



Douglas Soil and Water Conservation District
Board of Directors Meeting
Thursday, June 27th 2024

Attendees

Directors: Scott Hendy (D), Diana Woodward (D), Sean Negherbon (D), Brenda Epp (D) |
Employees: Cindy Bright, Maggie Begoun | **Partners:** Eric Riley (Pacific Birds)

Call to Order

The meeting was called to order by Board Chairman - Sean Negherbon @ 5:00pm. Director roll call performed.

Agency Reports

Eric Riley (Pacific Birds)

Riley reports that he is continuing to work on Umpqua Oak Partnership's Strategic Plan. He also notes that the Umpqua Prescribed Burn Association is official and Csanyi Matsusicky will be hosting the first prescribed burn on a private 50-acre property up in Oakland between July 1st-3rd. All are welcome to sign up as a volunteer or spectator. Matsusicky has put in the work to get the association started and be the burn boss for this burn.

Approval of Minutes

Motion: Dir. Woodward motions to approve the minutes of the May Board Meeting. The motion passed unanimously.

Financial Information + District Admin Report – Please see attached report.

The following financial documents were presented to the board:

- Douglas SWCD's May 2024 Profit & Loss, Balance Sheet, & Check Register, May 2024 Expense Report
- Douglas SWCD's 2024-25 Draft Budget, Grant Details Sheet



Salary Support / Grant Funding Discussion

Director Epp is wondering about the salaries and how they relate to our new budget. Begoun explains that the budget was made from the grants that the district is guaranteed to receive this next year. And both staff salaries are easily supported by them, but the issue is the lagtime in actually receiving the funding. For example, the SIA grant agreement was just received today, and there is still no way to know when our first round of funding will be received from it.

Dir. Epp asks if the district is currently out of money. Begoun answers no, but we will need to continue to borrow from our LGIP funds until grants pay out. We are expecting \$25k in mid-July from our Capacity Grant, and hopefully a significantly larger chunk from our SIA grant now that the agreement is signed. The BLM Good Neighbor Authority funding was also promised for July but nothing has moved on that.

Dir. Woodward asks about the issue of reducing hours. Begoun states that her plan is to: Get the June bank reconciliation done July 1st, have the entire 23-24 year finances available after that, make adjustments as needed to our 24-25 budget, and create a report/schedule of how her hours will need to be cut until funding is received - all for approval at July's meeting. Begoun also plans to meet with Dir. Briggs (Staff Supervisor) to go over this plan in detail beforehand to make sure it all makes sense.

Begoun and Bright have submitted plenty of grants over the year, but the biggest issue is that these grants prefer to reimburse expenses and expect districts to just get projects done on their own dollar first. And we're not in the position to be able to do that. We don't have the cash built up. Asking for advanced funds usually requires explaining that we are in this particular position, and we have to convince grantors that we're worth taking the risk on.

Dir. Woodward asks how we get admin funds and if that is the money that would support Begoun's position. Bright answers that usually grants give 10% admin fee of the entire grant. Begoun explains that those funds aren't required to fund her position, but will probably need to for the foreseeable future. Additionally, Begoun has applied for grants of her own to create the district's weed program - separate work from the administrative duties.

Dir. Woodward asks if we can borrow from the LGIP again to support the staff salary. Begoun explains that we can, and she intends to get board approval later on in the meeting to do so. Dir. Epp notes that the district still doesn't know how much exactly is owed to the IRS, so we can't keep borrowing from the funds that we need to give the IRS. Begoun agrees, which is why there will be a discussion of cutting hours next month. Additionally, it is why we should move forward with the tax lawyers and get the IRS issue solved in the next few months. We can do a lump sum payment or possibly a payment schedule.

Tonkon Torp Law Discussion

Dir. Woodward notes that the lawyers are very expensive too. Begoun relays that when she talked to them, even though they're not allowed to quote us, Begoun asked if \$10k was in the ballpark and the lawyer said that was much more than she was imagining.



Additionally, the lawyers will allow us to check in at benchmarks. So for example, we can set their overall limit at \$10k, and then have them call us when they've charged \$3k and tell us everything they've done and what their plans are for the next couple thousand dollars. Begoun also talked to the Bay of Tillamook, another special district that used Tonkon Torp to solve tax issues, and they highly recommended using them. They had their issues sorted out in 3 months and said they'd use Tonkon Torp again. Dir. Epp asks what the Bay's issues were and Begoun answers they were similar, federal tax issues but she didn't ask the Bay for all the details. Dir. Epp asks about SDAO. Begoun states that she reached out to the SDAO who put me through to their lawyers, and those people said they didn't do tax issues and recommended us then to Tonkon Torp.

Dir. Woodward asks if we will know the amount we're dealing with in 3 months then. Begoun answers that we should actually know much sooner, because we will have a dedicated lawyer working on the issues opposed to Tuchscherer who was volunteering to help us. Tonkon Torp already has the work that Tuchscherer pulled together, and so once they're given Power of Attorney they can double check his work and move forward with asking forgiveness. Begoun has compiled all the transcripts, IRS letters, and 941s for the lawyer should they need them at any time as well. Dir. Epp asks if Umpqua Valley Financials knows that Tuchscherer will no longer have Power of Attorney. Begoun has let them know, but Tuchscherer has not been in the office for months. Dir. Epp asks how we revoke his POA officially.

Action Item: Begoun to send official letter to Umpqua Valley Financial notifying them that the district has revoked Tuchscherer's POA. Begoun to also find out the official protocol for revoking the POA and carry it out.

Tonkon Torp outlined a plan for Begoun that she put in her admin report. Begoun pulled together all the necessary documents, now the district gives them the power of attorney, the lawyer double checks the numbers, they send in a plea for forgiveness, depending on how much / if any of it is forgiven they will then send in a request for penalty abatement, and then with a final number owed - we can pay in a lump sum or on a payment schedule. Dir. Epp notes that she would prefer that the district pay it all at once. Dir. Woodward asks if the district has someone taking care of the quarterlies now. Begoun answers yes, that is our bookkeeper, Gilaine Wright. It is all done electronically now as well.

Dir. Epp asks if the tax issues started in 2015 since the lawyer was requesting access that far back. Begoun answers that she believes the issues began in 2016 but the lawyer wanted to go back one year just to make sure, the same way she is requesting up to present day - just to double check. Begoun explains that the issue seems to have been based in 2016, 2017, and 2018 where none of the federal quarterlies were paid.

Dir. Epp is curious about the "Advanced Waiver" part of the Letter of Engagement. It actually suggests that the district check with alternative legal counsel to make sure they can consent to the advanced waiver. Dir. Negherbon adds that usually a lawyer will have a meeting to discuss what is needed from then and then they go ahead and check whether that creates any conflicts for them. Begoun notes that she's had conversations with both the lawyers to explain what



we're asking of them before they gave us this letter. Bright suggests it may be canned language used for all their letters, they're probably not going to be representing the IRS. Begoun suggests that she send the letter of engagement to SDAO lawyers to read through because sending it over to Tonkon Torp. Dir. Negherbon asks if the district should try to solve the issues brought up and then sign in July. Dir. Epp agrees. Dir. Woodward disagrees, saying that the board shouldn't wait as the penalties are just continuing to accrue. Dir. Negherbon suggests that the board approves his signature on the documents, but Begoun will not send it to Tonkon Torp until SDAO okays it.

