



Port of Vancouver USA

**AGENDA
PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS
REGULAR MEETING AGENDA
3103 Lower River Road, Vancouver, WA 98660
Tuesday, December 10, 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 November 26, 2019 Regular Meeting
- 3) Holiday Card

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 Resolution 7-2019: Reconvey Vancouver Lake Tidelands
- 2) Approve Resolution 8-2019: Sell and Convey Port Property
- 3) Approve 2020 CEO Compensation

F) UNFINISHED BUSINESS

- 1) Port Contracts Logs

G) NEW BUSINESS

H) ACCOUNTS PAYABLE

Voucher Numbers	098509 - 098864	\$10,886,500.68
Electronic Payments	11/01/2019 – 12/01/2019	\$ 9,192,202.68
Payroll Voucher Numbers		\$ 595,340.19
Checks	51169897	
Direct Deposits	450001 - 450127 470001 - 470127	

I) CEO REPORT

- 1) Project Updates

J) COMMISSIONERS REPORTS

- K) **UPCOMING EVENTS**
- L) **SIGN DOCUMENTS**
- M) **WORKSHOP**
Commissioner Appreciation
- N) **ADJOURNMENT**

Agenda Item No. C-2

REQUEST FOR COMMISSION ACTION PORT OF VANCOUVER USA

REVIEWED BY:

Betsy Rogers
Betsy Rogers

Administrative Supervisor
Title

12/10/2019
Date

APPROVED BY:

Title

SUBJECT: Minutes of the November 26, 2019 Regular Meeting

BACKGROUND:

Please see attached minutes.

Additional Information Attached: Minutes of 11/26/19 Regular Meeting

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners adopts and executes the minutes of the November 26, 2019, Port of Vancouver USA Board of Commissioners Regular Meeting as presented.

Submitted by: *Julianne Mando*, 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 26, 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, November 26, 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 Communications Coordinator
Savannah Mitcham	Port Administrative Assistant
Heather Stebbings	Port Director of Communications
Julie Rawls	Port Community Relations Specialist
Mike Schiller	Port Director of Business Development
Casey O'Dell	Port Director of Facilities
Mike Bomar	Port Director of Economic Development
Gary Folkerts	Mackay Sposito
Ron Morrison	TRPP
Jack Burkman	Community Member
Don Steinke	Community Member
Ilana Brown	Strategies 360
Patty Page	ACE
Cager Clabaugh	ILWU Local 4
Shannon Stull	LiUNA 335
Carrie Parks	Community Member

APPROVAL OF MINUTES

Regular Meeting of November 12, 2019

On motion by Commissioner LaBrant, seconded by Commissioner Orange and carried unanimously, the Board of Commissioners approve the minutes of the November 12, 2019 regular meeting.

OPEN FORUM

Commissioner Oliver invited comments from the audience.

Don Steinke, Community Member

Mr. Steinke shared his thoughts on green hydrogen. He also talked about low carbon fuel.

Patty Page, ACE

Ms. Page indicated she looks forward to the port advancing its climate action plan.

Ron Morrison, TRPP

Mr. Morrison shared his thoughts regarding his comments from the last board meeting.

Cager Clabaugh, ILWU Local 4

Mr. Clabaugh shared his thoughts concerning shore power.

No further public comments were received.

COMMISSIONER AND CEO COMMENTS

Commissioner LaBrant discussed shore power and expressed an interest in looking for grant opportunities that might help with terminal improvements.

Commissioner Orange also discussed shore power and the use of hydrogen.

Commissioner Oliver stated that careful consideration should take place regarding a move to shore power.

No further comments were provided by the Commissioners or CEO.

PUBLIC HEARING: 2020 FINAL BUDGET – ACTION ITEMS E-1 AND E-2

Commissioner Oliver opened the public hearing on the 2020 Final Budget – Action Items

E-1 and E-2. He announced that notice of the public hearing was published on November 8 and November 15, 2019 in *The Columbian* as required by statute. He stated that Action Items E-1 and E-2 are tied to the budget and requested these items be presented at this time.

Director of Finance and Accounting Scott Goodrich presented action items E-1 and E-2. He provided a brief presentation on the 2020 Final Budget and discussed the process by which the port followed. He indicated the option the board asked staff to bring forward is what is identified in the proposed final budget.

Commissioner Oliver asked if anyone in the audience would like to address the commission on these items.

Patty Page, ACE

Ms. Page shared her thoughts regarding the preliminary budget workshop. Both the board and CEO Marler responded to her comments.

No additional comments were received during the Public Hearing.

Commissioner Oliver closed the Public Hearing.

