

If you wish to participate by phone:

- Dial 503-540-4421 OR 1-866-417-1300 (toll-free)
- When prompted, enter the 4-digit conference room number (8124)
- You will be connected. (If you are prompted for an admin. PIN, please wait 8 seconds and you will be connected.)

AGENDA

Board of Directors

Mid-Willamette Valley Council of Governments

Tuesday, March 17, 2020

3:30 P.M. – 5:30 P.M.

COG Conference Room

100 High Street SE, Suite 200

Salem, Oregon

CONTACT: Renata Wakeley, Acting Executive Director; 503-540-1618

CHAIR: Jackie Franke, Chemeketa Community College

VICE CHAIR: Sal Peralta, McMinnville

A. CALL TO ORDER – Jackie Franke, Chair

B. INTRODUCTIONS – Jackie Franke, Chair

C. PUBLIC COMMENT (*This time is reserved for questions or comments from persons in the audience*)

D. CONSENT CALENDAR (*All items on the Consent Calendar will be approved by one vote unless an item is withdrawn for discussion at the request of a Board member. Members may have an item withdrawn by notifying the Chair at the meeting. The item will be removed by the Chair for discussion and a separate motion will be required to take action on the item in question.*)

- 1. Minutes of December 17, 2019 meeting of the Board of Directors** **pg. 3-7**
Requested Action: Approve minutes
- 2. Minutes of January 15, 2020 meeting of the Board of Directors** **pg. 8-9**
Requested Action: Approve minutes
- 3. Financial Report** **pg. 10-12**
Information only.
- 4. Department Activity Reports** **pg. 13-19**
Information only. Includes reports from the Community Development Department, Transportation Department, and Small Business Loan Program.
- 5. Amending the 2020 Meeting Schedule** **pg. 20-21**
Requested Action: Motion to amend the 2020 Meeting Schedule.
- 6. Appointment of 2020 Budget Committee** **pg. 22**
Requested Action: Appoint Budget Committee members for the 2020 budget process
- 7. Adoption of 2020-21 Budget Schedule** **pg. 23**
Requested Action: Adopt the meeting schedule for the 2020 budget process
- 8. Resolution 2020-01 – Annual Salem/Keizer Area Transportation Planning Contracts** **pg. 24-27**
Requested Action: Approve Resolution No. 2020-01 authorizing the Executive Director or Acting Executive Director to sign Transportation Planning contracts as outlined in the Resolution
- 9. Resolution 2020-02 – GIS Services Contracts** **pg. 28-32**
Requested Action: Approve Resolution No. 2020-02 authorizing the Executive Director or Acting Executive Director to sign GIS Services contracts as outlined in the Resolution

- 10. Resolution 2020-03 – Community Development Contracts** **pg. 33-54**
Requested Action: Approve Resolution No. 2020-03 authorizing the Executive Director or Acting Executive Director to sign Community Development, Land Use Planning, and Housing Rehabilitation Services contracts as outlined in the Resolution
- 11. Resolution 2020-04 – Member Services Contracts** **pg. 55-59**
Requested Action: Approve Resolution No. 2020-04 authorizing the Executive Director or Acting Executive Director to sign Member Services contracts as outlined in the Resolution
- 12. Resolution 2020-07 - Banking Services** **pg. 60**
Requested action: Approve updating of signers on MWVCOG bank accounts as outlined in the Resolution

E. ACTION ITEMS

- 1. Resolution 2020-05 – Approve rates** **pg. 61-67**
Requested Action: Approve Resolution No. 2020-05 setting the hourly rates for various services provided by MWVCOG on a contract basis, as outlined in the Resolution
- 2. Resolution 2020-06 – Establishing Affiliate Member and Business Partner Dues/Fees** **pg. 68-70**
Requested Action: Approve Resolution No. 2020-06 establishing dues and fee rates for Affiliate Members and Business Partners
- 3. Executive Committee recommendation of Recruiting Firm for Executive Director Recruitment** **pg. 71**
Requested Action: Approve Executive Committee recommendation, appoint Executive Committee to support recruitment firm, give direction to recruitment firm and Executive Committee, and authorize Executive Committee to negotiate employment contract to bring to Board for final approval
- 4. Resolution 2020-08 – Update to COG Personnel Manual – Bill Monahan/Sean O’Day** **pg. 72-75**
Requested Action: Approve Resolution No. 2020-08 adopting changes to the Personnel Manual

G. ACTING EXECUTIVE DIRECTOR’S REPORT

- 1. Annual Dinner & Awards Banquet Review**

H. BOARD DISCUSSION/ROUNDTABLE *(This is an opportunity for Board members to introduce subjects not on the agenda and report on happenings in their respective jurisdictions.)*

I. ADJOURNMENT

NEXT MEETING: TBD (see Agenda Item D.4. (June 16th or June 30th))
3:30 p.m.
COG Offices
(Includes 2020 Budget Hearing)

The Mid-Willamette Valley Council of Governments is pleased to comply with the Americans with Disabilities Act (ADA). If you need special accommodations to attend this meeting, please contact Denise VanDyke at (503) 588-6177 at least 48 hours prior to the meeting. Hearing impaired, please call Oregon Telecommunications Relay Service, 7-1-1. Thank you

MINUTES OF December 17, 2019

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS
BOARD OF DIRECTORS**

**MWVCOG Conference Room
100 High Street SE, Suite 200
Salem, Oregon**

MEMBERS PRESENT

CHAIR: Mayor Cathy Clark, City of Keizer (by phone)

VICE CHAIR: Jackie Franke, Member, Chemeketa Community College Board of Education (by phone)

Commissioner Sam Brentano, Marion County

Councilor Vanessa Nordyke for Mayor Chuck Bennett, City of Salem

Mayor Brian Dalton, City of Dallas

Ian Davidson, Salem-Keizer Transit District Board

Councilor Roxanne Beltz, City of Monmouth

Mayor Eric Swenson, City of Woodburn

Terry Hsu, Marion Soil & Water Conservation District

Lisa Leno, Tribal Council Member, Confederated Tribes of Grand Ronde (by phone)

Commissioner Casey Kulla, Yamhill County (by phone)

Lisa Rogers, Board Member, Chehalem Park and Recreation District (by phone)

Mayor John McArdle, Independence, representing Small Cities of Polk County (by phone)

MEMBERS ABSENT

Commissioner Mike Ainsworth, Polk County

Councilor Sal Peralta, City of McMinnville

Mayor Rick Rogers, City of Newberg

Mayor Shanti Platt, Gervais, representing Small Cities of Marion County

Mayor Michael Cape, Amity, representing Small Cities of Yamhill County

Sherrone Blasi, Member, Salem-Keizer School District Board of Directors

Frank W. Pender, Jr., Board Member, Willamette Education Service District

OTHERS PRESENT

Sean O'Day, Executive Director

Denise VanDyke, Admin. Specialist II

Greg Smith, Finance Director

Karen Odenthal, Senior Transportation Planner

Renata Wakeley, Community Development Director

John Safstrom, Loan Program Manager

Chuck Swank, Grove Mueller and Swank

Mayor Jim Trett, Detroit

CALL TO ORDER & INTRODUCTIONS

Chair Clark called the meeting to order at 3:40 p.m. The presence of a quorum was noted. General introductions were made around the room for the benefit of guests, new members, and those participating by phone.

PUBLIC COMMENT

None.

CONSENT CALENDAR

MOTION: By Mayor McArdle, **SECONDED** by Commissioner Kulla, to **APPROVE THE CONSENT CALENDAR, AS PRESENTED.**

1. *MINUTES OF SEPTEMBER 23, 2019 MEETING OF THE BOARD OF DIRECTORS*
2. *MINUTES OF NOVEMBER 6, 2019 MEETING OF THE BOARD OF DIRECTORS*
3. *FINANCIAL REPORT*
4. *DEPARTMENT ACTIVITY REPORTS*
5. *ADOPT 2020 MEETING SCHEDULE*
6. *ELECTION OF OFFICERS FOR 2020*
7. *APPROVE MWVCOG CONTRACT WITH ENGINEERING FIRM SELECTED FOR COMPLETION OF MASTER PLAN ENGINEERING AND DESIGN PROJECT MANAGEMENT (ON BEHALF OF MARION COUNTY AND NORTH SANTIAM JOINT SEWER TASK GROUP)*
8. *APPROVE AGREEMENT WITH FACILITATORS FOR GOAL SETTING SERVICES FOR MEMBERS*

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano, Hsu. **OPPOSED:** None. **ABSTAINED:** Nordyke.

ANNUAL AUDIT REPORT FOR YEAR ENDING JUNE 30, 2019.

Chuck Swank reported that the audit was straight-forward, and staff were helpful, as usual. Mr. Swank went over the main audit document. Because the COG receives state and federal funding, those areas must be audited according to the relevant agency's requirements. The auditors' opinion on the financial statement is unmodified, which is a good thing. There were no adjustments or recommendations, and no disagreements. He touched briefly on what the various statements include.

MOTION: By Commissioner Brentano, **SECONDED** by Councilor Nordyke, to **ACCEPT THE AUDIT REPORT AS PRESENTED.**

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano, Hsu, Nordyke. **OPPOSED:** None. **ABSTAINED:** None.

ADOPT MEMBER DUES/EDD ASSESSMENT FY 2020-21

Mr. O'Day explained that this is a traditional item for the December agenda, and is required to be done by March so the information can be shared with members for their budgeting process. A subcommittee was created to look at the dues structure, and a summary of the questions on page 69 of the packet covers the main questions considered by the subcommittee. They considered additional levels of affiliation or partner members, who would be non-voting members. The subcommittee is not recommending many changes because most changes considered led to disproportionate increases or decreases for individual

members. Changes that are recommended include: setting a target for the dues and splitting that amount over all members using a formula. See page 67 of the agenda packet. Any residual funds would go to the ending fund balance and/or serve as seed money for new positions or programs (for example, human resources services or a communications specialist). A target of \$20,000 over the minimum amount needed has been recommended by the subcommittee and by the Executive Committee.

For the EDD Assessment (see page 70), these funds provide a local match for our annual EDA grant. The recommendation is to increase the minimum assessment by the CPI each year and add those Districts that directly benefit from the Economic Development services (see page 68). Ms. Wakeley and Mr. O'Day explained how districts do or could benefit from the EDA grant.

New membership categories were considered by the subcommittee, including non-profit affiliates and business partners. See page 66 for the conceptual parameters. Does the Board want to consider adding new categories of membership? If so, staff will work up better details for a future meeting.

It was asked if the new membership structure would be expected to be revenue neutral or revenue generating. Mr. O'Day said that he would expect revenue to be generated, but not a lot. The COG pays about \$500 for membership in other organizations, and other groups do this. There is potential. Businesses would be offered the opportunity to network with our local governments. Non-profits would be asked to do reciprocal memberships.

MOTION: By Commissioner Kulla, **SECONDED** by Councilor Beltz, to **ADOPT THE MEMBER DUES OPTION B WITH A TARGET DUES FIGURE OF \$259,253, AS PRESENTED.**

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano, Hsu, Nordyke. **OPPOSED:** None. **ABSTAINED:** None.

MOTION: By Mr. Davidson, **SECONDED** by Mr. Hsu, to **ADOPT THE ECONOMIC DEVELOPMENT DISTRICT (EDD) ASSESSMENT OPTION B, WHICH RAISES THE MINIMUM BY THE SEATTLE CPI AND INCLUDES MAKING THE ASSESSMENT AGAINST OTHER MEMBERS THAT RECEIVE BENEFITS FROM THE COG'S EDD ACTIVITIES, AS PRESENTED.**

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano, Hsu, Nordyke. **OPPOSED:** None. **ABSTAINED:** None.

The Board directed staff to look at both categories of potential additional membership categories. Mr. O'Day explained that there are no downsides seen, if the wording is framed very carefully, for example, sponsor versus member. Non-voting subscription-based sponsorship is what is envisioned. Amounts would be kept nominal to maintain a more neutral relationship while letting them feel they have a buy-in. An option would be designed to help non-profits that can't afford the membership.

MOTION: By Councilor Nordyke, **SECONDED** by Councilor Beltz, to **DIRECT STAFF TO DEVELOP A PROGRAM TO BRING TO THE BOARD WITH CONSIDERATION REGARDING A NON-PROFIT AFFILIATION PROGRAM.**

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano, Hsu, Nordyke. **OPPOSED:** None. **ABSTAINED:** None.

MOTION: By Councilor Nordyke, **SECONDED** by Councilor Beltz, to **DIRECT STAFF TO DEVELOP A PROGRAM TO BRING TO THE BOARD WITH CONSIDERATION REGARDING A BUSINESS PARTNERSHIP PROGRAM.**

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano, Hsu, Nordyke. **OPPOSED:** None. **ABSTAINED:** None.

RESOLUTION 2019-10: ESTABLISH A FUND BALANCE TARGET FOR FY 2020-21

Mr. O'Day provided some background for the newer members and reference the memo provided in the agenda packet. It will not be possible to reach the target in one year, but staff are working towards it. Currently, the Fund Balance is estimated to be just under \$300,000. Staff recommendation is to adopt Resolution 2019-10 with the target stated.

MOTION: By Commissioner Kulla, **SECONDED** by Mr. Davidson, to **ADOPT RESOLUTION 2019-10, ESTABLISHING A FUND BALANCE TARGET OF \$588,723 AS PRESENTED.**

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano. **OPPOSED:** None. **ABSTAINED:** None.

ADOPT CHANGES TO COG RETIREMENT PLAN

Chair Clark provided some background. As a result of a comparison of the COG compensation and benefits for management, it was found that the retirement plan is the weak point of the package. The changes proposed will help the COG be comparable and equitable, especially when recruiting. The COG is not a PERS employer, which can be a challenge when hiring. The Executive Committee is recommending an across the board incremental increase in picking up the employee portion of the retirement contribution for the 401a program. This will apply to all employees, rather than just management, as that is more equitable. The recommendation is from the Executive Committee, not from staff, because of the inherent conflict of interest should staff make a recommendation.

MOTION: By Commissioner Brentano, **SECONDED** by Commissioner Kulla, to **MODIFY THE MWVCOG RETIREMENT PLAN PROGRAM TO PICK UP 2% OF THE EMPLOYEE'S CURRENT CONTRIBUTION TO THEIR RETIREMENT PLAN (RAISING THE COG'S CONTRIBUTION TO 10.75%) EFFECTIVE JULY 1, 2020, AS PRESENTED.**

Discussion: None. Motion carried.

IN FAVOR: Kulla, Dalton, Clark, Beltz, Swenson, McArdle, L. Rogers, Franke, Leno, Davidson, Brentano. **OPPOSED:** None. **ABSTAINED:** Hsu, Nordyke.

EXECUTIVE DIRECTOR'S REPORT

Mr. O'Day reported on the Finance Director recruitment to find a successor to Greg Smith, who is leaving around March 1st. Two not sufficiently qualified candidates applied by the end of November, and in doing our due diligence we found that we are low in the offered salary. The offered salary has been increased with the permission of the Executive Committee, and the deadline has been extended to December 27th. One application has been received and two others may apply. Our complex finances need an experienced employee. Mr. O'Day reached out to our auditor and to the Lane COG Finance Director to be on the interview panel. He would also like to invite Board member Sherrone Blasi to participate.

Ms. VanDyke provided details for the Annual Dinner planning update. The Keynote topic will be lessons in leadership. Registrations are open, as are nominations for awards. The finer details are being worked on under the guidance of the Planning Committee.

Mr. O'Day reported on the Safe Routes to School (SRTS) Coordinator position. A three-year grant has been awarded. The Coordinator will be an employee of the COG and work with the Salem-Keizer School District. A candidate has been selected, and Mr. Jaffe is in negotiations with them.

The possibility of future SRTS applications for other jurisdictions was discussed. Mayor Dalton stated that Dallas would be interested.

ADJOURNMENT

Hearing no further business, Chair Clark adjourned the meeting at 4:48 p.m.