Motion: Dir. Negherbon motions that the district give Kate Roth and Gwendolyn Griffith the Power of Attorney. The motion passes unanimously.

Action Item: Begoun to seek legal counsel through SDAO to double check the Letter of Engagement for any potential issues before sending the signed copy back to Tonkon Torp.

FY24-25 Budget Discussion

Begoun explains that the budget is a working budget and can be adjusted over the year. The real reason to get one approved before the next fiscal year starts (July 1) is because our Capacity Grant from ODA requires it. They also require the same of our annual work plan.

Begoun states the budget is only based off what funds are guaranteed to us. The district might receive a lot more money than this if we get the more competitive grants. Contracted services is a large part of our expenses, but that is the primary function of most of our projects - to get contractors to carry out the field work. \$6-7k of that is also estimated for the bookkeeper. Dir. Epp asks about who the other services are. Bright answers contractors such as Santos Reforestation which is doing blackberry removal for her now. Rates are \$60+/hour. Begoun uses her ODA Weeds grant as an example, the grant is about \$90k, of which 84k is going straight to the contractor to spray weeds.

Dir. Epp asks about the if the liability and vehicle insurance are much lower now with SDAO. Begoun answers yes, we already paid for the coming year and it's only \$1600 for them combined. Dir. Epp asks about the assets list for the district that should be checked periodically. Begoun will get one done for July now that we have everything moved over from NRCS as of a couple weeks ago.

Bright mentions that she is writing a grant to get a new chainsaw because the old one that the district owns is pretty busted. There is an auger, weedeater, and a couple of weed wrench. Begoun states that Walt Barton gave her a list that he typed up off the top of his head. Now that everything the district owns is in one place hopefully, she will draw up a new list.

Action Item: Begoun to create a new asset list and start labeling equipment with property tags.

Dir. Negherbon asks about getting decals for the truck. Begoun says she can order those and we just got the truck's brand new title. Bright states that the truck will be going in for a full check-up next month as well. Dir. Epp aska about vehicle maintenance costs in the budget. Begoun explains that it's lumped into Travel & Training.



Begoun explains the mileage that is reimbursed to us for the truck takes into account all the maintenance and gas costs as well. The district uses the federal rate of \$0.67/mile right now and at the end of the month, the miles traveled on the truck are added up and reimbursed at that rate. That money then goes into a vehicle fund, which Gilaine, our bookkeeper, keeps track of in QuickBooks. Reimbursement only goes to the staff if their personal vehicles are used.

Action Item: Begoun to order decals for truck and separate vehicle expenses from travel/training on the budget.

Dir. Epp asks about the lawyer costs on the budget set at \$5k. Begoun asks the board what they'd like to set the limit at for the lawyer expenses. The board discusses that it should be capped at \$10k and have check-in at \$3k, \$5k, \$7k, \$8k, \$9k. Dir. Epp would prefer the budget reflect the limit and so changed from \$5k to \$10k.

Action Item: Begoun change lawyer fee on budget from \$5k to \$10k.

Dir. Epps ask about what the utilities for the district are. It's rent for the storage unit, PO Box rental, all the subscriptions for things like Adobe and Microsoft. There aren't anything like electric or water bills. Begoun offers to break the budget down more if the board prefers. Next month as the board looks at the past fiscal year's budget and annual report, it will help show what we can expect to continue to spend. Dir. Negherbon confirms with Begoun that this budget will need to pass, but the plan is to have a more complete one in July that can actually reflect what was spent the previous year. Begoun confirms this. Gilaine will also provide the QuickBooks's annual print out of Profit & Loss / Balance Sheet. The QuickBooks shows a decent breakdown as well.

Dir. Negherbon asks where the \$5k added to the lawyer fee will come from. Begoun suggest that is just come from the LGIP building sale money. It can be reduced from \$220k to \$215k and then the lawyer fee budget will increase from \$5k to \$10k. The board agrees with this adjustment.

Motion: Dir. Negherbon motions to approve the FY24-25 budget with the amended lawyer fee upped to \$10k. The motion passes unanimously.

Action Item: Begoun to make adjustments to the budget and have Dir. Negherbon sign it electronically before July 1st.

Annual Work Plan Discussion

Begoun explains that the Annual Work Plan for FY 24-25 was started in January upon the board requested and a workshop was also held to review every section and make appropriate edits. From there, the AWP has been available every month to review by the board. Dir. Epp hands out a sheet with comments about the AWP. Dir. Epp believes that priorities for the district should be adjusted: Wildfire Risk should increase in priority and Fish/Wildlife Habitat should be lower or not on the list at all. This district is a soil and water district and so those should not apply. Dir. Epp also has an issue with water temperature considered as a pollutant



under water quality as there isn't enough science to back it up. The priorities on the front page are somewhat mixed up.

Begoun explains that the priorities outlined are historic priorities and they all tie together. Fish habitat grants are how we end up getting money to support private water quality efforts. Begoun agrees that wildfire risk reduction should be higher on the priorities, but the priorities are ranked for where we have the money to accomplish projects for the next year. Begoun states that we can remove the rankings and just have 6 equal priorities. Begoun reiterates that water quality is high priority because there's money for us there and wildfire risk reduction is low because we don't have any grants for that.

Bright states that to improve water quality and quantity, the district has to work with fish folks over at ODFW and DEQ. Collaboration is what makes projects successful, and in this case - legal. They give us permits for a lot of our projects too, so we have to be involved with them. All grant entities want to see collaboration and partnership so that their investments into projects give more bang for their buck with different organizations pooling their resources. A bunch of separate, individual projects won't fund this district.

Dir. Negherbon and Dir. Hendy agree that the wildfire risk should move up in priority. Bright agrees as well and states the Umpqua Prescribed Burn Association was literally created yesterday and that now we can work with them in a partnership. Bright will be involved with that through the Umpqua Oak Partnership. Begoun mentions that most, if not all the weeds projects that she is creating are in conjunction with reducing wildfire risk.

Dir. Negherbon asks whether the district should get rid of the high/low level of prioritization or just increase wildfire risk reduction to high priority. He agrees the temperature issues are not going to be solved and aren't a great indicator of watershed health. Dir. Epp states that the district needs to work more with landowners. Bright responds that her entire job is working landowners and creating projects on their private property to increase water quality. Bright states she has more landowner connections than any other agencies.

Dir. Epp states that she likes the bit about maintaining fireponds. Bright states that she has looked into it a couple times but there isn't funding for it right now. The district used to have those funds, a few years ago the funding is gone. The ponds funds would dig ponds for people and maintain the ponds as well.

