



Date: December 12, 2018

APPROVED

DIRECTORS:	Present	NRCS:	Present	SWCD:	Present
Barbara Boyer	<input checked="" type="checkbox"/>	Thomas Hoskins	<input checked="" type="checkbox"/>	Larry Ojua	<input checked="" type="checkbox"/>
Gordon Cook	<input checked="" type="checkbox"/>			Julie Lorenzen	<input checked="" type="checkbox"/>
Dave Cruickshank	<input checked="" type="checkbox"/>			Josh Togstad	<input checked="" type="checkbox"/>
Gordon Dromgoole	<input checked="" type="checkbox"/>			Marie Vicksta	<input type="checkbox"/>
Pat FitzGerald	<input type="checkbox"/>			Mike Crabtree	<input checked="" type="checkbox"/>
Leo Krick	<input checked="" type="checkbox"/>			Amie Loop-Frison	<input type="checkbox"/>
Sam Sweeney	<input checked="" type="checkbox"/>			Mary King	<input checked="" type="checkbox"/>
				Justin Cooley	<input checked="" type="checkbox"/>

- 1) CALL TO ORDER & LATE AGENDA ITEMS:** Barbara called the meeting to order at 7:32 am.
- 2) BOARD MINUTES: ACTION** The board reviewed the minutes from the October 10, 2018 board meeting. Sam Sweeney moved, and Dave Cruickshank seconded to accept the minutes as submitted. The motion passed unanimously.

VOTE RECORD: Approve the October 10, 2018 Board Minutes.					
	DIRECTOR	Yes/Aye	No/Nay	Motion	Seconded
<input checked="" type="checkbox"/> Accepted	Barbara Boyer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Accepted as Amended	Gordon Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Tabled	Dave Cruickshank	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Gordon Dromgoole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Pat FitzGerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Leo Krick	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Sam Sweeney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

- 3) TREASURER'S REPORT:** The board reviewed the October Treasurer's Report. Sam Sweeney moved, and Leo Krick seconded to accept the Treasurer's Report as submitted. The motion passed unanimously.

VOTE RECORD: Approve October 2018 Treasurer's Report					
	DIRECTOR	Yes/Aye	No/Nay	Motion	Seconded
<input checked="" type="checkbox"/> Accepted	Barbara Boyer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Accepted as Amended	Gordon Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Tabled	Dave Cruickshank	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Gordon Dromgoole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Pat FitzGerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Leo Krick	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Sam Sweeney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

- 4) REVIEW CORRESPONDENCE:** Barbara circulated the program from the McMinnville Chamber of Commerce dinner. The district was nominated for "non-profit of the year".

5) OLD BUSINESS:

- TNC Property Tour Feedback:** Dave stated he thought the time was well spent and the board agreed. Barbara enjoyed the information regarding the many eco-systems on the Garr property. Chris Seal's presentation, about the land's diverse habitat, was very informative and well received.



- b. **Oregon Association of Conservation Districts (OACD) Teleconference:** Due to other commitments, board members and district staff were unable to join the teleconference this month.
- c. **Annual Meeting Review – 11/7/18:** The board provided very positive feedback about the speaker, Dr. Philip Mote, and his presentation and the overall success of the event. The Silent Auction raised \$2200, which was comparable to last year. It was suggested the auction begin earlier to allow time for more bids. Registration was also discussed. Larry recommended, and the board agreed, to plan for 160 guests each year, which is representative of the attendance for the past few years. If RSVPs the week before are much higher, the district can adjust accordingly. By planning for 160, we can eliminate a lot of frustration and assure plenty of food is available. Leftovers can be donated to charity.

6) NEW BUSINESS:

- a. **Providence Health Insurance - Renewal:** Julie announced a 7% increase in the Providence Employee Health Plan. The premium was raised to \$717, up from \$667 last year. The recommendation was to keep the same plan. Dave Cruickshank moved, and Sam Sweeney seconded to keep the same plan. The financial impact and responsibility will be discussed at a later date. The motion passed unanimously.

