



Port of Vancouver USA

**AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, October 22, 2019**

- A) CALL TO ORDER (8:30 a.m.)**
- B) EXECUTIVE SESSION**
None
- C) OPENING REMARKS (8:30 a.m.)**
 - 1) Opening Remarks – Pledge of Allegiance, etc.
 - 2) Approve and Sign Minutes of the October 8, 2019 Regular Meeting
 - 3) Approve and Sign Minutes of the October 15, 2019 Special Meeting/Executive Session
- D) OPEN FORUM**
 - 1) Public comment on matters not subject to Commission vote at this meeting
 - 2) Commissioner and CEO comments
- E) ACTION ITEMS**
 - 1) Approve Lease Between the Port of Vancouver USA and Industrial Coating Solutions, LLC
 - 2) Approve Public Works Contract for Bid 19-36: Shingle/Bituminous Membrane Roof and Gutter Project
 - 3) Approve Third Amendment to the Oregon-Washington Ports Agreement
- F) UNFINISHED BUSINESS**
- G) NEW BUSINESS**
- H) CEO REPORT**
- I) COMMISSIONERS REPORTS**
- J) UPCOMING EVENTS**
- K) SIGN DOCUMENTS**
- L) WORKSHOP**
2020 Budget Workshop
- M) ADJOURNMENT**

Agenda Item No. C-2

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

REVIEWED BY:

Betsy Rogers
Betsy Rogers

Administrative Supervisor
Title

10/22/2019
Date

APPROVED BY:

Title

SUBJECT: Minutes of the October 8, 2019 Regular Meeting

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 10/08/19 Regular Meeting

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the October 8, 2019, Port of Vancouver USA Board of Commissioners Regular Meeting as presented.

Submitted by: *Elizabeth Stellingma*, CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes _____ No _____

**PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING
Tuesday, October 8, 2019**

CALL TO ORDER

Commission President Oliver 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, October 8, 2019 at the Port of Vancouver USA Administrative Office, 3103 NW Lower River Road, Vancouver, Washington 98660.

OPENING REMARKS

Commissioner Oliver welcomed everyone, announced no executive session was held and invited guests to participate in the Pledge of Allegiance.

Meeting attendees included:

Jerry Oliver	Port Commission President
Don Orange	Port Commission Vice President
Eric LaBrant	Port Commission Secretary
Julianna Marler	Port CEO
Michelle Allan	Port Executive Services Manager
Alicia Lowe	Port Legal Counsel
Kent Cash	Port Chief Operations Officer
Elizabeth Gotelli	Port Chief Financial and Administrative Officer
Ryan Hart	Port Chief External Affairs Officer
Scott Goodrich	Port Director of Finance & Accounting
Rachelle Askman	Port Administrative Assistant
Savannah Mitcham	Port Administrative Assistant
Heather Stebbings	Port Director of Communications
Julie Rawls	Port Community Relations Specialist
Dawn Egbert	Port Procurement Services Manager
Rick Cline	Port Contracts Manager
Mark Newell	Port Project Delivery Manager
Casey O'Dell	Port Director of Facilities
Mike Bomar	Port Director of Economic Development
Dale Learn	Gordon Thomas Honeywell Governmental Affairs
Ron Morrison	TRPP
Page Strickler	Strategies 360
Dan Barnes	Community Member
Cager Clabaugh	ILWU Local 4
Carrie Parks	Community Member
Deken Letinich	Laborers
Amber Carter	Amber Carter Government Relations LLC

APPROVAL OF MINUTES

Regular Meeting of September 24, 2019

On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approve the minutes of the September 24, 2019 regular meeting.

OPEN FORUM

Commissioner Oliver invited comments from the audience.

No public comments were received at this time.

COMMISSIONER AND CEO COMMENTS

No comments were provided by the Commissioners or the CEO.

ACTION ITEMS

No action items were considered at this time.

UNFINISHED BUSINESS

Port Contracts Logs

The commissioners reviewed the port contracts logs. CEO Marler reminded everyone that the contracts logs are available on the port's website.

No additional unfinished business was considered.

NEW BUSINESS

No new business was considered at this time.

ACCOUNTS PAYABLE

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

Commissioner Oliver asked if anyone in the audience would like to address the commission on this agenda item.

No public comments were received.

On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of September 2019 Vouchers 097679 – 098026 in the amount of \$3,156,401.68 including Electronic Payments generated between 09/01/2019 – 09/29/2019 in the amount of \$834,621.15 and September 2019 Payroll Checks 51119962 - 51119963 and 51131898 and Payroll Direct Deposits 360001 – 360125 and 390001 – 390125 in the amount of \$573,455.46.

