

AGENDA

Board of Directors
Mid-Willamette Valley Council of Governments
Tuesday, March 16, 2021
3:30 P.M. – 5:30 P.M.

Join Zoom Meeting:
<https://zoom.us/j/95134314598?pwd=NXRsY2U0V1gxbEdraVpxckZJODdkQT09>
Meeting ID: 951 3431 4598
Passcode: 320980
One tap mobile
+16699009128,,95134314598#,,, *320980# US (San Jose)
+12532158782,,95134314598#,,, *320980# US (Tacoma)
Dial by your location
+1 669 900 9128 US (San Jose)
+1 253 215 8782 US (Tacoma)
Meeting ID: 951 3431 4598
Passcode: 320980

CONTACT: Scott Dadson, Executive Director; 503-540-1601
CHAIR: Sal Peralta, McMinnville
VICE CHAIR: Lisa Leno, Confederated Tribes of Grand Ronde

A. CALL TO ORDER – *Sal Peralta, Chair*

B. INTRODUCTIONS – *Sal Peralta, 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D. CONSENT CALENDAR (*All items on the Consent Calendar will be approved by one vote unless an item is withdrawn for discussion at the request of a Board member. Members may have an item withdrawn by notifying the Chair at the meeting.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 15, 2020; January 8, 2021; and January 14, 2021 meetings of the Board of Directors** **pg. 3-15**
Requested Action: Approve minutes
- 2. Appointment of 2021 Budget Committee** **pg. 16**
Requested Action: Appoint Budget Committee members for the 2020 budget process
- 3. Adoption of 2021-22 Budget Schedule** **pg. 17**
Requested Action: Adopt the meeting schedule for the 2020 budget process
- 4. Resolution 2021-01 – Annual Salem/Keizer Area Transportation Planning Contracts** **pg. 18-21**
Requested Action: Approve Resolution No. 2021-01 authorizing the Executive Director to sign Transportation Planning contracts as outlined in the Resolution
- 5. Resolution 2021-02 – GIS Services Contracts** **pg. 22-26**
Requested Action: Approve Resolution No. 2021-02 authorizing the Executive Director to sign GIS Services contracts as outlined in the Resolution

- 6. Resolution 2021-03 – Community Development Contracts** **pg. 27-39**
Requested Action: Approve Resolution No. 2021-03 authorizing the Executive Director to sign Community Development, Land Use Planning, and Housing Rehabilitation Services contracts as outlined in the Resolution
- 7. Resolution 2021-04 – Member Services Contracts** **pg. 40-44**
Requested Action: Approve Resolution No. 2021-04 authorizing the Executive Director to sign Member Services contracts as outlined in the Resolution
- 8. Resolution 2021-05 - Banking Services** **pg. 45**
Requested action: Approve Resolution No. 2021-05 updating of signers on MWVCOG bank accounts as outlined in the Resolution

E. ACTION ITEMS

- 1. Financial Report** **pg. 46-48**
Information only.
- 2. Department Activity Reports** **pg. 49-56**
Information only. Includes reports from the Business Loan Program, Community Development Department, and Transportation Department.

F. ACTION ITEMS

- 1. Resolution 2021-06 – Approve Rates** **pg. 57-63**
Requested Action: Approve Resolution No. 2021-06 setting the hourly rates for various services provided by MWVCOG on a contract basis, as outlined in the Resolution
- 2. Assignment of Legislative Subcommittee** **pg. 64**
Requested Action: Nominations or volunteers to serve on legislative subcommittee.
- 3. Authorize Request to Defederalize EDA Revolving Loan Fund Program** **pg. 95-70**
Requested Action: Authorize the Executive Director to sign the Standard Release Agreement to defederalize the EDA Revolving Loan Fund Program, pending approval from the Revolving Loan Fund Program Board of Directors.

G. EXECUTIVE DIRECTOR’S REPORT

- 1. Annual Meeting & 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: June 15, 2021
3:30 p.m.
COG Offices/Zoom
(Includes 2021 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 15, 2020

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

VIA Zoom

MEMBERS PRESENT

CHAIR: Jackie Franke, Member, Chemeketa Community College Board of Education

VICE CHAIR: Councilor Sal Peralta, City of McMinnville

Commissioner Sam Brentano, Marion County

Commissioner Casey Kulla, Yamhill County

Commissioner Mike Ainsworth, Polk County

Mayor Brian Dalton, City of Dallas

Mayor Cathy Clark, City of Keizer

Mayor Rick Rogers, City of Newberg

Mayor Eric Swenson, City of Woodburn

Mayor John McArdle, Independence, representing Small Cities of Polk County

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

Lisa Leno, Tribal Council Member, Confederated Tribes of Grand Ronde

Lisa Rogers, Board Member, Chehalem Park and Recreation District

Ian Davidson, Salem-Keizer Transit District Board

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

MEMBERS ABSENT

Councilor Roxanne Beltz, City of Monmouth

Mayor Chuck Bennett, City of Salem

Terry Hsu, Director, Marion Soil & Water Conservation District

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

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

OTHERS PRESENT

Renata Wakeley, Acting Executive Director/Community Development Director

Mike Jaffe, Transportation Director

John Safstrom, Loan Program Manager

Amber Mathiesen, Finance Director

Denise VanDyke, Admin. Specialist II

Justin Martin, Perseverance Strategies

Mayor Jim Trett, City of Detroit

Clark Wurzberger, Mercer Group

Ronald Cormier, FEMA

Thomas "TJ" Dragan, FEMA

Duke Davis, FEMA

Stan Thomas, Oregon Office of Emergency Management

CALL TO ORDER & INTRODUCTIONS

Chair Franke called the meeting to order at 3:31 p.m. The presence of a quorum was noted. Guests were asked to introduce themselves for the record.

SPEAKER – FEMA/WILDFIRE RECOVERY DISCUSSION

Ms. Wakeley provided some background. The COG is sharing space with the City of Detroit, within COVID restrictions, while the City re-establishes a City Hall. The COG is also serving in its role as Economic Development District to work with state and federal sources to find funds for wildfire recovery and is providing planning services in the Canyon. We are listening to our members' needs and working to be flexible and quick to respond.

Mayor Trett thanked the COG for their swift response regarding office space and hosting Zoom meetings immediately after the disaster. The City is working on the top priorities – water and other needs to allow residents back onto their properties. The water system was heavily affected by the fire, and has many leaks throughout the system. A particularly large leak is just off Highway 22. The City is in the process of securing a temporary water treatment plant to replace the one that was destroyed. Mayor Trett thanked everyone for their incredible support, and would appreciate support from the Board regarding funding for recovery. City staff were and continue to be overwhelmed. The City Recorder from Independence used her vacation time to help out for a week. Additional assistance would be welcomed. FEMA has been great to work with. This year is the first year that Detroit has had a Christmas Tree Lighting, thanks to a local tree grower and folks from Keizer who came down to decorate the tree. Mayors Clark and McArdle were there for the Tree Lighting. This will be a new tradition for Detroit, as a sign of the holiday, and that Detroit still stands.

Mr. Dragan introduced himself. FEMA must have a direct request from the State or they cannot come in. He yielded the floor to Stan Thomas, Deputy Director of the Oregon Office of Emergency Management (OEM).

Mr. Thomas is the state coordinator for this disaster. He said that his roots are here and this has been a personally critical recovery effort. All federal assets move through OEM. FEMA has been great to work with. FEMA Region 10 is pre-eminent in the country. We need to keep our eyes on the horizon because FEMA won't be here forever. OEM is working to get the most people the most assistance possible while we can.

Mr. Dragan is a special advisor to the federal coordinating officer. Duke Davis, present for this meeting, is also a federal coordinating officer with Region 10. Mr. Davis introduced himself. He is from Stayton with extensive Oregon roots. FEMA brings the full federal bureaucracy, as well as assistance. They use the laws as a framework to ensure that people and sites are assisted and protected in the best ways possible. Procurement is where things get slowed down the most. Oregon is a great place to work in. Mr. Dragan mentioned he lives in Independence. COVID has made it so we have to re-work how to provide assistance without a centralized office location. However, this has enabled FEMA staff to be more flexible and has not slowed their ability to serve. Registration for FEMA assistance closed on November 30th, but it is still possible to get registered on a case by case basis. So far, \$32 million has been awarded to individual survivors, mostly for house replacement and rental assistance. Direct housing, which includes bringing in additional resources to house survivors, is in process. FEMA is building parks in Gates and Mill City. Trailers are built in the Midwest to HUD specifications using low VOC materials. There are specially designed units for families with ADA-related needs that can be tailored to fit the specific needs of that family. Only manufactured home units will be used, not trailers, because of the winter weather that is expected. The public assistance plan has started. Applicants will be assigned a federal manager. Ask a lot

of questions of your manager to find the best way possible to solve needs and/or problems. Relocation of services and improvements to systems can be done in many cases.

His key messages would be:

- The closed registration is not totally closed.
- Appeal denials – appeals are considered on a case by case basis and often a denial simply means that there was a simple error in the paperwork. FEMA assistance can help with through the process.
- Please share the following resources – wildfire.oregon.gov is a great information source; safestrongoregon.org has a number of mental health links for assistance.

Chair Franke thanked everyone from FEMA and OEM for coming and for their thoroughness in providing services. It is good to know that applications can be reconsidered. We couldn't recover without you.

PRESENTATION OF THE AUDIT

This item is pulled from the agenda. Ms. Wakeley said that, while she has seen a draft of the audit, it is not quite ready for presentation today. A combination of adding a new program, a fairly new Finance Director, and having response to our members take priority, resulted in a delay. We will have the audit to you as soon as we can.

CONSENT CALENDAR

Chair Franke pulled item 1, and Councilor Peralta pulled item 6 from the Consent Calendar for discussion.

