



Stan Ridgeway
Mayor

City of Eagle

P.O. Box 1520
Eagle, Idaho 83616
208-939-6813

Council Members:
Stan Bastian
Miranda Gold
Kenny Pittman
Jill Mitchell

Memo: October 18, 2019

An Eagle citizen requested these documents via Public Information Request. In addition to releasing the documents to the citizen, the City of Eagle has decided to make them available for all to read.

City of Eagle
Index of Responsive Documents and Privilege Log
Brock Public Records Request (10/2/19)
10/17/2019

Item No.	Description	Author(s)	Recipient(s)	CC(s)	Date	Email Subject//Content	Privilege Type	Explanation
1	Email Thread	Jim Reynolds, Mayor, City of Eagle	Susan E. Buxton, Esq.		5/15/15 11:42 AM	Eagle Water Company Summary by Mayor Jim Reynolds to attorney for City regarding meeting with potential purchaser of EWC, legal issues, and review items for attorney	Attorney Client	Communications between and among counsel and agents of client regarding the advice of counsel or at the request of counsel;
2	Meeting Notes	Unknown	File		9/16/13	Summary of 9/16/13 attorney-client internal discussion with Jim Reynolds and others re: possible Blauss Wasser purchase of Eagle Water Company and possible role for City	Attorney Client	Notes regarding Communications between and among counsel and agents of client regarding the advice of counsel or at the request of counsel;
3	Email Thread	Susan E. Buxton, Esq.	Kellie Rekow	Brent Arete; Ellen M. Smith; Jim Reynolds	2/26/14 4:35 PM	Attorney Client Privilege - Water Department; addressing status of possible sale of EWC	Attorney Client	Communications between and among counsel and agents of client regarding the advice of counsel or at the request of counsel;
4	Email Thread	Sharon Bergmann	Susan E. Buxton, Esq.		4/18/13 9:04 AM	Due Dilligence Correspondence between City Clerk and attorney for City on possible sale of EWC	Attorney Client Redaction	Communications between and among counsel and agents of client regarding the advice of counsel or at the request of counsel;
5	Email Thread	Jim Reynolds, Mayor, City of Eagle	Norman Bangle, Susan E. Buxton, Esq., Kellie Rekow, City Council Grp.		9/7/13 11:58 AM	Meeting To discuss potential structure for Eagle Water		NOT PRIVILEGED
6	Email Thread	Jim Reynolds, Mayor, City of Eagle	Susan E. Buxton, Esq., Kellie Rekow, Sharon Bergmann		9/7/13 11:49 AM	Meeting Forwarding email		NOT PRIVILEGED

Item No.	Description	Author(s)	Recipient(s)	CC(s)	Date	Email Subject//Content	Privilege Type	Explanation
7	Email Thread	Kellie Rekow	Susan E. Buxton, Esq.		9/9/13 7:44 AM	Meeting Inquiry from City Water Department to Attorney for City	Attorney Client Redaction	Communications between and among counsel and agents of client regarding the advice of counsel or at the request of counsel;
8	Email Thread	Kellie Rekow	Susan E. Buxton, Esq.		9/9/13 8:03 AM	Meeting Response to Inquiry from City Water Department to Attorney for City	Attorney Client Redaction	Communications between and among counsel and agents of client regarding the advice of counsel or at the request of counsel;
9	Email Thread	Maurice Gallarda, Pluris Holdings LLC	Jim Reynolds, Mayor, City of Eagle		4/8/15 1:46 PM	Regulatory References Providing to Jim Reynolds references for Pluris, and Jim Reynolds's responses to same		NOT PRIVILEGED
10	Email Thread	Jim Reynolds, Mayor, City of Eagle	Kellie Rekow		4/8/15 1:45 PM	Follow Up Providing to Jim Reynolds references for Pluris, and Jim Reynolds forwarding message to City Water Department		NOT PRIVILEGED
11	Email	Jim Reynolds, Mayor, City of Eagle	Kellie Rekow		9/10/13 11:18 AM	Water Meeting		NOT PRIVILEGED
12	Meeting Invite	Susan E. Buxton, Esq.	Norman Bangle, Jim Reynolds		9/16/13 1:30 PM	Norm Bangle, Mayor Reynolds Calendar Item		NOT PRIVILEGED
13	Email	John Marshall, Esq.	Susan E. Buxton, Esq.		6/18/15 6:28 PM	Eagle Water Company		NOT PRIVILEGED

Redacted

From: Susan E. Buxton [mailto:SEB@msbtlaw.com]
Sent: Wednesday, April 17, 2013 4:27 PM
To: Norman Bangle
Cc: Cathy Cooper; Sharon Bergmann
Subject: RE: Due Diligence

Norman-

I probably needed to provide more detail regarding accessing the public records under Idaho law. I will treat your email as a request to review the non-confidential/non-privileged public records for the City of Eagle's last attempt to acquire Eagle Water Company. I will get the boxes in my office and let Cathy know when she can come by and look at them. She can note those she wants to copy and we will charge as set forth in the Eagle public records request resolution and under Idaho law. I do not want to be hyper-technical but I do need to follow protocol for this matter.

Thanks,
Susan

Susan E. Buxton

Moore Smith Buxton & Turcke, Chartered
950 W. Bannock Street, Suite 520
Boise, Idaho 83702
Phone: 208/331-1800
Fax: 208/331-1202
seb@msbtlaw.com

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-----Original Message-----

From: Norman Bangle [mailto:norm@bwwater.com]
Sent: Wednesday, April 17, 2013 4:05 PM
To: Susan E. Buxton
Cc: Cathy Cooper

Subject: Due Diligence

Susan,

I asked Cathy to pick up the due diligence information you offered yesterday. I've been in meetings today and Cathy sent a text to say there was a problem. Not sure what the problem is because we also discussed it during lunch and Jim didn't seem to have a problem with it... however, maybe we can get through it by signing a mutual nondisclosure agreement. Do you think that will work or can you ask Jim during your meeting tomorrow if you can provide the information to us. Whatever money we can save on our end results in lower costs to the city.

Thanks Susan. Good luck tomorrow.

Norman Bangle



210-460-0882

www.bwwater.com

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From: [Jim Reynolds](#)
To: norman.bangle@bwwater.com; [Susan E. Buxton](#); [Kellie Rekow](#); [City Council Grp](#)
Subject: RE: Meeting
Date: Saturday, September 7, 2013 11:58:47 AM

Norm,

Yes, I would be most interested in seeing you suggested structure for Eagle Water. The only time that fits for me on Monday is 4:30. We can certainly meet at Susan's office if that works for her.

Thanks,
Jim Reynolds

Sent from my Verizon Wireless 4G LTE Smartphone

----- Original message -----

From: Norman Bangle <norman.bangle@bwwater.com>
Date: 09/07/2013 10:34 AM (GMT-07:00)
To: Jim Reynolds <jreynolds@cityofeagle.org>
Cc: Susan Buxton <seb@msbtlaw.com>
Subject: Meeting

Good morning Jim. I will be in Eagle on Monday the 16th. Do you have time to meet and go over a potential structure for Eagle Water? My schedule is really tight. My plane gets in at noon and I have a flight out at 7:00 in the morning the following day. I was thinking that maybe we could meet at Susan's office at about 1:30 Monday afternoon.

