



Port of Vancouver USA

AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, December 8, 2015

A) CALL TO ORDER (7:30 a.m.)

B) EXECUTIVE SESSION

C) OPENING REMARKS (9:30 a.m.)

- 1) Opening Remarks – Pledge of Allegiance, etc.
- 2) Approve and Sign Minutes of the November 16, 2015 Special Meeting
- 3) Approve and Sign Minutes of the November 24, 2015 Regular Meeting
- 4) Approve and Sign Minutes of the November 30, 2015 Special Meeting/Executive Session
- 5) Martin and Associates Economic Impact Study

D) OPEN FORUM

(Open to the public for comment on subjects not on the agenda)

E) ACTION ITEMS

- 1) Approve Lease between the Port of Vancouver USA and Boise Cascade Building Materials Distribution, LLC
- 2) Adopt Resolution 9-2015: Administrative Authority of CEO/Executive Director
- 3) Approve Settlement Agreement between Amber Cox and the Port of Vancouver USA
- 4) Approve Settlement Agreement with Columbia River Alliance for Nurturing the Environment and Agreement to Transfer Property with Columbia Land Trust

F) UNFINISHED BUSINESS

Port Contracts Logs

G) NEW BUSINESS

H) ACCOUNTS PAYABLE

November 2015 – December 2015

Voucher Numbers	078637 - 078938	\$ 2,789,010.13
Electronic Payments	11/01/2015 – 11/30/2015	\$ 528,941.12

Payroll Voucher Numbers		\$ 472,395.29
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Checks	55866373
Direct Deposits	450001-450117
	480001-480118

- I) **EXECUTIVE DIRECTOR REPORT**
Waterfront Update
- J) **COMMISSIONERS REPORTS**
- K) **UPCOMING EVENTS**
- L) **SIGN DOCUMENTS**
- M) **WORKSHOP**
Project Financing
- N) **EXECUTIVE SESSION**
- O) **ADJOURNMENT**

Agenda Item No. C-2

REQUEST FOR COMMISSION ACTION

PORT OF VANCOUVER USA

PREPARED BY:

Betsy Rogers
Betsy Rogers

Administrative Supervisor

12/08/2015

Title

Date

APPROVED BY:

Title

SUBJECT:

Minutes of the November 16, 2015 Special Meeting

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 11/16/15 Special Meeting

RECOMMENDATION:

That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the November 16, 2015, Port of Vancouver USA Board of Commissioners Special Meeting as presented.

Respectively Submitted by: *Julianne Markley*, Executive Director

Date Action Taken _____

Motion By: _____


Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes _____ No _____

Agenda Item No. C-3

REQUEST FOR COMMISSION ACTION		PORT OF VANCOUVER USA	
PREPARED BY:			
		Administrative Supervisor	12/08/2015
Betsy Rogers		Title	Date
APPROVED BY:			
		Title	
SUBJECT: Minutes of the November 24, 2015 Regular Meeting			

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 11/24/15 Regular Meeting

RECOMMENDATION:

That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the November 24, 2015, Port of Vancouver USA Board of Commissioners Regular Meeting as presented.

Respectively Submitted by:  **Executive Director**

Date Action Taken _____

Motion By: _____


Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes _____ No _____

Agenda Item No. C-4

REQUEST FOR COMMISSION ACTION		PORT OF VANCOUVER USA	
PREPARED BY:			
		Administrative Supervisor	12/08/2015
Betsy Rogers		Title	Date
APPROVED BY:			
		Title	
SUBJECT: Minutes of the November 30, 2015 Special Meeting / Executive Session			

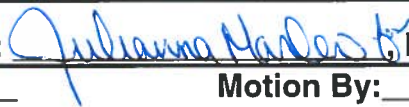
BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 11/30/15 Special Meeting / Executive Session

RECOMMENDATION:

That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the November 30, 2015, Port of Vancouver USA Board of Commissioners Special Meeting / Executive Session as presented.

Respectively Submitted by: 		Executive Director	
Date Action Taken _____	Motion By: _____		
Approved: _____	Seconded By: _____		
Deferred To: _____	Unanimous:	Yes _____	No _____

Agenda Item No. E-1

REQUEST FOR COMMISSION ACTION**PORT OF VANCOUVER USA**

REVIEWED BY:Real Estate
Manager

Kathy Holtby

Title

APPROVED BY:Director of Business
Development

12/08/2015

Mike Schiller

Title

Date

SUBJECT:Approve Lease between the Port of Vancouver USA and Boise Cascade
Building Materials Distribution, LLC

BACKGROUND:

The Port of Vancouver's (Port) Strategic Plan established a goal to maximize industrial business development by providing opportunities for new and existing businesses to expand and become more efficient. Boise Cascade Building Materials Distribution (Boise) has leased space at the Port since April 14, 1998 for receipt and distribution of building materials. They currently lease approximately 77,600 square feet of office, warehouse and storage space in several buildings on approximately 20 acres and have 53 full-time employees.

The Port and Boise have worked together to update Boise's existing lease into the port's new lease form (the "Lease"). The effective date will be November 1, 2015 with an initial lease term of 12 years and three options to extend for 5 years each. Base rent will be \$40,463.25 per month plus annual increases, providing \$5,826,708.00 in revenue to the Port over the initial term plus leasehold excise tax. Additional charges will include common area maintenance, stormwater and rail infrastructure fees.

