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### **Board of Directors**

Position 1 – Mike Griffith  
Position 2 – Kevin Harter, Board Chairman  
Position 3 – Michael Koger

### **District Manager/Secretary**

Michael Fritschi

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## **SPECIAL BOARD MEETING MINUTES July 12, 2021**

1. **Call to Order** Director Harter called the meeting to order at 3:00 P.M.
2. **Roll Call of Directors** Director Koger, Director Harter, and Director Griffith were present. District Director of Administrative Services Cindy Oden were present. Also in attendance were Heather Tramp, Ryan Kliever, Joe Spendolini, and Laura Spendolini, all members of the public.
  - a. Mrs. Oden to act as Secretary to the Board for this meeting and take minutes for the Board, since Mr. Fritschi is not present.
3. **Public Comments** *No public comments given.*
4. **Old Business**
  - a. Mr. Harter indicated there was an email exchange between himself, Mr. Rudd, Mr. Fritschi and Mr. Hathaway. About the very first meeting we had that when I made a motion to discontinue the LUBA appeal. I just wanted to clarify the minutes and you guys have the Transcripts of the July 1, 2021, meeting in reference to the LUBA motion was given to the Board (see attached). Mr. Harter stated he moved to withdrawal from the LUBA appeal. Mr. Griffith stated that what we were told was that we could not withdrawal from the LUBA appeal that we could only instruct our attorney to not attend, right. So what we actually voted on based on that understanding. Mr. Harter I guess with all the discussion between Ken Schell and all of ourselves. I do hear what you are saying Mike. I know there was a lot of bad spatter back and forth but the motion was pretty clear that I asked to remove the LUBA Appeal. Mr. Griffith so when does that happen? Mr. Harter I don't know if it has happened to date. I do know that Mr. Fritschi had asked Mr. Hathaway to not attend. I sent an email to Mr. Hathaway to clarify what that procedure would be if we could withdrawal or what it is, so we will have to find out I guess. I just wanted to clarify what my motion actually was. Mr. Koger so with that from the last meeting. What was presented to us was that we could not withdrawal. I am not sure of the reasoning as to why we would not withdrawal. I would like to know those reasoning as to if we can or can not. Because right now it seems like that is the confusion. Mr. Griffith it was just presented that once LUBA had it they were going to rule on it regardless of what we did. It wasn't an option to withdrawal. Mr. Fritschi's testimony, statements in the meeting. Mr. Harter do we know that for sure? Mr. Griffith it is hearsay I guess you would say in court. We are relying on Mr. Fritschi to tell us what Mr. Hathaway said and that is what we were told. Mr. Harter well some of my issues with what was done is what Mr. Fritschi responded to me in an email, was what my motion was not what the motion was. He said that I asked Mr. Hathaway to not be present at the hearing and that is not what

the motion was. So that is in an email to Mr. Hathaway, Mr. Rudd and Mr. Fritschi. That is what was presented is that I had asked him not to attend, but that is not what my motion was. I know there was a lot of talk, I get it. I just wanted to clarify that. Mr. Koger so we need to find out if it can be retracked or if not showing up is that an automatic retraction. Mr. Harter I agree. Mr. Harter is there any more discuss on that?

