



Port of Vancouver USA

**AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, July 14, 2020**

- A) **CALL TO ORDER VIA TELECONFERENCE* (8:30 a.m.)**
- B) **EXECUTIVE SESSION**
None
- C) **OPENING REMARKS (8:30 a.m.)**
 - 1) Opening Remarks
 - 2) Approve Minutes of the June 9, 2020 Regular Meeting
- D) **OPEN FORUM**
 - 1) All written public comments received by 8:30 a.m. Monday, July 13, 2020 will be read into the record**
- E) **ACTION ITEMS**
 - 1) Approve Agreement Between the Port of Vancouver and Wapato Valley Mitigation and Conservation Bank
 - 2) Approve Agreement Between the Port of Vancouver and Vancouver Rotary Foundation for the Vancouver Landing at Terminal 1
 - 3) Approve Fourth Amendment to the Lease Agreement Between the Port of Vancouver and T1 Hotel LLC
- F) **UNFINISHED BUSINESS**
 - 1) Port Contracts Logs
- G) **NEW BUSINESS**
- H) **ACCOUNTS PAYABLE**

Voucher Numbers	101161- 101536	\$ 4,130,556.60
Electronic Payments	06/01/2020 – 07/01/2020	\$ 736,907.80
Payroll Voucher Numbers		\$ 586,912.70
Checks	51324059 - 51324063	
Direct Deposits	240001 – 240123	
	260001 – 260123	
- I) **CEO REPORT**
 - 1) Action taken under Resolution 2-2020: Declaration of Local Emergency and Delegation of Authority of Emergency Powers

J) **COMMISSIONERS REPORTS**

K) **ADJOURNMENT**

***All board members and the public will participate via teleconference due to the ongoing coronavirus disease (COVID-19) event and pursuant to Washington State Governor's phased approach with government offices opening in Phase 3 of the Governor's Return to Work Plan.**

To participate in this meeting by teleconference, please call 1 (253) 527-1624 and enter the conference ID number: 243 070 694 #. Meeting materials are available on the port's website at www.portvanusa.com. Please call (360) 693-3611 for technical difficulties. Verbal comments during the meeting will not be accepted.

****Written public comments are welcome and should be emailed to povcommissioners@portvanusa.com no later than 8:30 a.m. Monday, July 13, 2020 for them to be a part of the meeting record. Written comments will be provided to the Commission prior to the start of the board meeting and will be read into the record during the virtual meeting.**

Agenda Item No. C-2

REQUEST FOR COMMISSION ACTION PORT OF VANCOUVER USA

REVIEWED BY:

Betsy Rogers

Administrative Supervisor

07/14/2020

Betsy Rogers

Title

Date

APPROVED BY:

Title

SUBJECT: Minutes of the June 9, 2020 Regular Meeting

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 06/09/2020 Regular Meeting

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the June 9, 2020, Port of Vancouver USA Board of Commissioners Regular Meeting as presented.

Submitted by: *Juliana Morales*, CEO

Date Action Taken: _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___

**PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING
Tuesday, June 9, 2020**

CALL TO ORDER

CEO Julianna Marler called a regular meeting of the Port of Vancouver Board of Commissioners to order at 8:30 a.m., Tuesday, June 9, 2020 via teleconference number 1 (253) 527-1624, conference ID: 911466499# pursuant to Washington State Governor's Proclamation 20-28.4 in response to the COVID-19 event.

CEO Marler confirmed that Commissioners Orange, LaBrant and Burkman were on the line.

OPENING REMARKS

CEO Marler welcomed and reminded everyone that all board members and the public are participating via teleconference due to the COVID-19 disease event pursuant to Washington State Governor's Proclamation 20-28.4 in response to the COVID-19 event dated May 29, 2020 and in effect until June 17, 2020. She also stated no executive session was held this morning and the meeting is being recorded.

Meeting attendees included:

Don Orange	Port Commission President
Eric LaBrant	Port Commission Vice President
Jack Burkman	Port Commission Secretary
Julianna Marler	Port CEO
Michelle Allan	Port Executive Services Manager
Alicia Lowe	Port Legal Counsel
Elizabeth Gotelli	Port Chief Financial and Administrative Officer
Scott Goodrich	Port Director of Finance & Accounting
Mike Bomar	Port Director of Economic Development
Randy McCaleb	Port Contracts Manager
Betsy Rogers	Port Administrative Supervisor
Nam Nguyen	Port Applications Analyst
Rachelle Askman	Port Communications Coordinator
Mindy Pennington	Port Accounts Payable Specialist
Casey O'Dell	Port Director of Facilities
Richard Troutd	Port Security Manager

APPROVAL OF MINUTES

Regular Meeting of April 14, 2020

On motion by Commissioner Burkman, seconded by Commissioner LaBrant and carried unanimously, the Board of Commissioners approve the minutes of the April 14, 2020 regular meeting.

