

## MEETING MINUTES

Meeting Topic: 1<sup>st</sup> Meeting of Board of Directors                      Date: 9/13/2017  
Location: Cypress Cove Civic Center                                      Time: 6:30PM

Attendees: Board Members: Charles Gilbert, Erica Leadford, Elliott Owen, Gordon Swan,  
Gilead Ziembra  
Public Present: Dub Paden, Angie Price, Keith Stammler

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This meeting was the first meeting of the Board of Directors. Meeting agenda items are in plan text below. Meeting minutes are in italics:

1. Opening Meeting

*Elliott called the meeting to order at 6:30 p.m. Each member stated their name, brief background and their contribution to the board.*

2. Invocation

*Elliott gave the meeting invocation.*

3. Adopt a Charter

*A Charter had been prepared and was distributed to the Board. Gilead had reservations about some of the wording reflected in the Charter and felt it should be reviewed by legal counsel. Discussion included the fact that the Board could amend the Charter later, if needed, but to proceed to election of Board positions, a Charter must be adopted.*

*A motion was made to vote on adopting the Charter as presented, with the understanding that it could be amended, if needed (Gilbert). Motion was seconded (Leadford). Vote was 4 YES and 1 NO (Ziembra), motion passed to adopt the Charter.*

4. Election of Officers by secret ballot

*Ballots were distributed, submitted, and tallied. Board elected Elliot as President, Gordon as Vice President and Gilead as Secretary/Treasurer.*

*To identify what Class each Director would be, slips of paper with the words "Class 1" (one piece), "Class 2" (two pieces), or "Class 3" (two pieces) were folded and each director drew one piece of paper from the pile. Prior to the drawing of the slips of paper, Charles Gilbert volunteered to become Class 1. The following was determined:*

- *Director, Class 1: Gilbert*
- *Director, Class 2: Leadford, Owen*
- *Director Class 3: Swan, Ziembra*

5. Approve CCWSC Conflict of Interest

*The conflict of interest statement was distributed and reviewed by each Director. Each director signed and returned the COI statement to Angie for record keeping.*

6. Approve CCWSC Election Procedure and pass resolution declaring unopposed candidates elected to the board

*Said resolution was distributed to, and read by, the Board. A motion was made to adopt said resolution (Swan) and seconded (Leadford). Vote was 5 YES and 0 NO. Motion passed.*

7. Pass Bylaws

*CCWSC proposed By Laws were distributed to the Board prior to the meeting. A motion was made to adopt said resolution (Swan) and seconded (Ziembra). Vote was 5 YES and 0 NO. Motion passed.*

*Approved By Laws were signed by the Board President and Secretary/Treasurer and provided to Angie for record keeping.*

8. Comply with Texas Open Meeting & Open Records law; each Director to view Secretary of State Website( <https://texasattorneygeneral.gov/og/open-government-training>)

*Elliott noted that the open meetings training is required for all Directors. Elliott asked that all Directors view the on-line training before the next meeting.*

9. Review and comment on proposed Tariff

*Elliott stated that he had a conversation with PUC regarding TRWA tariffs who are a support group for Texas water systems.*

*The discussion encompassed potential rate increases and differences between for profit and non-profit companies.*

*Proposed Tariff document was distributed to Directors by Elliott prior to the meeting. This was noted, but not discussed. Discussion moved to following meeting.*

10. Review and comment on proposed Budget

*Not discussed. Topic moved to next meeting.*

11. Update on PUC contract for STM application

*CCWS is in the process of being transformed from a non-profit to a for profit company using the STM (Sale, Transfer, Merger of a Public Utility) application.*

*Elliott will meet with Phillip Givens, the contractor that PUC hired (at no cost to the Cove) to assist in transferring to a non-profit CCWSC on Sept. 27 at 10:00 AM at his residence. Anyone is invited to attend, if more than one director attends, however, then we are required to post an agenda 72 hours prior to the meeting since a quorum of Board of Directors will be present. (to follow Texas Open Meetings law.) Directors shall let Elliott know if they plan to attend ASAP.*

*The transfer to the new non-profit CCWSC is not official until the STM document is signed and completed, we are still several weeks prior to completion. Officially, the Water System is still under the control of CCMA until the STM is complete.*

12. Set date for next meeting

*Next meeting is set for Wednesday September 20, 2017 6:30 p.m. at the Civic Center. Public notice to be posted by Angie prior to the meeting.*

*CCWSC board will conduct one annual public meeting. Per the CCWSC By Laws, the annual meeting will be held on the second Tuesday of March.*

*CCWSC will, at a minimum, conduct monthly meetings. Per the CCWSC By-Laws, monthly meetings will be held on the **third Tuesday of each month.***

13. Public input

*CCWSC corporate seal was drafted by Swan. Dub and Swan to develop further and present to Board at next meeting.*

14. Close and adjourn

*Adjourned at approx. 8PM.*