Dir. Epp comments that the issue seems to be finding the funding for these desirable projects. Begoun agrees with Dir. Epp and states getting grants to support the district has been incredibly difficult. It is the reason why the district has tax issues, grants weren't supporting salaries and the manager chose to not pay taxes. Begoun reiterates that the only work what Bright and herself are doing are for the benefit of private land owners. The BLM grant she got is to help treat weeds on private land adjacent to BLM.



Dir. Woodward states that all the outreach the district does is for the landowners too. Bright agrees and she is responsible for just getting information out there too. She has a landowner who just wants information and recommendations on what to do with his land, but the landowner doesn't want financial assistance.

Action Item: Begoun to move Wildfire Risk Reduction to High Priority in the AWP.

Board agrees to keep temperature under water quality, as it is a priority of the organizations that the district works with. Dir. Woodward notes that the ashes are starting to die off and aren't worth planting. Bright notes that a training she went to stated that cedars are dying off as well. Oak habitat will be the most likely to survive the coming droughts and pests.

Begoun expresses her disappointment in the board with the fact that this AWP has been around for 6 months. A workshop was conducted early on and more than half the board didn't show up. This document that Brenda made for the end up June, could have been sent to her at any time and shared with the rest of the board. Begoun doesn't want to waste time in this way, if another workshop was needed for the AWP, it should have been expressed by the board. Dir. Negherbon agrees that the board should be doing a better job. Begoun states the AWP can always be adjusted, we just have this document to please ODA. Begoun offers to leave the AWP for another round of edits in July, the district can extend the July meeting or have another workshop if needed. Dir. Epp notes that it really seems that the issue is we just have to do these things to get grants. The board decides to approve the AWP with the changes discussed made to the AWP document.

Dir. Epp says she noticed that the Long Range Business plan is on the document as needing an update, but she thinks it's fine as it is. Begoun states that the plan only lasts 5 years until it needs an update, and this one ends in 2025. The update won't be too much work.

Dir. Epp asks if anyone has suggested that this be a taxing district. Bright states that all the districts that are doing well and have dedicated staff are taxing districts. Begoun states that the district has to pay a decent fee to even get on the ballot for taxes, but that's money the district doesn't have right now.

Motion: Dir. Negherbon motions that the FY 24-25 AWP be approved and signed when the suggested edits are made. The motion passes unanimously.

Money Transfer Discussion

Begoun asks the board to approve transferring an additional \$5k-\$10k from the LGIP to the checking account between now and the next meeting. The money will be repaid once grant funding rolls in. This will keep Begoun at regular hours until then. She will reevaluate the salary issue and report to the board at July's meeting whether hours need to be cut. Begoun states that we can't keep borrowing from the LGIP because that money is mostly designated for the tax issue.



Motion: Dir. Hendy motions that \$5k be transferred from the LGIP to the checking account as needed in the next month on the condition that it is paid back when grant funds are deposited. Motion passes 3 in favor, 1 (Epp) opposed.

Conservation Technician Report – Please see attached report.

Cindy Bright will make her SIA presentation at the next meeting due to time constraints. She has some additions to her report: Bright submitted another Pheasant Creek Phase II grant to OWEB. The Elk Creek small grant came back with some edits requested that were made and resubmitted. The tour of Fall Creek went well and Bright is confident that it will be funded.

Bright attended the BDA training on the coast and saw some different techniques, but upon talking with ODFW here Bright agreed that those techniques caused fish passage issues.

Bright attended the annual meeting for Partnership for Umpqua Rivers (PUR) - Bright hopes that the district can do something similar. The final vote for Bright to be on their board will be in July.

Logan Bennett and Bright will be doing a Soil Erosion Control Workshop in August - and Bright hands out the flyer. She and Bennett will both be speaking at this free workshop and they may pull in a third speaker possibly from NRCS.

Director Reports

Dir. Negherbon says there was good discussion today and it is appropriate for the board to have. The tax issues are because there was a board asleep at the wheel and we don't want that to happen again.

Dir. Hendy asks about the elections. Begoun states that you can start on your documents at any time. The first day you hand over the documents to ODA is in mid-July.

Dir. Epp ask about treating weeds on her property. While Bright can't unless it's a riparian area, Begoun states that it may be a possibility through oak habitat restoration grants. It would have to be part of a much larger Lookingglass project though, because there tends to be little funding for individualized weeds projects.

Dir. Woodward asks when the best time to spray blackberries is. Bright answers typically in the Fall to kill the whole plant, but can be sprayed in spring as well because the respouts will easily die.

Dir. Epp asks about when she needs to re-run for election. Begoun answers that she is most likely on a 4 year term from the time we elected in 2022.



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Conclusion of Meeting

The meeting was adjourned at 6:15pm. Staff has Fourth of July off - Thursday, July 4th, 2024.

The July Board meeting is scheduled for **Wednesday, July 17th @ 5:00pm** at NRCS Roseburg.

Submitted by Maggie Begoun for Brenda Epp, District Secretary/Treasurer.



June Admin Report 2024

June Board Meeting: Wednesday, June 27th @ 5:00pm

Board Meeting Tasks:

- Approve/Sign 24-25 Budget
- Approve/Sign 24-25 Annual Work Plan
- Approve moving forward with Tax Lawyer
- Approve LGIP Transfers (up to 10k?)

IRS Issues / Tax Lawyer Meeting Update:

I met with Gwen Griffith from Tonkon Torp in Portland. She was recommended by SDAO's lawyers. She has a lot of experience and has done the work that we need for other special districts before. Here is the suggested plan (in particular to save us money).

1. Gilaine and I will put together all our quarterlies, transcripts, and Quickbooks info into one document similar to the one Steve Tuscherer had provided us. I will then send this document, along with all the supporting tax documents to Tonkon Torp. **(DONE)**
2. They will verify everything that they can & receive Power of Attorney from the board.
3. They will send in a plea for mercy to see how much may be forgiven.
4. Depending on that, they may then send in a penalty abatement request.
5. Finally, they will send in a request for a payment schedule (aka installment agreement).

Note: It is possible that the IRS will want all the funds paid upfront, which we can do. We will just have an agreement attached to it so we know we're actually solving the entire issue by giving them the requested amount of funds.

All this will be done at the approval of the board. The brunt of the work has been taken on by Gilaine and I collecting data. The lawyer's work negotiating with the IRS and sending requests should not be too extensive. Gwen Griffith's cost is \$520/hour but she recommends that we work with her associate Kate Roth, whose hourly rate is \$400/hour.

We can monitor how much an invoice we are wracking up, in case it gets to be too much. I believe we should go this route with Kate Roth.

6/12/24 - I'm waiting to hear back from Gwen/Kate with the next steps. I have sent over our tax info.



6/17/24 - I have received their [letter of engagement](#). Please review for discussion.

6/24/24 - Spoke with Kate Roth. She will be sending me a document for Sean to sign regarding the Power of Attorney as well. We should make a motion for this.