ACTION ITEMS

E-1 Approve Resolution 5-2019: Authorizing an Increase in Regular Tax Levy

Director of Finance and Accounting Scott Goodrich presented the action item and discussed the resolution with the commission.

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

No public comments were received.

Commissioner Oliver stated he will be opposing both action items E-1 and E-2 and explained the reasons why.

On motion by Commissioner LaBrant, seconded by Commissioner Orange, and carried 2-1 (Commissioner Oliver voted nay), the Board of Commissioners approves and executes Resolution 5-2019, authorizing an increase in regular tax levy.

E-2 Approve Resolution 6-2019: Adoption of 2020 Final Budget

Director of Finance and Accounting Scott Goodrich presented the action item and discussed the resolution with the commission.

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 2-1 (Commissioner Oliver voted nay), the Board of Commissioners approves and executes Resolution 6-2019, adopting the 2020 Final Budget in the amount of \$56,582,820.

UNFINISHED BUSINESS

No unfinished business was considered at this time.

NEW BUSINESS

No new business was considered at this time.

CEO REPORT

CEO Marler provided no report.

COMMISSIONER REPORTS

Commissioner LaBrant reported attending the following:

- Labor Roundtable
- Met with Commissioner Elect Jack Burkman
- Washington Public Ports Association Annual Conference

Commissioner Orange reported attending the following:

- Met with Commissioner Elect Jack Burkman
- Washington Public Ports Association Annual Conference

Commissioner Oliver reported attending the following:

- Washington Public Ports Association Annual Conference

Commissioner Oliver highlighted some of the key presentations from the recent Washington Public Ports Association Annual Conference.

Commissioner Orange congratulated Commissioner Oliver for the lifetime award he received at the Washington Public Ports Association Conference.

Commissioner Orange also talked about the Green Hydrogen event held at the port yesterday. He encouraged folks to learn more.

Commissioner LaBrant followed up with additional comments regarding the Washington Public Ports Association Conference.

UPCOMING EVENTS

A list of upcoming events was displayed on the screen for viewers to see staff activities and community meetings. CEO Marler stated the next commission meeting would be held on Tuesday, December 10 at 8:30 a.m. She also highlighted several other upcoming holiday events.

RECESS

The regular meeting was recessed at 9:16 a.m. to sign documents.

ADJOURNMENT

There being no further business to come before the Port of Vancouver USA Board of Commissioners, the Tuesday, November 26, 2019 regular meeting was adjourned at 9:21 a.m. by Commissioner Oliver.

PORT OF VANCOUVER USA
BOARD OF COMMISSIONERS

Michelle Allan, Executive Services
Manager, November 26, 2019, Regular
Port of Vancouver USA Board of
Commission Meeting

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 Schiller

Director of Business
Development

Title

APPROVED BY:



Alex Strogon

Chief Commercial
Officer

Title

12/10/2019

Date

SUBJECT: Approve Resolution 7-2019: Reconvey Vancouver Lake Tidelands

BACKGROUND:

The State of Washington ("State") granted certain unowned Vancouver Lake Tidelands ("Tidelands") on July 26, 1919 to the Port of Vancouver ("Port") under the express condition and reservation that these Tidelands were to be used for port purposes only. The grant provided for reversion to the State if the Tidelands were not used for such purposes pursuant to Chapter 68 of the Session Laws of 1919 of the State of Washington.

On November 25, 1952, Port's Board of Commissioners approved Resolution 172 to relinquish all right, claims and interests it had in the Tidelands to the Washington State Department of Game ("WADG") as the Port was not using the Tidelands for port purposes and determined it would be unlikely to ever use such Tidelands in the future. On August 9, 1960, the Port Board of Commissioners approved Resolution 329 for the purpose of clarifying title to the Tidelands granted to WADG and approved execution of a quit claim deed for the Tidelands legally described in Resolution 172.

After further analysis, the Port discovered the legal description in Resolution 172 included only a portion of the Tidelands in the southern area of Vancouver Lake and inadvertently did not encompass all the Tidelands conveyed to the Port by the State in 1919. After further discussion and consideration, the Port's Board of Commissioners has concluded the Port does not need to continue owning the remaining Tidelands it received from the State and it would be in the best interests for the people of the community, Port District and Clark County for the Port to relinquish and release any and all rights, claims and interests in the remaining Tidelands bordering Vancouver Lake.

Additional Information Attached? Yes

RECOMMENDATION: That the Board of Commissioners Approve Resolution 7-2019 to Reconvey Vancouver Lake Tidelands Back to the State of Washington and Delegate Authority to the Port of Vancouver USA's CEO to Execute All Required Documents and Quit Claim Deed.

