

Mount Riga, Incorporated
Minutes of the Annual General Meeting of the Shareholders
October 1, 2023
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 11:10 a.m.

Quorum

A quorum was established with 2,463 shares (85%) represented in person and by proxy.

President's Report

Detailed written report was included in the AGM packet.

Anne thanked Jennifer Whittier and all the AGM check-in volunteers for organizing an efficient and smooth process today.

Additional thanks to those responsible for erecting the tent on Saturday.

Anne thanked Bridget Schrenkel (MRI Bookkeeper), Danny Brazee (MRI Ranger) for their continued service.

Thanks to Roger Newkirk for keeping the roads passable this season.

Thanks were also extended to the Labor Day party organizers, the Whittier family for the regatta and party, Liz Koliias, and others for the tennis court renovations/fundraising efforts.

Ethan Gee provided a brief report of the Cemetery Association meeting. Of note was the gradual progress towards planning an expansion of the current cemetery boundaries.

A moment of silence was held in memory of Bill Moore's passing.

Anne mentioned Bill's lineage project and the availability of the newly updated file.

Committee chairs and members were asked to stand and be recognized.

Officers were asked to stand and be recognized. David Warner (Vice President), Tom Vail (Treasurer), Jennifer Whittier (Corporate Secretary), David Kluchman (Asst. Treasurer), Emily Vail (Asst. Corporate Secretary), Barbara Heinemann (Asst. Vice President) and Ana Maria Chrysler (Asst. Vice President).

Ana Maria Chrysler took the floor express her thoughts as incoming President and asked shareholders to reach out and introduce themselves.

Anne asked the Board of Directors to stand and be recognized for their service.

Anne acknowledged David Warner's long tenure on the Board and his service as Vice President. In recognition of David's time, Anne shared the Board's intention to create a basketball court to be located near the tennis court.

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

Treasurers Report – Tom Vail

Detailed written report was included in the AGM packet.

Tom Vail provided a brief update on finances calling out the complexity of the prior fiscal year, items that will not probably be repeated in the coming year. Tom reiterated the Corporation's strong fiscal position.

Corporate Secretary's Report – Jennifer Whittier

Jennifer Whittier provided a brief report and extended a heartfelt thanks to all the volunteers that made the day successful.

Committee & Task Force Reports

No committee reports were received from Finance or Audit Committee.

Environmental Stewardship Committee – Frank Whittier and Michael Kluchman

Environmental and lake health update

Frank noted the heavy rain during the summer season, leading to water clarity concerns. The committee increased lake testing considerably over the summer thanks to a robust group of volunteers. Three primary actions occurred this summer: (1) an increase in communications led by Rea Thornberry, outreach to NY families to share the recent lake report and communication to the town beach passholders to keep all informed of the concerns around invasives; (2) substantial increase in testing on both lakes; (3) a draft strategic plan to be provided to the Board in conjunction with a strategic forestry plan.

Forestry update – Michael Kluchman

Michael mentioned the intention to complete the two forestry cuts this coming winter. A rattlesnake habitat study will be conducted by the Department of Wildlife. The committee has met to work on the strategic components of the forestry plan. A brief discussion of hemlock concerns was raised.

Michael and Frank fielded several questions concerning water quality and other concerns. Of note was the substantial rain this summer leading to an increase in runoff leading to water quality concerns. Russell Gee noted the efforts at their camp to proactively treat the hemlocks with injections. Signage is also in motion to update outdated boat handling instructions.

The question was raised regarding travel of boats between lower and upper lake, as well as the potential to temporarily close the public beach. Danny Brazee provided an update on off Mtn. boat enforcement efforts. Reminder to add a pristine sticker, preferably to be added by Danny upon inspection. New boats and paddles are strongly encouraged.

Discussion followed concerning the pervasive nature of hydrilla and its discovery in surrounding lakes. A great effort should be made to limit our use of flotation devices, clothing, etc. to the Mtn. Hydrilla is a microscopic invasive that can easily travel undetected on clothing, flotation devices and other items introduced to the water.

A motion was made and duly passed unanimously by voice vote to temporarily close the public beach until the Board has an opportunity to consult with the town of Salisbury for an appropriate response before the summer 2024 opening date. No opposed and no abstentions.

