

**APPROVED** (as corrected March 16, 2009)  
**SPECIAL MEETING OF THE BOARD OF MANAGERS OF THE  
MIDDLE- SNAKE-TAMARAC RIVERS WATERSHED DISTRICT  
HELD AT 453 NORTH MCKINLEY STREET, WARREN, MN  
12:00 P.M.                      MARCH 9, 2009**

The meeting was called to order by President Doug Sorenson. Managers Arlyn Stroble, John W Nelson, Alvin Nybladh, Doug Sorenson, Loren Zutz, Elden Elseth and Ben Kleinwachter were present. Nick Drees, Connie Kalinowski, Jeff Hane, Wallace Diedrich, Curtis Carlson and Jerry VonKorff were also present.

Wallace Diedrich recorded the meeting with two recorders.

Motion by Mr. John W Nelson, seconded by Mr. Ben Kleinwachter, that Connie Kalinowski be appointed the recording secretary for purposes of keeping the minutes of the meeting. Motion carried, with Mr. Loren Zutz and Mr. Elden Elseth voting no.

Motion by Mr. Ben Kleinwachter, seconded by Mr. Arlyn Stroble that the agenda be accepted as presented. Motion unanimously carried.

Marvin Hedlund joined the meeting at approximately 12:05 p.m.

Attorney, Jerry VonKorff, reviewed with the Board the office memorandum prepared by him regarding the litigation costs the District has incurred and continues to incur due to construction disputes, project orientation disputes and manager relations.

Mr. Elden Elseth distributed an email from Eric Bartsch and Jerry VonKorff, dated May 2006, regarding the Agassiz Valley Water Resource Management Project.

Mr. Jerry VonKorff stated that pursuant to Minnesota Statutes 13D05.3 (b) that the meeting be closed to discuss litigation theories and strategies regarding the MSTRWD vs Stengrim case and the PL-566 Riley case.

Motion by Mr. Ben Kleinwachter, seconded by Mr. John W Nelson that the meeting be closed. Motion unanimously carried.

The meeting was closed at approximately 1:30 p.m.

Motion by Mr. Arlyn Stroble, seconded by Mr. Alvin Nybladh that the meeting be reopened. Motion unanimously carried.

The meeting was reopened at approximately 3:00 p.m.

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Motion by Mr. John W Nelson, seconded by Mr. Ben Kleinwachter to Petition for Review to the Supreme Court the Jim Stengrim/Agassiz Valley Water Resource Management Court of Appeals decision. A roll call of votes was taken with Mr. Elden Elseth and Mr. Loren Zutz voting no, and Mr. John W Nelson, Mr. Ben Kleinwachter, Mr. Alvin Nybladh and Mr. Arlyn Stroble voting yes. Motion carried.

Motion by Mr. Doug Sorenson, seconded by Mr. Arlyn Stroble that the resolution of the February 23, 2009 meeting regarding the Managers to seek independent council to review the Agassiz Valley Water Resource Management litigation with Jim Stengrim be rescinded.

Motion by Mr. John W Nelson, seconded by Mr. Alvin Nybladh to end the discussion regarding the resolution of the February 23, 2009 meeting. A roll call of votes was taken with Mr. Elden Elseth and Mr. Loren Zutz voting no, Mr. Arlyn Stroble, Mr. Ben Kleinwachter, Mr. Alvin Nybladh and Mr. John W Nelson voting yes. Motion carried.

A roll call of votes was taken on the motion to rescind the resolution of the February 23, 2009 meeting with Mr. Doug Sorenson, Mr. Arlyn Stroble, Mr. Alvin Nybladh, Mr. John W Nelson and Mr. Ben Kleinwachter voting yes, and Mr. Elden Elseth and Mr. Loren Zutz voting no. Motion carried.

Motion by Mr. Elden Elseth, seconded by Mr. Loren Zutz that the District get an independent opinion to review the Jim Stengrim/Agassiz Valley Water Management litigation and that the District expend funds, up to \$5,000, and hire William Mitchell College of Law to provide a second opinion. A roll call of votes was taken with Mr. Elden Elseth, Mr. Loren Zutz and Mr. Ben Kleinwachter voting yes, and Mr. Alvin Nybladh, Mr. Arlyn Stroble, Mr. John W Nelson and Mr. Doug Sorenson voting no. Motion failed.

The Board reaffirmed that legal counsel should not be responding directly to manager's correspondence. All correspondence should be forwarded to the District office to be reviewed by entire Board at the regular Board meeting.

Motion by Mr. Ben Kleinwachter, seconded by Mr. Arlyn Stroble that the meeting be adjourned. Motion unanimously carried.

The meeting was adjourned at approximately 3:25 p.m.