



Clackamas, Hood River, and Wasco Counties

**Board Meeting
April 22, 2024
11:00 a.m. – 12:00 p.m.**

Virtual Only via Zoom: <https://us06web.zoom.us/j/84200118811>
Or call: 253-215-8782, Meeting ID: 842 0011 8811

AGENDA

Topic	Estimated Time	Item
Call to Order, Introductions		
Minutes	2 minutes	Approval
Financial Report	2 minutes	Acceptance
Budget Committee Update	5 minutes	Approval
Bylaws Revision Approval	5 minutes	Approval
Funded Loan Updates	25 minutes	Information

*Vibe Consignment
Full Circle, LLC
Picture This/ Westwind Frame and Gallery
Frutas Locas*

Executive Session per ORS 192.660 (f) (Exempt Documents)

Regular Session Reconvened

Other New Business, Good of the Order

Adjourn

The meeting location is accessible to persons with disabilities. If you have a disability that requires any special materials, services or assistance please contact MCEDD at (541) 296-2266 at least 48 hours before the meeting so arrangements for appropriate accommodations can be made.

Executive Session Protocol
Mount Hood Economic Alliance (MHEA) Board

After discussion agenda items are presented in open session by MHEA staff, the MHEA Chair will state the following: "Pursuant to ORS 192.660(f), Exempt Documents, I call the Executive session of the Mount Hood Economic Alliance to order"

MHEA Chair asks all non-staff and non MHEA members to leave the meeting, except that representatives of the news media are allowed to attend but cannot disclose any information. Staff will explain to visitors where they can wait and that they will be invited into Executive Session when their agenda item will be discussed.

For each discussion item on the agenda for Executive Session, the MHEA Chair will follow the following procedural steps:

1. Invite the loan applicant (or their representative) into the Executive Session for the presentation of their loan request. MHEA Chair requests a brief presentation from MHEA staff on a summary of the loan proposal or other discussion item.
2. After presentation of information by staff, the MHEA Chair asks if there are any questions for the loan applicant or MHEA staff.
3. Following questions and discussion by the MHEA, the loan applicant (and/or their representative) is asked to leave Executive Session with instruction that they will be invited into the Open session when Executive Session is adjourned.
4. MHEA Chair asks MHEA members if there is any discussion related to loan request that needs to take place before inviting the next loan applicant or other persons in to Executive Session for the next discussion item.
5. Additional discussion between the MHEA members takes place then Steps 1-5 are repeated for each following discussion item for Executive Session.

At the end of discussion, the MHEA chair will close the Executive Session. The MHEA moves back to open session. At this point, the MHEA Chair can ask for a motion of the decision items in open session. Open session is when the MHEA can make decisions on agenda items.

**MOUNT HOOD ECONOMIC ALLIANCE
BOARD MEETING MINUTES
Friday, February 16, 2024, 8:30am
Virtual Only**

ATTENDANCE

MHEA Members: Ken Bailey, Steve Kramer, Renate Mengelberg, Kristin Talamantez, Pam Gramenz, David Snider, Nate DeVol, Katie Kadlub, Matt Lorenzen, Valerie Egon

Staff: Jessica Metta (Executive Director), Ami Beaver (Loan Fund Manager), Jill Brandt (Administrative Assistant)

CALL TO ORDER / INTRODUCTIONS

Chair Renate Mengelberg called the meeting to order at 8:34 am. There was a quorum present. A round of introductions took place.

MINUTES APPROVAL

Renate Mengelberg asked for any questions, comments or changes to the December 2023 minutes. *There were none.*

Ken Bailey motioned to approve the December 18, 2023 minutes as presented. Katie Kadlub seconded the motion. All voted in favor, and the motion passed unanimously.

FINANCIAL REPORT

Jessica informed the Board that MCEDD's Finance Manager Dana Woods has resigned. She reported that finances were on track with the project management budget at approximately 50% ending January 31st. Only one loan has been approved this year, but there were some prospects in the pipeline. She pointed out that the report showed the status of each client's loan in detail. She opened the floor for questions.

