

Polk Soil and Water Conservation District

February 13, 2019

Board Meeting Minutes

Polk SWCD Office: 580 Main Street Suite A., Dallas, Oregon 97338

Attachments available on request

In Attendance:

Directors

Matt Crawford (Chair)
Mike Wilson (Secretary)
Chad Woods (Vice Chair)
Jock Dalton (Treasurer)
David Simmons
Judy Beebe
Brad Ford

Staff

Karin Stutzman (DM)
Patti Gray (Admin)

Directors Emeritus/Associates/Guests

Sam Poltkin – Trust for Public Lands (on telephone)
Kristin Larson – Lukiamute Watershed Council
Spencer Rockwell – SDAO – attorney
Mark B. Comstock – Attorney
Ginger Simmons - Weyerhaeuser

BOARD MEETING

CALL TO ORDER & INTRODUCTIONS: Matt Crawford Chair, called the Board Meeting to order at 6:06 PM. Directors Crawford, Woods, Dalton, Simmons, Beebe, and Ford were present to start the meeting. Wilson joined at 6:15. Introductions were made.

PUBLIC COMMENT: None

REPORTS:

Stutzman gave an update on current District projects:

Salt Creek:

The last landowner meeting was September 24, 2019 it was held at Seabreeze Farms, approximately 16 landowners attending. At close of the meeting we stated we would offer landowners at least 3 options.

Possibilities for exploration

1. Create a drainage district or water improvement district.
2. Landowners can petition county commissioners to have drainage improved (drift removal)
3. Farmer Conservation Alliance-Irrigation Modernization Program – Received a telephone call from them, they mostly work in Central Oregon but have a project here with the Santiam Water Control District similar to Salt Creek.

February 2019:

Salt Creek Collaborative meets and will ask partners (NRCS, District, ODA, OSU Extension, OSU) for possible solutions.

2019 Meet again with landowners to present options

NRCS 2019-2020:

2 Conservation Strategies being developed collaboratively with the District and will roll out by October 2019:

- Elk Habitat Restoration, Elk Meadows
- Erosion in Perennial Crops:
 - Hazelnuts
 - vineyards
 - Christmas tree farms

Partnering on these initiatives with NRCS:

- Helps with annual planning
- Designing outreach events & tours
- Write articles for the news letter
- Builds expertise of all staff
- Furthers RCPP (expires end of 2019)
- Can solicit restoration grants & small grants
- Promotes stewardship
- Already applied for T.A. funding to support. Funded – January 25, 2019 \$24,805.00 just for Bell
- Meets board priority for the forest health & controlling erosion in perennial cropland
- Landowners incentive pay for implementing practice – SWCD Tech's appreciate
- Utilizes Study's & reports from NRCS and others

Oak Restoration RCPP:

- 4 just closed
- 7 active thru 2019

5-6 Funded for 2019

- 3 of which were ranked the highest
- \$242,500.00 into county for business
- 6 if not funded will roll over into new tri county (Yamhill, Marion and Polk) conservation strategy for Elk Meadows/habitat restoration

CREP: (Conservation Reserve Enhancement Program):

- 9 contracts newly enrolled or re-enrolling as of 12-1-18.
- 23 total active contracts
- 2019 – CREP Tech's are developing a monitoring program.

Small Grant:

- \$12,000.00 still left in that program through June 2019
- \$100,000.00 will start in July 2019
- Midway (to finishing)
 - Aleutian Prairie checker mallow recovery
 - Picchi Upland Oak
 - Oak Grove Resoration
- Finishing –
 - Richards Creek
 - Rockhouse Creek
- February –
 - will work on annual planning- held staff meeting to lay out

- work load lay out with the board planned for March

OSWB Grant:

- Basket Slough Ludwigia
 - 2018-31-857 Midway mapping & GIS
- 2019 – new grant to continue on from 2018 grant
 - Funded \$17,697.00 February 8th 2019

Conservation Innovation Grant CIG (April 2019):

- Small- mountable, masticating head directed at small scale 70 horsepower tractor, not for an excavator, to manage woody debris.