Renata Wakeley, Acting Executive Director

MINUTES OF JANUARY 15, 2020

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS
BOARD OF DIRECTORS**

**MWVCOG Conference Room
100 High Street SE, Suite 200
Salem, Oregon**

MEMBERS PRESENT

VICE CHAIR: Councilor Sal Peralta, City of McMinnville (by phone)
Sherrone Blasi, Member, Salem-Keizer School District Board of Directors
Councilor Roxanne Beltz, City of Monmouth
Commissioner Sam Brentano, Marion County
Mayor Chuck Bennett, City of Salem
Mayor Brian Dalton, City of Dallas
Mayor Shanti Platt, Gervais, representing Small Cities of Marion County
Commissioner Casey Kulla, Yamhill County
Lisa Leno, Tribal Council Member, Confederated Tribes of Grand Ronde
Mayor Cathy Clark, City of Keizer (by phone)
Commissioner Mike Ainsworth, Polk County (by phone)
Ian Davidson, Salem-Keizer Transit District Board (by phone)
Lisa Rogers, Board Member, Chehalem Park and Recreation District (by phone)
Mayor John McArdle, Independence, representing Small Cities of Polk County (by phone)
Mayor Eric Swenson, City of Woodburn (by phone)

MEMBERS ABSENT

CHAIR: Jackie Franke, Member, Chemeketa Community College Board of Education
Mayor Rick Rogers, City of Newberg
Mayor Michael Cape, Amity, representing Small Cities of Yamhill County
Frank W. Pender, Jr., Board Member, Willamette Education Service District
Terry Hsu, Director, Marion Soil & Water Conservation District

OTHERS PRESENT

Sean O'Day, Executive Director
Denise VanDyke, Admin. Specialist II
Bill Monahan, General Counsel
Renata Wakeley, Community Development Director

CALL TO ORDER & INTRODUCTIONS

Vice Chair Peralta called the meeting to order at 12:09 p.m. The presence of a quorum was noted. General introductions were made around the room for the benefit of guests, new members, and those participating by phone.

In the absence of Chair Franke, Vice Chair Peralta asked Immediate Past Chair Clark to lead the meeting.

APPOINTMENT OF ACTING EXECUTIVE DIRECTOR

Mr. O'Day provided background related to the recommendation from the Executive Committee to the Board. He explained that Renata Wakeley, current Community Development Director, is willing to serve as Acting Executive Director, she would prefer that it be for a shorter period than longer. Other willing

candidates were mentioned. The Executive Committee recommended Renata Wakeley on the condition that the Executive Director recruitment would be handled by someone other than her. Ms. Wakeley clarified that she is not interested in applying for the long-term Executive Director position. For compensation, Mr. O'Day recommended Ms. Wakeley be put at the top step of tier 14 (equivalent to Deputy Director) for the duration of her time as Acting Executive Director.

MOTION by Chuck Bennett, **SECONDED** by John McArdle, to **APPOINT RENATA WAKELEY AS ACTING EXECUTIVE DIRECTOR AND SET APPROPRIATE COMPENSATION AT THE TOP STEP OF TIER 14, AS RECOMMENDED.** Motion carried. **IN FAVOR:** Brentano, Ainsworth, Kulla, Dalton, Clark, Peralta, Beltz, Bennett, Swenson, Platt, McArdle, L. Rogers, Blasi, Davidson, Leno. **OPPOSED:** None. **ABSTAINED:** None.

EXECUTIVE DIRECTOR RECRUITMENT RFP

Mr. O'Day referred to the memo provided in the agenda packet, and explained that the three things staff would like direction on are:

- Shall a request for proposals (RFP) be issued to select who will handle the recruitment for Executive Director?
- Should a selection committee be formed to consider responses to the RFP?
- If a selection committee is formed, will they make a recommendation to the Board or be authorized to make a selection?

MOTION by Chuck Bennett, **SECONDED** by Roxanne Beltz, to **1) DIRECT STAFF TO PREPARE AND ISSUE A REQUEST FOR PROPOSALS (RFP) FOR RECRUITING FIRMS TO CONDUCT A NATION-WIDE SEARCH FOR THE NEXT EXECUTIVE DIRECTOR, 2) APPOINT THE EXECUTIVE COMMITTEE TO SERVE AS THE SELECTION COMMITTEE REGARDING THE RFP, AND 3) AUTHORIZE THE EXECUTIVE COMMITTEE TO SELECT A RECRUITING FIRM TO RECOMMEND TO THE FULL BOARD.** Motion carried. **IN FAVOR:** Brentano, Ainsworth, Kulla, Dalton, Clark, Peralta, Beltz, Bennett, Swenson, Platt, McArdle, L. Rogers, Blasi, Davidson, Leno. **OPPOSED:** None. **ABSTAINED:** None.

Mayor McArdle thanked Mr. O'Day for his work and efforts on behalf of the COG, the members, and the region. He will be a distinct asset to the Department of Veterans Affairs. There was unanimous agreement.

ADJOURNMENT

Hearing no further business, Chair Clark adjourned the meeting at 12:24 p.m.

Renata Wakeley, Acting Executive Director



MEMORANDUM

TO: Board of Directors
Mid-Willamette Valley Council of Governments

DATE: March 17, 2020

THRU: Renata Wakeley
Acting Executive Director

FROM: Greg Smith
Finance Director

SUBJECT: Financial Report Thru January 31, 2020

While continuing to focus on *Results from Operations*, the financial report format for this year includes an additional section titled RLF Funds. This section separates out the RLF Funds component from the Business Lending component in order to provide better clarity into the operational cost of the Business Lending Services program. *Other Resources* and *Other Requirements*, while important to show the overall health of programs, tend to have a distorting effect when discerning if we are living within our means and will be shown below the *Results from Operations* line.

Member Services

The Member Services Program is funded primarily by membership dues and is frequently referred to as the general fund. As indicated, we have received 127.0% of the anticipated current year revenue and all members have paid their dues for FY 2019-20. The beginning fund balance (carry forward) is \$88,245 higher than we anticipated in the budgeting process. Overall, operational expenses are running ahead of budget (66.0%) based on the percentage of the fiscal year that has elapsed.

Administrative Services

Administrative Services is funded through indirect charges to agency programs (charged as a percentage of personal services) and supports the traditional management and support functions necessary for the operation of the COG. While revenue is lower than anticipated at 54.8%, total expenses are on track at 58.9%.

Transportation Program

Both revenues and expenditures in this program are running below budget (44.1% and 47.0% respectively). Revenue in this area is on a reimbursement basis and, therefore, is a month behind expenditures.

GIS Program

Both revenues and expenditures in the GIS program are running ahead of budget (68.8% and 99.6% respectively). This is primarily due to a greater than anticipated workload for this time of year. Revenue in this area is on a reimbursement basis and, therefore, is a month behind expenditures as well.

Land Use Planning

Land use planning revenues are running slightly behind budget at 55.4%. Expenditures are above budget at 64.7%. Again, revenue tends to lag a month (or more depending on the project) behind expenditures.

Grant Administration

Revenue is a bit sporadic in the Grant Administration program. Billings are typically sent out upon achieving milestones in the various projects. Since many projects exceed a year, we can go for months before being able to bill for a milestone. As of the end of January, we have received 36.6% of budgeted revenue. Overall expenditures are below budget at 37.2%.

Housing Rehab Program

Housing Rehab Program revenues are at 43.7% of budget. This is another program where revenues lag at least a month or more behind expenditures, and in the case of CDBG grants, are milestone based. Overall expenditures are 47.3% of budget.

Economic Development Services

Programs in this area are designed primarily to stimulate economic growth in our service area. Revenues are at 43.0% and expenditures are at 35.4%. The carry forward in this area is \$25,041 below what was anticipated in the budgeting process.

Business Lending Services

Operational expenses for the loan program are running at 49.0% of budget. Revenues are slightly behind at 55.2% of budget. The loan program continues to be in a rebuilding phase after the loss of servicing revenue due to the cancellation of contracts with Cascades West Financial Services and Oregon Business Development Corporation.

RLF Fund

Revenues into the RLF Fund are below budget at 39.7% at this point in the year. Carryover for the fund is \$50,348 above what was anticipated in the budgeting process.

Mid-Willamette Valley Council of Governments
FY 2019-20 Summary Financial Report
For Seven Months Ending 1/31/20 (58% of Fiscal Year)

	Member Services			Administrative Services			Transportation Pgms			GIS Programs			Business Lending			RLF Fund		
	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%
Resources																		
Federal	-	-		-	-		1,299,911	515,910	39.7%	-	-		-	-		-	-	
State	-	-		-	-		115,245	75,230	65.3%	174	-	0.0%	9,600	-	0.0%	-	-	
Local	299,799	380,889	127.0%	459,974	252,160	54.8%	77,988	67,988	87.2%	39,990	27,620	69.1%	303,399	172,894	57.0%	258,039	102,499	39.7%
Total Revenues	299,799	380,889	127.0%	459,974	252,160	54.8%	1,493,144	659,128	44.1%	40,164	27,620	68.8%	312,999	172,894	55.2%	258,039	102,499	39.7%
Requirements																		
Personal Services	(110,746)	(84,217)	76.0%	(369,171)	(211,925)	57.4%	(919,948)	(461,551)	50.2%	(25,175)	(26,986)	107.2%	(331,724)	(160,930)	48.5%	-	-	
Indirect	(26,246)	(19,960)	76.0%	-	-		(218,027)	(109,388)	50.2%	(5,966)	(6,396)	107.2%	(78,618)	(38,141)	48.5%	-	-	
Materials & Services	(152,572)	(87,049)	57.1%	(90,803)	(58,985)	65.0%	(360,570)	(133,462)	37.0%	(9,023)	(6,607)	73.2%	(38,546)	(20,909)	54.2%	-	-	
Total Operational Costs	(289,564)	(191,226)	66.0%	(459,974)	(270,910)	58.9%	(1,498,545)	(704,401)	47.0%	(40,164)	(39,989)	99.6%	(448,888)	(219,980)	49.0%	-	-	
Results from Operations	10,235	189,663		-	(18,750)		(5,401)	(45,273)		-	(12,369)		(135,889)	(47,086)		258,039	102,499	
Other Resources																		
Transfers	9,540	-	0.0%	-	-		62,800	11,485	18.3%	-	-		135,889	-	0.0%	-	-	
Designated Reserves	105,733	69,626	65.9%	-	-		145,206	147,692	101.7%	-	-		-	-		2,018,725	2,069,073	102.5%
Undesignated Reserves	201,103	289,348	143.9%	-	-		-	-		-	-		-	-		-	-	
Other Requirements																		
Grants & Loans	-	-		-	-		-	-		-	-		-	-		(455,000)	(152,000)	33.4%
Capital Outlay	(41,300)	(27,856)	67.4%	-	-		-	-		-	-		-	-		-	-	
Transfers	(17,197)	-	0.0%	-	-		(62,800)	(11,485)	18.3%	-	-		-	-		(135,889)	-	0.0%
Designated Reserves	(30,248)	-	0.0%	-	-		(139,805)	-	0.0%	-	-		-	-		(1,685,875)	-	0.0%
Undesignated Reserves	(237,866)	-	0.0%	-	-		-	-		-	-		-	-		-	-	
Balance	-	520,781		-	(18,750)		-	102,419		-	(12,369)		-	(47,086)		-	2,019,572	

	Land Use Planning			Grant Administration			Housing Rehab Program			Economic Development			Overall Summary		
	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%
Resources															
Federal	-	-		-	-		-	-		75,000	37,500	50.0%	1,374,911	553,410	40.3%
State	-	-		-	-		-	-		46,500	38,475	82.7%	171,519	113,705	66.3%
Local	387,414	214,449	55.4%	103,300	37,793	36.6%	101,368	44,344	43.7%	262,012	89,050	34.0%	1,833,309	1,137,526	62.0%
Total Revenues	387,414	214,449	55.4%	103,300	37,793	36.6%	101,368	44,344	43.7%	383,512	165,025	43.0%	3,379,739	1,804,641	53.4%
Requirements															
Personal Services	(289,991)	(195,454)	67.4%	(73,614)	(29,661)	40.3%	(60,925)	(35,491)	58.3%	(128,707)	(69,675)	54.1%	(1,940,830)	(1,063,965)	54.8%
Indirect	(68,728)	(46,323)	67.4%	(17,446)	(7,030)	40.3%	(14,440)	(8,411)	58.2%	(30,503)	(16,513)	54.1%	(459,974)	(252,162)	54.8%
Materials & Services	(43,639)	(18,520)	42.4%	(16,985)	(3,533)	20.8%	(26,003)	(4,056)	15.6%	(257,501)	(61,517)	23.9%	(904,839)	(335,653)	37.1%
Total Operational Costs	(402,358)	(260,297)	64.7%	(108,045)	(40,224)	37.2%	(101,368)	(47,958)	47.3%	(416,711)	(147,705)	35.4%	(3,305,643)	(1,651,780)	50.0%
Results from Operations	(14,944)	(45,848)		(4,745)	(2,431)		-	(3,614)		(33,199)	17,320		74,096	152,861	
Other Resources															
Transfers	14,944	-	0.0%	2,225	-	0.0%	-	-		65,488	26,450	40.4%	290,886	37,935	13.0%
Designated Reserves	-	-		2,520	-	0.0%	-	-		90,845	65,804	72.4%	2,363,029	2,352,195	99.5%
Undesignated Reserves	-	-		-	-		-	-		-	-		201,103	289,348	143.9%
Other Requirements															
Grants & Loans	-	-		-	-		-	-		-	-		(455,000)	(152,000)	33.4%
Capital Outlay	-	-		-	-		-	-		-	-		(41,300)	(27,856)	67.4%
Transfers	-	-		-	-		-	-		(75,000)	(26,450)	35.3%	(290,886)	(37,935)	13.0%
Designated Reserves	-	-		-	-		-	-		(48,134)	-	0.0%	(1,904,062)	-	0.0%
Undesignated Reserves	-	-		-	-		-	-		-	-		(237,866)	-	0.0%
Balance	-	(45,848)		-	(2,431)		-	(3,614)		-	83,124		-	2,614,548	



MEMORANDUM

TO: **Board of Directors** **DATE: March 17, 2020**
Mid-Willamette Valley Council of Governments

FROM: **Renata Wakeley**
Acting Executive Director/Community Development Director

SUBJECT: Community Development Update

The following summary highlights new and continuing Community Development activities completed by COG staff over the past three (3) months:

Economic Development

COG continues to support **Marion County** and the **North Santiam Canyon Joint Task Group** in next steps related to the North Santiam Wastewater Treatment Facilities Master Plan and formation of a new ORS 190. The IGA between COG and Marion County is awaiting signatures, pending formation of the **North Santiam Canyon ORS 190**.

Staff continues to support **Silverton** with a \$1.15 million **Public Works** grant award from the **Economic Development Administration (EDA)** related to needed water improvements/upgrades to serve their industrial park. The City has entered into a contract with the project engineer for final engineering and construction management for the project.

Land Use Planning

Our planners continue to support communities through draft code amendments, zone and comprehensive plan map updates, and new overlay zones and design standards in addition to a large number of new development and subdivision applications in the area. In addition, we are providing temporary planning assistance to the city of **Dundee**, via their contract with Newberg, as they work to recruit a new senior planner.

We are supporting **Aumsville** and **Turner** on discussions related to potential UGB expansion projects and are pleased to report that the City of **Willamina** received a grant from the **Yamhill County** economic development grant program to update their development code, including new design standards for their commercial zone and to create a new zone for their community campus.

Bill Monahan, MWVCOG General Counsel, recently completed two (2) elected official trainings and an evening planning commissioner training at the COG offices. COG also hosted a Planners

Network Meeting, in partnership with the **Department of Land Conservation and Development** (DLCD), the Oregon Chapter of the **American Planning Association** (OAPA), and the City of **Salem**.

Grant Administration

We recently entered into a grant administration contract with the city of **Willamina** on their successful Community Development Block Grant (CDBG) award for \$495,900 to relocate their water intake. Staff has finalized property acquisition assistance on behalf of the city of **Detroit** related to their Safe Drinking Water Revolving Loan fund water improvements project. We also continue to assist **Amity** with their water improvements project; the city of **Dayton** and **Jefferson** on their Davis-Bacon and BOLI wage monitoring requirements related to a Oregon funded infrastructure projects; the city of **Idanha** with a \$1.7 million CDBG grant for water improvements; and the city of **Falls City** with a \$350,000 Community Development Block Grant (CDBG) to aid in final design engineering related to a future wastewater improvements project.

