



AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, November 22, 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 November 8, 2022, Regular Meeting
- 3) Approve Minutes of the November 14, 2022, Special Meeting/Executive Session

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, November 21, 2022, by emailing povcommissioners@portvanusa.com**

PUBLIC HEARING

- 1) 2023 Final Budget – Action Item E-1 and E-2
To provide virtual oral comment during the public hearing, you must register no later than 12:00 p.m. on Monday, November 21, 2022 by emailing povcommissioners@portvanusa.com

- E) **ACTION ITEMS**
1) Approve Resolution 8-2022: Authorizing an Increase in Regular Tax Levy
2) Approve Resolution 9-2022: Adoption of 2023 Final Budget
3) Approve Resolution 10-2022: Administrative Authority of CEO
- F) **UNFINISHED BUSINESS**
None
- G) **NEW BUSINESS**
- H) **CEO REPORT**
- 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, November 21, 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, November 22, 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.

Agenda Item No. C-2

REQUEST FOR COMMISSION ACTION

PORT OF VANCOUVER USA

REVIEWED BY:

Executive Services Manager

11/22/2022

Michelle Allan

Title

Date

APPROVED BY:

Title


SUBJECT: Minutes of the November 8, 2022 Regular Meeting

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 11/08/2022 Regular Meeting

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the November 8, 2022, Port of Vancouver USA Board of Commissioners Regular Meeting as presented.

Submitted by:  **CEO**

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ____ No ____

**PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING
Tuesday, November 8, 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 9:30 a.m., Tuesday, November 8, 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 that no executive session was held and that the meeting is being recorded. He stated it is a hybrid meeting so that 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 October 25, 2022

On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approve the minutes of the October 25, 2022, regular meeting.

COMMUNITY FUND UPDATE

Community Relations Manager Julie Rawls stated the port's Community Fund program awarded funds to the Vancouver Farmer's Market this year. She indicated the market has a program to help traditionally marginalized vendors that provides free space and training necessary to help nurture these small businesses. She stated these small businesses greatly contribute to Vancouver's tourism, economic development, and vitality. She indicated that this also furthers the port goals of economic development as well as diversity, equity, and inclusion. She then introduced Stephanie Haynes and Jordan Boldt from the Vancouver Farmer's Market.

Ms. Haynes provided an overview of the Vancouver Farmer's Market Foundation and thanked the port for its support. The Board expressed their appreciation to Ms. Haynes for her presentation and work on this program.

OPEN FORUM

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

ACTION ITEMS

E-1 Approve 2023 Preliminary Budget

Director of Finance and Accounting Scott Goodrich presented the action item and discussed it with the commission. Commissioner Burkman stated that two pages of the preliminary budget were updated to include last year's budget amounts along with this year's.

On motion by Commissioner Orange, seconded by Commissioner LaBrant and carried unanimously, the Board of Commissioners adopt the 2023 preliminary budget as presented.

UNFINISHED BUSINESS

Port Contracts Logs

The commissioners reviewed the port contracts logs. Executive Services Manager Michelle Allan reminded everyone that the contracts logs are provided to the Commission on a monthly basis and are available on the port's website. No questions were asked from the Board.

No additional unfinished business was considered.

NEW BUSINESS

No new business was discussed.

ACCOUNTS PAYABLE

Director of Finance and Accounting Scott Goodrich presented the action item as contained in the Commission's packet and discussed the recommendation with the Board. He answered questions from the Board.

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 October 2022 Vouchers 111561 – 111892 in the amount of \$6,619,610.91 including Electronic Payments generated between 10/01/2022 – 10/31/2022 in the amount of \$745,347.60 and October 2022 Payroll Direct Deposits 400001 – 400127 and 420001 – 420125 in the amount of \$638,919.24.

CEO REPORT

Project Updates

Mark Newell, Project Delivery Manager provided an update on several port projects, including:

- Terminal 1 LPC Zoom Info Bldg. (Not Port Project)
- Terminal 2 Pond Remedy Project
- Terminal 2 Berths 3 & 4 Paving Project

- Terminal 3 2022 Paving Project
- Terminal 4 Bank Stabilization
- Berth 17 Rehabilitation Project
- Building 2480 Roof Coating & Panel Replacement
- Building 2500 Warehouse & Office Painting
- Building 2565 Fire System Replacement
- Building 3201F & 3103 HVAC Installation
- 2022 Fire System Flushing

COMMISSIONERS REPORTS

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

- Grand Opening Ribbon Cutting for new Vancouver Clinic in Salmon Creek
- Port Tour for the Columbia River Economic Development Council Board

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

- Tenant meeting regarding future project
- CEO Marler
- Booville event at the Vancouver Mall

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

- CEO Marler
- Tenant meeting regarding future project
- Hispanic Metropolitan Chamber Event
- Legislative Joint Interim Committee on the Interstate Bridge
- Regional Transportation Council
- Vancouver City Council Workshop
- POWWOW at Clark College

Commissioner Burkman provided additional details regarding the Clark County Transportation Alliance 2023 Policy Statement that was discussed during the Regional Transportation Council and at the Vancouver City Council Workshop. He indicated that this statement includes six projects of particular interest to the City of Vancouver and added that two of those projects are especially important to the port, which are the I-5 bridge replacement and influence area improvements, as well as the Northwest 32nd Avenue industrial corridor. He indicated the port's recent legislative agenda workshop is consistent with the Alliance's 2023 Policy Statement, and he is pleased to see that other organizations in Southwest Washington are in support of this too.