VOTE RECORD: Approve keeping the same health plan.					
	DIRECTOR	Yes/Aye	No/Nay	Motion	Seconded
<input checked="" type="checkbox"/> Accepted	Barbara Boyer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Accepted as Amended	Gordon Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Tabled	Dave Cruickshank	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	Gordon Dromgoole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Pat FitzGerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Leo Krick	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Sam Sweeney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

- b. **District Partner Gathering – Grain Station on 12/3:** Larry suggested Monday, December 3 for the District’s Annual Partner Gathering at the Grain Station. Larry discussed last year’s budget and the board agreed to provide up to \$750 for food at this event. Guests will purchase their own beverages. Sam Sweeney moved, and Gordon Cook seconded to provide up to \$750 to pay for food at the District’s Partner Gathering on December 3. The motion passed unanimously.

VOTE RECORD: Approve up to \$750 for District Partner Gathering at Grain Station on 12/3.					
	DIRECTOR	Yes/Aye	No/Nay	Motion	Seconded
<input checked="" type="checkbox"/> Accepted	Barbara Boyer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Accepted as Amended	Gordon Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/> Tabled	Dave Cruickshank	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Gordon Dromgoole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Pat FitzGerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Leo Krick	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Sam Sweeney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

- c. **Sponsorship:** Larry announced that Heather Stoven from Oregon State University (OSU) Extension Services, requested \$400 to offer scholarships for Growing Farms Classes. Sam Sweeney moved, and Dave Cruickshank seconded to provide up to \$400 to OSU Extension Services for scholarships.

VOTE RECORD: Approve Up to \$400 for OSU Extension Services scholarship.					
	DIRECTOR	Yes/Aye	No/Nay	Motion	Seconded
<input checked="" type="checkbox"/> Accepted	Barbara Boyer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Accepted as Amended	Gordon Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Tabled	Dave Cruickshank	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Gordon Dromgoole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Pat FitzGerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Leo Krick	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Wednesday, November 14, 2018
Board Meeting Minutes

2A

	Sam Sweeney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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- d. Volunteer Gifts:** Julie requested the board’s approval to purchase logo wear for board members, district staff and the regular Miller Woods volunteers. At Larry’s suggestion, the board approved a \$60 annual budget, per person, for district apparel. Sam Sweeney moved, and Dave Cruickshank seconded to allow each person a \$60 annual logo wear budget. This will include board members, associate/emergitus members, district staff and regular Miller Woods volunteers.

VOTE RECORD: Approve up to \$60 a year for logo wear for board, associate/emergitus directors, staff and volunteers.					
	DIRECTOR	Yes/Aye	No/Nay	Motion	Seconded
<input checked="" type="checkbox"/> Accepted	Barbara Boyer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Accepted as Amended	Gordon Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Tabled	Dave Cruickshank	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Gordon Dromgoole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Pat FitzGerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Leo Krick	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Sam Sweeney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

7) DISTRICT MANAGEMENT:

- a. Proposed Position Title Change:** Mike’s position has transitioned into management of protected lands for the district. Mike has requested a title change to better reflect his current responsibilities and duties, from Sr. Conservation Tech to Protected Lands Manager. Barbara requested the title change be done concurrently with the update and revision to the written job description. The Employee Relations Committee (ERC) will meet with Mike to discuss and draft a new job description and move forward at that time to change his title.
- b. Property Transfer Update:** Larry reported The Nature Conservancy (TNC) opened escrow. The Oregon Department of Justice is reviewing various documents and the property tax liability issues have been resolved with the county to everyone’s satisfaction.
- c. Stewardship Funding Research:** Larry updated the board on the research completed regarding establishment of an endowment fund to be created with donated stewardship funds TNC. Two options were researched.
- One option is for TNC to contribute a donation to a charitable foundation, naming the district as the grant recipient. The donated funds are pooled and invested with other foundation assets, according to the foundation’s investment policy. Annual grants would made to the district as the designated recipient.
 - Another option is for TNC to contribute a donation to a trust bank, according to a trust agreement that would be developed by TNC and district. A trust agreement can be crafted to provide needed assurance of a donor (TNC) and include other guidance and direction that meet the specific needs of both the donor and beneficiary (the district).

Distributions and/or grants: The district would receive annual distributions from a trust bank administering a trust agreement or receive annual grant funds from a foundation. For either option, the district would account for the revenue in its annual budget. A trust bank or foundation would be responsible for administering the account, investing the donated funds according to a foundation’s investment policy or guidance outlined in a trust agreement, making distributions or grants, and providing third-party assurances as agreed to in a trust agreement or an endowed fund agreement.