Best regards,

Norman Bangle

210-460-0882

www.bwwater.com

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sell or as a solicitation of an offer to buy any financial product or service, an official confirmation of any transaction, or as an official statement of the entity sending this message. Email transmission cannot be guaranteed to be secure or error-free. Therefore, we do not represent that this information is complete or accurate and it should not be relied upon as such. All information is subject to change without notice.

From: [Jim Reynolds](#)
To: [Susan E. Buxton](#); [Kellie Rekow](#); [Sharon Bergmann](#)
Subject: Fwd: Meeting
Date: Saturday, September 7, 2013 11:49:17 AM

Sent from my Verizon Wireless 4G LTE Smartphone

----- Original message -----

From: Norman Bangle <norman.bangle@bwwater.com>
Date: 09/07/2013 10:34 AM (GMT-07:00)
To: Jim Reynolds <jreynolds@cityofeagle.org>
Cc: Susan Buxton <seb@msbtlaw.com>
Subject: Meeting

Good morning Jim. I will be in Eagle on Monday the 16th. Do you have time to meet and go over a potential structure for Eagle Water? My schedule is really tight. My plane gets in at noon and I have a flight out at 7:00 in the morning the following day. I was thinking that maybe we could meet at Susan's office at about 1:30 Monday afternoon.

Best regards,

Norman Bangle

210-460-0882

www.bwwater.com

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Redacted

From: Jim Reynolds
Sent: Saturday, September 07, 2013 12:02 PM
To: norman.bangle@bwwater.com; Susan Buxton; Kellie Rekow; City Council Grp
Subject: RE: Meeting

Norm,

Yes, I would be most interested in seeing you suggested structure for Eagle Water. The only time that fits for me on Monday is 4:30. We can certainly meet at Susan's office if that works for her.

Thanks,
Jim Reynolds

Sent from my Verizon Wireless 4G LTE Smartphone

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Date: 09/07/2013 10:34 AM (GMT-07:00)
To: Jim Reynolds <jreynolds@cityofeagle.org>
Cc: Susan Buxton <seb@msbtlaw.com>
Subject: Meeting

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afternoon.

Best regards,

Norman Bangle

210-460-0882

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Redacted

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Sent: Saturday, September 07, 2013 12:02 PM

To: norman.bangle@bwwater.com; Susan Buxton; Kellie Rekow; City Council Grp

Subject: RE: Meeting

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Thanks,
Jim Reynolds

Sent from my Verizon Wireless 4G LTE Smartphone

----- Original message -----

From: Norman Bangle <norman.bangle@bwwater.com>

Date: 09/07/2013 10:34 AM (GMT-07:00)

To: Jim Reynolds <jreynolds@cityofeagle.org>

Cc: Susan Buxton <seb@msbtlaw.com>

Subject: Meeting

Good morning Jim. I will be in Eagle on Monday the 16th. Do you have time to meet and go over a potential structure for Eagle Water? My schedule is really tight. My plane gets in at noon and I have a flight out at 7:00 in the morning the following day. I was thinking that maybe we could meet at Susan's office at about 1:30 Monday afternoon.

Best regards,

Norman Bangle

<image003.jpg>

210-460-0882

www.bwwater.com

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Kellie Rekow

From: Jim Reynolds
Sent: Wednesday, April 08, 2015 1:46 PM
To: Kellie Rekow
Subject: FW: Regulatory References
Attachments: Eastlake Findings of Fact and Recommended Order.pdf; Eastlake Court Decision.pdf; Customer Comments Wedgefield - Follow Up.xlsx; Vijai and Sandra Tiwari Email.pdf

From: Maurice Gallarda [mailto:mgallarda@plurisusa.com]
Sent: Tuesday, March 31, 2015 7:43 PM
To: Jim Reynolds
Subject: RE: Regulatory References

Jim,

Thanks Jim for the email. It's getting late here but I wanted to get back to you before heading to bed. I think the additional information below might also be of assistance in your due diligence. I want you to know Pluris takes customer needs seriously. We also understand that there will always be complaints. My goal and it is reflected in the professionals at Pluris, is to insure we address complaints fairly and in a timely and professional manner.

I only know of one active complaint within our utilities and it is in our Wedgefield utility in Orange County. We have had complaints over the years and most have been centered on "rates", "meters" and "gallons used". The three jurisdictions noted in your email of Hillsborough County, Orange County and North Carolina. I want to provide you with some historical information regarding the utilities and complaints that occurred.

I have always believed that given the facts, the truth in matters will surface. I try to model this principle and when it comes to my staff, I am confident their actions reflect the same belief.

Presented in the following is a brief summary of the complaints in each of the three systems and how they were resolved. I have referenced relevant attachments with each.

1. Hillsborough County – two (2) systems – Pebble Creek (1,600 water and wastewater customers) and Eastlake (912 water and wastewater customers). Both systems were recently purchased by Hillsborough County and we no longer own them. We purchased the systems in 2009. The systems were built back in the 1960s and 1970s. At Pebble Creek we purchased water from the City of Tampa in a bulk water agreement. We treated wastewater at a wastewater treatment plant and to a level that the water was used on the Pebble Creek golf course for irrigation. At Eastlake we purchased wastewater treatment from the City of Tampa and we provided water through water wells within the service area.

We did not have any complaints until we filed for rate cases in both utilities. There had not been a rate case in either utility for years and both systems were in need of investment to repair collection and distribution systems dating back to the 1960s. Both systems were "Franchise" systems meaning the County of Hillsborough issued franchises to own and operate the systems and this was the practice from inception of the utilities. Eastlake was a much more troubled system than Pebble Creek and required the larger investment. Unfortunately Eastlake is an area of near poverty level residents and raising rates was a serious problem.

In the rate case, which took approximately 9 months to complete, we followed the County's ordinances to the letter of the law. Between 13 and 16 residents attended the required public hearings to oppose any increase. Rate cases in Counties are use outside hearing examiners (typically retired judges) to hold hearings, review County staff recommendations and determine the "Findings of Facts and Recommended Order", and whether Pluris was entitled to the requested rate increases. There were several public hearings whereby the above referenced residents testified, under oath. There were, to say the least, numerous untruths that the hearing examiner throughout, based on evidence provided by the County staff. One customer showed up at the Public Hearing before the Commissioners with a jar with dirty water claiming the water was water provided by Pluris. A copy of the Order is provided as an attachment.

We proposed rates and the County staff came back with what they believed to be warranted and although we did not believe the County recommended rates provided the allowable rates under the ordinances, we accepted the County staff rate recommendations. I have attached the findings of fact whereby the Hearing Examiner stated that the "settled rates" were fair and reasonable. At the Board of County Commissioners final meeting the Board, and although in violation of the County's own ordinances, voted to ignore the "Findings of Fact and Recommended Order". Pluris filed an action to have the court determine whether the County had acted within its ordinances. Of the 15 causes of action the Court ruled in our favor on 14 and the Court didn't think it needed to review the 15th cause. I have included the Court's ruling. The rates went into effect and the Commissioner, whose district was Eastlake told me directly that he knew this would happen but that the Eastlake voters viewed his actions as in their best interests; and they would remember this in the next election.....

