



PUBLIC MEETING: Port Commission Meeting

DATE: Thursday **January 05, 2023, 6 PM**

LOCATION: Cascade Locks City Hall 140 Wa Na Pa St, Cascade Locks, OR 97014

<https://us02web.zoom.us/j/85806615790>

MINUTES

- 1) Commission meeting called to order 6:00 PM
 - a. Pledge of Allegiance
 - b. Roll Call
 - i. President Groves
 - ii. Vice-President Lorang
 - iii. Commissioner Caldwell
 - iv. Commissioner Stipan (excused)
 - v. Commissioner Bump
 - c. Modifications, Additions and changes to the Agenda
 - d. Declarations of Potential Conflicts of Interest
- 2) Public Comment (Speakers may be limited to three (3) minutes)
 - a. Brenda Cramblett remarks about the condition of the Sternwheeler, "as someone who has worked on it for years, and even before Dan [Yates] took the boat over, I was so disgusted. It is disgusting on the boat ... And for people that really wanted Dan to keep the boat, he did a good job keeping the customers coming, but that boat is just disgusting. I know the forefathers, your father, your father, Jess, if you saw yesterday, if your dad saw it, they would just be sick. It is just awful. And I don't know what you're going to do about it, but it needs a whole inside overhaul. And, I just want the commission, what bothers me, there are people that work at the Port and are to do with the Port and they don't want the boat here. And Dan, I gotta tell you, Dan personally, to me, told me, personally, that he is going to do everything to cause problems for the Port with this boat. I think the whole commission needs to know that. And I don't know, I think the commission, the Sternwheeler sub-committee, and some of the community members like the mayor and people like that, should all go together and the next few weeks before they start fixing the boat and go through it and see how disgusting it is. It's awful. And it's embarrassing. I cannot believe they had customers they had customers on the boat with the way it was. Things are rotted, the floor terrible, the walls were terrible, and the galley's filthy, as usual. It is disgusting. I think that everybody in the room should go down and look at that boat and see how disgusting it is. And I don't know what you're going to do about it, make Dan [Yates] pay for all the repairs but he didn't do what he said he was going to do for sixteen years. And I know for a fact, because I was on the boat when he was supposed to be doing and he never did. And you guys really need to discuss this, about what you're going to do about this because it's just terrible."
 - b. Rob Peterson brings to attention that the Port's website has not been posting the meeting agendas on the website since August and it's a little difficult for the public to know, considering that [the Port is] a taxing authority and elected officials what the

business of the port is. Peterson requests that that they be updated and suggests it would be nice to provide supporting documentation in the packet so people know what a certain line items is, just for more transparency. GM clarifies that the agendas are up-to-date and what is probably being looked at is the minutes section. If he scrolls down to the agendas, he'll see the agenda. The current agenda is up there. Peterson explains that he has not been able to find out on the website. Peterson also brings up how sub-committees actually work with the Port, "Last week we had an Economic Development Sub-Committee meeting and I learned that we're going ahead with Ixtapa in the Sternwheeler café and it wasn't brought up previously in the EDSC. So, it's like, what is the purpose of my role as a citizen member to hear these things being negotiated outside of the sub-committee and not being brought up to be discussed in a private setting, I really hope the Commission looks at bringing negotiations back to what the purpose of what these sub-committees are, instead of privately going out and negotiating on your behalf. So please consider that." P Groves replies that he believes that Olga [GM] brought Ixtapa up at the meeting a couple of meetings ago. And that she also mentioned at that meeting that someone else was also interested but has not heard more about it.