This Lease also includes a right-of-way acquisition settlement for the rail corridor required through Boise's leasehold to support the Port's West Vancouver Freight Access (WVFA) Rail Project. The required property included 5,449 square feet of permanent rail corridor and 43,693 square feet of non-exclusive temporary construction easement areas. These right-of-way parcels were acquired in accordance with all local, state and federal requirements. Boise's right-of-way settlement amount for these acquisitions is \$23,500.00.

In consideration of the Lease the Port and Boise agree to split the costs to pave and fence approximately 1.3 acres in the BPA easement area of Boise's leasehold for additional storage. Boise's right-of-way settlement in the amount of \$23,500.00 will be applied towards their share of the tenant improvements costs. Boise will pay additional rent of \$1,605.56 per month for the first 3 years of the Lease in the amount of \$57,800.16 for the balance of Boise's proportionate share of this tenant improvement.

As part of this Lease the leasehold premises have been decreased approximately 1.75 acres to remove the area required for the WVFA Rail Project and provide for the extension of the new public trail along NW Lower River Road. The Port will also re-acquire

approximately 3000 square feet of office space and associated parking area in Building 3209 that has been vacant for several years.

The expense of the right-of-way settlement and Lease revenue were included in the 2015 and 2016 Budgets.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners approve the Lease between the Port of Vancouver USA and Boise Cascade Building Materials Distribution LLC.

Respectively Submitted by: , Executive Director

Date Action Taken _____

Motion By: _____

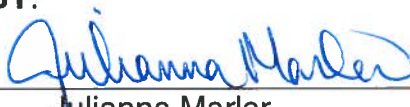
Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes____ **No**____

Agenda Item No. E-2

REQUEST FOR COMMISSION ACTION	PORT OF VANCOUVER USA
REVIEWED BY:  Julianna Marler	Chief Financial & Administrative Officer Title

APPROVED BY	Executive Director	12/08/2015
Todd Coleman	Title	Date

SUBJECT:	Adopt Resolution 9-2015: Administrative Authority of CEO/Executive Director
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BACKGROUND:

The Revised Code of Washington 53.12.270 authorizes the delegation of "administerial powers and duties of the Commission as it may deem proper for the efficient and proper management of port district operations. Any such delegation shall be authorized by appropriate resolution of the commission, which resolution must also establish guidelines and procedures for the managing official to follow."

Resolution 9-2015, "Administrative Authority of CEO/Executive Director," defines the duties and authorities that have been delegated to the CEO/Executive Director and his designees. Some areas identified in this resolution include real property rentals, property acquisition and disposition, contracts, legal representation and other miscellaneous policies.

Periodically this document is reviewed to determine if updates are needed due to statutory changes, changes in responsibility or to clarify language. All resolutions and authorizations previously adopted by the Port Commission and dealing with the same subject matter are repealed upon adoption of Resolution 9-2015.

Additional Information Attached? Yes

RECOMMENDATION: That the Board of Commissioners adopt Resolution 9-2015: "Administrative Authority of CEO/Executive Director."

Respectively Submitted by: , Executive Director

Date Action Taken _____ **Motion By:** _____

Approved: _____ **Seconded By:** _____

Deferred To: _____ **Unanimous:** Yes ____ No ____



Port of Vancouver USA

**PORT OF VANCOUVER
COMMISSION POLICY DIRECTIVES**

**ADMINISTRATIVE AUTHORITY OF
CEO/EXECUTIVE DIRECTOR
AND HIS DESIGNEES
RESOLUTION NO. 9-2015**

DATE: 12/8/2015

INDEX
EXHIBIT "A" TO RESOLUTION NO. 9-2015
ADMINISTRATIVE AUTHORITY OF CEO/EXECUTIVE DIRECTOR

- I. REAL PROPERTY RENTALS
- II. LEASE BOND RENTAL INSURANCE
- III. PROPERTY ACQUISITIONS AND DISPOSITIONS
- IV. CONTRACTS
- V. UTILIZATION OF PORT CREWS
- VI. REIMBURSABLE SERVICES
- VII. LEGAL SERVICES AND OTHER REPRESENTATION
- VIII. ADJUSTMENT AND SETTLEMENT OF CLAIMS
- IX. ADJUSTMENT AND WRITE-OFF OF ACCOUNTS RECEIVABLE
- X. INSURANCE PROGRAMS
- XI. TRADE DEVELOPMENT PROGRAMS
- XII. ISSUANCE OF TARIFFS
- XIII. TRAVEL OF EMPLOYEES AND OTHER AUTHORIZED REPRESENTATIVES
- XIV. EMPLOYMENT AND PERSONNEL ADMINISTRATION

RESOLUTION NO. 9-2015

A RESOLUTION of the Port of Vancouver Board of Commission adopting a master policy directive on the administrative authority of the CEO/Executive Director and his designees and repealing Resolution No. 1-2009 and all prior resolutions and authorizations dealing with the same subject matter.

