



AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, May 24, 2022

In accordance with the Open Public Meetings Act (OPMA), the Port of Vancouver Board of Commissioners meeting will be open to in-person attendance. Options for viewing and/or participating in the meeting to provide virtual oral comment will also be accommodated (see details below). The Board members will be attending this meeting in person.

*Public testimony will be accepted under Open Forum. **Advance registration will be required for individuals who want to provide virtual oral testimony (see details below).***

The business meeting and workshop (Items A – L) are recorded and broadcast live on CVTV cable channels 21, 23 / HD 323, and at www.cvtv.org.

A) CALL TO ORDER (9:30 a.m.)

B) EXECUTIVE SESSION

None

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

- 1) Opening Remarks, Pledge of Allegiance
- 2) Approve Minutes of the April 26, 2022, Regular Meeting
- 3) Community Fund Update

D) OPEN FORUM

- 1) Public comment -To provide virtual oral comment during the board meeting, you must register no later than 12:00 p.m. Monday, May 23, 2022, by emailing povcommissioners@portvanusa.com**

PUBLIC HEARING

- 1) Approve Resolution 2-2022 for Designating a Tax Increment Area - Action Item E-1
To provide virtual oral comment during the public hearing, you must register no later than 12:00 p.m. Monday, May 23, 2022, by emailing povcommissioners@portvanusa.com**

E) ACTION ITEMS

- 1) Approve Resolution 2-2022 for Designating a Tax Increment Area
- 2) Approve Contracts with KPFF, Mott MacDonald Group, Inc., and Lloyd Engineering, Inc. for On-Call Marine Structural Engineering Consulting Services
- 3) Approve Contracts with Maul Foster and Alongi, Hahn and Associates and Terraphase Engineering for On-Call Environmental Assessment Consulting Services

F) UNFINISHED BUSINESS

- 1) Port Contracts Logs

G) NEW BUSINESS

H) ACCOUNTS PAYABLE

Voucher Numbers	109220 – 109561	\$ 5,212,029.48
Electronic Payments	04/01/2022 – 04/29/2022	\$ 1,239,890.94
Payroll Voucher Numbers		\$ 643,158.20
Checks	51673144 – 51673145 51680904	
Direct Deposits	140001 – 140123 160001 – 160123	

I) CEO REPORT

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

J) COMMISSIONERS REPORTS

K) UPCOMING EVENTS

L) WORKSHOP

Columbia River Channel Update

M) SIGN DOCUMENTS

N) ADMINISTRATIVE UPDATE/WORK SESSION

None

O) ADJOURNMENT

****Public comments are welcome during Open Forum and the Public Hearing. Individuals requesting to provide virtual oral comment must register in advance via email to povcommissioners@portvanusa.com no later than 12:00 p.m. on Monday, May 23, 2022. All individuals will have three minutes to read their comments into the record and will be asked to provide their name and city of residence for the record. No public comments will be read into the record by the port. Written comments not intended to be read by the community member and received by 9:30 a.m. Tuesday, May 24, 2022, will become part of the official meeting record and will be provided to the Commission.**

To participate in this meeting, please call 1 (253) 215-8782 and enter the Meeting ID number: 824 0448 5686 and Passcode number: 935007 or Join the Zoom Meeting by clicking [here](#). Please call (360) 693-3611 for technical difficulties. Meeting materials are available on the port's website at www.portvanusa.com.

Agenda Item No. C-2

REQUEST FOR COMMISSION ACTION

PORT OF VANCOUVER USA

REVIEWED BY:

Executive Services Manager

05/24/2022

Michelle Allan

Title

Date

APPROVED BY:

Title

SUBJECT: Minutes of the April 26, 2022 Regular Meeting

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 04/26/2022 Regular Meeting

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the April 26, 2022, Port of Vancouver USA Board of Commissioners Regular Meeting as presented.

Submitted by: Julianne Marler, CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ____ No ____

**PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING
Tuesday, April 26, 2022**

CALL TO ORDER

Commission President Burkman called a regular meeting of the Port of Vancouver Board of Commissioners to order and open to the public at 8:30 a.m., Tuesday, April 26, 2022, at the Port of Vancouver USA Administrative Office, 3103 NW Lower River Road, Vancouver, Washington 98660.

OPENING REMARKS

Commissioner Burkman welcomed everyone to the commission meeting. He announced no executive session was held and that the meeting and the subsequent workshop is being recorded. He made introductions and stated the port is conducting a hybrid meeting for public testimony so that along with the opportunity to provide public comment at the in-person meeting, the meeting is also set up to provide virtual oral testimony opportunities. He then invited guests to participate in the Pledge of Allegiance.

APPROVAL OF MINUTES

Regular Meeting of April 12, 2022

On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approve the minutes of the April 12, 2022, regular meeting.

OPEN FORUM

Commissioner Burkman stated that the agenda invited public comment and indicated he would take comments first from community members that signed up to provide virtual oral testimony. He added that then he would take comments from community members that signed up physically and are present in the room. He then called on the first community member to provide virtual oral testimony.

OPEN FORUM

Kristin Edmark

Ms. Edmark encouraged the port to require electric heating in all new buildings on port property and to make sure that the structures are built to support rooftop solar.

Monica Zazueta

Ms. Zazueta asked the board to prohibit gas in new construction on port property for both climate and public health reasons. She explained that there are viable, cost-effective electrification alternatives available that should be used instead and are consistent with the 2021 Washington State Energy Policy.

Tracy Ceravolo

Ms. Ceravolo read an article excerpt from *Inside Climate News* regarding global methane emissions and climate change. She also quoted the UN Secretary General regarding the same. She then asked the board to institute a no gas policy at the port.

Cathryn Chudy

Ms. Chudy read excerpts from news articles regarding air quality and air pollution. She also stated that we need our local elected representatives to ensure in every decision that energy efficiency and electrification of our buildings takes priority in current and future planning.

Commissioner Burkman thanked each community member for their comments.

ACTION ITEMS

Approve Lease Agreement between the Port of Vancouver USA and West Coast Sand and Gravel Inc.

Chrissy Lyons, Commercial and Industrial Sales Manager presented the action item and discussed it with the Commission.

