



"To protect, enhance, and support Butte County natural resources and agriculture by working with willing landowners and citizens through education, land management, and on-the-ground projects."

150 Chuck Yeager Way, Ste. A, Oroville, CA 95965 * (530) 693-3173 * bcrd@carcd.org

BOARD OF DIRECTORS Minutes

Date: Thursday, August 20, 2020

Time: 9:00 AM

Location: No physical location

NOTICE OF TEMPORARY PROCEDURES FOR BOARD OF DIRECTORS MEETING: Pursuant to California Governor Gavin Newsom's Executive Order N-29-20 issued on March 17, 2020, relating to the convening of public meetings

in response to the COVID-19 pandemic, **the Butte County Resource Conservation District will be closing the June 18, 2020 Board of Directors Meeting to members of the public and nonessential District staff.** Additionally, members of the Board of Directors are allowed to attend the meeting via teleconference and to the same extent as if they were present.

Members of the public are encouraged to participate in the Board meeting in the following ways :

1. Remote Viewing

[h <https://zoom.us/j/321411651>](https://zoom.us/j/321411651) (Meeting ID: 321 411 651) OR use
One tap mobile: +16699006833, then enter 321411651#

2. Public Comment

Public Comment can also be submitted anytime via email at bcrd@carcd.org . Every effort will be made to provide Board Members with your comments before the agenda item is heard. Comments received after an agenda item will be made part of the record if received prior to the end of the meeting

- 1) **CALL TO ORDER** – Dave Lee, President; 9:04 am
- 2) **WELCOME AND INTRODUCTIONS** –Directors **John Christofferson, Colleen Hatfield, Dave Lee (Chair), Allen Harthorn**; Associate Director **Mike Crump**; District Manager **Thad Walker**, Staff **Wolfy Rougle, Amanda Chaney, Tim Keeseey**; Americorps member **Shepard Smith**; District Conservationist **Dan Taverner**; Guests **Melina Watts**
- 3) **REVISIONS TO AGENDA** (only emergency situations requiring the need to take immediate actions may be added as action items pursuant to Gov. code 549954.2(b))
- 4) **PUBLIC COMMENT (on non-action items) : None.**

(1) (3 min. limit per speaker/topic, 15 minutes/person/meeting total) (2) *Public comment is encouraged. Any member of the public may address the Board with any comment related to the Resource Conservation District's areas of concern. However, no action can be taken by the Board on such items at this current meeting. The Board may direct staff to agendize such items for consideration at a future meeting.* (3) **Please note that all action items will have time set aside for public comment prior to the vote occurring. After a motion*

is made and seconded by two BCRCO Directors, the Chair will first ask for any further discussion from the Directors and Associate Directors and then Chair will open up the item for brief public comment limited to 2 minutes/person. After the public comment period closes a vote will be held.

5) **CONSENT AGENDA:** Project Updates (see board packet).

6) **ACTION ITEMS –**

Dave Lee, President

- a) **Review and approval of the minutes of the BOD meeting held 7/16/2020** – John called attention to item g, where the Board approved the wording stating “RCD will pay subcontractors’ invoices within 60 days after RCD is paid by funder” (no change to draft minutes needed) and then moved to approve. Colleen seconded; motion passed unanimously.
- b) **Review and Approve Outstanding Bills and Financials** – Colleen Hatfield – We have about \$120K in bank acct balance right now, with only about \$17K in outstanding contractor invoices awaiting funder reimbursement. \$76K arrived in payments this month, and \$214K is still out in outstanding invoices to funders (\$50K to RCD, balance to subcontractors). John moved to pay the bills, Colleen seconded, motion passed unanimously. McCombs invoice for \$3200 can be paid mid-cycle once monies are transferred from our SNC advance account; any other bills “in the gray” portion of the A/P can likewise be paid midcycle if payment arrives from funder midcycle, as per BOD minutes from July 2020.
- c) **Audit Update-** Colleen Hatfield – (no action needed) – Goal is to have major part of the work done by the end of this month. Colleen is about 80% done pulling together items for insurance claim from the events of 2017.
- d) **CARCD Sponsorship Toolkit** -Colleen Hatfield (no action needed) – CARCD has asked us to help them pull together funding for their annual conference, i.e., help CARCD find sponsors. This year it will be all-virtual and spread out over the course of 2 weeks. Virtual meetings actually have better attendance than in-person. Directors and Staff: Colleen will send you a list of potential funders for you to add names to, and Colleen will reach out to potential sponsors to try and solicit donations. But, if there’s someone on the list you already have a good relationship with and you’re comfortable reaching out to them, please let Colleen know and do it! P.S. If we recruit a new sponsor who’s never given before, we get 10% of their donation! Mike noted PG&E should be donating, and Allen noted Janet Walters is the top PR person in that utility and he will contact them. Colleen also mentioned Trout Unlimited, Lundberg Farms, and any and all forestry/timber companies. Wolfy will reach out to Lundberg Farms, Tim to Sierra Nevada Brewery.
- e) **Operating Reserves Policy- Review of Options** -Colleen Hatfield/ Thad Walker – Since last BOD meeting, Thad has continued to reach out to Glenn and Yolo RCDs for ideas. Last month we had discussed either a quarterly flat input, or a monthly % input (as 33% of net), to accomplish a goal of \$33,333/year contribution to operating reserves. This would allow us to hit the target 3-month operating reserves of \$100K within 3 years. Having an operating reserves policy allows an organization to justify healthy indirect and remain sustainable through economic cycles. Discussion: A 3-month reserve is a good place to start and John and Colleen are both more comfortable with a monthly contribution. For example, each month, financial report could calculate what 33% of the income for that month would be, and Board could either automatically approve it or could discuss moving the contribution up or down for that month. John, Colleen, and Thad will sit down and