- c. Denise E Baker thanks the Commission for navigating what is best for the Sternwheeler and also wants to thank Brenda [Cramblett] who spoke about the state of the Sternwheeler. Baker also thanks Rob [Peterson] for talking about trying to understand before this meetings, what is coming to the meeting and the agendas because she is learning as well. She expresses being proud to be a newly-elected, to City Council and is learning a lot and is excited to work with the Port. She points out that, as she is learning more about the exciting things that the Port is doing and looking into and appreciates the great industrial space. She understands that the naturopathic center, Grain, and some other great services are there. She mentions about the possibility of data centers and that a couple of proposals have come in, and appreciates that people are bringing up the environmental impact of the different types of cooling systems that the data systems are talking about. She hopes that [the Port] is also doing more deep environmental studies that are looking at the sound impact they may cause. She has some studies and scholarly resources that she will certainly share with [the Port] and can send them out tonight or tomorrow. She points out that apparently some data centers make a humming sound and would have to look at the data if it could affect residences like Shahala. Baker stresses her hope that time is taken into looking into the environmental impact of any new businesses that are coming in. She mentions that, in the latest community survey, although it is not a strategically validated survey, seventy-five (75) surveys came from the picnic in September from community members along with last year's survey and if there is more new data from the community, it would be great as [the City] is making a strategic plan to see whether the things that are being brought in, meet the strategic plan. It would be good for the community to know, and as Rob mentioned earlier, it's hard for the community to know where to put input and what to put input on. She proposes the Port or the City to make more opportunities available such as town hall [meetings] maybe at a restaurant to share so that everybody feels like they have a voice. She hopes that the [we] moves forward in looking at a strategic plan and "and have we truly been

transparent with the community and given enough time for community input". P Groves requests that GM replies to Baker's comment. GM reiterates that Baker will send the Port information on the sound pollution and is asking to share information with the citizens in public forum so citizens can provide input and urges [the Port] to get community feedback. P Groves suggests steering Baker to ORS 777 which explains what the Port job is, and the steps gone through before putting a business in. GM recommends putting together the steps for his review and once the Commission approves it would be released to the citizens. P Groves approves her recommendation and adds that it takes a lot of work as well as legal work and people should understand that and the roles as Commissioners of the Port. C Caldwell comments that she understands that there has been people that have not been here when the Port has made that effort especially when a business will be coming in that will affect the community and the people, but there will come a time and we have always had town halls when making the final decision. But there are processes involved that they wouldn't be involved in. And that has been historically what was done. P Groves also mentions that there were discussions and concerns made during the EDSC meeting about the decibels made from the data centers.

- d. Cathy Fallon asks when the last town hall [meeting] was. P Groves answers with a couple of things: one, that [the Port] has a committee that is a joint committee between the Port and the City on Economical Development which hasn't meant in what he believes in three or four months. P Groves recommends, by using the example that if he wanted to know what was going on with the City meeting, he would go to the City meeting and address the council. Fallon affirms that is why she was curious when the last town hall meeting was that the Port held. P Groves that town hall meetings are normally held if there is a big deal of some sort. Fallon confirms that the last one was quite a few years when Nestlé and asks if [the Port] has plans to have a town hall meeting and to include residents of Cascade Locks for [their] plans for the data center or Sternwheeler? P Groves responds by asking why she thinks [the Port] needs one. Fallon answers that she thinks city input is important as it's a big project and "the Port is not discussing an ice cream stand". P Groves states that "the Port's job is to create economic development. That's what we're here for and to create jobs. And then more opportunity for the city to make money to operate and for people to live."

3) Discussions

a. Commission Policy Review – Mark Knudson SDAO

- i. Knudson begins by explaining that of the three (3) documents that the Board should have received, one is a summary of the comments that were submitted to him; one is a table that summarizes the proposal that he hopes to get to this evening; and the third is a new and improved draft of the policy document based on [the Board]'s input but still has a long way to go in compiling the Commission's comments. Knudson begins by drawing the Commission's attention to the small table that says, "Summary of Review Comments on DRAFT Commission Policy Manual". Knudson, "The first comment I received is on Section 2.1, Item B of the draft manual and it relates to members of the Commission and the fundamental concern of the comment was that 'each Commissioner has an equal role on the Commission'. And that's what it says