Budget/Financials

1. Please let me know if you have any questions about the [2024-25 Budget](#). Again, we are not held to budget laws so we can always amend the budget as needed. We will approve/sign at the meeting, as well as the [24-25 AWP](#).
2. We finally received the last payment from the AgWQ Support grant, so that is closed out.
3. We still owe the borrowed \$10k back the LGIP.
4. As of today, 6/27 our checking only has \$4k. I will potentially need to borrow up to \$10k between now and the next board meeting. *Board motion needed* This will bring our LGIP loan up to \$20k.

This issue of not having enough in our checking is due to lag time in grant payments. Our capacity payment of \$24k should be coming in late July. Our SIA payments... We've been expecting for two months now. The BLM GNA payment we're hoping for in July as well.

5. \$232k of our LGIP funds are for the district's use. \$200k should be designated toward taxes. \$10k toward the lawyer. That leaves us with the \$22k to use as "loan" to ourselves.
6. In July, we will probably need to approve an updated version of the budget. I plan on having a document that shows how exactly each piece of funding will be used.

Next Grant Apps in Progress:

MIT Fund - This is a grant to do weeds removal at North Bank Habitat Management Area (BLM public land) in conjunction with the North Bank Cooperative Weeds Management Area. This work will complement the work being done on adjacent private lands. *Submitted 5/31/2024- \$100k. Application available upon request.*

National Forest Foundation's Collaborative Capacity Grant - This grant will directly support CWMA Capacity building with USFS help. It will be similar to the BLM GNA. I will be applying for this to support my weeds coordination. Application is complete, just working with partners to get letters of support. Due July 12th. [Link to more info.](#)

OR Invasive Species Council - Outreach & Education funds. Grant info should come out later in May. UOP is interested in doing some invasive species workshops. The county is



interested in doing some Tree of Heaven workshops. The DCWAB may be interested in trying to get some Weed Day efforts funded as well. The request for proposals has not been released yet.

Contracting Policy

The district technically has an old policy in place but it needs to be updated and adjusted to this board's liking. [Curry SWCD sent us theirs to work off of.](#) Please take a look and gather any questions you may have. We can work on this over the next few months.

Long Range Business Plan

Our's is currently for the years 2020-2025. We should devote the upcoming FY to creating a new one. Please keep this in the back of your heads - We will probably need to schedule additional quarterly meetings to get this done. Ideally we could start in September.

Important Dates:

There are two documents you need completed to run for election.

The Petition for Nomination document must be filled out and submitted to the Douglas County Clerks office as soon as you can. I don't know the turnaround on this document, but the county clerk will verify the document and then send it back to you. In turn, you will send it to ODA between July 18th and August 27. **DO NOT WAIT ON THIS.**

The Declaration of Candidacy document can be filled out at your leisure and then submitted to ODA anytime between July 18th and August 27th.



June 2024 *Cindy K. Bright Conservation Technician*

ODA/SIA:

Monitoring team getting closer to completing monitoring plan to submit for review in Aug/Sept.

I have begun meeting with landowners in the SIA area. So far, I've met with the Micheals, Ryan, Stafford, SoFranco and McGree. I will be meeting with the Fullers next. Many more site visits to set up. Everyone seems busy with haying so may not be going out again until July.

Weaver creek-Sherman project. Reviewed NRCS livestock water design with Linda and we need to make some changes and resubmit for NRCS review. I completed a stream survey and have begun further project planning. I will have at least a phase I ready to submit in the Fall for SIA funds.

I will be returning to several locations for further site assessments and planning along Days creek, Wood creek, Beals creek and Stinger Gulch to begin project proposal writeups.
(See Presentation.)

I've been trying to coordinate with Eric, ODFW, to go out in the field together for further stream assessments and assistance. I met with Evan, ODFW, on permitting requirements. So far, I just need to submit for the Buckhorn Spring box installation. I will need ODFW approval before submitting grant.

ODA/Complaints:

No new complaints but will be working with landowner on Beals creek that was a compliance issue of livestock in the creek. Landowner is very willing to work with me and accepting guidance.

OWEB:

OWEB changed the small grant schedule, and they will not be having an opening in July and have postponed to September. So, grants I planned to submit in July won't get submitted until September.

Final OWEB contract signatures for the Elk creek and DEQ for Morgan creek projects have occurred. Hopefully they will release funds soon so contractors can get started before fire season kicks in.

Fall creek OWEB field review will be June 20th.

Project submissions planned for the fall are Buckhorn, Doerner phase I, Weaver phase I, Pheasant phase II or III. And possibly several more for phase I initial blackberry removal on other SIA sites.

We will be re-submitting the culvert replacement project on Pheasant creek to the PFA in fall.

Workshops, Outreach and Trainings:

I've been working with Logan, OSU ext., to plan erosion workshop. We had to move it to August 23rd.
(See Flyer)

I'm still going to try and get the drone weed demo going again for the fall.

I may set up an informational booth at the farmer's market they have at tractor supply. More info to come.

I will be attending a BDA training. I have two online seminars June 17th and 18th. Then hands on field days in Charleston Monday and Tuesday the 24th and 25th. The training is free the only cost will be lodging.

Misc.



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I attended the PUR board meeting and was nominated to be on the board. The final vote will be in July. The annual meeting is June 18th at Bare Park.

Douglas Soil And Water Conservation District

May-24

Statement Summary		Fund Balance							
		Unrestricted	Restricted	DO (23-25)	SOW (23-25)	AgWQ (23-24)	SIA (23-25)	ODA Weeds "A"	Applegate
LGIP Account May 1st	\$ 234,321.06								
Checking Account May 1st	\$ 87,678.64			\$ 4,041.62	\$ 7,402.51	\$ (9,500.00)	\$ (2,577.53)	\$ 58,464.83	\$ 5,010.00
April Deposits:									
SIA									
319 Grant (DEQ)									
Capacity Grant 23-25 OWEB									
AgWQ Support	\$ 9,500.00					\$ 9,500.00			
ODA State Weed Board									
Elk Creek Match Funds									
Interest Earned	\$ 1,259.76	\$ 2.32	\$ 1,257.44						
Refund									
Transfer	\$ (63,474.83)	\$ (63,474.83)	\$ 63,474.83						
Total Deposits	\$ 9,502.32								
May Debits:									
Personnel Services									
Wages	\$ 7,481.36	\$ (526.51)		\$ (1,531.00)	\$ (4,386.24)		\$ (1,037.61)		
PERS Retirement	\$ 564.57			\$ (564.57)					
Payroll Taxes									
Worker's Compensation Ins.									
Total Personal Services	\$ 8,045.93								
Materials & Services									
Bank Fees	\$ 37.91	\$ (37.91)							
Accounting & Legal									
Advertising									
Contracted Services									
Dues & Membership									
Insurance	\$ 1,594.00			\$ (1,594.00)					
Materials	\$ 179.90				\$ (179.90)				
Monitoring									
Office Supplies									
Office Rent	\$ 95.00				\$ (95.00)				
Staff Travel & Training	\$ 462.23				\$ (462.23)				
Telephone	\$ 103.12				\$ (103.12)				
Utilities	\$ 19.99				\$ (19.99)				
Total Materials & Services	\$ 2,492.15								
Total Charges to Appropriations	\$ 10,538.08	\$ (564.42)		\$ (3,689.57)	\$ (5,246.48)	\$ -	\$ (1,037.61)	\$ -	\$ -
Grant Balances				\$ 352.05	\$ 2,156.03	\$ -	\$ (3,615.14)	\$ 58,464.83	\$ 5,010.00
Checking Account May 31st	\$ 23,168.05								
Unrestricted in Checking	\$ 20,659.97								
LGIP Account May 31st	\$ 299,053.33								

