



Port of Vancouver USA

**AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, December 13, 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
- 2) Approve Minutes of the November 22, 2022, Regular Meeting
- 3) Approve Minutes of the November 29, 2022, Special 3-Ports Meeting
- 4) Holiday Card

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, December 12, 2022, by emailing povcommissioners@portvanusa.com**

E) ACTION ITEMS

- 1) Approve First Amendment to Lease between the Port of Vancouver USA and Boeki USA, LLC
- 2) Approve Second Amendment to Lease between the Port of Vancouver USA and Marks Design and Metal Works, LLC
- 3) Approve Resolution 11-2022: Sell and Convey Port Property
- 4) Approve Chief Executive Officer Compensation

F) UNFINISHED BUSINESS

1) Port Contracts Logs

G) NEW BUSINESS

H) ACCOUNTS PAYABLE

Voucher Numbers	111893 – 112272	\$14,497,647.88
Electronic Payments	11/01/2022 – 11/30/2022	\$11,103,433.44
Payroll Voucher Numbers		\$ 662,409.93
Checks	51776420	
Direct Deposits	450001 – 450126	
	470001 – 470127	

I) CEO REPORT

1) Project Updates

J) COMMISSIONERS REPORTS

K) UPCOMING EVENTS

L) WORKSHOP

None

M) SIGN DOCUMENTS

N) ADMINISTRATIVE UPDATE/WORK SESSION

None

O) ADJOURNMENT

****Public comments are welcome during Open Forum. 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, December 12, 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, December 13, 2022, will become part of the official meeting record and will be provided to the Commission.**

Further instructions for accessing the virtual meeting (for virtual oral comment) will be provided upon registration. Please call the Port of Vancouver at (360) 693-3611 with questions. Visit the port's website at www.portvanusa.com for more information.

**PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING
Tuesday, November 22, 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 9:35 a.m., Tuesday, November 22, 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 is being recorded. He stated the meeting is a hybrid meeting, and along with everyone present in the meeting, anyone who wants to make virtual oral comment can use Zoom. He then invited guests to participate in the Pledge of Allegiance.

APPROVAL OF MINUTES

Regular Meeting of November 8, 2022

On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approve the minutes of the November 8, 2022, regular meeting.

Special Meeting/Executive Session Minutes of the November 14, 2022

On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approve the minutes of the November 14, 2022, special meeting/executive session.

OPEN FORUM

Commissioner Burkman stated that the agenda invited public comment. CEO Marler indicated no community members registered in advance to provide virtual oral comments and that there was also no one present who signed up to provide comment.

PUBLIC HEARING: 2023 FINAL BUDGET – ACTION ITEMS E-1 AND E-2

Commissioner Burkman stated now is the time for the public hearing on the proposed 2023 Final Budget for the Port of Vancouver and opened the public hearing.

CEO Marler advised the Board that the port did not receive any requests from the public to provide virtual oral comment on the proposed 2023 Final Budget.

Commissioner Burkman asked if anyone in the audience would like to provide comment. No one responded so Commissioner Burkman closed the public hearing.

ACTION ITEMS

E-1 Approve Resolution 8-2022: Authorizing an Increase in Regular Tax Levy

Scott Goodrich, Director of Finance and Accounting presented the action item and discussed the resolution with the commission. On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approves and executes Resolution 8-2022, authorizing an increase in the regular tax levy.

E-2 Approve Resolution 9-2022: Adoption of 2023 Final Budget

Scott Goodrich, Director of Finance and Accounting presented the action item and discussed the resolution with the commission. On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approves and executes Resolution 9-2022 adopting the 2023 Final Budget in the amount of \$77,868,955.

E-3 Approve Resolution 10-2022: Administrative Authority of CEO

Elizabeth Gotelli, Chief Financial and Administrative Officer presented the action item and discussed it with the commission.

Commissioner Burkman noted that the meeting is now being recorded by CVTV. He indicated that the meeting was scheduled to start at 9:30 a.m. and they waited for CVTV to resolve some technical issues. He stated CVTV was unable to resolve the issues at that time, so they started the meeting at 9:35 a.m. He then let viewers know that discussion was currently taking place regarding Action Item E-3 to approve Resolution 10-2022: Administrative Authority of CEO.

The discussion continued and Ms. Gotelli answered questions from the Board. On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approve Resolution 10-2022: Administrative Authority of CEO.

