

**Mount Riga, Incorporated**  
Minutes of the Annual General Meeting of the Shareholders  
October 2, 2022  
Location: Community Garden, on Mountain, Salisbury CT

**Call to Order**

The President, Anne Williams, opened the meeting and welcomed everyone. The meeting was called to order at 11:22 a.m.

**Quorum**

A quorum was established with 2,524 shares represented in person and by proxy.

**1. President's Report**

- Detailed written report was included in the AGM packet.
- Anne thanked those responsible for the AGM organization:
  - Jen, Ana, Emily for preparing and organizing today's meeting.
  - Danny and Tent Crew for getting the field and tent ready.
- Additional thanks and recognition to:
  - Bridget, Office Manager, responsible for bookkeeping and back-end office support.
  - Centennial Medallion - Tim Hunter design adaptation, Bridget orders.
  - Danny Brazee Jr., security, and maintenance.
  - Roger Newkirk work repairs and maintenance.
- Special thanks to Liz Kollias, Seth Martin, Chris Moore, Jen Whittier, and everyone else who helped make the Labor Day 100<sup>th</sup> Birthday Celebration such a wonderful success.
- Liz Kollias and Quad Conquest gave a brief report on the Tennis Tournament. Liz noted the upcoming fundraising campaign for repairing the courts.
- Lynda Heinemann provided a report on Mt. Riga Cemetery Association.
- Mariah Morgan - CEO of Stoutheart- provided a brief website update.
- Anne thanked the following committee chairs and team leaders for their service:
  - Audit: Clay Beer, Ethan Gee.
  - Finance: Jim Dresser, Barbara Heinemann.
  - Environmental Stewardship: Frank Whittier and Michael Kluchman.
  - Maintenance and Security: Andrea Combes.
  - Nomination Committee Team Leaders: Caroline Bartlett, Andrea Combes, Maggie Moore, and Doug Placais.
  - Land Planning Working Group Team Leaders: Kevin O'Brien, Jen Martin, Ben Fay & Jen Whittier.
- Additional thanks were extended by Anne to Officers for their service:
  - David Warner-VP; Tom Vail- Treasurer; and Jen Whittier, Corporate Secretary; David Kluchman-Asst Treasurer; and Ana Chrysler and Emily Vail, Assistant Corporate Secretaries.
  - Anne thanked Ana for her service as her position as Assistant Corp Secretary is coming to an end.

- Anne extended thanks to fellow Directors who have served this year: Clay Beer, Andrea Combes, David Cory, Ethan Gee, Hilary Johnson, David Kluchman, Kevin O'Brien, Will Storey, and David Warner. Special thanks to outgoing Director, Ethan Gee.
- Updates on President's Report
  - **Liebeskind (Kaye) camp** purchase on Riga Lake. Closed Oct 2021.
    - The Board auctioned both camps successfully.
    - Red Camp auction was won by the Whittier family and closed June 28, the New Camp auction was won by the Wildrick-Girard family and closed Aug 13.
    - Thrilled that both camps are in the hands of long-time mountain families.
  - **Taconic Plateau Foundation:**
    - At the 2021 AGM, Shareholders approved a motion regarding the formation of the Taconic Plateau Foundation and transfer of MRI land to the foundation.
      - TPF was incorporated in NY in December 2021. The 5-member Board of TPF consists of Dwight Collin, Tupper Gilman, Barbara Heinemann, Jed Marcus, and Phil Schwartz. The Officers are Dwight Collin President, Robi O'Brien, Corporate Secretary, and Phil Schwartz, Treasurer.
      - Yesterday, the MRI Officers reviewed a draft Memorandum of Understanding (MOU) and draft Grant Agreement prepared by our lawyers. The Officers have no substantive changes and will be forwarding to our Board and TPF Board next week for review.
      - TPF's lawyer is charged with preparing the Deed of transfer.
      - We are aiming to get feedback from our Board, TPF, and The Nature Conservancy during October, and have the MOU, draft Grant agreement and draft Deed discussed at the Nov 2, MRI Board meeting.

Shareholders then received reports from the Treasurer, Corporate Secretary and Committees.

## **2. Treasurers Report – Tom Vail**

- Detailed written report was included in the AGM packet.
- Tom Vail presented the Treasurers report highlighting the strong position of MRI, particularly the solid position after the disposition of the two Kaye camps.