MOTION: By Mayor Clark, **SECONDED** by Commissioner Brentano, to **APPROVE THE CONSENT CALENDAR, AS AMENDED.**

2. FINANCIAL REPORT

[THERE WAS NO ITEM 3]

4. DEPARTMENT ACTIVITY REPORTS

5. ADOPT 2021 MEETING SCHEDULE

Discussion: None. Motion carried.

IN FAVOR: Brentano, Dalton, Clark, R. Rogers, McArdle, L. Rogers, Franke, Davidson, Ainsworth, Kulla, Peralta, Swenson, Cape, Kylo, Leno. **OPPOSED:** None. **ABSTAINED:** None.

MINUTES OF SEPTEMBER 23, 2020 MEETING OF THE BOARD OF DIRECTORS

Chair Franke referenced the final sentence of the Executive Director Recruitment Update on page 5 of the agenda packet. This sentence reads "The Search Committee will bring the short list of finalists to the Board with a suggestion of a salary range to be approved." This is not how she recalls the discussion. Ms. Wakeley stated that it was her intention to show that the final decision would be made by the Board. It was decided to strike out that sentence.

MOTION by Mayor Clark, **SECONDED** by Councilor Peralta, to **APPROVE THE MINUTES OF SEPTEMBER 23, 2020, AS AMENDED.**

Discussion: None. Motion carried.

IN FAVOR: Brentano, Dalton, Clark, R. Rogers, McArdle, L. Rogers, Franke, Davidson, Ainsworth, Kulla, Peralta, Swenson, Cape, Kylo, Leno. **OPPOSED:** None. **ABSTAINED:** None.

ELECTION OF OFFICERS

Councilor Peralta provided an update. As the incoming Chair, it is his duty to select the fourth member of the Executive Committee. The current Executive Committee strongly recommended Mayor Eric Swenson of Woodburn, and he has agreed to serve. As this happened after the agenda was sent out, we were not able to include that information.

MOTION by Mayor Clark, **SECONDED** by Mayor McArdle, to **APPROVE ELECT THE OFFICERS FOR THE 2021 CALENDAR YEAR BASED UPON THE RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE, AS UPDATED.**

Motion carried.

IN FAVOR: Brentano, Dalton, Clark, R. Rogers, McArdle, L. Rogers, Franke, Davidson, Ainsworth, Kulla, Peralta, Swenson, Cape, Kylo, Leno. **OPPOSED:** None. **ABSTAINED:** None.

ADOPT LEGISLATIVE POLICY FOR 2021

Ms. Wakeley mentioned that Justin Martin of Perseverance Strategies was present if there were any questions. The adopted 2020 Legislative Policy was included in the agenda packet, along with the results of a survey asking for suggested changes for the 2021 policy. The survey was made available to MWVCOG Board members and to our members' Boards and key staff. There were seven responses. Chair Franke asked if everyone had sufficient time to review these materials. Discussion ensued. Measure 110, which removed sales tax on marijuana funds from cities was mentioned. There was concern that only four Board members responded to the survey. Time should be taken to take a harder look. It is unclear what the session will look like. Mr. Martin has a document of upcoming issues that he will provide to staff. The guiding principles are strong, but the list of drafts should be looked at. Mr. Martin suggested that before the end of January would be good timing for a decision on the policies to focus on. Commissioner Brentano mentioned that forgiveness of property taxes on destroyed properties would be an important issue.

MOTION by Mayor McArdle, **SECONDED** by Commissioner Kulla, to **DEFER THIS ITEM UNTIL A TIME DETERMINED BY THE CALL OF THE CHAIR.**

Discussion: None.

Motion carried.

IN FAVOR: Brentano, Dalton, Clark, R. Rogers, McArdle, L. Rogers, Franke, Davidson, Ainsworth, Kulla, Peralta, Swenson, Cape, Kylo, Leno. **OPPOSED:** None. **ABSTAINED:** None.

Any new topics to consider should be sent to Ms. Wakeley. Staff will re-open the survey with a deadline in the first week of January.

Mr. Martin reported on the changes at the state level from the recent elections. Most leaders will remain the same, the ratio of Democrats and Republicans remains the same in the Senate, and nearly the same in the House. It is anticipated that there will be a tight focus of topics. A Special Session has been called for Monday, December 21st. This Special Session is specifically regarding extending the evictions moratorium, business assistance, landlord assistance, school district assistance, fire recovery funding, and other similar topics.

ADOPT MEMBER DUES/EDD ASSESSMENT FY 2021-22

Ms. Wakeley reported that there are no significant changes to the dues, only the CPI adjustment, which is 1.9 percent. The coming year will be difficult for all members, but we hope that we are showing the ability to leverage funds and provide a good return on our members' investment.

MOTION by Mayor Clark, **SECONDED** by Councilor Peralta, to **APPROVE THE MEMBER DUES, EDD ASSESSMENT, AND REAFFIRM THE AFFILIATE AND BUSINESS PARTNER PROGRAM, AS PRESENTED.**

Discussion: None.

Motion carried.

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

ACTING EXECUTIVE DIRECTOR UPDATE

Ms. Wakeley announced that a new Associate Planner, Kiel Jenkins, has been hired. Mr. Jenkins was formerly with DLCD and is a welcome addition.

As two of our Small City representatives on the Board chose to not run for re-election, staff will be polling the small cities of both Marion County and Yamhill County to fill those two positions on the Board.

Fee-for-service rates will be brought to the Board at the March meeting.

Bill Monahan has completed trainings for elected officials in Carlton, Monmouth, and Independence. In the latest COG Connections, a link was provided to the videos recorded by and with the permission of the City of Independence.

Lastly, we are hopeful that the Yamhill Soil and Water Conservation District will soon be our newest member.

Chair Franke gave thanks to Ms. Wakeley for handling two jobs during the pandemic year. Ms. Wakeley gave kudos to all COG staff for their work and support.

Karen Odenthal provided an update on the Annual Meeting planning process. The event will be held virtually on Wednesday, February 17, 2021 starting at 6:00 p.m. This year, due to the nature of the event, the length will be held to between 60-90 minutes and will be focused on presenting the Annual Report and the annual awards. Nominations are open for the three annual awards. Nominations forms are available on the COG website (www.mwvcog.org). Due to the technical challenges of a virtual event, some aspects of the event may be pre-recorded.

Chair Franke emphasized the need for award nominations.

NEW BUSINESS

Mayor McArdle, who is an appointed member of Regional Solutions, brought up the significant issues with water, sewer, and staffing in the Canyon. The Emergency Board was asked to early funding to keep things moving, but that request was denied. It appears that the state legislators need to be reminded of the seriousness of the needs in this time of recovery.

MOTION by Mayor McArdle, **SECONDED** by Councilor Peralta, **THAT THE CHAIR AND STAFF DRAFT A STRONGLY WORDED LETTER TO THE GOVERNOR, PRESIDING OFFICES, AND LEGISLATORS, FROM THE COG BOARD, ABOUT THE IMPORTANCE OF INVESTING IN THE SANTIAM CANYON RECOVERY.**

Discussion: The Special Session is coming up next week, and a group speaks louder than individuals. We must be clear about the scope and depth of the issue. Staffing for tree removal, mental health of

families who were affected, long term effects, and assistance to non-incorporated communities as well as the cities in the Canyon are important aspects. It was preferred to have the full Board sign the letter.

Motion carried.

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

BOARD UPDATES

Commissioner Kulla stated his appreciation for Ms. Wakeley and Mayor McArdle being present and working on so many aspects of the Canyon recovery.

EXECUTIVE SESSION

At 5:21 p.m., Chair Franke stated: the Board of Directors of the Mid-Willamette Valley Council of Governments will now meet in executive session pursuant to ORS 192.660(2)(a) to consider the employment of a public officer, employee, staff member or individual agent. Representatives of the news media and designated staff shall be allowed to attend the executive session. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on any of the deliberations during the executive session, except to state the general subject of the session as previously announced. No decision may be made in executive session.

Chair Franke provided an update on the Executive Director recruitment, reminding all attending that the specific information is confidential. Three excellent candidates were interviewed, the top candidate has been identified and negotiations should begin shortly. The negotiating team was identified. A contingency plan was stated in case the negotiations are not successful. It is hoped that a special meeting will be called around the end of the year to formally appoint and announce a new Executive Director.

Executive Session was exited at 5:29 p.m.

OTHER BUSINESS

Commissioner Brentano announced that Marion County is releasing additional COVID assistance funds and is releasing fees on second homes in the Canyon. He was thanked at the Board of Commissioners' meeting for over 20 years by Ms. Wakeley. Chair Franke thanked Commissioner Brentano for his knowledge and humor with which he has governed. Mayor McArdle seconded that sentiment.

ADJOURNMENT

Hearing no further business, Chair Franke adjourned the meeting at 5:32 p.m.

Renata Wakeley, Acting Executive Director

MINUTES OF JANUARY 8, 2021

MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS BOARD OF DIRECTORS

VIA Zoom

MEMBERS PRESENT

CHAIR: Jackie Franke, Member, Chemeketa Community College Board of Education

VICE CHAIR: Councilor Sal Peralta, City of McMinnville

Commissioner Danielle Bethell, Marion County

Mayor Cathy Clark, City of Keizer

Councilor Roxanne Beltz, City of Monmouth

Mayor Rick Rogers, City of Newberg

Mayor Chuck Bennett, City of Salem

Mayor John McArdle, Independence, representing Small Cities of Polk County

Lisa Rogers, Board Member, Chehalem Park and Recreation District

Ian Davidson, Salem-Keizer Transit District Board

MEMBERS ABSENT

Commissioner Casey Kulla, Yamhill County

Commissioner Mike Ainsworth, Polk County

Mayor Brian Dalton, City of Dallas

Mayor Eric Swenson, City of Woodburn

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

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

Terry Hsu, Director, Marion Soil & Water Conservation District

Lisa Leno, Tribal Council Member, Confederated Tribes of Grand Ronde

Vacant, representing Small Cities of Marion County

Vacant, representing Small Cities of Yamhill County

OTHERS PRESENT

Renata Wakeley, Acting Executive Director/Community Development Director

Amber Mathiesen, Finance Director

Denise VanDyke, Admin. Specialist II

Sadie Carney, Salem-Keizer Transit District Board Alternate

CALL TO ORDER & INTRODUCTIONS

Chair Franke called the meeting to order at 12:06 p.m. The presence of a quorum was noted at 12:11 p.m.