GRANT CLOSED

Douglas Soil & Water Conservation District
Balance Sheet
As of May 31, 2024

	<u>May 31, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
US Bank Checking	17,938.05
LGIP-Operating Reserve	296,793.65
Total Checking/Savings	314,731.70
Accounts Receivable	
Accounts Receivable	-19,999.99
Total Accounts Receivable	-19,999.99
Total Current Assets	294,731.71
TOTAL ASSETS	294,731.71
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	-8.00
Total Accounts Payable	-8.00
Other Current Liabilities	
Payroll Liabilities	
Transit Tax - Employee	-18.94
Direct Deposit Liabilities	-15.75
Payroll Tax - 941 Deposit	129,999.80
Payroll Tax - FUTA	557.69
Payroll Tax -OR Quarterly	989.91
Payroll Tax - SIT	9,304.96
Payroll Liabilities - Other	66.26
Total Payroll Liabilities	140,883.93
Total Other Current Liabilities	140,883.93
Total Current Liabilities	140,875.93
Total Liabilities	140,875.93
Equity	
Fund Balance	2,469.91
Retained Earnings	66,694.31
Net Income	84,691.56
Total Equity	153,855.78
TOTAL LIABILITIES & EQUITY	294,731.71

Douglas Soil & Water Conservation District
Profit & Loss
 May 2024

	May 24
Ordinary Income/Expense	
Income	
Project Income	3,038.00
Total Income	3,038.00
Gross Profit	3,038.00
Expense	
Bookkeeping	3,150.00
Billing Expense	
Materials	2,080.00
Total Billing Expense	2,080.00
Bank	
Monthly Fees	37.91
Total Bank	37.91
Insurance	
Liability/Building/Auto	1,594.00
Total Insurance	1,594.00
Office	
Computers Programs	19.99
Dues & Memberships	101.00
Rent	95.00
Supplies	179.90
Telephone	103.12
Total Office	499.01
Payroll Expenses	
Personnel	-6,462.00
Payroll-Gross Wages	9,409.50
Payroll Expenses - Other	1,033.16
Total Payroll Expenses	3,980.66
Payroll Taxes	
Payroll-FICA	632.99
Payroll-FUTA	0.00
Payroll-Medicare	148.04
Payroll-PERS	564.57
Payroll-SUI	265.44
Payroll-Workers Comp	3.63
PERS-ER	0.00
Total Payroll Taxes	1,614.67
Travel	
Motels	42.00
Total Travel	42.00
Vehicle Expense	
Fuel	86.07
Total Vehicle Expense	86.07
Total Expense	13,084.32
Net Ordinary Income	-10,046.32
Other Income/Expense	
Other Income	
Interest Income	2.32
Total Other Income	2.32

10:00 AM
06/19/24
Cash Basis

Douglas Soil & Water Conservation District
Profit & Loss
May 2024

	<u>May 24</u>
Net Other Income	<u>2.32</u>
Net Income	<u><u>-10,044.00</u></u>

Douglas Soil & Water Conservation District

6/19/2024 10:01 AM

Register: US Bank Checking

From 05/01/2024 through 05/31/2024

Sorted by: Date, Type, Number/Ref

Date	Number	Payee	Account	Memo	Payment	C	Deposit	Balance
05/03/2024	5012024	Begoun, Maggie O	-split-		1,492.84	X		86,185.80
05/03/2024	5012025	Bright, Cynthia K	-split-		2,470.85	X		83,714.95
05/07/2024			LGIP-Operating Reserve	Funds Transfer	63,474.83	X		20,240.12
05/08/2024	126	DMV Services	Accounts Payable	Cust # 7707325	101.00	X		20,139.12
05/08/2024	127	Partnership for the U...	Accounts Payable		3,150.00			16,989.12
05/08/2024	128	Special Districts Insu...	Accounts Payable		1,594.00	X		15,395.12
05/09/2024	5092024	Verizon	Accounts Payable		103.12	X		15,292.00
05/14/2024	5142024	US Bank Visa	Accounts Payable		422.96	X		14,869.04
05/17/2024	5172024	Begoun, Maggie O	-split-		1,382.20	X		13,486.84
05/17/2024	5172025	Bright, Cynthia K	-split-		2,368.63	X		11,118.21
05/22/2024	129	Willamette Valley Fo...	Accounts Payable		2,080.00			9,038.21
05/28/2024	5282024	PERS	Accounts Payable	2743	564.57	X		8,473.64
05/30/2024			Deposited Funds	Deposit		X	9,500.00	17,973.64
05/31/2024			Interest Income	Interest		X	2.32	17,975.96
05/31/2024			Bank:Monthly Fees	Service Charge	37.91	X		17,938.05

