

**KING CREEK WATER SUPPLY CORPORATION
BOARD OF DIRECTORS MEETING MINUTES**

Date: January 21, 2025/**Time:** 6:30pm-8:00pm/**Location:** Moved to 148 CR 1604, Clifton, Tx 76634 (Kenneth's home)/**Dial In:** (978) 990-5064, **Access Code:** 1408755 (Audio Only)

Meeting called by Kenneth Eubanks

Attendees: Kenneth Eubanks, Pres., Craig Hoffman, VP; Pam Kellan, Sec/Treas.; Bruce

Type of Meeting: Monthly Meeting

Roebuck, Ron White, Shauna Latham,

Facilitator: Kenneth Eubanks

Elizabeth Taylor (by phone)

Note Taker: Kenneth Eubanks

Guest/VIP's: None

Timekeeper: Kenneth Eubanks

Meeting started at 6:30 pm with Quorum

AGENDA TOPICS

1. **Public Comments (5 minutes)** _____ **None**
2. **A. Secretary's Report (5 minutes)** _____ **Pam Kellan**

Ron moved to accept the Minutes from October 2024 (last meeting) as presented.

Elizabeth 2nd. Motion passed

Discussion: None

B. Discussion and Actions regarding KCWSC Correspondence

Pam informed Board TCEQ PHS fee paid and to pay RAF Assessment Fee

Kenneth informed Board the Year-End letter to membership was ready to go to the printer.

Reminded Board that it was agreed upon to hold off on mailing until beginning of new year and his return from travel. He will send to printer shop.

3. **Treasurer's Report (15 minutes)** _____ **Kenneth/Pam**

A October 2024 report-Elizabeth moved to approve as presented. Pam 2nd. Motion passed.

Discussion: None

November 2024 report-Elizabeth moved to approve as presented. Craig 2nd. Motion passed.

Discussion: None

December 2024 report-Elizabeth moved to approve as presented. Shauna 2nd. Motion passed.

Discussion: None

B. Pam presented the invoice for TRWA membership for \$500 and recommended we pay for the legal fees of \$275, as they have helped KCWSC in 2024 and it was extremely valuable. Board had agreed to not pay last year.

Elizabeth moved to renew and pay voluntary legal fee. Pam 2nd. Motion passed.

Discussion: None other than the legal fee

C. Payment to Kurt Miner for use of his place

Pam informed the Board that no payment had been made to date, as it was on hold until a rent/lease agreement obtained to avoid any misunderstandings. Reminded Board that \$50. a month had been agreed upon. Craig reminded Board that he had only made a verbal, but was still ok with us using.

Elizabeth moved to pay Kurt. Pam 2nd. Motion passed.

Discussion: Pam will check how many months we had used and pay accordingly

D. Kenneth informed the Board that he had not prepared an invoice for reimbursement due to being a small amount and would hold off until annual meeting milestones had passed.

E. Bookkeeper concerns regarding year end reconciliation.

Sherry had a major discrepancy in the Quickbooks entries when compared to the RVS year end report from David. After review, Kenneth and Sherry determined that the RVS report was not accurate and did not even match its own monthly reports. It was determined it was due to corrections made within RVS to move and allocate membership dues and deposits. Sherry will generate our 1099's for anyone paid over \$600 last year and get those in the mail could e-file report to IRS.

OLD BUSINESS

- A. Discuss and take appropriate actions to approve or disapprove the sell of KCWSC thus allowing Ecologic Advisers (WaterLogic, LLC) to solicit interested Buyers and submit proposals (Phase II)**

Kenneth moved that the Board seek with earnest intent to sell KCWSC, review offers and present the Board's recommendation to the Membership at the 2025 Annual Meeting. Shauna 2nd. Motion passed.

Discussion: Kenneth explained that while the Board had agreed to move forward with the sell, the motion was necessary to document that commitment in order to take the next steps with Ecologic Advisers (WaterLogic, LLC). Kenneth polled the Board for their thoughts and commitment on selling and each board member agreed.

Pam suggested that Kenneth and her reach out to CPA regarding corporate tax implications with funds received from sale.

B. Approval for Kenneth to sign agreement letter with Ecologic, Advisers

Pam moved that Kenneth sign the agreement letter pending the resolution of questions the Board had allowing them to move forward with their negotiations and obtaining Letters of Intent from potential buyers. Bruce 2nd.

Motion passed.

Discussion: Kenneth had collected questions from the Board of which Ecologic answered. Remaining concerns was the wording about "buyers assistance" and when the commission would be determined and paid. Kenneth agreed to get those questions answered and if and if answers were favorably for KCWSC, agreement letter would be signed.

NEW BUSINESS

A. Discuss and take appropriate actions regarding preparation for Annual Membership Meeting

Pam moved to accept the Director application form and letter for the expiring board seats to be mailed no later than February 2, 2025. Board reviewed and approved letter. Motion passed.

Discussion: Kenneth had updated the application template from the Annual Meeting standard procedure with the current information and open seats.

B. Expiring Board Seats

Kenneth presented to the Board expiring seats 1 & 2 currently held by Bruce Roebuck and Shauna Latham. Kenneth asked them to consider running again, but understood if the decision was not to run. Asked them, if they do decide to run, to complete the application form to be included for vote by membership.

C. Ballot items other than Board seats

Kenneth presented draft ballot for Board to review. Board applications must be received before the ballot can be finalized and mailed to membership in April

D. Article XV of Bylaws explained-distribution of funds to members upon sell

The Board discussed Article XV, which defines how proceeds from the sell would be distributed to the Membership. Kenneth and Pam explained that the TRWA Lawyer and CPA both have stated that the definition and method prescribed by the article of the bylaws is a standard practice. Furthermore, "in proportion to patronage" means the proportion of amount of money paid for water provided by KCWSC from member. Kenneth recommended that this Article's wording not be modified, as it would take considerable effort to vet any alternative wording and method through legal review and then subsequent membership approval. Kenneth stated that it would be impossible for the Board to determine the total amount of each account prior to mid-2011, as there are no records prior to adopting RVS as billing software. Even so, it would not be a simple task to calculate the patronage of each member since mid-2011 either.

E. Location

Kenneth stated that the Board should be considering options for location of the meeting.

Pam suggested to be held at Water Plant again, like last year. Ron said the meeting could be held under his camper port. Kenneth stated that a decision is not necessary until meeting announcement letter sent out.

F. Discuss and take appropriate actions regarding well, equipment and operations

Kenneth briefed the Board on a leak David found. It was not serious in that it did not directly affect the service or operation, but was spraying water inside the pump house

when the well pump was filling the storage tank. Ron and Craig volunteered to assist Kenneth with determining the necessary repair.

G. Discuss and take appropriate actions regarding Director's Report

No discussion or action taken

H. Executive Session (closed to public)

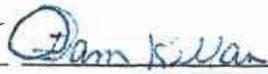
None

I. Adjourn Meeting

Kenneth moved to adjourn the meeting at 8:00pm. Pam 2nd. Motion passed.

Discussion:

None

	2-11-25		2-11-2015
Kenneth Eubanks, Pres.	Date	Pam Kellan, Sec/Treas.	Date