

Final Meeting Minutes
Spokane River Regional Toxics Task Force
Administrative and Contracting Entity (ACE)
June 26, 2013
8:15 a.m. – 9:00 a.m.

Directors in Attendance

Doug Krapas
Dale Arnold
Bud Leber
Dave Moss
Rick Eichstaedt (arrived at 8:30)

Directors Absent

Tom Agnew
Guests
Bart Mihailovich
Adriane Borgias
Stuart Cassel

1. Review of Agenda

- a. Brief discussion of the bylaws and whether Dave Moss counts as a director for the purposes of meeting quorum
 - i. Per the bylaws, Dave Moss is a director (See Agenda Item 2); Quorum met
- b. Brief review of the items on the agenda by Bud Leber; P.O. Box added to Miscellaneous items
- c. Motion by Dale Arnold to approve the minutes from the last meeting; Seconded by Dave Moss; Approved.

2. Spokane County Director Replacement

- a. Follow-up on Bruce Rawls resignation as an ACE director
- b. Dave Moss has been approved by Spokane County to succeed Bruce Rawls as the County's ACE representative.
 - i. No vote was necessary
 - ii. Per the bylaws, all member entities of ACE receive one representative; Dave Moss is the representative for Spokane County.

3. Election of New Treasurer

- a. Follow-up on Bruce Rawls resignation as ACE treasurer; Election of a new one is needed.
- b. Motion by Bud Leber to nominate Dave Moss; Seconded by Dale Arnold; Approved
- c. Dave Moss was elected treasurer by unanimous vote.

4. Status of Spokane County Sub-Agreement for Ecology Grant to ACE

- a. Concerns over several of the items in the previously proposed agreement
 - i. Directors' insurance and other insurance requirements
 - ii. Copyrighting clause contrary to what was in the Ecology-County agreement
 - iii. Bruce Rawls, Dave Moss, and Bud Leber met with Jennifer Stapleton (Spokane County Grants Manager) to discuss these concerns
 - iv. Directors Insurance and Copyright issues were cleared up by Jennifer and we now have a revised draft from the County for ACE to execute

- v. Initial thought was that it would be easy to take the LimnoTech invoices and status reports and use those documents to get grant money reimbursements from Ecology for ACE payment to LimnoTech
 - 1. Instead, must give LimnoTech invoices to the County, ACE will issue payment to LimnoTech, and the County will seek reimbursement from Ecology and then forward to ACE
 - 2. Bud Leber expressed his belief that this seemed like an important coordination issue between Ecology and the County
- b. Discussion on the clause concerning “matching funds”
 - i. Standard practice in the “grant world” is to provide the matching funds at the time of grant
 - 1. Under one interpretation, ACE would have to incur at least \$70,000 in LimnoTech expenses by the end of June 2013 to get the \$35,000 payment —this timeframe is not workable
 - 2. This potential matching requirement would essentially cut in half the money ACE receives from Ecology because of how the clause was written between Ecology and the County
 - ii. ACE has the money to match but there are concerns over that as well; A potential solution was discussed
 - 1. Amend the Ecology-County agreement so that it continues past June until August 2013; The grant would still only apply to work completed by June 30th, but the matching period will cover through August.
 - 2. With this amendment the entire agreement spans to August; Expenditures made between March and August can still be matched even though the grant is for work done by June 30th
 - 3. Grant applies to work completed by June 30th, but the match will extend to August
 - 4. Requires that ACE have all of the necessary paperwork to the County and Ecology for LimnoTech work through June 28. The County will then use that information to submit a grant reimbursement request to Ecology.
 - 5. Bud Leber spoke with Adriane Borgias to ensure that Ecology is satisfied with what ACE and Spokane County will provide to them
 - 6. Ecology needs no special forms; Only the invoices are required and the status reports should be included with the invoices as well (these documents will be given to Dave Moss)
 - 7. Providing that documentation should be all of the proof Ecology requires to show that work has been done
 - 8. Adriane Borgias asked that ACE submit the invoices to Ecology by July 15, 2013; Bud Leber must provide Dave Moss with all the need documentation as of 28th
 - 9. Adriane recommended that the invoice be dated for June 28th and that it be submitted it on time
 - iii. Adriane Borgias had a conversation with Ben Brattebo about extending the time on the contract; Discussed some options