Commissioner Bethell was welcomed as the new representative for Marion County. Introductions were made for the new member's benefit around the screen.

EXECUTIVE SESSION

At 12:12 p.m., Chair Franke stated: the Board of Directors of the Mid-Willamette Valley Council of Governments will now meet in executive session pursuant to ORS 192.660(2)(a) to consider the

employment of a public officer, employee, staff member or individual agent. Representatives of the news media and designated staff shall be allowed to attend the executive session. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on any of the deliberations during the executive session, except to state the general subject of the session as previously announced. No decision may be made in executive session.

Chair Franke and Mayor Clark, both members of the negotiating team, provided an update on the successful negotiations with the prospective new Executive Director. The contract was discussed in some detail. The starting date would be February 12, 2021. The contract was provided during the meeting in order to maintain confidentiality.

Pay equity was mentioned as a topic for further discussion at a later time. Per Ms. Mathiesen, the COG has a roughly 41% spread between the highest and lowest paid personnel, using hourly wage equivalents, and not including benefits.

Ms. Wakeley reviewed the successful candidate's qualifications. Members of the interview and negotiating teams shared their thoughts and impressions. Ms. Wakeley reviewed the interview process: there were two sets of interviews, each with video recordings provided along with surveys to provide feedback. Responses were received both from Board members and from employees.

Executive Session was exited at 12:41 p.m.

Chair Franke announced that Scott Dadson, from North Carolina, has been chosen to be the next Executive Director of MWVCOG.

MOTION by Ms. Rogers, **SECONDED** by Councilor Beltz, **THAT THE BOARD APPROVE THE HIRING OF SCOTT DADSON AS EXECUTIVE DIRECTOR OF MWVCOG.**

Discussion: Mayor Clark made a friendly amendment to add "and adopt the contract with Mr. Dadson, as presented". The amendment was accepted.

Motion carried.

IN FAVOR: Franke, Peralta, Bethell, Clark, Beltz, R. Rogers, Bennett, McArdle, L. Rogers, Davidson. **OPPOSED:** None. **ABSTAINED:** None.

Chair Franke pointed out that the workload will not disappear for Ms. Wakeley on February 12th. She recommends extending Ms. Wakeley's increased pay until at least March 1st to cover the transition time. The date details were discussed. There was general agreement that this is a good idea.

MOTION by Mayor Clark, **SECONDED** by Mayor McArdle, **THAT THE BOARD APPROVE THE CONTINUATION OF RENATA WAKELEY'S INCREASED PAY RATE UNTIL MARCH 15, 2021.**

Discussion: None.

Motion carried.

IN FAVOR: Franke, Peralta, Bethell, Clark, Beltz, R. Rogers, Bennett, McArdle, L. Rogers, Davidson. **OPPOSED:** None. **ABSTAINED:** None.

Staff was directed to draft a press release regarding the new Executive Director. Chair Franke will contact Mr. Dadson for final confirmation.

OTHER BUSINESS

The following reminders were provided:

- annual award nominations are due by the end of the day
- the Annual Meeting will be on February 17, 2021
- a quorum will be needed for the next COG Board special meeting on January 14th. The agenda items must be completed by the end of January.

Ms. Wakeley and staff were thanked for their work.

ADJOURNMENT

Hearing no further business, Chair Franke adjourned the meeting at 12:51 p.m.

Renata Wakeley, Acting Executive Director

MINUTES OF JANUARY 14, 2021

MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS BOARD OF DIRECTORS

VIA Zoom

MEMBERS PRESENT

CHAIR: Jackie Franke, Member, Chemeketa Community College Board of Education

VICE CHAIR: Councilor Sal Peralta, City of McMinnville

Mayor Cathy Clark, City of Keizer

Councilor Roxanne Beltz, City of Monmouth

Mayor Rick Rogers, City of Newberg

Mayor Chuck Bennett, City of Salem

Mayor John McArdle, Independence, representing Small Cities of Polk County

Lisa Rogers, Board Member, Chehalem Park and Recreation District

Ian Davidson, Salem-Keizer Transit District Board

Mayor Brian Dalton, City of Dallas

Mayor Eric Swenson, City of Woodburn

Lisa Leno, Tribal Council Member, Confederated Tribes of Grand Ronde

MEMBERS ABSENT

Commissioner Danielle Bethell, Marion County

Commissioner Casey Kulla, Yamhill County

Commissioner Mike Ainsworth, Polk County

Terry Hsu, Director, Marion Soil & Water Conservation District

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

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

Vacant, representing Small Cities of Marion County

Vacant, representing Small Cities of Yamhill County

OTHERS PRESENT

Renata Wakeley, Acting Executive Director/Community Development Director

Amber Mathiesen, Finance Director

Mike Jaffe, Transportation Director

John Safstrom, Loan Program Manager

Denise VanDyke, Admin. Specialist II

Ryan Pasquarella, Grove Muller Swank

Justin Martin, Perseverance Strategies

CALL TO ORDER & INTRODUCTIONS

Chair Franke called the meeting to order at 12:01 p.m. The presence of a quorum was noted. Attendance was noted.

PRESENTATION OF THE AUDIT

Mr. Pasquarella presented the audit. He noted that there was a real learning curve for Ms. Mathiesen upon Mr. Smith's retirement. It was clear that Ms. Mathiesen needed assistance in the year end process, which lengthened that process. In all, it took about two months longer than anticipated, although the December deadline was met. Mr. Pasquarella shared his screen and the audits were provided to Board members in advance of the meeting. An unmodified opinion was given, which means that generally accepted practices were met. He reviewed the statements and the basic balance sheet comparison of 2019-2020. The bulk of assets are cash, much of which are the CARES Act and PPP funds. Deferred outflows and inflows are future health insurance payments, and the method for calculating and showing those has changed. Revenues are up due to PPP, EDA awards, and other emergency response funds.

The federal program audit this year covered the Highway Planning Program cluster. There were no compliance comments. There was, however, finding 2020-001 shown on page 39 of the audit document. The conditions section lays out the details. Enough of an adjustment was needed during the audit that it resulted in a "significant deficiency" that needs to be addressed. Page 40 shows the management response to the deficiency.

The organization's accounting structure is different than most, and the new Finance Director had not had time to learn the system sufficiently. She was very helpful to work with and has learned from this process. The corrective action plan must be submitted by the end of January. Ms. Wakeley referred to pages 2-3 of the agenda packet, showing the corrective action plan letter A motion will be needed to authorize signing and submitting the letter.

Mr. Pasquarella added that there were no compliance findings, only a problem with the mechanism. This shouldn't affect future federal funding.

Ms. Wakeley stated that communication has been great from/with Grove Mueller Swank. We are all taking this seriously, and the auditors have been working with and will continue to work with Ms. Mathiesen. She also recognized the work of Ms. Mathiesen to respond to and work quickly and Grove Mueller Swank and she is confident this will be easier for Finance next year.

Chair Franke added that it helpful to know when we need to correct something and appreciate the speed with which the corrective action has been drafted. Councilor Peralta asked Mr. Pasquarella if he is comfortable with the plan and that staff has the resources needed. He replied that he is and experience will be the best support for Ms. Mathiesen, but also additional staff will help, possibly additional training, as well. Ms. Wakeley added that trainings have been planned and software changes have been identified by Ms. Mathiesen to streamline processes within Finance and some of the corrective actions/steps have already been taken or implemented. We are also looking into temporary staff support and potential permanent Staff to allow better cross-training

MOTION by Mayor Rogers, **SECONDED** by Councilor Peralta, **TO AUTHORIZE THE BOARD CHAIR AND ACTING EXECUTIVE DIRECTOR TO SIGN AND SUBMIT THE PLAN OF ACTION RESPONSE LETTER TO THE OREGON SECRETARY OF STATE, AUDITS DIVISION.**

Discussion: None.

Motion carried.

IN FAVOR: Franke, Peralta, Clark, Beltz, R. Rogers, Bennett, McArdle, L. Rogers, Davidson, Dalton, Swenson, Leno. **OPPOSED:** None. **ABSTAINED:** None.

LEGISLATIVE POLICY FOR 2021

Ms. Wakeley reminded the Board that they had requested extending the deadline for Legislative Policy Survey responses. We now have 14 responses, which are included in the agenda packet. Something to consider is whether the Board wishes to create a subcommittee to look at Legislative Policies.

Mr. Martin emphasized the need for a narrow focus. The guiding principles are wonderful, but pinpointing specifics is what is really needed. He is already speaking with legislators, especially committee leaders, and recommends being focused on three to five issues while letting the League of Oregon Cities and Association of Oregon Counties fight unfunded mandates.

Councilor Peralta mentioned the Governor's plan for vaccines. Why are higher education staff not included at the same time as K-12 staff? Campuses tend to be higher risk for community spread of anything. Is there a possibility the Board would want to sign a letter about this, and/or commit lobbying time? Mr. Martin suggested that OCCMA might already be addressing this issue. Councilor Peralta pointed out that there are a lot of colleges and universities in our region, but a relatively small number of educators. It shouldn't be a big lift to add them to category 1c. Ms. Wakeley added that the Vaccine Advisory Council and the Governor's Office would be who to contact. Also, there is no storage of surplus vaccine according to staff at the Governor's Office.

Mayor Clark mentioned item #8. We need to be able to aid access to buildable land and capital for housing. There is a 30,000-40,000 unit per year deficit in all housing types. Maybe a focus on funding for first time home owners and removing barriers to building housing to purchase, not to rent. There are regulations that hold the builder liable for up to 30 years on homes built to purchase. Also, DLCD needs to be more flexible regarding zoning for buildable lands. Mr. Martin said that he is watching upcoming legislation on this issue and hopes to be able to help with the wording when the time comes.