CEO REPORT

Project Updates

Project Delivery Manager Mark Newell provided an update on the following projects:

- Terminal 2 – Paving Project
- Terminal 1 – Parking Rehabilitation
- Terminal 1 – Ground Improvements
- Parcel 3 Berm

Federal and State Legislative Update

Chief External Affairs Officer Ryan Hart introduced Amber Carter, the port's state lobbyist. She provided the board with an update on this year's state legislative session. She highlighted the funding the port received for its Terminal 1 project and shared her thoughts on other port and state transportation issues. Ms. Carter answered the board's questions.

Chief External Affairs Officer Ryan Hart introduced Dale Learn, the port's federal lobbyist. Mr. Learn highlighted current federal issues relating to the movement of freight and transportation policy. Mr. Learn answered questions by the board.

COMMISSIONER REPORTS

Commissioner LaBrant reported attending the following:

- Greater Vancouver Chamber of Commerce Awards Ceremony
- Labor Roundtable of Southwest Washington Award Banquet
- Board of Commission Coffee at the Firstenburg Center
- Night Market
- Columbia Springs Event

Commissioner Orange reported attending several events including the following:

- Merchants Exchange – Shipping 101
- Board of Commission Coffee at the Firstenburg Center
- Labor Roundtable of Southwest Washington Award Banquet

- NW Packing Tour

He also mentioned that he will be attending the Pacific Northwest Waterways Association Annual Convention this week.

Commissioner Oliver reported attending several events already shared and the following:

- Two meetings with constituents.

Commissioner Oliver mentioned that he will also be attending the Pacific Northwest Waterways Association Annual Convention and expects to report on that at the next commission meeting.

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 will be held on October 22, 2019 at 8:30 a.m. She also highlighted several upcoming port and community events.

RECESS

The regular meeting was recessed at 9:44 a.m. to sign documents.

ADJOURNMENT

There being no further business to come before the Port of Vancouver USA Board of Commissioners, the Tuesday, October 8, 2019 regular meeting was adjourned at 9:58 a.m. by Commissioner Oliver.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Michelle Allan, Executive Services
Manager, October 8, 2019, Regular
Port of Vancouver USA Board of
Commission Meeting

Jerry Oliver, President

Don Orange, Vice President

Eric LaBrant, Secretary

Agenda Item No. C-3

REQUEST FOR COMMISSION ACTION

PORT OF VANCOUVER USA

REVIEWED BY:

Michelle Allan

Executive Services Manager

10/22/2019

Michelle Allan

Title

Date

APPROVED BY:

Title

SUBJECT:

Minutes of the October 15, 2019 Special Meeting/Executive Session

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 10/15/19 Special Meeting/Executive Session

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the October 15, 2019, Port of Vancouver USA Board of Commissioners Special Meeting/Executive Session as presented.

Submitted by: *Elisabetta Stetelli* for CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___

**PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
SPECIAL MEETING/ EXECUTIVE SESSION
October 15, 2019**

CALL TO ORDER

Commission President Jerry Oliver called a special meeting/executive session of the Port of Vancouver USA Board of Commissioners to order at 10:02 a.m., Tuesday, October 15, 2019, at the Port of Vancouver USA Administrative Office, 3103 N.W. Lower River Road, Vancouver, Washington 98660.

EXECUTIVE SESSION

The meeting was immediately recessed into executive session by Commissioner Oliver at 10:02 a.m. for the purposes of discussing personnel matters pursuant to RCW 42.30.110(1)(g). The Port of Vancouver USA Board of Commissioners will take no final action during executive session and Commissioner Oliver indicated that executive session will conclude no later than 12:00 p.m.

ADJOURNMENT

There being no further business to come before the Port of Vancouver USA Board of Commissioners, the October 15, 2019 special meeting/executive session was adjourned at 11:58 a.m. by Commission President Oliver.

**PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS**



Michelle Allan, Executive Services
Manager, October 15, 2019, Special
Port of Vancouver USA Board of
Commission Meeting/Executive Session

Jerry Oliver, President

Don Orange, Vice President

Eric LaBrant, Secretary

Agenda Item No. E-1

REQUEST FOR COMMISSION ACTION	PORT OF VANCOUVER USA
REVIEWED BY:  Mike Schifler	Director of Business Development Title
APPROVED BY:  Alex Strogon	Chief Commercial Officer Title 10/22/2019 Date
SUBJECT:	Approve Lease Between the Port of Vancouver USA and Industrial Coating Solutions, LLC

BACKGROUND:

The port's Strategic Plan has a goal to pursue opportunities that utilize the port's property and infrastructure investments to create jobs and support the economy. This lease is a result of the port's increased marketing efforts to secure a tenant business that maximizes port assets and supports economic growth in our community.