Commissioner Burkman also answered Commissioner Orange's question regarding the I-5 bridge.

UPCOMING EVENTS

A list of upcoming events was displayed on the screen for viewers to see staff activities and community meetings. Executive Services Manager Michelle Allan stated the next commission meeting scheduled for November 22 will begin at 9:30 a.m. She also highlighted several other upcoming community events.

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.

WORKSHOP

No workshop was held during this meeting.

SIGN DOCUMENTS

The Board signed documents at 10:19 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 8, 2022, regular meeting was adjourned at 10:21 a.m. by Commissioner Burkman.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Betsy Rogers, Administrative
Supervisor, November 8, 2022, Regular
Port of Vancouver USA Board of
Commission Meeting

Jack Burkman, President

Don Orange, Vice President

Eric LaBrant, Secretary

Agenda

Item No. C-3

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

REVIEWED BY:

Executive Services Manager

11/22/2022

Michelle Allan

Title

Date

APPROVED BY:

Title

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

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 11/14/2022 Special Meeting/Executive Session

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the November 14, 2022, Port of Vancouver USA Board of Commissioners Special Meeting/Executive Session as presented.

Submitted by:  **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
November 14, 2022**

CALL TO ORDER

Commission President Jack Burkman called a special meeting/executive session of the Port of Vancouver USA Board of Commissioners to order at 9:00 a.m., Monday, November 14, 2022, 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 at 9:00 a.m. to review the performance of a public employee, pursuant to RCW 42.30.110(1)(g). He announced that the Board of Commissioners will take no action during executive session and the executive session will conclude no later than 11:00 a.m.

REOPENED MEETING AND ADJOURNMENT

Commissioner Burkman reopened the meeting to the public at 11:00 a.m. He announced that there being no further business to come before the Port of Vancouver USA Board of Commissioners, the November 14, 2022, special meeting/executive session is now adjourned at 11:00 a.m.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Michelle Allan, Executive Services
Manager, November 14, 2022, Special
Port of Vancouver USA Board of
Commission Meeting/Executive Session

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 D. Goodrich	Title
APPROVED BY:	Chief Financial & Administrative Officer
Elizabeth Gotelli	Title
	11/22/2022
	Date
SUBJECT:	Approve Resolution 8-2022: Authorizing an Increase in Regular Tax Levy
BACKGROUND:	

Revised Code of Washington (RCW 84.55.120) requires a taxing district, other than the state, that collects regular levies to hold a public hearing on its budget. The hearing must include consideration on its proposed regular tax levy.

The port's 2023 budget proposes an increase of the regular tax levy of 1% including new construction and utilization of previously banked tax levy capacity. The public hearing on the 2023 budget is being held on November 22, 2022.

Additional Information Attached? Yes

RECOMMENDATION: That the Port of Vancouver Board of Commissioners approves and executes Resolution 8-2022, authorizing an increase in the regular tax levy.

Submitted by: Julianne Marler, CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___

RESOLUTION 8-2022

A RESOLUTION OF THE PORT OF VANCOUVER BOARD OF COMMISSIONERS AUTHORIZING AN INCREASE IN TAX LEVY

WHEREAS, the Board of Commissioners of the Port of Vancouver has met and considered its budget for the calendar year 2023; and

WHEREAS, the district's highest lawful levy amount was \$12,645,140; and,

WHEREAS, the population of this district is more than 10,000; and

NOW THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Port of Vancouver that an increase in the regular property tax levy is hereby authorized for the levy to be collected in the 2023 tax year. Utilizing banked capacity, the dollar amount of the increase over the actual levy amount collected in the 2022 tax year shall be \$403,064 which is a percentage increase of 3.188% from the previous year. This increase is exclusive of additional revenue resulting from new construction, improvements to property, newly constructed wind turbines, any increase in the value of state assessed property, any annexations that have occurred and refunds made. This is currently estimated at \$276,614 in additional levy capacity.

BE IT FURTHER RESOLVED that a certified budget request or estimate is filed with the County Legislative Authority, separate from this resolution. As required by RCW 84.52.020, that filing certifies the total amount to be levied by the regular property tax levy. The form for this purpose is titled "Levy Certification" and is available through the Assessor's Office. Certification is made in a manner prescribed by the County Legislative Authority.

ADOPTED by the Port of Vancouver Board of Commissioners on the 22nd day of November 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-2

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
	11/22/2022
	Date
SUBJECT:	Approve Resolution 9-2022: Adoption of 2023 Final Budget
BACKGROUND:	

The 2023 Port of Vancouver USA budget supports the port's strategic goals and mission to maximize revenue and create economic benefit to our community. This budget reflects the collaborative efforts of the port commission and staff to identify available resources to meet the port's key initiatives.

A budget work session was held on October 25, 2022 to review the port's recommended 2023 budget of the port district. Port of Vancouver staff presented the Board of Commissioners with an overview of proposed department budgets, 2023 capital program, financing and tax levy option to consider. The work session was open to the public.