On motion by Commissioner LaBrant, seconded by Commissioner Orange, and carried unanimously, the Board of Commissioners approve and authorize the CEO to execute the Lease Agreement at 2451 St. Francis Way between the Port of Vancouver USA and West Coast Sand and Gravel Inc.

Approve Contract with Floyd Snider for On-Call Dredge Consulting Services

Mark Newell, Project Delivery Manager presented the action item and discussed it with the Commission.

On motion by Commissioner LaBrant, seconded by Commissioner Orange, and carried unanimously, the Board of Commissioners authorize the CEO to execute a contract with Floyd Snider for a not to exceed amount of \$700,000 to perform on-call dredge consulting services.

Rejection of Bids for Public Works Bid #22-02: Berth 17 Crane & Gallery Demolition

Thane Giles, Project Manager presented the action item and discussed it with the Commission. He answered questions from the Board.

On motion by Commissioner LaBrant, seconded by Commissioner Orange, and carried unanimously, the Board of Commissioners reject all bids associated with Invitation to Bid 22-02: Berth 17 Crane & Gallery Demolition pursuant to RCW 53.08.130.

UNFINISHED BUSINESS

No unfinished business was considered.

NEW BUSINESS

No new business was discussed.

CEO REPORT

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

CEO Marler shared the history behind the adoption of Resolution 2-2020 and then advised the commissioners that she has not taken any action provided her under this resolution.

Interstate Bridge Replacement Program

CEO Marler provided a brief update on the efforts and focus of the Interstate Bridge Replacement Program. She stated there have been several meetings and the Executive Steering Group has been working on the modified locally preferred alternative (LPA). She also discussed the purpose and needs of the bridge and stated they are looking at issues through a climate and equity lens. She stated other meetings discussed auxiliary lanes, safety, idling trucks, light rail transit, interchanges, and variable rate tolling. She indicated that she anticipates a briefing by the program team at the May 24 Board of Commission meeting and then in June or July, the port can look to consider endorsement of the modified LPA. She also mentioned that Commissioner Burkman has participated heavily in these meetings and represents the board on transportation and freight mobility issues.

COMMISSIONERS REPORTS

Commissioner LaBrant stated he attended the following event and provided a brief summary of the program:

- Leadership Clark County Elected Official Round Robin

Commissioner Orange stated he attended the following events and meetings:

- CEO Marler
- Cassie Marshall, Port of Camas-Washougal Commissioner
- Victoria Lincoln, Washington Public Ports Association

Commissioner Orange also thanked Julie Rawls for keeping the board updated with regular emails on port-related news and events.

Commissioner Burkman stated he attended the following events and meetings and provided a brief summary of some of the meetings he attended:

- CEO Marler
- Senator Maria Cantwell Press Conference
- Annual Business Leaders Regional Transportation Summit
- Interstate Bridge Replacement Program Executive Steering Group
- Legislative Bi-State Committee on the I-5 Bridge
- Agricultural Panel Discussion at Pacific NW Waterways Association
- Labor Roundtable
- City of Vancouver Mayor Anne McEnerny-Ogle

UPCOMING EVENTS

A list of upcoming events was displayed on the screen for viewers to see staff activities and community meetings. CEO Marler stated the next commission meeting would be held on Tuesday, May 10 at 8:30 a.m. She also highlighted several other upcoming community events and let folks know that eight port tours have been scheduled beginning in June through September. She stated the tours fill up quickly and encouraged folks to sign up if they are interested in attending.

Commissioner Burkman reminded everyone of the ways they can communicate with the Commission. He stated there is a great deal of information available on the port's website and encouraged everyone to check it out.

RECESS

Commissioner Burkman called a recess at 9:09 a.m. to prepare for the port's workshop on Sustainability/Climate Action Plan – 2021 Accomplishments.

WORKSHOP

Sustainability/Climate Action Plan – 2021 Accomplishments

Commissioner Burkman reopened the meeting at 9:15 a.m. for a workshop on Sustainability/Climate Action Plan – 2021 Accomplishments, led by Environmental Program Manager Mary Mattix.

Port Environmental Program Manager Mary Mattix provided a presentation about the sustainability efforts at the port. She discussed the development of the port's Sustainability Committee and the benefit of planning and setting goals. She indicated the goal areas for sustainability include the three P's – People, Planet and Profit - and provided the following examples of 2021 accomplishments:

- People: Social Equity Goals
 - Community engagement
 - Partnerships and Events
 - Safety
 - Employment
 - Diversity, Equity & Inclusion Committee
- Profit: Economic Goals
 - Sound financial practices
 - Efficiencies
 - Diversified revenue
 - Planning for the future
 - Tenant support
 - Transportation
- Planet: Environmental Goals
 - Natural resources
 - Efficiencies
 - Water Quality
 - Climate Action Plan

In addition, she discussed 2022 sustainability goals and where sustainability reports are located on the port's website.

CEO Marler and the commissioners thanked Mary, the Sustainability Committee and everyone at the port for their sustainable efforts and continuous improvements.

RECESS

Commissioner Burkman called a recess at 9:53 a.m. to sign documents and prepare for the port's administrative update/work session regarding an energy policy discussion.

ADMINISTRATIVE UPDATE/ WORK SESSION

Commissioner Burkman reopened the meeting at 10:12 a.m. for an administrative work session regarding an energy policy. A discussion was held with the board and staff to understand current activities and future considerations to increase electrification opportunities.

Commissioner Burkman called a recess at 11:03 a.m. and the administrative work session reconvened at 11:12 a.m.

The administrative update/work session concluded at 11:36 a.m.

