

**AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, September 21, 2021**

- A) CALL TO ORDER VIRTUAL MEETING* (8:30 a.m.)**
- B) EXECUTIVE SESSION**
None
- C) OPENING REMARKS (8:30 a.m.)**
1) Opening Remarks
2) Approve Minutes of the August 24, 2021 Regular Meeting
- D) OPEN FORUM**
1) To provide public comment during the virtual board meeting, you must register no later than 12:00 p.m. Monday, September 20, 2021 by emailing povcommissioners@portvanusa.com**
- E) ACTION ITEMS**
1) Approve First Amendment to Ground Lease and First Amendment to Indemnity Agreement between the Port of Vancouver USA and BOZ Port of Vancouver Owner LLC
2) Approve Lease Agreement between the Port of Vancouver USA and Lincoln Property Company West, Inc.
3) Approve Contracts with APEX Laboratories, LLC, ALS Environmental, and BSK Associates for On-Call Laboratory Testing Services
- F) UNFINISHED BUSINESS**
1) Port Contracts Logs
- G) NEW BUSINESS**
- H) ACCOUNTS PAYABLE**
- | | | |
|-------------------------|-------------------------|-----------------|
| Voucher Numbers | 106398 - 106841 | \$ 3,776,797.22 |
| Electronic Payments | 08/02/2021 – 09/05/2021 | \$ 949,587.54 |
| Payroll Voucher Numbers | | \$ 605,818.62 |
| Checks | | |
| Direct Deposits | 310001 – 310126 | |
| | 340001 – 340127 | |

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) WORKSHOP

None

L) ADJOURNMENT

***In compliance with the Governor's Emergency Proclamation 20-28, the Port's Resolution 3-2020, and in the interest of the safety and welfare of the public, the community, port employees, and to limit the spread of the virus, this Board meeting will not be open to in-person attendance. Board members will be attending this meeting remotely via video conference.**

To participate in this meeting, please call 1 (253) 215-8782 and enter the Meeting ID number: 865 2856 2272 and Passcode number: 597162 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.

****Public comments are welcome during Open Forum by registering in advance via email to povcommissioners@portvanusa.com no later than 12:00 p.m. on Monday, September 20, 2021. Individuals will have three minutes to read their comments into the record and will be called in the order in which the port receives the registration email request. 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 8:30 a.m. Tuesday, September 21, 2021 will become part of the official meeting record and will be provided to the Commission.**

Agenda

Item No. C-2

REQUEST FOR COMMISSION ACTION

PORT OF VANCOUVER USA

REVIEWED BY:

Executive Services Manager

09/21/2021

Michelle Allan

Title

Date

APPROVED BY:

Title

SUBJECT: Minutes of the August 24, 2021 Regular Meeting

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 08/24/2021 Regular Meeting

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the August 24, 2021, 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, August 24, 2021**

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, August 24, 2021, via teleconference number 1 (253) 215-8782, conference code: 871 4229 0813 and passcode number: 277644 and by videoconference via Zoom pursuant to Washington State Governor's Proclamation 20-28 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 virtually pursuant to Washington State Governor's Proclamation 20-28 in response to the COVID-19 event and the port's Resolution 3-2020. She also stated that no executive session was held this morning and the meeting is being recorded.

Meeting attendees included:

Eric LaBrant	Port Commission President
Jack Burkman	Port Commission Vice President
Don Orange	Port Commission Secretary
Julianna Marler	Port CEO
Alicia Lowe	Port Legal Counsel
Betsy Rogers	Port Administrative Supervisor
Savannah Mitcham	Port Administrative Assistant
Angela Blake	Port Facilities Program Coordinator
Casey O'Dell	Port Director of Facilities
Dawn Egbert	Port Procurement Services Manager
Elizabeth Gotelli	Port Chief Financial and Administrative Officer
Jack Flug	Port Senior Financial Analyst
Jim Hagar	Port Economic Development Project Manager
Joel Fairchild	Port Project Manager
Katie Odem	Port Marketing Communications Manager
Kent Cash	Port Chief Operations Officer
Lori Kaylor	Port Commercial Sales Associate
Mark Tauscher	Port Environmental Specialist
Matt Harding	Port Environmental Project Manager
Mike Bomar	Port Director Economic Development
Richard Troudt	Port Security Manager
Ryan Hart	Port Chief External Affairs Officer

Scott Goodrich
Sheila Deng
Thane Giles
Therese Lang
Thomas Chidwick
Todd Krout
Zack Merrill
Victor Roehm
Duncan Brown
Matt Zehnder
Dale Learn
Bryan Stebbins
Hod Wells
Don Steinke
Alona Steinke
Cathryn Chudy
Cager Clabaugh
Carolyn Lake

Port Director of Finance & Accounting
Port Senior Accountant
Port Project Manager
Port Director of Communications
Port General Office Assistant
Port Director of Operations
Port Sales Account Manager
Snell & Wilmer
PFM Financial Advisors LLC
KeyBank
Gordon Thomas Honeywell
Senator Murray's Office
PBS Engineering and Environmental
Community Member
Community Member
Community Member
ILWU Local 4
Community Member

Additional members of the public participated in the virtual meeting but were not identified by name.