Committees:

Easement Committee:

Simmons explained that the Easement Committee had a meeting on the telephone. The committee still believes that the Good Neighbor Agreement needs to be put aside until it's closed. Mr. Wainwright would like to meet with the Easement Committee and anyone else who is interested. Woods reminded the group the new closing date is supposed to be May 29, 2019. Simmons stated there was a little bit of discussion about how we are we going to be able to manage this under the agreement; is there enough staff or the capability since he has not seen the management plan of what we are expected to do. Woods thinks it would cost approximately \$600.00 year to maintain this property, and that we can get an interest rate of about 2.5%, which would bring in enough income to cover this. Woods suggested doing the maintenance at the same time as Cornerstone, could help save some cost. Stutzman suggested we could earn money by conducting tours, or grazing. Wilson is concerned what TPL's exceptions are since they still have not seen them, or how much restoration and or conservation work has been done. Woods explained both of these properties have had a lot of ongoing restoration and conservation work done. Wilson explained his concerns are not just maintenance it's also restoration what are the expectations.

Partners - Trust for Public Land - Sam Plotkin:

Stutzman called Plotkin telephone and put him on speaker. Crawford introduced himself as the Board Chair. Plotkin stated they are anticipating the next BPA meeting next Tuesday February 19, 2019. Plotkin doesn't anticipate any red flags. We need to get all the due diligence wrapped up by the middle of the month, in order to exercise the Option Agreement on time. Simmons stated he believes they are good with the road and the pipeline easement, but there is still an issue with the Good Neighbor Agreement and apparently the owner wants to get those tied into the closing documents. We don't believe that is essential to closing and we would rather do something after the fact. Plotkin agreed that could be done outside of closing. Simmons reminded Plotkin that we are not adding anything else to the closing. Plotkin reassured the group whatever the message is for the owner, Mr. Plotkin will deliver that message to the owner, or the board can directly deliver that message to the owner. Stutzman stated that she knows Plotkin would like for the board to vote on the Access Easement, the Waterline Easement, and the Purchase and Sale Agreement; so, he can say our board approves and TPL can exercise their option agreement. Woods introduced himself to Plotkin and stated that he is more than willing to look at the good neighbor agreement and figure something out outside of closing.

Mr. Plotkin asked if the driveway conversation has come up yet? Plotkin stated one of the final due diligence items is legal access to the property and securing access from Smithfield Road. It is owned outright by Bill and Sue. What makes more sense is for Sue to deed her ownership to the Conservation District. Then the District & Bill would share that piece of property. Woods asked if BPA was ok with the 20 foot easement. Plotkin stated that conversation will happen on Tuesday February 19, 2019. Wilson stated his two concerns: 1. Limited access 2. He would like to review the maintenance agreement. I would be interested in hearing the results of that Tuesday 2-19-19 meeting. Stutzman stated she will type up a summary and email it to everyone. Crawford asked if there were questions for Mr. Plotkin. Plotkin

replied just a couple notes: this project has been very complicated in sub dividing, complicated survey , etc. It's been pleasant and wonderful working with Stutzman and her staff on this project. Wilson asked when the option expires. Plotkin stated it expires on March 29, 2019 and if we need more time we will go back to the owners. Crawford thanked Plotkin for his time. Plotkin replied he is looking forward to celebrating this project when it is all said and done.

Directors

None

Staff Reports

None

ACTION ITEMS:

Vote to approve Purchase Sale Agreement (PSA), Waterline and Access easement:

Stutzman stated a week or so ago she emailed the Easement Committee three documents: Purchase and Sale Agreement (PSA), Waterline Easement and the Access Easement and the map. Was the easement committee ready to make a recommendation to vote on these tonight? No they had not met, can just vote as a board. **Woods made a motion that they accept the PSA, Dalton 2nd. Discussion - Wilson stated that Stutzman has some pretty substantial (purchase price) notes in his copy, and he wouldn't want to ok it just yet. Stutzman stated Plotkin still must correct those items. Plotkin hadn't had the chance to review our questions yet. We had only had this for a week. Stutzman offered to take down comments and schedule special meeting if the board wants to, so they have time to review the yellow book appraisal, the environmental site assessment, still need the update preliminary title policy, still waiting on survey to give legal description. More discussion needs to wait for Sam to provide answers to our questions.**

Woods wants to modify his motion to accept the PSA in principal, but it be contingent on all concerns and conditions that BPA has are met. Dalton 2nd. Discussion. Woods withdrew his motion and he would like to state by consensus we want to move forward contingent on the details being worked out and being presented to us on all documents, and that we will move forward once we see the final drafts. Dalton agreed with Woods and withdraws his 2nd. Consensus requires no second, have unanimous consent.