ADJOURNMENT

There being no further business to come before the Port of Vancouver USA Board of Commissioners, the Tuesday, April 26, 2022, regular meeting was adjourned at 11:36 a.m. by Commissioner Burkman.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Michelle Allan, Executive Services
Manager, April 26, 2022, Regular
Port of Vancouver USA Board of
Commission Meeting

Jack Burkman, President

Don Orange, Vice President

Eric LaBrant, Secretary

Agenda Item No. E-1

REQUEST FOR COMMISSION ACTION	PORT OF VANCOUVER USA
REVIEWED BY:	Director of Finance & Accounting
Scott Goodrich	Title
APPROVED BY:	Chief Financial and Administrative Officer
Elizabeth Gotelli	Title
	05/24/2022 Date
SUBJECT:	Approve Resolution 2-2022 for Designating a Tax Increment Area

BACKGROUND:

This action item supports the port's Strategic Plan goals to implement the vision of a destination waterfront at Terminal 1 and develop a long-term strategy for debt financing options, including general obligation bonds, revenue bonds, and other financing tools.

The attached resolution of the port commission of the Port of Vancouver includes the following elements: designating a tax increment area pursuant to RCW 39.114.020 and authorizing the use the tax allocation revenues to pay public improvement costs; identifying the public improvements to be financed with the tax allocation revenues and the deadline for the port to commence construction of such public improvements; setting a sunset date for the tax increment area; and authorizing reimbursement of the Clark County Assessor and Treasurer for their costs pursuant to RCW 39.114.010.

Resolution 2-2022 has been prepared by bond counsel, Snell & Wilmer, authorizing the execution and delivery of other instruments, documents, or agreements appropriate to designate a tax increment area and related matters; and delegating certain authority to the Chief Executive Officer and the Director of Finance and Accounting.

The consideration of the Resolution was preceded by two public briefings, one occurring on March 22, 2022, and one occurring today, May 24, 2022. A public hearing is being held today, May 24, 2022, to comply with RCW 39.114.010.

Additional Information Attached? Yes

RECOMMENDATION: That the Board of Commissioners approve and execute Resolution 2-2022 designating a tax increment area pursuant to RCW 39.114.020 and authorizing the use of the tax allocation revenues to pay public improvement costs; identifying the public improvements to be financed with the tax allocation revenues and the deadline for the port to commence construction of such public improvements; setting a sunset date for the tax increment area; authorizing reimbursement of the Clark County Assessor and Treasurer for their costs pursuant to RCW 39.114.010; authorizing the execution and delivery of other instruments, documents, or agreements appropriate to designate a tax increment area and related matters; and delegating certain authority to the CEO and the Director of Finance and Accounting.

Submitted by: <u>Julianne Marler</u> , CEO	
Date Action Taken _____	Motion By: _____
Approved: _____	Seconded By: _____
Deferred To: _____	Unanimous: Yes ____ No ____

PORT OF VANCOUVER, WASHINGTON

RESOLUTION NO. 2-2022

A RESOLUTION OF THE PORT COMMISSION OF THE PORT OF VANCOUVER, WASHINGTON, DESIGNATING A TAX INCREMENT AREA PURSUANT TO RCW 39.114.020 AND AUTHORIZING THE USE THE TAX ALLOCATION REVENUES TO PAY PUBLIC IMPROVEMENT COSTS; IDENTIFYING THE PUBLIC IMPROVEMENTS TO BE FINANCED WITH THE TAX ALLOCATION REVENUES AND THE DEADLINE FOR THE PORT TO COMMENCE CONSTRUCTION OF SUCH PUBLIC IMPROVEMENTS; SETTING A SUNSET DATE FOR THE TAX INCREMENT AREA; AUTHORIZING REIMBURSEMENT OF THE CLARK COUNTY ASSESSOR AND TREASURER FOR THEIR COSTS PURSUANT TO RCW 39.114.010; AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER INSTRUMENTS, DOCUMENTS OR AGREEMENTS APPROPRIATE TO DESIGNATE A TAX INCREMENT AREA AND RELATED MATTERS; AND DELEGATING CERTAIN AUTHORITY TO THE CHIEF EXECUTIVE OFFICER AND THE DIRECTOR OF FINANCE AND ACCOUNTING.

ADOPTED: May 24, 2022

Prepared By:

SNELL & WILMER L.L.P.
Portland, Oregon

RESOLUTION NO. 2-2022

A RESOLUTION OF THE PORT COMMISSION OF THE PORT OF VANCOUVER, WASHINGTON, DESIGNATING A TAX INCREMENT AREA PURSUANT TO RCW 39.114.020 AND AUTHORIZING THE USE THE TAX ALLOCATION REVENUES TO PAY PUBLIC IMPROVEMENT COSTS; IDENTIFYING THE PUBLIC IMPROVEMENTS TO BE FINANCED WITH THE TAX ALLOCATION REVENUES AND THE DEADLINE FOR THE PORT TO COMMENCE CONSTRUCTION OF SUCH PUBLIC IMPROVEMENTS; SETTING A SUNSET DATE FOR THE TAX INCREMENT AREA; AUTHORIZING REIMBURSEMENT OF THE CLARK COUNTY ASSESSOR AND TREASURER FOR THEIR COSTS PURSUANT TO RCW 39.114.010; AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER INSTRUMENTS, DOCUMENTS OR AGREEMENTS APPROPRIATE TO DESIGNATE A TAX INCREMENT AREA AND RELATED MATTERS; AND DELEGATING CERTAIN AUTHORITY TO THE CHIEF EXECUTIVE OFFICER AND THE DIRECTOR OF FINANCE AND ACCOUNTING.

WHEREAS, the Port of Vancouver, Washington (the “Port”), a municipal corporation of the State of Washington, owns and operates a system of marine terminals and other properties; and

WHEREAS, the Washington State Legislature enacted Engrossed Substitute House Bill 1189 as Chapter 201, Laws of 2021, titled “AN ACT Relating to tax increment financing; amending RCW 84.55.010 and 84.55.120; and adding a new chapter to Title 39 RCW” which was codified as RCW 39.114 Tax Increment Financing (as the same may be modified, amended supplemented or replaced from time to time, the “TIF Act”), which authorizes local governments, including any city, town, county, port district, or any combination thereof, to use tax allocation revenues to pay for public improvements, including infrastructure improvements owned by a local government within or outside of the and serving the increment area; and

WHEREAS, the purpose of this resolution is to designate an increment area that will

assist the Port to finance certain public improvements described herein from tax allocation revenues derived from the increment area with the boundaries described herein; and