currently but the concern was 'previously we had a relationship where the Commission had authorized the Board President to become actively involved in the day-to-day operations of the Port and that individual (President Groves) is still on the Commission'. And so, the real question is, 'Should the GM be working directly with the President Groves, on day-to-day operational issues?'; 'Should the Commission basically re-up the resolution previously that authorized President Groves to have this role?' Or should we just basically start over?' And so, it's really, what authority does the President have under a previous resolution that assigned him the responsibility for day-to-day basis with the General Manager?" Knudson states that his concern is if there is anything in these policies because "the Commission will adopt these policies, and then the goal is that you will collectively hold yourself accountable in following these policies." C Caldwell adds, "I did like that in our policy that says, 'If there is an exception, that the Commission will decide amongst themselves, and will do that in writing.'" C Caldwell then poses the question "If we do that in writing, is it acceptable that we do that through our minutes that we discussed it or do we have to make a formal letter in writing to say that, 'Because of this, this circumstance that is unusual, that we are putting an exception to this.' That was my other question." Brooks answers that the key is to articulate that what is being delegated to the individual and to make it clear and make it findable. He also adds that "To Mark's point though, this document is so critical, if someone points out to you that you crossed the line, you have to have something to point to where the line is." Knudson continues on to Section 2.5 Item B. This is related to governing the Port and it says "the Commission shall not, to the extent possible, involve itself in the day-to-day operations of the Port without prior approval of the majority of the Commission. No commissioner may interfere or engage with Port operations, including program, maintenance, personnel ... The concern was that it is not responsive to the needs of the community. The issues come up, we need to be able to respond to those and maybe it's limiting the authority or our ability of a commissioner to do their jobs". Knudson explains that the general public does not understand that it is the Commission that has the responsibility, and not the individual commissioners, and stresses the importance of clarifying that the Commission is made of five voices. Knudson proceeds to Section 3.9 Item G, "Commissioners will refrain from criticizing or berating each other, staff, or members of the public." The question given was, "What is the consequences of failing to follow this requirement? Should commissioners receive censure, reprimand, as for leave ... ?" Brooks adds that ultimately the Commission is held accountable by the public and the statement gives the people a structure to assess if the Commission is doing the right or wrong thing. Knudson moves on to Section 4.1 Item B and C, "Committees" and advises establishing three types of committees: 1) True sub-committee of the Commission which would have the role of providing advice and input to the Commission on finance or HR, issues very specific to the operations of the Commission and be made up of exclusively Commission members; 2) Advisory committees or Public-Advisory

committees, such as the current Economic Development or Sternwheeler [committees] but establish a clear charter, to define seats, to define what they represent in terms of their role and to be very clear in terms of the mission; 3) Task Force which is an advisor to the General Manager, the Commission should have input on who would serve on the committee, but the committee members would report to [the General Manager], provide advice and then the [General Manager] can bring it back to the Commission in the form of recommendations, motions and considerations. Using this structure, makes it very clear in terms of what committee does what, clears up the issue and challenge in terms of whether they are public meetings or not.

b. Legislative Update – Mark Johnson

- i.** The election has brought up a lot of significant changes. A new governor that we need to get to know, new House and State Representatives, neither are up to speed with Port issues. On the congressional level, there is also a new person in that position.

4) General Manager Report – Olga Kaganova

- a.** GM informs that toll revenue was down \$20,000 in November than projected and projects an even larger variance in December due to multiple weather events and major road closures. The auditor is continuing to work on finalizing our report. In staffing, welcomed Keriane Stocker in the Secretary role and Joanne Wallace at the Front Desk. Mihaela Rusnac has resigned. Strategic Business Plan is in legal review and once finalized, interviews and workgroups will be scheduled. Working on side plans for Maintenance areas and the Business Park. Pressing projects include roofs that is being constructed to cover the HVAC units as well as storage space for additionally acquired Christmas light displays. The snow created multiple emergencies. Flex 5 construction was further affected by the weather and completion is delayed another two (2) weeks. Incubator space is on track for lease in late February or March. Meeting weekly with RoundHouse. RoundHouse drafted an MOU which is currently in legal review. Flex 6 saw multiple water pipes burst. Insurance claim has been filed, there is no official determination but the damage is generally expected to be covered. ServePro has started remediation services and work is expected to last around two (2) weeks and cost between \$65,000 and \$100,000. ServePro will work directly with SDIS. Have some leads to follow up for funding for Harvey Road. Phasing is not practical as a lot of costs are infrastructure costs that initially go into building the parking lot, with the exception of installing the restrooms/showers which may be a piece that can wait until grant-funding is identified. The Sternwheeler is back and requires major deep-cleaning, inventory is completed Insurance has been obtained despite the short timeline. The sub-committee recommends bow thrusters during dry docking. Engines have been ordered. Regarding Calendar Items, propose to cancel Commission Meeting on March 16 as it overlaps with Mission to DC trip.