Pebble Creek's rate case was next and there was no issue with water quality or wastewater treatment. It was only about the rates. We followed the same ordinances as in the Eastlake case and this time the Commissioners voted to approve the County staff recommended rates. In addition the Commissioners voted to issue Pluris a new 10 year term for the franchise.

From this point it did not matter as to the investment Pluris made. The same 13-18 Eastlake residents were intent getting the County to buy the Eastlake system and the Pebble Creek residents, understandingly followed suit. The County purchased the systems on March 17, 2015 and currently own and operate the systems.

2. Orange County Florida – One system – Wedgefield

Wedgefield is a 1,500 customer water and wastewater utility that is regulated by the Florida Public Services Commission ("FPSC"). We purchased the system in 2010. The system dates back to the early 1970s and is comprised of a water treatment plant with distribution and a wastewater treatment plant and collection system. The wastewater is treated to a level that allows use on the golf course for irrigation. I explained during our lunch that one of the things we design into our systems are variable frequency drive motors ("VFDs") so as to regulate pressure at a constant value within the distribution system. When we first made changes to the system there were no VFDs and when we raised the pressure (to satisfy customers on the end of the system who had complained to prior owners of low pressure) we blew out an old asphaltic concrete pipe. The event caused a system wide shut down over the Thanksgiving weekend shortly after the acquisition. The reason for the system wide shut down was that the prior utility did not maintain valves within the system and isolating the problem area could not be done. We have since replaced all bad valves and increased the number to prevent this from happening in the future. Since 2010 we have had one line break, isolated to just one street. In addition, by adding the VFDs, we have not had any low pressure complaints.

Pluris filed for a rate case in 2011 to recover investment into the water treatment plant and we saw complaints of the rates occur. There were complaints about the hardness quality of the water (from the prior owner). The water treatment plant was not operating as designed when we purchased and we made investments to address the hard water and low pressure issues. I have attached a spreadsheet to demonstrate the level Pluris goes to when

resolving complaints. The FPSC staff, as part of rate cases requests that a random sampling of complaints (they pick) be followed up on by the utility and responses provided to the FPSC as part of the rate case. Pluris followed up on not just the FPSC chosen complaints but on all complaints and provided responses to the FPSC staff. FPSC staff operations senior engineer, James McRoy would later state that this was unusual by a company. I have included the FPSC report summarizing that their findings along with their rate recommendations. Although their rates were lower than those requested, Pluris accepted the FPSC staff recommendations.

We have not had very many complaints since the rate case. The two that come to mind are the Sandra Tiwari and Russell Martin matters. Ms. Tiwari was about meter readings/meter and the volume through her meter. She had an exception volume go through her meter and she challenged both the meter and the meter reading. She wanted Pluris to tell her where her water went and we gave her suggestions as to what might have happened but that we cannot determine where water goes after it leaves the meter. I have attached the FPSC investigation report for your review. Frankly I tend to think she left a hose on into her swimming pool and did not turn it off until the next day (that's only a guess). As a postscript, please see the attached email from Ms. Tiwari apologizing for her actions. She asked if the split was still available and I replied yes. We do not hold grudges.

Regarding Mr. Martin, he filed a complaint when he requested we allow him to open a new account at his residence, even though he owed about \$350.00 on a past due. He told Pluris that he and his wife were divorced now and that she owed the past due amount. His estranged wife said that she had moved out and to collect the past due from her husband. Pluris staff believed that the amount should be paid and said a disconnect notice would be sent if the past due amount was not paid. The FPSC believes that we should let him have a new account and not require the past due amount. We disagree but in the interest of keeping a good relationship with the FPSC agreed and wrote off the past due amount.

I know of no other complaint.

3. North Carolina – One system – Sneeds Ferry

The North Carolina Utilities Commission ("NCUC") has regulatory jurisdiction over the utility. The system is a 4,300 wastewater treatment utility that we purchased in 2009. It's one of my favorites as I was intimately involved in the design of a high technology membrane bio-reactor wastewater treatment plant ("MBR"). The level of water treatment is near drinking water quality and environmentalist really like what we have designed and built. When we purchased the utility there was a moratorium on building because there was no available capacity for sewer. The town of North Topsail Beach had sought a consent order against the prior owners to force them to build capacity but yet the owners still did nothing. We purchased the utility and there was continued doubt that we would be any different but we did what we said we would do. We invested over \$10MM and built the MBR facility.

The complaints here are solely related to the rate case. There had not been a rate case in 17 years and even had the MBR facility not been built, several rate cases should have happened over the 17 years. The rate increase was significant and the state recommended lower rates than what was requested and Pluris accepted the State's recommended rates.

Rate cases are controversial and no one wants an increase in their water and/or wastewater bills. I sent an American Society of Civil Engineers ("ASCE") report card and History Channel DVD on the "The Crumbling of American Infrastructure" and not one Commissioner would discuss the infrastructure challenges faced in Hillsborough County (which is really in most of America). ASCE year after year has published its grade for a number of categories in the country and water and wastewater have received a "D" for the past 10 years. We have real problems and yet it's difficult for anyone to recognize it's only going to get worse. Burying our heads in the sand isn't going to make it go away and there are creative ways for industry and government to work together.

Best regards Jim,
Maurice

PS – getting this out to you outweighed the possibility of some grammar errors. Please forgive me if there are some...

Maurice W. Gallarda, PE
Managing Member



Pluris Holdings LLC

T 214.220.3412 F 214.965.9090

2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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[Click to read full disclaimer.](#)

From: Jim Reynolds [<mailto:jreynolds@cityofeagle.org>]
Sent: Tuesday, March 31, 2015 4:46 PM
To: Maurice Gallarda
Subject: RE: Regulatory References

Hi Maurice,

Thanks for the additional information. As you suspected, I am trying to do my due diligence. So far, found complaints from Orange and Hillsborough Counties and from North Carolina, but it is looking as if they are or are being resolved. Still working on that, but I will get back to you when I have gone further.

Thanks,

Jim Reynolds

From: Maurice Gallarda [<mailto:mgallarda@plurisusa.com>]
Sent: Tuesday, March 31, 2015 2:29 PM
To: Jim Reynolds
Subject: Regulatory References

Jim,

I didn't provide during our time together but thought you might want to check on Pluris with state regulatory agencies. I do not suspect that the agencies can endorse a private company but they should be able to express objective comments. Although not perfect I believe we have professional acting employees who treat customers fairly and courteous. The regulatory commission management may provide additional information for your use. The two state regulatory commissions are the Florida Public Services Commission ("FPSC") and the North Carolina Public Utilities Commission ("NCUC") Public Staff. I pulled their information off their state websites.

1. Florida PSC

Neal E. Forsman

Regulatory Program Administrator

Process Review Group

Florida Public Service Commission

Office of Consumer Assistance & Outreach

Bureau of Consumer Assistance

Phone: (850)413-6459

nforsman@psc.state.fl.us

2. NCUC Public Staff

Christopher Ayers

Executive Director

North Carolina Utilities Commission

Office of Public Staff

Telephone: (919)733-2435

E-mail: Chris.Ayers@psncuc.nc.gov

I can provide additional contacts if you desire.