## **3. Corporate Secretary's Report – Jen Whittier**

- Jen noted the total votes present 2,524, in-person and by proxy, establishing a quorum, representing 87% of shares issued and outstanding.

- Jen reminded shareholders to update their contact information as provided in the gray sheet at check-in. The MRI office is undertaking a significant effort to have up-to-date mailing information for all shareholders, including the ability to opt-in for electronic communications. The additional ability to receive the AGM packet each September via email was explained.

#### **4. Committee & Working Group Reports**

- **Finance Committee – Jim Dresser (Chair) & Barbara Heinemann (Vice Chair)**

- Barbara gave a brief update of the August committee meeting and work to date.

- **Environmental Stewardship Committee – Frank Whittier & Michael Kluchman**

- New members: Conrad Wells and Jesse Wildrick recently joined the ESC.
- ESC continued with monthly tests on the Upper and Lower lakes; and will be expanding testing next summer to include the inlets on both lakes.
- Strategic Planning will be a focus for the next few years. The Committee will be working on an overarching planning document to guide the community's interactions with the Lakes and Forests.
- Invasive species tracking efforts picked up this summer; thanks to the efforts of EB and Michael Kluchman who will be looking for community support with tracking invasives next summer.
- The Committee is always looking for community members who would be interested in learning how to participate in the Lake tests. Please reach out to Frank if you are interested.
- Michael provided a brief forestry update.

- **Maintenance & Security Committee – Andrea Combes**

- The Maintenance and Security Committee had a quiet but productive year in 2022. Above all, the community and committee members all contributed to support the beauty and maintenance of our mountain, and I am always grateful to all of us for our support – large and small – to ensuring that our land remains beautiful and pristine.
- Ranger Danny Brazee provided weekly reports and open communications with the Chair throughout the 2022 summer season. Overall, he reported a busy and active camping and beach season with very few disturbances. The Ranger also constructed the new stairs at the Dam, repaired the Dam's outhouse, and provided visitors with the rules and expectations for accessing the beach and camping areas.

The Ranger has also assumed the mowing duties and maintained our fields, tennis courts, and the Forge.

- Roger Newkirk prepared our roads at the beginning of the season. He graded and cleared the drainage where needed. He will be completing the repairs to the Rickety Rackety Bridge in late October after seasonal traffic quiets down.
  - 2022 marks our third year of utilizing our website for signing up for beach, campsite, and hunting permits. Not only has this streamlined the processes for each, but it has also allowed for the office to maintain a data base on our visitors, which can be assessed to better serve our community and needs.
  - MRI returned to our pre-covid camping approval process which allows for both new and previous campers to request a campsite through the website. It was an active year, with almost all campsites reserved every weekend and most weeks between Memorial Day and Labor Day.
  - The AMC – David Boone, chair of the AMC – CT, asked for access to the Brasse and Riga Shelters via MRI to rebuild both shelters this fall. As this is a one-time only request, access via the Paradise Trail off the Town Road was granted so that the AMC could bring up materials needed for their rebuild. This September a helicopter will be bringing the larger materials and construction will be completed.
  - SALT – John Landon of the Salisbury Association Land Trust requested access to their trail for maintenance over the summer which was denied. The SALT was told that access could be granted on a case-by-case basis but only between Labor Day and Memorial Day when our population has decreased. SALT requested again post-Labor Day and were given permission to access their trail via MRI for maintenance for one day mid-week in September TBD.
  - If any shareholders have any questions about maintenance and security issues or wish to make any reports, please do not hesitate to reach out to [awcombes@yahoo.com](mailto:awcombes@yahoo.com).
- **Audit Committee – Clay Beer & Ethan Gee**
    - Clay and Ethan worked on the proposed By-laws amendment. Additional information was provided later in the meeting during the By-laws vote.

- **Nomination Committee – Anne Williams**

- Anne provided a recap of the report sent to the Board of Directors.
- Anne noted the handout provided during check-in. (Attachment A to this report).
- MRI Board Review Summary Report distributed for last year’s AGM, and for the Listening Sessions held this year, folks were asked to consider three Board models: A (what we have now, by tradition and history), Model B- which would codify board seat alignment with share ownership; and Model C – which would codify board seat alignment by groups.
- Anne shared the results of the September 28 MRI Board of Directors meeting discussion:
  - The Board agreed to get legal review of Models B and C.
  - The Board accepted two recommendations of the Nomination Committee Report:
    - Assist in developing a Director Term Limit Bylaws amendment.
    - Participate in the review of Board Composition Models legal findings.
    - The Board asked NomComm to do a risk assessment of remaining with Model A, and codification of Models B and C.