Discussion: Steve asked for verification on Oregon Brineworks loan amount; Jessica confirmed the report is correct. There were no other questions or comments.

BUDGET COMMITTEE FORMATION

Jessica requested the formation of a budget committee as outlined in the packet. The proposed committee will have equal representation from both the board and the people served by MHEA: one board rep from each county, plus three members of public. MCEDD will issue a notice seeking volunteers and then will bring applications to the MHEA's March meeting for appointment. The committee will meet in April or May to review the draft budget and bring their recommendation to the June board meeting.

Discussion: Renate asked for Board volunteers to be on the committee. Katie Kadlub (Hood River), Matt Lorenzen (Clackamas), and Kristin Talamantez (Wasco) volunteered.

Steve Kramer motioned to approve the formation of the budget committee as outlined in the packet. Ken Bailey seconded the motion. All voted in favor, and the motion passed.

BYLAWS UPDATE

Jessica noted that we needed to update the MHEA bylaws to reflect the new IGA and some other clean ups since they haven't been touched in a long time. Changes and discussion items were highlighted in yellow throughout the draft. Jessica went through the document explaining the changes.

*Discussion: The Board discussed these changes: make the term two years or until a new member is appointed; remove any reference to the **Alliance** Board; remove the requirement for officers to be one from each county and for decisions to have a vote from each county; change the annual meeting to June; have the alternate vote if needed for quorum; add language about decisions being fair for all counties with an even distribution of funds.*

Jessica promised to make the updates as discussed to the draft and to bring back an amended draft to the next meeting for approval.

BANK ACCOUNT CHANGE

Jessica noted that MCEDD cannot initiate ACH payments for MHEA clients at Wells Fargo Bank, and thus clients often forget to send a check so that payments are late or forgotten. When MCEDD required all loans include automatic ACH enrollment as a condition of the loan, it drastically reduced staff time chasing down checks. Making this bank change will allow MCEDD to initiate the ACH payments so that clients' payments are automatic and not missed or late. Jessica noted that there could be more fees associated with Umpqua Bank than with Wells Fargo.

Discussion: Renate asked if the staff time saved would cover any fees associated with change. Jessica agreed. Renate asked if already established clients could be switched over. Jessica agreed that they could be enrolled after signing a consent. Ami added that the more recent MHEA loan clients will be excited to have this option. Renate asked if alternate payments such as Venmo or PayPal would be accepted. Jessica replied that there was no history of loan payments made through these channels.

Steve Kramer motioned to approve closing the MHEA bank account at Wells Fargo and opening a new MHEA account at Umpqua Bank with the approved account signers being the Board officers of Renate Mengleberg as Chair, Nate DeVol as Vice-Chair and Ken Bailey as Secretary/ Treasurer. David Snider seconded the motion. Kristin Talamantez abstained as an Umpqua Bank employee. Everyone else voted in favor and the motion passed.

LOAN MODIFICATION REQUEST: FRUTAS LOCAS

Ami asked to go into Executive Session to discuss the confidential loan materials for this client.

EXECUTIVE SESSION

Chair Renate Mengelberg read aloud the statute announcement. Per ORS 192.660 (f) (Exempt Documents) Mt. Hood Economic Alliance entered into Executive Session at 9:03 am.

Nate DeVol entered the meeting at 9:05am.

FUNDED LOAN UPDATES: PICTURE THIS/ WESTWIND FRAME & GALLERY

The Board continued in Executive Session to discuss confidential updates related to this client and the application recently reviewed from Mount Hood Senior Living.

Regular session resumed at 9:25 am.

LOAN ACTION: FRUTAS LOCAS

David Snider motioned to approve the loan modification for Frutas Locas with the conditions as presented by staff. Nate DeVol seconded the motion. All voted in favor, and the motion carried.

Terms:

- Loan amount: \$35,188.20
- Interest Rate: 10%
- Loan Term: 60 months (extend existing loan term by 12 months)
- Loan Payment: *24 monthly payments of \$500, followed by 35 monthly payments of \$959.23 and the balance due the 60th month.*

OTHER NEW BUSINESS

Nothing was noted from staff or Board members.