Industrial Coating Solutions (ICS) is a new tenant to the port. ICS is currently located in Portland, OR and will be relocating to Vancouver. It will lease Building 2400 Kotobuki Way with 8,400 square feet of warehouse, including 864 square feet of office, on a site area of 15,758 square feet. The initial term of the lease will be ten years, beginning October 22, 2019 and expiring October 21, 2029. ICS will have two 5-year options to extend the lease.

ICS will use its premises for warehousing and distribution of specialized high-grade wood coating products to companies in the regional area. Income to the port over ICS' initial lease term will be over \$532,000.00 plus leasehold excise tax, insurance, stormwater recovery and common area maintenance fees. ICS will employ 3 to 5 full-time people.

This lease was not included in the port's 2019 budget.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners Approve the Lease at 2400 Kotobuki Way, Vancouver between the Port of Vancouver USA and Industrial Coating Solutions, LLC

Submitted by:  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


Casey O'Dell

Director of Facilities
Title

APPROVED BY:

Kent Cash

Chief Operations Officer

10/22/2019

Title

Date

SUBJECT: Approve Public Works Contract for Bid 19-36: Shingle/Bituminous Membrane Roof and Gutter Project

BACKGROUND:

Maintaining the Port buildings' roof and gutters systems meets the strategic plan goal of developing a rolling 20-year comprehensive, scheduled maintenance plan to maximize operational capacity, efficiency and life expectancy of assets.

In 2018, the Port contracted a third party to conduct a roofing and building envelope assessment. Roofs, gutters, and siding were inspected and rated good, fair, or poor. Budget estimate ranges were provided with this assessment. Using this information, maintenance has prioritized the repairs based on each building's condition and available budget dollars.

The buildings that will receive roof and/or gutter repairs for this phase are:

- 1865 wellhouse #3
- 2183 restrooms
- 2500 Cadet office building
- 2700 restrooms
- 2701-B office
- 3115 berth 8/9 office
- 3155 berth 8/9 breakroom and men's locker/restroom
- 3165 berth 8/9 women's restroom
- 3201 POV project office/Trobella office/Brewcraft (gutters only)

On September 25, 2019 the port issued Invitation to Bid 19-36: Shingle/Bituminous Membrane Roof and Gutter Project. On October 10, 2019 the following bid was received:

Bidder	Location	Base Amount
ABC Roofing	Clackamas, OR	\$432,481.31

Staff has reviewed the bid from ABC Roofing of Clackamas, OR and concluded they are a responsible contractor capable of performing the work.

The engineers estimate for this project was between \$413,500 and \$457,000 and the project is included in the 2019 approved Annual Budget.

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners authorize the CEO to execute a public works contract for Bid 19-36: Shingle/Bituminous Membrane Roof and Gutter Project in the amount of \$432,481.31 including Washington State sales tax.

Submitted by: *Clayton Stotelli* for , 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:

Economic Development
Project Manager

Jim Hagar

Title

APPROVED BY:

Elizbeth Stetelli for
Julianna Marler

CEO

Title

10/22/2019

Date

SUBJECT: Approve Third Amendment to the Oregon-Washington Ports Agreement

BACKGROUND:

This Amendment (Amendment 3) to the Oregon-Washington Intergovernmental agreement (IGA) supports the port's strategic goal to continue to play a key role in maintaining navigability of the Columbia River system, including berthing systems, anchorages, turning basins, and the shipping channel.

The Port of Vancouver USA is one of four Washington ports, along with the Ports of Kalama, Longview and Woodland (the "Washington Ports"), that cooperatively joined with the Port of Portland and the United States Army Corps of Engineers ("Corps") in the Project Cooperation Agreement ("PCA") executed June 23, 2004 for construction of navigation improvements and ecosystem restoration in the shipping channel of the Columbia River. As part of the cooperation, the Washington Ports are responsible for acquiring the necessary dredge material disposal sites in Washington identified by the Corps for the Columbia River Channel Improvement Project (the "Project"). Following development of the Original PCA, the Washington Ports created two separate IGA's. One is the Washington Ports Agreement and the other is the Oregon-Washington Agreement. These agreements, as amended, provide for equal cost (50-50) sharing related to maintenance of the Columbia River between the ports on the Washington and Oregon side of the river. The Washington Ports agreement, as amended, provides for each of the Washington ports with active marina tenants (Vancouver, Longview and Kalama) to split the Washington share of costs equally among them.