Submitted by:  , CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___

RESOLUTION 7-2019

A RESOLUTION OF THE PORT OF VANCOUVER BOARD OF COMMISSIONERS RELINQUISHING AND RELEASING ITS INTERESTS IN VANCOUVER LAKE TIDELANDS

WHEREAS, the State of Washington deeded Vancouver Lake tidelands to the Port of Vancouver (hereinafter, the "Port") in 1919 pursuant to Chapter 68 of the Washington Session laws of 1919. That law was titled "An Act granting certain tidelands to the Port for port purposes only and providing for its reversion to the state if not used for such purposes" (hereinafter, the "Act"); and

WHEREAS, the Act provided, as relevant, that the Commissioner of Public Lands of the State of Washington was authorized to certify "to the Governor for deed to the Port...all of said described tidelands." Section 3 of the Act authorized the Governor to execute the deed; and

WHEREAS, the Governor, by deed (hereinafter referred to as the "1919 Deed") conveyed certain tidelands to the Port; and

WHEREAS, the 1919 Deed conveyed "[a]ll of the unsold tide lands, owned by the State of Washington, bordering on Vancouver Lake in Clarke County" located in sections 4, 5, 6, 7, 8, 9, 17, and 18 of township 2 north, range 1 east of the Willamette Meridian, and sections 31 and 32 of township 3 north, range 1 east of the Willamette Meridian ("Subject Tidelands"). The state conveyed the land:

"upon the express condition and reservation that the ... lands are granted for use for port purposes only and for no other purpose, and in case the said grantee shall attempt to use or to permit the use of said tide lands or any portion thereof for any other purpose, the same shall forthwith revert to the State of Washington without suit, action or any proceedings whatsoever or the judgment of any court forfeiting the same;"

and

WHEREAS, the Port of Vancouver Board of Commissioners passed Resolution No. 172 dated November 25, 1952, which (i) acknowledged that the lands conveyed by the State of Washington were not being used for any port purposes and "probably will never be usable for any purposes of the Port District" and (ii) reflected the intention to relinquish and release all claims or rights to the tidelands to the Washington State Department of Game. However, the resolution included a legal description that did not encompass all of the Subject Tidelands; and

WHEREAS, on or about August 9, 1960, the Port of Vancouver Board of Commissioners passed Resolution No. 329 and executed a Quitclaim Deed, pursuant to a request from the Washington State Department of Game, for the property described in Resolution No. 172. The Quitclaim Deed recited that the department "has acquired or is now acquiring said property," and "for the purpose of clarifying title" conveyed and quitclaimed the property to the department; and

WHEREAS, only a portion of the Port's interests in the Subject Tidelands were released and conveyed by that Quitclaim Deed dated August 9, 1960, to the Washington Department of Game; and

WHEREAS, after analysis, the Port has determined that its interests in the remaining Subject Tidelands not transferred in 1960 are owned as “fee simple determinable, subject to a possibility of reverter”, which means that the Port’s interests automatically terminate if the Port attempts to use or permits the use of said tidelands for other than port purposes; and

WHEREAS, in August of 2008, the Port entered into a Stipulation and Agreed Order Quieting Title and Dismissing Suit in the Superior Court of Washington for Clark County under Cause Number 04-2-03753-4 (“Agreed Order”) whereby the State of Washington, through the Department of Fish and Wildlife, quieted title to approximately thirty acres, described in Exhibit “A” of the Agreed Order, in the name of the Port; and

WHEREAS, it is unclear if all or a portion of the “Port Property” described in Exhibit “A” of the Agreed Order is within the boundaries of the remaining Subject Tidelands; and

WHEREAS, the “Port Property” under the Agreed Order is being used for port purposes; and

WHEREAS, the actual boundaries of the remaining Subject Tidelands have not been determined and, therefore, it is possible that the Port is using a portion of the remaining Subject Tidelands for port purposes, specifically any portion of said tidelands lying South and West of SR-501 or included in the Port’s Comprehensive Scheme of Harbor Improvements and Industrial Development (“Comprehensive Scheme”); and

WHEREAS, after discussion and consideration, the Port of Vancouver Board of Commissioners has determined that the remaining Subject Tidelands not currently used for port purposes are not necessary for port purposes and are unlikely to be used for such purposes in the future; and

WHEREAS, the Board of Commissioners of the Port of Vancouver has concluded that except for the remaining Subject Tidelands currently used for port purposes or those which are a part of the Comprehensive Scheme, the Port is not interested in retaining any portion of the remaining Subject Tidelands owned by the Port for port purposes and that the interests of the community and of the people of the Port District and of Clark County and all parties concerned will best be served by the Port’s relinquishing and releasing any claim or apparent claim it has or may have in or to any part of the remaining Subject Tidelands.