Mayor McArdle cautioned that we can't do "one size fits all". Not everyone can work with what works for Metro. Let the small cities decide what works for them. Mayor Rogers suggested incentives to developers to do affordable housing and mentioned that vertical housing is often better than using a larger footprint.

Mr. Davidson identified the need to support MPOs, especially regarding greenhouse gas emissions. Emergency events language needs to expand beyond flooding. Moving the Canyon up to priority 2 or so would be good. He suggested that item #4 could be struck off because that is a divisive issue, and if #6 has been taken care of, it can also be struck off. We should not be prioritizing highway funding over other transportation, and language regarding equity needs to be changed because "equity" has a different use now.

Mayor Dalton stated that economic development is vital.

After discussion, the four topics identified by the Board were:

- Protect and preserve the communities and economy of the Santiam Canyon
- Supporting economic development and Economic Development Districts
- Reducing barriers to housing availability
- Support planning departments being able to contract out for services

A letter is to be drafted and circulated among the mayors for signature regarding the adding of higher education staff to the list of those eligible for COVID-19 vaccine with other educators. Mayor Rogers and Councilor Peralta indicated they are willing to help.

Councilor Peralta referred to ballot measure 110 implementation and the distribution of funds as a result. It would be good to have a seat at the table when the decisions about fund distribution are made.

MOTION by Councilor Peralta, **SECONDED** by Councilor Beltz, **TO ADOPT THE LIST OF LEGISLATIVE PRIORITIES AS AMENDED.**

Discussion: None.

Motion carried.

IN FAVOR: Franke, Peralta, Clark, Beltz, R. Rogers, Bennett, McArdle, L. Rogers, Davidson, Dalton, Swenson, Leno. **OPPOSED:** None. **ABSTAINED:** None.

MOTION by Councilor Peralta, **SECONDED** by Councilor Beltz, **TO CREATE A SUBCOMMITTEE REGARDING LEGISLATIVE POLICIES TO MEET AS NEEDED.**

Discussion: None.

Motion carried.

IN FAVOR: Franke, Peralta, Clark, Beltz, R. Rogers, Bennett, McArdle, L. Rogers, Davidson, Dalton, Swenson, Leno. **OPPOSED:** None. **ABSTAINED:** None.

ADJOURNMENT

Hearing no further business, Chair Franke adjourned the meeting at 1:00 p.m.

Renata Wakeley, Acting Executive Director



MEMORANDUM

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

DATE: March 16, 2021

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

SUBJECT: APPOINTMENT OF 2021 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)

Sal Peralta, McMinnville City Councilor (served last year)

Lisa Leno, Tribal Councilwoman for the Confederated Tribes of Grand Ronde (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 Mayor Eric Swenson, City of Woodburn, 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.

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



MEMORANDUM

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

DATE: March 16, 2021

THRU: Scott Dadson
Executive Director

FROM: Executive Committee
Mid-Willamette Valley Council of Governments

SUBJECT: PROPOSED FY 2021-22 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 15th permits COG budget actions to follow those of most member governments.

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

March 16	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 20	Staff prepares revenue and expenditure estimates.
May 21	Budget to printing
May 21	Publish Notice of Budget Committee Meeting
June 1 3:00 p.m.	Budget Committee meets, reviews, and approves budget.
June 4	Publish Notice of COG Board's Budget Hearing
June 15 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 16, 2021

THRU: Scott Dadson
Executive Director

FROM: Mike Jaffe
Transportation Planning Director

SUBJECT: Resolution 2021-01: Annual Salem-Keizer Area Transportation Planning

ISSUE

Does the Board wish to approve Resolution 2021-01 to authorize the 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 (U.S. DOT) to implement the 2021-22 Unified Planning Work Program for the Salem-Keizer Area Transportation Study (SKATS); and to authorize the 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 Oregon Department of Transportation (ODOT) representative. Every year, the Policy Committee adopts a Unified Planning Work Program (UPWP), 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 UPWP, which is developed annually by SKATS in conjunction with ODOT and U.S. DOT. The 2021-22 UPWP is currently being reviewed and is scheduled for adoption by the SKATS Policy Committee on April 27, 2021.

Approval of the recommended requested actions will secure the funding required for the activities outlined in the SKATS 2021-22 fiscal year UPWP.

The dollar amounts identified in this memorandum and in Resolution 2021-01 are estimates.

RECOMMENDATION

That the following actions be taken to implement funding agreements with ODOT:

1. Authorize the 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 \$550,387 of FHWA “PL” Metropolitan Planning funds provided by the federal government through the FAST Act, plus \$62,944 ODOT matching funds;
 - b. Authorize approximately \$765,350 in federal Surface Transportation Block Grant Program funds, with \$12,514 in required local matching funds.
 - c. Authorize approximately \$168,264 in FTA Section 5303 funds, with \$19,259 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 2021-22 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 2021-22 Unified Planning Work Program for the Salem-Keizer Area Transportation Study (SKATS), as adopted by the SKATS Policy Committee.

Attachment: Resolution 2021-01

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 2021-01

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 2021-22 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 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 (ODOT) for a Federal Transit Administration Section 5303 grant comprised of an estimated \$168,264 federal share and \$19,259 local share.
2. That the 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 \$550,387 of Metropolitan Planning funds provided by the federal government through the FAST Act (with ODOT supplying \$62,944 of matching funds) and estimated \$765,350 in federal Surface Transportation Block Grant Program funds.
3. That the 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 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 2021-22 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 16th day of March 2021.

ATTEST

Sal Peralta, Chair
COG Board of Directors

Scott Dadson
Executive Director



MEMORANDUM

TO: **Board of Directors** **DATE: March 16, 2021**
Mid-Willamette Valley Council of Governments

THRU: **Scott Dadson**
Executive Director

FROM: **Mike Jaffe**
Transportation Planning Director

SUBJECT: Resolution 2021-02: 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 and Yamhill County's Public Works Department.
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 and applications, 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 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 continuing or new GIS contracts that may occur during the year as appropriate.

Applicable hourly rates to be identified via separate memorandum via Resolution 2021-06.

*Attachments: Resolution 2021-02
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 2021-02

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 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 16th day of March 2021.

ATTEST

Sal Peralta, Chair
COG Board of Directors

Scott Dadson
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 the GIS Services member rate for the current fiscal year (See Attachment A)

- 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 the GIS Services member rate for the current fiscal year (see Attachments A and B), 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 on [DATE] 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 _____ 20__.

MID-WILLAMETTE VALLEY
COUNCIL OF GOVERNMENTS

CITY OF _____

By _____
Executive Director

By _____
Title _____

Date

Date



MEMORANDUM

TO: **Board of Directors** **DATE: March 16, 2021**
Mid-Willamette Valley Council of Governments

FROM: **Renata Wakeley**
Community Development Director

SUBJECT: Resolution 2021-03: 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 21 jurisdictions for hourly services that are set to expire on June 30, 2021. Other contract work may include current planning, special planning projects and long-range planning work, such as updating comprehensive plans.
2. The cities of Newberg, Independence, Yamhill County, and other local governments that request assistance with their small business loan funds.
3. Valley Development Initiatives (VDI) for staff support to the rural community business loan program and for the housing rehabilitation loan program.
4. Renewal of contracts for hourly services related to the housing rehabilitation program for the cities of Jefferson, Keizer, Mt. Angel, Silverton, and Woodburn who maintain their own funds and desire COG assistance with program administration.
5. 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.
6. 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.
7. A grant agreement with the federal Economic Development Administration (EDA) 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.

8. Contracts with member governments, not-for-profits, and/or other federal and state agencies associated with COVID-19 response and wildfire response, as opportunities arise and as requested by members to support community and economic response and recovery.

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 2021-06.

Attachment: Resolution 2021-03

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 2021-03

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, 2022, 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, 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 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 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 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 Exhibit B.

4. That the Executive Director is authorized to execute an agreement with Valley Development Initiatives (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 is authorized to execute renewal of contracts for hourly services related to the housing rehabilitation program for the cities of Jefferson, Mt. Angel, Scotts Mills, Silverton, and Woodburn who maintain their own funds and desire COG assistance with program administration (Exhibit D).
6. That the 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 is authorized to execute 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. That the Executive Director is authorized to execute contracts with member governments, not-for-profits, and/or other federal and state agencies associated with COVID-19 response and wildfire response, as opportunities arise and as requested by members to support community and economic response and recovery.
9. 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 16th day of March 2021.

ATTEST

Sal Peralta, Chair
COG Board of Directors

Scott Dadson
Executive Director

CONTRACT

LAND USE PLANNING SERVICES

THIS AGREEMENT is made and entered into this 1st day of July 2021 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, 2022 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 _____

By: _____
Scott Dadson, Executive Director

By: _____

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, 2021* and continue until *June 30, 2022* 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: _____
Scott Dadson, 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 2021 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, 2021, 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, 2021
October 1, 2021
January 1, 2022
April 1, 2022

- 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 disbursal 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

Scott Dadson, 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, 2022, 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: _____
Scott Dadson, Executive Director

By: _____



MEMORANDUM

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

DATE: March 16, 2021

FROM: Scott Dadson
Executive Director

SUBJECT: Resolution 2021-04: Annual Member 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 services to include legal services, recruitment services, charter reviews, professional staff evaluations, and other administrative and financial services to members.

BACKGROUND

Starting in 2018, the COG began offering legal services to its member governments. Currently seven jurisdictions have entered into contracts with the COG for legal services, which will expire on June 30, 2021. The recommended Board action would give the Executive Director the authority to enter into agreements to continue this service into 2021 and 2022.

RECOMMENDATION

Staff recommends the Board approve Resolution No 2021-04, authorizing the Executive Director to enter into contracts with member governments to provide services to include legal services, recruitment services, charter reviews, professional staff evaluations, and other administrative and financial services to members. .