COG continues to support the city of **Woodburn** with submission of a \$1.5 million CDBG application for a Family Resource Center by the April 2020 application deadline and has initiated application assistance to the city of **Sheridan** on a \$3.88 million Clean Water Services Revolving Loan fund to the Department of Environmental Quality.

Housing Rehabilitation

COG has expended approximately 60% of the **Stayton** \$400,000 CDBG award to service eligible persons in manufactured home parks or persons ineligible under current housing rehabilitation program rules. The project, in partnership with **Aumsville**, **Marion County**, **Mt. Angel**, and **Turner**, is estimated to serve over thirty (30) area residents with maintenance and repair of their homes. To date, we have completed assistance to a total of 16 clients. The City of **Stayton** was recently granted an extension to the CDBG award for an expansion of the service area to include all Marion County cities while also extending the project close out date.

Staff is also assisting property owners with VDI housing rehabilitation funds in **Jefferson** (4), unincorporated **Marion County** (3), and a city-maintained loan in **Silverton** and **Mt. Angel**.



MEMORANDUM

TO: Board of Directors
Mid-Willamette Valley Council of Governments

DATE: March 17, 2020

THRU: Renata Wakeley
Interim Executive Director

FROM: Mike Jaffe
Transportation Program Director

SUBJECT: Transportation Program Update

Mid-Willamette Area Commission on Transportation (MWACT)

MWACT members met on February 6, 2020, and re-elected Ken Woods, Jr. and Cathy Clark as MWACT Chair and Vice Chair, respectively, for 2020. Vacancies on the MWACT Steering Committee were filled by Yamhill County Commissioner Rick Olson; Michael Langley, Confederated Tribes of the Grand Ronde; and Della Seney, Highway 22E Corridor.

MWACT members received handouts of the relevant pages of projects in the draft FY 2021-2024 State Transportation Improvement Program (STIP) that are located in Marion, Polk, and Yamhill Counties. The draft STIP is out for public review and comment, which includes an online open house and online map for submitting comments on individual projects. The comment period ends April 10. See this website for more information. <http://openhouse.oregondot.org/openhouse/oregon-draft-stip>

Representatives from Oregon Cascades West COG and the University of Oregon Institute for Policy Research and Engagement (IPRE) provided a presentation regarding the status of the Highway 99W Transit Feasibility Project. The focus of the project is to determine if there is enough demand for transit service **along Highway 99W between Junction City and McMinnville**, including stops in Corvallis and Monmouth as well as connections to Cherriots Regional Transit Service and Yamhill County Transit. This potential 99W bus service could link all these cities and have connections throughout the valley including connections to Eugene, Salem, the Portland area, and cities on the Oregon coast. See map on the next page of this report and the Cascades West COG website for more information: <http://www.ocwcog.org/transportation/highway-99w-transit-feasibility-study/>



Salem Keizer Area Transportation Study (SKATS)

Draft 2020-2021 Unified Planning Work Program (UPWP) developed

SKATS staff drafted a Unified Planning Work Program (UPWP) for the Technical Advisory (TAC) and Policy Committees (PC) to review. The UPWP describes the planning work for SKATS for next fiscal year. In early March, SKATS staff hosted the annual on-site review by state and federal agency staff; this review discussed progress on the current year's work and then discussion of the draft 2020-2021 UPWP. The SKATS Policy Committee is scheduled to adopt the 2020-2021 UPWP in April 2020.

Transportation Improvement Program (TIP) Amendments for Highway and Transit

Proposed amendments to the adopted FY 2018-2021 Transportation Improvement Program (TIP) were posted in January for public review and comment. The delivery date of five of the proposed amendments

will slip from delivery in FY 2021 to delivery in FY 2022. Policy Committee members reviewed the five proposed amendments and adopted ***Resolutions 20-01 through 20-05***.

Four additional TIP amendments were released for public review in February. Two of these amendments are related to advancing ODOT projects from the draft FY 2021-2024 State Transportation Improvement Program (STIP) to the FY 2018-2021 TIP. The first project is the preliminary engineering phase for **a repaving project on I-5 between the North Santiam interchange and Kubler Blvd**. The second project is a preliminary engineering phase for **installing cameras to monitor traffic incidents along I-5 and to install variable message signs between Salem and Albany**. The third amendment will add a new federal grant received by the Salem Area Mass Transit District (SAMTD) to equip intersections and transit buses with GPS receivers for **green-time extension along congested corridors**, and to deploy a **Real Time Passenger Information system**. During their March meeting, the SKATS Policy Committee will be asked to adopt ***Resolutions 20-06, 20-7, 20-08, and 20-09*** amending the adopted SKATS TIP for these four projects.

COG hires a Safe Routes to School (SRTS) Coordinator

In January 2020, **COG hired a Safe Routes to Schools (SRTS) Coordinator (McRae Carmichael) to work with the Salem Keizer School District**. This position is funded for three years by an ODOT SRTS Non-infrastructure grant awarded to the COG in October 2019. Safe Routes to Schools is based on the 6 E's: Education, Encouragement, Engineering, Enforcement, Equity, and Evaluation. This spring, SRTS programs will start at five Salem-Keizer Title 1 elementary schools: Auburn, Cummings, Hallman, Hoover, and Kennedy.

McRae's initial coordination and outreach have been to school program directors, school principals and other school staff, and community members at these five schools. Initial SRTS tasks starting this Spring include **student tallies** to understand how children arrive and depart from school; **parent surveys** to get input by parents about their students trips to/from school and concerns about walking to schools; **walking audits** around the schools to document traffic patterns and infrastructure deficiencies; and development of an **SRTS Action Plan** for each school.

Greenhouse Gas (GHG) Reduction Update

In September 2019, Oregon Governor Kate Brown sent a letter to four state commissions/agencies (OTC/ODOT, ODOE, LCDC/DLCD, and EQC/ODEQ) proposing a multi-agency effort to implement actions to reduce greenhouse gases (GHGs). In December 2019, LCDC¹ supported the governor's direction and noted their intention to undertake rulemaking soon. The DLCD² staff report for the January 2020 LCDC meeting included a briefing on the Statewide Transportation Strategy (STS), the 2018 STS Monitoring Report, and land use actions to reduce GHG emissions from transportation. At LCDC's March 19-20 meeting, they will discuss metropolitan GHG emission reduction and scenario planning work that have been done at Portland Metro and Eugene-Springfield.

Census and Geographic Information Systems (GIS)

GIS staff provided data and maps to the **Salem-Keizer School District's** legal counsel to assist in their analysis of the **potential impact of House Bill 3310 on future school board elections**. HB 3310 prohibits elections from being conducted in a manner that impairs ability of members of protected class to

¹ LCDC-Land Conservation and Development Commission

² DLCD-Department of Land Conservation and Development

have equal opportunity to elect candidates of their choice as a result of dilution or abridgement of rights of electors who are members of protected class. Data that were provided included race/ethnicity and age data from the 2010 Census by board zone, a map showing areas containing a higher percentage of persons of Hispanic origin than the regional average, and maps of each board zone and voting precincts.

GIS projects completed for cities include an update of the zoning and overlay district maps for city of **Turner**; wayfinding maps for the cities of **Independence, Lafayette, and Willamina**; notification mailing lists for the cities of **Amity, Aurora, Sublimity, and Detroit**; and zoning map update for **Sublimity**. Other projects include completion of the 2019 year-end Building Permit report for the Salem-Keizer urban area and a map of the Marion-Polk County region for homeless outreach coordination conducted by ARCHES and the Mid-Valley Community Action Agency.

Census

GIS staff hosted a **Census Boundary and Annexation Survey (BAS) training workshop** on February 5th, which was presented by Census Bureau geographers from the headquarters in Washington, D.C. Approximately 10 people attended the workshop.

GIS staff assisted the cities of **Sheridan, Willamina, Gervais, and Aurora** with their submissions for the 2020 Census BAS program. This was the final opportunity for cities to submit boundary changes to the Census Bureau for tabulation of the upcoming 2020 Decennial Census. GIS staff reviewed the current Census Bureau boundaries and provided information on changes, such as annexations or boundary corrections to ensure that the 2020 Census data will be tabulated for the correct area for each city.



MEMORANDUM

TO: **Board of Directors**
Mid-Willamette Valley Council of Governments

DATE: **March 17, 2020**

THRU: **Renata Wakeley**
Acting Executive Director

FROM: **John Safstrom**
Loan Program Manager

SUBJECT: Business Lending Program Update

The Business Lending Program received approval for one Small Business Administration (SBA) 504 loan and funded an Economic Development Administration (EDA) Revolving Loan Fund loan, approved in December.

The SBA 504 loan was approved for a real estate management and brokerage business to purchase an office in Bend. The business is expanding, and this office building is large enough to meet future needs. Meadows Bank was the participating lender and has provided other loans for this business to expand in prior years.

The Revolving Fund loan, made to an existing brewery operating a small facility in Salem that is expanding into Silverton, required additional staff involvement to complete the funding of this loan. The business owners are buying the equipment and leasing the building of the prior brewery tenant to expand their brewing capacities. Citizens Bank is the participating lender with Revolving Loan Fund.

Of note, the SBA 504 loans are funded through monthly debenture sales and are priced by the securities investors in the market. The interest rates for 25-year, 20-year and 10-year term loans set in March have reached an “all time low”; 2.88% for 25 years, 2.8% for 20 years, and, 2.847% for 10-year loans. A variety of factors have impacted the securities markets that led to an approximately 0.60% drop from the prior month.

SBA 504 loans are funded through the monthly sale of SBA debentures on Wall Street. The staff provides marketing, loan packaging and approvals, loan funding and loan servicing for businesses within the region and State with CCD Business Development Corporation.



MEMORANDUM

TO: **Board of Directors**
Mid-Willamette Valley Council of Governments

DATE: **March 17, 2020**

FROM: **Executive Committee**
Mid-Willamette Valley Council of Governments

SUBJECT: **AMENDING THE MWVCOG BOARD OF DIRECTORS' MEETING
SCHEDULE**

RECOMMENDATION

Recommend that the Board amend the meeting schedule adopted at the December 2019 meeting, changing the June meeting dates.

BACKGROUND

The schedule was originally set to work around conflicts in then-Executive Director Sean O'Day's calendar. Now that there is no need to do so, and to better allow COG Finance Department staff to comply with submitting budget documents with the State Department of Revenue, the Executive Committee recommends that the Board of Directors amend the adopted schedule as shown in attachment A.

Attachment A

**Amended BOARD OF DIRECTORS
MEETING SCHEDULE FOR CALENDAR YEAR 2020**

<u>Date</u>	<u>Location</u>
February 19 th Annual Meeting 5:30 p.m.	Keizer Community Center 930 Chemawa Road NE, Keizer, Oregon
March 4 th Executive Committee	COG Offices 100 High Street SE, Suite 200, Salem, Oregon
March 17 th Board of Directors	COG Offices
June 10 June 2 nd – 3 p.m. Budget Committee	COG Offices
June 10 June 2 nd – 4 p.m. Executive Committee	COG Offices
June 30 June 16 th Board of Directors & Budget Hearing	COG Offices
September 9 th Executive Committee	COG Offices
September 23 rd Board of Directors	COG Offices
December 2 nd Executive Committee	COG Offices
December 15 th New Member Orientation and Board of Directors	COG Offices

- Board meetings are scheduled to begin at 3:30 p.m., except for the annual meeting, which is in the evening.
- Executive Committee meetings are scheduled to begin at 3:30 p.m., unless specifically noted
- The Budget Committee usually meets prior to the June COG Executive Committee meeting.
- The Budget Hearing will be part of the June COG Board Meeting.



MEMORANDUM

TO: Board of Directors
Mid-Willamette Valley Council of Governments

DATE: March 17, 2020

FROM: Executive Committee
Mid-Willamette Valley Council of Governments

SUBJECT: APPOINTMENT OF 2020 BUDGET COMMITTEE

RECOMMENDATION

1. Recommend that the Board appoint a six-member Budget Committee consisting of three members of the Executive Committee:
Jackie Franke, Chemeketa Community College Board of Education member (served last year)
Cathy Clark, Mayor of Keizer (served last year)
Sal Peralta, McMinnville City Councilor (served as alternate last year)

And three lay citizens representing the major services and programs of the Council of Governments:

Julie Warncke, Transportation Planning Manager, City of Salem
Frank Sheridan, City Manager, City of Sheridan
Kevin Joyce, a member of the Revolving Loan Administration Board

2. Recommend that the Board appoint Lisa Leno, Tribal Councilwoman for the Confederated Tribes of Grand Ronde, as an alternate for any elected official not able to attend the Budget Committee meeting.
3. Recommend that the Board appoint Ken Huffer, Chief Administrative Officer, Yamhill County, as an alternate for any citizen member not able to attend.

BACKGROUND

To conform to Oregon Budget Law (ORS 294) the Board must establish a representative committee of members of the Board plus an equal number of lay citizens representing interests in the major programs of the Council of Governments. Since 1988, the Board has appointed a six-member Budget Committee.

- Kevin Joyce has two years remaining on his three-year term.
- Frank Sheridan has one year remaining on his three-year term.
- Julie Warncke would be beginning a new three-year term.



MEMORANDUM

TO: Board of Directors
Mid-Willamette Valley Council of Governments

DATE: March 17, 2020

FROM: Executive Committee
Mid-Willamette Valley Council of Governments

SUBJECT: PROPOSED FY 2020-21 BUDGET SCHEDULE

RECOMMENDATION

Recommend that the Board Adopt the proposed schedule. This schedule meets the requirements of Oregon law. The adoption of the COG budget on June 16th permits COG budget actions to follow those of most member governments.

2020-21 BUDGET SCHEDULE Mid-Willamette Valley Council of Governments

March 17	COG Board of Directors establishes the Budget Committee: <ul style="list-style-type: none">• Appoint three lay citizens representing the major services and programs of the COG• Appoint three COG Board members.
Present to May 21	Staff prepares revenue and expenditure estimates.
May 22	Budget to printing
May 22	Publish Notice of Budget Committee Meeting
June 2 2:30 p.m.	Budget Committee meets, reviews and approves budget.
June 5	Publish Notice of COG Board's Budget Hearing
June 16 3:30 p.m.	Board of Directors' Budget Hearing and adoption of budget
June 30	Submit documents to State Department of Revenue



MEMORANDUM

TO: **Board of Directors**
Mid-Willamette Valley
Council of Governments

DATE: March 17, 2020

THRU: **Renata Wakeley**
Acting Executive Director

FROM: **Mike Jaffe**
Transportation Planning Director

SUBJECT: Resolution 2020-01: Annual Salem-Keizer Area Transportation Planning

ISSUE

Does the Board wish to approve Resolution 2020-01 to authorize the Acting Executive Director or Executive Director to apply for funds, enter into contracts and intergovernmental agreements (IGAs), and comply with other required federal filings with the U.S. Department of Transportation to implement the 2020-21 Unified Planning Work Program for the Salem-Keizer Area Transportation Study (SKATS); and to authorized the Acting Executive Director or Executive Director to enter into contracts and IGAs for other transportation-related activities in the MWVCOG area?

BACKGROUND

A Cooperative Agreement executed in 1987 and amended in 2003 by the members of SKATS (Marion and Polk Counties; the cities of Salem, Keizer, and Turner; the Salem Area Mass Transit District; the Salem-Keizer School District; and the Oregon Department of Transportation) states, “The Council of Governments shall retain the sole responsibility for acceptance of all contracts, grants and gifts for transportation planning in the Salem area, and all fiscal and financial responsibility therefore.”

The SKATS Policy Committee is comprised of seven elected officials from the Salem-Keizer area and one ODOT representative. Every year, the Policy Committee adopts a Unified Planning Work Program, as required by federal law. There are times when it is to our advantage to enter into agreements with other agencies to share or access data in order to accomplish the work tasks identified in the UPWP. There are other times when the federal regulations require that we develop agreements with ODOT, the Transit District, or others regarding protocol or data assumptions. Most of the time these agreements have no financial payments associated with them, but some do (and must be consistent with the approved COG Budget).