WHEREAS, pursuant to the Port's authority in RCW 53.08 and pursuant to RCW 39.114, the Port intends to use the tax allocation revenues from the increment area to (i) replace the dock located in the Increment Area, which is over 100 years old, that is located in the Port's original marine terminal and known as "Terminal 1" ("Terminal 1") and perform landscaping as a part of such dock facilities, (ii) construct the extension of the Renaissance Trail and stabilize the ground and perform pile extraction for the extension of the Renaissance Trail, which is a nonmotorized transportation improvement and recreational area, (iii) complete construction of Daniel's Way, a roadway and associated sidewalk and recreational area, by adding additional roadway, sidewalk and a recreational area, (iv) improve the East Portal which will connect to the Renaissance Trail on the eastern part of Terminal 1, which improvements will include construction of a stormwater and drainage management system and a pedestrian bridge connecting to the Renaissance Trail and (v) construct a public restroom as part of the community facilities within the area of the East Portal; and

WHEREAS, the public improvements described above will require more than \$36,000,000 (in today's dollars) and more than \$50,000,000 (with future estimated inflation) to complete, and the tax allocation revenues will allow the Port to construct the public improvements that will allow private development to occur that would otherwise not be reasonably expected to occur within the foreseeable future which development will create both temporary construction jobs as well as permanent full time jobs; and

WHEREAS, the cost of the public improvements exceeds the forecasted tax allocation revenues the Port would receive from the increment area, therefore the Port will fund the

remaining costs of such public improvements with the Port's general obligation bond authority or other additional funding sources as may be permitted by applicable law; and

WHEREAS, the Port Commission of the Port (the "Port Commission") has determined it is in the best interest of the Port to designate an increment area and use the tax allocation revenues from the increment area for the public improvements described herein;

NOW, THEREFORE, BE IT RESOLVED BY THE PORT COMMISSION OF THE PORT OF VANCOUVER, WASHINGTON, as follows:

Section 1. **Definitions.** Capitalized terms defined herein shall have the meaning ascribed to them herein and in this Section 1. Uncapitalized terms used herein which are defined in RCW 39.114.010 shall have the meanings ascribed to them therein.

- (a) "City" means the City Vancouver in the State of Washington.
- (b) "County" means Clark County in the State of Washington.
- (c) "Daniel's Way" means a roadway, associated sidewalk and recreational area running, approximately, from West Columbia Way south to the Renaissance Trail.
- (d) "East Portal" means a roadway, nonmotorized transportation improvement and recreational area between Terminal 1 and the Renaissance Trail.
- (e) "Project Analysis" means the Port's Terminal 1 Tax Increment Area Project Analysis submitted to the Washington State Treasurer on January 10, 2022, as supplemented by additional information requested by and provided to the Office of State Treasurer on March 11, 2022, for its review and comment.
- (f) "Renaissance Trail" means the nonmotorized transportation improvement and recreational areal consisting of a trail that connects Ester Short Park in downtown Vancouver, Washington with Wintler Park along a paved approximately 5-mile long riverfront trail used for walking, jogging, biking, and other pedestrian activities.

Section 2. **Designation of Increment Area.** The Port designates the 17.3 acres consisting of 13.7 acres of land and 3.7 acres of water more particularly depicted and described on Exhibit A attached hereto as the “Terminal 1 Port of Vancouver Tax Increment Area” (the “Increment Area”). Generally, the boundaries of the Increment Area begin at a point south of Columbia Street 200 feet from the northern bank of the Columbia River and 10 feet west of the Interstate 5 Bridge, proceeding from that point north along a line 10 feet from the western boundary of the Interstate 5 Bridge, crossing Columbia Street and then northwest along the east side of Columbia Street to the south base of the BNSF rail berm, then proceeding west along the northern edge of Cascade Street to the western edge of Esther Street, then proceeding south along Ester Street and on a straight line beyond the end of Ester Street to a point 200 feet from the northern bank of the Columbia River, then proceeding east to the point of beginning.

In providing this designation, the Port Commission acknowledges that the Increment Area (i) is the only increment area presently designated by the Port pursuant to the TIF Act, (ii) is located within the boundaries of the Port (iii) does not include the entirety of the Port’s territory, and (iv) does not have an assessed value on the date of this resolution which is more than the lesser of (A) \$200,000,000 or (B) 20 percent of the Port’s total assessed valuation of taxable property (i.e. 20% of a total assessed value of \$46,125,905,882 or \$9,225,181,176). The current assessed value of the properties in the Increment Area is \$0 as these properties are tax exempt as a result of being owned by the Port or other governmental bodies, as further discussed in the Project Analysis.

Section 3. **Sunset Date for Increment Area.** The sunset date for the Increment Area will be the earlier of (i) the date that is 25 years after the date on which tax allocation revenues are first collected from the Increment Area or (ii) the date on which the Port certifies to the County Treasurer in writing that tax allocation revenues are no longer necessary or obligated

to pay public improvement costs (including but not limited to reimbursements to the Port for principal and interest payments required to be made by the Port from revenue sources other than tax allocation revenues on the Port's bonds issued to finance the portion of public improvement costs that are intended to be paid and retired, in whole, from tax allocation revenues pursuant to RCW 39.114.060(1) and legal, other professional services and insurance costs and expenses related to the issuance of such bonds) to be paid or reimbursed with tax allocation revenues derived from the Increment Area have been fully paid.

Section 4. **Identification of Public Improvements.** The public improvements to be financed with a portion of tax allocation revenues will be owned by the Port, the County, and/or the City and located within or serving the Increment Area are: (i) replacing the dock located in Terminal 1 and perform landscaping as a part of such dock facilities (ii) constructing an the extension of the Renaissance Trail in the Increment Area connecting to the existing portion of the Renaissance Trail to the east (i.e. "Renaissance Trail: Part 2"), which is a nonmotorized transportation improvement and recreational area including stabilizing the ground and performing pile extraction, (iii) completing construction of Daniel's Way by adding additional roadway, sidewalk and a recreational area, (iv) improving the East Portal which will connect to the Renaissance Trail on the eastern part of Terminal 1, which improvements will include construction of a stormwater and drainage management system and a pedestrian bridge connecting to the Renaissance Trail and (v) constructing a public restroom as part of the community facilities within the area of the East Portal.