Project Income FY24-25

Federal	Admin	Personnel	Office	Vehicle	Contracted Services	Materials + Supplies	Total	Guaranteed / Competitive	
BLM - Good Neighbor Authority	\$3,600.00	\$15,000.00	\$0.00	\$2,500.00	\$19,500.00	\$1,000.00	\$41,600.00	Guaranteed	Guaranteed Funding Total \$51,600.00
BLM Title II - Port. Broom (Cox Creek)	\$7,500.00	\$6,500.00	\$0.00	\$3,000.00	\$65,000.00	\$1,000.00	\$83,000.00	Competitive	
BLM Title II - DC Fairgrounds	\$12,000.00	\$15,000.00	\$0.00	\$0.00	\$125,000.00	\$1,000.00	\$153,000.00	Competitive	Likely Funding Total \$234,600.00
USFS - PacificCorp Mit Fund	\$9,000.00	\$3,500.00	\$0.00	\$500.00	\$76,000.00	\$11,000.00	\$100,000.00	Competitive	
EPA 319 - Pheasant Creek	\$1,000.00	\$0.00	\$0.00	\$0.00	\$7,000.00	\$2,000.00	\$10,000.00	Guaranteed	Total Applied For \$387,600.00
State	Admin	Personnel	Office	Vehicle	Contracted Services	Materials + Supplies	Total	Guaranteed / Competitive	
ODA - Capacity - DO	\$0.00	\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00	\$15,000.00	Guaranteed	Guaranteed Funding Total \$307,000.00
ODA - Capacity - SOW	\$0.00	\$55,000.00	\$500.00	\$1,000.00	\$1,500.00	\$2,000.00	\$60,000.00	Guaranteed	
ODA - SIA	\$10,000.00	\$80,000.00	\$0.00	\$6,000.00	\$25,000.00	\$4,000.00	\$125,000.00	Guaranteed	Likely Funding Total \$412,000.00
OR Invas. Spec Council - Outreach	\$4,000.00	\$40,000.00	\$0.00	\$1,000.00	\$0.00	\$5,000.00	\$50,000.00	Competitive	
OSWB - DC Fairgrounds	\$3,000.00	\$10,000.00	\$0.00	\$0.00	\$50,000.00	\$1,000.00	\$64,000.00	Competitive	Total Applied For \$566,000.00
OSWB - Class A Weeds	\$6,000.00	\$6,000.00	\$0.00	\$0.00	\$65,000.00	\$3,000.00	\$80,000.00	Guaranteed	
OWEB - Small Grant - Pheasant Creek	\$0.00	\$0.00	\$0.00	\$0.00	\$10,000.00	\$5,000.00	\$15,000.00	Competitive	Total Applied For \$566,000.00
OWEB - Small Grant - Morgan Creek	\$0.00	\$0.00	\$0.00	\$0.00	\$10,000.00	\$3,000.00	\$13,000.00	Guaranteed	
OWEB - Small Grant - Elk Creek	\$0.00	\$0.00	\$0.00	\$0.00	\$12,000.00	\$2,000.00	\$14,000.00	Guaranteed	Total Applied For \$566,000.00
OWEB- Restoration - Buckhorn Creek	\$3,000.00	\$4,000.00	\$0.00	\$2,000.00	\$20,000.00	\$6,000.00	\$35,000.00	Competitive	
OWEB- Restoration - Fall Creek	\$4,000.00	\$4,000.00	\$0.00	\$2,000.00	\$30,000.00	\$5,000.00	\$45,000.00	Competitive	Total Applied For \$566,000.00
OWEB- Restoration - Doerner Creek	\$2,000.00	\$1,000.00	\$0.00	\$1,000.00	\$13,000.00	\$3,000.00	\$20,000.00	Competitive	
OWEB- Restoration - Weaver Creek	\$3,000.00	\$3,000.00	\$0.00	\$2,000.00	\$20,000.00	\$2,000.00	\$30,000.00	Competitive	
Other	Admin	Personnel	Office	Vehicle	Contracted Services	Materials + Supplies	Total	Guaranteed / Competitive	

Totals	\$20,600.00	\$166,000.00	\$500.00	\$9,500.00	\$133,000.00	\$15,000.00		Guaranteed grants \$344,600.00
								Likely Funding \$445,600.00
								All grants applied for \$953,600.00
	\$68,100.00	\$253,000.00	\$500.00	\$21,000.00	\$554,000.00	\$57,000.00		

**Douglas Soil And Water Conservation District
Budget 2024-2025**

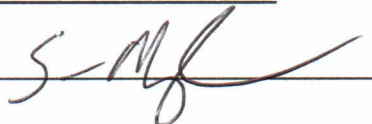
*Guarenteed Funds Only

Predicted
Budgeted Amounts

Checking Account July 1 2024	\$ 10,000.00	
LGIP Account July 1 2024	\$ 300,000.00	(Building Sale + ODA Grant + DCWAB Funds)
Resource (Inflows):		
Project Income - Federally Funded	\$ 51,600.00	(BLM GNA + EPA 319)
Project Income - State Funded	\$ 230,000.00	(SIA + Capacity Grant + OWEB Small/Restoration Grants)
Project Income - Other Sources	\$ -	
Project Expense Reimbursement	\$ -	
Donations	\$ -	
Interest Income	\$ 10,000.00	(From LGIP)
Total	\$ 601,600.00	
Amount Available for Appropriation	\$ 381,600.00	
Charges to Appropriations (Outflows):		
Personnel Services		
Wages (+Tax, Fringe)	\$ 170,000.00	
Worker's Compensation Ins.	\$ 350.00	
Total Personal Services	\$ 170,350.00	
Materials & Services		
Legal Fees	\$ 10,000.00	(Tax Lawyer)
Advertising	\$ 500.00	
Contracted & Bookkeeping Services	\$ 137,000.00	(On-the-ground restoration work + bookkeeping)
Dues & Membership	\$ 500.00	
Insurance (Liablilty + Vehicle)	\$ 1,600.00	
Materials	\$ 15,000.00	Supplies for on-the-ground work
Monitoring	\$ -	
Office Supplies	\$ 1,000.00	
Staff Travel & Training	\$ 4,000.00	
Telephone	\$ 1,250.00	
Utilities (+Rent)	\$ 4,000.00	
Total Materials & Services	\$ 174,850.00	
Total Charges to Appropriations	\$ 345,200.00	
End of Year Total	\$ 256,400.00	
Checking Account June 30 2025	\$ 41,400.00	
LGIP Account June 30 2025	\$ 215,000.00	(\$200k may end up paid to the IRS)

Date: 06/27/2024

District Chair Signature: _____



Douglas Soil and Water Conservation District

2024-2025 Annual Work Plan



Douglas Soil and Water Conservation District is a local government of the State of Oregon formed under ORS 568 to 210 ORS 568.890.

Our mission is to advance conservation, restoration, and management of the land and its natural resources.

We advance our mission by providing technical, financial, and educational resources to local natural resource managers (ranchers, farmers, industrial timber owners, small acreage landowners, rural residents, public land managers) within the district boundaries in Douglas County, OR.

High

Med

Low

24-25 Priority Natural Resource Issues

Water Quality	Water Availability	Wildfire Management
a. Improve on Bacteria, Temperature, Sediment, Nutrients, Metals/Toxins b. Use methods including barn gutters, native plantings, buffer strips and much more	a. Create Beaver Dam Analogs b. Improve Spring Developments c. Use of off channel livestock watering facilities	a. Increase Water Availability b. Reduce Fuels c. Encourage Prescribed Burning d. Maintain farm & fire ponds
Fish Habitat	Wildlife Habitat	Soil Conservation
a. Add in stream structures b. Increase fish access/ Reduce fish barriers c. Increase cold water refugia	a. Increase habitat for riparian/beaver/pollinators/migratory birds species b. Use uplands/grass filters c. Increase wetlands / flood plain re-connection	a. Help Streambank Erosion/stabilization b. Improve Upland Stabilization (Livestock Mgt & Forest Mgt) d. Increase invasive weed management

24-25 Priority Community Provisions

High
Med
Low

1. Education	2. Technical Assistance for Landowners
<ul style="list-style-type: none"> a. Direct Technical Assistance to both Rural and Urban Landowners b. Outreach Booths c. Workshops/Tours d. Educational material e. Website 	<ul style="list-style-type: none"> a. Site Visits/Resource guidance b. Surveying / Monitoring c. Project Development d. Project Management e. Assist with funding sources
3. Partnership	4. Economic Stimulus
<ul style="list-style-type: none"> a. Work with Local, State, & Federal Agencies b. Work with Non-Profit and Volunteer Organizations 	<ul style="list-style-type: none"> a. Project Funding via Grant Writing a. District Employment b. Contracted Work

24-25 District Priority Watersheds:

South Umpqua Strategic Implementation Area (SIA)

Days Creek, Shively Creek, O’Shea Creek, St. John Creek

Agricultural Water Quality Projects (Outside of SIA) in Progress

Other watersheds in Douglas SWCD not meeting DEQ TMDL requirements

Cooperative Weeds Management Areas

Class A Noxious Weed Areas and additional areas highlighted by the DC-CWMA Partnership

24-25 District Priority Objectives

Objective 1. Work to Improve Watershed Health & Agricultural Viability through Technical Assistance.