Applicable hourly rates for this service will be established via separate memorandum on Resolution 2021-06

Attachment: Resolution 2021-04

BEFORE THE BOARD OF DIRECTORS

FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

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

RESOLUTION 2021-04

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 is authorized to execute with any member government an agreement for legal services that substantially conforms to the attached form of agreement
2. That the Executive Director is authorized to execute with any member government an agreement to provide other services to include recruitment services, charter reviews, professional staff evaluations, and other administrative and financial services to members.
3. 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 16th day of March 2021.

ATTEST

Sal Peralta, Chair
COG Board of Directors

Scott Dadson
Executive Director

CONTRACT

LOCAL GOVERNMENT ATTORNEY SERVICES

THIS AGREEMENT is made and entered into this ____ day of ____, 2021 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, 2022, 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: _____
Scott Dadson, Executive Director

By: _____

BEFORE THE BOARD OF DIRECTORS

FOR THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

In the matter for authorizing the signing of required Treasury Management Agreements and provision of banking services.

RESOLUTION 2021-05
BANKING SERVICES AUTHORIZATION

Resolution authorizing Wells Fargo Bank to provide banking services for the Mid-Willamette Valley Council of Governments and authorizing the 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 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:

Scott Dadson	Executive Director
Amber Mathiesen	Finance Director
Mike Jaffe	Program Director
Renata Chmielowski	Community Development Director

ADOPTED by the Board of Directors of the Mid-Willamette Valley Council of Governments at Salem, Oregon this 16th day of March 2021.

ATTEST

Sal Peralta, Chair
COG Board of Directors

Scott Dadson
Executive Director



MEMORANDUM

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

DATE: March 16, 2021

THRU: Scott Dadson
Executive Director

FROM: Amber Mathiesen
Finance Director

SUBJECT: Financial Report Through 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 96.5% of the anticipated current year revenue and all members have paid their dues for FY 2020-21. The beginning fund balance (carry forward) was \$20,332 lower than we anticipated in the budgeting process. Overall, operational expenses are slightly above budget (60.8%) 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 49.1%, total expenses are also slightly lower than target at 57.73%.

Transportation Program

Both revenues and expenditures in this program are running close to budget (43.1% and 45.9% respectively). Revenue in this area is on a reimbursement basis and, therefore, is a month behind expenditures.

GIS Program

Revenues in the GIS program are running behind budget, expenditures are slightly above (56.3% and 68.9% respectively). This is primarily due to revenue in this area being on a reimbursement basis and, therefore, running a month behind expenditures as well.

Land Use Planning

Land use planning revenues are running below budget at 38.1%. Expenditures are below budget at 47.4%. 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 months before being able to bill for a milestone. As of the end of January, we have received 28.8% of budgeted revenue. Overall expenditures are also below budget at 34.5%. We are in the process of closing out a grant that will generate some billings and revenue.

Housing Rehab Program

Housing Rehab Program revenues are at 33.9% 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 65.8% of budget.

Economic Development Services

Programs in this area are designed primarily to stimulate economic growth in our service area. Revenues are at 328.8% and expenditures are 326.1%. This is due to multiple grants received and processed relating to COVID-19 recovery efforts.

Business Lending Services

Operational expenses for the loan program are running at 36.6% of budget. Revenues are behind at 43.4% 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 above budget at 144.9% at this point in the year. This is due to loan clients resuming payments after COVID-19 related deferrals.

Mid-Willamette Valley Council of Governments
FY 2020-21 Summary Financial Report
For seven Months Ending 1/31/2021 (59% 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	-	-		-	-		1,371,923	499,143	36.4%	-	-		-	-		-	-	
State	-	-		-	-		123,508	83,857	67.9%	374	-	0.0%	9,600	9,739	101.5%	-	-	
Local	484,969	468,089	96.5%	544,335	267,052	49.1%	82,523	97,706	118.4%	61,351	34,746	56.6%	341,010	142,551	41.8%	220,084	318,983	144.9%
Total Revenues	484,969	468,089	96.5%	544,335	267,052	49.1%	1,577,954	680,705	43.1%	61,725	34,746	56.3%	350,610	152,291	43.4%	220,084	318,983	144.9%
Requirements																		
Personal Services	(151,773)	(60,738)	40.0%	(335,552)	(176,897)	52.7%	(1,015,959)	(523,664)	51.5%	(42,170)	(30,147)	71.5%	(377,613)	(128,089)	33.9%	-	-	
Indirect	(37,640)	(15,063)	40.0%	-	-		(251,959)	(129,868)	51.5%	(10,459)	(7,476)	71.5%	(93,647)	(31,766)	33.9%	-	-	
Materials & Services	(252,493)	(192,891)	76.4%	(130,155)	(90,155)	69.3%	(322,640)	(76,559)	23.7%	(9,096)	(4,901)	53.9%	(38,192)	(26,551)	69.5%	-	-	
Total Operational Costs	(441,906)	(268,692)	60.8%	(465,707)	(267,052)	57.3%	(1,590,558)	(730,092)	45.9%	(61,725)	(42,524)	68.9%	(509,452)	(186,406)	36.6%	-	-	
Results from Operations	43,063	199,397		78,628	(0)		(12,604)	(49,387)		-	(7,777)		(158,842)	(34,115)		220,084	318,983	
Other Resources																		
Transfers	7,521	-	0.0%	-	-		84,564	12,911	15.3%	-	-		208,043	-	0.0%	-	-	
Designated Reserves	107,936	87,604	81.2%	-	-		105,187	182,899	173.9%	-	-		780	-	0.0%	1,854,773	-	0.0%
Undesignated Reserves	201,450	-	0.0%	-	-		-	-		-	-		-	-		-	-	
Other Requirements																		
Grants & Loans	-	-		-	-		-	-		-	-		-	-		(455,000)	-	0.0%
Capital Outlay	(19,800)	(16,537)	83.5%	-	-		-	-		-	-		-	-		-	-	
Transfers	(8,519)	-	0.0%	-	-		(84,564)	(12,911)	15.3%	-	-		-	-		(208,044)	-	0.0%
Designated Reserves	(84,666)	-	0.0%	(78,628)	-	0.0%	(92,583)	-	0.0%	-	-		(49,981)	-	0.0%	(1,411,813)	-	0.0%
Undesignated Reserves	(246,985)	-	0.0%	-	-		-	-		-	-		-	-		-	-	
Balance	-	270,465		-	(0)		-	133,513		-	(7,777)		-	(34,115)		-	318,983	

	Land Use Planning			Grant Administration			Housing Rehab Program			Economic Development			Overall Summary		
	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%	Budget	Actual	%
Resources															
Federal	-	-		5,000	-	0.0%	-	-		475,000	68,750	14.5%	1,851,923	567,893	30.7%
State	-	-		-	-		-	-		588,000	3,748,800	637.6%	721,482	3,842,396	532.6%
Local	460,769	175,372	38.1%	107,500	32,438	30.2%	82,918	28,113	33.9%	165,000	220,500	133.6%	2,006,124	1,518,498	75.7%
Total Revenues	460,769	175,372	38.1%	112,500	32,438	28.8%	82,918	28,113	33.9%	1,228,000	4,038,050	328.8%	4,579,529	5,928,787	129.5%
Requirements															
Personal Services	(367,931)	(173,090)	47.0%	(60,934)	(28,451)	46.7%	(58,661)	(39,579)	67.5%	(119,850)	(85,062)	71.0%	(2,194,891)	(1,068,820)	48.7%
Indirect	(91,247)	(42,926)	47.0%	(15,112)	(7,056)	46.7%	(14,548)	(9,816)	67.5%	(29,723)	(21,096)	71.0%	(544,335)	(265,067)	48.7%
Materials & Services	(38,255)	(19,871)	51.9%	(37,521)	(3,683)	9.8%	(9,709)	(5,177)	53.3%	(1,078,427)	(3,898,593)	361.5%	(1,786,333)	(4,228,225)	236.7%
Total Operational Costs	(497,433)	(235,888)	47.4%	(113,567)	(39,190)	34.5%	(82,918)	(54,571)	65.8%	(1,228,000)	(4,004,751)	326.1%	(4,525,559)	(5,562,112)	122.9%
Results from Operations	(36,664)	(60,515)		(1,067)	(6,752)		-	(26,458)		-	33,299		53,970	366,675	
Other Resources															
Transfers	(68)	-	0.0%	1,067	-	0.0%	-	-		75,000	-	0.0%	376,127	12,911	3.4%
Designated Reserves	130,814	-	0.0%	-	-		-	6,082		2,897	36,854	1272.2%	2,202,387	313,440	14.2%
Undesignated Reserves	-	-		-	-		-	-		-	-		201,450	-	0.0%
Other Requirements															
Grants & Loans	-	-		-	-		-	-		-	-		(455,000)	-	0.0%
Capital Outlay	-	-		-	-		-	-		-	-		(19,800)	(16,537)	83.5%
Transfers	-	-		-	-		-	-		(75,000)	-	0.0%	(376,127)	(12,911)	3.4%
Designated Reserves	(94,082)	-	0.0%	-	-		-	-		(2,897)	-	0.0%	(1,736,022)	-	0.0%
Undesignated Reserves	-	-		-	-		-	-		-	-		(246,985)	-	0.0%
Balance	-	(60,515)		-	(6,752)		-	(20,376)		-	70,153		-	663,578	



MEMORANDUM

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

DATE: March 16 ,2021

THRU: **Scott Dadson**
Executive Director

FROM: **John Safstrom**
Loan Program Manager

SUBJECT: Business Lending Program Update

The COG loan program Loan Administration Board approved the first two loans from the CARES Act grant. One loan for the purchase of the former Independence City Hall for a brewery and taphouse, and the second loan for the purchase of equipment for a food processor in McMinnville. Two loan applications are pending the review of the Loan Administration Board, one in Salem and the other in Yamhill County.