WHEREAS, Pursuant to RCW 53.12.270, the Port of Vancouver Board of Commission (hereinafter referred to as "Port Commission") has adopted various policy directives concerning administrative authority of the CEO/Executive Director and his designees for the purposes of expeditious administration of the Port; and

WHEREAS, the Port Commission has from time to time found it necessary to amend and revise such directives due to changes in law and/or operations of the Port; and

WHEREAS, the Port Commission now wishes to provide an updated master policy directive on the administrative authority of the CEO/Executive Director and his designees and to repeal all prior resolutions and authorizations dealing with the same subject matter:

NOW THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Vancouver as follows:

Section 1. The master policy directive of the Port Commission as set forth in Exhibit "A" attached to this Resolution and by this reference incorporated herein, is for the purpose of establishing administrative authority for the CEO/Executive Director and his designees pursuant to RCW 53.12.270.

Section 2. Resolutions and authorizations previously adopted by the Port Commission and dealing with the same subject matter are hereby repealed.

ADOPTED by the Port of Vancouver Board of Commission this 8th day of December, 2015
and duly authenticated in open session by the signatures of the Commissioners voting.

BOARD OF COMMISSIONERS
PORT OF VANCOUVER

President

Vice-President

Secretary

APPROVED AS TO FORM

Attorney

EXHIBIT "A" TO RESOLUTION NO. 9-2015

PORT OF VANCOUVER
COMMISSION POLICY DIRECTIVES
ADMINISTRATIVE AUTHORITY OF CEO/EXECUTIVE DIRECTOR
AND HIS DESIGNEES

The following policy is adopted by the Port Commission for the purpose of establishing the administrative authority of the CEO/Executive Director who is responsible for the normal Port of Vancouver (hereinafter referred to as "Port") operations. The phrase "normal Port operations" as used herein, means the regular day-to-day business transactions involving labor, materials and money.

With the exception of the limitations identified in the specific policies which follow, the CEO/Executive Director shall be responsible for the operation, maintenance, and administration of the Port's marine terminals and industrial facilities; other properties and facilities; for the development of industrial districts; the implementation of construction work and alterations and improvements to the Port's real estate and physical facilities and necessary planning incidental thereto; the administration of the day-to-day operations which include personnel administration (i.e., hiring/firing, training, grievance procedures, employee improvement, etc.); execution of contracts; financial matters; and legal matters. The CEO/Executive Director has authority to maintain, cancel and/or change the schedule for Board of Commissioner meetings as business needs arise. Further, the CEO/Executive Director is hereby authorized to publish notice of any and all public hearings or publications which are required by law or which are otherwise necessary for Port Commission action.

The CEO/Executive Director may delegate to appropriate Port staff such of his administrative authority or reporting requirements herein established as, in his discretion, is necessary and advisable in the efficient exercise of such authority. To implement delegations of authority to Port staff, the CEO/Executive Director may promulgate Port of Vancouver policy and procedure manuals or directives, monetary delegations, authority to execute contracts, and other documents such as employee position descriptions, office manuals, etc., which shall include such delegations as appropriate.

I. REAL PROPERTY RENTALS:

A. Lease and Property Procedures:

Prior to execution the CEO/Executive Director shall be responsible for carrying out the following required procedural steps in affecting all Port leases; provided that the Port Commission shall be apprised of the status of significant long-term lease negotiations:

1. A lease may be submitted directly to the Port Commission for execution following execution by lessee whenever a proposed final lease meets all of the following conditions:
 - a. The use and rental rate of the premises to be leased are to be generally consistent with other existing Port leases in the same or similar areas.
 - b. All of the proposed final terms of the lease arrangement are generally consistent with other existing Port leases in the same or similar areas.
2. The granting of easements, licenses, permits and the exercise of options and assignments shall be submitted directly to the Port Commission after being approved as to form by the Port Attorney, except the following may be approved by the CEO/Executive Director after being approved as to form by the Port Attorney;
 - a. The assignment or consent of leases by tenants for "collateral purposes only".
 - b. The assignment or consent of company name changes.
 - c. Common easements for the purpose of the Port granting or receiving road access and access to utility connections.
 - d. Licenses and permits to and from the Port for purpose of allowing the monitoring of groundwater, environmental investigations and completion of remediation activities.
 - e. Restrictive covenants with the Washington State Department of Ecology that, among other provisions, requires the port to maintain the property as an industrial use.
 - f. Other such temporary access grants not affecting the use or value of the Port's real property.
3. Subcontracts: Leases, operating agreements, and related contracts between the Port and its tenants, and other parties shall include restrictions on contracting

(including subleasing) and require the prior written consent of the Port for proposed contracts.

- a. Except for those consents, assignments and agreements referenced above (Section I.A.2.), the CEO/Executive Director will seek prior authorization of Port Commission prior to granting consents to contracts.

B. Short Term Leases:

All Port real property when available for leasing shall, except as otherwise provided herein, be leased only under an appropriate written lease instrument executed by the Port Commission and accompanied by a lease bond or other form of security in accordance with RCW 53.08.085. However, in the case of a short term lease or sublease ("short term" defined herein as a cumulative tenancy period that shall not exceed one (1) year), the CEO/Executive Director may execute the lease or sublease subject to all of the following conditions:

1. The arrangements for short term occupancy shall be evidenced by a standard form of short term lease or sublease, except that any clearly inapplicable provision or provisions inconsistent with the policy herein shall be deleted from the standard form, and additional provisions may be added as appropriate and necessary.
2. The use to which the property may be put by the tenant shall be expressly stated and shall be in accordance with approved zoning ordinances.
3. The lessee may be required to provide a damage and/or a cleaning deposit at the CEO/Executive Director's discretion.