The budget is a plan of financial operation that involves estimating sources and uses of funding for the annual period of January 1, 2023 through December 31, 2023. As a management tool, the budget provides a guide to the conduct of operations and basis for evaluating actual results. Another important function of the budget is to identify and allocate resources for planned capital projects.

Additionally, the budget document fulfills a legal requirement for the purpose of levying port district taxes. The port's budget estimates an increase of the regular tax levy of 1%, new construction and utilization of previously banked tax levy capacity.

Additional Information Attached? Yes

RECOMMENDATION: That the Port of Vancouver Board of Commissioners approves and executes Resolution 9-2022, adopting the 2023 Final Budget in the amount of \$77,868,955.

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

RESOLUTION 9-2022

A RESOLUTION OF THE PORT OF VANCOUVER BOARD OF COMMISSIONERS ADOPTING THE 2023 FINAL BUDGET

WHEREAS, it is required by Chapter 53.35 of the *Revised Code of Washington* that a budget be adopted for the ensuing fiscal year showing the estimated expenditures and the anticipated available funds from which all expenditures are to be paid; and

WHEREAS, it is also required that a certified copy of such final budget, showing the amount to be raised by taxation on the assessed value of property within the district, be filed with the Board of County Commissioners for the purpose of levying port district taxes;

WHEREAS, the Port of Vancouver Board of Commissioners held a public preliminary budget work session on October 25, 2022; and the Port of Vancouver Board of Commissioners held a final budget public hearing on November 22, 2022; and

WHEREAS, notice of a public hearing to consider adoption of a final budget has been given as required by publication in *The Columbian* and that Notice of Public Hearing has also been given to the news media and other interested parties; and

WHEREAS, this is the time and place fixed by this Board of Commissioners for the adoption of the 2023 final budget for the Port of Vancouver.

NOW, THEREFORE, BE IT RESOLVED by the Port of Vancouver Board of Commissioners that the 2023 final budget, as set forth in the attached exhibit

hereto and made a part hereof, be adopted as the final budget for the year 2023.

BE IT FURTHER RESOLVED that a copy of the final budget including provision for the full available tax levy within statutory limitations, estimated to be \$13,048,204 and a copy of this Resolution be filed with the Board of County Commissioners and with the County Assessor of Clark County, Washington as the basis for the tax levy assessed in 2022, to be collected in year 2023.

ADOPTED by the Port of Vancouver Board of Commissioners on the 22nd day of November, 2022 and signed in authentication of its adoption.

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

President

Vice President

Secretary

2023 Final Budget

<u>SOURCES</u>			
Operating Revenues			
15-Rail			1,420,058
16-Finance & Accounting			250,000
18-Commercial			269,629
19-Industrial			13,947,726
20-Facilities			100,000
21-Marine Operations			21,920,651
22-Security			545,634
40-Marine Terminal			11,146,417
Total Operating Revenues		\$	49,600,115
Non-operating Revenues			
Ad Valorem Taxes			13,048,204
Interest Income			1,290,000
Grants & Other Contributions			2,222,120
Proceeds from Sale of Property			10,000
Other			88,600
Total Non-operating Revenues		\$	16,658,924
Total Revenues		\$	66,259,039
Transfer from General Fund/Financing		\$	11,609,916
TOTAL SOURCES		\$	77,868,955

<u>USES</u>			
Operating Expenses			
05-Executive			1,004,390
06-Economic Development			745,199
10-Administration			1,661,386
11-External Affairs			1,967,139
12-Information Technology			1,600,746
13-Procurement & Contracts			583,915
14-Human Resources			463,935
15-Rail			1,411,920
16-Finance & Accounting			2,759,903
17-Sales			2,319,693
18-Commercial			311,000
19-Industrial			1,890,900
20-Facilities			7,802,297
21-Marine Operations			2,122,248
22-Security			2,797,613
32-Environmental			1,626,388
40-Marine Terminal			11,560,956
Total Operating Expenses		\$	42,629,628
Non-operating Expenses			
Debt Service			10,339,132
Environmental Remediation			1,060,175
Other Non-Operating Expenses			1,195,000
Total Non-operating Expenses		\$	12,594,307
Total Expenses		\$	55,223,935
Capital Projects		\$	22,645,020
TOTAL USES		\$	77,868,955