craft a policy to bring back to next BOD meeting in September.

- f) **Agreement for Services of Independent Contractor Template-** Tim Keesey/Thad Walker. Having a standard agreement template will allow us to be more efficient in project management. Discussion follows.

John: On page 2, the 45-day window for payment should be changed to 60 days – a longer term provides a buffer in the case of e.g. an emergency BOD meeting cancellation, although directors conceded a longer payment window runs the risk of alienating small local contractors. Also, on p 7, where it says (paraphrasing) ‘consultant represents it has the skills, licenses/permits necessary to perform the work,’ John pointed out that in many cases the contractor doesn’t yet have the permits at the time the agreement is signed. John recommended this language be changed to state that the contractor *will* obtain all needed permits before starting work, and will do so at no expense to the BCRC.

Further (John): Where it states “Consultant shall agree to defend indemnify and hold harmless BCRC and procure and maintain insurance”: John stated we need to specify what type of insurance we are asking consultant to maintain and probably what limits.

John: Consider adding language that states a time extension is not possible.

Paragraph 17a: Consider that 30d written notice with or without time extension

John: In Exhibit A (SOW) and Exhibit B (payments), we need to be very specific about deliverables and also how we will handle payment for incremental work accomplished.

Mike agreed that a standard contract is the way to go for both Staff and Board efficiency and added that on section 11 “Ownership of Documents”, it should specify that BCRC will own the documents and contractor can retain a copy. Contract should specify that BCRC will own all documents produced by the consultant (while expecting that many consultants will ask for tweaks to this language the Board can accommodate on a case-by-case basis.

John asked if we should move the ownership of documents issue directly to an addendum C? Or have “exhibit C” be all changes to the standard document, to streamline Board review? In that case the agreement itself would need some language stating that language in Exhibit C may substantially alter the agreement and that in case of contradictions between the agreement and Exhibit C, Exhibit C will prevail.

John and others will send their notes to Thad so he can develop a further draft of this template.

- g) **Agreement with Forest Creek Restoration, NEPA Support for Colby Meadows Restoration** -Thad Walker – FFS agreement for BCRC to provide recreation report to Forest Creek Restoration’s NEPA document. Up to 59 hours of Thad’s time in the next 3 months and could lead to further opportunities in the area. Uses Storrie fire settlement money. Mike pointed out an awkward sentence in the section on payment, where Forest Creek Restoration seems to be referring to both itself and its funder as “Client”. Thad acknowledged BCRC probably will not get paid within 30 days of invoicing on this contract, but the relatively small amount of money and the opportunities associated with the project make it worth it. Allen moved, John seconded, motion passed unanimously. Tim noted that the insurance

provisions in this contract (which Thad has already confirmed with SDRMA meets our insurance requirements) look like good ones to steal and incorporate into our own agreement template.

- h) **Board Resolution, CalRecycle** -Shepard Smith – This is for our 2nd application, where we will remove 20 tires and install 2 gates. Resolution passed with 4 ayes, 0 nays.
- i) **Bid Packet for Lone Tree Road Restoration Project, CalRecycle**- Thad Walker – This is for our first CalRecycle application, which was successful and now it's time for implementation. This project removes about 20 cubic yard of waste, installs 3 heavy-duty gates, and installs about 3000' of fencing on 2 sides of the property. Most language is borrowed from Thad's Dome Trail bid packet. Shepard would like to increase the estimated construction costs about \$3K to \$40K because there is about \$3K more available in the grant than originally thought. Bids due Oct 7th, awards Oct 15th, work completed by Dec 15th. Shepard noted that an early rainy season shouldn't be a big challenge because existing roads allow mini-excavator access to remove the trash. Mike reminded Shepard that contractors will need to specify the exact access points on Lone Tree Rd, to make sure there's an existing driveway easement there, in order to avoid an encroachment permit. John moved, Colleen seconded approval of the packet; motion passed unanimously.
- j) **NRCS Engineering Agreement** -Thad Walker – As noted last month, both our engineering and conservation planning agreements with NRCS have expired. NRCS is proposing to create a 3-year agreement for \$75K (\$45K first year, \$20K second year, \$10K third year). NRCS has not issued almost any other engineering agreements to partners statewide, so it's a testament to the value BCRCO has been able to provide. Thad asked whether BOD wants to sign this agreement, given that we would need to hire a new engineering tech as Amanda will be leaving at the end of the month. Dan added that he got an email just this morning saying the NRCS apparently went ahead and pre-emptively extended the existing engineering agreement instead of creating a new agreement (but he needs to review it more closely). Dan asked if the RCD was interested in recruiting someone to fill this position. Colleen asked what RCD's liability would be if we signed the agreement but then were unable to find or retain an engineering technician willing to work under the terms of the agreement. Dan said he thought there wasn't any liability in that situation. Colleen asked what happens if RCD successfully finds a candidate but then NRCS hires someone for the same position? Dan responded that NRCS was unlikely to fill the position on the NRCS side since they have been unsuccessful in doing so over the last 5 years. Dan also stated he has at least 1 candidate already in mind, and that he would prefer the tech to be full-time for the first year and be a ghost agreement for the next 2 years if that's what will get the work done. Amanda added it's critical for NRCS and RCD to make sure the next incumbent understands the need to be extremely flexible and to justify all their hours. She also suggested the RCD consider bringing the next tech on as a subcontractor, but Dave felt the insurance requirements are too onerous for most

