

Scappoose Drainage Improvement Company
Special Board of Directors Meeting Minutes July 21, 2022

Present via Zoom/Teleconference: Karen Kessi, Rob Hostettler, Amanda Hoyt, Gary Wheeler, Chase Christensen, Jeremy Jones, Geoff Wenker, Marie Gadotti, Len Waggoner, Aaron Bruner, Debbie Murphy, Carolyn Lobdell, Miriam House, Jeff Condit, Bruce Estock, Bob Short, Kyle Hoyt.

Meeting called to order by Rob Hostettler at 18:02 on 7/21/22.

Attendees were introduced by Rob.

Rob announced that Amanda Hoyt will be taking minutes so go slow and things may need to be repeated for accurate minute taking.

Public comment: Geoff Wenker stated his concerns about Rob's potential conflict of interest concerning mining issues and talking to attorneys. He suggested including our attorney in communications and maybe have Chase head mining issues instead of Rob. He also mentioned engineers don't typically like coming to public meetings. Len Waggoner commented that there are two different mining companies in the district with Rob working for the competitor to the other. We would not want any processes restricted by Rob's conflict of interest and he may have to recuse himself from dialogue and voting etc. on certain issues. We will be adding to the agenda for the next meeting an opportunity to discuss Rob's potential conflicts of interest.

Agenda Approval: Karen clarified 8 best practices for board training on the agenda. She will just be talking about options and ideas, not actually having training tonight.

Rob announced that we do plan to have an executive session tonight at this meeting.

Len moved to approve the agenda. Gary Wheeler seconded. Motion was approved unanimously at 18:14.

Meeting Minute Approval: The May 12, June 9th, June 13th, and the Annual Board meeting minutes were up for approval. Karen Kessi moved to approve all four sets of minutes. Rob seconded. Motion was approved unanimously. Chase asked Amanda to sign drafts of the minutes since Laurie Mapes is no longer with the district and Amanda is taking minutes temporarily.

Presidents Message: Rob thanked Laurie Mapes for her four years of service for the district. At the next meeting we will discuss how minutes will be taken going forward.

Financials: Prior to the meeting one transfer was made from the state pool account to cover the PUD and credit card bill. Chase announced that he cashed in the US bank reward points for a little over \$2000. There was a deposit received from Cadman for \$15,446 to put towards the 408 process. Estimated payroll and taxes have been added to the financials. Karen asked if Laurie had received her final paycheck yet. Chase said Laurie was fine with receiving it on the normal payroll cycle. Janelle needs \$15,000 transferred from the state pool to cover the bills for the rest of the month. Amanda moved to approve the financials as presented. Karen Kessi seconded. Motion was unanimously approved. Amanda moved to transfer the \$15,000 from the State Pool account. Gary Wheeler seconded. The motion was approved unanimously.

Engineering consultant: At the June 9th meeting a motion failed to hire a consultant. Funds were factored into the budget for hiring consultants though. Chase wants to be able to reach out to firms with specific questions as needed. Gary was opposed to retaining a specific firm for a broad scope- he would

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like Chase to have more flexibility to contact firms as needed that would best meet specific needs we had. Karen Kessi moved to delegate the general manager authority to contract with engineers/firms on an as needed basis up to amounts approved in the annual budget. Rob seconded. There was no further discussion. The motion was approved unanimously.

Best practices: Karen discussed board trainings and feels we need to look at areas of responsibility, talk about minute taking at the next meeting and discuss long range planning going forward. Len discussed the option of maybe being able to get more grants. We need to generate a master plan which would help with procuring grants. After a brief discussion Gary agreed to continue taking on infrastructure and OPS. 408 issues will be worked on by Len and Chase and passed on to consultants as needed. Accreditation and Lomar will be taken on by Rob as he already has relationships with the city and county. Karen Kessi wishes to discontinue with personnel responsibilities as she has a conflict of interest with JR since he works for Kessi construction as well. Rob has more experience with personnel issue and agreed to take over personnel. Karen will work with him on historical information concerning personnel. The stormwater master plan involves working with the same people as Accreditation and Lomar and it would make sense to have the same person head those issues. Rob asked if Len can educate him on the stormwater process and maybe he can help move the process along. Rob plans to meet with Alex Raines to learn more and see if he can open doors between the city, county, and SDIC. Len said he is happy to help. Karen has done a great job heading the Rental House issues and will continue her work there. Chase will still be the main contact for legal issues/info requests etc. He requested to have a board member to consult with as needed. Karen volunteered. Jeff Condit is available as legal council as well. Chase will also continue working on the Mercury TDML issue as it progresses.

Karen suggested we contact Teri Dressler for help and suggestions on long range planning. The district gets 8 hours of free consultation per year from SDAO. Rob thought this was a great idea. Len asked what the cost would be. Karen said she would reach out to Teri Dressler to get more details.

Managers Report: see attached report from chase

Before entering executive session Karen added that under best practices we need to have our annual meetings in February. Our next annual meeting should be in February 2023. She also wanted to mention that the renter at the rental home has not yet signed her new lease and will need to do so by the end of the month. She mentioned there is trim along the flooring that is coming off again and has been trying to reach the contractor about fixing it. Gary mentioned the rubber base has come off in the past and maybe that will trigger them to uphold their warranty a little bit longer since it has been an issue in the past.

Chase reminded us that we need to get Rob as a signer for the checking account and registered for access to the state pool account. We also need to do his Oath of Office.

Executive Session: Entered at 19:19. Executive session called to follow up on matters from a previous executive session regarding personnel matters. Executive session concluded at 19:33.

The next meeting is scheduled 8/11/2022.

Karen asked Jeff Condit if we have to vote to adjourn. Jeff said no as it is not required in the bylaws.

The meeting was adjourned at 19:41 by President Rob Hostettler.

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Associated Documents:

- Meeting Agenda 7-21-22
- Monthly Managers Report 7-21-2022
- 7-21-2022 Balance Sheet
- 7-21-2022 P&L Budget vs Actual
- 7-21-2022 Transaction List

Approved by the Board of Directors on: _____

Signature

Printed Name and Title