The Loan Administration Board completed the remaining administrative review and made a recommendation to the COG Board of Directors to complete the application to defederalize the current Economic Development Administration (EDA) Revolving Loan Fund (RLF). The Revolving Loan Fund, once defederalized, will be able to set loan program guidelines for lending to small businesses and not be subject to time consuming reporting to EDA. However, EDA will maintain an oversight role and some of the RLF program conditions are subject to the EDA prevailing wage rules for loans to businesses with construction projects.

The loan program is providing services to Pioneer Trust Bank for the Payroll Protection Program second round of financing. The loan program assisted Pioneer Trust Bank with the first round of the PPP loan program.



MEMORANDUM

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

DATE: **March 16, 2021**

THRU: **Scott Dadson**
Executive Director

FROM: **Renata Wakeley**
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 staff, in partnership with **Willamette Workforce Partnership** (WWP), additional funding assistance provided by the **Oregon Community Foundation** (OCF) and match funds contributed by both **Marion** and **Yamhill** counties, distributed over \$2.8 million in grant funding from **Business Oregon's Emergency Business Assistance Matching (EBAM)** grant funding between September 2020 and January 2021.

In partnership with the Mid-Valley **Regional Solutions Team** (RST), COG staff continues to work submitted projects through Economic Development Administration (EDA) and RST staff to identify potential funding sources.

COG continues to support **Marion County** and the **Santiam Canyon** communities with wildfire response and recovery. In addition to hosting the City of Detroit in our mezzanine to provide temporary city hall space, COG staff has provided assistance in hosting and coordinating City Council and Planning Commission meetings; provided technical assistance related to Coronavirus Relief Funding (CRF); supported land use planning applications and code updates to respond to immediate fire recovery and rebuilding, including hosting two meetings and support related to the Construction Alliance project to build a new city community center on donated property within the City of Detroit.

We continue to staff the **North Santiam Canyon Joint Task Group** and **North Santiam Sewer Authority** (NSSA) in next steps related to the North Santiam Wastewater Treatment Facilities Master Plan and the new Santiam Sewer ORS 190. The engineering contract for facility planning was executed in August 2020.

Staff continues to support **Silverton** with a \$1.15 million **Public Works** grant award from the **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 completed one (1) year of temporary planning assistance to the city of **Dundee**, via their contract with Newberg, as they worked to recruit a new senior planner.

In coordination with **Marion County** staff, COG planners have served on several ad hoc **Santiam Canyon Task Force** and “tacticians” meetings focused on navigating obstacles that businesses and individuals may face in the recovery and rebuilding process. Other representatives include Marion and Linn County Building, Planning, and Economic Development staff; Business Oregon; DLCD; SBDC; SEDCOR; and the North Santiam and the Stayton-Sublimity Chambers of Commerce.

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. We continue to assist **Amity** with their water improvements project, the city of **Jefferson** on a Davis-Bacon and BOLI wage monitoring requirements related to an 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 is supporting the city of **Woodburn** with the recent award of a \$1.5 million CDBG application for a Family Resource Center.

Housing Rehabilitation

The City of Stayton and COG have expended almost 100% of their \$400,000 Housing Rehabilitation CDBG award, servicing eligible persons in manufactured home parks or persons ineligible under current housing rehabilitation program rules. As part of our initial application, we estimated assistance to 30 manufactured homeowners and to date, we have assisted 35. The project also expanded the initial service area to include all Marion County cities and unincorporated Marion County including:

Thirteen (13) homeowners in **Stayton**, four (4) in **Mt. Angel**, five (5) in **Aumsville**, two (2) in **Sublimity**, three (3) in **Hubbard**, one (1) in **Silverton**, and seven (7) in unincorporated **Marion County**.

Staff is also assisting property owners with housing rehabilitation loans in **Aumsville** (1) **Jefferson** (2), unincorporated **Marion County** (1), **Silverton** (2), **Mt. Angel** (1), and **Turner** (2).



MEMORANDUM

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

THRU: Scott Dadson
Executive Director

FROM: Mike Jaffe
Transportation Program Director

SUBJECT: Transportation Program Update

DATE: March 16, 2021

Mid-Willamette Area Commission on Transportation (MWACT)

Elections: Dallas City Councilor Ken Woods, Jr. was re-elected MWACT chair for 2021. Keizer Mayor Cathy Clark was re-elected Vice Chair. Chair Woods welcomed new member, Marion County Commissioner Danielle Bethell. She replaces Sam Brentano, who served on the commission for several years. Another new member is Yamhill County Commissioner Casey Kulla. Commissioner Kulla previously served as an alternate on the commission.

The **I-5 @ Donald/Aurora interchange** was constructed about 60 years ago and has been described by the Oregon Department of Transportation (ODOT) as the worst unsignalized interchange on I-5 within Oregon, both geometrically and operationally. HB2017 provided \$25 million for reconstruction of the interchange and nearby roads, and ODOT was able to secure another \$25 million in order to construct Phase 1 of the rebuild. Phase 2 would cost \$26 million. With additional federal revenues available to Oregon, Marion County wrote to the Oregon Transportation Commission (OTC) requesting the funds to combine and complete both Phase 1 and Phase 2. In January, MWACT wrote a letter in support of Marion County's request. Several MWACT members provided testimony in support of the proposal for the \$26 million. However, the OTC did not approve the extra funds to complete Phase 2. ODOT is now preparing to submit a federal INFRA competitive grant for the Phase 2 funds.

In December and January, MWACT reviewed applications put forth by transit agencies and local governments for ODOT grants from the STIF Discretionary Fund and the Statewide Transit Network Program. Project awards will be announced in mid-2021. The grants reviewed by MWACT were:

1. *City of Woodburn - Volunteer Out-of-Town Medical Transportation Program*
2. *SAMTD – Small buses for Cherriots Local Service*
3. *SAMTD 2 – South Salem Transit Center*
4. *Yamhill County – Hwy. 99W Transit Corridor Pilot (McMinnville to Junction City) – [Note: Benton County is partnering with Yamhill on this pilot service]*
5. *Benton County - Hwy. 99W Transit Corridor Pilot*

6. Tillamook County Transit – Route 60X (Lincoln City - Grand Ronde - Salem)

MWACT members received a presentation about the **Oregon Strategic Action Plan (SAP)**. The Oregon SAP has three strategic priorities: equity, modern transportation system, and sufficient and reliable funding. These three Strategic Priorities will inform the OTC's and ODOT's work, guide their decision-making (in particular their funding decisions), and provide objectives against which they will hold themselves accountable. Strategic outcomes for 2021-2023 include reduction of Oregon's carbon footprint, implementation of a social equity framework, implementation of transformative technologies, and achieving sufficient funding.

ACT Reset: Twenty-five years ago, the OTC began establishing Area Commissions on Transportation (ACTs) to advise the OTC regarding regional transportation issues and to help determine how projects should be prioritized in the ACT's area, particularly on the state transportation system. MWACT was one of the first established ACTs. MWACT Chair Ken Woods noted that originally ACTs met with the other ACTs to discuss each area's priorities in order to recommend funding at least one project for each ACT. He added that an OTC Commissioner was associated with each ACT so there was more direct interaction with the OTC.

Over the years, with the Legislature selecting transportation projects and discretionary funding decreasing, there have been less project applications to prioritize or other recommendations needed by the ACTs. To address this, the OTC wants to engage the ACTs in resetting the OTC/ACT relationship. This was discussed at the February MWACT meeting and will continue for several more months in 2021. The OTC also want to have more direct communications between the ACTs, individual commissioners, and the OTC on a regular basis.

Salem Keizer Area Transportation Study (SKATS)

Draft 2021-2022 Unified Planning Work Program (UPWP)

SKATS staff developed the draft 2021-2022 Unified Planning Work Program (UPWP), which describes the proposed regional transportation planning work for SKATS from July 2021 to June 2022. The draft UPWP has been reviewed by the SKATS TAC and Policy Committee members along with local, state, and federal agencies. After some final adjustments, the SKATS Policy Committee is scheduled to adopt the 2021-2022 UPWP during their April 2021 meeting.

Coronavirus Response and Relief Supplemental Appropriations Act

In December 2020, Congress authorized the ***Coronavirus Response and Relief Supplemental Appropriations (CRRS) Act***. This legislation will provide additional federal transportation funding to all states. For Oregon, there is a total of \$124 million of highway funds plus \$225 million of transit funds. SKATS will get a little more than **\$1.9 million** of these CRRS highway funds. The specific use of these funds will be determined over the next several months by the SKATS Policy Committee with input from the SKATS Technical Advisory Committee and SKATS staff.

Wheatland Road Corridor Study and Virtual Open House

Wheatland Road is a minor arterial in the north section of Keizer. In late February and March, a virtual Open House was created for the Wheatland Road Multimodal Corridor Study. COG staff helped the city of Keizer staff and their consultant prepare information for the virtual Open House; developed an online map to collect public comments; and helped promote the survey to the public.

The Open House materials provide information about existing conditions on Wheatland Road (traffic volumes, travel speeds, missing sidewalks, quality of street lighting, crash history, curb ramp compliance with ADA, etc.). The Open House survey asks the public to tell the city of what issues regarding Wheatland Road are most important for making Wheatland to consider for part 2 of the study, where the consultant and project team will develop design alternatives for the corridor.

Keizer Growth Transportation Impacts Study

The purpose of this study is to estimate the level of investment need for Keizer's transportation system to support expansion of Keizer's Urban Growth Boundary (UGB) to the north. Two scenarios/land-use options were considered:

- a smaller expansion area of 62 acres that includes industrial and commercial land for employment (1000 jobs) along with multi-family housing units.
- a larger expansion area of 120 acres that includes industrial and commercial land (for 2000 jobs) plus space for up to 2,000 single-family and multi-family housing units.