Larry presented a summary sheet for the board’s review that provided information and comparison of the two different options. He discussed the differences of working with a trust bank, and a charitable



Wednesday, November 14, 2018 Board Meeting Minutes

2A

foundation, and responded to board questions. He also reported on his meeting with Gordon Dromgoole and Barbara Boyer, the district's endowment committee, held on November 2nd to review information he had compiled. Barbara and Larry briefed the board on a meeting they had with Tony Meeker, and with Gary Hardey from Pioneer Trust Bank, to discuss the services Pioneer Trust Bank could offer to administer a trust account. Pioneer Trust Bank has extensive experience managing trusts and is interested in working with TNC and the district.

Larry and Barbara also briefed the board on discussions they held with Oregon Community Foundation and McMinnville Area Community Foundation regarding their services and interest in establishing an endowed fund with the TNC donation.

Following discussion, Larry summarized by stating the committee's recommendation of Pioneer Trust Bank and McMinnville Area Community Foundation as the two preferred entities for TNC to consider. The committee's rationale for Pioneer Trust includes the following:

- One of the oldest and most established trust banks in Oregon.
- Attractive Fee Structure of 0.86% (providing a 40% discount for TNC and the district).
- Flexibility. TNC and the district have the flexibility to craft a trust agreement that meets their specific objectives; this could include guidance and direction for reporting requirements, distribution schedules, investment criteria and guidelines, transferability, and other specific needs.
- Managed portfolio. Pioneer Bank will provide a management portfolio of individual investments. Donated assets will not be pooled with other investments.
- Understanding of tax-exempt entities like the district and local special districts, and experience working with local charities.
- Understanding of the district's Local Budget Law requirements and working knowledge and experience with the Oregon State Treasury (where the district holds its funds).
- Locally accessible.

The committee's rationale for McMinnville Area Community Foundation (MACF) includes the following:

- Local Entity. The committee believes there is value in being associated with a local foundation serving local communities. The MACF invests in local projects only within Yamhill County, and has a mission to serve the local needs and priorities of the area.
- Service. The committee believes there is a high likelihood of future property donations, bequeaths, and donations to the district from Yamhill County landowners. Having a local foundation with the ability and interest in helping craft agreements and facilitate local donations and/or planned giving is appealing.
- Local Networking. Being associated with community leaders on the board of the MACF provides opportunity for partnerships and creative collaboration.

After further discussion, Larry presented the following committee recommendations:

- The district board requests TNC allocate \$900,000 of the stewardship donation to a trust account established with Pioneer Trust Bank, with the trust naming the district as trust beneficiary.
- Authorize the district to work with TNC and legal counsel to develop a trust agreement that provides the appropriate language and elements to ensure long-term financial support of the transferred parcels, and meets the needs of TNC, the district, and Pioneer Trust Bank.



Wednesday, November 14, 2018
Board Meeting Minutes

2A

- Secure legal counsel that may be required to develop and finalize a trust agreement and allocate up to \$3,000 for legal services and other related costs associated with establishing a trust agreement and account.
- The district board requests TNC allocate \$100,000 of the stewardship donation to the MACF to establish an endowed fund agreement, naming the district as beneficiary or grant recipient.
- Authorize the district to work with TNC and MACF to develop an endowed fund agreement that provides the appropriate language and elements to ensure long-term financial support of the transferred parcels, and meets the needs of TNC, the district, and MACF.
- Authorize Barbara Boyer and Larry Ojua to make decisions relating to establishment of the trust agreement and endowed fund agreement as necessary including, but not limited to, providing district signatures on trust documents, fund agreements and other related documents
- Work with TNC to make modifications to the Transfer Agreement, Grant Agreement, Escrow Instructions, and other related documents as needed to facilitate the establishment of a Trust Agreement and Endowed Fund.

Sam Sweeney moved, and Gordon Dromgoole seconded the motion to approve the recommendations. Motion passed unanimously.