- **Land Planning Working Group – Anne Williams**

- Anne referenced the second page of the handout provided at check-in. (Attachment B to this report)
- Round Mtn. Riga Lake Highlands Grant proposal
  - Letter of Intent signed by MRI, CT-DEEP, TNC-CT ad pending signature from HVA
  - TNC-CT will get an appraisal
  - We will be holding info sessions this fall and will come back to the shareholders before making a decision to proceed.
  - Emily Vail described the proposed easement areas and referenced the enlarged map at the front of the meeting.
- Jen Martin and Chris Kluchman reviewed the Camp Use and Expansion Document provided in the AGM packet.

## **5. Approval of the Minutes of the 2021 Annual Meeting**

On motion duly made and seconded, the minutes of the 2021 annual meeting of Shareholders of Mount Riga, Inc. held on October 3, 2021, were unanimously approved by voice vote.

## **6. Financial statements**

On motion duly made and seconded the financial statements of the company for the fiscal year ended December 31, 2021, were unanimously approved by voice vote.

## **7. Approval of Directors' actions**

On motion duly made and seconded the Directors' actions for the prior year were approved by majority voice vote; one against and no abstentions.

## **8. By-laws amendment**

- Clay Beer and Ethan Gee explained the proposed amendment to the MRI By-laws.

On motion duly made and seconded the by-laws amendment:

*SECTION 6- COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution passed by a majority thereof, designate one (1) or more committees, each committee to include one (1) or more directors. A Committee Chair or Committee Chairs shall be appointed by the President who may but is not required to seek approval from the Board of Directors. Such committees, to the extent provided in the resolution, shall have and may exercise such powers that the Board of Directors may delegate for the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it. Additionally, the committees may have such additional members, who need not be directors or stockholders, as may be determined from time to time by the President of the Corporation after consultation with the chairman of any affected committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep records of their proceedings and report the same to the President and/or the Board of Directors when requested to do so.*

*The Corporation shall have a standing Finance Committee. The Chair of the Finance Committee shall serve as an ex officio non-voting member of the Board of Directors and as such shall have a standing invitation to attend all meetings of the Board of Directors.*

was approved by majority vote. Voting was conducted by paper ballot.

## **9. Election of Directors**

Anne introduced the nomination process. There are four Director seats open; one seat for a one-year term; three seats for four-year terms.

Anne asked for floor nominations. There were no nominations from the floor. On motion duly made and seconded, the nominations were closed.

Jen Whittier explained the paper balloting process for the first Director election of a one-year term. The nominee receiving the most votes will be elected.

Ballot voting was conducted.

Jen Whittier explained the paper balloting process for the three Director elections of a four-year terms. The three nominees receiving the most votes will be elected.

Ballot voting was conducted.

The meeting was adjourned to count the ballots.

After a wonderful lunch of chili provided by JP Giffords Catering, the meeting was reconvened.

Jen Martin, Clay Beer, and Andrea Combes were elected to four-year terms, expiring at the 2026 Annual meeting. David Cory was elected to a one-year term, expiring at the 2023 Annual meeting.

**11. Other Business**

- No other business was brought forward.

**12. Adjournment**

There being no further business, on motion duly made, seconded, and approved, the meeting was adjourned by President Williams at 1:30 p.m.

Respectfully Submitted,

Jennifer Whittier, Corporate Secretary

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### Nomination Committee Report- 2022 Annual General Meeting (AGM) of Stockholders

In anticipation of the Governance Advisory Vote at the 2021 AGM, the Board of Directors of Mount Riga, Inc. (9/30/2021) authorized the President (Anne G. Williams) to form a Nomination Committee (NomComm) within 45 days of the 2021 AGM to look at formal and informal nominations processes for Directors (and, as relevant, other governance roles); consider results of the 2021 AGM Advisory Vote; engage in shareholder listening sessions; provide periodic updates to the Board, and report findings and recommendations to the Board in March 2022 (subsequently extended to Sept 2022).

Candidates were solicited through a posting on the MRI website message board and through Directors and Officers. Seventeen people were contacted directly. Three declined; two did not respond. Normally, MRI committee members are selected by the Chair in consultation with the President, but for NomComm, 12 were nominated by the President, and approved by the Board (11/17/2021), which also approved the final Scope and Timeframe.