Both options are feasible. The smaller expansion would require \$17 million in transportation improvements, and the larger expansion would require \$36 million. These amounts are in addition to other transportation projects and costs already assumed to be completed over the next 20 years. The consultant provided the results of the study in October to both the Keizer's Planning Commission and Keizer City Council. On November 2, 2020, the Keizer City Council adopted a resolution approving the report of the consultant for the Keizer Growth Transportation Impact Study. The SKATS Policy Committee were given a presentation of the study by Keizer's Senior Planner Shane Witham at their January 2021 meeting.

Supporting City of Salem's "Our Salem" and Climate Action Plan Task Force

SKATS staff have run the MPO's transportation model for the city of Salem's land use scenarios developed in their "Our Salem" comprehensive plan process. This work has continued into 2021 with additional support to the city. The city staff has also asked SKATS to participate in their Climate Action Plan Task Force, which began in 2020 and will continue throughout 2021.

Annual Listing of Obligations (for SKATS Transportation Improvement Program)

Each year, SKATS is required to publish a list of the projects in the SKATS Transportation Improvement Program for which federal funds were obligated. In this case, "obligation" means that the federal agencies (primarily the Federal Highway Administration) have taken action to approve that federal funds can be expended for a project phase (typical phases are project design, purchasing right-of-way, or beginning construction). The FY 2020 report also includes information on completed projects or projects that are under construction. Another new item contained in this year's report is the comparison of the amount of federal funds proposed to be obligated with the amount actually obligated in federal fiscal year 2020. The FY 2020 SKATS Obligation Report was posted on the MWVCOG website.

Federal Funds Obligation Rates

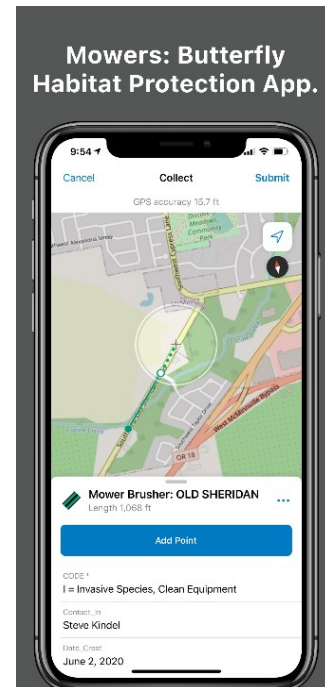
For a number of years, how to increase the obligation rate of federal funds for transportation projects has been under discussion between ODOT and the three large MPOs in Oregon. ODOT and the MPOs are developing a memorandum of understanding that will describe a process for increasing levels of

obligation targets in the future. As proposed, MPOs that meet or exceed the obligation rate targets will get a “reward” of a portion of any redistribution funds that come to Oregon from the federal government. However, not meeting the target can result in a penalty where transportation funds would be removed from the MPOs. Transportation staff have kept the SKATS TAC and Policy Committees updated regarding the latest developments with this issue.

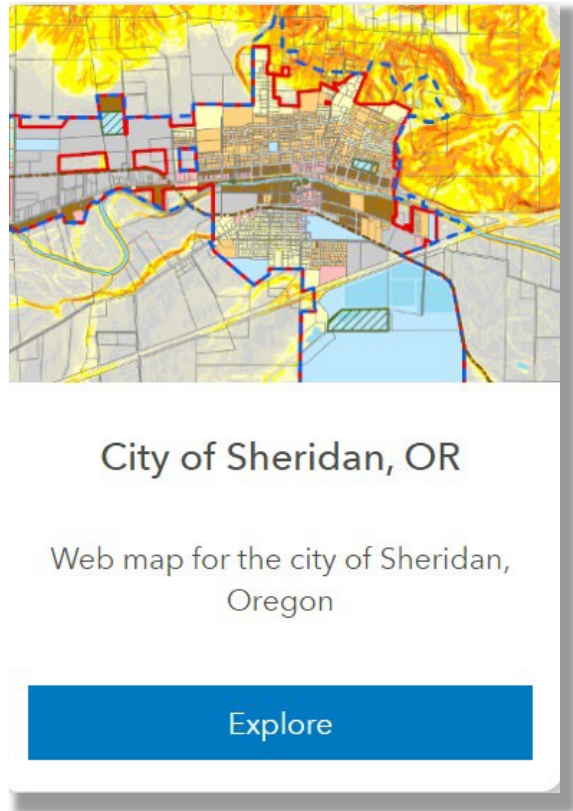
Census and Geographic Information Systems (GIS)



The COG’s GIS staff is currently developing three **custom GIS-centric mobile applications** to assist grass clearing and herbicide sprayer crews in **Yamhill County** to avoid protected habitat areas in the county. Kincaids Lupine (Fender Blue Butterflies) are currently protected and are very sensitive to habitat disturbances including mowing and herbicide spray. The ESRI Collector Applications tracks the crew vehicle location in real time and highlights the protected areas where clearing and spraying is not allowed. The Collector Application also highlight the habitat of Milkweed (Monarch Butterflies) and also warns the crew to avoid those habitat areas. The applications highlight protected areas under private management and identify invasive species habitat where



equipment needs to be cleaned before leaving the area to avoid the spread to other areas. Although the applications were originally designed for viewing purposes, they have now been extended to allow creating and attributing new habitat features in real time. The applications have been updated to a new application framework called Field Maps that includes the latest developments in data display and collection and allows for faster and more accurate display of geographic features. The applications will be paired with higher accuracy GNSS/GPS receivers to improve application accuracy and collection of protected habitat features, which will lead to better management and compliance with current protection laws.



GIS staff developed an **online web map application** for the **city of Sheridan** using ArcGIS Online. Users can search for properties by address, taxlot number, or account number; turn layers on and off (zoning, flood, parks, schools, and more); click on map features to see details; and print maps.

The application is one of many to be found on the MWVCOG's ArcHub page. Go to <https://tinyurl.com/mwvcog-gis>, look for the tile for the city of Sheridan, and click **Explore**.

The city of Sheridan GIS application is one of many GIS applications and maps COG GIS staff have created this year. Look for other application, maps, and other tools in the MWVCOG's ArcHub page by going to <https://tinyurl.com/mwvcog-gis>.

Census:

GIS staff assisted three COG-member cities with participation in the Census Bureau's Boundary and Annexation Survey (BAS) Program for 2021. BAS is an annual program in which cities, counties, and tribal governments are asked to submit legal boundary changes that have taken place in the previous year. BAS is a vital program that ensures that the Census Bureau can tabulate data from their surveys; such as the decennial Census, the American Community Survey, and Current Population Survey; for the correct boundaries. GIS staff provided technical assistance with creating digital map files and submitting them to the Census Bureau via their secure file server for the cities of Donald, Hubbard, and Lafayette. BAS is an annual program that takes place each year between January and May. Submissions of boundary changes received by March 1st will be included in that year's data tabulations. Changes that are submitted after March 1st, but before May 31st, will not be included in the same year's tabulations, but the updated boundaries will be incorporated in the BAS materials the following year. GIS staff strive to meet the March 1st deadline in order to ensure that survey data are tabulated for the current boundaries.



MEMORANDUM

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

DATE: March 16, 2020

THRU: **Scott Dadson**
Executive Director

FROM: **Amber Mathiesen**
Finance Director

SUBJECT: Resolution No. 2021-06, Establishing Rates for Services for FY 2021-22

ISSUE

Should the Mid-Willamette Valley Council of Governments (COG) Board of Directors adopt the attached resolution establishing rates for fee-for-service programs FY 2021-22?

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. 2021-06 establishing rates for fee-for-service programs FY 2021-22.

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 \$170 per hour. The second is for hearings officer services, which is at a rate of \$187 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, 2021. 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. The COG provides 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 \$152.07. The anticipated hourly cost for administrative support is \$72.31. Staff recommends a rate of \$180 per hour for the Executive Director and \$68 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, 2021.

Contract work includes current planning, special planning projects and long-range planning work, such as updating comprehensive plans, buildable land inventories and UGB expansions, code updates, mapping, etc. and this work is often shared between the local jurisdiction and private sector (if we are not successful in securing grant sources).

The staff recommended rates are intended to recover costs, however, some rates have historically been lower than cost recover. In these cases, we are raising these rates incrementally to improve recovery over time.

A market rate analysis of other planning services consultants within the region shows that, at the recommended rates, the COG proposed FY21/22 is in the mid-range of other planning consultants within the region.

Program attributes that set the COG apart, in addition to our hourly services contracts, 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 seven (7) 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.

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 School Finder), and other services requested by the district; and
- Mailing list GIS services for ODOT Region 2.

The \$99/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 (\$115/hour) and for

private sector (\$145/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 provides this service only for the geographic area inside the SKATS MPO area. The proposed Transportation Modeling services hour charges of \$125/hour is higher than the “break-even” costs of \$114.08/hour for a Senior Planner-Modeling and \$97.39/hour for an Associate Planner. In a typical year, the total amount of hours charged is less than 20 hours. Requests from our local governments within SKATS and ODOT for modeling forecasts and related outputs are 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 be 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/or 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 2021-06

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, 2021, and ending June 30, 2022, 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	\$170 per hour
Hearings Officer Services	\$187 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	\$180 per hour
Support Staff	\$68 per hour

Finance Services

Finance Director	\$118 per hour
Fiscal Assistant	\$87 per hour

Community Development Services

Land Use Planning (small cities)*

Senior Planner	\$92 per hour
Associate Planner	\$90 per hour
GIS Analyst	\$99 per hour
Support Staff	\$68 per hour

Grants Administration*

Grants Administration Specialist	\$79 per hour
Non-profit / Government Rate	\$87 per hour
For Profit Rate	\$92 per hour
Support Staff	\$68 per hour

Housing Rehab Services*

Grants Administration Specialist	\$79 per hour
----------------------------------	---------------

Economic Development Services*

Development Director	\$130 per hour
Senior Planner	\$92 per hour
Associate Planner	\$90 per hour
GIS Analyst	\$99 per hour
Support Staff	\$68 per hour

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

GIS/Data Services

Transportation Services

Transportation Director	\$145 per hour
-------------------------	----------------

GIS Services

Member Rate	\$99 per hour
Non-profit / Government Rate	\$115 per hour
For Profit Rate	\$145 per hour

Modeling Services

Member Rate	\$125 per hour
Non-profit / Government Rate	\$140 per hour
For Profit Rate	\$162 per hour

Loan Program Services

SBA Loans / Administration of Revolving Loan Programs

Program Manager	\$142 per hour
-----------------	----------------

Loan Officer	\$105 per hour
Servicing Specialist	\$87 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 16th Day of March 2021.