Best regards,

Maurice

Maurice W. Gallarda, PE

Managing Member



Pluris Holdings LLC

T 214.220.3412 F 214.965.9090

2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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Kellie Rekow

From: Jim Reynolds
Sent: Wednesday, April 08, 2015 1:45 PM
To: Kellie Rekow
Subject: FW: Follow Up

Kellie

This is the firm. Maurice and his son Tommy (BSU former player) are based in Dallas. The are in Hillsborough County Florida and North Carolina.

I have an earlier one I will send to you as well.

Jim

From: Maurice Gallarda [<mailto:mgallarda@plurisusa.com>]
Sent: Tuesday, April 07, 2015 9:30 AM
To: Jim Reynolds
Subject: Follow Up

Hi Jim,
If you want to go deeper in your due diligence, please feel free to contact the County in Alabama that we have provided and continue to provide wholesale water to. We are 3 years into a 10 year agreement and have pumped nearly 1 billion gallons over the 3 years and that averages over 900,000 gallons per day. The population is approximately 9,500 with some 3,100 residences. If you are interested here is the head to contact;

Ronnie Woodard, Manager
East Lauderdale County Water & Fire Protection Authority
2943 Highway 101
Rogersville, AL 35652
Tel. (256) 627-6476

Best regards,
Maurice

Maurice W. Gallarda, PE
Managing Member and Principal Engineer



Pluris Holdings LLC
T 214.220.3412 / F 214.965.9090
2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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Message

From: Jim Reynolds [/O=CITY OF EAGLE/OU=FIRST ADMINISTRATIVE GROUP/CN=RECIPIENTS/CN=JREYNOLDS]
Sent: 9/10/2013 11:18:09 AM
To: Kellie Rekow [/O=CITY OF EAGLE/OU=First Administrative Group/cn=Recipients/cn=kmccombs]
Subject: Water Meeting

Kellie,

Just wanted to make sure you are available for the meeting with Blaus Wasser/Norm Bangle on September 16th at 1:30 in Susan Buxton's office. This is the company who seeks to buy Robert's company's water rights.

Thanks,

Jim Reynolds

Mayor of Eagle
660 East Civic Lane
Eagle, ID 83616
Like Us on Facebook



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Organizer: Susan Buxton[seb@msbtlaw.com]
From: EMS@msbtlaw.com[EMS@msbtlaw.com]
Attendees: Kellie Rekow; Jim Reynolds
Location: MSBT
Importance: Normal
Subject: Norm Bangle, Mayor Reynolds
Start Time: Mon 9/16/2013 1:30:00 PM (UTC-06:00)
End Time: Mon 9/16/2013 3:00:00 PM (UTC-06:00)
Required Attendees: Kellie Rekow; Jim Reynolds

From: John Marshall
To: Susan E. Buxton
Subject: Eagle Water Co.
Date: Thursday, June 18, 2015 6:28:07 PM

Susan, it was good to have a chance to discuss the potential deal concerning the Eagle Water Co. yesterday. Thank you for the beer. I am out of town tomorrow and the beginning part of next week. If your schedule allows, let's get together to further discuss on Thursday or Friday next week. Thanks,

John
208-991-2701

Re: Following up

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Friday, May 29, 2015 5:20 PM

To: Jim Reynolds

Attachments: image003.png (23 KB)

Thanks Jim. Have a great weekend.

Sent from my iPhone

On May 29, 2015, at 5:48 PM, Jim Reynolds <jreynolds@cityofeagle.org> wrote:

Susan has been reviewing the concept and both of us have spoken to Gary Spaceman of IDWR. We will meet on it soon.

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Maurice Gallarda <mgallarda@plurisusa.com>

Date: 05/29/2015 4:02 PM (GMT-07:00)

To: Jim Reynolds <jreynolds@cityofeagle.org>

Subject: Following up

Hey Jim,

I know you have been busy with the Council meeting and all but just wanted to follow up with you regarding together with Counsel. I am in Monday through Wednesday and then off to southern California from Thursday through the following Monday at an American Water Works Association annual conference. I would be happy to come out anytime on the 9th, 10th, 12th, 15th, 16th, 17th, 18th and 19th of June....

Just let me know what works.

Best regards and have a great weekend.

Maurice

Maurice W. Gallarda, PE

Managing Member

<image003.png>

10/13/2017

Re: Following up

Pluris Holdings LLC

T 214.220.3412 / F 214.965.9090

2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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RE: Following up

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Friday, May 29, 2015 8:42 PM

To: Jim Reynolds

Jim,

Please keep in mind the confidentiality agreements we both have. I have discretion in due diligence and understand the need for discussions with Susan. I can understand you wanting to do due diligence as well but I ask we keep the information within the bounds of the agreements as we move through the process. I have a trust level with you Jim that is not typical in new projects where the parties are meeting for the first time.

Best,

Maurice

RE: Eagle

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Wednesday, August 12, 2015 10:33 AM

To: Jim Reynolds

No problem Jim. Hope you are enjoying yourself.

Best.

M

Maurice W. Gallarda, PE

Managing Member

**Pluris Holdings LLC**

T 214.220.3412 / F 214.965.9090

2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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From: Jim Reynolds [mailto:jreynolds@cityofeagle.org]

Sent: Wednesday, August 12, 2015 11:32 AM

To: Maurice Gallarda <mgallarda@plurisusa.com>

Subject: RE: Eagle

Hi Maurice,

Susan is on sabbatical in August. I'll poke her. Thanks.

Jim

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Maurice Gallarda <mgallarda@plurisusa.com>

Date: 08/12/2015 9:41 AM (GMT-07:00)

To: Jim Reynolds <jreynolds@cityofeagle.org>
Subject: FW: Eagle

Hey Jim,
John has been trying to reach Susan throughout July and August and I sent her a quick email to encourage her to get with John and I received an automated reply. Apparently she is out for the entire month of August. Didn't know if you were aware. I'll try to call you in a little while.
Best regards,
Maurice

Maurice W. Gallarda, PE
Managing Member



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From: Susan E. Buxton [<mailto:SEB@msbtlaw.com>]
Sent: Wednesday, August 12, 2015 10:20 AM
To: Maurice Gallarda <mgallarda@plurisusa.com>
Subject: Automatic reply: Eagle

I am taking a short sabbatical in August and will be out of the office until Monday, August 31, 2015. If you need immediate assistance you may contact my assistant, Kat Donovan, at (208) 331-1800 and she will direct you to another attorney in our office.

Best regards,
Susan

Susan E. Buxton
Moore Smith Buxton & Turcke, Chtd.
950 W. Bannock Street, Suite 520
Boise, ID 83702
Telephone: (208) 331-1800
Facsimile: (208) 331-1202

10/13/2017

RE: Eagle

RE: Draft Wholesale Water Supply Agreement

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Tuesday, September 22, 2015 7:51 AM

To: Susan Buxton

Cc: John Marshall [john@jmarshalllaw.com]; Jim Reynolds

Susan,

We really need your help on getting this across the finish line.