The exact configurations and operational features of the public improvements described above are to be determined by the final plans and specifications for such public improvements. As authorized by RCW 39.114.020(1)(h), the Port may expand, alter, or add to the public improvements identified above only if the Port Commission determines that such changes are

necessary to assure that the public improvements identified above can be constructed or operated as intended.

Section 5. **Bond Issuance to Finance Public Improvement Costs.** The Port intends to issue limited tax general obligation bonds or such other bonds or obligations as may be permitted by applicable law to finance a portion of the public improvements described in this resolution and other public improvement costs, as defined in RCW 39.114.010(6) or as otherwise permitted by the TIF Act or applicable law, including, but not limited to capitalized interest for up to six months following completion of construction, legal and other professional services, taxes, insurance, principal and interest costs on general indebtedness issued to finance public improvements, and any necessary debt service reserves. Such bonds or obligations may be issued in one or more series. The Port anticipates the bonds to be secured by a pledge of the Port's property tax levy and would be subject to statutory limitations and constraints on general obligation indebtedness pursuant to chapter 53.36 RCW and chapter 39.46 RCW. The principal amount of the bonds to be issued to pay the public improvement costs is estimated to be approximately \$49,900,000 and will not, in any event, exceed \$60,000,000 and the term of such bonds is presently anticipated to be approximately 23 years though the maximum term may be 26 years. To the extent the Port issues tax-exempt bonds to finance a portion of the public improvements, Treasury Regulation Section 1.150-2, which was promulgated under the Internal Revenue Code of 1986, as amended, requires that the Port adopt its official intent to reimburse itself with bond proceeds not later than 60 days after payment of any capital expenditures that will be reimbursed by bond proceeds, therefore, the Port Commission finds it necessary and desirable to designate the Director of Finance and Accounting of the Port ("Designated Official") to declare the Port's "official intent" to reimburse itself with bond proceeds, within the meaning of Treasury Regulation Section 1.150-2 and the Designated Official is hereby authorized and

directed to execute one or more declarations of official intent, substantially in the form attached hereto as Exhibit B. Notwithstanding anything to the contrary in this Section, the Port may determine to issue revenue bonds in place of all or a portion of the general obligation bonds described herein to finance the public improvements described in this resolution if the Port's bond counsel determines that the Port has authority to issue such bonds pursuant to RCW 39.114.080, Chapter 53.40 RCW, Chapter 39.46 RCW or any other applicable law at the time of the issuance thereof. The Director of Finance and Accounting, in consultation with such other officials as he or she determines necessary, will adopt accounting procedures sufficient to document the use of tax allocation revenues to reimburse debt service payments previously made from other revenues, consistent with the Port's intention that its bonds issued to finance the public improvement costs as described herein are to be payable from tax allocation revenues to the maximum extent possible, consistent with the TIF Act.

Section 6. **Increment Area Effective June 1, 2022.** The Increment Area designated in this resolution shall tax effect on June 1, 2022.

Section 7. **Deadline for Commencement of Construction of Public Improvements.** The deadline for the Port to begin construction on the public improvements identified herein is May 24, 2027, unless such deadline is extended for good cause.

Section 8. **Required Findings of Port.** The Port Commission finds, based on the Project Analysis, that:

(a) The public improvements proposed to be paid or financed with tax allocation revenues are expected to encourage private development within the Increment Area and to increase the assessed value of real property within the Increment Area;

(b) Private development that is anticipated to occur within the Increment Area as a result of the proposed public improvements will be permitted consistent with the City's and County's applicable zoning and development standards, as the applicable permitting jurisdictions;

(iii) The private development would not reasonably be expected to occur solely through private investment within the reasonably foreseeable future without the proposed public improvements; and

(iv) The increased assessed value within the Increment Area that could reasonably be expected to occur without the proposed public improvements would be less than the increase in the assessed value estimated to result from the proposed development with the proposed public improvements.

Section 9. **Project Analysis; Mitigation for Certain Fire Protection Agencies.** The Port caused to be prepared a Project Analysis consistent with the requirements of RCW 39.114.020(2). The Port Commission acknowledges the conclusion expressed in the letter to the Port from the Office of the State Treasurer received prior to the date hereof, summarizing its review of the Project Analysis and providing comments and recommendations for consideration by the Port, that the Project Analysis meets the requirements of RCW 39.114.020. The Port Commission has reviewed and considered the comments provided by the Office of the State Treasurer. The Port has concluded that it is not necessary to negotiate a mitigation plan in accordance with RCW 39.114.020(5) based in part on the Project Analysis' determination that the City's fire department is the only fire service provider in the Increment Area and that the assessed value of the Increment Area is less than 20 percent of the assessed value of the City.

Section 10. **Reimbursement to County Assessor and Treasurer.** Pursuant to RCW 39.114.020(6), the Port intends to reimburse the County Assessor and County Treasurer for their costs as provided in RCW 39.114.010(6)(e), and such expenses shall be considered as part of the

public improvement costs to be paid or reimbursed from tax allocation revenues derived from the Increment Area.

Section 11. **Public Hearings Held by Port and Publication.** Pursuant to RCW 39.114.020(7)(a), prior to the adoption of this resolution, the Port held two public briefings (on March 22, 2022 and again on the date hereof, preceding the adoption of this resolution) for the community solely on the tax increment project that included the description of the Increment Area, the public improvements proposed to be financed with the tax allocation revenues, and a detailed estimate of tax revenues for the participating local governments and taxing districts, including the amounts allocated to the increment public improvements. The briefings were announced two weeks prior to the date such briefings were held, including by publication of notice of such briefings in *The Columbian* (a legal newspaper of general circulation within the jurisdiction of the Port) and notice of such briefings on the Port's website and all Port social media sites.

Prior to the adoption of this resolution, the Port has published and following the adoption of this resolution the Port will publish in *The Columbian* (a legal newspaper of general circulation within the jurisdiction of the Port), that describes the public improvements identified herein, describes the boundaries of the Increment Area, and identifies the location and times where this resolution and other public information concerning the public improvement may be inspected.

