

February 9, 2023 Regular Board Meeting

7:30 – 9:00 AM

Minutes – Board Meeting (held via teleconference and in person)

Attendance

S3R3 Solutions Members physically present: Greg Birchell, Al French, Larry Krauter, Scott Simmons

S3R3 Solutions Members present via teleconference: Breean Beggs, Johnnie Perkins

S3R3 Solutions Members absent: None

S3R3 Solutions Staff physically present: Karen Corkins, Project Manager; Gerry Gemmill, Interim Executive Director; Sueann Herkel, Executive Assistant; Taudd Hume, Legal Counsel

S3R3 Solutions Staff present via teleconference: None

Guests physically present: Vince Barthels, Mark Brewster, JE McHugh, Craig Volosing

Guests present via teleconference: None

Meeting called to order 7:30 AM

Welcome and Introductions:

Board Chair Larry requested a roll call, quorum present.

Public Comment/Courtesy of the Floor:

Public Comment was requested by Board Chair Larry Krauter. He advised that there will be a three-minute limit. Attendee JE McHugh stated she would like a standing meeting with S3R3 Solutions staff.

Action Item No. 1 – Consent Agenda

Board Chair Larry Krauter called for a motion to approve the Consent Agenda Action Item No. 1 which included minutes for the January 12, 2023 Board Meeting, and financials for January 1 – 31, 2023. Board Vice Chair Al French motioned for approval, Board Member Scott Simmons seconded, motion passed unanimously.

Action Item No. 2 – Amendment to Bylaws

Legal Counsel, Taudd Hume, briefed the changes to the Bylaws to include the word “consecutive” to Article 4.2. Additionally, in the original Bylaws, Article 3 was misnumbered and should be renumbered correctly. Board Chair called for a motion to approve the proposed changes to the Bylaws. Board Vice Chair Al French motioned, Board Member Johnnie Perkins seconded, motion passed unanimously. Board Secretary Scott Simmons motioned to approve the renumbering of Article 3. Board Vice Chair Al French seconded, motion passed unanimously.

Action Item No. 3 – Election of Board Officers

Discussion continued with regard to the Bylaws concerning the election of officers. Since proposals were suggested to amend the Bylaws, the Bylaws also state that the changes need to be sent to the County and City 10 days prior to going into effect. Because of that, elections of Board Officers will be temporarily suspended, all board members were in favor of the suspension.

Action Item No. 4 – Partnership Agreement

Board Chair Larry Krauter recognized Vince Barthels from T-O Engineers to brief on the Partnership Agreement with Habitat Banc NW, LLC. After a discussion regarding the agreement it was stated that it is favorable to S3R3 and will allow for future expansion, Board Chair Larry Krauter questioned the methodology regarding establishing the minimum value for each credit. Other board members suggested using language that adjusts for CPI while others thought that the decided upon factor could be determined at a later date. Mr. Barthels thought the partners would like concur and also suggested that the agreement and the deciding factor be reviewed every two years. Other questions that were asked of Mr. Barthels from various members of the board encompassed the following:

- Q - Is there a return on investment?
- A – Yes, should double within 15 to 20 years.

- Q – Is there a first right of refusal?
- A – Yes, for the S3R3 property.

- Q – Will the land and purchase of credits be restricted to allow for benefit of the West Plains?
- A – Not restrictive but preferential treatment to S3R3.

- Q – How does the price get set and can we buy for one price and sell for another?
- A – We cannot upsell as stated in our contract.

Considering the amount of questions and that some adjustments to the contract will need to be made, it was suggested and later decided upon that the matter of the contract will be tabled to either a special meeting or the next board meeting.

Action Item No. 5 – Master Service Agreement with Parametrix, Inc.

The Master Service Agreement (MSA) was reviewed by Karen Corkins, Project Manager who specifically mentioned that although we are seeking approval for the MSA, we will present each phase of the MSA to the board for discussion and approval. Further, it was briefed that the grant funds we are receiving to fund the MSA have a shelf life and we need to press forward. Board Chair Larry Krauter asked for a motion to authorize the current Interim Executive Director to sign the MSA. Board Member Greg Birchell motioned, Board Vice Chair Al French seconded, motion passed unanimously.

Project Updates, Presentations

As briefed by Project Manager Karen Corkins, the wetland deal is going back to a land swap, we are waiting for the current land owner to walk the property line to determine his final decision. Interim Executive Director Gerry Gemmill thought the deal would be complete within two weeks.

Unfinished Business

Recruitment of a firm to direct a search for the next S3R3 Executive Director was discussed, specifically going over the three proposals in response to the Request for Proposals. Of the three firms and by a score of the board members, Interim Executive Director Gerry Gemmill and S3R3 legal counsel Taud Hume were charged with pursuing a professional services agreement contract with Korn Ferry. If that contract does not formalize, then they are to proceed with ADK then Prothman.

Other Business

None

New Business

Interim Executive Director Gerry Gemmill announced his resignation as of March 20, 2023. Through singular conversations between S3R3 Board Members and Mr. Gemmill, it was discussed that Mr. Rick Romero would be an excellent Interim Director from March 2023 to the time that a new permanent Executive Director is brought on board. It was further discussed that Mr. Romero should be brought on board with the same arrangement as was given to Mr. Gemmill.

Board Member Items

None

The February 9, 2023 Board Meeting was adjourned at 9:05 AM.