**Port of Vancouver
2023 Capital Budget**

<i>Description</i>	2023
Maintenance	
Maintenance: Buildings - BLDG 1501 Roof/Gutters and Paint	50,000
Maintenance: Buildings - BLDG 3209 Office Demo	150,000
Maintenance: Capital Dredging - Berth 17	450,000
Maintenance: Equipment - EV Charging Stations and Electrical Infrastructure	250,000
Maintenance: IT - Fiber and Cameras on Gateway overpass	75,000
Maintenance: IT - Vaults and Conduit for Connection to Main Duct Bank	150,000
Maintenance: Mechanical and HVAC - HVAC Building Replacements/Upgrades	200,000
Maintenance: Paving and Striping - T2 Pavement Replacement	315,000
Maintenance: Paving and Striping - T3 Pavement Mill and Fill	350,000
Maintenance: Rail - Hill Track Switch Replacement	75,000
Maintenance: Rail - Mill Plain Crossing	50,000
Maintenance: Stormwater - Kotobuki Way Storm Connection Upgrades	105,000
Maintenance: Stormwater - NW Packing Storm System Upgrades	99,750
Maintenance: Stormwater - Terminal 4 Pond and Outfall Improvements	231,000
Maintenance: Stormwater - Terminal 4 Pond Liner	750,000
Maintenance: Stormwater - Terminal 4 Pond Stormwater Pilot Project	441,000
Maintenance: Tenant Improvements	262,500
Maintenance: Vehicle and Equipment - EV Pickup-Maintenance	55,000
Maintenance: Vehicle and Equipment - EV Pickup-Operations	55,000
Maintenance: Vehicle and Equipment - EV Pickup-Security	55,000
Maintenance: Vehicle and Equipment - EV SUV - Admin	59,850
Maintenance: Vehicle and Equipment - Excavator	262,500
Maintenance: Vehicle and Equipment - Tandem Axle Vac Truck with Jetter and Camera	550,000
Maintenance: Vehicle and Equipment - Zero Turn Mower	21,000
Maintenance: Wastewater Treatment Improvements	157,500
Maintenance: Water System Improvements - Well 3 with Electric Pump	115,500
Sub-total: Maintenance	5,335,601
Environmental	
Environmental: Purchase of In-water Mitigation Credits	162,500
Sub-total: Industrial	162,500
Industrial	
Industrial: Parcel 10 Phase 1 - Stockpile	466,200
Industrial: Parcel 10 Phase 2 - Drainage Improvements and 20K sf Building	1,837,500
Sub-total: Industrial	2,303,700
Recreation	
Recreation: Trail Segment 4	280,000
Recreation: Trail Segment 5	315,000
Sub-total: Recreation	595,000
Terminal Rehabilitation and Improvement Program (TRIP)	
TRIP: T4 Bank Stabilization	1,029,000
TRIP: Temporary Electrical Equipment at Berth 17	383,250
TRIP: Power Infrastructure Improvements at Berth 17	600,000
TRIP: Berth 17 Phase 2-3: Demolition of Crane and Dock Rehabilitation	5,751,038
Sub-total: TRIP	7,763,288
Waterfront	
Waterfront: T1 Marketplace and Brewlab - Preliminary Design	85,000
Waterfront: T1 Dock Ground Improvements and Wall - Design	133,333
Waterfront: T1 Dock Removal - Demolition	3,885,000
Waterfront: T1 Dock Replacement - Design	1,071,000
Sub-total: Waterfront	5,174,333
Labor Capitalization	1,310,598
Total: Capital Projects	22,645,020
Grants and Other Contributions	
Grants: Waterfront: DOC - T1 Dock Design	(1,548,120)
Grants: Recreation: RTC - Trail System Segment #4	(280,000)
Grants: Recreation: RTC - Trail System Segment #5	(315,000)
Grants: Operations: FEMA - Cyber Security	(79,000)
Sub-total: Grants and Other Contributions	(2,222,120)
Total: Capital Projects - Net	20,422,900

Agenda Item No. E-3

REQUEST FOR COMMISSION ACTION**PORT OF VANCOUVER USA****REVIEWED BY:**Chief Financial &
Administrative Officer

Elizabeth Gotelli

Title

APPROVED BY

Chief Executive Officer

11/22/2022

Julianna Marler

Title

Date

SUBJECT: Approve Resolution 10-2022: Administrative Authority of CEO

BACKGROUND:

The Revised Code of Washington 53.12.270 authorizes the delegation of, “administerial powers and duties of the Commission as it may deem proper for the efficient and proper management of port district operations. Any such delegation shall be authorized by appropriate resolution of the commission, which resolution must also establish guidelines and procedures for the managing official to follow.”

Resolution 10-2022 Administrative Authority of CEO, defines the duties and authorities that have been delegated to the CEO and their designees. Some areas identified in this resolution include real property rentals, property acquisition and disposition, contracts, legal representation and other miscellaneous policies.

Periodically this document is reviewed to determine if updates are needed due to statutory changes, changes in responsibility or to clarify language. All resolutions and authorizations previously approved by the Port Commission and dealing with the same subject matter are repealed upon approval of Resolution 10-2022.

Additional Information Attached? Yes

RECOMMENDATION: That the Board of Commissioners approve Resolution 10-2022: Administrative Authority of CEO.

Submitted by: Julianna Marler, CEO**Date Action Taken** _____**Motion By:** _____**Approved:** _____**Seconded By:** _____**Deferred To:** _____**Unanimous:** Yes ____ No ____



**PORT OF VANCOUVER
COMMISSION POLICY DIRECTIVES**

**ADMINISTRATIVE AUTHORITY
OF
CEO AND THEIR DESIGNEES
RESOLUTION NO. 10-2022**

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ADMINISTRATIVE AUTHORITY OF CEO

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RESOLUTION NO. 10-2022

A RESOLUTION of the Port of Vancouver Board of Commissioners adopting a master policy directive on the administrative authority of the CEO and their designees and repealing Resolution No. 9-2015 and all prior resolutions and authorizations dealing with the same subject matter.