This third Amendment to the Oregon-Washington agreement provides language that allows the Washington Ports to equally split any costs for maintaining the Vik property not approved by the US Army Corps of Engineers on a 50-50 basis. The Washington Ports will pay one half the amount of any costs not funded by the US Army Corps of Engineers, while the Port of Portland will pay the remaining half of the costs for the Oregon ports.

There are no costs associated with this agreement at this time, although the agreement does obligate the port to future construction, maintenance and other costs described in the Amendment and IGA.

Additional Information Attached? Yes

RECOMMENDATION: That the Board of Commissioners authorize the CEO to sign the Third Amendment to the Oregon-Washington Ports agreement allowing for the equal split of any costs for maintenance to the Vik property, not approved by the US Army Corps of Engineers, to be split equally between the Oregon and Washington Ports.

Submitted by: *Eileen Scitelli* , CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___

AMENDMENT NUMBER 3

**INTERGOVERNMENTAL AGREEMENT
AMONG
LOWER COLUMBIA RIVER PORTS
FOR
COLUMBIA AND LOWER WILLAMETTE RIVER
FEDERAL NAVIGATION CHANNEL DEEPENING AND MAINTENANCE**

RECITALS

A. Washington Ports as Non-Federal Sponsors and the Oregon Port as a Non-Federal Sponsor (the "Parties") entered into an Intergovernmental Agreement Among Lower Columbia River Ports for Columbia and Lower Willamette River Federal Navigation Channel Deepening and Maintenance, The Port of Portland Agreement No. 99-034, on 25 February 1999 ("Agreement").

B. The Parties amended the Agreement with Amendment 1 on 16 October 2000 and Amendment 2 on 23 May 2001.

C. The Parties wish further to amend the Agreement to elaborate on the procedure for activities on the navigation project described as the Columbia and Lower Willamette Rivers Federal Navigation Channel, Oregon and Washington (hereinafter the "Project"), including but not limited to a plan of operations and maintenance of dredged material placement (hereinafter the "Plan").

D. The Parties also wish to modify the Parties' equalization process for Non-Federal Sponsor costs and expenses relating to the Project to address the current imbalance in contributions to the Project.

E. In addition, the Parties wish to amend the Agreement to address issues arising in connection the with the Department of the Army's (the "Corps") decision under Article VIII 1.A.2 of the Project Cooperation Agreement Between the Department of the Army and the Parties for the Project dated June 23, 2004 (the "PCA") to have the Parties carry out certain of the Corps' responsibilities. The Parties desire to share any unreimbursed costs arising out of the Dredged Material Site Management Agreement being entered into by the Port of Portland on behalf of the Parties with Phillip, Kevin, and Ivy Vik (the "Vik Management Agreement") and the contemporaneous Memorandum of Agreement Between the Department of the Army and the Port of Portland For Reimbursement For Management Services For Dredged Material Placement Site During Dredging of the Lower Columbia and Willamette Rivers Federal Navigation Channel, Oregon and Washington (the "United States Reimbursement Agreement").

AGREEMENT

1. RECITALS

The Recitals above are true and are incorporated into this Amendment.

2. OPERATION AND MAINTENANCE CHANNEL MAINTENANCE PLAN

2.1 43-Foot Channel

The following sentence is added at the end of **Amendment 2, Section 5.1 43-Foot Channel**:

Costs incurred by the Parties for the LCR Channel Maintenance Plan component of the Project under the Memorandum of Agreement with the United States Army Corps of Engineers ("USACE") dated 11 July 2017, including compliance with the Washington State Environmental Policy Act (SEPA), Chapter 43.21C Revised Code of Washington (RCW) and its implementing regulations at Chapter 197-11 Washington Administrative Code (WAC) are part of the Channel Deepening Project and shall be shared equally between the Oregon Non-Federal Sponsor and the Washington Parties.

3. AMENDED EQUALIZATION PROCESS

Amendment 2, Section 6.1, Tracking and Equalization Schedule, is deleted and substituted with the following:

6.1 Tracking and Equalization Schedule

The Parties will cause their respective finance directors to report to the Channel Executive Committee on equalization costs at least twice (2) per year and to make recommendations regarding the timing and nature of equalization payments. As of June 17, 2019, the Port of Portland has contributed One Million Seven Hundred Forty Thousand Three Hundred Ninety-Six Dollars and 44 Cents (\$1,740,396.44) to the Channel Deepening Project more than the Washington Parties. The Oregon Non-Federal Sponsor will not be obligated to pay for any additional Channel Deepening Project costs until the Washington Parties have paid costs equal to One Million Seven Hundred Forty Thousand Three Hundred Ninety-Six Dollars and 44 Cents (\$1,740,396.44). In addition, costs will be equalized (i) when the USACE determines the construction is complete under Article VI.D of the Project Cooperation Agreement dated June 23, 2004, and (ii) at any other time agreed to by the Parties.