APPROVAL OF MINUTES

Regular Meeting of August 10, 2021

On motion by Commissioner Orange, seconded by Commissioner Burkman and carried unanimously, the Board of Commissioners approve the minutes of the August 10, 2021 regular meeting.

OPEN FORUM

CEO Marler stated that the agenda invited public comment on all matters on the agenda and several community members responded to provide comment. She reminded everyone interested in speaking during Open Forum at future meetings to register in advance no later than noon on Monday, the day prior to the scheduled Commission meeting. She then called on each community member based on the order in which the port received their request.

Cager Clabaugh, ILWU Local 4

Mr. Clabaugh stated he is in favor of the resolution supporting replacement of the Interstate 5 Bridge over the Columbia River as are the members of the ILWU Local 4. He indicated it is important to have a good bridge to bring cargoes across and thinks the port will get more heavy pick cargo if it is easier to get into Oregon.

Alona Steinke

Ms. Steinke discussed the port's plan to establish emission reduction targets and suggested the port consider using tax revenue to hire staff to develop and implement conservation programs and renewable energy plans that would benefit the public. She recommended a variety of other actions that staff could take to help reach these targets and increase the use of clean energy.

Don Steinke

Mr. Steinke suggested adding a condition to the interstate bridge resolution that the bridge does not induce sprawl, more emissions and more vehicle miles traveled. He indicated he believes congestion can be reduced by congestion pricing and to make it equitable by having public transit be free. He stated the purpose and need statement for the bridge project should not exacerbate climate change.

Cathryn Chudy

Ms. Chudy discussed an article from *The Columbian* regarding fossil fuels and climate change. She stated that she appreciated the port including a statement in the interstate bridge resolution that included a reference to climate and hoped it will incorporate significant emissions reductions going forward. She also asked the port to support the City of Vancouver's plan to extend its ordinance regarding a fossil fuel moratorium.

ACTION ITEMS

E-1 Approve Resolution 2-2021: Series 2013 Credit Facility Agreement Modification

Scott Goodrich, Director of Finance & Accounting introduced 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 approve and adopt the attached Port of Vancouver USA Resolution 2-2021 authorizing the execution and delivery of other instruments, documents or agreements appropriate to modify the series 2013 Credit Facility Agreement and to extend the final maturity date and amend the applicable rate from time to time and for related matters.

E-2 Approve Resolution 3-2021: Supporting Replacement of the Interstate 5 Bridge over the Columbia River

Mike Bomar, Director of Economic Development introduced the action item and discussed it with the Commission. He answered questions from the Board.

On motion by Commissioner LaBrant, seconded by Commissioner Burkman and carried unanimously, the Board of Commissioners approve and sign Resolution 3-2021 Supporting Replacement of the Interstate 5 Bridge over the Columbia River.

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.

Federal Legislative Update

Ryan Hart, Chief External Affairs Officer recognized Bryan Stebbins with Senator Murray's Office and thanked him, Senator Murray and the entire federal delegation for their ongoing support of the Port of Vancouver. He then introduced the port's federal lobbyist, Dale Learn with Gordon Thomas Honeywell who advocates for the port on federal legislative priorities.

Mr. Learn highlighted current federal issues relating to infrastructure, Harbor Maintenance Tax, Columbia River Treaty, grants, permitting and other issues relating to the movement of freight, and transportation policy. Mr. Learn answered questions by the Board.

COMMISSIONERS REPORTS

Commissioner Orange stated he did not have anything to report.

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

- CEO Marler
- Summer Virtual Tenant Event

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

- Labor Roundtable

WORKSHOP

No workshop was held during this meeting.

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

ADJOURNMENT

There being no further business to come before the Port of Vancouver USA Board of Commissioners, the Tuesday, August 24, 2021 regular meeting was adjourned at 9:27 a.m. by CEO Julianna Marler.

PORT OF VANCOUVER USA BOARD OF COMMISSIONERS

Betsy Rogers, Administrative
Supervisor, August 24, 2021, Regular
Port of Vancouver USA Board of
Commission Meeting

Eric LaBrant, President

Jack Burkman, Vice President

Don Orange, Secretary

Agenda Item No. E-1

**REQUEST FOR COMMISSION ACTION
REVIEWED BY:**

PORT OF VANCOUVER USA

Director of Business
Development

Mike Schiller

Title

APPROVED BY:

Chief Commercial
Officer

09/21/2021

Alex Strogon

Title

Date

SUBJECT: Approve First Amendment to Ground Lease and First Amendment to Indemnity Agreement between the Port of Vancouver USA and BOZ Port of Vancouver Owner LLC

BACKGROUND:

This lease supports the port's Strategic Plan goal to implement the vision of a destination waterfront at Terminal 1, as well as the goal to pursue opportunities that use the port's property and investments to create jobs and support the local economy.

