

**BOARD OF DIRECTORS**

**Minutes**

**Date: Thursday, February 16, 2022**

**Time: 9:00 AM**

**Location: Klamath Conference Room**

**202 Mira Loma Drive, Oroville, CA 95965**

**Or Join Zoom Meeting**

[**https://us02web.zoom.us/j/88974119154?pwd=V01CaUpYVEw3VFpNQS84YkFSSmJkQT09**](https://us02web.zoom.us/j/88974119154?pwd=V01CaUpYVEw3VFpNQS84YkFSSmJkQT09)

**Meeting ID: 889 7411 9154**

**Passcode: 575904**

**Join via phone +1 408 638 0968**

**1.CALL TO ORDER** – Dave Lee, President – 9:02 am

**2. WELCOME AND INTRODUCTIONS -** In person: Chair Dave Lee, Director Samantha Lewis, Treasurer Colleen Hatfield, District Manager Thad Walker, Staff Wolfy Rougle. Via Zoom: Vice Chair Allen Harthorn, NRCS District Conservationist Dan Taverner, NRCS planner Lilly Trejo.

**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)) – *Item (g) was not finalized in time for this meeting so it was tabled until March meeting.*

**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 BCRCD 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:**

1. Review and approval of the minutes of the BOD meeting held on 1/19/2023 – Samantha moved to accept, Colleen seconded, motion passed unanimously

**6. ACTION ITEMS –** Dave Lee, President

1. Review and approval of Financials/ Accounts Payable- Colleen Hatfield – Board found the reports a little difficult to read (visually blurry) – were they printed, then scanned in, then printed again? Can they be easier to read in the future?

There are several items more than 90 days old on the A/R aging summary. Why? Staff answered this is due to 10% withholding on certain grants.

There will be a financials meeting, (the time of Monday Feb 20 at 10 am was proposed), with Thad, Colleen, Wolfy, Cheryl and 1 other board member if anyone wishes to come. We will discuss:

* The few outstanding (very old) invoices
* CALTRANS endowment questions
* The ways expenses are categorized(binned) in the budget-to-actuals
* We currently base Board reports on date of invoices (invoices are usually dated early in the month following the month when the expense was incurred) and this can result in distortions. We’ll discuss ways to resolve these distortions and represent expenses accurately in the month in which they were incurred.
* Asking Cheryl if she can add QBO classes to the Accts Payable table (e. g. in a “Notes” column).

Board discussed some alternative ways to present information in the board reports. All the information the Board would like to know is already in QuickBooks Online (QBO), it’s just a question of presenting it in the most useful, helpful way. (Which may take a few rounds of trial and error.)

Board asked that Cheryl be cc’ed from now on when the meeting minutes are sent out.

1. Updates to Brown Act (information only)-Thad Walker – COVID rules have now expired and we are required to have a quorum ***in person*** each month. The Board acknowledged receiving a letter saying so from County Counsel.
2. SNC-1312 grant Amendment to formally change acreage deliverables – Wolfy Rougle – This was the formalization of changes that have been discussed for a long time and will allow us to adjust to higher-than-expected implementation costs while still completing the same amount of work as in the grant, just using 2 different funding sources on complementary acres. Colleen moved, Samantha seconded, motion passed unanimously.
3. Extension of eDNA contract (Upper Butte Creek Project) with CSE – Wolfy Rougle – Samantha noticed that the scope of work should be amended to not stipulate “the samples should be frozen until fall” and the analysis conducted in fall, as it is still ongoing. Colleen moved to approve the extension, Allen seconded, motion passed unanimously.
4. Contract with Mechoopda for implementation of Butte Creek Tribal Stewardship Project – Wolfy Rougle. Samantha was concerned about many changes, stating:

* Section 12 eliminates auditing by restricting us to the “right to request review of documents.” Everyone has the right to “request” review of documents but that doesn’t mean the request will be granted; to be able to hold a grant partner accountable, we need a guarantee of being able to view documents (which is what SNC has over us).
* The Tribe’s requested changes eliminating section 25, eliminating the verbiage in section 26 about all litigation needing to occur in the County of Butte, and adding section 30, combined to make the agreement impossible to enforce. Requested changes that take away our ability to enforce an agreement tend to instill distrust of a partner.
* The reason we have enforceable provisions in our standard agreement with contractors/partners is that our funder (in this case SNC) has enforceable provisions in their agreement with us. We should not put ourselves in a position where we can be help accountable by the funder for the outcome of a project we can neither control nor hold our partner accountable for.
* In Wolfy’s edit to the scope of work, Board requested the “or” be changed to “and”.

Other board members stated they had the same concerns. BCRCD’s standard agreement template has been reviewed by County Counsel, and while minor changes are often requested and considered, and the Board was not interested in considering an agreement with such major changes, especially without the prospective partner present to provide context. (MCRPE president was invited but was booked all day with agency meetings.) This item received no motion, so will not move forward.

Board asked that staff meet with County counsel and ask them: “where do we stand dealing with a sovereign nation”. Staff interprets that to mean, what are examples of language or agreements that are or have been effective in holding sovereign entities accountable to grant deliverables without violating their sovereignty.” Further clarification to staff is welcome. Staff will also report the results of the meeting back to MCRPE and see if they are willing to drop some of their proposed changes.

1. Amendment to contract with Pacific Watershed Associates for Upper Butte Creek project – Wolfy Rougle. Because the scope of work has increased over and above what we originally asked PWA to complete (due to needs for 30% design plans and field meetings around the Humbug Rd realignment project), PWA asked for a budget increase of about 13% of the original contract amount. Samantha moved to accept, Allen seconded, motion passed unanimously.
2. ~~Amendment to contract with Eric Mathews for Upper Butte Creek and Colby Mountain Trails projects – Wolfy Rougle – This agreement was not finalized in time for this meeting so it was tabled until March meeting.~~
3. Next Board of Directors Meeting: RESCHEDULED to **Thursday, March 23, 2023**, (rather than the 16th) at 9:00 AM, Location: Klamath Conference Room 202 Mira Loma Drive, Oroville, CA

**7. RCD PROJECTS AND PROGRAMS**

a) Staff Updates - Dave and Thad looked at a few office spaces, including houses, but all failed to meet the RCD’s needs, either because of lack of equipment storage space, lack of ADA compliance, or lack of adequate space.

**8. PARTNERS’ REPORTS (5-minute** **limit per group**)

a) Natural Resource Conservation Service (NRCS) – Dan Taverner from NRCS joined and said he planned to apply for $300-400K in planning assistance (especially forestry/tree inventory/FMPs but also “addressing resource needs as they come up” including range ground, Valley floor etc., soil health) which would equate to 1500 hrs/ year. Some IRA funds will be released later this year and should create a surge in work for NRCS. Dan already knows he won’t have the staff to handle the extra work, and while he is going to hire more people, he knows he will be needing partners’ (RCD’s) help. He expects to have an agreement to us by next meeting. If we sign it, it can then be submitted through the new website set up for such things. NRCS will be tabling at the March 25 Paradise grazing festival. Dan invited RCD staff to come along if we want. Dan pleaded that the RCD not take the shipping container with us when we go without giving him time to prepare.

b) Butte County departments - none

c) Community groups and agencies - none

**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: bcrcd@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.*

*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 BCRCD Directors, the Chair will first ask for any further discussion from the Directors and Associate Directors and then the Chair will open up the item for brief public comment limited to 2 minutes per person. After the public comment period closes, a vote will be held*