WHEREAS, pursuant to RCW 53.12.270, the Port of Vancouver Board of Commissioners (hereinafter referred to as the “**Port Commission**”) has adopted various policy directives concerning administrative authority of the CEO and their designees for the purposes of expeditious administration of the Port; and

WHEREAS, the Port Commission has from time to time found it necessary to amend and revise such directives due to changes in law and/or operations of the Port; and

WHEREAS, the Port Commission now wishes to provide an updated master policy directive on the administrative authority of the CEO and their designees and to repeal all prior resolutions and authorizations dealing with the same subject matter:

NOW THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Vancouver as follows:

Section 1. The master policy directive of the Port Commission as set forth in Exhibit "A" attached to this Resolution and by this reference incorporated herein, is for the purpose of establishing administrative authority for the CEO and their designees pursuant to RCW 53.12.270.

Section 2. Resolutions and authorizations previously adopted by the Port Commission and dealing with the same subject matter are hereby repealed.

[Signatures on following page]

ADOPTED by the Port of Vancouver Board of Commissioners this ____ day of _____, 2022 and duly authenticated in open session by the signatures of the Commissioners voting.

BOARD OF COMMISSIONERS
PORT OF VANCOUVER

President

Vice-President

Secretary

APPROVED AS TO FORM

Attorney

EXHIBIT “A” TO RESOLUTION NO. 10-2022

PORT OF VANCOUVER
COMMISSION POLICY DIRECTIVES
ADMINISTRATIVE AUTHORITY OF CEO
AND THEIR DESIGNEES

The following policy is adopted by the Port Commission for the purpose of establishing the administrative authority of the CEO who is responsible for the normal Port of Vancouver (hereinafter referred to as “**Port**”) operations. The phrase “normal Port operations” as used herein, means the regular day-to-day business transactions involving labor, materials, and money.

With the exception of the limitations identified in the specific policies which follow, the CEO shall be responsible for the operation, maintenance, and administration of the Port’s terminals, facilities, and other properties; the development of industrial districts; the implementation of construction work and alterations and improvements to the Port’s real estate and physical facilities and necessary planning incidental thereto; the administration of the day-to-day operations which include personnel administration (i.e., hiring/firing, training, grievance procedures, employee improvement, etc.); and the execution of contracts; financial matters; and legal matters. The CEO has authority to maintain, cancel, and/or change the schedule for Board of Commissioners meetings as business needs arise. Further, the CEO is hereby authorized to publish notice of any and all public hearings or publications which are required by law, or which are otherwise necessary for Port Commission action.

The CEO may delegate to appropriate Port staff such of their administrative authority or reporting requirements herein established as, in their discretion, is necessary and advisable in the efficient exercise of such authority. To implement delegations of authority to Port staff, the CEO may promulgate Port of Vancouver policy and procedure manuals or directives, monetary delegations, authority to execute contracts, and other documents such as employee position descriptions, office manuals, etc., which shall include such delegations as appropriate.

I. **REAL PROPERTY RENTALS:**

A. Lease and Property Procedures:

Prior to execution the CEO shall be responsible for carrying out the following required procedural steps for all Port leases; provided that the Port Commission shall be apprised of the status of significant long-term lease negotiations:

1. A lease shall be submitted directly to the Port Commission for execution following execution by lessee whenever a proposed final lease meets all of the following conditions:

- a) The use and rental rate of the premises to be leased are to be generally consistent with other existing Port leases in the same or similar areas.
- b) All of the proposed final terms of the lease arrangement are generally consistent with other existing Port leases in the same or similar areas.

2. The granting of easements, licenses, permits and the exercise of options and assignments will be submitted directly to the Port Commission after being approved as to form by the Port Attorney, except the following may be approved by the CEO after being approved as to form by the Port Attorney;

- a) The assignment or consent of leases by tenants for “collateral purposes only”.
- b) The assignment or consent of company name changes.
- c) Common easements for the purpose of the Port granting or receiving road access and access to utility connections.
- d) Licenses and permits to and from the Port for purpose of allowing the monitoring of groundwater, environmental investigations, and completion of remediation activities.
- e) Restrictive covenants with the Washington State Department of Ecology that, among other provisions, requires the Port to maintain the property as an industrial use.
- f) Other such temporary access grants not affecting the use or value of the Port’s real property.

B. Subcontracts: Leases, operating agreements, and other related contracts between the Port and its tenants, and other parties shall include restrictions on subcontracting (including subleasing), and require the prior written consent of the Port for such proposed subcontracts.

1. Except for those consents, assignments and agreements referenced above (Section IA2), the CEO will seek prior authorization of the Port Commission prior to granting consents to subcontracts.

C. Short Term Leases:

All Port real property when available for leasing shall, except as otherwise provided herein, be leased only under an appropriate written lease instrument approved by the Port Commission and accompanied by a lease bond or other form of security in accordance with RCW 53.08.085. However, in the case of a short term lease or sublease ("short term" defined herein as a cumulative tenancy period that shall not exceed one (1) year), the CEO may execute the lease or sublease subject to all of the following conditions:

1. The arrangements for short term occupancy shall be evidenced by a standard form of short term lease or sublease, except that any clearly inapplicable provision or provisions inconsistent with the policy herein shall be deleted from the standard form, and additional provisions may be added as appropriate and necessary.

2. The use to which the property may be put by the tenant shall be expressly stated and shall be in accordance with approved zoning ordinances.

