

1 **PROVIDENCE CITY COUNCIL MEETING**
2 **December 5, 2017 5:30 PM**
3 **Providence City Office Building, 164 North Gateway Drive, Providence UT**

4
5 Attendance:

6 Kirk Allen, John Drew, Dennis Giles, Roy Sneddon

7 Excused: Mayor Calderwood, Jeff Baldwin

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9 The Providence City Council will hold an emergency meeting to discuss and determine the City's position on Spring
10 Creek Water Company Meeting Agenda Item 5. *Voting to change the Articles of Incorporation which, if the*
11 *proposal passes, will go into effect at future meetings. (This vote will be conducted according to current Articles (1*
12 *share = 1 vote; .25 share = .25 vote) on the Spring Creek Water Company Shareholder's Meeting Agenda scheduled*
13 *for 6:30 pm December 5*

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15 Notes of discussion that occurred prior to officially opening the meeting.

16 K Allen asked who called the meeting and what was the purpose of the meeting.

17 The meeting was requested by J Drew and D Giles to discuss and determine the City's position on Spring Creek
18 Water Company Meeting Agenda Item 5.

19 City Attorney Chad Woolley reviewed state code.

20 Threshold to hold the meeting:

- 21 • Two council members must call for the meeting. J Drew and D Giles called for the meeting.
- 22 • A majority of the council must agree to hold the meeting.
- 23 • S Bankhead read the following email from Jeff Baldwin.

Jeffrey Baldwin

to John, Don, Dennis, Roy, Kirk, Jeff, me, Chad

24 *All,*

25 *I am not able to make it tonight due to work conflicts that I cannot change. I would agree with a "No"*
26 *vote where our city attorney has reviewed this and I remember this discussion from our previous*
27 *meeting. John, you may count me as a "No" vote when calling for a vote unless additional information*
28 *is presented that would substantially change the proposal. If this becomes the case then I would need to*
29 *"Abstain" from voting.*

30 *Thank you for the information,*

31 *Councilman Baldwin*

- 32 • C Woolley explained state code requires a majority of the council agree to hold the meeting. Roy
33 Sneddon, Dennis Giles, and John Drew felt the meeting should be held. K Allen asked for more
34 information. K Allen stated he is 100% in agreement that the city should vote no on the change of the
35 Articles of Incorporation. However, he did know about binding the mayor to a no vote.
- 36 • S Bankhead explained the resolution in the previous meeting authorized the mayor to vote the City's
37 shares and in the mayor's absence, the mayor pro-tem will vote the City's shares.
- 38 • C Woolley discussed the legal question of binding the mayor to a no vote. First, the mayor is a person and
39 can vote the way he feels is right for the City; and the Council may not be able to force the Mayor to vote
40 a certain way. The City Council can certainly tell the Mayor how they feel and urge the Mayor to vote that
41 way. The other option is to rescind the Mayor's authority to vote. The problem is that when taking power
42 away from the mayor, the mayor has a vote in the action. With the Mayor not being here, even though he
43 was notified of the meeting,
- 44 • J Drew explained his concern came from a discussion with the Mayor in which he told J Drew that he
45 wanted to help the irrigation company. After talking with Craig Smith, J Drew explained the City does not
46 want to go down that path [changing the voting procedure]. He felt it would put the City in a position that
47 it may have to involve legal action.
- 48 • R Sneddon felt the Council could make a motion on how the Mayor should vote. If the Mayor votes

1 differently, the City may be able to take action against the Mayor. J Drew did not want to go that
2 direction. R Sneddon did not see any other options; and without options the meeting would be pointless.

- 3 • K Allen felt the Council would have to rescind the resolution naming the mayor to cast the votes, and
4 name someone else. C Woolley explained the Council does have the authority to do that. He cautioned
5 the Council that anytime they do something out of the ordinary, they open themselves up to someone
6 questioning the action. That is why he is trying to be very careful that the state code and city code are
7 followed in holding this meeting – if someone challenges, he wants to make sure the “l”s have been
8 dotted and the “t”s crossed.
- 9 • C Woolley asked again if the majority wanted to have the special meeting. He is struggling if whether or
10 not we are holding a special meeting. He did not feel J Baldwin’s email answered the question of whether
11 or not he agreed with the special meeting. J Drew explained in the past, two members have called the
12 meeting and then it was held – no one asked if a majority wanted to hold the meeting. C Woolley
13 explained state code is clear a majority must agree to hold the meeting. An emergency meeting of a
14 public body may not be held unless an attempt has been made to notify all the members of the public
15 body, and a majority of the members of the public body approve the meeting. Everyone was notified of
16 the meeting, now there needs to be a majority that want to hold the meeting. There are six members of
17 the City Council, three members agree to hold the meeting.
- 18 • K Allen was concerned the way the meeting came about. He felt the Mayor was circumvented. J Drew did
19 not feel anyone tried to circumvent the Mayor. He just did not know if holding a special meeting would
20 make a difference.
- 21 • S Bankhead felt it may help the Mayor, if someone at the irrigation meeting questions his vote, to say that
22 the City Council supports his vote. J Drew felt there was merit in the Council showing support for the “no”
23 vote.
- 24 • K Allen reluctantly agreed to support an emergency meeting.
- 25 • R Sneddon asked why the irrigation company wants to change the voting process. It was felt that the
26 irrigation company was anti City.
- 27 • C Woolley contacted Mayor Calderwood by phone. The phone speaker was turned on and Mayor
28 Calderwood told the Council he was going to vote “no” on the Articles of Incorporation change. Mayor
29 Calderwood told J Drew and Craig Smith the previous evening he would vote no; he also confirmed he was
30 voting “no’ with C Smith earlier today, and left a message for S Bankhead that he would vote “no”.

31 **The Council Member present agreed to hold a special meeting.**

- 32 • J Drew opened the special meeting to discuss the proposed change to the Spring Creek Water Company
33 Articles of Incorporation. From what the City understands in consultation with Attorney Craig Smith,
34 changing the Articles of Incorporation would not be favorable to the City.

35 **Motion to encourage, support and urge the Mayor to cast the vote of “no” to the change of the Spring Creek**
36 **Articles of Incorporation – K Allen, second – D Giles.**

37 **Vote:**

38 **Yea: K Allen, J Drew, D Giles, R Sneddon**

39 **Nay: None**

40 **Excused: J Baldwin**

41 **Motion to adjourn – J Drew, second – K Allen**

42 **Vote:**

43 **Yea: K Allen, J Drew, D Giles, R Sneddon**

44 **Nay: None**

45 **Excused: J Baldwin**

46 Meeting adjourned at approximately 6:10 PM.

47 Minutes taken and prepared by S Bankhead.

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49 **APPROVED December 12, 2017**

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John Drew, Mayor Pro-Tem

Skarlet Bankhead, City Recorder