VOTE RECORD: Approve Recommendations for Establishment of Endowment Fund.					
	DIRECTOR	Yes/Aye	No/Nay	Motion	Seconded
<input checked="" type="checkbox"/> Accepted	Barbara Boyer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Accepted as Amended	Gordon Cook	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Tabled	Dave Cruickshank	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Gordon Dromgoole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Pat FitzGerald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Leo Krick	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Sam Sweeney	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Barbara Boyer turned control of the meeting over to Dave Cruickshank at 8:57 am, as she needed to leave for another appointment.

- d. **Oregon Watershed Enhancement Board (OWEB) Meeting:** Larry updated the group on this meeting at the October board meeting. There is nothing new to report.

8) EDUCATION & OUTREACH:

- a. **Oregon Department of Agriculture (ODA) Weed Symposium – Dec 4-6:** Mike reported he and Justin will be attending the ODA Annual Weed Symposium in Corvallis.
- b. **Septic & Well Management Class – Report:** Marie noted in her staff report 25 people attended the two classes. This has always been a popular class and this year was no exception.

9) Land Use:

- a. **Land Use Table:** The board had no recommendations.
- b. **District Response: Doc C-11-18/SDR 17-18:** A copy of the district response regarding a solar installation proposal at NE Old McMinnville Hwy was included in the board packet.
- c. **Bureau of Land Management (BLM) Timber Harvest:** Mike shared the contents of a letter received by a landowner from the BLM. The BLM is planning on clear cutting 700 acres of forest and thinning 600 acres in the Coastal Range within Yamhill County. Mike will be providing written comments on recommended types of equipment and suggest best management practices to reduce spreading of noxious weeds as operators travel from site to site. He will also encourage BLM to include longer rotations in their management plan. He will compose a letter and review it with Larry and several board members. The deadline to comment is November 21.



Wednesday, November 14, 2018
Board Meeting Minutes

2A

- d. **Importance of Written Responses:** Sam commented on the importance of the board's written responses to land use applications. He referenced a new vineyard request near Lafayette and surrounding neighbor's concern of excess water usage depleting their wells. Sam feels it is important for the district to continue to respond in writing with soil and water concerns.

10) Protected Properties:

- a. **Yamhela Oak Conservation Overlook (YOCO):** Mike reported all the cows have been removed from the neighboring property. This solves the problem of them breaching the fence. The landowners may be interested in working with the district to implement conservation projects on their property. They are also interested in discussion ideas about long-term land protection.
- b. **Mt. Richmond:** Mike stated they are finishing the RCPP contract requirements. Roemer's fescue was seeded utilizing the district's no-till drill and they were able to do one last chemical application during the dry weather. They will be planting 3,000 forbs next week. The plants were grown in the Miller Woods nursery.
- c. **Muddy Valley Habitat Reserve:** Mike conducted a two-year grant review for this property.
- d. **Chegwyn Farms:** Mike reported he and Justin disposed of unused pesticides and other hazardous materials stored on the property. They took the materials to Recology.
- e. **Miller Woods:** Mike shared the nursery continues to sell many of the surplus plants. He noted Sonya has been propagating cuttings for the native plant sale and is now transferring them to pots. They will be sold at the native plant sale. He announced Winter Hill Winery has donated a diesel fuel tank to Miller Woods. This will make it more efficient to refuel equipment onsite.

11) NOXIOUS WEEDS: Justin reported the knotweed spraying has been completed for the season and was very successful. They will be submitting applications for more grants next month.

12) STAFF REPORTS: Josh provided a brief update on the progress of the Sitton project. This project is part of the North Yamhill Enhanced Conservation Reserve Enhancement Program (CREP) and is going well.

13) BOARD MEMBER REPORTS:

14) AGENCY REPORTS:

- a. **Natural Resources Conservation Service (NRCS):** Thomas announced the Local Work Group Meeting will be held following the December board meeting. He anticipates a two-hour meeting. He met with the district staff and several partners and created a two-year Conservation Implementation Strategy. He will be creating a longer-term strategy in the future as well. He reported the Environmental Quality Incentive Program (EQIP) sign-up deadline for organic, oak restoration, and high tunnel initiatives is this Friday, 11/16. Thomas noted he will be presenting civil-rights requirements at the February 2019 board meeting.

15) PUBLIC COMMENT: There were no public comments.

16) ADJOURNMENT: Dave Cruickshank adjourned the meeting at 9:27 am.