The transportation planning and coordination activities of the Salem-Keizer Area Transportation Study (SKATS) are described, along with the funding sources for those activities, in the Unified Planning Work Program, which is developed annually by SKATS in conjunction with ODOT and U.S. DOT. The 2020-21 Unified Planning Work Program is currently being reviewed and is scheduled for adoption by the SKATS Policy Committee on April 28, 2020.

Approval of the recommended requested actions will secure the funding required for the activities outlined in the SKATS 2020-21 fiscal year Unified Planning Work Program.

The dollar amounts identified in this memorandum and in Resolution 2020-01 are estimates.

RECOMMENDATION

That the following actions be taken to implement funding agreements with the Oregon Department of Transportation:

1. Authorize the Acting Executive Director or Executive Director to enter into the following agreements with the Oregon Department of Transportation (ODOT) that provide federal and state funds to partially finance the SKATS Unified Planning Work Program:
 - a. Authorize approximately \$504,375 of FHWA “PL” Metropolitan Planning funds provided by the federal government through the FAST Act, plus \$57,728 ODOT matching funds;
 - b. Authorize approximately \$569,768 in federal Surface Transportation Block Grant Program funds, with \$65,212 in required local matching funds.
 - c. Authorize approximately \$169,005 in FTA Section 5303 funds, with \$19,343 in required local matching funds supplied by the Salem Area Mass Transit District.
2. Authorize the Executive Director to execute a contract with the Salem Area Mass Transit District conveying approximately \$133,735 of federal and local match funds to conduct the Transit Planning within the SKATS transportation planning area.
3. Authorize the Executive Director to pursue other sources of funding as may be requested by the SKATS Policy Committee during the 2020-21 fiscal year.
4. Authorize the Executive Director to enter into contracts and Intergovernmental Agreements (IGA) with the Oregon Department of Transportation (ODOT) and other public agencies as necessary to accomplish the work tasks identified in the 2020-21 Unified Planning Work Program for the Salem-Keizer Area Transportation Study (SKATS), as adopted by the SKATS Policy Committee.

Attachment: Resolution 2020-01

BEFORE THE BOARD OF DIRECTORS
FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

In the matter for authorizing the filing of all applications with the Department of Transportation, United States of America, for planning grants under the Urban Mass Transportation Act of 1964, as amended; and

In the matter for authorizing the execution of applicable transportation program contracts with ODOT and member governments, as requested.

RESOLUTION 2020-01

WHEREAS, the Cooperative Agreement executed in 1987 and amended in 2003 by the governmental members of SKATS (Marion and Polk Counties; the cities of Salem, Keizer, and Turner; the Salem Area Mass Transit District; the Salem-Keizer School District; and the Oregon Department of Transportation) states, “The Council of Governments shall retain the sole responsibility for acceptance of all contracts, grants and gifts for transportation planning in the Salem area, and all fiscal and financial responsibility therefore”; and

WHEREAS, grant funds from the Federal Highway Administration (FHWA) Federal Transit Administration (FTA) are required to support the activities in the FY 2020-21 SKATS Unified Planning Work Program; and

WHEREAS, the Secretary of Transportation is authorized to make grants for mass transportation projects; and

WHEREAS, all contracts for financial assistance will impose certain obligations upon the applicant, including the provision by it of the project(s)’ local share costs:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS:

1. That the Acting Executive Director or Executive Director is authorized to execute and file an application on behalf of the Mid-Willamette Valley Council of Governments with the Oregon Department of Transportation for a Federal Transit Administration Section 5303 grant comprised of an estimated \$169,005 federal share and \$19,343 local share.
2. That the Acting Executive Director or Executive Director is authorized to execute and file an application on behalf of the Mid-Willamette Valley Council of Governments with the Oregon Department of Transportation for an estimated \$504,375 of Metropolitan Planning funds provided by the federal government through the FAST Act (with ODOT supplying \$57,728 of matching funds) and estimated \$569,768 in federal Surface Transportation Block Grant Program funds.
3. That the Acting Executive Director or Executive Director is authorized to execute and file with such applications an assurance or any other document required by the U.S. Department of Transportation effectuating the purposes of the proposed project.
4. That the Transportation Planning Director is designated to furnish such additional information as the U.S. Department of Transportation may require in connection with all applications.
5. That the Acting Executive Director or Executive Director is authorized to set forth and execute minority business enterprise (disadvantaged business enterprise and women’s business enterprise) policies and procedures in connection with the procurement needs of all projects.
6. That the Executive Director is authorized to apply for any other source of funding, including ODOT grants, that may become available during FY 2020-21 to support activities requested by the SKATS Policy Committee.

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March 2020.

ATTEST

Jackie Franke, Chair
COG Board of Directors

Renata Wakeley
Acting Executive Director



MEMORANDUM

TO: **Board of Directors**
Mid-Willamette Valley Council of Governments

DATE: **March 17, 2020**

THRU: **Renata Wakeley**
Acting Executive Director

FROM: **Mike Jaffe**
Transportation Planning Director

SUBJECT: Resolution 2020-02: Annual Geographic Information System (GIS) Contracts

ISSUE

Shall the COG Board authorize the Executive Director to enter into contracts with the interested parties/members listed below to aid in various geographic information system (GIS) work throughout the region:

1. Contract with Yamhill County to maintain and update the county's online GIS web application and provide data updates to the applications, as well as other GIS services to Yamhill County.
2. Contract with the Salem-Keizer School district to maintain and update district attendance boundaries; provide annual export of street data and building permit datasets; maintenance of the SchoolFinder website; geocoding student addresses as requested by the District; provide semi-annual summary of building permits and new subdivision lots; semi-annual subscription service to the Street Description File. The contract includes both fixed priced and hourly services.
3. Contract with the Oregon Department of Transportation (ODOT) for providing mailing list GIS services to Region 2, Area 3.
4. Contracts with cities, other local governments, special districts and other members of the COG that express an interest in COG services throughout the year for mapping and other GIS assistance, including assistance with Census program participation (e.g. Boundary and Annexation Survey).
5. Contracts with non-member local governments, non-profit agencies, or state agencies for GIS services provided by the MWVCOG.
6. Contracts with private for-profit entities that express an interest in COG services throughout the year for mapping and other GIS assistance

BACKGROUND

The projects listed above are either continuations of contracts begun in previous years or are routine activities undertaken in previous years by MWVCOG and do not represent any change in normal policy or practice.

The recommended Board action would give the Executive Director the authority to enter into agreements and contracts with the member and non-members when they have made their decisions.

RECOMMENDATION

Staff recommends the Board authorize the Acting Executive Director or Executive Director to execute the above summarized Geographic Information System service contract renewals with Yamhill County, the Salem-Keizer School District, the Oregon Department of Transportation (ODOT) and other new GIS contracts that may occur during the year as appropriate.

Applicable hourly rates to be identified via separate memorandum via Resolution 2020-05.

Attachment: Resolution 2020-02
Example GIS contract with a member city

BEFORE THE BOARD OF DIRECTORS

FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

In the matter for authorizing the execution of applicable Geographic Information System (GIS) program contracts with ODOT, member governments, and non-member and private parties.

RESOLUTION 2020-02

WHEREAS, the Mid-Willamette Valley Council of Governments, an intergovernmental entity formed by agreement pursuant to ORS Chapter 190, has the authority to enter into intergovernmental agreements for the delivery of services to its member governments pursuant to both ORS 190.020 and the agreement establishing the COG;

WHEREAS, member local governments and districts that express an interest in COG GIS services on a contractual basis throughout the year may execute hourly services contract or fixed-fee contracts;

WHEREAS, the Oregon Department of Transportation and other state agencies that express an interest in COG GIS services on a contractual basis throughout the year may execute hourly services contract or fixed-fee contracts;

WHEREAS, non-profit and for-profit entities that express an interest in COG GIS services on a contractual basis throughout the year may execute hourly services contract or fixed-fee contracts;

WHEREAS, all contracts for assistance may impose certain obligations upon the member governments, including adopted hourly rates or fixed fee service contracts;

WHEREAS, the Board of Directors for the COG must authorize fixed fee-for-service contracts where the COG is the service provider:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS:

1. That the Acting Executive Director or Executive Director is authorized to execute contracts for hourly services and/or fixed-fee services to COG members, non-COG member jurisdictions and agencies (including state agencies), non-profit entities, and for-profit entities for GIS and GIS-related services, which may also include Census-related services in a form that substantially conforms to the attached agreement for GIS Services.
2. Fees for such services will be established by a separate Resolution of the Board.

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March, 2020.

ATTEST

Jackie Franke, Chair
COG Board of Directors

Renata Wakeley
Acting Executive Director

A G R E E M E N T
between
MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS
and
CITY OF _____

* * * *

THIS AGREEMENT is made and entered into this ____ day of [DATE] by and between CITY OF _____, OREGON, a political subdivision of the state of Oregon ("CITY"), and the MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS ("COG"), a voluntary intergovernmental association created by charter and Agreement pursuant to ORS Chapter 190 of which CITY is a member.

WITNESSETH:

IN CONSIDERATION of the mutual benefits and obligations set out herein, the CITY and COG do hereby agree as follows:

I. Description of Work to be provided by COG:

- A. COG shall provide experienced GIS staff to assist the CITY in providing GIS services and maintaining GIS data

1. GIS staff will perform GIS-related tasks as requested by CITY staff, to be billed at an hourly rate of \$____per hour, including:

- Develop and maintain web-based mapping application and related tasks and support, including address mapping;
- Provide mapping and analysis services to CITY staff as requested; and
- Provide data to outside parties as requested on approval of CITY staff.

- B. COG shall provide a monthly statement to the CITY detailing GIS work done on behalf of the CITY

II. CITY Responsibilities

- A. CITY agrees to pay for GIS services described under Section I above at a member rate of \$____ per hour for a COG GIS Analyst and \$_____ per hour for staff support assistance, plus mileage, at the IRS mileage rate, for travel related to providing said services.

- B. CITY shall review, process and pay COG's invoice for services within 30 days of receipt and approval.

- C. CITY shall designate a key contact person through which all requests will come from and with whom the activities of COG's GIS staff will be coordinated.

III. Termination and Amendment

- A. This Agreement shall be terminated June 30, 2021 unless otherwise agreed to by COG and CITY by amendment to this Agreement.

B. This Agreement may be terminated for convenience by either party upon written notice of 30 calendar days. In the event of contract termination for convenience, COG shall be due payment for all work completed by the time of termination; provided however, that no additional work shall be performed during the 30 calendar days after notice has been provided prior to termination for convenience.

C. This Agreement may be amended only by written agreement executed between the parties.

IV. Independent Contractor

A. The CITY has engaged COG as an independent contractor for the accomplishment of a particular service. Neither party, nor the officers and employees of either party shall be deemed the agents or employees of the other party for any purpose.

V. Remedies

A. Should any dispute arise between the parties of this Agreement concerning their respective obligations of either or the terms hereof, it is agreed that such dispute will be submitted to a mediator prior to any litigation and the parties hereby expressly agree that no claim or dispute arising under the terms of this Agreement shall be resolved other than first through mediation and only in the event said mediation efforts fail, through litigation. Any litigation arising under or as a result of this Agreement shall be tried to the court without a jury. Each party agrees to be responsible for payment of its own professional fees, including attorneys' fees in both mediation and litigation. The parties shall exercise good faith efforts to select a mediator who shall be compensated equally by both parties.

IN WITNESS WHEREOF, both parties have signed and executed the above agreement as of the _ day of _____ 2021.

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS**

CITY OF _____

By _____
_____, Acting Executive Director

By _____
Title _____

Date _____

Date _____



MEMORANDUM

TO: **Board of Directors** **DATE: March 17, 2020**
Mid-Willamette Valley Council of Governments

FROM: **Renata Wakeley**
Acting Executive Director/Community Development Director

SUBJECT: Resolution 2020-03: Annual Community and Economic Development Program Contract Renewals

ISSUE

Shall the COG Board authorize the Executive Director to enter into contracts with the interested parties/members listed below to aid in various community and economic development work throughout the region:

1. Land use planning services for local governments that express an interest in COG land use planning services on a contractual basis throughout the year. Currently, COG has existing agreements with 22 jurisdictions for hourly services that are set to expire on June 30, 2020. Other contract work may include current planning, special planning projects and long-range planning work, such as updating comprehensive plans. (See Exhibit A)
2. The cities of Newberg, Independence, Yamhill County, and other local governments that request assistance with their small business loan funds. (See exhibits B, F, and G)
3. Valley Development Initiatives (VDI) for staff support to the rural community business loan program and for the housing rehabilitation loan program. (See Exhibit C)
4. VDI to jointly provide services related to the Small Business Administration (SBA) Community Advantage (CA) Loan Program. (See Exhibit E)
5. Renewal of contracts for hourly services related to the housing rehabilitation program for the cities of Jefferson, Mt. Angel, Silverton, and Woodburn who maintain their own funds and desire COG assistance with program administration. (See Exhibit D)
6. Cities and other local governments that express an interest in COG services throughout the year for application assistance, administration of public infrastructure grants and loans, and/or income surveys or other tasks needed to ensure continued eligibility for various state and federal funding programs.
7. Various economic development services, including contracts for urban renewal planning, and other economic development efforts as requested by member local governments to enhance the region.
8. A grant agreement with the federal Economic Development Administration anticipated for \$75,000 to the COG to carry out the economic development district program. This grant provides federal funds

of \$75,000 to be matched with \$75,000 in non-federal resources, such as dues, to support regional development activities such as identifying and prioritizing potential EDA public works investments in the region, the costs of preparing grant and loan applications for public infrastructure and other activities included in the economic development district work plan. The grant has been awarded annually since 1985.

BACKGROUND

The projects listed above are either continuations of contracts begun in previous years or are routine activities, such as providing grant administration or planning support to a member government and do not represent any change in normal policy or practice.

The recommended Board action would give the Executive Director the authority to enter into agreements with the members when they have made their decisions.

RECOMMENDATION

Staff recommends the Board authorize the Executive Director to execute the above summarized Community and Economic Development service contract renewals.

Applicable hourly rates to be identified via separate memorandum via Resolution 2020-05.

Attachments: Resolution 2020-03
Sample contracts – Exhibits A-G

BEFORE THE BOARD OF DIRECTORS
FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

In the matter for authorizing the execution of applicable community and economic development program contracts with member governments, as requested.

RESOLUTION 2020-03

WHEREAS, the federal Economic Development Administration (EDA) provides up to \$75,000 for the COG to carry out the economic development district program requirements and requires federal funds be matched with \$75,000 in non-federal resources, such as dues and assessments, to support regional development activities such as identifying and prioritizing potential EDA public works investments in the region, the costs of preparing grant and loan applications for public infrastructure and other activities included in the economic development district work plan;

WHEREAS, the Mid-Willamette Valley Council of Governments, an intergovernmental entity formed by agreement pursuant to ORS Chapter 190, has the authority to enter into intergovernmental agreements for the delivery of services to its member governments pursuant to both ORS 190.020 and the agreement establishing the COG;

WHEREAS, local governments that express an interest in COG land use planning services on a contractual basis throughout the year may execute hourly services contract, set to expire on June 30, 2021, and/or for other planning contract work for special planning projects and other long-range planning work;

WHEREAS, member governments request assistance with the administration of small business loan funds and Valley Development Initiatives (VDI) staff support toward the rural community business loan program and for the housing rehabilitation loan program;

WHEREAS, the US Small Business Administration (SBA) Community Advantage (CA) Loan Program benefits local governments and requires joint services provided by VDI and COG;

WHEREAS, all contracts for assistance may impose certain obligations upon the member governments, including adopted hourly rates or fixed fee service contracts; and

WHEREAS, the Board of Directors for the COG must authorize fixed fee-for-service contracts where the COG is the service provider:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS:

1. That the Executive Director or Acting Executive Director is authorized to execute a grant agreement with the federal Economic Development Administration anticipated for \$75,000 to the COG to carry out the economic development district program, matched with \$75,000 in non-federal resources to support regional development activities such as identifying and prioritizing potential EDA public works investments in the region, the costs of preparing grant and loan applications for public infrastructure and other activities included in the economic development district work plan.
2. That the Executive Director or Acting Executive Director is authorized to execute agreements for land use planning services with local governments that express an interest in COG land use planning services that substantially conform to the attached form of the agreement in Exhibit A.
3. That the Executive Director or Acting Executive Director is authorized to execute contracts with the cities of Newberg, Independence, Yamhill County, and other local governments that request

assistance with their small business loan funds in a form that substantially conforms to the attached form of agreement in Exhibits B, F, and G.

