

Scappoose Drainage Improvement Company
Board of Directors Annual Meeting Minutes – August 9, 2021

Present: Board members Gary Wheeler, Len Waggoner, Jeff Mapes, Karen Kessi and Amanda Hoyt; Chase Christensen, General Manager; Janell Greisen, Office Administrator; Laurie Mapes, Staff; Jeff Condit, SDIC Attorney; Geoff Wenker, landowner; Marie Gadotti, landowner; Robert Hostettler for CalPortland, landowner; Aaron Bruner, Western Resources Legal Center; Debbie Murphey, attorney for CalPortland.

Board member Jeff Mapes called the meeting to order at 10:08 p.m. in the Scappoose City Hall Council Chambers following adjournment of the annual landowners meeting.

Public comment

Marie Gadotti asked about the reference in the July 8, 2021 SDIC board meeting minutes to three job descriptions. Karen Kessi explained that they are not new job descriptions but rather existing job descriptions that were scheduled for review for accuracy, to see if they reflect what should be on each job description.

Election of Officers

Karen Kessi nominated Jeff Mapes for President of the Board of Directors. Gary Wheeler seconded the nomination. Jeff Mapes commented on his limited availability and his opinion that the job of President as Geoff Wenker performed it is too burdensome, not sustainable, and not a job a volunteer should be expected to take on. He noted that his fellow board members should not vote for him to become President unless they are willing to restructure board responsibility so that the job of President is less burdensome. [The entirety of Jeff Mapes's statement appears at the end of these minutes.] All voted in favor of Jeff Mapes for President except Jeff Mapes, who recused himself.

Amanda Hoyt nominated Gary Wheeler for Vice President. Karen Kessi seconded the nomination, and by voice vote all directors voted in favor of the nomination with none opposed. Jeff Mapes nominated Amanda Hoyt for Secretary/Treasurer. Gary Wheeler seconded the nomination, and by voice vote all directors voted in favor of the nomination with none opposed.

Jeff Condit reported that the state legislature passed legislation that takes effect January 1, 2022 and requires public bodies to offer the option to participate virtually in public meetings. He also advised the board that the board must approve the membership of any committee convened, in accordance with the vote during the annual landowner meeting this evening, to work on proposed bylaws amendments before the next landowners meeting.

Consent Agenda

President Mapes made a motion to adopt the July 8, 2021 meeting minutes as presented. Karen Kessi seconded the motion, and all directors voted in favor of it. By consensus, the board set over approval of the 2020 annual board meeting minutes until the next regular board meeting.

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Financial Issues

Checks to approve. President Mapes made a motion to approve payment of the following bills/checks: No. 9212 to Oregon Employment Department for \$21.30, no. 9206 to WEST Consultants Inc. for \$3,775.00, no. 9207 to Columbia Feed & Supply for \$21.95, no. 9208 to Dahlgren's Builders Supply Co. for \$90.80, no. 9209 to Department of Motor Vehicles for \$122.00, no. 9210 to Janell Greisen for \$393.75, no. 9211 to Robert Shadley for \$30.00. Gary Wheeler seconded the motion, and all directors voted in favor of it.

Geoff Wenker reported that SDIC's tax return has been prepared and is ready to sign electronically. He noted that President Mapes can sign it. President Mapes made a motion that he be authorized to take the steps necessary for SDIC's CPA to file the return. Len Waggoner seconded the motion, and all directors voted in favor of it.

Western Resources Legal Center Records Request

Geoff Wenker reported that he will continue to work on the Western Resources Legal Center records request. Twelve GB of information has been sent.

Upcoming Meetings

There is a Cadman/USACE meeting on August 16 via Zoom. Chase Christensen, Len Waggoner and possibly Amanda Hoyt will attend.

The board will hold a special meeting Thursday, August 19 at 6:00 p.m. to discuss transition to a new structure of board responsibility following the departure of past-president Geoff Wenker. Chase Christensen will send the Zoom meeting invitation.

Karen Kessi made a motion to adjourn. President Mapes seconded the motion, and all directors voted in favor of it. The meeting adjourned at 10:55 p.m.

Associated documents:

- Meeting agenda
- SDIC Minutes Board Monthly Meeting 7-8-2021 FOR BOARD ADOPTION
- SDIC 2020 Annual Board Meeting Minutes FOR BOARD ADOPTION

Jeff Mapes's Statement:

"I'll take on President under certain conditions:

I cannot and will not do what Geoff has done. Don't vote for me as president if that's what you want b/c that's not what I'm willing to offer. I have a job and many months of the year it's 12 hour days. I don't have the time or desire to be the president if it's a second job. I'm willing to run the meetings, and have my name mentioned as the president which may mean I get

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a phone call that I then direct to whichever board member is assigned the area of responsibility related to the call. I'll share my rough draft of these areas of responsibility in a moment.