4. VIK MANAGEMENT AGREEMENT AND US REIMBURSEMENT AGREEMENT

In relation to the Corps' intent to contract with the Parties under PCA Article VIII 1.A.2 for the management of the dredge material disposal site on Puget Island, CRM 44.0 owned by Phillip Vik and Ivy Vik (the "Owners" and the "Vik Site") and to simplify the administration of the property management services to be provided to the Parties by Operators Phillip Vik and Kevin Vik (the "Operators") on the Owner's Vik Site and the adjacent Washington Ports' property as defined in the Vik Management Agreement and as part of the Parties' collective contribution of in-kind services to the Project, the Port of Portland is willing to be delegated the authority by the Parties to act on their behalf in entering into the Vik Management Agreement and the United States Reimbursement Agreement on the conditions stated in this Section 4. The Parties delegate to the Port of Portland the authority to enter into and implement the Vik Management Agreement and the United States Reimbursement Agreement. The Port of Portland assumes responsibility to enter into and perform the Vik Management Agreement and the United States Reimbursement Agreement on condition that, in the event that the Port of Portland ever incurs any costs, expenses, or fees in its efforts to implement the Vik Management Agreement and the United States

Reimbursement Agreement that are for any reason not covered by, reimbursable under or reimbursed by the Corps under the United States Reimbursement Agreement, the Washington Ports will within thirty (30) days of being invoiced for their fifty (50) percent share of any such costs, expenses, or fees, pay such invoice. The Port of Portland will provide the Washington Ports the Operators' initial and adjusted budgets that are developed under the process set forth in Subsection 5.2.2 of the Vik Management Agreement so that the Washington Ports may review them for consistency with that Subsection 5.2.2. In addition, to the extent the Owners or Operators assert any demand or claim under the Management Agreement or the Corps asserts any demand or claim under the US Reimbursement Agreement, upon notice by the Port of Portland, the Washington Ports will cooperate with the Port of Portland on the defense and pay fifty (50) percent of the costs of defense and fifty (50) percent of any liability on such demand or claim. Notwithstanding anything to the contrary in this Section 4, the Washington Ports will have no obligations to the Port of Portland to the extent the Washington Ports demonstrate such costs, expenses, fees or liabilities are the result of the Port of Portland's negligence or willful misconduct. Any dispute relating to the implementation of this Section 4 will be resolved by the dispute resolution process of Section 1.7 of the Agreement.

5. OREGON ATTORNEY GENERAL APPROVAL

This Agreement may be subject to review and approval by the Oregon Attorney General under ORS 190.430(1), in which case, notwithstanding other provisions of this Agreement, it shall take effect only upon approval by the Oregon Attorney General. When the Agreement has been approved by the Oregon Attorney General, the effective date shall be the date the Agreement was fully executed by the parties or any other effective date established by the terms of the Agreement.

6. WASHINGTON STATE OFFICIAL OR AGENCY APPROVAL

This Agreement may be subject to review and approval by one or more Washington State Officials or Agencies pursuant to RCW 39.34.050, in which case, notwithstanding other provisions of this Agreement, it shall take effect only upon approval, as provided in RCW 39.34.050, by any applicable Washington State Official or Agency. When the Agreement has been approved by any applicable Washington State Official or Agency, the effective date shall be the date the Agreement was fully executed by the parties or any other effective date established by the terms of the Agreement.

7. MISCELLANEOUS PROVISIONS

Except as expressly provided in this Amendment, all of the terms and conditions of the Agreement shall remain in full force and effect.

[SIGNATURE PAGE TO FOLLOW]

8. AUTHORITY OF SIGNERS

The individuals signing below represent that they are authorized by the party for which they sign to contractually bind that party to the provisions of this Amendment.

For the Port of Longview:

For the Port of Kalama:

Norm Krehbiel
Chief Executive Officer

Mark Wilson
Executive Director

_____ (Date)

_____ (Date)

For the Port of Woodland:

For the Port of Vancouver:

Jennifer Keene
Executive Director

Julianna Marler
Chief Executive Officer

_____ (Date)

_____ (Date)

For The Port of Portland:

Curtis Robinhold
Executive Director

_____ (Date)