3. The lessee may be required to provide a damage and/or a cleaning deposit at the CEO's discretion.

II. LEASE SECURITY:

The CEO is authorized to take all necessary actions on behalf of the Port Commission in connection with lease security including surety bonds, letters of credit, etc., and other insurance coverage required pursuant to any leases of the Port, including any of the following actions:

- A. Where the lease is not in default, to release any lease security where an adequate substitute bond has been provided. Whenever the CEO releases any lease security securing any lease of the Port, they shall act on behalf of the Port Commission.
- B. To approve any lease security submitted in fulfillment of the requirements of any lease, including substitute or replacement coverage for any terminated lease security.
- C. To approve any substitution or modification of insurance, and to release any insurance company when substitute or replacement insurance coverage has been provided in connection with any outstanding lease of the Port.

III. PROPERTY ACQUISITIONS AND DISPOSITIONS:

A. Real Property:

- 1. Purchase of Real Property:
 - a) The CEO is authorized to take all necessary administrative steps, including appraisals, to prepare for the purchase of real property for the Port, pursuant to Chapter 53.08 RCW.
 - b) When the Port Commission authorizes the acquisition of real property by negotiated purchase or condemnation, the CEO is authorized to take all necessary steps to secure the title of such property for the Port.
- 2. Sale of Real Property:
 - a) The CEO is authorized to take all necessary administrative steps, including appraisals, to prepare for the sale of real property.
 - b) When the Port Commission authorizes the sale of Port real property, the CEO shall be empowered to take all necessary administrative steps to complete the sale of such property, including delivery, to finalize the sale.

B. Personal Property:

- 1. The CEO is authorized pursuant to RCW 53.08.090 to sell and convey surplus personal property of the Port subject to the following conditions:
 - a) That the value of such personal property does not exceed

\$10,000 or as specified in RCW 53.08.090, as may be amended from time to time.

b) Prior to any such sale or conveyance, the CEO shall itemize and list the personal property to be sold and make written certification to the Port Commission that the listed property is no longer needed for Port District purposes.

c) Any large block of such property having a value in excess of \$10,000 shall not be broken down into components of a lesser value and sold unless done so by public competitive bid.

d) No property which is part of the comprehensive plan of improvement or modification thereof shall be disposed of until the comprehensive plan has been modified pursuant to RCW 53.20.010 and such property is found to be surplus to Port needs.

e) In no case shall surplus personal property of the Port be sold to any Port Commissioner or Port employee or to members of their immediate families without the specific approval of the Port Commission or by a competitive bid process that is appropriately publicized.

IV. CONTRACTS:

A. Generally: The CEO will follow all applicable statutory procedures in connection with all contracts. The CEO is authorized to carry out all procedures required by applicable statutes preliminary to the acts required to be performed by the Port Commission at an open meeting. The CEO is also authorized to execute contracts where the total contract price does not exceed the threshold amount authorized in RCW 53.08.120(2)(a), as amended hereafter. The CEO will direct staff to make publicly available a contracts log and update the Port Commission on a regular basis of contract(s) progress and changes. Contracts referenced under this authority and subject to the dollar thresholds referenced in RCW 53.08.120 are:

1. Public Works Contracts
2. Goods, Materials, Equipment, Supplies, and Purchased Service Contracts

- a) The aggregate contract amount or purchase order price does not exceed the amount provided in RCW 53.08.120(2)(a).
 - b) The total contract period will not exceed a total of five (5) years, unless specifically approved by the Port Commission.
- 3. Personal Services Contracts
- 4. Professional - Architectural and Engineering Services Contracts
- 5. Intergovernmental Agreements
 - a) Such contract shall set forth fully the purposes, powers, rights, objectives, and responsibilities of the contracting parties.
 - b) The CEO is further authorized to make purchases under contracts already entered into by another governmental agency, provided that such agency has followed requirements established by Washington State law.
 - c) The CEO is authorized to purchase using allowable Schedules through the U.S. General Services Administration as defined by requirements established by the Federal Acquisition Regulation – Subpart 8.4.

B. Change Orders

- 1. For any contracts awarded by the CEO (except for personal service contracts addressed below), the CEO is authorized to execute individual change orders to the contract provided the total contract cost, inclusive of the change order(s), does not exceed the amount authorized in 53.08.120(2)(a).
- 2. For any contracts awarded by the Port Commission (except for personal service contracts addressed below), the CEO is authorized to execute individual change orders up to the cumulative total of the amount authorized in RCW 53.08.120(2)(a). Subsequent change orders in excess of such amount will require Port Commission approval, provided, however, that upon Port Commission approval of change orders in excess of such amount, the CEO authority continually resets for any additional change orders up to the amount authorized in RCW 53.08.120(2)(a). The CEO shall advise the Port Commission on a regular basis of the changes and the progress of such contracts.

3. For Personal Service contract change orders, if the value of a change order(s) exceeds 50% of the value of the original contract, it must be filed with the Port Commission and available for public inspection prior to the proposed starting date of services under the change order(s).

