

**MINUTES OF THE
REGULAR MEETING OF THE
I.C.R. SANITARY DISTRICT
June 8, 2011**

Approved:8/25/11

Date: Wednesday, June 8, 2011
Time: 9:00 a.m.
Place: Williamson Valley Fire Station 15450 Williamson Valley Road, Prescott, Arizona 86305

I.C.R. Sanitary District Board of Directors

Bob Hilb, Chair
Brian Ray, Director
Scott Robbins, Director

Guests

Gene Leasure, Homeowner
Barb Hilb, Homeowner
Dayne and Marless Taylor, Homeowners
Charlie Turney, Homeowner
Tim Emberlin, Whispering Canyon
Irene Roberts, Homeowner
Hugh Pryor, Homeowner
Clint Poteet, Talking Rock
John Freeman, Homeowner
Dick Tracey, Homeowner
Charles O'Brien, Homeowner
Eileen McGowan, Homeowner

1. **Call Regular Board Meeting to Order.** The meeting was called to order at 9:00 a.m. by Bob Hilb. A quorum was present for the purpose of conducting business. Mr. Robbins moved to make Bob Hilb Interim Chair. Mr. Ray seconded. Motion passed unanimously.
2. **Introduction of Attendees.** Present were the guests listed above.
3. **Pledge of Allegiance was accomplished.**
4. **Approval of Agenda.** Mr. Robbins moved that the proposed agenda be approved. Mr. Ray seconded. Motion passed unanimously.
5. **Disclosure of Conflicts.** All members stated they had no conflicts of interest.
6. **Public Comments.**
 - a. Charles O'Brien was concerned that Harvard had not expanded sewer capacity and stated that a court action was pending on the adequacy of capacity. He hoped that the lawsuit would not be dropped and that a court ruling would occur. Mr. Hilb stated that this was not on the agenda and that it would be addressed in a future meeting.
7. A transition discussion with the outgoing Board members occurred. Items included: that the website had been transitioned, check writing authority was being transferred, a back-up hard drive, file cabinet keys, and a transition document were provided to the new board, and information that

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records were stored at the plant, at Wallace & Associate and at Civil Tech. It was also stated that there was one set of meeting minutes that need to be approved. Eileen McGowan thanked the outgoing board for all the time and effort they contributed. There was a round of applause for the outgoing board.

- 8. Election of the Chair of the Board.** The board discussed having a one year rotating chair. Mr. Ray made a motion to elect Bob Hilb as initial Chair of the Board. Mr. Robbins seconded. Motion passed unanimously. Mr. Ray made a motion that Scott Robbins be chair for the second year. Mr. Hilb seconded. Motion passed unanimously.

- 9. Schedule and location of future board meetings.** Mr. Hilb discussed moving the meetings to Talking Rock Ranch House. Charles O'Brien felt that it was somewhat inconvenient because of the guard at the entrance. Gene Leasure made a comment on the cost. The board voted unanimously to move future meetings to the Talking Rock Ranch House. Mr. Ray made a motion to have the regular meetings on the first Friday of the month. Mr. Robbins seconded. Motion passed unanimously. Having the meeting posting location at the Talking Rock Guard Shack was discussed. Hugh Pryor suggested additional locations. Mr. Robbins made a motion that the primary posting location be the Talking Rock Guard Shack with other locations including the Prescott Reality Office as courtesy posting locations. Mr. Ray seconded. Motion passed unanimously.

- 10. Executive Session.** Mr. Hilb moved to go into Executive session in accordance with the provisions of A.R.S. 38-431-03 (1) and (2) for the purposes of discussion and consideration of a professional services agreement or other employment mechanisms for various positions in the district. Prior to taking office the Board Members had actively solicited proposals for legal, accounting, web, and Management/Consulting services for the district and for consideration of parties willing to serve as District Clerk. The board will evaluate the proposals for these positions. In addition the Board will review, discuss and consider records provided by the prior ICRSD Board which are exempt by law from public inspection and that may be specifically required to be maintained as confidential by state or federal law. There were discussions on employment mechanisms and budget hearings. Mr. Ray seconded. Motion passed unanimously.

The meeting was recessed at approximately 9:25 a.m. to go into Executive Session.

The regular meeting reconvened at approximately 10:30 a.m.

- 11. Return from Executive session and consider action on the following positions:**
 - a. District Counsel – tabled, awaiting more proposals
 - b. Interim Management Consulting Services – There was a discussion on engaging Act III Investments as interim management and consulting company. The cost was discussed but Mr. Hilb stated that would not be determined until the final negotiations occurred and would appear in the budget at the end of the month. Dayne Taylor asked who the owner was and Mr. Hilb stated Dwight Zemp. Mr. Ray made a motion to engage Act III Investments as an interim management and consulting company and that Scott Robbins would negotiate the final terms of the agreement. Mr. Robbins seconded. Motion passed unanimously.

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- c. Accounting Services – tabled, awaiting proposals
- d. Website Services – There was a discussion on engaging Northern Arizona Websites to redesign and maintain the District website. Mr. Ray made a motion to engage Northern Arizona Websites and that Mr. Robbins would negotiate the final terms of the agreement. Mr. Robbins seconded. Motion passed unanimously.
- e. District Clerk – tabled, awaiting proposals

Adjourn Meeting. Mr. Hilb moved to adjourn the regular session; Mr. Ray seconded; motion passed unanimously.

Meeting adjourned at approximately 11 a.m.