On April 6, 2021, the Commission approved a ground lease with BOZ Port of Vancouver Owner LLC (BOZ) for property at the port's Terminal 1. Development discussions are proceeding and BOZ is finalizing its design with the port and the city, leading to construction beginning in early 2022. As part of the initial lease documents, the port executed an indemnity agreement with BOZ to allow the T1 Hotel contractor to continue staging materials on a portion of the BOZ leasehold. This first amendment to the indemnity agreement requires the hotel contractor to vacate BOZ's leasehold on or before December 31, 2021.

The lease amendment does not change the business terms of the initial lease but affirms lease commencement dates and extends T1 Hotel's staging area use by 5 months. It also clarifies permitted use for the development.

This development is expected to occur over the next three years and will support hundreds of construction and other trade jobs. Once completed, the development will continue to support jobs within our community.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the CEO to sign and execute the first amendment to ground lease and first amendment to indemnity agreement between the Port of Vancouver and BOZ Port of Vancouver Owner LLC.

Submitted by: Julianne Marler, 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 Business
Development

Mike Schiller

Title

APPROVED BY:

Chief Commercial
Officer

09/21/2021

Alex Strogen

Title

Date

SUBJECT: Approve Lease Agreement between the Port of Vancouver USA and
Lincoln Property Company West, Inc.

BACKGROUND:

This lease agreement supports the port's Strategic Plan goal to implement the vision of a destination waterfront at Terminal 1, as well as the goal to pursue opportunities that use the port's property and investments to create jobs and support the local economy.

In 2019, after a public process, the port selected Lincoln Property Company West, Inc. (LPC) as a potential lessee to develop portions of the port's Terminal 1 commercial property. Development discussions occurred thereafter, leading to an initial lease (for Terminal 1, Lots 7, 8 and 9) which was approved by the Commission on April 6, 2021. Development discussions have continued with LPC, resulting in the proposed lease action for Terminal 1, Lot 5.

This lease finalizes discussions and requires the lessee to complete remaining due diligence actions. The port will complete a boundary line adjustment by January 2022 that will result in a final lease area of approximately 42,789 square feet. The initial term of the lease is for 50 years, with two consecutive 15-year options thereafter. Leasehold excise taxes and other fees will be included in monthly lease payments. As required under the lease, the development will be designed to receive the LEED Gold designation.

This construction phase of the development will support several hundred family-wage construction jobs that includes a variety of trades. Once complete, the development will continue to support jobs within the community.

Revenue for the initial 50-year term is expected to exceed \$37 million. Lease payments will be included in subsequent annual budgets.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the CEO to sign and execute the lease and associated documents between the Port of Vancouver USA and Lincoln Property Company West, Inc.

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
REVIEWED BY:

PORT OF VANCOUVER USA

	Environmental Manager
Matt Graves	Title

APPROVED BY:

	Chief Operations Officer	09/21/2021
Kent Cash	Title	Date

SUBJECT: Approve Contracts with APEX Laboratories, LLC, ALS Environmental, and BSK Associates for On-Call Laboratory Testing Services

BACKGROUND:

These contracts support the port's Strategic Plan goal of protecting air quality, water resources and land managed by the port through deliberate and proactive efforts in all aspects of the port's operations.

Laboratory testing services are required throughout the port to support port projects and operations. Examples of services for which these contracts will be used include analytical testing of groundwater, stormwater, drinking water, wastewater, river sediments, soil and air samples. These services will be used on capital development projects, environmental cleanup sites, compliance with operational permits and maintenance activities.

On July 8, 2021, the port issued a Request for Proposals (RFP) for On-Call Laboratory Testing Services. Five proposals were received and evaluated by port staff. The results determined APEX Laboratories, LLC, ALS Environmental, and BSK Associates to be the most qualified consultants to perform these 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 contracts reach their dollar limits, additional funds will be requested through the CEO/Board of Commission approval process, depending on the amount of the request. The funds used for these contracts 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 APEX Laboratories, LLC for a not to exceed amount of \$400,000, a contract with ALS Environmental for a not to exceed amount of \$100,000, and a contract with BSK Associates for a not to exceed amount of \$100,000 to perform on-call lab testing services.

Submitted by: Julianne 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

09/21/2021

Scott D. Goodrich

Title

Date

SUBJECT: VENDOR CLAIMS APPROVAL

BACKGROUND:

August 2021 Vendor Claims:

Voucher Numbers	106398 - 106841	\$ 3,776,797.22
Electronic Payments	08/02/2021 – 09/05/2021	\$ 949,587.54
Payroll Voucher Numbers		\$ 605,818.62
Checks		
Direct Deposits	310001 – 310126	
	340001 – 340127	

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of August 2021 Vouchers 106398 – 106841 in the amount of \$3,776,797.22 including Electronic Payments generated between 08/02/2021 – 09/05/2021 in the amount of \$949,587.54 and August 2021 Payroll Direct Deposits 310001 – 310126 and 340001 – 340127 in the amount of \$605,818.62.

Submitted by: Julianne Marler, CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes _____ No _____