Key Partners: NRCS, OSU Extension Service, ODA, Douglas County, ODFW, USFWS, PUR, ODF, DFPA, DEQ, NOAA, SURCP, Beaver Coalition, Salmon Coalition, and the South Umpqua Coho Coordination Group.

- A. Provide direct support to local landowners through voluntary site visits.
 - 1. Provide technical recommendations to improve resource concerns.
 - 2. Provide information that is appropriate for the application.
- B. Support landowner participation in programs (as appropriate for the needs of the landowner and the District)
 - 1. Present funding options to private landowners as needed.
 - 2. When not possible or cost effective to work within a fund, direct landowners toward other program representatives (Farm Service Agency, Oregon Department of Forestry, Oregon Department of Fish and Wildlife, Natural Resource Conservation Service, US Fish and Wildlife Service, etc.)
- C. Assist with project design, completion and monitoring on private lands that conserve natural resources, improve watershed health, soil conservation, and promote agricultural sustainability.
 - 1. Participate in programs that meet the annual and long-term goals of the district. Focus projects on above listed priorities, particularly in the Strategic Implementation Area (South Umpqua).
 - 2. Provide technical support at an appropriate level to those individuals not interested in receiving grant/program funding.
 - 3. Engage partner agencies on the behalf of a willing landowner to provide further technical assistance (ODFW, USFWS, NRCS, ODF, OSU, ODA)
 - 4. Assist ODA with complaints as appropriate.
 - 5. Write grants that support project implementation.

Objective 2. Work with Other Agencies and Organizations to Promote Common Interests

- A. Work with the Oregon Department of Agriculture on Agricultural Water Quality Programs & Weeds Programs.
 - 1. Whenever appropriate, be present during ODA site visits within the Douglas SWCD.
 - 2. Assist with the Biennial Review of the Umpqua Basin Agriculture Water Quality Area Management Plan.
 - 3. Help with any projects relating to the South Umpqua Strategic Implementation Area.
 - 4. Work with ODA on the SIA monitoring team and monitoring protocols for water quality monitoring.
 - 5. Focus district funds toward landowners in the chosen SIA for improvement of the agricultural water quality there.

6. Work with ODA on Class A Noxious Weeds treatments and other projects resulting from Oregon State Weed Board funding.
- B. Work with Oregon Department of Fish and Wildlife on the fish and wildlife aspects of projects.**
1. Seek input and permits from ODFW staff on projects whenever applicable.
 2. Seek funding through ODFW when appropriate.
- C. Provide support to Douglas County and its affiliates.**
1. Provide fiscal management for Douglas County Weed Advisory Board.
 2. Provide technical assistance and input when requested.
 3. When possible partner on projects that promote water quality.
- D. Continue our working relationship with USDA-NRCS.**
1. Evaluate any appropriate role the District may have in supporting USDA programs.
 2. Provide technical support on the CREP program in Douglas County upon request from FSA and/or NRCS as appropriate
 3. Refer landowners to USDA whenever appropriate.
- E. Continue/expand our working relationship with the US Fish and Wildlife Service.**
1. Continue to work with agency representatives to implement projects utilizing Partners for Wildlife Program funding.
 2. Coordinate projects utilizing specialized technical professionals from USFWS whenever appropriate.
 3. Work with USFWS and ODA on management of the Rough Popcorn Flower population at the District's Southside Road property and The Nature Conservancy Popcorn Swale property.
- F. Continue to expand our working relationship with Partnership for the Umpqua Rivers.**
1. Continue to develop joint projects.
 2. Utilize Council staff whenever appropriate.
 3. Participate in the Umpqua Basin Partnership in the development of the Umpqua Basin Action Plan.
 4. Work with staff in the water quality monitoring of the SIA area.
- G. Continue work with OSU Extension Service to provide Douglas County with technical assistance and education.**
1. Partner on educational workshops.
 2. Partner on outreach events i.e. booth at a community event.
 3. As possible/appropriate develop and partner on a landowner assist program.
- H. Continue and foster work with other groups including but not limited to:**
1. The Beaver Coalition, The Salmon Coalition, South Umpqua Rural Community Partnership,
 2. Continue member contribution as part of the South Umpqua Coho Coordination Group.
 3. Oregon (Youth) Conservation Corps, Umpqua Native Plant Partnership, Umpqua Oak Partnership, Pacific Birds
 4. Dept. of Environmental Quality, Oregon Dept. of Forestry, Bureau of Land Management, Cow Creek Tribe,

5. Douglas Forest Protection Agency, Cities of Douglas County, USDA-USFS

Objective 3. Work to Improve Watershed Health & Agricultural Viability through Outreach & Education

Key Partners: ODA, NRCS, OSU Extension Service, UNPP, DEQ, Douglas County, Oregon Youth Conservation Corps, Umpqua Oak Partnership, Pacific Birds, DCLA

A. Develop Outreach Materials that are Accessible to a Variety of Diverse Landowners

1. Develop website to easily show and provide contact, program, project, partnership, and event information.
2. Distribute information through appropriate locations (meetings, workshops, mailings, etc.).
3. Develop thematic Power Point presentations for public presentations at workshops, conferences, and seminars.
4. Expand all displays and create interactive materials to engage the public.

B. Conduct Educational Workshops/Tours on Current Issues, Technologies, and Practices in Agricultural Water Quality Management and Invasive Species Management.

1. Partner with agencies and local organizations to educate local landowners about manure management, mediating streambank erosion, oak habitat restoration, rotational grazing practices, soil conservation, and much more.
2. Partner with agencies and local organizations to educate local landowners about invasive species management techniques.
3. Promote sound resource management practices that align with ODA rules and regulations.
4. Make presentations geared toward youth groups about natural resource issues. Provide training that helps to certify (youth) conservation corps in a variety of environmental specializations.
5. Assist with the FFA's district soils judging contest.
6. Work with and encourage involvement of interest groups and organizations.
7. Help show the connection between appropriate conservation practices and profitable changes.

C. Host Booths/Tables/Kiosks at Local Events

1. Communicate effectively and provide accurate, relevant information that is accessible to a variety of diverse landowners and stakeholders in the community.
2. Booths to be held at Douglas County Livestock Association Spring Livestock Conference and Ag expo, Glide Wildflower Show, Butterfly & Blooms, Farmer's Markets, Youth Ag Show, and many other community events as appropriate.