In my view, no director will be willing to be president if the presumption is that the president is responsible for every task and attending every meeting. Geoff did amazing things which I'm only now beginning to appreciate as I'm learning more about the SDIC's business. And he's leaving us in so much better shape than even a year ago – we have a great staff, the office is cleaned up, filing is caught up, drop box is functioning, all the minutes and attachments are timely. It's amazing what he's done, nearly single-handed no less! It will be my recommendation that we plead with Geoff to continue to help us as a paid consultant but that's another discussion we need to have quickly after we decide officers.

We are so very fortunate to have Chase. We have an opportunity to use Chase's considerable skills in a manner that allows this board to be filled with volunteers. In other words, as a policy setting body with some hands on involvement in day-to-day SDIC activities. We cannot continue to have the SDIC structured so that the SDIC would be unable to meet its obligations without volunteer labor. I don't see how we would have met our obligations without tens of hours volunteered each week for years by Geoff. Geoff leaving is the opportunity for we five to restructure how this board manages the SDIC. If we don't, I could foresee a time that volunteers simply refuse to serve on the board. It's incumbent on us to get this right, or at least make it much better.

Depending on Chase's thoughts, we may need to hire another field technician to make sure we use Chase's 20 hours each week in managerial and executive director type tasks. I don't know that we can spare Chase up to 25 or so percent of his work week to provide coverage in the field on JR's days off. In any event, I picture the SDIC running with our manager as the "consistent presence" and "face" of our district. To the outside, Chase will be attending meetings and the contact for agencies, members and businesses. To the board, Chase can plan much of the agenda for our meetings, direct our employees, have a large speaking role in our monthly meetings and so on. I think the "manager's report" each month should be the primary topic at our meetings. In Chase's report will be topics that traditionally have been on our agenda but we're explained by Geoff since Geoff had been the "consistence presence" involved in that topic. If in fact Chase is the "consistent presence" of the SDIC as concerns these topics, then it makes sense that Chase report on them.

For we directors, it strikes me that there are multiple but identifiable functions that can capture SDIC's affairs. I will describe my rough list of these in a moment. You may have others or wish to refine these. But it strikes me as most efficient and fair to distribute areas of responsibility to the five directors. Chase will be involved, presumably, in all areas and then use as a contact or companion the director assigned an area. For instance, if a meeting is proposed on a 408 permit, then Chase will be involved in attending that meeting, and coordinate with the director to whom the 408 is assigned. Chase could also put out an email to the full board indicating there's a 408 meeting on X date, and whether there's an opportunity for one or more other directors to attend (depending on whether the director assigned that 408 can attend). Chase would then report on the 408 at our monthly board meeting and the director involved may also want to speak. This concept applies across other areas of responsibility. Let's say a culvert plugs

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and Chase wants to fix it immediately. I'm good with us not micromanaging Chase and just letting him do his job, but he could also contact the director assigned our "infrastructure" area of responsibility if he felt that necessary, especially if it's a large matter and not near our monthly meeting.

As a side note, I think Chase's spending authorization may have to be increased so he can carry out his responsibilities between our meetings without seeking more spending authority, or possibly we could increase the authority of the director assigned infrastructure and between the two get most jobs done when needed.

Finally, this division of responsibilities may result in directors appearing with Chase in situations where Geoff did historically. If I'm the president, I will stress that we as directors need to consistently bear in mind at least two concepts and even practice saying out loud the second. First, as we memorialized in our cost reimbursement agreement with Cadman, the SDIC has identifiable interests. We are not for or against any business, development, city action or member's plan for their property, but we are for protecting the interests of the SDIC. First, our actions and words should find support in an objective set of interests, which at their heart include:

the levee (including its ongoing accreditation, integrity, and our ability to maintain it) insisting that others' actions do not increase the speed or amount of water into our boundary
if others' actions may increase water, then we desire mitigation or compensation of our increased costs

And the what we as directors should practice saying is, okay that may be a little too far, but at least be prepared to indicate in some form when we're in public on behalf of the SDIC – "I'm here as a representative of the SDIC. Unless I indicate that the Board of Director's has asked me to make a specific statement, anything I say here today will be my personal statement and not an official position of the SDIC."

Here's my "roughed out" ideas on ----

AREAS OF RESPONSIBILITY FOR ASSIGNMENT TO DIRECTORS

Infrastructure (pumps, ditches)

408's

Accreditation/LOMAR

City Storm Water Master Plan

Mercury

Budget (report each meeting to describe spending vs budget and authorize invoice payments)

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Legal (communicate w/ counsel, issues like records requests)

IT (upgrading our software, drop box, having all directors on same software, etc)

Best Practices (working mainly with SDAO to make sure we're complying with best practices for public body on matters like meetings, public comments, record keeping PLUS that we're getting all the discounts we can for posting workplace notices and completing various training)

Sorry to be so long winded. But I felt it fair to share my thoughts on what I'm willing to accept as President of the SDIC if you still want to nominate me for this position, and how I best foresee this board being able to administer the affairs of the SDIC in a "post-Wenker" setting. What I've described is not final, obviously, but for either tonight or our next meeting I hope for it to begin a discussion and means to solicit your ideas of how we can effectively run the SDIC.

If you agree in general with this approach, then I'd be honored to accept nomination as the President."

Approved by the Board of Directors on: _____

Signature

Printed name and title