5) Commission and Sub-Committee Reports

- a.** C Bump: Observed a lot of fallen limbs in Marine Park.
- b.** C Caldwell: Expressed that seeing the [Sternwheeler] come back was very emotional and very positive and look forward to seeing how the vision continues with the boat. Also wants to thank staff for their efforts during the terrible weather.

- c. VP Lorang: Thanks the whole staff, especially Maintenance.
- d. P Groves: Has had a couple of meetings. Mentions that the Economic Development sub-committee has talked to Ixtapa but has not negotiated a contract yet at this time. Also informs about a proposal made to put containers for bit-coin system. Reaffirms the need to get off bridge revenue. Also adds that Brenda Cramblett submitted a letter of interest to serve on the Sternwheeler Sub-Committee and the Commission should address whether to approve whether to put her on the (sub)-committee. C Caldwell asks if a motion needs to be made. P Groves states that would be appropriate.

C CALDWELL MOTIONS TO ACCEPT BRENDA CRAMBLETT TO BE A MEMBER OF THE STERNWHEELER SUB-COMMITTEE; C BUMP SECONDS; VP Lorang interjects by asking if [Brenda Cramblett] would have a conflict of interest as her husband will be employed by the Port to work on the Sternwheeler. Brooks replies that this highlights the determine what the sub-committees responsibilities are. GM asks if the Commission would like her to prioritize coming up with a proposed charter in charge for the Sternwheeler Committee so that it can get addressed first meanwhile Brooks can do research whether that is appropriate and have it ready for the next meeting. P Groves agrees; TABLED UNTIL RESPONSE IS RECEIVED FROM BROOKS.

6) Consent Agenda

- a. Approval of minutes for Commission Meeting from December 1, 2022
- b. Ratification of bills in the amount of \$526,940.45
- c. Approval of payroll in the amounts of \$36,331.28 (12/20/22), \$7,744.36 (SPR 12/08/22), \$39143.67 (12/02/22)

VP LORANG MOTIONS TO APPROVE THE CONSENT AGENDA AS STATED; C CALDWELL SECONDS; Passed Unanimously

7) Business Action Items

- a. Approve CTUIR Toll Policy Waiver – Olga Kaganova
 - i. GM explains that it is generally similar to the policy rewarded to other Tribes.

VP LORANG MOTIONS TO APPROVE THE CTUIR TOLL POLICY WAIVER; C CALDWELL SECONDS; Passed Unanimously

- b. Approve PVA Membership Budget Adjustment – ~~Jeremiah Blue~~ Olga Kaganova
 - i. Report explains that PVA Membership promotes networking, information exchange and training to improve business operations and success. Report asks to approving the unanticipated expense in order to join or rejoin PVA and also approve a budget adjustment from contingency to membership fees in the amount of \$1651.00

VP LORANG MOTIONS TO APPROVE THE MEMBERSHIP WITH THE PVA AND THE NEED TO ADJUST THE BUDGET FOR AN ADDITIONAL \$1651.00 FROM CONTINGENCY TO MEMBERSHIP; C CALDWELL SECONDS; Passed Unanimously

- c. Approve Energy Council Representative – Olga Kaganova
 - i. Report recommends to appoint Butch Miller as Port’s Energy Council Representative.

VP LORANG MOTIONS TO REAPPOINT BUTCH MILLER TO THE ENERGY COUNCIL REPRESENTATIVE; C CALDWELL SECONDS; Passed Unanimously

- d. Approve Budget Committee Members – Melissa Warren
 - i. Warren informs that there is [one] Budget Committee member at this time, two (2) of the Budget Committee members' time was up on December 31st, and two (2) vacancies, for a total of 4 (four) vacancies. The Port received two (2) letters of interest: Rob Peterson and Albert Nance.
 - ii. GM informs that the Commission can request that the potential Committee Members meet with the Commission in person.

