

NOTICE IS HEREBY GIVEN that the annual meeting for 2021 of the owners of land situated in the Scappoose Drainage Improvement Company will be held Monday, August 9, 2021, at 7:00 p.m. at the Scappoose City Hall Council Chambers located at 33568 E. Columbia Avenue, Scappoose, Oregon, Columbia County. This meeting is for the purpose of a) electing one (1) qualified director for three-year term b) approval of a proposed 3rd Amendment to the Bylaws c) for the transaction of such other business as may come before the meeting. At said meeting, each landowner shall be entitled to one (1) vote in person or by proxy or Certificate of Authority for each acre or partial acre of land owned by them in the Company. Please attend this meeting either in person or by proxy.

The annual meeting of the Board of Directors will be held immediately following the close of the annual meeting of landowners to elect officers.

**Board of Directors
Scappoose Drainage Improvement Company**

Scappoose Drainage Improvement Company
53466 E. Honeyman Road
Scappoose, Oregon 97056
scappoosedrainage@hotmail.com

July 20, 2021

To: Landowners of the Scappoose Drainage Improvement Company (SDIC)

**RE: Annual Meeting of SDIC Landowners
Annual Board Meeting to elect officers to follow**

Date & Time: Monday August 9, 2021 at 7:00 p.m.

Where: Scappoose City Hall Council Chambers located at 33568 E. Columbia Avenue

Please make every effort to attend this meeting in person or by Proxy (enclosed) given to another member. Proxies must be signed by an individual listed on title or person designated on a Certificate of Authority (enclosed).

Proxy: In accordance with Article 3.2 of the SDIC Bylaws, Corporate owners may by resolution of their governing body appoint and designate a proxy. Other members may also vote by proxy.

Certificate of Authority: In accordance with Article 3.1 of the SDIC Bylaws, Members of SDIC may be individuals, trusts, partnerships, corporations, associations, and firms of every type and description. If the Member is not an individual (s), the Member entity needs to give the person it wants to go to a meeting on its behalf a “certificate of authority” to prove that person has authority to speak for that Member and to vote the acres owned by that Member entity for purposes of voting at a membership meeting.

On advice of counsel, we need this for all membership meetings. For your convenience, we provided a form to use, unless appropriate documentation for the Landowner entity is already on file with SDIC. The “certificate of authority” is good until revoked and will be kept on file by SDIC. Some types of entities may prefer something different. For example, a Corporation would typically include a resolution signed by its Board of Directors, granting required authority. Please email or mail to address above or bring to the meeting.

Company Members on Board of Directors: If a partnership, Limited Liability Company or Corporation that is a member, wants someone from the company to run for the Board of Directors, that person needs to be the current bearer of the company’s “certificate of authority”. There should only be one person who has a given entity’s “certificate of authority” at any one point in time. The authorization document shall acknowledge the Member’s designated person will abide by the SDIC Bylaws. The SDIC Board has sole authority to accept submitted documentation. If possible, the Member should provide the appropriate documentation 10 days before the annual meeting. *Please email or mail to address above.*

Annual Board Election: The position of one director (currently held by Geoff Wenker, who is not running again) for a three-year term will be up for election. Nominations will be open from the floor.

Bylaws Amendment #3: The meeting will include voting on the enclosed amendments to SDIC’s bylaws. The Board proposed these amendments at the 2020 Landowner Meeting. Enclosed is an updated version with Memorandum from the SDIC attorney with a detailed explanation of the amendments. Please read this carefully. Most of it is updating the Bylaws to match Oregon law and SDIC current practice.

RE: 2021 Annual Meeting of SDIC Landowners

Page 2

FEMA Accreditation:

The Annual Report has a detailed review of the joint efforts of SDIC, City of Scappoose and Columbia County to prepare the documents for submittal to FEMA using FEMA’s MT-2 form and a request for a Letter of Map Revision (LOMR). As we have explained before, **FEMA accreditation, or lack of accreditation, significantly impacts all SDIC landowner’s insurance costs and availability, financing opportunities, property values and development options.**

SDIC Website <https://scappoosedrainage.org/index.html> : There have been many improvements and much information added to the website, including public notice of upcoming meetings. Please take a few minutes to familiarize yourself with it.

Agenda for Annual Meeting of Landowners: Please download the August 9, 2021 Agenda from here: <https://scappoosedrainage.org/meeting-minutes.html> The Agenda file will include the handouts that will also be available at the meeting as follows:

- 1. Minutes of the 2020 Annual Meeting of Landowners**
- 2. 2021 Annual Report to Landowners**
- 3. Current Financial Reports:**

SDIC annual assessment remains at \$350,000 and expenses have been typical except for 2 large items explained in the Annual Report. The agenda also addresses several items of note on these reports.