Affoumado (Cory), Caroline	Including the President and Corporate Secretary, NomComm has 14 members (see sidebar, Team Leaders highlighted.) NomComm has held nine meetings (Nov 2021-Aug 2022). Team Bartlett reviewed the MRI Certificate of Incorporation and Bylaws; Team Placais researched past board configurations, family and stockholder consultations, and governance documents; Team Moore organized and conducted interviews with eight local/regional organizations with similar mission/focus to MRI's to understand their governance structures; Team Combes developed an online survey to develop better data to analyze the shareholders' opinions about the MRI nomination process (Late March-April 2022; 65 respondents). These research efforts helped Team Combes and NomComm help shape and inform specific "Listening Sessions" questions and materials. NomComm members moderated seven Listening Sessions (June –Aug 2022;
Bartlett, Caroline	
Combes, Andrea	
Griggs, Steve	
Kluchman, David	
Moore, Maggie	
Morgan, Mariah	
Olsson, Mary August	
Placais, Doug	
Vail, Emily	
Wells, Frank	
Whittier, Michael	
Corporate Secretary: Whittier, Jen	
President: Williams, Anne-Chair	

36 participants) and the "Listening Session" survey (12 respondents) for those unable to attend a session.

To sum its work to date, NomComm found support for change and codifying Board composition; little support for continuing the current model of all open seats; strong support for one designated Independent seat; strong support for Director term limits; and general support for the formation of a standing Nomination Committee. For each of these topics, NomComm has identified common themes, recommendations, and questions raised by shareholders. NomComm will submit its recommendations to the Board (9/28/2022), and will provide an update at the 2022 AGM.

Respectfully submitted,

Anne G. Williams, Chair

August 22, 2022

**Land Planning Working Group Report- 2022 Annual General Meeting (AGM) of Stockholders**

The Board of Directors of MRI (9/30/2021) authorized the President to form a Land Planning Working Group (LPWG). The Scope of Work entails developing a comprehensive overview of three overlapping land planning topics that arose in 2020-21: the Round Mountain Highlands conservation easement, the transfer of NY lands (the concept and plan for which was approved at the 2021 AGM), and, related, Liebeskind purchase, and camp use and expansion. The LPWG will conduct research, develop proposals and surveys, give recommendations to Directors and shareholders and assist in implementation.

LPWG members were sought with specific skill sets,: familiarity with Mount Riga, Inc.; legal (especially pertaining to local planning & zoning); financial analysis; environmental assessment; land trust management; strategic planning; and real estate.

Dresser-Kluchman, EB
Fay, Ben
Kluchman, Chris
Kluchman, Michael
Martin, Jennifer
O'Brien Kevin
Rand, Curtis
Schwartz, Chuck
Vail, Emily
Wells, Tim
Whitney-Warner, Javan
Whittier, Maddie
Corporate Secretary: Whittier, Jen
President: Williams, Anne-Chair

Including the President and Corporate Secretary, LPWG has 14 members (see sidebar, Team Leaders highlighted.) LPWG has held seven meetings (Nov 2021-Aug 2022). Team Martin developed a Camp Use and Land Assessment Plan; Team O'Brien refined the Round Mt-Riga Lake Highlands Conservation Easement proposal; Team Whittier/Faye reviewed the Kaye Camp land and NY state parcels in the context of conservation easements; and the entire LPWG evaluated all these in terms of developing a strategic land plan for the future.

LPWG will make two presentations at the 2022 AGM: Camp Use Survey and policy development (planned for Oct 2022-2023; re: AGM\_LPWG\_CampUsagePreRead\_082022.pdf ) and the proposed conservation easement on Round Mountain and a portion of the north shore of Riga Lake (Riga Lake Fact Sheet Final\_20220626,pdf).

Periodically, our mountain community reflects on the “big picture” of how we use our land and noting specific opportunities that arise. Examples from the past 40 years include various camp expansion policies; the easements working group, Land Use Committee and the 1<sup>st</sup> Advance breakout session (mid-1980’s-mid- 1990’s); Forest Legacy- Thorpe Mountain application (early 2000’s); Planning Group and NY land conservation easements (2007-8) and Little Liebeskind Working Group (2020). Over the years, Directors and, in many cases, shareholders, considered and took action on our land use planning, spurred by external and internal events. LPWG efforts contribute to this legacy of periodic reflection.

Respectfully submitted,

Anne G. Williams, Chair

August 22, 2022