VP LORANG MOTIONS TO APPROVE TO REAPPOINT ROB PETERSON AND TO APPOINT ALBERT NANCE TO THE BUDGET COMMITTEE; C CALDWELL SECONDS; Passed Unanimously; GM makes a comment that she does intend to continue to advertise for the two (2) vacancies that are left on the Budget Committee.

- e. CEDS Priority List – Mark Johnson
 - i. Johnson informs that numbers in Priority #1 is from last year. Priority #5 refers to development of roads and other infrastructure related to commercial development. Priority #7 states funding is needed to complete trail construction. Johnson suggests to add "In addition funding is needed for development of beach access in the Port's Business Park for water use and business development in the amount of \$250k."

VP LORANG MOTIONS TO APPROVE CEDS PRIORITY LIST WITH THE PROPOSED MODIFICATION TO SECTION 7; C CALDWELL SECONDS; GM would like to recommend to include a Campground upgrade into one of the projects, as the Campground has brought in quite a bit of revenue, more than expected, and the upgrade will include insulation to allow Winter stay as well as ultimately extending the Campground; VP LORANG MOTIONS TO APPROVE THE CEDS LIST WITH BOTH PROPOSED MODIFICATIONS; C CALDWELL SECONDS; Passed Unanimously

- f. Approve Sternwheeler Insurance – Olga Kaganova
 - i. GM explains that the report requests the approval of the Sternwheeler insurance that has been obtained, but not yet paid for a total cost of estimated \$35,000 and a transfer of funds from Contingency to Insurance.

VP LORANG MOTIONS TO APPROVE THE INSURANCE OF THE STERNWHEELER AT THE PROPOSED AMOUNT OF ABOUT \$35,000 AND APPROVE THE FUNDS TO BE TRANSFERRED OUT OF CONTINGENCY; C CALDWELL SECONDS; Passed Unanimously

- g. Approve SDAO Amendment and Cost – Olga Kaganova
 - i. Report states that original agreement stipulated a \$5,000 fee. The amendment increasing the scope of work carries an additional \$2,500 fee.

VP LORANG MOTIONS TO APPROVE THE AMENDMENT INCREASING THE SCOPE OF WORK BY AN ADDITIONAL \$2,500 TO COME FROM CONTINGENCY; C CALDWELL SECONDS; Passed Unanimously

- h. Approve Facilities Capital Improvements – Olga Kaganova

- i. GM explains that the report identifies her recommendations for the top Capital Facilities Projects as being Bridge of the Gods Seismic Retrofit, Bridge of the Gods Parking Lot, and Winterization of Cascade Locks Marine Park Campground.

VP LORANG MOTIONS TO APPROVE THE FACILITIES CAPITAL IMPROVEMENTS PLAN, \$90 MILLION FOR THE BRIDGE OF THE GODS SEISMIC RETROFIT, \$800,000 FOR THE BRIDGE OF THE GODS PARKING LOT, AND \$50,000 FOR THE WINTERIZATION FOR THE CAMPGROUND; C CALDWELL SECONDS; Passed Unanimously

- i. Approve Letter of Support for CPACE – Mark Johnson
 - i. A finance program authorized by the legislature of the State of Oregon.

VP LORANG MOVES TO APPROVE THE LETTER OF SUPPORT TO CPACE FINANCING; C CALDWELL SECONDS; Passed Unanimously

- j. Approve Bridge Seismic Improvement Bill Language – Mark Johnson
 - i. Johnson is looking for the authorization to introduce the bill in Salem, asking for \$6 million for bridge strengthening.