Reminder that alterations on or next to the levee require pre-approval: SDIC would like to remind everyone that any construction, planting, utility work, alteration, or any kind of encroachment that takes place within the levee easement is regulated by SDIC and USACE. In 2019 USACE established this website <https://www.nwp.usace.army.mil/408/> as the starting point for any applicant wishing to encroach on or over the levee or within fifteen feet of the toe of the levee as originally designed. For any activity that affects the levee or other SDIC facility, please submit plans, details, engineering, and other relevant information to SDIC for review and approval BEFORE any activity is undertaken. Please provide SDIC with five copies, to be reviewed by SDIC and USACE for approval. If you need to locate the toe of the levee, please contact the SDIC Manager for assistance.

Sign up for Reverse 911 Emergency Communications: SDIC has an agreement with Columbia 911 Communications District for the reverse 911 emergency call service. We are again asking that you update and give us your phone numbers and email information for this purpose. Please complete and return with your information. You can send to scappoosedrainage@hotmail.com or mail to Scappoose Drainage Improvement Company, 53466 E. Honeyman Road, Scappoose, OR 97056

Name _____
 Address _____
 Phone _____ Cell Phone _____
 Email Address _____

Sincerely,
Board of Directors

Scappoose Drainage Improvement Company
53466 E. Honeyman Road
Scappoose, Oregon 97056
scappoosedrainage@hotmail.com

PROXY

KNOW ALL BY THESE PRESENTS, that the undersigned landowner hereby appoints _____ as its proxy to vote all acres of land owned by landowner within the limits of the Scappoose Drainage Improvement Company (“SDIC”). Landowner currently owns _____ acres within the limits of SDIC.

This proxy shall be effective only at the annual meeting of members to be held on **Monday, August 9, 2021, at 7:00 p.m.** at the Scappoose City Hall Council Chambers located at 33568 E. Columbia Avenue, Scappoose, Oregon, or at any adjournment of said meeting.

Date Signed: _____

Name of Landowner: _____
Print as listed on land title

Signature of landowner(s) or person authorized to sign on behalf of the Landowner:

Signature

Signature

Signature

Notes for voting by Proxy at a membership meeting:

1. If single individual on title, just sign in first location
2. If title is held jointly (spouse or partners), all should sign.
3. If title is held by a legal entity, such as an LLC or Corporation, then a “certificate of authority” to prove a particular human is authorized to vote the acres owned by the entity member is required. Use the CERTIFICATE OF AUTHORITY form or other appropriate documentation for the Landowner entity, unless already on file with SDIC. If this person cannot attend, then also complete the PROXY for the individual who will appear and vote at the landowner meeting. Both documents must be signed and given to SDIC at or before the landowner meeting in order for the human representative to vote the acres of the entity landowner.

Scappoose Drainage Improvement Company
53466 E. Honeyman Road
Scappoose, Oregon 97056
scappoosedrainage@hotmail.com

CERTIFICATE OF AUTHORITY

KNOW ALL BY THESE PRESENTS, that the undersigned entity hereby certifies that _____ has full authority to speak and act on its behalf and to bind it with respect to any matters related to its membership in the Scappoose Drainage Improvement Company.

This certificate shall remain in full force and effect until expressly revoked by a signed written document delivered to the President of Scappoose Drainage Improvement Company by the undersigned landowner.

Landowner Member currently owns _____ acres

Date Signed _____

Name of Landowner : _____
Print member entity name as listed on land title

Signature of person authorized to sign on behalf of the Landowner Member:

Signature

Title

Notes:

1. In accordance with Article 3 of the SDIC Bylaws, Members of SDIC may be individuals, partnerships, trusts, corporations, associations, and firms of every type and description. If the Member is not an individual, the Member entity needs to give the person it wants to go to a meeting on its behalf a “certificate of authority” to prove that person has authority to speak for that Member and to vote the acres owned by that Member entity for purposes of voting at a membership meeting.
2. If a partnership, Limited Liability Company or Corporation that is a member wants someone from the company to run for the Board of Directors, that person needs to be the current bearer of the company’s “certificate of authority”. For example, a Corporation may need to issue a Resolution issued by its Board of Directors. There should only be one person who has a given entity’s “certificate of authority” at any one point in time. The authorization document shall acknowledge the Members designated person will abide by the SDIC Bylaws. The SDIC Board has sole authority to accept submitted documentation. If possible, the Member should provide the appropriate documentation 10 days before the annual meeting. *Please email or mail to address above.*