9. That the Executive Director or Acting Executive Director is authorized to execute an agreement with Valley Development Initiatives (VDI) to jointly provide services related to the Small Business Administration (SBA) Community Advantage (CA) Loan Program. (Exhibit E)
4. That the Executive Director or Acting Executive Director is authorized to execute an agreement with VDI for staff support to the rural community business loan program and for the housing rehabilitation loan program (Exhibit C).
5. That the Executive Director or Acting Executive Director is authorized to execute renewal of contracts for hourly services related to the housing rehabilitation program for the cities of Jefferson, Mt. Angel, Scotts Mill, Silverton, and Woodburn who maintain their own funds and desire COG assistance with program administration (Exhibit D).
6. That the Executive Director or Acting Executive Director is authorized to execute contracts with member governments for application assistance, grant and loan administration contracts, and/or income surveys or other tasks needed to ensure continued eligibility for various state and federal funding programs.
7. That the Executive Director or Acting Executive Director is authorized economic development services contracts, including contracts for urban renewal planning, and other economic development efforts as requested by member local governments to enhance the region.
8. Fees for such services will be established by a separate Resolution of the Board.

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March, 2020.

ATTEST

Jackie Franke, Chair
COG Board of Directors

Renata Wakeley
Acting Executive Director

CONTRACT

LAND USE PLANNING SERVICES

THIS AGREEMENT is made and entered into this 1st day of July, 2020 by and between the CITY OF _____, OREGON, a municipal corporation ("CITY"), and the MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS ("COG"), a voluntary intergovernmental association created by charter and Agreement pursuant to ORS Chapter 190 of which CITY is a member.

WITNESSETH:

IN CONSIDERATION of the mutual premises and stipulations set out below, the CITY and COG do hereby agree as follows:

A. **COG Responsibilities**

1. COG shall provide an experienced land use planner to assist the CITY in processing land use actions, zone code revisions and other related activities which may be requested by the CITY.
2. COG shall provide to CITY mapping, graphics and document production services related to work requested by CITY under paragraph A.1.
3. COG shall provide to City legal services as requested by City related to work under paragraph A.1.
4. COG shall provide monthly billing statements.

B. **CITY Responsibilities**

1. CITY agrees to engage COG as a provider of land use planning consulting services.
2. CITY agrees to pay for land use planning services under paragraph A.1. at a rate of \$____ per hour for a land use planner, \$____ per hour for a GIS mapping analyst, \$__ per hour for legal services, and \$__ per hour for staff support assistance, plus mileage at the IRS mileage rate for travel related to providing said services.
3. CITY agrees to pay the actual cost of mapping, graphics and document production provided under paragraph A.2.
4. CITY shall review, process and pay COG's monthly invoices within 30 days of receipt.
5. CITY shall designate a key contact person through which all requests for services will come and with whom the activities of COG's land use planner will be coordinated.

C. **COG Services Provided Without Additional Compensation**

1. COG shall provide advice and assistance to CITY with grant and loan applications for financing of public improvements at no additional charge except in those instances when such work may be eligible for compensation from the granting agency.

2. COG shall prepare documentation and applications for funding for additional planning projects on behalf of CITY.
3. COG shall refer CITY to other available resources that may be available to address needs of CITY upon request.

D. Termination and Amendment

1. This Agreement shall be terminated on June 30, 2021 unless otherwise agreed to by COG and CITY by amendment to this Agreement.
2. This Agreement may be terminated for convenience by either party upon written notice of 30 calendar days.
3. This Agreement may be amended only by written agreement executed between the parties.

E. Independent Contract

1. The CITY has engaged COG as an independent contractor for the accomplishment of a particular service. Neither party, nor the officers and employees of either party shall be deemed the agents or employees of the other party for any purpose.

F. Limited Warranty

1. Unless requested by the City that the COG provide legal services, CITY agrees to seek and rely exclusively on the advice of its own legal counsel as to the legal sufficiency of the land use planning process and its products. The parties expressly recognize that the review process involves political and legal judgment entirely within the control and authority of the CITY. COG's only obligation is to provide advice from the perspective of land use planning principles, and not legal or political counsel.
2. In no event shall COG be liable for indirect or consequential damages of any nature. In no event, regardless of theory of recovery, shall COG be liable for any damages in excess of the amounts actually paid by CITY to COG under Paragraph B. hereof.
3. CITY agrees to provide a representative to present the CITY's viewpoint at public hearings regarding a dispute between the CITY and the County or another city. COG will provide support and information as appropriate (including research and staff reports) to aid the CITY in making its arguments.

IN WITNESS WHEREOF, COG and the CITY have, by approval of their respective governing bodies, caused this Agreement to be executed as of the day and year aforesaid.

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS**

CITY OF _____

Renata Wakeley, Acting Executive Director

AGREEMENT
Between
MID WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS
and
CITY OF NEWBERG

RECITALS:

1. The **Mid-Willamette Valley Council of Governments (COG)** and the **City of _____, Oregon**, a municipal corporation, (**CITY**) have long had interests in common; and
2. The **CITY** is a member of the **COG**; and
3. The **CITY** desires assistance with various aspects of the operation of its business development loan fund and the **COG** provides such services for its member governments; and
4. The **CITY** has authority to enter into intergovernmental agreements for cooperation between units of local government in accordance with Oregon Revised Statutes Chapter 190.

In consideration of the mutual benefits and obligations set out herein, the parties agree as follows:

1. DESCRIPTION OF WORK TO BE PERFORMED BY COG

The **COG** shall provide the following services for the **CITY'S** Economic Development Revolving Loan Program:

- A. Loan Packaging
- B. Loan Closing
- C. Loan Servicing
- D. Reporting
- E. Special Technical Assistance and Loan Collection work, including training of **CITY** staff as required

2. COMPENSATION

- A. For services described under 1.A and 1.B above, the **COG** will be compensated on a fee basis at the rate of 1.5% of the loan amount for any complete loan package prepared by **COG** staff and submitted to the **CITY** for final disposition. The fee shall be due at the time the loan is closed. The minimum fee for such loans shall be \$____. The **CITY** shall reserve the right to provide all of the loan packaging services based on the City Manager's evaluation of staff capabilities and the needs of the **CITY**. The **CITY** shall provide **COG** with notice that the **CITY** intends to provide loan-packaging services.
- B. For all activities described in 1.C, 1.D, above (Loan Servicing and Reporting), the **COG** will be compensated at a flat monthly rate of \$____. These services include monitoring and verifying the provisions of all loan agreements, maintaining current documentation of insurance and tax payments, collecting and reviewing financial statements from each borrower on at least an annual basis and preparing an annual loan activity from report to the **CITY**.

C. Services described under 1.E above, (Special Technical Assistance and Loan Collections Assistance Activities) will be provided as requested by the **COG** will be compensated at the Loan Officer hourly rate of \$_____ and the Loan Documentation Specialist hourly rate of \$ _____. This rate includes salary and all overhead costs, including travel.

3. TRAVEL

COG shall bear the cost of staff travel and incidental expenses and these costs are included as part of the fees stipulated in this Agreement.

4. TERMS AND TERMINATION

This Agreement shall be effective on *July 1, 2020* and continue until *June 30, 2021* or until such time as either party provides sixty (60) days written notice of its intent to terminate the Agreement, and then the Agreement shall terminate on the 60th day following said notice.

5. AMENDMENTS

This Agreement may be amended by mutual agreement of **CITY** and **COG**. Any amendments shall be in writing and signed by duly authorized representatives of both parties.

IN WITNESS WHEREOF, the above parties have caused this Agreement to be signed in their respective names by their duly authorized representatives.

MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

By: _____
Renata Wakeley, Acting Executive Director

Date: _____

CITY OF _____

Signed by the City manager pursuant to their authority as the administrator of the Economic Development Revolving Loan Fund.

By: _____

Date: _____

APPROVED AS TO FORM:

By: _____

Date: _____

AGREEMENT
between
VALLEY DEVELOPMENT INITIATIVES
and
MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

THIS AGREEMENT made and entered into this 1st day of July, 2020 by and between Valley Development Initiatives, an Oregon non-profit corporation (hereinafter "VDI") and the Mid-Willamette Valley Council of Governments, a voluntary intergovernmental association created by Agreement pursuant to ORS Chapter 190 (hereinafter "COG").

WITNESSETH:

THAT VDI desires to engage COG to render certain professional services hereinafter described that are related to the operation of a rural community loan program. The loans are made to eligible applicants in rural communities of Marion, Polk, Yamhill, and Clackamas Counties derived from funds provided to VDI as a loan through the Intermediary Relending Program of the Rural Development, an agency of the U.S. Department of Agriculture.

NOW, THEREFORE, the parties hereto do mutually agree as follows:

1. Scope of Work to be Performed by COG

- A. Publicize the objectives and availability of the Intermediary Relending Program loans in eligible communities of the region, including special outreach efforts for minority and female-owned small businesses.
- B. Counsel loan applicants and help them prepare documentation needed for complete applications.
- C. Prepare a credit analysis of each loan application and make a recommendation to the Board of Directors.
- D. Prepare any additional documentation that may be required by the U.S. Department of Agriculture (hereinafter "USDA") after a proposal is approved by VDI.
- E. Prepare an environmental analysis of each loan application as may be required by the USDA.
- F. Prepare closing documents and manage the loan closing process in a timely manner and in compliance with all appropriate regulations.
- G. Monitor repayments of loans, perform servicing and accounting functions, and provide counseling to borrowers with repayment difficulties.
- H. Perform loan collections and, with the advice of legal counsel when appropriate, initiate asset liquidation actions.

- I. Prepare monthly financial reports and other program performance reports as may be requested by VDI or the USDA. Prepare an annual budget for VDI in accordance with state and federal laws and regulations.
- J. Provide all necessary staff support to the Board of VDI such as making arrangements for meetings, preparing agendas, preparing correspondence for Board signature, preparing minutes of meetings for appropriate Board approval and implementing Board decisions and actions.

2. Compensation

- A. For the Fiscal Year beginning July 1, 2020, the COG shall be due a fixed fee of \$_____ for the work described in this Agreement payable in quarterly installments of \$_____ as follows:

July 1, 2020
October 1, 2020
January 1, 2021
April 1, 2021

- B. In addition, the COG shall be due a loan-servicing fee of 0.25%, up to an annual maximum of \$_____, of the outstanding loan VDI balances, assessed quarterly on the above dates.
- C. The fee paid to the COG shall be proposed to the VDI Board of Directors on an annual basis. After the COG and the VDI Board of Directors agree to such compensation, its terms shall be submitted to the appropriate staff of the USDA for their approval. Under no circumstances shall such fees be paid from the USDA loans principal.
- D. In the event of unusual or protracted transactions such as major collection actions, the COG may be eligible for additional compensation. The COG shall present such additional compensation to the VDI Board of Directors and to the USDA on a case-by-case basis for review and approval prior to disbursement of any additional funds.

3. Miscellaneous Understandings

- A. COG is engaged as an independent contractor and shall be solely responsible for payment of contributions and benefits under FICA, Workers Compensation, and benefits programs such as may be offered by COG or required by law. COG shall likewise be solely responsible for the collection, accounting and payment of personal income taxes, property taxes and excise taxes, as may be applicable.
- B. VDI shall not have the right to control or interfere with the manner or method of COG's accomplishment of its services specified in this Agreement.

- C. COG and VDI agree that no person shall, on the grounds of race, color, creed, national origin, sex, handicap, or age, suffer discrimination in the performance of this Agreement.
- D. COG agrees to indemnify VDI from each and every claim which the COG would be legally liable to pay if: a) a claim asserting the same loss or injury were made directly against the COG, whether or not such a direct claim is actually made; and b) the loss or injury sustained by the claimant resulted from the acts, errors or omissions of the COG or those for whose actions the COG is legally responsible. "Indemnify", as used herein, means to indemnify, defend and *save* harmless. Notwithstanding the foregoing, COG shall have no such obligation to indemnify VDI with respect to any claim which arises from or in connection with VDI's use of COG's work product contrary to COG's express instruction or for other than its intended purpose, if such misuse is a substantial factor in causing the asserted loss or injury.

4. Termination

- A. This Agreement may be terminated by mutual consent of the parties. The USDA, however, must approve any subsequent agreement for services.
- B. The terms and conditions of the administrative fee shall be reconsidered on an annual basis and approved by the USDA.

IN WITNESS WHEREOF, the parties have hereunto set their hands the day and year first above written.

VALLEY DEVELOPMENT INITIATIVES

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS**

Kevin Joyce, President
VDI Board of Directors

Renata Wakeley, Acting Executive Director

Exhibit D

CONTRACT

HOUSING REHABILITATION SERVICES

THIS AGREEMENT, made and entered into, by and between the Mid-Willamette Valley Council of Governments, a voluntary intergovernmental association created by Charter and Agreement pursuant to ORS Chapter 190 (hereinafter "COG") and the City of _____, and Oregon municipality (hereinafter "City").

WITNESSETH:

IN CONSIDERATION of the mutual premises and stipulations set out below, the CITY and COG do hereby agree as follows:

A. COG Responsibilities

1. COG shall provide an experienced housing rehabilitation specialist to assist the CITY in the operation and management of a program of awarding and managing loans to eligible homeowners for the purpose of rehabilitating their homes.
2. Duties of the COG Housing Rehabilitation Specialist shall include the following: review program documents and rules and make recommendations to CITY regarding desirable administrative changes; research and document eligibility of grantees; prepare contracts with contractors and prepare loan documents with homeowners as provided in CITY rules; inspect houses and prepare work specifications and preliminary cost estimates in accordance with applicable standards and codes; assist homeowners with the selection of contractors; monitor the performance of contractors; review and recommend approval of contractor payment requests; help arbitrate disputes between homeowners and contractors if they should occur; create and maintain files for each case; assist CITY with documents needed for a future OCDBG housing grant application ; and other program related assistance as may be requested by CITY.
3. COG shall provide monthly billing statements that clearly identify activities and hours charged.

B. CITY Responsibilities

1. CITY agrees to compensate COG for the services of the Housing Rehabilitation Specialist at the all-inclusive (including travel costs) hourly rate of \$_____ and the services of loan service support staff at the all-inclusive hourly rate of \$_____, plus mileage, at the IRS mileage rate, for travel related to providing said services.
2. CITY shall designate a key contact person on the CITY staff through which communications with CITY may be coordinated .

C. Effective Date, Termination and Amendment

1. This Agreement shall become effective on the date that this Agreement has been signed by both parties. Unless terminated or extended, this Agreement shall expire when the City accepts COG's completed performance or on June 30, 2021, whichever date occurs first.
2. This Agreement may be terminated for convenience by either party upon written notice of 30 calendar days.

3. This Agreement may be amended only by written agreement executed between the parties.

D. Independent Contractor

1. The CITY has engaged the COG as an independent contractor for the accomplishment of a particular service. Neither party, nor the officers and employees of either party shall be deemed the agents or employees of the other party for any purpose.

E. Limited Warranty

1. CITY agrees to seek and rely exclusively on the advice of its own legal counsel as to the legal sufficiency of the housing program documents and contracts.
2. In no event shall COG be liable for indirect or consequential damages of any nature. In no event, regardless of theory of recovery, shall COG be liable for any damages in excess of the amounts actually paid by CITY to COG under Paragraph B. hereof.

IN WITNESS WHEREOF, COG and the CITY have, by approval of their respective governing bodies , caused this Agreement to be executed as of the day and year aforesaid.