II. LEASE BOND RENTAL INSURANCE:

The CEO/Executive Director is authorized to take all necessary actions on behalf of the Port Commission in connection with lease surety bonds, lease surety, rental insurance and other insurance coverage required pursuant to any leases of the Port, including any of the following actions:

- A. Where the lease is not in default, to release any surety bond, surety, or rental insurance where an adequate substitute bond has been provided. Whenever the CEO/Executive Director releases any bond, surety or rental insurance securing any lease of the Port, he shall act on behalf of the Port Commission.
- B. To approve any surety bond, surety or rental insurance, or other insurance submitted in fulfillment of the requirements of any lease, including substitute or replacement coverage for any terminated bond, surety or rental insurance.
- C. To approve any substitution or modification of insurance, and to release any insurance company when substitute or replacement insurance coverage has been provided in connection with any outstanding lease of the Port.

III. PROPERTY ACQUISITIONS AND DISPOSITIONS:

A. Real Property:

1. Purchase of Real Property:

- a. The CEO/Executive Director is authorized to take all necessary administrative steps, including appraisals, to prepare for the purchase of real property for the Port, pursuant to RCW 53.08.
- b. When the Port Commission authorizes the acquisition of real property by negotiated purchase or condemnation, the CEO/Executive Director is authorized to take all necessary steps to secure the title of such property for the Port.

2. Sale of Real Property:

- a. The CEO/Executive Director is authorized to take all necessary administrative steps, including appraisals, to prepare for the sale of real property.
- b. When the Port Commission authorizes the sale of Port real property, the CEO/Executive Director shall be empowered to take all necessary administrative steps to complete the sale of such property, including delivery, to finalize the sale.

B. Personal Property:

1. The CEO/Executive Director is authorized pursuant to RCW 53.08.090 to sell and convey surplus personal property of the Port subject to the following conditions:
 - a. That the value of such personal property does not exceed \$10,000 or as specified in RCW 53.08.090.
 - b. Prior to any such sale or conveyance, the CEO/Executive Director shall itemize and list the property to be sold and make written certification to the Port Commission that the listed property is no longer needed for Port District purposes.
 - c. Any large block of such property having a value in excess of \$10,000 shall not be broken down into components of a lesser value and sold unless done so by public competitive bid.
 - d. No property which is part of the comprehensive plan of improvement or modification thereof shall be disposed of until the comprehensive plan has been modified pursuant to RCW 53.20.010 and such property is found to be surplus to Port needs.
 - e. In no case shall surplus personal property of the Port be sold to any Port Commissioner or Port employee or to members of their immediate families without the specific approval of the Port Commission or by a competitive bid process that is appropriately publicized.

IV. CONTRACTS

For purposes of this section, all contract amounts listed below are inclusive of Washington State Sales Tax.

A. Public Works Contracts:

The CEO/Executive Director shall have the responsibility for following all required statutory procedures in connection with all public works contracts pursuant to RCW 53.08.120. The CEO/Executive Director is authorized to carry out all procedures

required by applicable statutes preliminary to the acts required to be performed by the Port Commission at an open meeting. The CEO/Executive Director may execute on its behalf small works roster contracts where the total estimated contract price does not exceed \$300,000 or the amount authorized by RCW 53.08.120.

1. Change Orders:

a. For contracts that do not exceed \$300,000 or the amount authorized by RCW 53.08.120: The CEO/Executive Director is authorized to execute individual change orders to the contract provided the total contract cost, inclusive of the change order(s), does not exceed \$300,000 or the amount authorized by RCW 53.08.120.

b. For contracts that exceed \$300,000 or the amount authorized by RCW 53.08.120: The CEO/Executive Director is authorized to execute individual change orders to the contract provided that the cumulative change orders do not exceed \$200,000 or 25% of the total contract cost, whichever is less.

2. Exemptions:

a. When any emergency shall require the immediate execution of a contract that exceeds \$300,000 or the amount authorized by RCW 53.08.120, the CEO/Executive Director, pursuant to the procedures of RCW 39.04.280, is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency, provided that the CEO/Executive Director shall, within 2 weeks following the CEO/Executive Director's award of a contract, request Port Commission ratification of the finding of emergency and any contracts awarded and/or executed pursuant to that finding. From the inception of any such emergency, the CEO/Executive Director shall advise the Port Commission of the development of the emergency situation and the progress of such contracts executed to remedy the emergency.