**5. New Business**

- a. Mr. Harter you are both aware that not only Mr. Fritschi but Mr. Rudd has withdrawn as counsel. Mr. Harter contacted Special District Association (SDAO) and received a list of attorneys that SDAO recommended. Mr. Harter contacted several attorneys in the Klamath Falls area and they all declined or had conflicts in representing the District. The attorneys contacted were Nathan Ratliff; Mika Blain, and Jennifer Schade. Mr. Harter contacted The Local Government Law Group out of Eugene, OR all this firm does is Special Districts in Oregon. Mr. Koger asked if hiring a new attorney for the District would need to go out to public bid. Mr. Harter said he was told by SDAO that the District has the right to choose legal counsel. Mr. Koger asked if it needed to out for public or if we can hire anyone at any time. Mr. Harter stated it was his understanding that as a board we can pick or legal counsel. MR. Griffith state that in the past, not on this board because Mr. Rudd was here for so long but on other boards is to advertise locally to see if there was anyone interested. Mr. Harter said I talked to everyone that was recommended by SDAO and we got no takers. Mr. Koger so I would say at that point reach out to like you did hear reach out to outside. Mr. Harter I was just trying to short cut all of our time by reaching out to everyone I could. I did reach out to another guy that SDAO sent me. The guy called me but he has not sent me any information. This is the only one that responded with their rates, what they did and who they represented. After more discuss Mr. Harter I would entertain a motion to go ahead and get The Local Law Group on board. More discussion Mr. Koger made a motion to obtain legal counsel from The Local Government Law Group, seconded by Mr. Griffith, motion passed unanimously. Mr. Griffith suggested that Mr. Harter document all the steps that he had taken for the record.
  
- b. Mr. Harter I think at this point since Mr. Fritschi has tendered his resignation on July 7, 2021 we need to make sure that HR, I don't want to see any employment changes or anything like that. He has tendered his resignation and I would feel more comfortable if the Board decided on matters of contracts what we are doing going forward. Mr. Griffith so you would like it if he just brought those things to the board that he might have decided on. More discuss. Mr. Griffith so you just want to instruct him that related to contract issues, related to personnel issues. Mr. Harter I think that all personnel issues just be turned back over to Mrs. Oden to deal with until we can find a replacement for Mr. Fritschi and his resignation time is over with. Mr. Koger I would agree and any contracts. Mr. Harter so how do we want to move forward with that, do we want to make a point person to deal with Mr. Fritschi. Mr. Griffith I think anyone on the board could speak to Mr. Fritschi and tell him what we wanted to see. Mr. Harter public meeting rules are a little weird and I don't want to have to call a board meeting every two or three days to deal with normal operations, but until we get through this phase it is going to be a little tough on all of us. Mr. Griffith right and we don't want to be down here on a daily basis. Mr. Koger if it is day to day operation I think that is going to continue but like you say signing any contracts. Mr. Griffith we just want to instruct him about contracts and personnel issues that the board would like to see. More discussion. Mr. Koger motioned that we change responsibilities of HR back to our HR representative with Board oversight. Mr. Griffith I second that. All in favor passed unanimously.

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Mr. Harter with the contract issues do we want to make a motion for that. Mr. Koger made a motion that all contracts and task orders be ran through the Board of Directors. Mr. Griffith I second that. I would like to see Mr. Fritschi informed by if you want to do it just let him know what the Board expectations are. All in favor passed unanimously.

**6. Executive Session ORS 192.660 (2) (h)**

- a. The board moved into Executive Session ORS 192.660 (2) (h) at 3:14 p.m.
- b. The board adjourned Executive Session at 3:37 p.m.