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS**

CITY OF _____

By: _____
Renata Wakeley, Acting Executive Director

By: _____

AGREEMENT
Between
VALLEY DEVELOPMENT INITIATIVES
and
MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

THIS AGREEMENT made and entered into this 1st day of July 2020 by and between Valley Development Initiatives, an Oregon non-profit corporation (hereinafter VDI) and the Mid-Willamette Valley Council of Governments, a voluntary intergovernmental association created by Agreement pursuant to ORS Chapter 190 (hereinafter "COG").

WITNESSETH:

THAT the parties desire to enter into an agreement to jointly provide certain services hereinafter described and related to the "CA Loan Program Requirements" set forth in the CA Pilot Program Loan Guaranty Agreement (SBA Form 750CA), which reads: "CA Loan Program Requirements" means Loan Program Requirements as defined in 13 CFR 1 20.10, the Federal Register notice announcing the pilot (76 FR 9626, February 18, 2011), and the Community Advantage Participant Guide, each as amended from time to time. The Community Advantage loans are to be made by VDI to eligible SBA applicants in cities and communities served by the SBA Portland District Office.

NOW, THEREFORE, the parties hereto do mutually agree as follows:

I. VDI and COG will jointly employ employees to provide the services described herein. VDI and COG will divide employer responsibilities as follows:

- A. Positions. VDI and COG will jointly employ employees in the following positions:
 - Loan Program Manager/Loan Officer
 - Loan Officer
 - Loan Documentation Specialist
 - Fiscal Assistant (Accounting & Finance)
- B. Selection. If a position becomes open during the term of this Agreement, VDI will be involved in hiring as follows:
 - VDI Board members will be included on the hiring committee;
 - VDI Board will make their decision to the COG Executive Director regarding VDI's candidate of choice. The COG will consider VDI's choice in making the final decision.
- C. Employee Oversight. VDI will have the following role in employee direction and control:
 - VDI Board will conduct an annual review and make recommendations regarding job descriptions and staffing levels;
 - VDI Board will report annually to the COG Board regarding the above listed employee performance.

- D. Compensation. VDI Board will review compensation for employees in the above listed positions on an annual basis as part of the VDI's budget review and approval process.
- E. Residual Responsibilities. COG will assume all residual employer responsibilities, including compensation, taxes, benefits, and similar.

2. VDI and COG agree the above mentioned employees will complete the following functions:

- A. Publicize the objectives and availability of the Community Advantage Program loans in eligible communities of the region, including special outreach efforts for minority and female-owned small businesses within the underserved markets.
- 8 . Counsel loan applicants and help them prepare documentation needed for complete applications.
- C. Prepare a credit analysis of each loan application and make a recommendation to the VDI Board of Directors .
- D. Prepare documentation required by SBA Loan Guaranty Processing Center for the applications' review and approval.
- E. Prepare closing documents and manage the loan closing process in a timely manner and in compliance with all appropriate regulations.
- F. Monitor repayments of loans, perform servicing and accounting functions, and provide counseling to borrowers with repayment difficulties.
- G. Perform loan collections and, with the advice of legal counsel when appropriate, initiate asset liquidation actions with SBA Commercial Loan Service Center West in Fresno, California.
- H. Prepare monthly financial reports and other program performance reports as may be requested by VDI or SBA. Prepare an annual budget for VDI in accordance with state and federal laws and regulations.
- I. Provide all necessary staff support to the Board of VDI such as making arrangements for meetings, preparing agendas, preparing correspondence for Board signature, preparing minutes of meetings for appropriate Board approval and implementing Board decisions and actions.

3. Compensation. As stated above, COG will assume all residual compensation responsibilities. In exchange, VDI will contribute the following for employee compensation:

- A. For the Fiscal Year beginning July 1, 2020 , the COG shall be due a fixed fee of \$53,250 payable in quarterly installments of \$13,312.50 as follows:

July 1, 2020
 October 1, 2020
 January 1, 2021
 April 1, 2021

- B. COG will be responsible for all other employee benefits and payroll assessments, including without limitation health insurance, unemployment insurance, payroll tax, and workers compensation insurance.
- C. The contribution paid to the COG shall be proposed to the VDI Board of Directors on an annual basis.
- D. In the event of unusual or protracted transactions such as major collection actions, the COG may be eligible for additional contributions. The COG shall present such additional compensation request to the VDI Board of Directors on a case-by-case basis for review and approval prior to disbursement of any additional funds.

4. Miscellaneous Understandings

- A. COG and VDI agree that no person shall, on the grounds of race, color, creed, national origin, sex, handicap, or age, suffer discrimination in the performance of this Agreement.
- B. COG agrees to indemnify VDI from each and every claim which the COG would be legally liable to pay if: a) a claim asserting the same loss or injury were made directly against the COG, whether or not such a direct claim is actually made; and b) the loss or injury sustained by the claimant resulted from the acts, errors or omissions of the COG or those for whose actions the COG is legally responsible. "Indemnify", as used herein, means to indemnify, defend and save harmless. Notwithstanding the foregoing, COG shall have no such obligation to indemnify VDI with respect to any claim which arises from or in connection with VDI's use of COG's work product contrary to COG's express instruction or for other than its intended purpose, if such misuse is a substantial factor in causing the asserted loss or injury.

5. Termination

- A. This Agreement may be terminated by mutual consent of the parties.
- B. The terms and conditions of the contribution for employee compensation shall be reconsidered on an annual basis.
- C. If terminated, the employees listed in section 1 will become solely COG employees.

IN WITNESS WHEREOF, the parties have hereunto set their hands the day and year first above written.

VALLEY DEVELOPMENT INITIATIVES

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS**

Kevin Joyce, President
VDI Board of Directors

Renata Wakeley, Acting Executive Director

AGREEMENT
Between
MID WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS
and
CITY OF INDEPENDENCE

RECITALS:

1. The **Mid-Willamette Valley Council of Governments (COG)** and the **City of Independence, Oregon**, a municipal corporation, (**CITY**) have long had interests in common; and
2. The **CITY** is a member of the **COG**; and
3. The **CITY** desires assistance with various aspects of the operation of its business development loan fund and the **COG** provides such services for its member governments; and
4. The **CITY** has authority to enter into intergovernmental agreements for cooperation between units of local government in accordance with Oregon Revised Statutes Chapter 190.

In consideration of the mutual benefits and obligations set out herein, the parties agree as follows:

1. DESCRIPTION OF WORK TO BE PERFORMED BY COG

The **COG** shall provide the following services for the **CITY'S** Economic Development Revolving Loan Program:

- A. Loan Packaging.
- B. Loan Closing.
- C. Loan Servicing.
- D. Reporting.
- E. Special Technical Assistance and Loan Collection work, including training of **CITY** staff as required.

2. COMPENSATION

- A. For services described under 1.A and 1.B *above*, (Loan Packaging and Loan Closing) the **COG** will be compensated on a fee basis at the rate of 1.5% of the loan amount for any complete loan package prepared by **COG** staff and submitted to the **CITY** for final disposition. The fee shall be due at the time the loan is closed. The minimum fee for such loans shall be \$_____. The **CITY** shall reserve the right to provide all of the loan packaging services based on the City Manager's evaluation of staff capabilities and the needs of the **CITY**. The **CITY** shall provide **COG** with notice that the **CITY** intends to provide loan-packaging services.
- B. For all activities described in 1.C, 1.D, *above* (Loan Servicing and Reporting), the **COG** will be compensated at a flat monthly rate of \$_____. These services include monitoring and verifying the provisions of all loan agreements, maintaining current documentation of insurance and tax

payments, collecting and reviewing financial statements from each borrower on at least an annual basis and preparing an annual loan activity from report to the CITY.

- C. Services described under 1.E above, (Special Technical Assistance and Loan Collections Assistance Activities) will be provided as requested by the **COG** will be compensated at the Loan Officer hourly rate of \$_____ and the Loan Documentation Specialist hourly rate of \$____. This rate includes salary and all overhead costs, including travel.

3. TRAVEL

COG shall bear the cost of staff travel and incidental expenses and these costs are included as part of the fees stipulated in this Agreement.

4. TERMS AND TERMINATION

This Agreement shall be effective on *June 30, 2020* and continue until *July 1, 2021*, or until such time as either party provides sixty (60) days written notice of its intent to terminate the Agreement, and then the Agreement shall terminate on the 60th day following said notice.

5. AMENDMENTS

This Agreement may be amended by mutual agreement of **CITY** and **COG**. Any amendments shall be in writing and signed by duly authorized representatives of both parties.

MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

By: _____
Renata Wakeley, Acting Executive Director

Date: _____

CITY OF _____

Signed by the City manager pursuant to their authority as the administrator of the Economic Development Revolving Loan Fund.

By: _____

Date: _____

AGREEMENT
Between
MID WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS
and
YAMHILL COUNTY

RECITALS:

1. The **Mid-Willamette Valley Council of Governments (COG)** and **Yamhill County, Oregon**, a political subdivision of the state of Oregon, (**COUNTY**) have long had interests in common; and
2. The **COUNTY** is a member of the **COG**; and
3. The **COUNTY** desires assistance with various aspects of the operation of its economic development revolving loan fund program and the **COG** provides such services for its member governments; and
4. The **COUNTY** has authority to enter into intergovernmental agreements for cooperation between units of local government in accordance with Oregon Revised Statutes Chapter 190.

In consideration of the mutual benefits and obligations set out herein, the parties agree as follows:

1. DESCRIPTION OF WORK TO BE PERFORMED BY COG

The **COG** shall provide the following services for the **COUNTY'S** Economic Development Revolving Loan Fund Program:

- A. Loan Underwriting and Packaging services,
- B. Loan Closing,
- C. Loan Servicing,
- D. Reporting, and
- E. Special Technical Assistance and Loan Collection work, including training of **COUNTY** staff as required.

The **COG** shall utilize the **COUNTY** RLF Program terms and loan criteria as found in Exhibit B, in addition to customary commercial lending standards and practices to evaluate loan eligibility.

2. COMPENSATION

- A. For services described under 1.A and 1.B above, the **COG** shall be compensated on a fee basis at the rate of 1.5% of the loan amount for any complete loan package prepared by **COG** staff and submitted to the **COUNTY** for final disposition (loan fee). The loan fee shall be due at the time the loan is closed. The minimum fee for such loans shall be \$ _____. The **COUNTY** shall reserve the right to provide all of the loan packaging services based on the County Administrator's evaluation of staff capabilities and the needs of the **COUNTY**. The **COUNTY** shall provide **COG** with

notice that the **COUNTY** intends to provide loan-packaging services.

- B. For all activities described in 1.C, 1.D, and 1.E above, the **COG** will be compensated monthly based on the cost of services not to exceed a total annual cost of \$_____.00 pursuant to the fees identified as Exhibit A.
- C. **COG** shall bear the cost of staff travel and incidental expenses and these costs are included as part of the fees stipulated in this Agreement.

3. TERMS AND TERMINATION

This Agreement shall be effective on *July 1, 2020* and continue until *June 30, 2021* or until such time as either party provides sixty (60) days written notice of its intent to terminate the Agreement, and then the Agreement shall terminate on the 60th day following said notice.

4. AMENDMENTS

This Agreement may be amended by mutual agreement of **COUNTY** and **COG**. Any amendments shall be in writing and signed by duly authorized representatives of both parties.

IN WITNESS WHEREOF, the above parties have caused this Agreement to be signed in their respective names by their duly authorized representatives.

MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

By: _____
Renata Wakeley, Acting Executive Director

Date: _____

YAMHILL COUNTY

Signed by the County Administrator pursuant to their authority as the administrator of the Economic Development Revolving Loan Fund.

By: _____

Date: _____

EXHIBIT A

Compensation Details

1. **Special technical assistance and loan collection assistance activities** when requested by **COUNTY** staff shall be compensated at the professional Loan Officer hourly rate of \$____.00 and the Loan Documentation and Servicing Specialist hourly rate of \$____.00 (which includes salary and all overhead costs including travel).
2. **Loan packaging and closing activities** shall be compensated on a fee basis at the rate of 1.5% of the loan amount for any complete loan package prepared, at the request of the **COUNTY**, by **COG** staff and submitted to the **COUNTY** for final disposition. The minimum fee for such loans shall be \$____.00 and shall be due at the time of loan closing.
3. **Loan servicing and reporting activities**, which include monitoring and verifying the provisions of all loan agreements, maintaining current documentation of insurance and tax payments, collecting and reviewing financial statements from each borrower on at least an annual basis, and preparing and annual loan program activity report to the **COUNTY**, **COG** shall be compensated at a flat monthly rate of \$____.00.

EXHIBIT B

YAMHILL COUNTY ECONOMIC DEVELOPMENT REVOLVING LOAN FUND PROGRAM

Loan Criteria and Terms:

- **Eligibility:** Manufacturing, including food processing businesses located anywhere in Yamhill County. Other businesses may be eligible if they would have a significant impact on the Yamhill County economy as determined by the Yamhill County Board of Commissioners.
- **Uses:** Land, equipment, construction, or working capital.
- **Loan amounts:** \$250,000 maximum
- **Participation rate:** 40% of project cost .
- **Interest rates:** 4% minimum
- **Term/Amortization:** Loan term not greater than 120 months, negotiable amortization period .
- **Job Creation:** Preference will be given to loan requests that result in the creation and retention of jobs.

Loan Review Procedures :

- 1) Initial consultation: The applicant, prior to applying for the Yamhill County RLF Program, will meet with a COG Loan Officer to discuss a potential loan application and determine consistency or the borrower's eligibility to borrow from the program. Application materials and submittal requirements will also be explained .
- 2) Application submittal/review: Upon submittal of an application, the COG will review the application and determine if all of the necessary information has been submitted. The applicant will be notified of any deficiencies in the submittal.
- 3) Credit analysis/recommendation: Upon submitting a complete application, the COG will prepare a credit analysis report with a recommendation for the COG Revolving Loan Fund (RLF) Board.
- 4) COG RLF Board review/loan approval: The COG RLF Board reviews the COG credit analysis report and makes a final decision on the application and the appropriate loan interest rate .
- 5) Yamhill County review: A copy of the RLF Board recommendation is sent to the Yamhill County Board of Commissioners for review and concurrence.
- 6) Loan documents: The COG prepares draft loan documents for the County's review and approval.
- 7) Loan closing: The borrower signs final loan documents. Original loan documents (exempt from FOIA) are kept on file at the County Attorney's office.
- 8) Loan payments/accounting: The County Finance Department will collect and account for loan repayments. Loan payments will be set up to be received by ACH. Loan "work outs" will be handled by County staff with advice from legal counsel and the COG.
- 9) Loan servicing activities: The COG will provide loan servicing activities including: monitoring and verifying the provisions of all loan agreements, maintaining current documentation of insurance and tax payments, collecting and reviewing financial statements from the borrower on an annual basis.



MEMORANDUM

TO: Board of Directors
Mid-Willamette Valley Council of Governments

DATE: March 17, 2020

FROM: Renata Wakeley
Acting Executive Director

SUBJECT: Resolution 2020-04: Annual Legal Service Contracts

ISSUE

Shall the Mid-Willamette Valley Council of Governments (COG) Board of Directors authorize the Executive Director to enter into contracts with member governments to provide legal counsel services.

BACKGROUND

Starting in 2018, the COG began offering legal services to its member governments. Currently four jurisdictions have entered into contracts with the COG for legal services which will expire in June 30, 2020. The recommended Board action would give the Executive Director the authority to enter into agreements to continue this service into 2020 and 2021.

RECOMMENDATION

Staff recommends the Board approve Resolution No 2020-04, authorizing the Executive Director or the Acting Executive Director to enter into contracts with member governments to provide legal counsel services.

Applicable hourly rates for this service will be established via separate memorandum on Resolution 2020-05

Attachment: Resolution 2020-04

BEFORE THE BOARD OF DIRECTORS

FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

In the matter for authorizing the execution of legal service contracts with member governments.

