

**SEAL ROCK WATER DISTRICT
MINUTES OF THE
Special Board Meeting by Zoom Conference Call Only
October 22, 2020**

Introduction to Remote Meeting:

Adam Denlinger, General Manager, explained that this board meeting is being conducted remotely in order to mitigate the transmission of the novel coronavirus and reduce the risk of COVID-19 illness in accordance with Governor Brown's Executive Order 20-12 to suspend all public gatherings. He further explained that the Board President will call each name to confirm those who are present. After each person hears their name, they need to reply. For each decision item in the agenda that needs to be approved, after discussion and deliberation, the Board President will call each name of the commissioner for their vote. After the commissioners hear their name, he or she will give the vote to the affirmative by saying YES or negative by saying NO.

Call Special Meeting to Order:

President Rob Mills called the special board meeting to order at 4:09 p.m., Thursday, October 22, 2020.

Present:

President Rob Mills confirmed that all commissioners present can hear each other by doing a roll call. Present by Zoom Conference Call were Commissioner Karen Otta, member; Commissioner Deanna Gravelle, Treasurer; and President Rob Mills. Staff: Adam Denlinger, General Manager; Joy King, Office Manager; Atty. Jeff Hollen, District legal counsel.

Excused Absences: Commissioner Sandra Mies-Grantham, Commissioner Glen Morris.

Announcements/Public Comments: None

Consent Calendar: None

Discussion and Information Items: None

Decision Items:

Revised USDA G.O. and Revenue Loan Resolutions:

Staff received information from Holly Halligan, USDA Area Specialist that the Revenue Loan part of the interim loan could be closed early for the District to avail a lower interest rate of 1.75%. The target closing date is on November 18. The USDA Loan Resolutions approved and signed on April 10, when the District took out the interim loan need to be revised to include the subgrant amount of \$1,500,000 that USDA approved as an additional grant to the \$2,799,500 the District was already approved of. Commissioner Karen Otta motioned to approve Resolution No. 1020-01 a General Obligation Loan Resolution and Resolution No. 1020-02 a Revenue Loan Resolution, both resolutions authorizing and providing for the incurrence of indebtedness for the purpose of providing a portion of the cost of acquiring, constructing, enlarging, improving, and/or extending the District's Beaver Creek Water Treatment Project. Commissioner Deanna Gravelle seconded the motion. President Rob Mills asked for the commissioners' vote by calling each name. Commissioners Deanna Gravelle voted YES, Karen Otta voted YES, President Rob Mills voted YES. Motion was carried 3 – 0. Bond Counsel is processing all closing documents to be presented at the November 12, 2020, regular board meeting.

Recessed Special Meeting:

President Rob Mills recessed the special board meeting at 4:15 p.m. to go into an executive session.

Executive Session:

The SRWD Board will now meet in Executive Session, pursuant to ORS 192.660(2)(h); To consult with legal counsel concerning the legal rights and duties of a public body with regards to current litigation or litigation likely to be filed. Representatives of the news media and designated staff shall be allowed to attend the executive session. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on any of the deliberations. No final decisions shall be made in Executive Session.

Adjourned Executive Session and Reconvened Special Meeting:

President Rob Mills adjourned the executive session at 5:11 p.m. and reconvened the Special Meeting.

Commissioner Deanna Gravelle motioned to authorize the General Manager, Adam Denlinger, to enter into a settlement agreement as described by the memorandum of settlement dated October 12, 2020, between Love Thy Neighbor (LTN) and Majesty, LLC consistent with Resolution No. 0819-01 in the amount of \$150,000. Commissioner Karen Otta seconded the motion. President Rob Mills asked for the commissioners' vote by calling each name. Commissioners Deanna Gravelle

63 voted YES, Karen Otta voted YES, President Rob Mills voted YES. Motion was carried 3 – 0, recognizing the absence of
64 Commissioner Morris and Mies Grantham.

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66 **Reports, Comments, and Correspondence:**

67 The Board/Employee luncheon on November 12 at 12:00 p.m. will be held at the SRWD Shop. Staff and the Board thanked
68 commissioner Karen Otta for offering her home as the venue for the luncheon but OSHA released infectious disease
69 guidelines that make it impossible to have the luncheon at commissioner Karen Otta's residence.

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71 President Rob Mills asked each board member to send him the completed Performance Evaluation of the GM so he can
72 compile a summary of the evaluation to be discussed at the next board meeting.

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74 **Adjournment:** President Rob Mills adjourned the meeting at 5:30 p.m.

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76 **Next Board Meeting:** November 12, 2020, 2:00 pm Regular Board Meeting.

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85 Approved by Board President Date:

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