UNFINISHED BUSINESS

No unfinished business was considered.

NEW BUSINESS

No new business was discussed.

CEO REPORT

CEO Marler shared feedback from an inspection conducted by the Department of Ecology (DOE) on the port's spill response trailers. She indicated that the DOE was impressed with the maintenance of the trailers and asked for copies of our maintenance practices to use as an example for others. She thanked everyone who was involved with this effort.

COMMISSIONERS REPORTS

Commissioner LaBrant stated he attended the following event:

- Labor Roundtable

Commissioner Orange stated he attended the following event and provided a brief summary:

- Clark College International Day

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

- Learn Here Project Event
- Pacific Northwest Waterways Association
 - Post-Election Recap
 - Monthly Meeting on Annual Conference

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 scheduled for December 13 will begin at 9:30 a.m. She also highlighted several other upcoming community events.

Commissioner Burkman also 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.

WORKSHOP

No workshop was held during this meeting.

SIGN DOCUMENTS

The Board signed documents at 10:12 a.m.

ADMINISTRATIVE UPDATE / WORK SESSION

No administrative work session was held during this meeting.

ADJOURNMENT

There being no further business to come before the Port of Vancouver USA Board of Commissioners, the Tuesday, November 22, 2022, regular meeting was adjourned at 10:16 a.m. by Commissioner Burkman.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Michelle Allan, Executive Services
Manager, November 22, 2022, Regular
Port of Vancouver USA Board of
Commission Meeting

Jack Burkman, President

Don Orange, Vice President

Eric LaBrant, Secretary

**JOINT CLARK COUNTY PORTS
BOARDS OF COMMISSIONERS
SPECIAL MEETING
PORTS OF VANCOUVER USA, CAMAS-WASHOUGAL & RIDGEFIELD
November 29, 2022**

CALL TO ORDER

Port of Vancouver CEO Julianna Marler called the Joint Clark County Ports Boards of Commissioners Special Meeting to order on Tuesday, November 29, 2022, at 12:00 p.m. at the Port of Vancouver USA Administrative Office, 3103 NW Lower River Road, Vancouver, Washington 98660.

WELCOME AND INTRODUCTIONS

Port of Vancouver CEO Marler welcomed and thanked everyone in attendance and invited attendees to introduce themselves.

PORT SUSTAINABILITY UPDATE

Port of Vancouver CEO Marler shared information regarding the port's sustainability program. She indicated the program began in 2008 and is based on the three-legged stool sustainability model, social, economic, and environmental components. She added that in 2021 the program had sixty-four targets and the port met 90% of them.

She discussed the port's Climate Action Plan that was implemented in 2021. She indicated the plan identifies actions and strategies to reduce greenhouse gases. She stated the port's Climate Action Plan matches state and federal targets and collaborates with tenants and the community.

She also mentioned that the American Association of Port Authorities (AAPA) is a national association that advocates for ports and federal grant funding. She shared information on the recently created Port Opportunities with Energy, Resilience and Sustainability Program (POWERS).

Port of Camas-Washougal CEO David Ripp shared that the Port of Camas-Washougal is working to shrink their carbon footprint and as HVAC systems need replacing, they are moving to electric.

Port of Ridgefield CEO Randy Mueller shared that the Port of Ridgefield is exploring opportunities for environmental improvements at their facilities and for their tenants. He also reported that they installed their first electric charging station for one of their tenants.

TAX INCREMENT FINANCING

Mike Bomar, Port of Vancouver Director of Economic Development shared information regarding the history of Tax Increment Financing (TIF). He indicated that TIF is a financing tool that local governments can use to fund public infrastructure in targeted

areas to encourage private development and investment. He discussed the legislative changes to the bill for TIF and the lessons the port learned creating the Tax Increment Area (TIA).

Port of Ridgefield and Port of Camas-Washougal are also considering Tax Increment Areas.

LEGISLATIVE UPDATE

Mike Bomar, Port of Vancouver Director of Economic Development, Port of Camas-Washougal CEO David Ripp, and Port of Ridgefield CEO Randy Mueller all shared items from the Clark County Ports 2023 Joint Legislative Agenda. There was also discussion about the upcoming February 2, 2023 Washington Public Ports Association (WPPA) Legislative Day and Hill Climb in Olympia.

