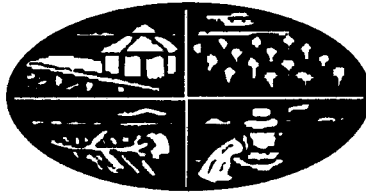


Roosevelt Water Conservation District

Post Office Box 100
Higley, Arizona 85236



Water Department
(480) 988-9581

Administration
(480) 988-9586

FAX
(480) 988-9589

**Minutes of a Special Meeting of the
Roosevelt Water Conservation District
Board of Directors at the Caesars Palace
Las Vegas, Nevada December 15, 2004**

President Mark W. Dobson called the meeting to order at 6:30 p.m.

Present were: Craig M. Berge
Mark W. Dobson
Dave B. Lamoreaux
Dan J. Reeb
Darnall L. Riggs
Dawnie Sue Stewart

Excused were: John Scremin

Also present were Michael O. Leonard, General Manager, Shane M. Leonard, Associate General Manager, William C. Petty, Associate General Manager, L. William Staudenmaier of Ryley, Carlock & Applewhite, and Shiela B. Schimdt of Jennings, Strouss & Salmon.

MEETING CONTINUATION

At the convenience and discretion of the Board, the Special Meeting was continued without adjournment until 3:00 p.m. on December 16, 2004.

MEETING RESUMPTION

The meeting resumed at 3:00 p.m. on December 16, 2004.

PUBLIC COMMENT

Hearing no public comments, the meeting proceeded.

Minutes of a Special Meeting
December 15, 2004
Page 2 of 2

EXECUTIVE SESSION

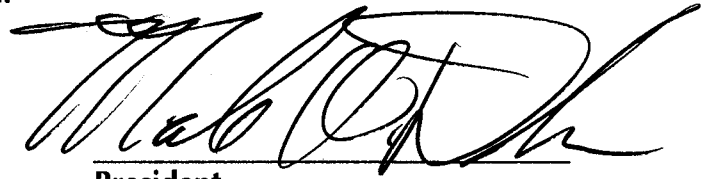
The Board did not vote to hold an Executive Session.

2005 OPERATING BUDGET AND RESULTING RATES

After extensive discussion by the Board concerning the District's 2005 Operating Budget and resulting rates, the Board instructed management to continue their work in preparing projections of the District's 2005 Budget and to provide the Board with alternative rate modification scenarios. No action was taken by the Board.

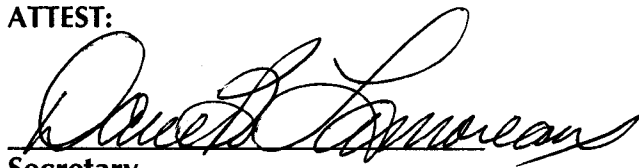
ADJOURNMENT

There being no further business to come before the Board, Mr. Dobson adjourned the meeting at 4:58 p.m.



President

ATTEST:



Secretary