D. Attend community-based meetings as appropriate to stay informed about local viewpoints and needs. These include but are not limited to: Producer groups, local advisory committees, livestock advisory boards, farm bureau committee, etc.

E. Increase Public Awareness of District Activities

1. Publicize projects ongoing and completed by the District.
2. Create lawn signs for landowners wishing to advertise the district's restoration efforts on their properties.

3. Invite public on tours to completed project areas to showcase resource conservation whenever possible.
4. Assist people to understand the similarities/differences between SWCDs, Watershed Councils, ODA, FSA, & NRCS.
5. Circulate pre-printed literature produced by each agency whenever possible.
6. Advertise board meetings and other events related to district activities.

Objective 5. Improve Efficiency of the District Operations & Expand Programs

- A. Investigate stable long-term funding solutions for District operations.
- B. Update/renew the Long Range Business Plan (aka 5-Year Strategic Plan) that expires in 2025.
- C. Offer training opportunities to assist staff and board directors in human resources, risk management, project development/management, safety protocols, certifications and more.
- D. Organize all financial records, reconcile any outstanding issues relating to district finances, complete 23-24 audit report.
- E. Continue to update district policies and procedures.
- F. Seek funding to expand current programs and create new ones to further assist in the District goals.
- G. Continue to research solutions to rebuild the weed program and an herbicide cost-share program.
- H. Consider the development of a volunteer program.

Approval of Plan

This work plan was approved by the Douglas Soil and Water Conservation District Board of Directors.



Sean Negherbon, Chair

06/27/2024

Date



Gwendolyn Griffith
gwen.griffith@tonkon.com
Admitted in Oregon and California

503.802.2102 direct
503.221.1440 main

June 20, 2024

VIA FIRST CLASS MAIL AND EMAIL

Douglas Soil and Water Conservation District
Attn: Sean Negherbon, District Board Chairman
PO Box 2269
Roseburg, OR 97470-0458

Re: Engagement Letter

Dear Mr. Negherbon:

Thank you for choosing our firm to represent Douglas Soil and Water Conservation District (the "District") in connection with the District's payment of employment taxes. I have enclosed a copy of a brochure entitled "Terms of Our Engagement as Your Attorneys," which states the general terms of our engagement as your legal counsel. This letter supplements the enclosed brochure by describing the more specific terms on which we will provide and bill for legal services and disbursements in this particular matter.

Professional Undertaking. I will have primary responsibility for the firm's role in this matter, and my colleague, **Kate Roth**, will assist me. We may use other attorneys and legal assistants in the office for particular tasks when we believe that to be appropriate. We try to use attorneys and staff with lower hourly rates where appropriate in order to help contain costs. If at any time you have questions or concerns about our staffing, our work, our fees, or any other issue, please let me know at once and I will address the issue.

Fees. Our schedule of hourly rates for attorneys and other members of the professional staff is based on years of experience, specialization in training and practice and level of professional attainment. Currently, my hourly rate for local governments is \$560 and Kate's is \$400. Rates are reconsidered periodically, typically at the beginning of the calendar year. We will charge you based on the rates in effect at the time the bill is rendered.

Costs and Disbursements. We incur out-of-pocket expenses in connection with most engagements. These may include filing fees, copying costs, computerized research, transcripts, and the like. In order to fairly allocate these costs among our clients based upon actual use, we separately itemize these charges on our

Douglas Soil and Water Conservation District

June 20, 2024

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statements. These amounts are billed at cost, with no mark-up. We will try to arrange for large disbursements to be billed directly to you.

Retainer, Billing and Payment. We will not require a retainer at this time. We will send you a monthly invoice, and we expect payment within 30 days. If ever you have a question about our invoices or billing practices, I hope you will contact me right away. The fees and costs relating to this matter are not entirely predictable. Accordingly, we have made no commitment to you concerning the maximum fees and costs that will be necessary to resolve or complete this matter.

Advance Waiver. As a matter of policy, the firm now requests advance waivers of likely conflicts of interest in connection with new engagements in which we are requested to take a limited role. We do so in the event that the firm is asked to handle an unrelated matter, including litigation or transactional work, adverse to the District by another firm client. Therefore, this letter will also confirm the conditions under which Tonkon Torp may represent clients adverse to the District while, or after, performing legal services for the District in this case.

Specifically, we ask for your consent, on behalf of the District, to Tonkon Torp's representation of clients adverse to the District in matters unrelated to this tax matter and your acknowledgment that our representation of the District will not disqualify Tonkon Torp from representing clients adverse to the District in unrelated matters so long as two conditions are met:

1. The representation does not involve any work that Tonkon Torp has done for the District, and
2. The representation would not place Tonkon Torp in a position to use the District's confidences or secrets adversely to the District.

Because we are requesting an advance waiver applying to potential future conflicts, the particular adverse representation that we may accept is not known and cannot be evaluated in detail. However, because we will not become involved in matters related to our representation of the District or in which the District's confidential information might be used against it, we believe that our ability to competently represent the District will not be negatively affected by any subsequent adverse matter that we may accept. Also, please keep in mind that the fact that we are authorized to accept an unrelated adverse engagement does not necessarily mean that we will actually agree to do so. Nonetheless, we recommend that the District consult with independent counsel concerning whether to consent to an advance waiver.

Representation and Communications. In this matter, our firm represents the District and our obligations are to it. You and the District Board will have access to any information we develop in this engagement. You may authorize us to share



Douglas Soil and Water Conservation District

June 20, 2024

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information with any other person, such as CPAs or consultants. If you wish for us to share information outside of the management and the governing body of the District, please tell us via email so that we will have a record of your instructions. Unless you tell us otherwise, we will take direction from you as the District Administrator.

Security of Information. In this day and age, the protection of personal information is essential. For that reason, we will send any sensitive documents to you through an encrypted email system. We will send you instructions on how to access this system, and if you ever have any problems with it, feel free to reach out to me or my Legal Assistant, Melissa Fuson. Her email is Melissa.Fuson@tonkon.com and her telephone number is 503-802-2066.

We do not send sensitive hard copy documents through the US mail. We can arrange for these to be delivered to you via FedEx or UPS, signature required, or personal delivery. I wish these steps were unnecessary, but protecting your information is a priority for us.

Please review this letter carefully and, if it meets with your approval, please sign this letter and return it to me so that we may begin work. Please call me if you have any questions. I look forward to working with you to help the District resolve this matter.

Sincerely,

Gwendolyn Griffith

Gwendolyn Griffith

GG/mf

Enclosure

cc: Maggie O. Begoun, District Administrator (Maggie@dswcd.org)

AGREED AND ACCEPTED:

DOUGLAS SOIL AND WATER CONSERVATION DISTRICT

By: _____
Sean Negherbon, District Board Chairman

Date: _____

097204\97204\17284795v3