COMMISSION DISCUSSION

Port Commissioner's discussed the Regional Transportation Council 3-ports representative as Port of Camas-Washougal Commissioner Keister has fulfilled his appointment. After further discussion, Port of Camas-Washougal Keister made a motion to appoint Port of Vancouver Commissioner Burkman as the 3-ports' primary representative and Port of Ridgefield Commissioner Hughes as the alternate representative. Port of Ridgefield Commissioner Melroy seconded the motion and all board members voted in favor.

ADJOURNMENT

There being no further business to come before the joint Boards of Commissioners, the November 29, 2022, special meeting was adjourned at 2:30 p.m. by Port of Vancouver CEO Marler.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Betsy Rogers, Administrative
Supervisor, November 29, 2022
Special Meeting - Port of Vancouver USA
Port of Camas-Washougal and
Port of Ridgefield
Boards of Commissioners

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 Business Development	
Mike Schiller		Title	
APPROVED BY:		Chief Commercial Officer	12/13/2022
Alex Strogen		Title	Date
SUBJECT:	Approve First Amendment to Lease between the Port of Vancouver USA and Boeki USA, LLC		

BACKGROUND:

This amendment supports the port's Strategic Plan goals to pursue opportunities that utilize the port's property and infrastructure investments and support growth and economic opportunities for existing tenants.

Boeki USA, LLC and the port entered into a lease agreement effective June 1, 2019 for 12,000sf of warehouse space in Building 2801 Section B. Boeki imports mini-trucks and other right- side drive vehicles from Japan. They are attractive in the US market because of their durability as maintenance vehicles for farms, school campuses, factories, and as rural US mail vehicles. The price point is lower than a standard vehicle and they are fuel efficient and can withstand the stop and go actions required in these settings. The Lease expired July 31, 2022 and was placed in holdover status while Boeki withstood substantial increases in container shipping costs and a decrease in demand during the COVID-19 shut down.

The purpose of this Amendment is to extend the lease term through November 30, 2023, increase the security deposit to correspond with the new rent amount and acknowledge that the tenant improvements agreed to in the lease have been completed.

If approved, the value of this amendment over the term is approximately \$77,880.00 plus additional charges for leasehold excise tax, common area maintenance, insurance and stormwater recovery fees.

The revenue was included in the 2023 approved budget.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners approve and authorize the CEO to execute the First Amendment to Lease at 2801 Section B NW Lower River Road between the Port of Vancouver USA and Boeki USA, LLC.

Submitted by: Juliana Marlow, CEO

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:	Director of Business Development
Mike Schiller	Title
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APPROVED BY:	Chief Commercial Officer
Alex Strogon	Title
	12/13/2022 Date
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SUBJECT:	Approve Second Amendment to Lease between the Port of Vancouver USA and Marks Design and Metal Works, LLC

BACKGROUND:

This amendment supports the port's Strategic Plan goals to pursue opportunities that utilize the port's property and infrastructure investments and support growth and economic opportunities for existing tenants.

Mark's Design and Metal Works, LLC (Mark's) and the port entered into a lease agreement effective January 14, 2020 for 160,000sf of warehouse and office space in Building 2601. Mark's has continued to expand its designing and fabricating business with a focus on stainless-steel products such as pharmaceutical tanks, mixer systems, machine parts, wine vessels and brewery and distillery systems.

The Lease requires 12 months of base lease, or \$813,352.00, as security deposit with agreement to review this requirement upon request. The purpose of this Second Amendment is to reduce the lease security requirement to 6 months base lease, or \$406,676.00. This recommendation is based on a current financial review and Mark's credit history with the port. This Amendment also acknowledges that all improvements, alterations and repairs agreed to in the Lease have been completed and the Tenant Allowance has been satisfied.

Mark's current lease term ends January 13, 2035 and there are 2 options to extend for 5-years each. Mark's has 50 full time employees that consist of skilled welders, design engineers and support staff.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners approve and authorize the CEO to execute the Second Amendment to Lease at 2601 NW Lower River Road between the Port of Vancouver USA and Marks Design and Metal Works, LLC.