**7. Other**

- a. Mr. Koger moved to hire Carolyn Quest to look at the our management contract, seconded by Mr. Griffith, motion carried all in favor, passed unanimously. The board asked Mr. Harter to move forward with retaining Mrs. Quest. Mr. Harter is to retain The Local Law group as will.
- b. Mr. Harter asked if there was anything else. Cindy Oden asked for clarification on the vacation credit to the manager. Mrs. Oden said the board extended Mr. Fritschi's prior contract in May through June 30, 2021, and on his anniversary date of June 7<sup>th</sup> she credited him with 160 hours of vacation as indicated in the prior contract. Mr. Fritschi and Mr. Rudd approached her and indicated that Mr. Fritschi should receive 200 hours. Mrs. Oden asked for clarification of how many hours needs to be credited to Mr. Fritsch's vacation. Is it an additional 200 hours, 40 hours or does the 200 hours get credited on his next anniversary date June 7, 2022? Mr. Griffith indicated that it was the prior boards intent to credit Mr. Fritschi with 200 hours of vacation this anniversary and not 160 hours vacation on his anniversary date. After further discussion Mr. Harter moved to credit Mr. Fritschi with an additional 40 hours of vacation, seconded by Mr. Griffith, motion carried all in favor, passed unanimously.
- c. Mr. Harter do we have any other discussion
- d. Mr. Harter asked the board if they still wanted to proceed with another board meeting tomorrow, July 13, 2021. The Board agreed that they did not need another meeting July 13, 2021, and that they would all be present for the Workshop July 14, 2021, at 2:30 p.m.
- e. Mr. Harter I would bring up one last thing before we adjourn. I think at this point going forwarded Mr. Fritschi does not need to be involved in any of the future facility planning. Since he as already tendered his resignation. We need to move forward with that. We need to get the people on board that we need and he is not going to be hear to implement it anyways. I would suggest that going forward it would be best for the board to be making the decisions. Mr. Koger I believe that we would be making the decisions in any matter. Mr. Griffith I don't see any reason that we would want to bar his input. The board decides what to do not Mr. Fritschi. But he does have very good credentials, a lot of experience in this field and if he can give us any information that helps us we can take advantage. If he is going to be on the payroll, he is on the payroll. Mr. Harter well I don't disagree but some of the things he hasn't been a proponent for what we are doing in any way shape or form. What would he add to the discussion if he is already against the project. Mr. Griffith I don't think it is a matter of him being for or against anything. His job is to facilitate what the board decides to do and I think he is willing to do that. He has expressed that numerous times and he said that in his letter of resignation. He called me and said he would do everything that he could do for the District for how every long he would remain here. That be 45 days, 120 days or less. He said he is dedicated to doing the best he could. Mr. Koger I don't believe we are going to have him in a position to make any decision what so ever when it comes to the project. Like you said if he could give us some kind of background or some kind of knowledge. I don't mind that, but when it comes to anything that we are going to do it is us making those decisions. Mr. Griffith it has always been that way. Mr. Harter a manager should manage but just like

misrepresenting what I said, that is not managing. Stating my works incorrectly and I think he did it intentionally. It was pretty clear. He had the audio tape. I had to provide him and Mr. Rudd with a video tape. And he hasn't still corrected or apologize for what he wrote down. I am just saying in my point of view in what he did was totally wrong and not right and I just don't see what he adds to the discussion going forward. Mr. Griffith he adds his 20 some odd years experience in wastewater. That is the reason we hired him originally. Mr. Harter and he was made many comments about bodunk Klamath, he puts discouraging marks on our community, I don't think he has done all that great of a job of representing this District or this community. Mr. Griffith I don't think it should be a personal thing you know. Mr. Harter it is not personal. Mr. Griffith If he is the manager he needs to be involved for what ever value he can bring. Mr. Harter it is not personal. I want to be perfectly clear about that, but I have seen characteristics that lends it self to not be supportive to this community. And he sure didn't quit because he was happy with the election and everything else. My personal opinion is that I don't see what he adds going forward to the discussion of the KDD project or anything else. But he can hurt it. Mr. Griffith I don't see why he would hurt it. Why you think he would hurt it. Mr. Harter well again I will take character on character when he talks about our community the way he has in front of multiple people. Calling it Clantucky to bodunk community on multiple occasions, in front of multiple people. Are you really in it for this community or are you against the community? Mr. Koger I think it comes down to he is going to be here on the day to day management and when it comes to anything else that is going to be the extent of his input. Is how I am looking at it. We are not going to rely on him to contact anybody, we are not going to rely on him to make any decisions. Basically he will be here managing the plant until his replacement is ready to go. That is just my view on how we are going to move forward. Mr. Griffith well my understanding is that he is still managing the district, he is still making all the decisions on a day to day basis with the exception of contracts and personnel issues. So he is making decisions. I mean do you want him to sit in there and do nothing? Mr. Koger no we are talking on decision to go to KDD, on decision on the upcoming projects. Mr. Griffith those are not his decisions ever, they never were his decisions. Those have always been board decisions. Mr. Koger no, but in the past he has gone ahead with communications and so forth. Mr. Griffith sure. Mr. Koger which we would start doing that. Mr. Harter that is the way I would see it. That going forward we need to have a committed team to getting whatever projects. The class A stuff he has started and he should work on that. The sewage removal he needs to get that project done, but discussion going forward dealing with DEQ, KDD and those agencies need to be handled at a board level. I just don't see what he does to help. Mr. Griffith beings that none of use are wastewater people, some of those things that DEQ throws out or other regulatory agencies or other consultants you kind of need someone to help you read between the lines and interrupt what they are saying and what it actually means to the District. Mr. Harter I agree. I understand more than you think. Mr. Griffith I am not saying you don't understand stuff, but none of us are wastewater professionals and so we don't necessarily know everything that DEQ people know. Mr. Harter well we are going to need help from multiple people moving forward. So whether that is Mr. Fritschi or somebody else. We are going to have to find his replacement director Griffith. We don't have a chose. Mr. Griffith I understand I agree. Mr. Harter what good does he bring to the talks when he doesn't agree with the program. He agreed with land application and that was his direction it was pretty clear. He doesn't agree with KDD he has make that statement multiple times. Mr. Griffith I don't think it is that he doesn't agree with it. It is that he doesn't think it is regulatorily possible, so if the rules prohibit that which is what he thinks, that is what he is expressing. He isn't expressing that he is against the idea. I think everyone thinks the idea is fantastic if it actually could be done.