1. Extend the contract knowing that this work must be done by June 30th, but leave the contract open
 - a. Ecology and county must sign the amendment
 - b. The County must fill out and return a slip stating it will go in to suspension if the Legislature does not pass a budget
2. According to Adriane Borgias, there is no match requirement as far as Ecology is concerned; It is solely a County concern
- c. Discussion on the possibility of turning ACE into a Quasi-Governmental Non-Profit (QGNP)
 - i. Spokane County had previously worked to set-up a non-profit job training program involving several municipal and private entities
 - ii. As a result of ACE having a similar structure, it could consider a QGNP
 - iii. Would require changes to how ACE manages its accounting; Research is required on this issue-by Rick Eichstaedt
 - iv. Would this organizational structure (QGNP) make it easier to facilitate the future movement of funds?; Research required here
 1. Money previously went through Ecology because they believed it was easier; Could continue to be done in the future
- d. Doug Krapas asked about future grant opportunities for ACE
 - i. Jennifer Stapleton was going to give Bruce Rawls the revised incorporation; Dave Moss saw this document and it seemed like a draft
 1. Dave Moss to follow-up on this issue
 - ii. Rick Eichstaedt explained how Andy Dunau gets money for Spokane River Forum; Does the type of money being sought make a difference; Follow-up may be required
 - iii. Questions over whether grant money has to go through the County and through a government entity, or to ACE directly?
 1. Adriane Borgias explained that it can go directly to ACE; Referenced \$35,000 that was provided earlier in case other money was delayed
- e. Doug Krapas expressed his desire for a streamlined process for ACE grant options, and to make the process less difficult in the future
 - i. Discussion on whether it would be beneficial to discuss Grant issues, concerns, and questions with Steve Faust
 - ii. Rick Eichstaedt suggested that ACE compile an extensive list of technical questions for the next meeting
 - iii. Adrian asked that if a list of questions is developed, please get it to her ASAP so she can clarify
- f. Rick Eichstaedt noted that he had submitted the forms for the Gonzaga business law clinic, per approval at last meeting., and the Clinic is now waiting to hear back from Rick Eichstaedt
- g. Bud Leber stated that the concerns with the original contract have been resolved; The sections at-issue are now corrected
 - i. The revised contract is likely the template to be used in future dealings with Spokane County; The County waived the director's insurance requirement (this time only?)

- ii. Dave Moss stated that if the current form of agreement is usable then he is fine with that; but can it be easier for the future is the question
- iii. When asked if there were any reservations about signing the contract, No Opposition was expressed
- iv. Motion by Rick Eichstaedt to approve the contract; Seconded by Doug Krapas; Approved
 - 1. Bud Leber will sign the contract and provide it to those County for final approval at the Commissioner's meeting on July 9, 2013

5. Status of Director's Insurance

- a. Bruce Rawls sent Bud Leber an email he received from Louie Louis with Arthur Gallagher Risk Management Services (Broker)
 - i. Contacted 9 insurance companies; 8 declines
 - 1. Declines were due to Nature of Operations (5); Size of Organization (1); Nature of Operation & Financials (1); Being a Start-Up and Nature of Operations & Financials (1)
 - ii. RSUI Group indicated that they will, at some point, provide a quote of terms they can offer to ACE; Formal proposal being prepared as of June 17 and the cost of the policy is not available
- b. Doug Krapas inquired about whether or not the Insurance Companies have an understanding of ACE operations
 - i. Suggested that Steve Faust write up a synopsis to explain ACE to the Insurance Companies
 - ii. With more information, insurance companies may be less likely to decline ACE's requests due to "nature of operations"
- c. Rick Eichstaedt followed-up on his own inquiries into Director's insurance
 - i. Waiting for a quote from the Center for Justice's (CFJ) insurance company
 - ii. Also, the River Network (CFJ umbrella organization) has a discount rate for director's insurance
 - 1. Rick was planning on contacting them but is waiting on CFJ's insurance and RSUI
 - 2. Suggested maybe do it anyway; Would provide a 3rd option
 - iii. Rick will continue to check the status of these inquiries and provide further details in the future; Also waiting on Louie Louis as well

6. Cash Flow Issues

- a. Status check of payment by the City of Spokane is underway via Dale Arnold; Had no updates; At last review of account, Dale did not know the exact amount
 - i. ACE account balance is currently \$39,000; An invoice was just received for \$11,000-\$12,000 (payable)
 - ii. June 2013 invoice from LimnoTech is coming, should be close to the other 11-12K and then close to the current account balance
- b. There is currently no signature on the ACE bank account because Bruce Rawls has resigned, so new signature authorizations needs to be done

7. Bank Account Signature Authority

- a. Discussed during the conversation about Cash Flow Issues above

- b. There is currently no signature on the account; This issue must be squared away; Who has this authority since Bruce left?
 - i. Per the bylaws, the Treasurer and Secretary have signature authority
- c. Dave Moss will require the minutes from this meeting in order to show his election as Treasurer to the Numerica Bank and receive signature authorization.
 - i. Rick Eichstaedt may also need a copy of the minutes to show he is the ACE Secretary
 - ii. Both Dave Moss and Rick Eichstaedt have a copy of the bylaws showing that the Treasurer and Secretary have signature authority
- d. Approve these minutes ASAP (circulate via email) so that Rick Eichstaedt and Dave Moss have the documentation needed by the bank

8. Miscellaneous Items

- a. Discussion on obtaining a P.O. Box
 - i. Delayed until the next meeting; Concerns over time before the SRRTTF meeting
 - ii. Rick Eichstaedt suggested that it might be good to discuss this issue with Steve Faust; Avoid having to pay any city licensing fees, etc.
 - 1. Check with Steve Faust to make sure what requirements are?
- b. Rick Eichstaedt will circulate an email on possible agenda items for the next ACE meeting if he meets with Steve Faust prior to then
- c. Motion to adjourn by Dale Arnold; Seconded by Rick Eichstaedt; Approved. Meeting closed.