OPEN FORUM

CEO Marler shared with the Board that the agenda invited written public comments on matters subject to Commission vote at this meeting and no written public comments were received.

ACTION ITEMS

No action items were presented to the board.

UNFINISHED BUSINESS

Port Contracts Logs

The commissioners reviewed the port contracts logs. CEO Marler reminded everyone that the contracts logs are available on the port's website. No questions were asked by the Commission.

No additional unfinished business was considered.

NEW BUSINESS

None at this time.

ACCOUNTS PAYABLE

Director of Finance & Accounting Scott Goodrich presented the staff report as contained in the agenda packet and discussed the recommendation with the commission.

On motion by Commissioner Burkman, seconded by Commissioner LaBrant and carried unanimously, the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of April/May 2020 Vouchers 100519 – 101160 in the amount of \$10,190,166.74 including Electronic Payments generated between 04/06/2020 – 05/31/2020 in the amount of \$3,921,564.54 and April/May 2020 Payroll Checks 51308256 - 51308257 and Payroll Direct Deposits 150001 – 150121, 170001 – 170122, 190001 – 190122 and 210001 – 210121 in the amount of \$1,170,217.59.

CEO REPORT

Action taken under Resolution 2-2020: Declaration of Local Emergency and Delegation of Authority of Emergency Powers

CEO Marler shared with the commissioners that she has not taken any action provided her under Resolution 2-2020.

Interstate Bridge Replacement Project

CEO Marler provided an update on the Interstate bridge replacement program for I/5. She stated that a regional effort to start up the replacement program has been underway since funding was secured from both Washington and Oregon in 2019. ODOT and WSDOT are jointly leading the effort in coordination with eight other bi-state partner agencies, including Tri-Met, C-TRAN, Oregon Metro, the Southwest Regional Transportation Council, the cities of Portland and Vancouver, and the Ports of Vancouver and Portland.

She indicated that the agency partners kicked off a series of workshops in March to determine how we will all work together to successfully advance a program to replace the bridge. She also stated the recruitment of a new project director is underway by ODOT with support and involvement from WSDOT.

CEO Marler indicated that the Departments of Transportation recently provided summary materials from the work and CEO Marler stated she provided that to the board. She also indicated the summary materials were presented at last night's Vancouver City Council meeting. CEO Marler indicated more information about the project and process can be found on WSDOT's website.

No questions were received by the board.

ADJOURNMENT

There being no further business to come before the Port of Vancouver USA Board of Commissioners, the Tuesday, June 9, 2020 regular meeting was adjourned at 8:42 a.m. by CEO Julianna Marler.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Michelle Allan, Executive Services
Manager, June 9, 2020, Regular
Port of Vancouver USA Board of
Commission Meeting

Don Orange, President

Eric LaBrant, Vice President

Jack Burkman, Secretary

Agenda Item No. E-1

REQUEST FOR COMMISSION ACTION	PORT OF VANCOUVER USA		
REVIEWED BY:		Director of Environmental Services	
	Patty Boyden	Title	
APPROVED BY:		Chief Operations Officer	07/14/2020
	Kent Cash	Title	Date
SUBJECT:	Approve Agreement Between the Port of Vancouver and Wapato Valley Mitigation and Conservation Bank		

BACKGROUND:

This agreement supports the Port of Vancouver's strategic goals to protect air quality, water resources, and land managed by the port through deliberate and proactive efforts in all aspects of the port's operations.

The purpose of this agreement is to purchase advance mitigation credits from the Wapato Valley Mitigation and Conservation Bank located in Ridgefield, Washington to be used to mitigate future in-water impacts for port development. The port is looking at options to streamline and reduce permitting times to gain competitive advantage in attracting tenants. These credits would serve as mitigation for in-water impacts associated with construction of a new dock or other in-water impacts.

Upon execution of the contract the port will place in escrow a \$100,000 deposit to be used towards the port's initial purchase of 3.25 credits. The deposit will be released upon bank certification. The Port will have the option to purchase up to 50 additional mitigation credits over the 10-year option period at a set price of \$32,500/credit. The port is required to purchase a minimum number of credits each year. During the annual budget process, the port would propose the purchase of additional credits depending on need. A reasonable estimate based on discussions with engineering and commercial groups on potential future port projects over the next ten years may require between 25-50 credits.

Benefits of the agreement include:

- Provides the port a competitive marketing advantage.
- Allows the port to create a bank of credits that can be used for a project that has in-water impacts, such as construction of a new dock.
- Purchasing from a mitigation bank is a preferred method of mitigation from regulatory agencies. It provides more certainty about mitigation success and can shorten permit approval timelines.
- The bank is a large, contiguous site with diverse habitats that provide high ecological value for salmonids and other species.
- The port would be an early-adopter of the mitigation bank which allows us to lock in a lower purchase price.

- It is expected that the bank will have a high-demand. If the port waits until we have a project there may not be credits available since no other banks have been established in our area.