Best regards,

Maurice Gallarda

BTW – Kellen Moore, his wife Julie and their 13 month old son Kyler are living with us since his trade to the Cowboys from Detroit...

Maurice W. Gallarda, PE

Managing Member

**Pluris Holdings LLC**

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2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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[Click to read full disclaimer.](#)**From:** John Marshall [mailto:john@jmarshalllaw.com]**Sent:** Monday, September 21, 2015 6:42 PM**To:** Susan E Buxton <SEB@msbtlaw.com>**Cc:** Maurice Gallarda <mgallarda@plurisusa.com>**Subject:** Re: Draft Wholesale Water Supply Agreement

Susan, have you had a chance to review? I would appreciate your feedback asap. Even if you have not had a chance yet for a substantive review, please return my call from last week so we can discuss the timeframe for next steps.

Thank you,

John

On Mon, Oct 14, 2015 at 1:48 PM, John Marshall <john@jmarshalllaw.com> wrote:

Susan, attached please find a Word version of a draft wholesale water agreement between Pluris and Eagle. It does not cover the conveyance of the Eagle Water customers or delivery system. We'll handle that through a separate purchase agreement.

During our recent meeting, you asked for a copy of a Pluris wholesale water agreement. We decided to kill two birds with one stone and tailored a standard Pluris agreement to include the provisions we discussed at the meeting. Please review asap and then contact me to discuss. My schedule is flexible this week.

Thank you,

John

Re: Information Request

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Wednesday, October 14, 2015 7:16 AM**To:** Jim Reynolds

Yes thanks Jim. We'll input accruals to our model we gave Susan and her partner in the meeting with John Marshall. I don't know Susan well enough yet to know if what she says is what she means but John Marshall said she really liked the model where we showed her the benefits and our attempt to show "after" water rates where we lowered existing city customers and raised the rates on the Eagle Water Company customers to get a balance between the two. Would you like me to email you the model and spend no more than 5 minutes sometime in the next couple of days to walk you through it on the phone? Just let me know.

Best

M

Sent from my iPhone

On Oct 14, 2015, at 12:33 AM, Jim Reynolds <jreynolds@cityofeagle.org> wrote:

Hope this is helpful.

Jim

Sent from my iPhone

Begin forwarded message:

From: Kellie Rekow <krekow@cityofeagle.org>**Date:** October 13, 2015 at 3:12:34 PM MDT**To:** Jim Reynolds <jreynolds@cityofeagle.org>**Subject: RE: Information Request**

Jim,

Below are our stats

Total customers = 1782

Commercial customers = 23 (irrigation and schools)

Residential customers = 1759

total cf sold in September = 1,509,221

Let me know if you need anything else,

Kellie

City of Eagle

Kellie Rekow, CMC

Water Department

660 E Civic Lane

PO Box 1520

Eagle, ID 83616

Phone: 208-489-8777

Fax: 208-939-6827

Office Hours: M-F, 8:00 AM to 5:00 PM

[*krekow@cityofeagle.org*](mailto:krekow@cityofeagle.org)

[*www.cityofeagle.org*](http://www.cityofeagle.org)

From: Jim Reynolds

Sent: Wednesday, October 07, 2015 10:38 PM

To: Kellie Rekow

Subject: Information Request

Kellie

Can you provide answers to the questions below. Thank you.

Jim I think I have the number of residential customers. The City of Eagle water department says 1,700 so we used that number. If the 1,700 includes commercial then let me know otherwise I just need the number of commercial customers. Also just the total gallons sold to residents and commercial accounts. We have a concept rate sheet to look at after we plug in the numbers we need above. Thanks.

Sent from my iPhone

RE: Information Request

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Thursday, October 15, 2015 5:48 AM**To:** Jim Reynolds

Jim,

Thank you for getting the information and yes it was very helpful. If you would like to go over the spreadsheet summary I had our rate group prepare just let me know. John walked Susan through it and thought you might want me to do the same for you.

The partnership will be a very material positive thing to the City and good for Pluris too. As I have shared I want to do this with the City but we need to get it across the finish line. John says Susan has another partner involved and maybe this will help move things along a bit faster. It's been 5 months sense we started and we are just now getting to possible language but no clear date as to when we will be able to finalize and then for you and Susan sell to the Council. It's important for us to conclude a transaction before year end and that would mean we would need Council approval sometime early in December. If I can't get that I will need to move in the other direction and that's ok but would prefer working with the City. I have begun some plan B planning as there are things that need to be done before December if we go in the other direction. I do not want to add any pressure Jim to your hectic schedule now and through November. I am just being honest with you.....

Nothing but best regards,

Maurice

Maurice W. Gallarda, PE

Managing Member

**Pluris Holdings LLC**

T 214.220.3412 / F 214.965.9090

2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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[Click to read full disclaimer.](#)**From:** Jim Reynolds [mailto:jreynolds@cityofeagle.org]**Sent:** Wednesday, October 14, 2015 12:34 AM**To:** Maurice Gallarda <mgallarda@plurisusa.com>**Subject:** Fwd: Information Request

Hope this is helpful.

Jim

Sent from my iPhone

Begin forwarded message:

From: Kellie Rekow <krekow@cityofeagle.org>
Date: October 13, 2015 at 3:12:34 PM MDT
To: Jim Reynolds <jreynolds@cityofeagle.org>
Subject: RE: Information Request

Jim,

Below are our stats

Total customers = 1782
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Kellie

City of Eagle

Kellie Rekow, CMC

Water Department

660 E Civic Lane

PO Box 1520

Eagle, ID 83616

Phone: 208-489-8777

Fax: 208-939-6827

Office Hours: M-F, 8:00 AM to 5:00 PM

krekow@cityofeagle.org

www.cityofeagle.org

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Sent: Wednesday, October 07, 2015 10:38 PM

To: Kellie Rekow

Subject: Information Request

Kellie

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Sent from my iPhone

RE: Pluris - Eagle

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Friday, October 16, 2015 4:00 PM**To:** JM Work [johnmarshall@jmarshalllaw.com]; Susan Buxton**Cc:** John Marshall [john@jmarshalllaw.com]; Cherese McLain; Jim Reynolds

Thank you Susan for emailing me. I do appreciate it. I am just concerned we spend a lot of time writing emails and memos. Can we agree that we get together and have a working session to go through each item and write the solutions into a final agreement? You and I are old school enough to work our way through this sitting with each other at a table. We don't lose any time that gets lost in exchanging emails and memos.

Is there a day next week that we can get together at your offices to make it convenient for you?

Best regards,

Maurice

Maurice W. Gallarda, PE

Managing Member

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From: JM Work [mailto:johnmarshall@jmarshalllaw.com]

Sent: Friday, October 16, 2015 4:50 PM

To: Susan E. Buxton <SEB@msbtlaw.com>

Cc: Maurice Gallarda <mgallarda@plurisusa.com>; John Marshall <john@jmarshalllaw.com>; Cherese D. McLain <CDM@msbtlaw.com>; Jim Reynolds <jreynolds@cityofeagle.org>

Subject: Re: Pluris - Eagle

My September 14th email conveying the draft water supply agreement states that the agreement doesn't cover the conveyance of the system, which we handle through a separate agreement. When can we expect your memo?