January 9, 2019 Meeting Minutes: (attachment A)

Tabled

Treasurer's Report: (Attachment B)

Tabled

Appoint Director Mike Wilson:

Crawford read the oath of office statement and Wilson repeated it back to the group. Wilson stated that for anything official to use his legal name as Michael Y. Wilson. After repeating the Oath of Office he signed forms.

Cornerstone Resolution: 1st reading

Woods stated he believes this is what is required to have the reserve funds to be proper. This is the 1st reading, next meeting they will vote.

In-house Contracting rules-Jont Creek Project: 1:09

Woods believes that this project will need to be reviewed by the contract review board soon. May need some general fund money to move forward. Discussion about parameters of project, possible contracting rules to follow, want to make sure we are performing our duty as a public entity properly. Wants District to investigate River Design Group handling hiring, advertisement, etc. of the bridge installation. Woods had questions about prevailing wage, sole sourcing of a bridge, etc. Stutzman stated she would provide a report to the group in a few days so they could all review just where the project is at. Wilson stated he would like to see Stutzman update. Cost accounting is how staff keeps track of time to meet BOLI requirements. **Woods motioned to adopt Cost Accounting Guidelines Dalton 2nd. No Discussion; passed unanimously.**

Woods made a motion to adopt the Attorney General's Model Contracting Guidelines as our contracting guidelines for just this project as our contracting guidelines, it cost about \$40.00 or \$45.00 Simmons 2nd. Call for discussion.

Stutzman asked if a revision need to happen to an already existing resolution. Woods stated yes those resolutions we have, need to be brought up to date anyway with the new law. He believes the easiest way is just to adopt the new module that the Attorney General's Office has put out. Stutzman asked if that will affect that fact that the District can adopt its own contact rules? Woods replied yes we do have ability to adopt our own contracting rules as long as they meet the model laws. Stutzman stated she has the three resolutions from 2006 where we did adopt our own public contracting rules. Woods stated those are obsolete. Stutzman asked the board if they wanted her to draw up a new resolution to supersede the one that is already there? Woods doesn't think we need to do a resolution. Mr. Rockwell encouraged the board to seek outside general legal counsel specifically to address this since some of the statements that have been made are not necessarily accurate. Rockwell when on to state it's somewhat of a complicated conversation and he suggested it's worth some analysis at a time when you have that opportunity to discuss with outside legal counsel. Stutzman asked if Eileen Akins would be good to discuss this with? Rockwell stated she would be a great resource. Dalton asked if this would delay the project. Stutzman replied no, some of it has already been completed. Comstock also suggested identifying which modules rules you are adopting, because there are many versions and you need to figure out which version you are doing. Stutzman asked the board if she could pass this by Eileen Akins. Woods stated he thinks version 43 is the appropriate from the Attorney General's Office. Stutzman is trying to understand her charge and asked just for this project or in general. Woods stated just for this project. Beebe stated that Woods motion did not say for this project only. Woods stated that was the intent. He believes we are not meeting the minimums. Rockwell stated he will assist Stutzman in any way possible, because some of the comments have caused him a bit of concern and asked the board if he could assist her. Stutzman welcomed and would like his assistance. Crawford asked if there are any thoughts on that. Woods stated he will withdraw his motion as long as staff finds out what rules to work with. Dalton motioned that staff work with SDAO to adopt the best accounting rules. Dalton wanted to know if we would adopt a specific set just for this project or one to cover contracting in general. Rockwell replied he is not comfortable discussing any specifics because he has not had the opportunity to look over the specifics. He went on to state you generally don't adopt rules for a specific project. The District is bound by the rules as a whole. You don't have to make a motion to be bound by State Law. Dalton motion that staff works with SDAO to adopt the Attorney Generals Construction Contracting Rules requirements and present to the board for vote at the next meeting. Simmons 2nd. Discussion. Motion passes unanimously.