ADJOURNMENT

Renate adjourned the meeting at 9:26 a.m.

Respectfully submitted by Jill Brandt, Administrative Assistant

MHEA Financials
February 2024

Revenues						
	Budget	To Date	Balance	% of Budget	Projected Year End	Notes
7/1/23 Relending Fund Balance	311,050	308,562	0		308,280	2/24 - Adjusted for \$282.25 discrepancy in ending bank balances, understated \$282.25
Loan Principal Payments	101,137	76,273	-24,864	75%	101,137	
Loan Relending Revenues	412,187	384,835	-27,352	93%	409,417	
Administration Revenues						
Investment Account Interest	8,000	9,026	1,026	113%	8,000	
Loan Fees	1,500	355	-1,145	24%	1,500	
Loan Late Fees	0	146	146	0%	0	
Loan Interest Payments	46,839	17,894	-28,945	38%	46,839	
Sale of Equipment	0	667	667	0%	2,000	1st Installment of Picture This Eq. Sale
2023-2024 Admin Revenue	56,339	28,088	-28,918	50%	56,339	
Expenditures						
	Budget	To Date	Balance	% of Budget	Projected Year End	Notes
Relending Funds						
New Loans	150,000	22,000	-128,000	15%	150,000	
Total New Loans	150,000	22,000	-128,000	15%	150,000	
Administration Expenses						
Financial Review	6,000	4,860	-1,140	81%	6,000	
Bank Fees	75	0	-75	0%	75	
Legal Fees	500	717	217	143%	500	
Loan Expenses	700	10	-690	1%	700	
State Ethics Commission	50	76	26	151%	50	
Website	20	23	3	116%	20	
Administration	22,000	12,580	-9,420	57%	22,000	
Total Admin Expenses	29,345	18,266	-11,079	62%	29,345	
Ending Cash Balance	289,181	372,657	83,476	129%	286,411	
Allowance for Doubtful Loans		\$ 23,955				4% of outstanding balances
Bad Debt Write-Off		\$ 11,405				
Available to Loan		\$ 337,297				
Loan Loss Reserve Program						
Umpqua (Business OR) Account		\$250,000				loan loss reserve for loans in default, pending Board approval

Memorandum

To: Mount Hood Economic Alliance Board of Directors
From: Jessica Metta, MCEDD Executive Director
Date: April 11, 2024
Re: Bylaws Update

Request

Approve the update to the MHEA bylaws.

Overview

At the February MHEA Board meeting, the Board reviewed a draft of an update to the Bylaws. The updates were necessary to bring them in line with current MHEA operations and especially given the change in the IGA for how Clackamas County Board members are appointed. At the February meeting, the Board discussed additional changes: making the term two years or until a new member is appointed; removing any reference to the Alliance Board; removing the requirement for officers to be one from each county and for decisions to have a vote from each county; changing the annual meeting to June; having the alternate vote if needed for quorum; adding language about decisions being fair for all counties with an even distribution of funds. Changes are highlighted in yellow throughout the attached second draft for discussion and approval at the April Board meeting.

**BYLAWS
GOVERNING PROCEDURES
AND CONDUCT OF BUSINESS
BY THE REGIONAL BOARD OF DIRECTORS**
Representing the Mt Hood Economic Alliance

The following bylaws are hereby adopted by the Regional Board:

ARTICLE I

Section 1. Explanation: Through an Intergovernmental Agreement signed in 2005 and updated in 2023, Clackamas, Hood River and Wasco counties formed the Mt Hood Economic Alliance (hereinafter Alliance). The Intergovernmental Agreement empowers the Board to adopt bylaws governing its procedures and conduct of business.

Section 2. Responsibilities: The purpose, objectives and responsibilities of the Board shall be to carry out the general purposes of the Alliance in accordance with the terms and conditions contained therein.

Section 3. Interpretation: This resolution shall be liberally construed to meet the general purposes of the Alliance.