Funds for the purchase of these credits are included in the 2020 approved budget.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the Chief Executive Officer to sign the Reservation and Option Agreement for Purchase of Mitigation Credits From Wapato Valley Mitigation and Conservation Bank

Submitted by: Juliana Harlow, CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___

Agenda Item No. E-2

REQUEST FOR COMMISSION ACTION
REVIEWED BY:

PORT OF VANCOUVER USA

Director of
Human Resources

Jonathan Eder

Title

APPROVED BY:

Chief Executive
Officer

07/14/2020

Julianna Marler

Title

Date

SUBJECT: Approve Agreement Between the Port of Vancouver and Vancouver Rotary Foundation for the Vancouver Landing at Terminal 1

BACKGROUND:

This agreement supports the port's strategic plan initiative to implement the vision of a destination waterfront at Terminal 1. The agreement between the Port of Vancouver and Vancouver Rotary Foundation will assist with the funding to build the Vancouver Landing at Terminal 1.

The Vancouver Rotary Club of Vancouver, Washington, is celebrating its 100th anniversary in April 2021. As part of the 100-year celebration of Rotary in Vancouver, Washington, the Foundation has agreed to make a \$500,000 contribution toward the development of Vancouver Landing at the Terminal 1 waterfront.

A portion of the Vancouver Landing will include what will be referred to as "Rotary Way," which will join the Waterfront Renaissance Trail to the Vancouver Landing. The purpose of this agreement is to document the mutual understanding and obligations between the Vancouver Rotary Foundation and the Port of Vancouver regarding the development and funding of Rotary Way. The parties intend that Rotary Way will include historical information about Vancouver, will recognize Rotary's contribution to Vancouver, and will acknowledge the Foundation's contribution to Rotary Way.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the Chief Executive Officer to approve the agreement between the Port of Vancouver and the Vancouver Rotary Foundation to contribute \$500,000 to Rotary Way and the Vancouver Landing.

Submitted by: Julianna Marler, CEO

Date Action Taken: _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___

Agenda Item No. E-3

**REQUEST FOR COMMISSION ACTION
REVIEWED BY:**

PORT OF VANCOUVER USA

Director of Business
Development

Mike Schiller

Title

APPROVED BY:

Chief Commercial
Officer

07/14/2020

Alex Strogon

Title

Date

SUBJECT: Approve Fourth Amendment to the Lease Agreement Between the Port of Vancouver and T1 Hotel LLC

BACKGROUND:

This lease amendment supports the port's strategic plan to generate and sustain diverse revenues while creating a destination waterfront at Terminal 1. This lease will create jobs and support the local economy.

The ground lease was originally approved in December 2018 and is for a hotel to be constructed on Lot 3 within the Terminal 1 development. The initial lease term is for 50 years and is followed by two 15-year extension terms. Earlier amendments have outlined roles in site development and incorporated access agreements for site construction and maintenance activities.

The purpose of this amendment is to incorporate reasonable requests made by the project lender (also known as a Permitted Leasehold Mortgagee (PLM)) – who will contribute most of the funding to build the hotel. Key requests within this fourth amendment ensure that this lender, and any subsequent lenders over the life of the project, will be kept informed of potential lessee default under the lease. This amendment also outlines lessee and lessor roles in communicating with these lenders. In concert with this fourth amendment, the project lender requested other reasonable documents necessary to complete the funding package for the hotel. These documents are a Memorandum of Lease, Estoppel Certificate and a non-exclusive Easement for property Ingress and Egress. The original lease provided for these actions as part of the final funding for the project.

The hotel construction is expected to provide over 100 jobs across a broad base of skills, trades, and specialties. Once operating (currently planned for late 2022), the hotel is expected to employ up to 80 persons.

Revenue for this lease will be incorporated into the budget years for 2022 and beyond.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the Chief Executive Officer to sign the Fourth Amendment to the Lease Agreement between the Port of Vancouver and T1 Hotel LLC and the associated documents as described above.

Submitted by:  CEO

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:

Accounts Payable
Title

APPROVED BY:

Director of Finance
& Accounting

07/14/2020

Scott D. Goodrich

Title

Date

SUBJECT: VENDOR CLAIMS APPROVAL

BACKGROUND:

June Vendor Claims:

Voucher Numbers	101161- 101536	\$ 4,130,556.60
Electronic Payments	06/01/2020 – 07/01/2020	\$ 736,907.80
 Payroll Voucher Numbers		 \$ 586,912.70
Checks	51324059 - 51324063	
Direct Deposits	240001 – 240123 260001 – 260123	

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of June 2020 Vouchers 101161- 101536 in the amount of \$4,130,556.60 including Electronic Payments generated between 06/01/2020 – 07/01/2020 in the amount of \$736,907.80 and June 2020 Payroll Checks 51324059 - 51324063 and Payroll Direct Deposits 240001 – 240123 and 260001 – 260123 in the amount of \$586,912.70.

Submitted by:  , CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___