Section 12. **Potential Legislative and Regulatory Changes.** In order for the Port's designated Increment Area to generate tax allocation revenues consistent with the TIF Act and the legislative intent thereof, the Washington State Legislature and the executive branch of the State of Washington may need to amend certain definitions in the TIF Act to allow the Port to receive tax allocation revenues from the Increment Area. The Port Commission intends for the

sunset date set forth in Section 3 to extend the maximum time permitted pursuant to RCW 39.114.020(1)(e) to the extent that no tax allocation revenues are received for a period of time from the adoption hereof until the foregoing changes to the TIF Act and the related administrative rules are made except as otherwise set forth in subsection 3(ii) hereof.

Section 13. **General Authorization.** Either or both of the Director of Finance and Accounting and Chief Executive Officer of the Port are hereby further authorized and directed to take such further actions and to execute and deliver any agreements, certificates, financing statements, documents, notices or other instruments, and the Chief Executive Officer of the Port is further authorized to designate additional Port officers or employees to take such actions as are consistent with this resolution and as are necessary or appropriate in the judgment of such officers to complete the transactions contemplated herein or to protect the rights and interests of the Port. From time to time, the Director of Finance and Accounting, the Chief Executive Officer, the President of the Port Commission and the Secretary of the Commission of the Port are further authorized and directed to take such further actions and to execute and deliver any agreements, certificates, financing statements, documents, notices or other instruments, and the Chief Executive Officer of the Port is further authorized to designate additional Port officers or employees to take such actions in order to effect the completion of the public improvements contemplated in this resolution. All actions take prior to the effective date of this resolution by the Director of Finance and Accounting, Chief Executive Officer and/or additional Port officers or employees authorized by the Chief Executive Officer necessary or appropriate to cause the Increment Area to be duly designated and authorized in accordance herewith, in furtherance of the purposes of this resolution and consistent with the terms of this resolution are ratified and confirmed in all respects.

Section 14. **Severability.** If any one or more of the covenants or agreements provided in this resolution to be performed on the part of the Port is declared by any court of competent jurisdiction to be contrary to law, then such covenant or agreements will be null and void and will be deemed separable from the remaining covenants and agreements of this resolution and will in no way affect the validity of the other provisions of this resolution.

Section 15. **Compliance with State Law.** It is found and determined that all formal actions of this Port Commission concerning and relating to the passage of this resolution were taken in an open meeting of this Port Commission, and that all deliberations of this Port Commission and of any of its committees that resulted in such formal actions, were in meetings open to the public, in compliance with the laws of the State of Washington.

Section 16. **Effective Date of Resolution.** This resolution will become effective immediately upon its adoption.

[Remainder of page left intentionally blank; signature page follows.]

ADOPTED AND APPROVED by a majority of the members of the Port Commission of the Port of Vancouver, a majority being present and voting on this resolution at a regular meeting of the Commission of the Port of Vancouver, Washington held this May 24, 2022 as attested to by the signatures below of the Commissioners present and voting in favor thereof.

PORT OF VANCOUVER, WASHINGTON

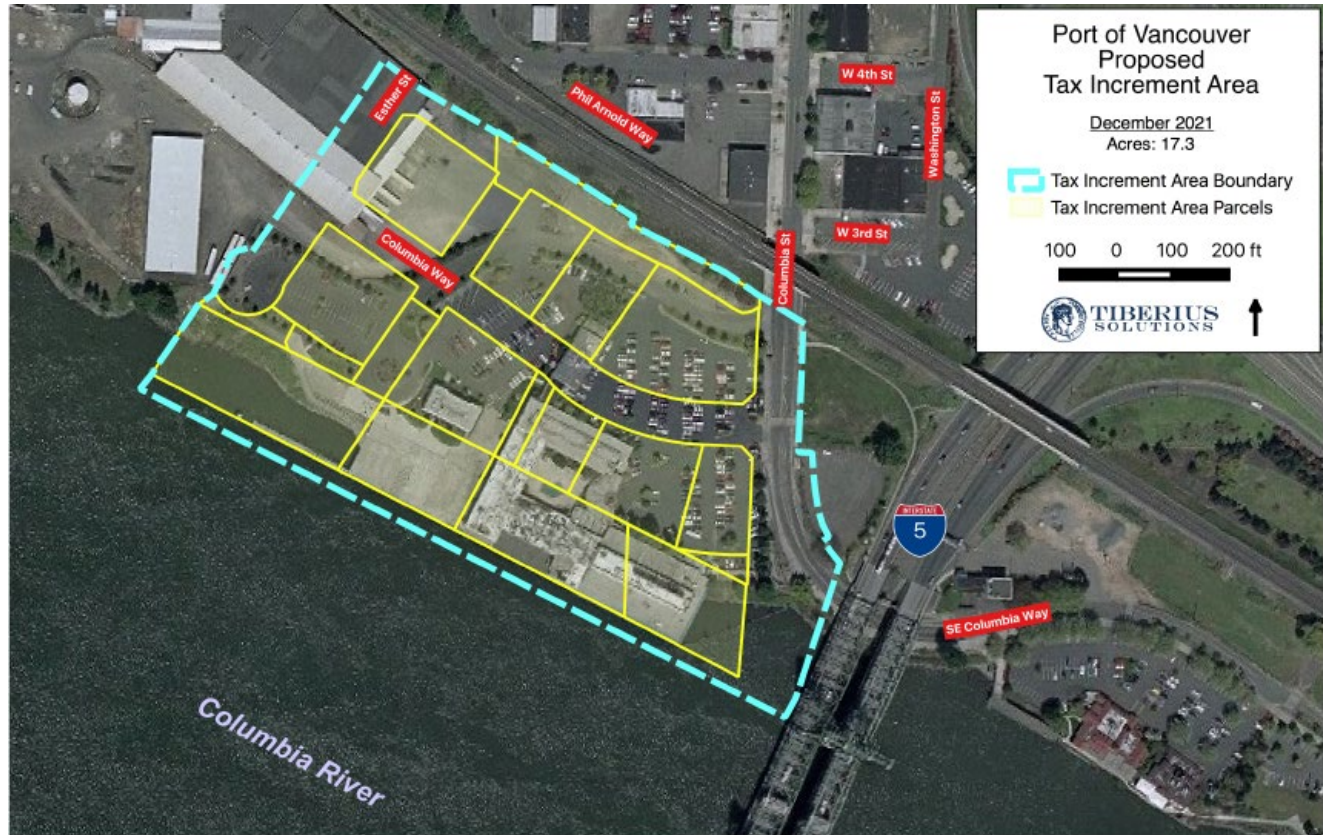
By: _____
Jack Burkman, President and
Commissioner