C. Exemptions to competitive bidding requirements:

1. Public Works, Goods, Materials, Equipment, Supplies, and Purchased Service Contracts:

a) When an emergency shall require the immediate execution of a contract that exceeds the amount authorized by RCW 53.08.120(2)(a), the CEO, pursuant to the procedures of RCW 39.04.280, is authorized to waive competitive bidding requirements and make a finding of the existence of an emergency and execute any contracts necessary, provided that the CEO shall, within two (2) weeks following the CEO's award of a contract, enter the written finding of the existence of an emergency into the record. From the inception of any such emergency, the CEO shall advise the Port Commission of the development of the emergency and the progress of such contracts executed to remedy the emergency.

b) The CEO has the authority to waive competitive bidding requirements pursuant to RCW 39.04.280 and execute contracts under the applicable amount authorized in RCW 53.08.120(2)(a).

c) When requesting Port Commission to award a contract over the amount authorized in RCW 53.08.120(2)(a) that is waiving competitive bidding requirements pursuant to RCW 39.04.280, the CEO shall report the contract award to the Port Commission and follow all requirements of the statute.

2. Personal Services:

a) When any emergency shall require the immediate execution of a contract, the CEO, pursuant to the procedures of RCW 53.19.030, is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency, provided that the CEO shall, within seven (7) working

days following commencement of work or execution of the contract, whichever occurs first, file with the Port Commission documented justification of the finding of the emergency and any contracts awarded and/or executed pursuant to that finding.

b) Pursuant to RCW 53.19.040, sole source contracts shall be filed with the Port Commission and available for public inspection prior to the proposed starting date of the contract. Documented justification for sole source contracts shall be provided to the Port Commission when the contract is filed. For sole source contracts meeting the current statutory threshold or more, documented justification shall include evidence that the Port attempted to identify potential consultants and the Port Commission shall ensure that cost, fees, or rates are reasonable.

3. Professional Services:

a) When any emergency shall require the immediate execution of a contract, the CEO is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency. The CEO shall, at the first Port Commission meeting following the CEO's finding of the existence of an emergency, file with the Port Commission documented justification of the finding of the emergency and any contracts awarded and/or executed pursuant to that finding.

V. UTILIZATION OF PORT CREWS:

A. The CEO is authorized to employ necessary workers for projects and the normal operations and maintenance of all Port facilities. Longshore labor may be hired directly through the Pacific Maritime Association or contracted through stevedoring or other contractors to provide marine terminal related services.

B. The CEO shall be responsible for notifying the Port Commission regarding the use of port crews for projects that exceed the threshold amount provided in RCW 53.08.120(2)a).

VI. REIMBURSABLE SERVICES:

The CEO is authorized to enter into agreements pursuant to which the Port will receive reimbursable services, provided costs are within the authorized purchasing thresholds defined in Section IV, or will provide reimbursable services, when such services are part of normal Port operations or incident thereto.

VII. LEGAL SERVICES AND OTHER REPRESENTATION:

The CEO and the Port Attorney shall be responsible for the procedures necessary for management and supervision of all legal services required by the Port and litigation in which the Port has an interest, direct or indirect. For purposes of this section, "litigation" shall mean the assertion of any position, right, or responsibility by or against the Port (or in which the Port may have an interest) which has been filed in any court of general jurisdiction, be it state or federal, or any quasi-judicial or administrative forum.

A. Legal Services:

The Port Commission shall hire and/or appoint a Port Attorney to advise the Port Commission and staff and for such legal opinions and services as may be required. The CEO is authorized to utilize such law firms as may from time to time be designated by the Port Commission, or, in cases of emergency or conflict of interest and the Port Attorney or their firm are unavailable or where it is deemed appropriate for other reasons, such other counsel as they deems appropriate, to provide necessary legal services. Retained legal counsel may act solely on behalf of the Port or jointly with other interested parties. Payment for legal services other than litigation shall be by fixed annual retainers and/or by reimbursement at established hourly rates plus expenses. The Port Commission shall set annual retainers, if any, based on the level of services required and the current cost of legal services in the area. In litigation matters, legal counsel shall be reimbursed at a rate not to exceed their established hourly rate plus expenses or as otherwise agreed.

B. Engagement of Other Representatives:

In connection with litigation or other legal matters in which the Port has a

direct or indirect interest, the CEO may engage other representatives to act solely on behalf of the Port or jointly with other interested parties. Such representatives shall be reimbursed at their established hourly rates plus expenses or on another basis which is standard or as agreed for their services.

C. Engagement of Experts:

The CEO may engage, or cause to be engaged through the Port Attorney, such experts as may be necessary to the orderly preparation of litigation in which the Port has a direct or indirect interest, without limitations otherwise prescribed in Section VII of this Exhibit "A" to this Resolution; such engagement shall be upon the Port Attorney's, or other attorney responsible for the matter, authorization after having been satisfied that such expenditure is necessary to the adequate preparation and representation of the Port's position in such litigation and shall wherever practicable include evaluation of the litigation and an estimate of the probable cost of such experts.

D. Settlement:

Unless otherwise specified in this Exhibit "A" to this Resolution, any matter which is the subject of litigation may be compromised and settled by the CEO provided that the Port's obligation under the settlement does not exceed \$100,000 paid from the Port's general fund and that the Port Attorney or designated attorney shall provide a written opinion to the CEO that such compromise and settlement is justified on the basis of the following:

1. Claims filed against the Port:
 - a) the likelihood that a judgment rendered in the case would be in the amount claimed, or higher than the amount claimed, or that there is reasonable cause to believe that there is considerable exposure of liability for the Port; or
 - b) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.
2. Claims filed on behalf of the Port:
 - a) the determination to settle the claim outweighs the risk of resorting to litigation;

- b) the settlement of the claim would provide prompt payment to the Port and eliminate extensive delays;
- c) the proposed offer of settlement is reasonable in light of the claim asserted; or
- d) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.