Sent from my iPhone

On Oct 16, 2015, at 3:06 PM, Susan E. Buxton <SEB@msbtlaw.com> wrote:

Maurice-

Our read of this draft indicates Pluris owns the system – even the pipelines.... We are working on a memo to all of you outlining our concerns.

Susan

Susan E. Buxton

950 W. Bannock Street, Suite 520

Boise, ID 83702

Telephone: (208)331-1800

Facsimile: (208)331-1202

seb@msbtlaw.com

www.msbtlaw.com

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From: Maurice Gallarda [<mailto:mgallarda@plurisusa.com>]

Sent: Friday, October 16, 2015 2:45 PM

To: Susan E. Buxton <SEB@msbtlaw.com>; John Marshall <john@jmarshalllaw.com>; Cheresse D. McLain <CDM@msbtlaw.com>

Cc: Jim Reynolds <jreynolds@cityofeagle.org>

Subject: RE: Pluris - Eagle

Susan,

I do not understand the "City has no Ownership" comment. The offer has always been that Pluris is giving to the City for free - "ownership".

1. The City will own the entire water distribution infrastructure. This includes miles of distribution pipelines and booster stations.

2. The City will own all of the water meters to bill customers.
3. The City will own all 3,500 customers

How much would the City have to spend in real tax payer dollars to build this infrastructure? Would you not agree that it's certainly in the millions of dollars. The public purpose is not imaginary, it's real. The City gets ownership of real assets that it did not have to raise bonds to finance to build. The City gets real cash into the City from picking up the 3,500 new customers and real additional cash from water sales to outside parties. One of the real public purposes is that the City Council likely does not have to go out for raising bonds on some unrelated projects, nor look at tax increases on residents to fund some things due to these cash infusions. If there is something in the draft language that caused your new concern, I have a solution. I am asking John to get with you to set up a session with you, Chereese, John and myself to draft an agreement we both can work with. It should not require more than 3 to 4 hours for the four of us to get one that is acceptable. Sitting down and being able to wordsmith an agreement is certainly worth my time to fly out there to do. Please find the time within the next week for us to do this and I will be there.

Thanks,
Maurice

Maurice W. Gallarda, PE
Managing Member

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2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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From: Susan E. Buxton [<mailto:SEB@msbtlaw.com>]
Sent: Friday, October 16, 2015 3:03 PM
To: John Marshall <john@jmarshalllaw.com>
Cc: Chereese D. McLain <CDM@msbtlaw.com>; Maurice Gallarda <mgallarda@plurisusa.com>
Subject: Re: Pluris - Eagle

We are working on a memo for you.

Sent from my iPhone

On Oct 16, 2015, at 1:56 PM, John Marshall <john@jmarshalllaw.com> wrote:

Far beyond the offer? Please explain in what way. It's really a simple agreement in substance: the City buys at least 2.5MGD for use in its system (which Pluris gives to Eagle plus \$1M for system upgrades) and the City pays \$1.15 per 1000 gallons.

The City has a right of first refusal and the right to terminate. Again, please let me know how this strays from what Maurice has offered?

Thanks,

John

On Fri, Oct 16, 2015 at 1:41 PM, Susan E. Buxton <SEB@msbtlaw.com> wrote:

We have looked at your proposed agreement and there are many concerns we have with it. The public purpose is largely missing as the City does not have any ownership of anything as proposed. It appears we need to restructure it to address the public purpose and there has to be some public ownership – otherwise it looks like we are using public assets for a private purpose. This goes far beyond what I felt the offer from your client to the City was.

Susan E. Buxton

950 W. Bannock Street, Suite 520

Boise, ID 83702

Telephone: [\(208\)331-1800](tel:(208)331-1800)

Facsimile: [\(208\)331-1202](tel:(208)331-1202)

seb@msbtlaw.com

www.msbtlaw.com

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From: John Marshall [mailto:john@jmarshalllaw.com]
Sent: Thursday, October 15, 2015 8:17 PM
To: Susan E. Buxton <SEB@msbtlaw.com>
Cc: Cherese D. McLain <CDM@msbtlaw.com>
Subject: Re: Pluris - Eagle

Susan,

Maurice asked today what feedback I received to my request to you for a timeframe on when we could expect to see the revised water supply agreement. I told him I received no response. This led to a conversation about the lack of progress. It's been almost 5 months since our first meeting and we've made no measurable progress in advancing this project. We meet and there is talk of wanting to move ahead with the deal, but then nothing happens. I understand you have many other things pressing for your attention. However, we've reached a break point on this deal. There are a number of reasons why Pluris would prefer to do a deal with Eagle, but it's going to move in another direction soon if we can't make progress. We need to have a signed agreement by the end of next month. Maurice is providing the same message to the Mayor. I hope we can work together to complete what will be a great deal for our respective clients.

John

On Wed, Oct 14, 2015 at 6:03 PM, John Marshall <john@jmarshalllaw.com> wrote:

I have attached a revised spreadsheet estimating revenue with the actual number of commercial customers, which is 23. The prior version I left with you estimated 200 residential customers. Because residential users on average use more than commercial, the revenue projections increased.

Can you please provide me a schedule for when we can expect to see your revision to the water supply agreement? It is imperative that we work towards a final version in the near future if this deal is going to move forward.

Thank you,

John

On Wed, Oct 14, 2015 at 12:49 PM, John Marshall <john@jmarshalllaw.com> wrote:

Looks like Maurice got the numbers through Mayor Reynolds, so I think we're set.

When can we expect a revised draft?

Thanks,

John

On Wed, Oct 14, 2015 at 11:43 AM, Cherese D. McLain <CDM@msbtlaw.com> wrote:

I am still trying to get you those numbers. It was a really long day in Eagle yesterday and I had just a few minutes with Kellie. I will do my best to get those over today.

Sincerely,

Cherese

<image003.jpg>

Cherese D. McLain

950 W. Bannock Street, Suite 520

Boise, ID 83702

Telephone: (208)331-1800

Facsimile: (208)331-1202

cdm@msbtlaw.com

www.msbtlaw.com

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From: John Marshall [mailto:john@jmarshalllaw.com]

Sent: Wednesday, October 14, 2015 11:17 AM

To: Susan E. Buxton <SEB@msbtlaw.com>; Cherese D. McLain <CDM@msbtlaw.com>

Subject: Pluris - Eagle

Susan and Cherese,

Were you able to obtain the number of commercial customers served by Eagle's existing system so we can plug the correct number into the spreadsheet?

Also, and more importantly, when can we expect the turn on the draft water supply agreement that incorporates some of the franchise contract language we talked about on Friday?

10/13/2017

Pluris - Eagle

Thank you,

John

RE: Pluris - Eagle

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Friday, October 16, 2015 2:45 PM**To:** Susan Buxton; John Marshall [john@jmarshalllaw.com]; Cherese McLain**Cc:** Jim Reynolds

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Maurice W. Gallarda, PE

Managing Member

**Pluris Holdings LLC****T** 214.220.3412 / **F** 214.965.9090

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Far beyond the offer? Please explain in what way. It's really a simple agreement in substance: the City buys at least 2.5MGD for use in its system (which Pluris gives to Eagle plus \$1M for system upgrades) and the City pays \$1.15 per 1000 gallons. The City has a right of first refusal and the right to terminate. Again, please let me know how this strays from what Maurice has offered?