B. Material, Equipment, Supplies and Purchased Services:

The CEO/Executive Director shall have the responsibility for following all statutory requirements and procedures pursuant to 53.08.120 in connection with all contracts for

the acquisition of materials, equipment, supplies and purchased services. Materials, equipment, supplies and purchased services may be acquired when necessary for the normal maintenance and operations of the Port. The CEO/Executive Director may execute contracts for the acquisition of materials, equipment, supplies and purchased services subject to the following conditions:

1. The aggregate contract amount or purchase order price does not exceed \$200,000.
2. The total contract period will not exceed a total of five (5) years, unless specifically approved by Port Commission.
3. Change Orders:
 - a. For contracts that do not exceed \$200,000: The CEO/Executive Director is authorized to execute individual change orders to the contract provided the total contract cost, inclusive of the change order(s), does not exceed \$200,000.
 - b. For contracts that exceed \$200,000: The CEO/Executive Director is authorized to execute individual change orders to the contract provided that the cumulative change orders do not exceed \$200,000 or 10% of the total contract, whichever is less.
4. Exemptions:
 - a. When any emergency shall require the immediate execution of a contract that exceeds \$200,000, the CEO/Executive Director, pursuant to the procedures of RCW 39.04.280, is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency, provided that the CEO/Executive Director shall, within 2 weeks following the CEO/Executive Director's finding of the existence of an emergency and award of a contract, request Port Commission ratification of the finding of emergency and any contracts awarded and/or executed pursuant to that finding. From the inception of any such emergency, the CEO/Executive Director shall advise the Port

Commission of the development of the emergency situation and the progress of such contracts executed to remedy the emergency.

- b. The CEO/Executive Director has the authority to waive competitive bidding requirement pursuant to RCW 39.04.280 and execute contracts under \$200,000.
- c. When requesting Port Commission to award a contract over \$200,000 that is waiving competitive bidding requirements pursuant to RCW 39.04.280, the CEO/Executive Director shall report the factual basis for award to the Port Commission.

C. Personal Service Contracts:

The CEO/Executive Director shall be responsible for following all statutory requirements pursuant to RCW 53.19 and Port procedures in connection with the acquisition of personal services where deemed necessary in carrying out normal Port operations. The CEO/Executive Director may execute contracts for such services where the aggregate cost of the proposed service does not exceed \$200,000.

1. Change Orders:

- a. For contracts that do not exceed \$200,000: The CEO/Executive Director is authorized to execute individual change orders to the contract provided that it is not a substantial change or is not a substantial addition to the scope of the work and the total contract cost, inclusive of change order(s), does not exceed \$200,000.
- b. For contracts that exceed \$200,000: The CEO/Executive Director is authorized to execute individual change orders to the contract provided that it is not a substantial change or is not a substantial addition to the scope of work and the cumulative change orders do not exceed \$200,000 or 10% of the total contract cost, whichever is less.

- c. If the value of a change order(s) exceeds 50% of the value of the original contract, it must be filed with commission and available for public inspection prior to the proposed starting date of services under the change order(s).

2. Exemptions:

- a. When any emergency shall require the immediate execution of a contract, the CEO/Executive Director, pursuant to the procedures of RCW 53.19.030, is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency, provided that the CEO/Executive Director shall, within seven working days following commencement of work or execution of the contract, whichever occurs first, file with the Port Commission documented justification of the finding of emergency and any contracts awarded and/or executed pursuant to that finding.
- b. Pursuant to RCW 53.19.040, sole source contracts shall be filed with the Port Commission and available for public inspection prior to the proposed starting date of the contract. Documented justification for sole source contracts shall be provided to the Port Commission when the contract is filed. For sole source contracts of \$50,000 or more, documented justification shall include evidence that the Port attempted to identify potential consultants and the Port Commission shall ensure that cost, fees, or rates are reasonable.

D. Professional, Architectural and Engineering Services:

The CEO/Executive Director is authorized to contract with qualified architectural and engineering firms licensed in the State of Washington and other professional consultants to provide such services as required for the Port. Selection and reimbursement for such services shall follow all required statutory procedures pursuant to RCW 39.80 and shall be consistent with normal established fees paid for such services. If the fee on any single project or aggregate contract amount is estimated to exceed \$200,000, Port Commission approval shall be required. The CEO/Executive Director will endeavor to use a variety of firms based on the nature of the work and the expertise of the firms.

1. Change Orders:

- a. For contracts that do not exceed \$200,000: The CEO/Executive Director is authorized to execute individual change orders to the contract provided the total contract cost, inclusive of the change order(s), does not exceed \$200,000.
- b. For contracts that exceed \$200,000: The CEO/Executive Director is authorized to execute individual change orders to the contract provided that the cumulative change orders do not exceed \$200,000 or 10% of the total contract, whichever is less.

2. Exemptions:

- a. When any emergency shall require the immediate execution of a contract that exceeds \$200,000, the CEO/Executive Director, is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency, provided that the CEO/Executive Director shall, at the first Port Commission meeting following the CEO/Executive Director's finding of the existence of an emergency, request Port Commission ratification of the finding of emergency and any contracts awarded and/or executed pursuant to that finding. From the inception of any such emergency, development of the emergency situation and the progress of such contracts executed to remedy the emergency.

F. Intergovernmental Agreements:

1. The CEO/Executive Director is authorized to execute or amend intergovernmental agreements with other public agencies similarly authorized as defined in RCW 53.08.240 and Chapter 39.34 RCW, when the best interest of the Port would be served provided that such agreements do not exceed \$200,000. Such contract shall set forth fully the purposes, powers, rights, objectives and responsibilities of the contracting parties.