RESOLUTION 2020-04

WHEREAS, the Mid-Willamette Valley Council of Governments, an intergovernmental entity formed by agreement pursuant to ORS Chapter 190, has the authority to enter into intergovernmental agreements for the delivery of services to its member governments pursuant to both ORS 190.020 and the agreement establishing the COG;

WHEREAS, the COG presently offers legal services to member entities under contracts consisting in one-year terms; and

WHEREAS, the Board of Directors for the COG must authorize fixed fee-for-service contracts where the COG is the service provider:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS:

1. That the Executive Director or Acting Executive Director is authorized to execute with any member government an agreement for legal services that substantially conforms to the attached form of agreement
2. Fees for such services will be established by a separate Resolution of the Board.

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March, 2020.

ATTEST

Jackie Franke, Chair
COG Board of Directors

Renata Wakeley
Acting Executive Director

CONTRACT

LOCAL GOVERNMENT ATTORNEY SERVICES

THIS AGREEMENT is made and entered into this ____ day of ___, 2020 by and between the _____, OREGON, a municipal corporation ("CITY"), and the MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS ("COG"), a voluntary intergovernmental association created by charter and Agreement pursuant to ORS Chapter 190 of which CITY is a member.

WITNESSETH:

IN CONSIDERATION of the mutual premises and stipulations set out below, the CITY and COG do hereby agree as follows:

A. COG Responsibilities

1. COG shall provide an experienced local government attorney, with current standard Oregon State Bar Association Professional Liability Fund coverage, to provide general legal services to CITY. Services may include the following legal services:
 - a. Act as CITY attorney providing legal advice on day to day questions as posed by designated CITY representatives. Services may be initiated or assigned by email contact with the attorney or as through formal action at a CITY meeting.
 - b. Review and drafting of contracts, intergovernmental agreements, and other documents and legal instruments as requested by CITY.
 - c. Drafting or resolutions, ordinances, and updates of municipal code sections as requested by CITY.
 - d. Attendance at CITY meetings as requested by CITY and coordinated with the designated attorney.
 - e. Attendance at meetings requiring legal representation either accompanying one or more CITY representatives or as the designated CITY legal representative
 - f. Training of CITY personnel, elected, and appointed officials on legal issues.
 - g. Other legal services as requested by CITY, but not including bond counsel, personnel and labor negotiations, city prosecutor, or other specialized attorney services beyond agreed upon general legal representation.
2. COG shall provide CITY with written legal opinions, draft and final agreements, draft resolutions and ordinances addressing CITY needs.
3. COG shall maintain a list of active projects that the local government attorney is undertaking for CITY. The active project list shall be provided on a monthly basis to CITY.
4. COG shall provide monthly billing statements identifying legal costs by project.

B. CITY Responsibilities

1. CITY agrees to engage COG as a provider of local government legal services.
2. CITY agrees to pay for local government attorney services under paragraph A.1. at a rate of \$____ per hour for a local government, plus mileage at the IRS mileage rate for travel related to providing said services.

3. CITY agrees to pay the actual cost of online legal research performed on behalf of CITY, with prior CITY approval.
4. CITY shall review, process and pay COG's monthly invoices within 30 days of receipt.
5. CITY shall designate a key contact person through which all requests for services will come and with whom the activities of COG's local government attorney will be coordinated.

C. Work Product

1. Any work product created by the local government attorney pursuant to tasks performed on behalf of CITY shall constitute CITY work product.
2. COG will provide CITY with copies of all work products in electronic form. Printed copies of work product shall be provided upon written request.

D. Termination and Amendment

1. This Agreement shall be terminated on June 30, 2021, unless otherwise agreed to by COG and CITY by amendment to this Agreement.
2. This Agreement may be terminated for convenience by either party upon written notice of 30 calendar days.
3. This Agreement may be amended only by written agreement executed between the parties.

E. Non-Exclusive Representation

1. COG will provide local government attorney services as requested by CITY.
2. The parties agree that local government attorney services provided by COG shall be non-exclusive as CITY reserves the right to employ attorney staff or contract for legal services.
3. CITY shall be responsible for determining which legal tasks it assigns to the COG and to any other individual or firm.
4. If CITY has a staff attorney or contract attorney firm serving as the designated City Attorney, COG local government attorney assigned to perform CITY work will report to the CITY key contact person.

F. Independent Contract

The CITY has engaged COG as an independent contractor for the accomplishment of a particular service. Neither party, nor the officers and employees of either party shall be deemed the agents or employees of the other party for any purpose.

G. Limited Warranty

1. COG's only obligation is to provide an experienced local government attorney, under contract with COG, to provide legal counsel on CITY requested projects.

2. In no event shall COG be liable for indirect or consequential damages of any nature. In no event, regardless of theory of recovery, shall COG be liable for any damages in excess of the amounts actually paid by CITY to COG under Paragraph B. hereof.

H. Conflicts

Should a conflict arise regarding billing or quality of service, the parties shall meet to attempt to resolve the issue within thirty (30) days of issue identification. Each party shall designate a representative authorized to negotiate a solution to the conflict. If the conflict cannot be resolved by the parties, the parties will submit the issue for mediation.

IN WITNESS WHEREOF, COG and the CITY have, by approval of their respective governing bodies, caused this Agreement to be executed as of the day and year aforesaid.

**MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS**

CITY OF _____

By: _____
Renata Wakeley, Acting Executive Director

By: _____

RESOLUTION 2020-07
BANKING SERVICES AUTHORIZATION

Resolution authorizing Wells Fargo Bank to provide banking services for the Mid-Willamette Valley Council of Governments and authorizing the Acting Executive Director and Finance Director to sign required Treasury Management Agreements.

WHEREAS, it is necessary for the Mid-Willamette Valley Council of Governments, hereinafter called MWVCOG, to engage financial institutions to provide banking services;

WHEREAS, the MWVCOG received proposals from interested banking institutions desiring to provide banking services;

WHEREAS, Wells Fargo Bank was judged to be the bank best suited to meet the needs of the MWVCOG;

WHEREAS, the MWVCOG established the following accounts at Wells Fargo Bank:

Mid-Willamette Valley Council of Governments – Checking
Mid-Willamette Valley Council of Governments – Savings
MWVCOG – Revolving Loan Fund – Checking
MWVCOG – Revolving Loan Fund – Savings
MWVCOG – Regional Strategies Fund – Checking
MWVCOG – Regional Strategies Fund - Savings; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Mid-Willamette Valley Council of Governments:

THAT withdrawals from the above listed accounts require the approval/signature of any two authorized signers; and

THAT the MWVCOG Acting Executive Director and the Finance Director be authorized to sign any required Treasury Management Agreements associated with the above accounts; and

THAT the following shall be designated as authorized signers on the above accounts:

Renata Chmielowski (Wakeley)	Acting Executive Director
Amber Mathiesen	Finance Director
Mike Jaffe	Program Director
Renata Chmielowski (Wakeley)	Community Development Director

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March, 2020.

ATTEST

Jackie Frankie, Chair
COG Board of Directors

Renata Wakeley, Acting Executive Director



MEMORANDUM

TO: Board of Directors
Mid-Willamette Valley Council of Governments

DATE: March 17, 2020

THRU: Renata Wakeley
Acting Executive Director

FROM: Greg Smith/Amber Mathiesen
Finance Director

SUBJECT: Resolution No. 2020-05, Establishing Rates for Services for FY 2020-21

ISSUE

Should the Mid-Willamette Valley Council of Governments (COG) Board of Directors adopt a resolution establishing rates for fee-for-service programs FY 2020-21?

BACKGROUND

The COG, as an intergovernmental entity formed by agreement pursuant to ORS Chapter 190, has the authority to enter into intergovernmental agreements for the delivery of services to its member governments. The COG presently offers a host of fee-for-service programs on a contractual basis with its member governments, including but not limited to: land use planning, housing rehabilitation loan administration, revolving loan program administration, legal services, executive recruiting, and other technical services.

As part of the budget setting process, the Board adopts a rate schedule annually that sets out the fees that the COG charges for services provided to member and non-member governments.

RECOMMENDATION

The Board adopt Resolution No. 2020-05 establishing rates for fee-for-service programs FY 2020-21.

DISCUSSION

The following discussion summarizes the analysis that staff used to arrive at the rates on the attached resolution to include:

- Any relevant historical context for the program or service and its associated rates;
- The assumptions and methodology staff used to arrive at the recommended rate;
- Where applicable, how the recommended rate compares with private sector rates for similar work; and
- Whether the proposed rate will generate revenue in excess of expenses, only recover costs, or result in a program loss (and if so, why that is advisable).

Member Services Rates

Recruiting Services. The rates set forth in the attached resolution are based on an analysis that averages the number of hours spent on this service over a five-year period and tiered by entity size. The rates are well below that which recruiters charge (which based on recent recruitments in the area are \$20,000 - \$30,000 per recruitment). However, the services conducted by recruiters is markedly different, in that recruiters offer a guarantee and will also actively recruit candidates (whereas the COG's service approximates the role of an internal Human Resources staff - a passive recruitment model). The anticipated net effect of the attached rates is to be both revenue and cost neutral based on a five-year average.

Legal Services. The COG began providing legal services in 2018. The attached resolution contains two rates for attorney services. The first is for general counsel services at a rate of \$165 per hour. The second is for hearings officer services, which is at a rate of \$185 per hour. Both rates are at or below what cities have historically paid for these services.

The COG's cost for providing this service is expected to be \$95 per hour starting July 1, 2020. On a strictly per-hour basis, this model results in a net revenue of \$70 per hour for attorney services, and \$90 per hour for hearings officer services. That net revenue goes to pay for the cost of legal services provided to the COG on internal matters. The anticipated net effect of the attached rates is to be revenue and cost neutral, with some potential for a net gain (depending on the degree to which the attorney is used for internal matters).

Strategic Planning / Goal Setting. Starting in 2020, the COG is expected to provide goal setting and strategic planning sessions through a contractor. The attached rates reflect the cost of the contractor. The net effect is to be both revenue and cost neutral.

Miscellaneous Services. The COG will occasionally provide additional member services on a fee for service basis. For example, members will contract with the COG to facilitate amendments to the city Charter, facilitate resolution of conflicts, or perform other studies within the skills and abilities of the Executive Director. The anticipated hourly cost for the Executive Director (including wages and benefits) is \$159.05. The anticipated hourly cost for administrative support is \$64.92. Staff recommends a rate of \$175 per hour for the Executive Director and \$62 per hour for the Administrative Support, which is the rate that most facilitators charge for similar services. Because the demand for this type of work is intermittent, it is difficult to accurately predict the revenue impact of this rate, but any revenue would be minimal.

Community Development Rates

Land Use Planning. The COG provides land use planning services on a contractual, hourly basis for over twenty (20) jurisdictions throughout the region. The current contracts are set to expire on June 30, 2020. Contract work includes current planning, special planning projects and long-range planning work, such as updating comprehensive plans, buildable land inventories and UGB expansions.

The bulk of the hours billed via these contracts are initiated through the private sector and, with regular fee schedule rate setting locally, can be passed through to those private sector activities with little or no loss to local governments. However, we are also fortunate to be a trusted resource to our members in locally driven planning activities such as code updates, visioning, mapping, comprehensive plan updates, and other long-range planning activities and these activities are often at the expense of local jurisdictions (if we are not successful in securing grant sources).

The staff recommended rates will result in full cost recovery with the exception of planning work performed by the Community Development Director due to the discrepancy in the labor costs for that position (anticipated at \$120 per hour against a proposed billing rate of \$90 per hour). The anticipated loss is expected to be less than \$5,000, which will be made up with unrestricted reserves.

A market rate analysis of other planning services consultants within the region shows that, at the recommended rates, the COG proposed FY20/21 is on the high end, but still within the range of other planning consultants within the region. Program attributes that sets the COG apart and allow us to still maintain contracts even when our rates meet or exceed the private sector costs are:

- Direct representation of our local jurisdictions with an assigned planner they can become familiar with and develop firm relationships and understandings;
- Support from the Community Development program as a whole, including support from the Community Development Director, Housing Rehabilitation Specialist, Grant Administrator, and Small Business Loan Program staff; and
- Support from a total of nine (9) Community Development staff rather than a single land use planner providing office hours that can often serve as a siloed resource.

Grants Administration. COG staff also contract with cities and other local governments throughout the year for funding application assistance, administration of public infrastructure grants and loans, and/or income surveys or other tasks needed to ensure continued eligibility for various state and federal funding programs. The recommended rate will achieve full cost recovery for this program area and is well within market rates for similar services. This year, we also propose adding a non-profit/government rate and a for-profit rate as we expect demand for these services to expand with the proposed affiliate and business COG membership.

Housing Rehabilitation. Community Development staff support the Valley Development Initiatives (VDI) housing rehabilitation program and contracted hourly services to support housing rehabilitation program contracts for the cities of Jefferson, Mt. Angel, Scotts Mills, Silverton, and Woodburn who maintain their own housing funds and desire COG assistance with program administration. The recommended rate will achieve full cost recovery for this program area.

Other Economic Development Services. Community Development staff will occasionally provide other economic development services, such as urban renewal planning and other economic development efforts as requested by member local governments to enhance the region. The recommended rates for these services will achieve full cost recovery for those activities.

Geographic Information Services (GIS) / Transportation Modeling Services Rates

GIS. The COG provides various technical GIS services to member governments to include:

- Updates of zoning and comprehensive plan maps as well as other maps needed for local land use planning services;
- Requested services of a local government, such as address mapping, or assistance with Census program participation (e.g. Boundary and Annexation Survey)
- Support to Yamhill County to maintain and update the county's online GIS web application;

- Services for the Salem-Keizer School District to maintain and update data layers, update and create maps of school boundaries, and maintain the district's online GIS web application (the Salem-Keizer SchoolFinder), and other services requested by the district; and
- Mailing list GIS services for ODOT Region 2.

The \$95/hour member rate is the needed to cover COG's labor rate for a GIS analyst, plus indirect and material costs. The higher rates to be charged for non-members and non-profits (\$110/hour) and for private-sector (\$140/hour) are not expected to generate much revenue as outside demand for these services is rare.

Modeling Services. On an infrequent basis (from two to four times per year), the COG transportation section will get requests for modeling forecasts from private sector companies (or their consultants) for projects associated with a private-sector land use development application. COG only provides this service only for the geographic area inside the SKATS MPO area. The proposed Transportation Modeling services hour charges of \$115/hour is higher than the "break-even" costs of \$108/hour for a Senior Planner-Modeling and \$93/hour for an Associate Planner. In a typical year, the total amount of hours charge is less than 20 hours. Requests from our local governments within SKATS and ODOT for modeling forecasts and related outputs is not charged to those jurisdictions or ODOT since they provide local or state funds for matching the federal funds provided to the COG for SKATS.

Loan Program Service Rates

The loan program bills the individual loan programs for the time spent to market, underwrite, funding and servicing the loans. The recommended staff rates are expected to achieve full cost recovery when loans are funded. However, because many prospective lending opportunities are not pursued by the business borrowers and their participating lenders, for a variety of reasons beyond the control of the loan program staff, the time spent working on these prospective projects is not billable, so the time and costs are not recovered in instances when a loan does not fund. The costs of those activities are then borne by the carryover in program income from year to year, which derives from other program revenues.

The loan program budget is the aggregate revenues of each revenue source. For example, the SBA 504 program and the Oregon Business Development Fund generates income in excess of costs; the COG revolving loan fund and VDI loan programs fund most, to all of the revenues to cover expenses and the contract lending services provided two cities and one county is subsidized by the other COG lending activities.

The COG's rates are well below market rates and that of other public sector lenders. A true private sector comparison is problematic because a lender would reluctant to accept the liability risk and increased insurance costs inherent with a contract for lending services that are not core to the lenders activities. However, for comparisons purposes assume the COG's rate for loan officer and program manager to be doubled to match private sector salaries (loan officer and team leader) and add a factor of plus 30% for indirect costs; the loan servicing rates would be increased by an indirect increase of 30%. Public sector comparisons are limited to other Councils of Governments in the State, which either are understaffed, do not have the software capacity, and are unable to provide lending services outside of their area of operations. Typically, these public entities have higher staff rates because of their individual burden rates/indirect costs in comparison to MWVCOG, as per our prior affiliation with jointly operated (three COGs) Certified Development Company.

BEFORE THE BOARD OF DIRECTORS

FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

In the matter of establishing rates for services provided member and other entities on a fee-for-service basis.