ARTICLE II

Board Members and Officers

Section 1. Board Members: The governing body of the Board shall consist of twelve members. Hood River and Wasco Counties shall each appoint three (3) people plus one alternate to the Board and Clackamas County has authorized the Clackamas County representatives on the Board of Directors to appoint six (6) people on Clackamas County's behalf. shall appoint six (6) people plus two alternates to the Board. Each County, or the Board of Directors for Clackamas County, shall undertake their best efforts to select appointees that represent the private business sector, rural interests, and local government.

~~Initial terms of the Board members shall be determined in the following manner: One third of the members from each county shall have an initial term ending in January 2007; one third of the members from each county shall have an initial term ending in January 2008; one third of the members from each county shall have an initial term ending January 2009.~~

~~Following the initial terms of office, Each member's term shall last two (2) years or until a replacement is appointed, commencing the first meeting following the annual meeting. Alternate appointees shall serve a two year term on the RIB. Any board representation by the Confederated Tribes of Warm Springs required by law shall be from Wasco County. The Regional Development Officer for Business Oregon shall serve as an alternate on the Board of Directors.~~

Section 2. Vacancy: In the event of a Board vacancy, the appointing County or the Board of Directors for Clackamas County, shall fill the vacancy within sixty (60) days.

Section 3. Ex-Officio Members: Ex-officio representatives of related organizations and the business community may also be invited to participate in Alliance meetings and work sessions as determined by voting members.

Section 4. Officers:

A. Members of the RIB Board shall meet and elect a chair, vice-chair and secretary/ treasurer each from a different county. The chair, vice-chair and secretary/ treasurer shall serve for one (1) year and are eligible for re-election.

B. Officers shall be elected ~~and assume office at the first regularly scheduled meeting of the Board, and then~~ annually at the regularly scheduled annual meeting of the Board.

C. If the office of Chair, Vice-Chair or Secretary/ Treasurer becomes vacant, the Board shall elect a successor, who shall serve the unexpired term of the predecessor.

Section 4. Chair: Except as otherwise provided herein, the Chair shall have the duties and powers to:

- A. Call and preside over deliberations of ~~Regional~~ Board meetings;
- B. Direct the preparation and distribution of an agenda for all Board meetings;
- C. Vote on all questions before the Board;
- D. Call special meetings of the Board in accordance with these bylaws;
- E. Sign all resolutions or other documents memorializing Board actions;
- F. Establish Board committees and appoint chairs thereof.

Section 5. Vice-Chair: During the absence, disability or disqualification of the Chair, the Vice-Chair shall exercise or perform all the duties and be subject to all the responsibilities of the Chair.

Section 6. Secretary/ Treasurer: During the absence, disability or disqualification of the Chair and Vice Chair, the Secretary/ Treasurer shall exercise or perform all the duties and be subject to all the responsibilities of the Chair and Vice-Chair. In the absence of the Chair, Vice-Chair and Secretary/ Treasurer, the remaining members present shall elect an acting Chair.

ARTICLE III

Meetings

Section 1. Annual Meeting: The annual meeting of the board shall be the first regular meeting of the ~~Alliance Board of Directors in September~~ June of each calendar year. Such meetings shall be devoted to the election of officers, and such other business as scheduled.

Section 2. Regular Meetings: Regular meetings shall be held virtually and at locations to be determined by the Board. Reasonableness shall be applied when determining meeting locations to ensure fairness in travel time and convenience for each County.

Section 3. Cancellations: A regular meeting may be cancelled or rescheduled by the Chair if a lack of Quorum is apparent or for other good causes. Regular meeting dates may be established by the Chair in consultation with Board members.

Section 4. Special Meetings: Special and emergency meetings and executive sessions may be called upon notice as provided in the public meeting law, by the Chair or by any three members.

Section 5. Public Meetings: Notification of all meetings of the Board shall be provided and all meetings shall be open to the public and held and conducted pursuant to the Oregon Public Meeting Law, and applicable amending or successor legislation.

Section 6. Attendance: If a member of the Board is unable to attend a meeting, the member is expected to notify the Board Chair or staff.