C CALDWELL MOVES TO APPROVE TO BRIDGE SEISMIC IMPROVEMENT BILL; C BUMP SECONDS; Passed Unanimously

- k. Approve Sternwheeler-related Job Descriptions – Olga Kaganova
 - i. Report defines modification to Operations Manager, Maintenance Manager and Maintenance worker job descriptions to include monitoring and maintaining of the vessel while it is not operated by a third party

VP LORANG MOTIONS TO APPROVE THE STERNWHEELER-RELATED JOB DESCRIPTIONS FOR THE THREE CANDIDATES PROPOSED; C CALDWELL SECONDS; Passed Unanimously

- l. Approve Oregon Bond Bank Loan Option for Flex 2 and Flex 4 – Olga Kaganova
 - i. Until the bond sale, it accrues a 1.30%, when the bonds are sold it will convert to a loan at whatever rate the State will offer at that point. What the State is offering, is to convert the bond sale now through a different fund. The advantage would be making payments now and running down the principal.
 - ii. P Groves would like more thoughts and research more about what it commonly does. Would like to see how much funds the Port has collected from rent and then see the numbers between 20-year payment and 30-year payment.

TABLED UNTIL MORE INFORMATION IS PROVIDED AT NEXT MEETING

- m. Approve Bow Thruster Purchase and Select Vendor – Olga Kaganova
 - i. The Sternwheeler Sub-Committee recommends installation of the bow thrusters for safe docking of the vessel, especially with less-experienced captains.
 - ii. VP Lorang confirms with GM that the Port has not received all the bids in. P Groves does not think the bow thrusters can be installed during the dry dock. GM states that the consultant's general opinion is, if [the Port] commits to a purchase soon, they may be able to fit into the dry docking schedule. P Groves would like more information about timing and final cost.

TABLED UNTIL FURTHER INFORMATION IS PROVIDED.

- n. Resolution to Establish a Plan to Transition to Appropriate all Toll Revenue for the use of Operation and Maintenance of the Bridge – Mark Johnson
 - i. GM first points out that the resolution has not seen legal review yet.
 - ii. Resolution to explores pathways to get off tolling revenue by 2030.
 - iii. Brooks states that the resolution can be voted on as presented and [the Commission] can then direct staff to direct him to finalize it and memorialize it.

C CALDWELL MOTIONS TO ADOPT TOLLING RESOLUTION AFTER CONSULTING WITH OUR LEGAL COUNSEL; C BUMP SECONDS; Passed Unanimously

**o. Schedule Annual Planning Session for March 10-11 at Cooper Spur – Olga Kaganova
VP LORANG SO MOVED; C CALDWELL SECONDS; Passed Unanimously**

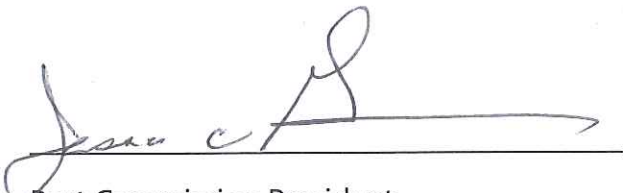
**p. Cancel Regular Commission Meeting for March 16th – Olga Kaganova
C CALDWELL MOVES TO APPROVE THE CANCEL THE MARCH 16TH MEETING; VP LORANG SECONDS; Passed Unanimously**

- 8) Executive Session under ORS 192.660(2)(e)Real Property Negotiations
 - a. Recess from Regular Session, into Executive Session at 10:53 pm
 - b. Recess out of Executive Session, Into Regular Session 8:28 pm

C CALDWELL MOVES TO ACCEPT THE TERMINATION OF THE CURRENT ACL LEASE OF NAVIGATIONAL LOCKS AND DELEGATE TO GM AND PORT ATTORNEY TO FINALIZE AND EXECUTE A TERMINATION AGREEMENT; VP LORANG SECONDS; Passed Unanimously

9) Adjournment 10:09 pm

Port of Cascade Locks



Port Commission President

Jess Groves



Port Commission Secretary/Treasurer

Port Commission Secretary/Treasurer

Joeline Caldwell

The meeting location is accessible to persons with disabilities. A request for an interpreter for the hearing impaired, or for other accommodations for persons with disabilities, should be made at least 48 hours in advance of the meeting by contacting the Port of Cascade Locks office at 541-374-8619.