Any individual claim which exceeds \$100,000 as defined in Section D may be processed in all respects (except for final approval and payment) by the CEO. No such claims shall be submitted for approval to the Port Commission until a tentative agreement has been reached with the parties concerned for settlement. Claims exceeding \$100,000 shall be reported to the Port Commission promptly.

VIII. ADJUSTMENT AND SETTLEMENT OF CLAIMS

Except for those claims referenced above, the CEO shall be responsible for the observance of necessary procedures whereby the adjustment and final settlement of all claims, either against or on behalf of the Port, shall be carried out. Necessary procedures in the handling of such claims shall include the following:

A. For purposes of this section, "claim" shall mean the assertion of any position, right, or responsibility by or against the Port, but not including (1) accounts receivable to the extent covered in Section IX, or (2) claims asserted by or against the Port which have become the subject of litigation as defined in Section VII of this Exhibit "A" to this Resolution.

B. No claims against the Port shall be considered unless and until proper notice has been served by the claimant upon the Port.

C. Any single claim not exceeding \$100,000 as defined in Section VII.D may be adjusted and settled and paid by the CEO provided that all of the following conditions are met:

1. The Port Attorney or designated attorney shall provide a written opinion to the CEO that payment of the claim is justified on the basis of the following:

- a) Claims filed against the Port:

- (1) a substantial likelihood that the Port is or could be found liable;
 - (2) the likelihood that a judgment rendered in the case would be in the amount claimed, or higher than the amount claimed, or that there is reasonable cause to believe that there is considerable exposure of liability for the Port; or
 - (3) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.
- b) Claims filed on behalf of the Port:
 - (1) that the determination to settle the claim outweighs the risk of resorting to litigation;
 - (2) that the settlement of the claim would provide prompt payment to the Port and eliminate extensive delays;
 - (3) the proposed offer of settlement is reasonable in light of the claim asserted; or
 - (4) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed.

2. All such claims, when settled, shall be reported to the Port Commission.

D. Any individual claim which exceeds \$100,000 as defined in Section VII.D may be processed in all respects (except for final approval and payment) by the CEO. No such claims shall be submitted for approval to the Port Commission until a tentative agreement has been reached with the parties concerned for settlement. Claims exceeding \$100,000 shall be reported to the Port Commission promptly.

IX. ADJUSTMENT AND WRITE-OFF OF ACCOUNTS RECEIVABLE:

Provided the amount does not exceed \$50,000, the CEO is authorized to (1) make adjustments to accounts receivable for valid business reasons which do not constitute a gift of public funds, or (2) write off any uncollectible account.

Prior to adjusting or writing off any account receivable, the CEO shall be satisfied that every reasonable effort has been made by the staff to resolve or accomplish the collection of the account. For those accounts that fail to make payment, the

CEO may authorize the Port Attorney or designated attorney to bring action in courts of law, or if more appropriate, to assign the same to collection agencies in an attempt to collect such accounts. If, after attempting all normal account collection procedures, the account is still uncollectible after 180 days or more, the CEO shall be authorized to provide for writing off such an account. Any account in excess of \$50,000 which is deemed to be uncollectible shall be referred to the Port Commission for final approval of writing off that account.

X. INSURANCE PROGRAMS:

The CEO shall be authorized to work with the Port's designated insurance brokers to negotiate and obtain appropriate policies of insurance to cover Port property, liability, employee coverage, and other areas appropriately included within a comprehensive insurance program. The CEO is authorized to approve changes or modifications within the policies of insurance, including programs to provide self-insurance or deductible provisions, so long as such programs are reported to the Port Commission.

XI. TRADE DEVELOPMENT PROGRAMS:

The CEO is authorized, consistent with the limitations of RCW 53.08.160, 53.08.290, and 53.36.120-150 to develop and carry out programs of trade development (which may include tourism and tourism promotion), advertising (including the use of advertising firms within budgetary authority), and promotion. Port staff will provide periodic updates to the Board of Commissioners.

XII. ISSUANCE OF TARIFFS:

The CEO is hereby delegated authority to issue tariff amendment directives as they deem necessary. Such tariff items shall be considered issued and effective on the dates shown thereon.

XIII. TRAVEL OF PORT EMPLOYEES AND OTHER AUTHORIZED REPRESENTATIVES:

The CEO is authorized to approve travel by employees and/or other authorized

representatives of the Port in order to conduct normal Port operations and trade development programs, provided that reimbursable travel expenses for an individual trip shall be consistent with the Port's budget, travel policy and/or provided that funds are available.

XIV. EMPLOYMENT AND PERSONNEL ADMINISTRATION:

- A. The CEO is authorized to approve the hiring and termination of all employees, and the salary and wage adjustments of all employees.
- B. The CEO is authorized to administer all personnel policies and procedures, the payment of salaries and wages, and the furnishing of employee benefits in accordance with the authority, requirements, limitations, adopted resolutions, and other actions established by Port Commission.
- C. The CEO is further authorized to establish such other personnel related administrative policies and procedures as may be required.

END OF EXHIBIT "A" TO RESOLUTION NO. 10-2022