A request was made to restore the viewshed at Bald Peak. Permission has been obtained to clear to the East only. Danny will be responsible for assembling a crew for the springtime work.

Frank noted the lake testing and monitoring report will be provided in the late winter and will reflect a recent aquatic life inventory. Should Hydrilla be present, we will have sufficient notice to present the findings to the Board for action and mitigation.

Maintenance & Security Committee

Andrea Combes provided a brief discussion and noted the heavy rain we experience this season. A big thanks to Ethan Gee for managing the volunteer workday in July. Andrea thanked Danny for coordinating the emergency services when the roads were washed out, thanks to Roger Newkirk for his prompt response in repairs. All the roads will be brush hogged this fall to cut back for vendor trucks and a spring initiative will be undertaken to add gravel, grade the roads, address culvert needs and the potholes.

Land Planning Working Group – Anne Williams

Anne Williams provided an update on the Round Mtn. Highland appraisal. The appraisal is expected to be provided to MRI in November.

Camp Expansion - Detailed written report was included in the AGM packet.

Chris Kluchman addressed the camp usage survey results from the winter/spring survey efforts. 83% of camps responded. Chris thanked all those who took the time to complete the survey. A brief recap of the survey results was discussed.

Anne noted the next agenda items would be the ballot votes. Jennifer Whittier provided an overview of the ballots received at check-in.

Approval of the Minutes of the 2022 Annual Meeting

On motion duly made and seconded, the amended minutes of the 2022 annual meeting of Shareholders of Mount Riga, Inc. held on October 2, 2022, were approved by voice vote. Amended minutes can be found on the Mount Riga website. The amendment included the removal of the reference to attachments and the removal of attachments A and B. No abstentions and one opposed.

Approval of By-laws Amendment – Article II, Section 1-Board Size

At the July 2023 Board meeting, the McCabe family presented a proposal to the Board and asked that it be referred to shareholders at the Annual General Meeting following legal review. The by-law amendment has been reviewed by legal counsel. The amendment reads as follows:

Current language: Article II, Section 1 - Number and Term of Office. The business and property of the Corporation shall be managed and controlled by the Board of Directors. There shall be ten (10) directors.

Proposed language: Article II, Section 1 - Number and Term of Office. The business and property of the Corporation shall be managed and controlled by the Board of Directors. There shall be eleven (11) directors.

A paper ballot vote commenced. The by-laws amendment passes with 2,353 Yes votes, 106 No votes and 4 Abstentions.

Approval of By-laws Amendment – Article II, Section 1-Director Term Limits

Anne read the proposed by-law amendment to Article II, Section 1 concerning adding term limits for Directors.

Current language: None

Proposed language: No director shall serve more than three (3) consecutive four (4) year terms. A director who has reached the term limit (twelve (12) consecutive years total) shall be an eligible director candidate after sitting out one (1) four (4) year term. The Board of Directors may make a recommendation of continued service beyond the maximum number of consecutive terms for a particular director or directors for shareholder consideration.

A paper ballot vote commenced. The by-laws amendment passes with 1,899 Yes votes, 411 No votes and 10 Abstentions.

Financial statements

On motion duly made and seconded the financial statements of the company for the fiscal year ended December 31, 2022, were unanimously approved by voice vote.

Approval of Directors' actions

On motion duly made and seconded, the Directors' actions for the prior year were approved by majority voice vote.

Election of Directors

Anne introduced the nomination process. Emily Vail reviewed the paper balloting process and explained the second vote for the additional eleventh board seat.

There are three Director seats open and three nominations: David Cory, Sara Warner-Phillips, and Jennifer Whittier.

Ballot voting was conducted. The meeting was recessed to conduct the vote tally.

After a wonderful catered lunch of chili and cornbread, the meeting was reconvened.

Andrea Combes and Clay Beer were given the floor and recognized Anne Williams for her exceptional time as President.

The meeting resumed with the announcement of the newly elected Directors: David Cory, Sara Warner-Phillips, and Jennifer Whittier to four-year terms, expiring at the 2027 Annual meeting.

Other Business

None

Adjournment

There being no further business, on motion duly made, seconded, and approved, the meeting was adjourned by President Williams at 1:35 p.m.

Respectfully Submitted,

Jennifer Whittier, Corporate Secretary