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Can you please provide me a schedule for when we can expect to see your revision to the water supply agreement? It is imperative that we work towards a final version in the near future if this deal is going to move forward.

Thank you,

John

On Wed, Oct 14, 2015 at 12:49 PM, John Marshall <john@jmarshalllaw.com> wrote:

Looks like Maurice got the numbers through Mayor Reynolds, so I think we're set.

When can we expect a revised draft?

Thanks,

John

On Wed, Oct 14, 2015 at 11:43 AM, Chere D. McLain <CDM@msbtlaw.com> wrote:

I am still trying to get you those numbers. It was a really long day in Eagle yesterday and I had just a few minutes with Kellie. I will do my best to get those over today.

Sincerely,

Chere D. McLain

<image003.jpg>

Chere D. McLain

950 W. Bannock Street, Suite 520

Boise, ID 83702

Telephone: [\(208\)331-1800](tel:(208)331-1800)

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cdm@msbtlaw.com

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From: John Marshall [mailto:john@jmarshalllaw.com]

Sent: Wednesday, October 14, 2015 11:17 AM

To: Susan E. Buxton <SEB@msbtlaw.com>; Chere D. McLain <CDM@msbtlaw.com>

Subject: Pluris - Eagle

Susan and Cherese,

Were you able to obtain the number of commercial customers served by Eagle's existing system so we can plug the correct number into the spreadsheet?

Also, and more importantly, when can we expect the turn on the draft water supply agreement that incorporates some of the franchise contract language we talked about on Friday?

Thank you,

John

Supreme Court Ruling and Other items

Maurice Gallarda [mgallarda@plurisusa.com]

Sent: Monday, October 19, 2015 9:31 AM

To: Jim Reynolds

Attachments: GBAD case.pdf (134 KB) ; Water Supply Agreement - ~1.docx (74 KB)

Hi Jim,

I am sending you a copy of the Idaho State Supreme Court's ruling just last Thursday where the Court reversed the lower Court's ruling on the Greater Boise Auditorium District (GBAD) matter a local resident David Frazier had brought before the lower Court and then as respondent in the Appeal. The lower court ruled that GBAD had violated the constitution by not seeking voter approval on the agreement which was subject to annual renewal. The Supreme Court ruled that the lower Court erred in its ruling and that the agreement did not violate the constitution. The agreement is not exactly the same thing we are proposing together but the essence is – "can a government body vote on an agreement that is renewed each year and where the governmental body can walk away freely. That is what we are proposing. There would be no financial commitment if the City walked away. One of the notable quotes in the Ruling, referencing a Justice J. Jones was,

"Justice J. Jones recognized this difficulty in a 2008 concurrence: It is a virtual impossibility to present every multi-year governmental contract or lease to the public for a vote.

Thus, leases and other contracts that are intended to extend beyond one year always contain provisions (1) making the government's performance subject to availability of appropriated funds and (2) making the agreement renewable on an annual basis for the contemplated term."

I think the ruling is relevant to helping us in our agreement. I encourage you to take a look at it yourself. I am sure Susan is aware of the ruling.

The other item is just time.... I am surprised at Susan telling me that the water agreement did not convey the assets to the City and that was a concern. Please see the September 14th email from John Marshal to Susan. Note the highlighted yellow. The asset conveyance was to be in a separate agreement and this was known over a month ago by Susan. Perhaps she is really busy and just forgot about the email.

I have an analogy – if you were on a bombing mission to Vietnam one evening and on your way and nearing the goal you received a radio transmission saying that Command had some concerns and would send you the concerns to respond to – I would tend to think you might ask them to provide verbal instructions as you were nearing the goal.... I don't need more emails Jim from Susan – we can solve these things sitting down at a table and getting each item resolved as we approach the goal.... And it's a good goal.... Susan struggling with "*what is the public purpose*" is surprising. Is there too many greater public purposes than drinking water to people? Anyone can look for "concerns" and yet the few look for "solutions".... I think Susan is a good lawyer but like the email from a month ago, we are losing time exchanging correspondence.

Please forgive me Jim if I have offended anyone. It is not my nature. I am just wanting to cut through time delays.

Best,
Maurice

Maurice W. Gallarda, PE
Managing Member

**Pluris Holdings LLC**

T 214.220.3412 / F 214.965.9090

2100 McKinney Avenue, Suite 1550, Dallas, TX 75201

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----- Forwarded message -----

From: **John Marshall** <john@jmarshalllaw.com>

Date: Mon, Sep 14, 2015 at 1:48 PM

Subject: Draft Wholesale Water Supply Agreement

To: Susan E Buxton <SEB@msbtlaw.com>

Cc: Maurice Gallarda <mgallarda@plurisusa.com>

Susan, attached please find a Word version of a draft wholesale water agreement between Pluris and Eagle. It does not cover the conveyance of the Eagle Water customers or delivery system. We'll handle that through a separate purchase agreement.

During our recent meeting, you asked for a copy of a Pluris wholesale water agreement. We decided to kill two birds with one stone and tailored a standard Pluris agreement to include the provisions we discussed at the meeting. Please review asap and then contact me to discuss. My schedule is flexible this week.

Thank you,

John

Re: Meeting tomorrow

Stan Ridgeway

Sent: Wednesday, October 28, 2015 8:17 AM

To: Tammy Gordon

Cc: Jim Reynolds; Susan Buxton

I will not attend this meeting. I feel this is an executive session issue. Stan
Sent from my iPhone

On Oct 27, 2015, at 2:01 PM, Tammy Gordon <tgordon@cityofeagle.org> wrote:

I don't believe he is an attorney but I forwarded your question to Jim.

Tammy

From: Stan Ridgeway

Sent: Tuesday, October 27, 2015 12:16 PM

To: Tammy Gordon <tgordon@cityofeagle.org>

Subject: Re: Meeting tomorrow

Who is Maurice Gallarda? An attorney or company rep?

Sent from my iPhone

On Oct 27, 2015, at 11:16 AM, Tammy Gordon <tgordon@cityofeagle.org> wrote:

Hi Stan,

Mayor Reynolds asked me to invite you to a meeting between himself, Maurice Gallarda, and Susan Buxton tomorrow (Wednesday) at 11am at City Hall. Regarding the Pluris water deal.

Tammy Gordon

Communications

<image007.jpg> **City of Eagle**

660 E.Civic Ln

Eagle, ID 83616

(208) 489-8790

tgordon@cityofeagle.org

www.cityofeagle.org

10/13/2017

Re: Meeting tomorrow

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Re: Pluris-Eagle status

Cherese D. McLain [CDM@msbtlaw.com]

Sent: Wednesday, October 28, 2015 9:55 AM

To: Susan Buxton

Cc: John Marshall [john@jmarshalllaw.com]; Maurice Gallarda [mgallarda@plurisusa.com]; Jim Reynolds

Ok, lets do 11:30 at City Hall.

