



**UMATILLA COUNTY  
SPECIAL LIBRARY  
DISTRICT**

Strengthening our community libraries

211 SW 1st Street  
PO Box 1689  
Pendleton, OR 97801

Phone (541) 276-6449

**Minutes  
Special Board of Directors Meeting  
May 1, 2019 at 5:00 pm  
UCSLD office  
Pendleton, Oregon**

**ATTENDANCE BOARD:**

Kara Davis

Hilary Stoupa, President (via GoToMeeting)

Miriam Gilmer (via GoToMeeting)

John Thomas

**ATTENDANCE STAFF:**

Erin McCusker, District Director

Dea Nowell, Technical Services Manager (via GoToMeeting)

**ATTENDANCE - VISITORS:**

None

**CALL TO ORDER:**

Board President Hilary Stoupa called the Special Board Meeting to order at 5:00 pm.

**CALL THE ROLL & ESTABLISH QUORUM:**

Erin McCusker stated there was a quorum with 3 Board Members – Miriam Gilmer, Hilary Stoupa, and John Thomas – present at the time. [Kara Davis arrived shortly thereafter.]

**APPROVAL OF THE AGENDA:**

No changes were made.

**NEW BUSINESS:**

**LETTER OF ENGAGEMENT FOR LEGAL SERVICES:**

Erin McCusker shared with the Board that the letter of engagement for legal services with Eileen Eakins is very basic, however it formalizes the relationship between the UCSLD and the Law Offices of Eileen Eakins. She shared that she had spoken with Spenser at SDAO about reviewing the agreement piece that was proposed to be added to Stanfield's City-District Agreement and he told them they are not attorneys and that if we were making changes to a contract we should run it by an attorney. Eileen Eakins works with special districts and has worked with us in the distant past. John Thomas asked if we were going to have Ms. Eakins look at only the two areas we wanted to add? Erin noted that we just don't want to cross any lines. Hilary Stoupa noted that the pieces with GASB is what really needs to be reviewed as it was in question as noted in the motion at the Board Meeting on April 25th. Miriam Gilmer noted that she knows Eileen and thinks she is great and is glad she is going to be working with us. Erin shared that she spoke with Amy Dale at the Oregon Secretary of State office and was told that it is okayed by code. Ms. Dale said she felt having the language that says as accepted by the Secretary of State was good. Erin noted we just need to see that the funds are in a separate fund as it says in the language of the agreement. Ms. Dale said that should cover it. Some discussion followed. Hilary noted that if legal review says no to the proposed language addition, then we say no as we stated in the motion that it would be reviewed.



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John Thomas moved that Erin sign the letter of engagement for legal services and begin this relationship. Kara Davis seconded the motion. The motion passed unanimously.

**NEXT DISTRICT BOARD MEETING:**

The next Board Meeting will be May 16, 2019 at 5:15 pm with the Budget Hearing at the Pendleton Center for the Arts Board Room.

**ADJOURN:**

Kara Davis moved to adjourn the meeting. Miriam Gilmer seconded the motion. The motion passed unanimously. Meeting was adjourned at 5:21 pm by Board President Hilary Stoupa.

Respectfully submitted by Dea Nowell