By: _____
Don Orange, Vice President and
Commissioner

By: _____
Eric LaBrant, Secretary and
Commissioner

EXHIBIT A

Depiction of Increment Area Designation



There are a total of 19 tax lots included within the Increment Area boundary depicted above. All tax lots are located within tax code areas 37000, and all properties are tax exempt. The following tax lots are included in the Increment Area boundary:

502250000	48843000
48840000	986049317
502245000	986049318
986049311	986049327
986049312	986049326
986049313	986049325
502246000	986049324
986049314	986049323
986049315	
502240000	
986049316	

EXHIBIT B

FORM OF DECLARATION OF OFFICIAL INTENT

PORT OF VANCOUVER, WASHINGTON

[LIMITED TAX GENERAL OBLIGATION] [] BONDS

SERIES TO BE DECIDED

MAXIMUM PRINCIPAL AMOUNT OF \$ _____

Declaration of Official Intent

The undersigned, a person designated by the Port Commission (the “Commission”) of the Port of Vancouver, Washington (the “Port”), to declare official intent on behalf of the Port, by this declaration (this “Declaration”) intends to declare official intent under Treasury Regulation Section 1.150-2 on behalf of the Port as permitted by the Commissions Resolution No. 2-2022 adopted on May 24, 2022.

The Port reasonably expects that it will [demolish an existing dock which is over 100 years old, that is located in the Port’s original marine terminal and known as “Terminal 1” (“Terminal 1”) and perform landscaping as a part of such dock facilities,] [(ii) construct the extension of the “Renaissance Trail,” the nonmotorized transportation improvement and recreational areal consisting of a trail that connects Ester Short Park in downtown Vancouver, Washington with Wintler Park along a paved approximately 5-mile long riverfront trail used for walking, jogging, biking, and other pedestrian activities and stabilize the ground and perform pile extraction for the extension of the Renaissance Trail,] [(iii) complete construction of Daniel’s Way, a roadway and associated sidewalk and recreational area, by adding additional roadway, sidewalk and a recreational area,] [(iv) improve the a nonmotorized transportation improvement and recreational area between Terminal 1 and the Renaissance Trail known as the “East Portal,” which will connect to the Renaissance Trail on the eastern part of Terminal 1, which improvements will include construction of a stormwater and drainage management system and a pedestrian bridge connecting to the Renaissance Trail] and [(v) construct a public restroom as part of the community facilities within the area of the East Portal] [any additional descriptive information of the Project deemed necessary and appropriate] (the “Project”) and that the costs of the Project will be paid from the Port’s _____ [Fund][Account].

The Port reasonably expects that it will reimburse the expenditures for the Project with proceeds of a tax-exempt obligation (the “Bonds”). It is expected that the maximum principal amount of the Bonds to be issued for the Project will be \$ _____.

Requirements for Treatment as a Reimbursement

The Port acknowledges that in order for the cost of the Project to be reimbursed from the proceeds of the Bonds, a number of federal income tax law requirements must be met. Such requirements include the following:

(1) The Declaration must be made not later than 60 days after payment of the expenditure to be reimbursed. In the case of preliminary expenditures (architectural, engineering, surveying, soil testing, reimbursement bond issuance, and similar costs incurred prior to commencement of construction, rehabilitation, or acquisition of a project, other than land acquisition, site preparation, and similar costs incident to commencement of construction) to the extent not in excess of 20 percent of the cost of the Project to be financed with the sale proceeds of the Bonds, no Declaration need be made. In addition, no Declaration need be

made for: (a) costs of issuance of the Bonds; or (b) an amount not in excess of the lesser of \$100,000 or 5 percent of the proceeds of the Bonds.

(2) The "reimbursement allocation" must occur after the expenditure is paid, and not later than 18 months after the later of: (a) the date the expenditure is paid; or (b) the date the Project is placed in service or abandoned, but in no event more than three years after the expenditure is paid. If the Bonds are eligible for the small issuer exception from arbitrage rebate, the "18-month" limitation is extended to "three years" and the "three-year" maximum reimbursement period is not applicable. In the case of a construction project for which both the Port and a licensed architect or engineer certify that at least five years is necessary to complete construction of the Project, the maximum reimbursement period is extended from "three years" to "five years." A "reimbursement allocation" must be in writing and must evidence the Port's use of proceeds of the Bonds to reimburse an expenditure. The requirements of this paragraph do not apply to: (a) costs of issuance of the Bonds; or (b) an amount not in excess of the lesser of \$100,000 or 5 percent of the proceeds of the Bonds.

(3) The reimbursement proceeds of the Bonds (or amounts corresponding to the reimbursement proceeds of the Bonds) may not be used (directly or indirectly) within one year after the date of the reimbursement allocation in a manner that results in the creation of replacement proceeds (as defined in Treasury Regulation Section 1.148-1) of the Bonds or another issue. The preceding sentence does not apply to reimbursement proceeds or other amounts deposited into a bona fide debt service fund. A reimbursement allocation will not result in an expenditure of proceeds of the Bonds for federal income tax purposes if the allocation employs an abusive arbitrage device.

(4) The expenditures to be reimbursed must be capital expenditures for federal income tax purposes (*i.e.*, costs that are properly chargeable to a capital account or that would be so chargeable with a proper election), costs of issuing the Bonds, expenditures relating to certain extraordinary working capital items, or certain grants.