ARTICLE IV

Decision-Making

Section 1. Voting: Decisions of the Board shall be made only at meeting of which all members are provided proper notice as provided by Public Meeting Law. Each Board member shall have one vote. Alternates shall vote in the absence of a voting member ~~from their county~~ if needed for quorum. Board

members will take into consideration interests of non-voting members. Decisions of the Board shall be by affirmative vote of the majority of the total members of the Regional Board, and must include at least one representative from each of the three counties to be effective. Decisions will equally consider the three counties represented.

Section 2. Action of the Board: Actions of the Board shall be by motion, resolution or consensus. The Board shall determine which decisions, if any, shall be by resolution.

Section 3. Rules of Procedure: All rules of order not herein provided for shall be determined in accordance with the latest edition of “Roberts Rules of Order Newly Revised” or as directed by the Chair.

ARTICLE V

Committees and Staff

Section 1. Authorization:

A. The Regional Board may create an Executive Committee, Budget Committee and/or subcommittees as deemed necessary to assist the Board in carrying out the purposes of the Alliance.

B. Meetings of committees and/or subcommittees shall be conducted in accordance with the provisions of the Oregon Public Meetings Law and applicable amending or successor legislation.

C. Subcommittees cannot reverse decisions made by the Regional Board or bind the full RIB Board without prior approval regarding a specific action and must report all their actions at the next Board meeting. Subcommittees shall include at least one Board member and shall be made up of representatives from all three counties.

Section 2. Staff: The Board, subject to any provisions of the Alliance, may enter into contracts for fiscal, professional, and other services deemed necessary to carry out the purposes of the Intergovernmental Agreement. The Board may delegate the hiring, removal, supervision and control of staff to a committee. The Board may delegate other administrative powers and duties to staff as it deems necessary.

Section 3. Executive Committee:

A. The Executive Committee shall consist of the Chair, Vice-Chair and Secretary/ Treasurer, and include other members deemed necessary by the Board. The Executive Committee shall include at least one member from each of the three counties.

B. Meetings of the Executive Committee may be scheduled on a regular basis and/or called by the Board Chair if deemed necessary to discuss or review matters of such urgency that cannot await the next regular meeting of the Board. The Executive Committee may be authorized by the full Board to act with the power and authority of the full board for specific actions, or may make decisions to be ratified by the full Board at the next Alliance Board of Directors meeting. The Executive Committee may not reverse decisions made by the full Board and must report all their actions at the next meeting of the Board.

C. A majority of the Executive Committee shall constitute a Quorum.

ARTICLE VI

Hearings

Section 1. Hearings: The Board may hold any public hearing as it deems appropriate to execute the objectives of the Alliance.

Section 2. Action: Following the close of public testimony, the Board may take appropriate action through motion or resolution. The Board may continue the hearing for a period of time it deems

appropriate to making its decision or for the purpose of allowing written testimony to be received on the matter in question.

ARTICLE VIII

Budget

Section 1: The Board shall approve a budget for its **Regional Investment, Rural Investment and Revolving Loan Funds** according to Local Budget Law.

Section 2: The form, content and review of the Board’s budget, and such accounts as may be kept by the Board, shall conform to applicable requirements of State law.

ARTICLE IX

Additional Requirements

Section 1: The Board shall be subject to the requirements of the Public Meeting Law, Public Records Law, Public Contracting Laws, Local Budget Law and Oregon Government Ethics Laws of the State of Oregon.

ARTICLE X

Amendments to Bylaws

Section 1: Amendments to these bylaws may be proposed by any member of the Board. A copy of the proposed amendment shall be provided to the Chair. The Chair shall distribute the proposed amendment to the Board at least seven (7) days prior to action on the amendment. The bylaws may be amended by a majority vote of the Board. At least one vote from each County is required for an amendment to be effective.

ADOPTED BY THE **REGIONAL BOARD**

THIS _____ DAY OF _____, 2024

**BY _____
Chair**

Bylaws Adopted: 10/7/05
Amended: 4/21/06
Amended: X/XX/24