Sent from my Verizon Wireless 4G LTE DROID

"Susan E. Buxton" <SEB@msbtlaw.com> wrote:

The Mayor told me he is available as well.

Sent from my iPhone

On Oct 28, 2015, at 9:39 AM, John Marshall <john@jmarshalllaw.com> wrote:

I'm standing by to see what Susan and the Mayor have to say about attending the meeting.

On Wed, Oct 28, 2015 at 9:31 AM, Cherese D. McLain <CDM@msbtlaw.com> wrote:

I am fairly certain we will wrap up by then.

Sent from my Verizon Wireless 4G LTE DROID

Maurice Gallarda <mgallarda@plurisusa.com> wrote:

John,

Are you able to make the 11:30 time?

Cherese – my apologies on the time. My Outlook is still on CT.

Maurice W. Gallarda, PE

Managing Member

<image001.jpg>

*what an attribute
from legal*

Pluris Holdings LLC**T** [214.220.3412](tel:214.220.3412) / **F** [214.965.9090](tel:214.965.9090)

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[Click to read full disclaimer.](#)**From:** Cherese D. McLain [mailto:CDM@msbtlaw.com]**Sent:** Wednesday, October 28, 2015 10:01 AM**To:** Maurice Gallarda <mgallarda@plurisusa.com>**Cc:** Susan E. Buxton <SEB@msbtlaw.com>; JM Work <johnmarshall@jmarshalllaw.com>; James D. Reynolds (jreynolds@cityofeagle.org) <jreynolds@cityofeagle.org>**Subject:** Re: Pluris-Eagle status

If you can push to 11:30, I may be able to wrap up the mediation or break for an early lunch.

Maurice, it is only 9 and I am at City Hall.

I leave it to the Mayor's choice if he wants to proceed.

Sent from my Verizon Wireless 4G LTE DROID

Maurice Gallarda <mgallarda@plurisusa.com> wrote:

Susan,

There is no purpose of a meeting without Counsel and I am not very good at continuing to sacrifice my time for yours. I am as busy as you are and certain that John is as well. I need a time from you and believe Jim needs to know of any change as he was expecting the 11:00 AM meeting time as well. It's already 10:00 AM and have not heard back from you. Please advise. If you have decided that this is not a priority let me know. I have concluded the meetings I needed on this trip and although stayed over an extra day for your convenience, I will head home on the rescheduled flight tomorrow morning.

Maurice

Maurice W. Gallarda, PE

Managing Member

<image001.jpg>

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[Click to read full disclaimer.](#)**From:** JM Work [<mailto:johnmarshall@jmarshalllaw.com>]**Sent:** Wednesday, October 28, 2015 9:35 AM**To:** Cherese D. McLain <CDM@msbtlaw.com>; Susan E. Buxton <SEB@msbtlaw.com>; James D. Reynolds (jreynolds@cityofeagle.org) <jreynolds@cityofeagle.org>**Cc:** Maurice Gallarda <mgallarda@plurisusa.com>**Subject:** Re: Pluris-Eagle status

At this time, not having heard back from Susan or Cherese, I am not planning to attend a meeting today. If there is a time that works for you all, let us know and we'll see if we can make it work.

Sent from my iPhone

On Oct 27, 2015, at 5:57 PM, JM Work <johnmarshall@jmarshalllaw.com> wrote:

Let us know the time and location that works for you all.

Sent from my iPhone

On Oct 27, 2015, at 5:46 PM, Cherese D. McLain <CDM@msbtlaw.com> wrote:

Hi,

The Mayor and I are currently in the City Council meeting right now and I will speak with him when we have a break. If he is available, can we push the meeting to a little later? I am the City Attorney conducting some mediation between the City on other matters tomorrow. So, I will be at City Hall already but I am not confident that it will be over by 11. Susan and I have both been working on this matter and it would be best to have both of in this conversation, if possible.

Sent from my Verizon Wireless 4G LTE DROID

Maurice Gallarda <mgallarda@plurisusa.com> wrote:

Susan,
I believe Jim wanted us to meet at City Council offices at 11:00 AM.

Maurice W. Gallarda, PE
Managing Member



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From: Susan E. Buxton [<mailto:SEB@msbtlaw.com>]
Sent: Tuesday, October 27, 2015 6:36 PM
To: John Marshall <john@jmarshalllaw.com>
Cc: Maurice Gallarda <mgallarda@plurisusa.com>; James D. Reynolds (jreynolds@cityofeagle.org) <jreynolds@cityofeagle.org>; Cherese D. McLain <CDM@msbtlaw.com>
Subject: Re: Pluris-Eagle status

We need to discuss our concerns- Jim and I are available-where are we meeting?

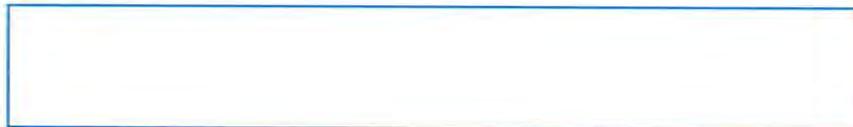
Sent from my iPhone

On Oct 27, 2015, at 4:50 PM, John Marshall <john@jmarshalllaw.com> wrote:

Too late. I already rearranged my schedule, and Maurice cancelled his flight home today to reschedule for tomorrow morning to accommodate the Mayor. Are you going to be there and what is the purpose of the meeting?

On Tue, Oct 27, 2015 at 3:30 PM, Susan E. Buxton <SEB@msbtlaw.com> wrote:

Meeting later tomorrow or Thursday morning would be better for my schedule as well. Mondays and Tuesdays are council meeting days so it is very difficult for us to have meetings or prepare documents that are not specifically for those meetings. Further, we travel on Mondays and Tuesdays. Wednesdays usually require us to work on matters that arose during the meetings.

**Susan E. Buxton**

950 W. Bannock Street, Suite 520

Boise, ID 83702

Telephone: (208)331-1800

Facsimile: (208)331-1202

seb@msbtlaw.comwww.msbtlaw.com

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From: John Marshall [mailto:john@jmarshalllaw.com]**Sent:** Tuesday, October 27, 2015 11:34 AM**To:** Susan E. Buxton <SEB@msbtlaw.com>**Cc:** Maurice Gallarda <mgallarda@plurisusa.com>**Subject:** Pluris-Eagle status

Susan, I just spoke with Maurice, who spoke with Mayor Reynolds, and understand the meeting to discuss the points in your memo scheduled for this afternoon is cancelled. I further understand that you're going to generate a redline for the draft water supply agreement. Is all this correct? I thought the point of your memo was to lay out your concerns for the parties to discuss. Maurice and I went through your memo in detail and worked through concessions in response. Now what? We wait for your redline and then have a discussion based on that? Is that

10/13/2017

Re: Chris-Eagle status

the point of tomorrow's meeting at 11:00? Can we expect your redline in advance of the meeting?

I have to rearrange my schedule to meet at 11:00 tomorrow. Before I do that, please confirm that you are available to meet and the agenda for the meeting. My number is 991-2701.

John