintenance	725.00	685.00						
Total	18,844.54	19,196.67	22,315.20		16,140.59	14,450.00	618.00	814.13
Annual Billing November-Approx Receivables		35,756.00	27,378.00		23,456.49	24,189.28	19,623.00	18,400.00
Past Due at Nov Billing-Approx	4,472.00	4,158.00	2,968.00		2,280.00	1,775.00	1,820.00	7,250.00
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Current Past Due	3,898.63	3,956.18	2,425.86		2,128.58	1,694.00	1,820.00	6,455.00

<b>2023 Billing</b>	<b>Approx. Amount</b>	<b># of Invoices</b>
Froerer	4894	12
Fuller	2,630	25
Lindsay	7,115	43
Ritter	5,948	8
Stallings	7,208	58
Wilbur	7,684	63
Worden	5,129	33
<b>Total</b>	<b>40,608</b>	<b>242</b>

<b>2022 Billin</b>	<b>Approx. Amount</b>	<b># of Invoices</b>
Froerer	4894	12
Fuller	2,630	25
Lindsay	7,095	43
Ritter	3,755	8
Stallings	6,865	58
Wilbur	5,388	63
Worden	5,129	33
<b>Total</b>	<b>35,756</b>	<b>242</b>

<b>2021 Billing</b>	<b>Approx. Amount</b>	<b># of Invoices</b>
Froerer	3,885	9
Fuller	1,935	23
Lindsay	5,525	43
Ritter	2,987	8
Stallings	5,185	58
Wilbur	3,807	63
Worden	4,054	33
<b>Total</b>	<b>27,378</b>	<b>237</b>

# EDEN IRRIGATION COMPANY

## Profit & Loss Prev Year Comparison

### January through November 2023

	Jan - Nov 23	Jan - Nov 22	\$ Change	% Change
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
Annual Assessment	17,432.08	7,744.84	9,687.24	125.1%
Certificate Issued	81.58	485.00	-403.42	-83.2%
<b>Grants</b>				
ASAP Grant RA1AP10387-00	0.00	20,000.00	-20,000.00	-100.0%
<b>Total Grants</b>	0.00	20,000.00	-20,000.00	-100.0%
Late Fees	145.26	40.00	105.26	263.2%
Maintenance Prorated	290.72	3.70	287.02	7,757.3%
Miscellaneous Income	0.00	50.00	-50.00	-100.0%
Returned Check Charges	0.00	12.00	-12.00	-100.0%
<b>Total Income</b>	17,949.64	28,335.54	-10,385.90	-36.7%
<b>Gross Profit</b>	17,949.64	28,335.54	-10,385.90	-36.7%
<b>Expense</b>				
Clerical Support	640.00	985.00	-345.00	-35.0%
<b>Insurance</b>				
D&O Insurance	629.00	611.00	18.00	3.0%
<b>Total Insurance</b>	629.00	611.00	18.00	3.0%
Licenses and Permits	10.00	25.00	-15.00	-60.0%
<b>Maintenance</b>				
Canal/General Maintenance	8,349.06	5,005.39	3,343.67	66.8%
Lateral Maintenance	4,049.21	0.00	4,049.21	100.0%
<b>Total Maintenance</b>	12,398.27	5,005.39	7,392.88	147.7%
Office Supplies	91.14	109.62	-18.48	-16.9%
<b>Operations</b>				
PO Box Rental	156.00	156.00	0.00	0.0%
Website	0.00	278.28	-278.28	-100.0%
<b>Total Operations</b>	156.00	434.28	-278.28	-64.1%
Postage and Delivery	158.40	172.05	-13.65	-7.9%
<b>Professional Fees</b>				
Legal Fees	1,503.00	3,000.00	-1,497.00	-49.9%
<b>Total Professional Fees</b>	1,503.00	3,000.00	-1,497.00	-49.9%
<b>Professional Services</b>				
System Optimization Review -JUB	0.00	-18,000.00	18,000.00	100.0%
Professional Services - Other	0.00	45,000.00	-45,000.00	-100.0%
<b>Total Professional Services</b>	0.00	27,000.00	-27,000.00	-100.0%
<b>Program Expense</b>				
Ogden River Dist. System	335.19	320.37	14.82	4.6%
Weber Basin	17,220.00	17,220.00	0.00	0.0%
<b>Total Program Expense</b>	17,555.19	17,540.37	14.82	0.1%
<b>Total Expense</b>	33,141.00	54,882.71	-21,741.71	-39.6%
<b>Net Ordinary Income</b>	-15,191.36	-26,547.17	11,355.81	42.8%
<b>Other Income/Expense</b>				
<b>Other Income</b>				
Interest Income	174.57	24.25	150.32	619.9%
<b>Total Other Income</b>	174.57	24.25	150.32	619.9%
<b>Net Other Income</b>	174.57	24.25	150.32	619.9%
<b>Net Income</b>	<b>-15,016.79</b>	<b>-26,522.92</b>	<b>11,506.13</b>	<b>43.4%</b>

## EDEN IRRIGATION COMPANY

## Profit &amp; Loss

January through December 2022

	Jan - Dec 22
Ordinary Income/Expense	
Income	
Annual Assessment	31,629.14
Certificate Issued	535.00
Grants	
ASAP Grant RA1AP10387-00	20,000.00
Total Grants	20,000.00
Late Fees	40.00
Maintenance Prorated	3.70
Miscellaneous Income	50.00
Returned Check Charges	12.00
Total Income	52,269.84
Gross Profit	52,269.84
Expense	
Bank Service Charges	16.00
Clerical Support	985.00
Insurance	
D&O Insurance	611.00
Total Insurance	611.00
Licenses and Permits	25.00
Maintenance	
Canal/General Maintenance	5,005.39
Total Maintenance	5,005.39
Office Supplies	109.62
Operations	
PO Box Rental	156.00
Website	278.28
Total Operations	434.28
Postage and Delivery	172.05
Professional Fees	
Legal Fees	3,000.00
Total Professional Fees	3,000.00
Professional Services	
System Optimization Review -JUB	-18,000.00
Professional Services - Other	45,000.00
Total Professional Services	27,000.00
Program Expense	
Ogden River Dist. System	320.37
Weber Basin	17,220.00
Total Program Expense	17,540.37
Total Expense	54,898.71
Net Ordinary Income	-2,628.87
Other Income/Expense	
Other Income	
Interest Income	30.97
Total Other Income	30.97
Net Other Income	30.97
Net Income	-2,597.90