2. The CEO/Executive Director is further authorized to make purchases under contracts already entered into by another governmental agency, provided that such agency has followed requirements established by Washington State law.
3. The CEO/Executive Director is authorized to purchase using allowable Schedules through the U.S General Services Administration as defined by requirements established by the Federal Acquisition Regulation – Subpart 8.4.

V. UTILIZATION OF PORT CREWS:

- A. The CEO/Executive Director is authorized to employ necessary workers for projects and the normal operations and maintenance of all Port facilities. Long shore labor may be hired directly through the Pacific Maritime Association, or contracted through stevedoring or other contractors to provide marine terminal related services.
- B. The CEO/Executive Director shall be responsible for notifying the Port Commission regarding work projects carried out by Port crews which are new construction or major modifications of Port facilities.

VI. REIMBURSABLE SERVICES:

The CEO/Executive Director is authorized to enter into agreements pursuant to which the Port will receive reimbursable services, provided costs are within the authorized purchasing thresholds defined in Section IV, or will provide reimbursable services, when such services are part of normal Port operations or incident thereto.

VII. LEGAL SERVICES AND OTHER REPRESENTATION:

The CEO/Executive Director and the Port Attorney shall be responsible for the procedures necessary for management and supervision of all legal services required by the Port and litigation in which the Port has an interest, direct or indirect. For purposes of this section, "litigation" shall mean the assertion of any position, right or responsibility by or against the Port (or in which the Port may have an interest) which has been filed in any court of general jurisdiction, be it state or federal, or any quasi-judicial or administrative forum.

A. Legal Services:

The Port Commission shall hire and/or appoint a Port Attorney to advise the Port Commission and staff and for such legal opinions and services as may be required. The CEO/Executive Director is authorized to utilize such law firms as may from time to time be designated by the Port Commission, or, in cases of emergency or conflict of interest where such firms are unavailable or where it is deemed appropriate for other reasons, such other counsel as he deems appropriate, to provide necessary legal services. Retained legal counsel may act solely on behalf of the Port or jointly with other interested parties. Payment for legal services other than litigation shall be by fixed annual retainers and/or by reimbursement at established hourly rates plus expenses. The Port Commission shall set annual retainers, if any, based on the level of services required and the current cost of legal services in the area. In litigation matters, legal counsel shall be reimbursed at a rate not to exceed their established hourly rate plus expenses or as otherwise agreed.

B. Engagement of Other Representatives:

In connection with litigation or other legal matters in which the Port has a direct or indirect interest, the CEO/Executive Director may engage other representatives to act solely on behalf of the Port or jointly with other interested parties. Such representatives shall be reimbursed at their established hourly rates plus expenses or on another basis which is standard or as agreed for their services.

C. Engagement of Experts:

The CEO/Executive Director may engage, or cause to be engaged through the Port Attorney, such experts as may be necessary to the orderly preparation of litigation in which the Port has a direct or indirect interest, without limitations otherwise prescribed in Section VII of this Exhibit "A" to this Resolution; such engagement shall be upon the Port Attorney's, or other attorney responsible for the matter, authorization after having been satisfied that such expenditure is necessary to the adequate preparation and representation of the Port's position in such litigation and shall wherever practicable include evaluation of the litigation and an estimate of the probable cost of such experts.

D. Settlement:

Unless otherwise specified in this Exhibit "A" to this Resolution, any matter which is the subject of litigation may be compromised and settled by the CEO/Executive Director provided that the port's obligation under the settlement does not exceed \$50,000 paid from the port's general fund and that the Port Attorney or designated attorney shall provide a written opinion to the CEO/Executive Director that such compromise and settlement is justified on the basis of the following:

1. Claims filed against the Port:
 - a. the likelihood that a judgment rendered in the case would be in the amount claimed, or higher than the amount claimed, or that there is reasonable cause to believe that there is considerable exposure of liability for the Port; or
 - b. the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.
2. Claims filed on behalf of the Port:
 - a. that the determination to settle the claim outweighs the risk of resorting to litigation;
 - b. that the settlement of the claim would provide prompt payment to the Port and eliminate extensive delays; or
 - c. the proposed offer of settlement is reasonable in light of the claim asserted; or
 - d. the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.

Any individual claim which exceeds \$50,000 as defined in Section D may be processed in all respects (except for final approval and payment) by the CEO/Executive Director. No such claims shall be submitted for approval to the Port Commission until a tentative agreement has been reached with the parties concerned for settlement. Claims exceeding \$50,000 shall be reported to the Port Commission promptly.

VIII. ADJUSTMENT AND SETTLEMENT OF CLAIMS

Except for those claims referenced above, the CEO/Executive Director shall be responsible for the observance of necessary procedures whereby the adjustment and final settlement of all claims, either against or on behalf of the Port, shall be carried out. Necessary procedures in the handling of such claims shall include the following:

- A. For purposes of this section, "claim" shall mean the assertion of any position, right or responsibility by or against the Port, but not including (1) accounts receivable to the extent covered in Section IX or (2) claims asserted by or against the Port which have become the subject of litigation as defined in Section VII of this Exhibit "A" to this Resolution.
- B. No claims against the Port shall be considered unless and until proper notice has been served by the claimant upon the Port.
- C. Any single claim not exceeding \$50,000 as defined in Section D may be adjusted and settled and paid by the CEO/Executive Director provided that all of the following conditions are met:
 - 1. The Port Attorney or designated attorney shall provide a written opinion to the CEO/Executive Director that payment of the claim is justified on the basis of the following:
 - a. Claims filed against the Port:
 - i) a substantial likelihood that the Port is or could be found liable;
 - ii) the likelihood that a judgment rendered in the case would be in the amount claimed, or higher than the amount claimed, or that there is reasonable cause to believe that there is considerable exposure of liability for the Port; or
 - iii) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.
 - b. Claims filed on behalf of the Port:
 - i) that the determination to settle the claim outweighs the risk of resorting to litigation;

- ii) that the settlement of the claim would provide prompt payment to the Port and eliminate extensive delays; or
- iii) the proposed offer of settlement is reasonable in light of the claim asserted; or.
- iv) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.

2. All such claims, when settled, shall be reported to the Port Commission.

C. Any individual claim which exceeds \$50,000 as defined in Section D may be processed in all respects (except for final approval and payment) by the CEO/Executive Director. No such claims shall be submitted for approval to the Port Commission until a tentative agreement has been reached with the parties concerned for settlement. Claims exceeding \$50,000 shall be reported to the Port Commission promptly.

IX. ADJUSTMENT AND WRITE-OFF OF ACCOUNTS RECEIVABLE:

Provided the amount does not exceed \$25,000, the CEO/Executive Director is authorized to (1) make adjustments to accounts receivable for valid business reasons which do not constitute a gift of public funds, or (2) write off any uncollectible account\.

Prior to adjusting or writing off any account receivable, the CEO/Executive Director shall be satisfied that every reasonable effort has been made by the staff to resolve or accomplish the collection of the account. For those accounts that fail to make payment, the CEO/Executive Director may authorize the Port Attorney or designated attorney to bring action in courts of law, or if more appropriate, to assign the same to collection agencies in an attempt to collect such accounts. If, after attempting all normal account collection procedures, the account is still uncollectible after 180 days or more, the CEO/Executive Director shall be authorized to provide for writing off such an account. Any account in excess of \$25,000 which is deemed to be uncollectible shall be referred to the Port Commission for final approval of writing off that account.

X. INSURANCE PROGRAMS:

The CEO/Executive Director shall be authorized to work with the Port's designated insurance brokers to negotiate and obtain appropriate policies of insurance to cover Port property, liability, employee coverage, and other areas appropriately included within a comprehensive insurance program. The CEO/Executive Director is authorized to approve changes or modifications within the policies of insurance, including programs to provide self-insurance or deductible provisions, so long as such programs are reported to the Port Commission.

XI. TRADE DEVELOPMENT PROGRAMS:

The CEO/Executive Director is authorized, consistent with the limitations of RCW 53.08.160, 53.08.290 and 53.36.120-150 to develop and carry out programs of trade development (which may include tourism and tourism promotion), advertising (including the use of advertising firms within budgetary authority), and promotion. Such programs may include participation in programs and agreements designed to provide shippers and other users of Port facilities with the most competitive service. The Port Commission shall review such programs of trade development and promotion periodically.

XII. ISSUANCE OF TARIFFS:

The CEO/Executive Director is hereby delegated authority to issue tariff amendment directives as he deems necessary. Such tariff items shall be considered issued and effective on the dates shown thereon.

XIII. TRAVEL OF EMPLOYEES AND OTHER AUTHORIZED REPRESENTATIVES OF THE PORT:

The CEO/Executive Director is authorized to approve travel by employees and/or other authorized representatives of the Port in order to conduct normal Port operations and trade development programs, provided that reimbursable personal travel expenses for an individual trip shall be consistent with the Port's travel policy and provided that the Port Commission shall be advised of major travel made by Port staff.

XIV. EMPLOYMENT AND PERSONNEL ADMINISTRATION:

The CEO/Executive Director is authorized to approve the hiring and termination of all employees, and the salary and wage adjustments of all employees.

The CEO/Executive Director is authorized to administer all personnel policies and procedures, the payment of salaries and wages, and the furnishing of employee benefits in accordance with the authority, requirements, limitations, adopted resolutions and other actions established by Port Commission. The CEO/Executive Director is further authorized to establish such other personnel related administrative policies and procedures as may be required.

END OF EXHIBIT "A" TO RESOLUTION NO. 9-2015

Agenda

Item No. E-3

**REQUEST FOR COMMISSION ACTION
REVIEWED BY:**

PORT OF VANCOUVER USA

Director of Human
Resources

Jonathan Eder

Title

APPROVED BY:

Executive Director

12/08/2015

Todd Coleman

Title

Date

SUBJECT: Approve Settlement Agreement between Amber Cox and the Port of
Vancouver USA

BACKGROUND:

On March 1, 2014, Amber Cox was terminated from employment at the Port of Vancouver, USA.

On April 15, 2015 Amber Cox filed a complaint for damages and injunctive relief with the United States District Court for the Western District of Washington at Tacoma in which she challenged her termination on various grounds. This case has been set for trial in October 2016.

On June 11, 2015 Amber Cox, the Port, and Allied World Insurance Company, the Port's employment practices liability insurer, entered into a mediation process that was intended to resolve all outstanding issues between the parties. That process was ultimately unsuccessful.