Dated: _____, 20__

PORT OF VANCOUVER, WASHINGTON

By: _____
Director of Finance & Accounting and Designated
Official

CERTIFICATE

I, the undersigned, Secretary of the Port Commission of the Port of Vancouver, Washington (the “Port”) and keeper of the records of the Port Commission (the “Commission”), DO HEREBY CERTIFY:

1. That the attached resolution is a true and correct copy of Resolution No. 2-2022 of the Port Commission (the “Resolution”), duly adopted at a regular meeting thereof held on the 24th day of May, 2022; and

2. That said meeting was duly convened and held in all respects in accordance with law, due and proper notice of such meeting was given, that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Commission voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of May, 2022.

Eric LaBrant, Secretary, Port Commission

Agenda

Item No. E-2

REQUEST FOR COMMISSION ACTION		PORT OF VANCOUVER USA	
REVIEWED BY:		Director of Engineering & Project Delivery	
Monty Edberg		Title	
APPROVED BY:		Chief Operations Officer	05/24/2022
Kent Cash		Title	Date
SUBJECT:	Approve Contracts with KPFF, Mott MacDonald Group, Inc., and Lloyd Engineering, Inc. for On-Call Marine Structural Engineering Consulting Services		

BACKGROUND:

This agenda item supports the port's Strategic Plan goal of continuing to play a key role in maintaining navigability of the Columbia River System, including berthing systems, anchorage, turning basins, and the shipping channel.

The port requires ongoing consulting services to support a wide range of capital projects and industrial development for our marine assets. Examples of work that may be performed under this contract include dock structural analysis, condition assessment of existing docks, dock repairs and upgrades, and other engineering services required to maintain and improve our marine assets.

On February 10, 2022, the port issued a Request for Qualifications (RFQ) for On-Call Marine Structural Engineering Consulting Services. Interviews were conducted, and the results determined that KPFF, Mott MacDonald Group, Inc., and Lloyd Engineering, Inc. to be the most qualified consultants to perform the services required by the port.

The contracts will be issued for three years with the option to extend to complete any open task orders. If the contract reaches the dollar limit, additional funds will be requested through the CEO/Board of Commission approval process, depending on the amount of the request. A portion of the funds for these contracts is included in the 2022 approved budget. The port has sufficient funds to pay the cost of the remainder of the 2022 work. Work in 2023 and 2024 will be requested through the annual budget process.

Additionally, Reimbursement Resolution 1-2021, already approved by the Board of Commissioners, provides a financing option for the development of certain projects that these consulting services would support. This option would allow the port to construct the project and then reimburse itself with tax-exempt general obligation bond proceeds within the time periods set forth in the Declaration of Intent previously executed by the Director of Finance and Designated Official pursuant to the Reimbursement Resolution on July 27, 2021.

The Finance Team will analyze the best method for financing these projects. If the

aforementioned method of financing is determined to be the most cost-effective way of paying for these projects, staff would then seek Commission approval to issue tax exempt general obligation bonds.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the CEO to execute a contract with KPFF for a not to exceed amount of \$500,000, a contract with Mott MacDonald Group, Inc. for a not to exceed amount of \$400,000 and a contract with Lloyd Engineering, Inc. for a not to exceed amount of \$300,000 to perform on-call marine structural engineering consulting services, and include the option for reimbursement of the consulting services under Reimbursement Resolution 1-2021.

Submitted by: Julianne Marler , CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes____ No____

Agenda

Item No. E-3

REQUEST FOR COMMISSION ACTION	PORT OF VANCOUVER USA
REVIEWED BY:	Environmental Manager
Matt Graves	Title
APPROVED BY:	Chief Operations Officer
Kent Cash	Title
	05/24/2022 Date
SUBJECT:	Approve Contracts with Maul Foster and Alongi, Hahn and Associates and Terraphase Engineering for On-Call Environmental Assessment Consulting Services

BACKGROUND:

This contract supports the port's Strategic Plan goal 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 port requires environmental consulting services to support a wide range of capital projects and industrial development. Examples of work that may be performed under this contract include phase one site assessments which involves researching the current and historical uses of a property to assess if those property uses have impacted soil or groundwater; and phase two environmental site assessments which include field work to collect soil and groundwater samples to assess the presence or absence of contamination in the subsurface of the site.

On March 9, 2022, the port issued a Request for Qualifications (RFQ) for On-Call Environmental Assessment Consulting Services. Interviews were conducted, and the results determined Maul Foster & Alongi, Hahn and Associates, and Terraphase Engineering to be the most qualified consultants to perform the services required by the port.

The contracts will be issued for three years with the option to extend to complete any open task orders. If the contract reaches the dollar limit, additional funds will be requested through the CEO/Board of Commission approval process, depending on the amount of the request. The funds for this contract are included in the approved annual budgets.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the CEO to execute a contract with Maul Foster & Alongi for a not to exceed amount of \$250,000, a contract with Hahn and Associates for a not to exceed amount of \$125,000 and a contract with Terraphase Engineering for a not to exceed amount of \$75,000 to perform on-call environmental assessment consulting services.

Submitted by: <u>Julianne Marler</u> , 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	05/24/2022
Scott D. Goodrich		Title	Date
SUBJECT:		VENDOR CLAIMS APPROVAL	

BACKGROUND:

April 2022 Vendor Claims:

Voucher Numbers	109220 – 109561	\$ 5,212,029.48
Electronic Payments	04/01/2022 – 04/29/2022	\$ 1,239,890.94
Payroll Voucher Numbers		\$ 643,158.20
Checks	51673144 – 51673145 51680904	
Direct Deposits	140001 – 140123 160001 – 160123	

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of April 2022 Vouchers 109220 – 109561 in the amount of \$5,212,029.48 including Electronic Payments generated between 04/01/2022 – 04/29/2022 in the amount of \$1,239,890.94 and April 2022 Payroll Checks 51673144 – 51673145 and 51680904 and Payroll Direct Deposits 140001 – 140123 and 160001 – 160123 in the amount of \$643,158.20.

Submitted by: <u>Julianne Marler</u> , CEO	
Date Action Taken _____	Motion By: _____
Approved: _____	Seconded By: _____
Deferred To: _____	Unanimous: Yes ____ No ____