But what we have been lead to believe that it is not possible under the current regulation. Mr. Harter so that is based on Mr. Fritschi information correct. Mr. Griffith well yes. I guess you could say that mostly. But I don't believe that he is saying things that DEQ, that he is representing that DEQ is saying things that aren't true. Mr. Harter well but here is the thing. He didn't have regulatory clearness to do land apply with DEQ, EPA, WRD, Fish and Wildlife. He didn't have the easements through KID or Pinegrove Irrigation District, so there is a whole lot of things that he said he could get done that he didn't even have an idea that he could get done. So you're taking advise from someone who didn't know if he could do what he said he could do. Mr. Griffith we are also talking about a long period of time discussing this with varies consultants like West Yost who believe all of these things can be accomplished. Mr. Harter and I have discussed with many professionals that the KDD project, they believe the same thing. So who is right and who is wrong. I am just saying going forward I don't see where Mr. Fritschi brings anything to the table to help us make our decision regarding KDD or any other project. He has 120 days left if we deem that to be the case. Mr. Griffith he is going to be here on the 14<sup>th</sup>, is he going to attend that meeting? Mr. Harter I would say I don't see where we need him to attend that meeting on the 14<sup>th</sup>. I might be wrong. I am here asking you guys. Mr. Griffith well let's have him attend it see if that causes a problem. Mr. Koger I believe if there is a problem we can always ask him not to be present at anything going forward. I see your point if DEQ asks us a question that we are not knowledgeable about we can defer to him and then do our research on the explanation from Mr. Fritschi to see if he is advising us correctly. Mr. Harter I think we stop asking permission and we start asking them how we get it done. That is how we have to approach DEQ as a partner. We need to say this is what we plan to do how do we get it done. Have them tell us how we do it. And that approach has worked in many other Districts on many other projects. Mr. Griffith well that is fine. That is a fine approach if you want to take that approach there isn't anything wrong with that. So to resolve the Fritschi let's just do it on a case by case basis and see what happens. Mr. Harter that is fine, I can agree to that. Mr. Koger ok.

**Adjourn.**

8. Mr. Harter so move to adjourn, Mr. Griffith so moved. Mr. Koger seconded the motion, and the motion was approved by a unanimous vote. The meeting was adjourned at 3:58 P.M. The next regular board meeting is set for July 20, 2021, at 5 P.M.

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11.

12. Secretary \_\_\_\_\_

Board Representative \_\_\_\_\_