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:	Director of Finance & Accounting
Scott D. Goodrich	Title
APPROVED BY:	Chief Financial & Administrative Officer
Elizabeth Gotelli	Title
SUBJECT:	12/13/2022
Approve Resolution 11-2022: Sell and Convey Port Property	

BACKGROUND:

RCW 53.08.090 allows a port commission, by resolution, to authorize the managing official of a port district to sell and convey port district property of \$10,000 or less in value. Annually, the port Commission approves a resolution giving the port's CEO the authority to carry out this function. This resolution and action item provides that annual authority.

The resolution shall be in force for not more than one calendar year from the date of resolution and may be renewed from year to year.

Additional Information Attached? Yes

RECOMMENDATION: That the Board of Commissioners approve and adopt the attached Resolution 11-2022 authorizing the CEO to sell and convey port district property as adjusted annually per RCW 53.08.090.

Submitted by: Juliana Marler, CEO

Date Action Taken _____	Motion By: _____
Approved: _____	Seconded By: _____
Deferred To: _____	Unanimous: Yes ___ No ___

RESOLUTION 11-2022

**A RESOLUTION OF THE PORT OF VANCOUVER
BOARD OF COMISSIONERS AUTHORIZING
THE CEO TO SELL AND CONVEY
PORT PROPERTY OF \$10,000 OR LESS IN VALUE**

WHEREAS, from time to time certain items of Port of Vancouver USA property are no longer suitable or necessary for district purposes; and

WHEREAS, such property may have remaining value; and

WHEREAS, RCW. 53.08.090 authorizes the port commission to delegate to the managing official of a port district the authority to sell and convey port district property of \$10,000 or less in value, which is not a part of the comprehensive scheme of improvements or modifications thereof.

NOW, THEREFORE, BE IT RESOLVED that the CEO is authorized to sell and convey port district property having a value of \$10,000 or less in value which is no longer suitable or necessary for district purposes, and which is not a part of the comprehensive scheme of improvements or modifications thereof.

Prior to any such sale or conveyance, the CEO shall itemize and list the property to be sold and make written certification to the commission that the listed property is no longer needed for district purposes.

This resolution shall be in force for not more than one calendar year from the date of resolution, unless rescinded by commission action.

ADOPTED by the Port of Vancouver, USA Board of Commissioners on the 13th day of December, 2022, and signed in authentication of its adoption.

**PORT OF VANCOUVER, U.S.A.
BOARD OF COMMISSIONERS**

President

Vice President

Secretary

Agenda Item No. E-4

REQUEST FOR COMMISSION ACTION PORT OF VANCOUVER USA

REVIEWED BY:

	Director of Human Resources	12/13/2022
Jonathan Eder	Title	Date

APPROVED BY:

	Title
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SUBJECT: Approve Chief Executive Officer Compensation

BACKGROUND:

Salary Compensation:

- Compensation of the Port Chief Executive Officer (CEO) is established for the calendar year 2023 by the Port Board of Commissioners.

Automobile Allowance:

- Port of Vancouver Resolution #4-96 states the CEO will be paid a monthly automobile allowance for the use of their personal automobile in connection with official duties. This allowance will be an amount agreed upon by the Port of Vancouver USA Board of Commissioners and the CEO and will cover all business automobile mileage within a 20-mile radius of the port office.

Additional Information Attached? No

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners establishes 2023 salary compensation for the CEO as _____ and establishes a monthly automobile allowance of \$ _____.

Submitted by: *Juliana Marler* , 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	
Scott D. Goodrich	12/13/2022
Title	Date
SUBJECT: VENDOR CLAIMS APPROVAL	

BACKGROUND:

November 2022 Vendor Claims:

Voucher Numbers	111893 – 112272	\$14,497,647.88
Electronic Payments	11/01/2022 – 11/30/2022	\$11,103,433.44
Payroll Voucher Numbers		\$ 662,409.93
Checks	51776420	
Direct Deposits	450001 – 450126	
	470001 – 470127	

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of November 2022 Vouchers 111893 – 112272 in the amount of \$14,497,647.88 including Electronic Payments generated between 11/01/2022 – 11/30/2022 in the amount of \$11,103,433.44 and November 2022 Payroll Check 51776420 and Payroll Direct Deposits 450001 – 450126 and 470001 – 470127 in the amount of \$662,409.93.

Submitted by: *Julianne Marler*, CEO

Date Action Taken _____	Motion By: _____
Approved: _____	Seconded By: _____
Deferred To: _____	Unanimous: Yes ___ No ___