NOW, THEREFORE, BE IT RESOLVED, that it is in the interests of this community and of the residents of the Port District and of Clark County and that all parties concerned will best be served by the Port relinquishing and releasing any claims and rights or apparent claims and rights the Port may have in or to the remaining Subject Tidelands, except for the “Port Property” described in Exhibit “A” of the Agreed Order and any portion of said tidelands being used for port purposes, specifically any portion of said tidelands lying South and West of SR-501 or included in the Comprehensive Scheme.

IT IS FURTHER RESOLVED, that except for the “Port Property” described in Exhibit “A” of the Agreed Order and any portion of said tidelands lying South and West of SR-501 or included in the Comprehensive Scheme, the remaining Subject Tidelands are not necessary for port purposes and are unlikely to be used for such purposes in the future.

IT IS FURTHER RESOLVED, that except for the “Port Property” described in Exhibit “A” of the Agreed Order and any portion of said tidelands lying South and West of SR-501 or included in the Comprehensive Scheme, the Port hereby relinquishes and releases any and all interests which

the Port has or may appear to have in or to the remaining Subject Tidelands, or any part or portion thereof.

IT IS FURTHER RESOLVED that the Port of Vancouver’s CEO is hereby authorized to execute all required documentation to effect the Port’s relinquishment and release of all of its rights in the remaining Subject Tidelands except for (i) the “Port Property” described in Exhibit “A” of the Agreed Order; (ii) any portion of said tidelands lying South and West of SR-501; (iii) any portion of said tidelands included in the Comprehensive Scheme; and (iv) any other property located within the boundaries of the remaining Subject Tidelands currently used for port purposes.

ADOPTED, by the Port of Vancouver’s Board of Commissioners at a regular meeting of the Board of Commissioners held this ____ day of _____, 2019, and duly authenticated in open session by the signatures of the Port Commission voting in its favor.

**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

12/10/2019

SUBJECT:

Approve Resolution 8-2019: Sell and Convey Port Property

BACKGROUND:

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

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

Additional Information Attached? Yes

RECOMMENDATION: That the Board of Commissioners approve and adopt the attached Resolution 8-2019 authorizing the CEO to sell and convey port district property as adjusted annually per RCW 53.08.090.

Submitted by:  CEO

Date Action Taken _____

Motion By: _____

Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ **No** ___

RESOLUTION 8-2019

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

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

WHEREAS, such property may have remaining value; and

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

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

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

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

ADOPTED by the Port of Vancouver, USA Board of Commissioners on the 10th day of December, 2019, and signed in authentication of its adoption.

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

President

Vice President

Secretary

Agenda Item No. E-3

REQUEST FOR COMMISSION ACTION PORT OF VANCOUVER USA

REVIEWED BY:

Jonathan Eder Director of Human Resources 12/10/2019
Title Date

APPROVED BY:



Title

SUBJECT: Approve 2020 CEO Compensation

BACKGROUND:

Salary Compensation:

- Compensation of the port CEO is established for the calendar year 2020 by the Port of Vancouver Board of Commissioners.

Automobile Allowance:

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

Additional Information Attached? No

RECOMMENDATION: That the Board of Commissioners establishes 2020 salary compensation for the CEO as \$223,313.79 and establishes a monthly automobile allowance of \$500.00.

Submitted by:  , CEO

Date Action Taken: _____

Motion By: _____


Approved: _____

Seconded By: _____

Deferred To: _____

Unanimous: Yes ___ No ___


Agenda Item No. H-1

REQUEST FOR COMMISSION ACTION	PORT OF VANCOUVER USA
REVIEWED BY:	
Accounts Payable Title	
APPROVED BY:	
	Director of Finance & Accounting
Scott D. Goodrich	Title
	12/10/2019 Date
SUBJECT: VENDOR CLAIMS APPROVAL	

BACKGROUND:
November 2019 Vendor Claims:

Voucher Numbers	098509 - 098864	\$10,886,500.68
Electronic Payments	11/01/2019 – 12/01/2019	\$ 9,192,202.68
Payroll Voucher Numbers		\$ 595,340.19
Checks	51169897	
Direct Deposits	450001 - 450127 470001 - 470127	

RECOMMENDATION: That the Port of Vancouver USA Board of Commissioners, by motion, ratifies and approves the payment of November 2019 Vouchers 098509 - 098864 in the amount of \$10,886,500.68 including Electronic Payments generated between 11/01/2019 – 12/01/2019 in the amount of \$9,192,202.68 and November 2019 Payroll Check 51169897 and Payroll Direct Deposits 450001 - 450127 and 470001 - 470127 in the amount of \$595,340.19.

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