The Board thanked Amanda for her excellent work and attitude over the time she has been with us.

Dan and Thad will review the latest email from NRCS that just came in

about this agreement and will bring a new item back to the BOD in September.

- k) **Revised agreement with MCRPE for Bidwell Sacramento River State Park Restoration, Tribal Monitoring-** Thad Walker – Corrects inaccuracies in the old agreement (mostly the title) to reflect new SOW that has been negotiated over the last several weeks. Mike added the date of March 27th needs to be changed. Allen moved to approve revised contract, Colleen seconded, motion passed unanimously.
- l) **Agreement revision with Diane McCombs for Granite Basin-** Tim Keesey – Will extend McCombs’ currently expired agreement to allow her to conduct cultural resources review on the new, 3rd alternative route identified in July 2020 to avoid both the sensitive portions of the Swayne Grade and also any SNYLF habitat. This is expected to be the final piece that creates a viable, interconnected project for the Granite Basin OHV Development project. John moved, Colleen seconded to approve the agreement with adjustments to make it consistent with
- m) **Agreement revision with Diane McCombs for Chico VFMP work-** Wolfy Rounge – Extends McCombs’ NTE agreement by \$2K to allow her to finish documentation of unexpectedly dense/important cultural/historical resources in Bidwell Park. Colleen moved to accept the contract amendment, Allen seconded, motion passed unanimously.
- n) **LOS for SNAP workday in Feather River watershed in April 2021** – Wolfy – Motion passed unanimously.
- o) Next Meeting of BCRCD BOD- Thursday September 17th @ 9 AM. Colleen would only be able to attend from 9-10 because semester is starting. Board chose to move to 3rd Tuesday of the month instead, which would put the meeting **on Sept. 15th**.

6) RCD PROJECTS AND PROGRAMS

- a) Update – See staff updates in BOD packet

Thad- Forestry tech etc. positions **will be left open until the end of the month** but it is critical to bring a forestry tech on for the forest inventory work ASAP, even if it is not full-time. Granite Basin – We continue dialogue with the County about their grant for this which ends Oct 31 even though we are only in Phase 1 (NEPA). OHMVR will not offer an extension but will allow a scope adjustment to consider the project complete with the completion of Phase 1. This ensures the County will be able to apply for future grants, but will need to find additional funds for implementation. Slight downward adjustment to RCD income for 2020-21 but we have no shortage of work. Butte Creek House – RCD will partner with CDFW for meadow restoration project there to develop a planning grant which would likely also incorporate some forest health treatments; this would likely use Prop 1 funding through WCB or possibly a directed grant from SNC.

Tim- None

Wolfy- BCRCD’s re-application (voted on at May BOD meeting) has been approved, so we are a 2020-21 host site for SNAP again. We have already received 17 applications from SNAP applicants with an impressively high level of average qualifications; Wolfy and Thad meet to review them later today; Wolfy may have some final paperwork for Dave to sign later.

Amanda- None; District Manager commended Amanda for her great work and team spirit and we all wish her well in future endeavors.

7) PARTNERS' REPORTS (5 minute limit per group)

- a) Natural Resource Conservation Service (NRCS)
- b) Butte County departments
- c) Community groups and agencies

8) CLOSED SESSION – Directors only – No closed session today.

- a) Personnel Discussion

9) BOARD OF DIRECTORS REPORTS

- a) Butte County RCD Directors and Associate Directors are welcome to report

10)ADJOURNMENT

***NOTE:** The Butte County Resources Conservation District (BCRCD) distributes its Board meeting agendas electronically at least 24 hours in advance of meetings. If you would like to be added to, or removed from, the email list, please notify the Butte County RCD at (530) 534-0112, ext. 122 or by email to: bcrd@carcd.org. The BCRCD also publicly posts notice and agenda of meetings 72 hours in advance of meetings at the Butte County RCD office located at 150 Chuck Yeager Way, Suite A, Oroville, CA. **Reasonable Accommodations:** In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Butte County RCD Manager at (530) 534-0112, ext. 122.*

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