Amber Cox, the Port, and Allied World Insurance Company continued conversations in an attempt to resolve all issues between Ms. Cox and the Port.

Amber Cox and the Port have recently reached a tentative written agreement to resolve all of Ms. Cox's claims against the Port, subject to approval by the Port of Vancouver Board of Commissioners..

Allied World Insurance Company has authorized a settlement payment of \$225,000 and Ms. Cox has agreed to accept this payment in full settlement of any claims she has asserted or could have asserted against the Port. The insurance company will pay \$200,000 of this sum and the Port is responsible for the payment of the \$25,000 deductible.

In consideration of the payment of \$225,000 to Amber Cox and certain other elements of non-monetary consideration, , Amber Cox agrees to release the Port from all outstanding claims or potential claims and to dismiss with prejudice and without fees or costs to either party in the pending federal court lawsuit.

Additional Information Attached? No

RECOMMENDATION: That the Port of Vancouver Board of Commissioners approve the Settlement Agreement between the Port of Vancouver USA and Amber Cox.

Respectively Submitted by: Julianne Hardesty Executive Director

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes _____ No _____

Agenda

Item No. E-4

REQUEST FOR COMMISSION ACTION
REVIEWED BY:

PORT OF VANCOUVER USA

Port Counsel

Alicia Lowe

Title

APPROVED BY:

Executive Director

12/08/2015

Todd Coleman

Title

Date

SUBJECT: Approve Settlement Agreement with Columbia River Alliance for Nurturing the Environment and Agreement to Transfer Property with Columbia Land Trust

BACKGROUND:

This project meets the strategic goals of the Port of Vancouver by 1) maximizing marine business and development, 2) maximizing industrial business and development, 3) developing and preserving multi-modal transportation access, and by 4) generating and sustaining diversified revenues.

In 2003 the Port of Vancouver, Columbia River Alliance for Nurturing the Environment (CRANE), Paul King and the Port of Portland entered into an agreement with the intent to complete the Columbia River Channel Improvement project, create habitat and mitigation on the Port of Vancouver's Columbia Gateway, Parcels 4 and 5, and to allow for future marine and industrial development of Columbia Gateway, Parcel 3, by the Port of Vancouver. Subsequently, the Port of Vancouver initiated a Draft Environmental Impact Statement for Parcels 3, 4, and 5.

In 2009, the Port of Vancouver completed the acquisition of Terminal 5 from Alcoa Aluminum and Evergreen Aluminum. The Port subsequently shifted its development focus from Columbia Gateway Parcels 3, 4 and 5 to its Terminal 5 property because of the proximity to existing developed properties at the Port and to complete its West Vancouver Freight Access Project.

These proposed agreements accomplish the following goals:

- Allow the Port of Vancouver to complete its efforts to entitle approximately 450 net acres of marine and industrial development.
- Respond to market demand primarily in the agriculture, dry bulk, liquid bulk, roll on roll off and heavy manufacturing sectors.
- Creation of approximately 540 acres of habitat for Sandhill Cranes and other wildlife in the Vancouver lowlands.
- Participate with the well-known and well respected Columbia Land Trust as steward of the habitat and open space.
- Provide opportunity for substantial job creation and beneficial economic development to Vancouver, Clark County and the greater Portland region.

Authorization of two governing agreements is required to accomplish the goals of this project, the Superseding Agreement and Agreement for Transfer of Property.

This project was not anticipated in the 2015 budget and has been included in the 2016 budget.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the Executive Director to execute the Superseding Agreement and all ancillary documents and the Agreement for Transfer of Property and all other documents as required to complete the transaction.

Respectively Submitted by: Julianne Henderson, Executive Director

Date Action Taken _____

Motion By: _____


Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes____ **No**____

Agenda Item No. H-1

REQUEST FOR COMMISSION ACTION		PORT OF VANCOUVER USA	
REVIEWED BY: _____		<u>Accounts Payable</u> Title	
APPROVED BY: 		<u>Director of Finance & Accounting</u> Title	
Scott Goodrich		12/08/2015 Date	
SUBJECT: VENDOR CLAIMS APPROVAL			

BACKGROUND:


Please refer to attached listing Nov 2015 – Dec 2015 Vendor Claims:

Nov 2015 – Dec 2015			
Voucher Numbers	078637 - 078938		\$ 2,789,010.13
Electronic Payments	11/01/2015 – 11/30/2015		\$ 528,941.12
Payroll Voucher Numbers			\$ 472,395.29
Checks	55866373		
Direct Deposits	450001-450117		
	480001-480118		

Additional Information Attached: Nov 2015 – Dec 2015 Payables Listing

RECOMMENDATION:

That the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of Nov 2015 – Dec 2015 Vouchers 078637 - 078938 in the amount of \$2,789,010.13 and Electronic Payments generated between 11/01/2015 – 11/30/2015 in the amount of \$528,941.12 and Nov 2015 – Dec 2015 Payroll Check 55866373 and Direct Deposits 450001-450117 and 480001-480118 in the amount of \$472,395.29.

Respectively Submitted by: 		Executive Director	
Date Action Taken _____		Motion By: _____	
Approved: _____		Seconded By: _____	
Deferred To: _____		Unanimous: Yes____ No____	