Patti's pay raise: (attachment C)

Stutzman read her explanation to the board regarding raising Gray's pay by 6.8 %; from \$15.24 to \$16.26 an hour, to a GS 4 Step 3. **Wilson motioned to approve Gray's pay. Woods 2nd. No Discussion; passed unanimously.**

March 13 2019 Budget Review & Audit appointment confirmed/to be held at Roth's in W. Salem:

Tabled

Budget Calendar Presented (Attachment D):

Tabled

DISCUSSION:

None

INFORMATION:

None

ADJOURNED 7:35 PM

Executive Session: from 7:35 to 8:55

Board meeting re-entered an open meeting at 8:55 pm

Edward Jones:

Dalton explained he has been talking to Edward Jones about CD & money market rates. Then he provided copies of an email to the group.

In the email it states the following is needed for Edward Jones to move forward with his request:

- 1. Attorney letter stating you may open an account with Edward Jones.**
- 2. Meeting minutes showing vote to move forward with your request.**
- 3. Corporate document verifying the type of organization and TIN.**
- 4. Resolution stating the authorized signers.**

If the attorney creates a letter, it can be used for all other account business that needs to be done, giving the treasurer the authority to act for the board. Beebe added considering the previous meeting this would have to be a motion and not sure if anyone is ready to do a motion. Beebe stated you are looking and asking for authority and she stated that requires a motion. **Woods makes a motion we move forward with collecting all of this information concerning our investments and have the attorney draft up that letter.** Woods stated, if we have a 2nd he has some back story some of you might not know. **Ford 2nd.** Woods explained the best interest rates are through a broker, like Edward Jones, we can go from 1.25% to instead 2.50% return on our money. They must meet the requirement of the FDIC and must be qualified as an Oregon investment by the state treasurer and we have in our policy that there must be physical presence in the county. Woods stated he thinks Edward Jones meets the policy. Dalton added when talking to the broker, they must be investments in banks that are qualified in the State of Oregon. Any investment they make for us will be approved by the State Treasurer to operate in the state of Oregon. Wilson has a stated he is not following what they want the board to do. **Woods explained they are asking the board to give the authority to the custodian to open an account with Edward Jones.** Then Beebe stated no, actually you are giving the authority to the custodian to go to Edward Jones to act on our behalf to act as a broker and closer of our investment account. Simmons added we are voting to give the authority to write up the paper work to give you the authority to go open an account. Dalton added we also need the authority to engage the attorney to write up the letter. **Wilson votes no but would like to see it put on the agenda for the next meeting; not because he is against it, we just got advice and keep having clarifications as we go, this is confusing and it's not precise.** Beebe is also voting no because there was some discussion that we need more information from Edward Jones on how the funds were developed, that they wouldn't invest our funds inappropriately, but she would like to see that in writing. **Four voted yes: Dalton, Woods, Simmons, Ford, and three votes No: Wilson, Beebe, and Crawford. Motion passes.**

Stutzman Evaluation:

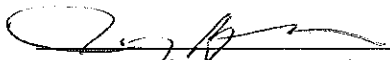
Ford would like to see the evaluation of the district manager put on the next agenda and in the minutes. Needs to happen immediately. It is an extremely important function of the board, and a decision needs to be made, that the

board pick a specific time in March of April after all the information has been collected where we can move on with that evaluation. Crawford concurs. Board needs some council; the review is incredibly tardy. In closing, Ford stated he could not imagine working in a situation where he didn't know what was happening.

Crawford went on to state he thinks a lot of their problems are lack of precision. He feels he doesn't possess the qualities of precision and so resigns as chairman. We need to find another now or at the start of their next meeting. Simmons asked Woods you are vice chair. Woods replied yes. Simmons stated you hold down the fort until next meeting. Crawford asked Woods to adjourn the meeting. Woods thanked Stutzman for allowing him to talk to staff about Jont Creek and confirmed with Stutzman that she is preparing something for next meeting. Stutzman agreed. Dalton stated the board has a lot of talents. Crawford stated Beebe is our precise person and he votes for Beebe. Wilson thanked Crawford for being Chair.

ADJOURNED 9:08 PM

Respectfully submitted by Administrative Assistant Patti Gray on February 26, 2019.



Matt Crawford - Chair
Judy Beebe



Date