ATTEST

Sal Peralta, Chair
COG Board of Directors

Scott Dadson
Executive Director



MEMORANDUM

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

DATE: March 16, 2021

FROM: **Scott Dadson**
Executive Director

SUBJECT: Subcommittee on Legislative Subcommittee

ISSUE

Requesting nominations and/or volunteers amongst the Board of Directors to serve on a subcommittee on Legislative Positions, promotion, and engagement.

BACKGROUND

The Board of Directors, at their January 14, 2021 meeting, adopted the COG's State and Federal Legislative Priorities. The Board voted to create a Subcommittee of the COG Board to meet as needed regarding Legislative Policy.

RECOMMENDATION

The Board will accept nominations from the floor for this subcommittee.

Attached as separate document: MWVCOG Legislative Positions 2021



MEMORANDUM

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

DATE: March 16, 2021

THRU: **Scott Dadson**
Executive Director

FROM: **John Safstrom**
Loan Program Manager

SUBJECT: Authorize the Executive Director to Execute Agreement to Release Interest in a Revolving Loan Fund Award

BACKGROUND

Economic Development Administration (EDA) is allowing the EDA revolving fund programs to apply to de-federalize their revolving loan fund (RLF) programs (older than seven years since granted the EDA award). The EDA RLF lends to businesses under the EDA loan program rules and reporting requirements. De-federalized RLF loan programs must follow the intent of the original grant award but without the burdensome reporting requirements and restrictive lending policies.

The Staff has prepared the necessary documentation to proceed in defederalizing the current EDA RLF, which includes several documents and for the COG loan program Loan Administration Board to review and make a recommendation to the COG Board of Directors.

The timeline is to submit the de-federalizing request to EDA is critical to obtain the EDA approval as soon as possible, which may take three or more months after submission to EDA. As the de-federalization allow more flexibility to lend these funds the Staff recognizes quick submission to EDA is indicated.

PROCESS

First, the Loan Administration Board met March 4, 2021 and reviewed the revolving loan fund application to defederalize the current RLF grant, and now makes the recommendation to the COG Board to authorize the Executive Director to execute the Agreement to de-federalize the RLF EDA grant award. The final step is to submit the application to EDA for review.

ACTION REQUESTED

Authorize the Executive Director to Execute the Agreement.

Appendix B: Standard Release Agreement

AGREEMENT TO RELEASE THE EDA FEDERAL INTEREST IN A REVOLVING LOAN FUND AWARD

THIS AGREEMENT is between the United States Department of Commerce, Economic Development Administration (EDA) and Mid-Willamette Valley Council of Governments (Recipient).

WHEREAS, EDA, pursuant to its authority under the Public Works and Economic Development Act of 1965 (PWEDA) (42 U.S.C. § 3121 *et seq.*), awarded to Recipient one or more grants to capitalize a Revolving Loan Fund (RLF) bearing EDA award number(s) 073902393.01 (the Award).

WHEREAS, EDA retains a federal interest in the Award and Recipient has submitted a written request that EDA release its federal interest in the Award consistent with the requirements of the Reinvigorating Lending for the Future Act (Pub. L. 116-192), attached hereto as Appendix A (the Request).

WHEREAS, EDA and Recipient agree that the current value of the RLF capital base is \$2,375,340.33 the federal investment rate is 54.15%, and the federal share of the RLF capital base is \$1,286,246.79 (the Award Funds).

WHEREAS, EDA has determined that 1) more than seven years have passed since the final EDA disbursement to Recipient of funds under the Award, 2) Recipient has complied with the terms and conditions of the Award, and 3) Recipient proposes to use the Award Funds for one or more activities that continue to carry out the economic development purposes of PWEDA.

WHEREAS, EDA agrees herein to release its federal interest in the Award and Recipient agrees herein to use Award Funds for one or more activities that continue to carry out the economic development purposes of PWEDA.

NOW THEREFORE, EDA and Recipient agree as follows:

1. EDA's Release. EDA agrees to release its federal interest in the Award. EDA's reversionary interest in the Award will cease to exist as of the effective date of this agreement.
 - a. Recipient's use of Award Funds no longer needs to comply with, among other things, the following authorities:
 - i. OMB regulations at 2 CFR part 200, including the Compliance Supplement at Appendix XI.
 - ii. EDA regulations at 13 CFR chapter III, including the RLF-specific regulations at part 307, subpart B (including the requirement at 13 CFR § 307.14 to submit Form ED-209 RLF Financial Report to EDA).
 - iii. The terms and conditions attached to the Award, including the Department of Commerce's Standard Terms & Conditions, the EDA RLF Standard Terms & Conditions, and any Special or Specific Award Conditions.
 - iv. The EDA-approved RLF plan or any related document governing administration of the Award.
 - b. This release of the EDA federal interest in the Award does not extend to or include a release of any other entity's interest in the RLF capital base, including another federal agency's

- interest in the RLF capital base. More specifically, if Community Development Block Grant funds from the U.S. Department of Housing and Urban Development (HUD) or funds from the U.S. Department of Agriculture (USDA) were used as local share under the Award, this release of the EDA federal interest does not extend to or include a release of any HUD or USDA federal interest in the RLF capital base. If Recipient seeks a release of another entity's interest in the RLF capital base, including another federal agency's interest in the RLF capital base, Recipient must negotiate such a release with the other entity and EDA will not participate in that negotiation.
2. Recipient's Use of Award Funds. Recipient agrees to use Award Funds for one or more activities that continue to carry out the economic development purposes of PWEDA.
- a. Recipient shall not use Award Funds to construct schools, community centers, municipal buildings, or otherwise use Award Funds to carry out activities outside of the economic development purposes of PWEDA, nor shall Recipient use Award Funds to pay general costs of government.
 - b. Recipient shall not transfer Award Funds to a natural person, for-profit entity, or other entity ineligible for award under sections 3(4) and 209 of PWEDA (42 U.S.C. § 3122(4) and § 3149). For the sake of clarity, Award Funds may be used to contract with for-profit entities for goods and services for one or more activities that continue to carry out the economic development purposes of PWEDA and to operate an RLF that makes loans to for-profit organizations.
 - c. Award Funds must be used in a manner consistent with EDA's non-relocation policy. Specifically, Recipient shall not use Award Funds to induce the relocation of existing jobs within the U.S. that are located outside of a jurisdiction to within that jurisdiction in competition with other U.S. jurisdictions for those same jobs.
 - d. Award Funds must be used in accordance with section 602 of PWEDA (42 U.S.C. § 3212). Specifically, Recipient shall ensure that all laborers and mechanics employed by contractors or subcontractors on projects assisted by Award Funds shall be paid wages at rates not less than those prevailing on similar construction in the locality as determined by the Secretary of Labor as provided by section 602 of PWEDA or as it may be amended in the future.
 - e. Recipient shall use Award Funds in accordance with applicable federal, state, and local law, including applicable non-discrimination law. Recipient may not use Award Funds for any purpose that would be prohibited by the Establishment Clause of the U.S. Constitution if the Award Funds were expended directly by the Federal Government.
 - f. Recipient is not required by the terms of this Agreement to seek EDA approval or permission to use Award Funds for one or more activities that continue to carry out the economic development purposes of PWEDA but that differ from the activities described in the Request, attached hereto as Appendix A.
 - g. Recipient shall provide timely and accurate responses to EDA inquiries regarding Recipient's use of the Award Funds. Following the release of EDA's federal interest, EDA remains interested in working with Recipient to promote Recipient's RLF or other activities that continue to carry out the economic development purposes of PWEDA.
3. Enforcement. In the event that EDA determines that Award Funds have been used in a manner inconsistent with this agreement, EDA may require Recipient to return the misspent portion of the Award Funds to the Federal Government, which may include the establishment of a debt with the U.S. Department of the Treasury.

4. Indemnification. To the extent permitted by law, Recipient agrees to indemnify and hold the Federal Government harmless from and against all liabilities that the Federal Government may incur as a result of releasing EDA's federal interest in the Award.
5. Governing Law; Severability. This Agreement is governed by applicable federal law, if any, and if there is no applicable federal law by state law. The terms of this Agreement do not limit the rights EDA, its designees, successors, or assigns are entitled to under applicable federal or state law. In the event that any provision or clause of this Agreement conflicts with applicable law, such conflict shall not affect other provisions of this Agreement that can be given effect without the conflicting provision, and to this end the provisions of this Agreement are declared to be severable.
6. Entire Agreement. This Agreement contains the entire understanding of EDA and Recipient with respect to the subject matter hereof and supersedes all prior agreements and understandings, oral or written, with respect to such matters.
7. Authority. Recipient represents that (a) it has the power and authority to execute and perform this Agreement, (b) the execution and performance of this Agreement by Recipient have been duly authorized by all necessary corporate or other actions, (c) Recipient has duly and validly executed this Agreement, and (d) this Agreement is a legal, valid, and binding obligation, enforceable against Recipient.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, EDA and Recipient have caused this Agreement to be duly executed by their respective officers as of the date indicated.

**DEPARTMENT OF COMMERCE,
ECONOMIC DEVELOPMENT ADMINISTRATION**

By: _____

Regional Director
Seattle Regional Office

Date

MID WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

By: _____

Scott Dadson
Executive Director

Date

Appendix A

[Attach Recipient's written request that EDA release its federal interest in the Award.]