RESOLUTION 2020-05

WHEREAS, the Mid-Willamette Valley Council of Governments (COG) is an intergovernmental entity established by agreement among the participating jurisdictions pursuant to their home rule authority and ORS 190.019.

WHEREAS, the agreement establishing the COG and ORS 190.020 allows the COG to enter into intergovernmental agreements for the delivery of services to its member governments

WHEREAS, the COG presently offers a host of fee-for-service programs on a contractual basis with its member governments to include land use planning, housing rehabilitation loan administration, revolving loan program administration, legal services, executive recruiting, and other technical services; and

WHEREAS, the Board of Directors for the COG desires to set rates for such services that are affordable for members and recover the COG's costs of providing such services,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS:

That the following rates shall take effect for the COG's fee-for-service program beginning July 1, 2020, and ending June 30, 2021, unless sooner amended:

Member Services

Recruitment Services:

<u>Population</u>	<u>Fee</u>
Up to 1,000	\$7,000
1,001 to 5,000	\$9,000
Over 5,000	\$12,000
Non-member Gov't Entities	\$18,000

Background Check Services	\$500/background check
---------------------------	------------------------

Legal Services

General Counsel Services	\$165 per hour
Hearings Officer Services	\$185 per hour

Strategic Planning / Goal Setting

Evening / Half Day	\$1,500
One Day (8 Hours)	\$3,000
Evening Plus Full Day (10 Hours)	\$3,500

Miscellaneous Technical Services

Executive Director	\$175 per hour
Support Staff	\$62 per hour

Community Development Services

Land Use Planning (small cities)*

Senior Planner	\$90 per hour
Associate Planner	\$87 per hour
GIS Analyst	\$95 per hour
Support Staff	\$62 per hour

Grants Administration*

Grants Administration Specialist	\$76 per hour
Non-profit / Government Rate	\$85 per hour
For Profit Rate	\$90 per hour
Support Staff	\$62 per hour

Housing Rehab Services*

Grants Administration Specialist	\$75 per hour
----------------------------------	---------------

Economic Development Services*

Development Director	\$120 per hour
Senior Planner	\$90 per hour
Associate Planner	\$87 per hour
GIS Analyst	\$95 per hour
Support Staff	\$62 per hour

*(Any contracts that exceed a 1-year period shall be charged at the above rates plus 5%.)

GIS/Data Services

GIS Services

Member Rate	\$95 per hour
Non-profit / Government Rate	\$110 per hour
For Profit Rate	\$140 per hour

Modeling Services

Member Rate	\$115 per hour
Non-profit / Government Rate	\$130 per hour
For Profit Rate	\$150 per hour

Loan Program Services

SBA Loans / Administration of Revolving Loan Programs

Program Manager	\$142 per hour
Loan Officer	\$104 per hour
Servicing Specialist	\$85 per hour

Loan Underwriting, packaging
and Closing Services
Minimum Fee - \$800

1.5 % of Loan Amount,

Loan Servicing and Reporting

\$2,000 annually

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March, 2020.

ATTEST

Jackie Franke, Chair
COG Board of Directors

Renata Wakeley
Acting Executive Director



MEMORANDUM

TO: Board of Directors **DATE:** March 17, 2020

FROM: Executive Committee

SUBJECT: Proposed COG Affiliate and Business Membership Fees for FY 2020-21

ISSUE

- A. Should the Board create an Affiliate Membership category for other government agencies?
- B. Should the Board create a Business Partner program?

BACKGROUND

Section XIII of the Agreement of the Mid-Willamette Valley Council of Governments (COG) requires that the Executive Committee recommend a participation cost structure to the Board annually, no later than March. The Board of Directors adopted the Member Dues and Economic Development District Assessment for FY 2020-21 at their December meeting.

At the December 17, 2019 meeting, the COG Board also discussed proposed and directed staff to bring back to the COG Board a proposed non-profit affiliate and for-profit business partnership fee for entities who desire to support and use certain types of COG services.

RECOMMENDATION

The Executive Committee recommends the Board establish a non-profit affiliate and for-profit business partner program that would allow and strengthen partnerships between the COG and regional non-profits and for-profit companies. For FY2020-21, the Executive Committee recommends the following parameters:

	Individual / Non-Profit Affiliate	For-Profit Business Partner
Cost	\$500*	\$500*
Eligibility	Non-profit regional organizations and statewide intergovernmental associations that either have government representation on their boards (i.e. SEDCOR, Travel Salem, LOC, AOC, OSBA) or that partner with the COG in the delivery of its programs and services (i.e. Boys and Girls Club) This category would also be available to individuals in organizations who work regularly with the COG (i.e. Regional Solutions Coordinator).	Any for-profit Business that does business with the public entities that make up membership in the COG.

	Individual / Non-Profit Affiliate	For-Profit Business Partner
Scope of Services	<p>Affiliates would receive all COG publications, member pricing for training and events, and member rates for fee-for-service programs that were also offered to non-member entities (i.e. GIS, transportation modeling, etc.).</p> <p>Affiliate members would also receive recognition on the COG website.</p> <p>Affiliate members would not be eligible to participate in the COG's fee for service programs that are limited to government entities (i.e. recruitments, strategic planning, etc.).</p>	<p>Business Partners would receive all COG publications, member pricing for training and events, and member rates for fee-for-service programs that were also offered to non-member entities (i.e. GIS, transportation modeling, etc.).</p> <p>Business Partners would also receive recognition in COG publications and website. Business Partners would not be eligible to participate in the COG's fee for service programs that are limited to government entities (i.e. recruitments, strategic planning, etc.).</p>

*Flat annual fee, billed on the fiscal year cycle, no proration.

BEFORE THE BOARD OF DIRECTORS

FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

In the matter for authorizing the execution of legal service contracts with member governments.

RESOLUTION 2020-06

WHEREAS, the Mid-Willamette Valley Council of Governments, an intergovernmental entity formed by agreement pursuant to ORS Chapter 190, has member governments pursuant to both ORS 190.020 and the agreement establishing the COG;

WHEREAS, interest has been shown in affiliate and for profit business partnerships that would allow and strengthen partnerships between the COG and regional non-profits and for-profit companies; and

WHEREAS, the Board of Directors for the COG has the authority to establish new member classifications:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS:

1. To establish an individual/non-profit affiliate program using the following parameters:
 - Cost: \$500 Flat annual fee, billed on the fiscal year cycle, no proration.
 - Eligibility: Non-profit regional organizations and statewide intergovernmental associations that either have government representation on their boards (i.e. SEDCOR, Travel Salem, LOC, AOC, OSBA) or that partner with the COG in the delivery of its programs and services (i.e. Boys and Girls Club) This category would also be available to individuals in organizations who work regularly with the COG (i.e. Regional Solutions Coordinator).
 - Scope of Work:
 - Affiliates would receive all COG publications, member pricing for training and events, and member rates for fee-for-service programs that were also offered to non-member entities (i.e. GIS, transportation modeling, etc.).
 - Affiliate members would also receive recognition on the COG website.
 - Affiliate members would not be eligible to participate in the COG's fee for service programs that are limited to government entities (i.e. recruitments, strategic planning, etc.).
2. To establish a for-profit business partner program using the following parameters:
 - Cost: \$500 Flat annual fee, billed on the fiscal year cycle, no proration.
 - Eligibility: Any for-profit Business that does business with the public entities that make up membership in the COG.
 - Scope of Work:
 - Business Partners would receive all COG publications, member pricing for training and events, and member rates for fee-for-service programs that were also offered to non-member entities (i.e. GIS, transportation modeling, etc.)
 - Business Partners would also receive recognition in COG publications and website. Business Partners would not be eligible to participate in the COG's fee for service programs that are limited to government entities (i.e. recruitments, strategic planning, etc.).

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March, 2020.

ATTEST

Jackie Franke, Chair
COG Board of Directors

Renata Wakeley
Acting Executive Director



MEMORANDUM

TO: Board of Directors
Mid-Willamette Valley Council of Governments

DATE: March 17, 2020

FROM: Executive Committee

RE: Executive Director Recruitment Firm

RECOMMENDATION

- a) Motion to approve the Executive Committee recommendation to authorize the Acting Executive Director to enter into a contract with The Mercer Group for a price of \$25,000, excluding not-to-exceed (NTE) expenses of up to \$10,000, for a total NTE of \$35,000.
- b) Motion to appoint Executive Committee to support the selected recruiting firm in the Executive Director recruitment process.
- c) Direct the selected recruiting firm and Executive Committee to come back to full COG Board with a recommendation for the selection of the new COG Executive Director.
- d) Authorize Executive Committee to negotiate employment agreement contract and pay scale, with support of recruitment firm, to bring back to full COG Board for final approval.

BACKGROUND

At a special MWVCOG Board meeting on January 15, 2020, the Board: (1) directed staff to prepare and issue a Request for Proposals (RFP) for recruiting firms to conduct a nation-wide search for the next COG Executive Director; (2) identified the COG Executive Committee to serve as the selection committee to score the proposals; and (3) determined the Executive Committee would make a recommendation to the full COG Board for final award of the RFO contract.

With assistance from General Counsel, the MWVCOG made public a Request for Proposals (RFP) for a firm to assist on the recruitment of the new MWVCOG Executive Director with a submission deadline of February 26, 2020. The RFP's were opened on February 27th with receipt of seven (7) proposals meeting minimum RFP qualification requirements. The Executive Committee independently reviewed and scored all submissions before meeting on March 4, 2020 to review their independent scores.

At the March 4th meeting, the Executive Committee voted to recommend the COG Board authorize the Acting Executive Director to enter into a contract with The Mercer Group for \$25,000, with an NTE of \$35,000.

DISCUSSION

Upon contract execution with the recommended recruitment firm, next steps for consideration include:

- Who should support the selected recruiting firm in drafting the position description, job announcement, and compensation package/range for the Executive Director?
- Who should negotiate the final employment agreement and compensation package for the Executive Director?



MEMORANDUM

TO: **Board of Directors**
Mid-Willamette Valley Council of Governments

DATE: **March 17, 2020**

FROM: **Bill Monahan**
General Counsel

THRU: **Renata Wakeley**
Acting Executive Director/Community Development Director

SUBJECT: Resolution No. 2020-08, Update to MWVCOG Personnel Manual and adoption of a Discrimination and Harassment Free Workplace Policy

ISSUE

Should the Mid-Willamette Valley Council of Governments (COG) Board of Directors adopt a resolution to amend the current MWVCOG Personnel Manual, last updated in 2016 and adopt a Discrimination and Harassment Free Workplace Policy.

BACKGROUND

In 2019, COG General Counsel and the previous Executive Director initiated a review of the MWVCOG Personnel Manual, last updated in 2016. Their concurrent reviews led to the attached draft of recommended updates, including but not limited to:

- (1) Enhance the No-Discrimination Policy. Note: In addition, the Board is asked to adopt a separate Discrimination and Harassment Free Workplace Policy based on one adopted by the Oregon Department of Administrative Services. The policy meets the need to have such a policy in place to comply with Senate Bill 479 passed in 2019. The policy will apply if there is any conflict with the manual.
- (2) The process for reporting unlawful conduct with the protection of No Retaliation is expanded and the process clarified.
- (3) Added compensatory time as an employee option for non-exempt employees if working overtime.
- (4) Clarify the policy that applies when employees incur expenses for the COG and the process for reimbursement. Identifies when certain earned benefits are considered part of an employee's official compensation package.
- (5) Add annual vacation cash out as an option for employees to cash out up to one-half of annual accrual.
- (6) Phase out Administrative leave for non-managerial staff (so that future hires of hourly, non-managerial staff would not receive Administrative leave as a benefit);
- (7) Increasing the Administrative leave rate for management staff from 4 to 6 hours (as was included as a recommendation from the market rate analysis and salary survey for management staff completed last year);
- (8) Add Martin Luther King Jr.'s (MLK) Birthday to the list of COG recognized Holidays;

- (9) Within the Family Medical Leave policy, change the one-year calculation period during which leave is available so it is a rolling twelve month period measured forward from the date an employee uses family medical leave (rather than “backward “which creates administrative tracking issues).
- (10) Enhanced bereavement leave to be consistent with Oregon’s sick leave law.
- (11) Clarify when employees are eligible for salary or wage increases.
- (12) Update employee contribution requirements to the ICMA retirement plan which is reduced from 6% to 5% effective July1, 2020, and clarify that employee contributions to the plan are vested immediately.
- (13) Update and clarify policy allowing employees to have limited use of COG information technologies.
- (14) Update social media policy to better identify prohibited postings.
- (15) Enhance the Open Door Policy in the Handbook to add the policy adopted by the Executive Director in October, 2017.
- (16) Eliminate the inactive tuition reimbursement program.
- (17) Clarify and enhance employee responsibility to report on outside employment including requiring an annual update.
- (18) Update policies related to administrative leave, travel, use of per diem, and retirement (many of these recommendations come directly from City/County Insurance Services); and
- (19) Overall review of the 2016 Manual against the CIS Model Policy to identify and revise sections that required modification to correct errors; add due process provisions, where needed; reconcile where policy and actual practice have been in conflict; and improve clarity.

Other changes may be substantial in volume but are either to correct inconsistencies, bring policies into compliance with state and federal laws, or to provide greater clarity (i.e. travel expense policy / retirement benefit) to the previous adopted version.

Exhibits: (A) Proposed Employee Handbook, dated March 2020

(B) MWVCOG - Discrimination and Harassment Free Workplace Policy.

(C) Red-lined version of Proposed Employee Handbook, dated March 2020 illustrating changes from the 2016 Handbook. *Available by request.*

DISCUSSION

Since adoption of the 2016 Employee Handbook, changes have been made to various laws requiring that the Handbook be updated to comply with new laws. In addition, some sections of the Handbook have been found to be incomplete or difficult to interpret or apply in practice. Early in 2019, the Executive Director identified a need to conduct a complete review of the Handbook. The General Counsel conducted an initial review of the Handbook against a more recent Sample Employee Handbook prepared by CIS. After issues were identified and presented within a comprehensive memo, several internal discussions were held involving the Executive Director, Finance Director, and General Counsel to compare issues and Handbook policy language to practical COG experiences. From these discussions, the Handbook was edited and a list of major proposed revisions was developed.

The Executive Director then conducted a thorough review of the document adding changes to address his areas of concern while modifying sections that he took responsibility for enhancing. In the meantime, the 2019 Oregon Legislative Session concluded yielding bills such as Senate Bill 479 requiring public employers to adopt discrimination and harassment free workplace policies. The revised Handbook and Discrimination and Harassment Free Workplace Policy are the products of the 2019 work effort.

The documents have been reviewed by COG management staff. Adoption of these two documents will improve the quality of the handbook and bring the COG into compliance with recent legislation. After adoption, it is recommended that the management staff be trained so it can implement the new policies. With the recent hire of a new Finance Director responsible for human resource functions, to be followed in the next several months by the hire of a new Executive Director, there will be the opportunity for the

policies to be put into practice while identifying any further refinements needed to fully implement best personnel practices at the COG. Further modification of the handbook should be considered on a regular basis.

RECOMMENDATION

The Board adopt Resolution No. 2020-08 to update the MWVCOG Personnel Manual and adopt a Discrimination and Harassment Free Workplace Policy.

BEFORE THE BOARD OF DIRECTORS
FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS
In the matter for authorizing the execution of legal service contracts with member governments.

RESOLUTION 2020-08

WHEREAS, the Mid-Willamette Valley Council of Governments, an intergovernmental entity formed by agreement pursuant to ORS Chapter 190, has a personnel manual (aka employee handbook) that sets out the expectations and rules for the workplace;

WHEREAS, from time to time it is necessary to update manuals and handbooks; and

WHEREAS, the State of Oregon has adopted new legislation requiring workplaces to put in place additional guidelines, rules and safeguards for employees:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS:

1. To adopt the 2020 update of the MWVCOG personnel manual (aka employee handbook) and
2. To adopt a Discrimination and Harassment Free Workplace Policy.

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 17th day of March, 2020.

ATTEST

Jackie Franke, Chair
COG Board of Directors

Renata Wakeley
Acting Executive Director