Board Members: Chairman, Kim Puzey, Port of Umatilla, Vice Chair, John Shafer, Umatilla County, JD Tovey, CTUIR, Jeff Wenholz, Morrow County, Joel Peterson, Port of Morrow

Board Member Alternates: Robert Blanc, Port of Umatilla, Dan Dorran, Umatilla County, Gary Burke, CTUIR, David Sykes, Morrow County, Lisa Mittelsdorf, Port of Morrow

Staff: Greg Smith, CDA Director, and Emily Collins, Project Coordinator

Board Meeting Agenda

Tuesday, November 25, 2025
Time 3:30 pm
Location of Meeting: Port of Morrow
2 E Marine Drive, Boardman, OR 97818

1. CALL TO ORDER AND INTRODUCTIONS

Kim Puzey, Jeff Wenholz, John Shafer, Joel Peterson, JD Tovey, Greg Smith, Emily Collins, Bob Blanc, Jerry Simpson, Dan Dorran, Lisa Mittelsdorf, Elizabeth Howard, Doug Olsen, Sherri Smith, Josh Burns, Berit Thorson, Cindy Timmons, Karyn Jones, Kelly Doherty, Rebecca Ramos, Ryan Degroft, Michele Lanigan, Morrow County Planning, Holly Miles

2. PUBLIC COMMENT PERIOD (3 Minutes Per Speaker)

Ms. Lanigan & Ms. Jones gave public comments.

3. CONSENT AGENDA

A. October 28, 2025, Board Meeting Minutes
B. November 10, 2025 Special Board Meeting Minutes
C. BEO October Statement
D. CDA QuickBooks October 2025

Mr. Peterson moved to approve the consent agenda. Second by Mr. Wenholz. Motion carries unanimously.

Chair Puzey – Aye.
Vice Chair Shafer – Aye.
Mr. Tovey – Aye.
Mr. Wenholz – Aye.
Mr. Peterson – Aye.

Mr. Smith asked to move the 2023 audit report to earlier in the agenda. Chair Puzey approved that change. Mr. Smith turned the conversation over to Ms. Ramos. Ms. Ramos said she needed

a Representation Letter signed to issue the audit. She stated that there were no findings on the audit report.

Mr. Wenholz moved to have Chair Puzey sign the Representation Letter for the 2023 audit. Second by Mr. Peterson. Motion carries unanimously.

Chair Puzey – Aye.
Vice Chair Shafer – Aye.
Mr. Tovey – Aye.
Mr. Wenholz – Aye.
Mr. Peterson – Aye.

Mr. Smith shared that work on the 2025 audit will now begin.

4. INFORMATIONAL REPORTS

A. Director's Update

1. Road Project Update

Mr. Smith announced that road construction has begun and the total project costs are anticipated to come in around $10,982,685. That includes a $1,263,937 contingency. Funding for this project was allocated with $7,000,000 grant from ODOT HB2017 and $5,000,000 grant from UEC. Mr. Smith shared that UEC would like to receive recognition from the CDA Board that the $5,000,000 is dedicated for road construction.

Mr. Wenholz stated a potential conflict of interest as he is on the Board of Directors for Umatilla Electric Cooperative.

Mr. Burns confirmed that UEC is looking for verbiage stating that the funding was intended for the road project and that is what it will be utilized for.

Vice Chair Shafer moved that the CDA acknowledge the $5,000,000, designated through legislation to UEC, was dedicated for the road project and will be used for the road project. Second by Mr. Peterson. Motion carried.

Chair Puzey – Aye.
Vice Chair Shafer – Aye.
Mr. Tovey – Aye.
Mr. Wenholz – Abstained.
Mr. Peterson – Aye.

2. Umatilla County Litigation Update

Mr. Smith shared that the only outstanding issue is the payment of legal fees. He stated the amount of legal fees accrued by CDA was $174,388.50. If you subtract out $25,000 paid by Special Districts Insurance, the remaining difference is $149,388.50. Mr. Smith said there are two ways he can recommend to legal counsel to handle that balance. Option one being splitting the difference in half between CDA and Umatilla County. Option two is dividing the difference by 5, between each CDA Member. He stated the Port of Morrow and Port of Umatilla have paid their portions already. Vice Chair Shafer said Umatilla County agrees to pay their portion. Mr. Wenholz and Mr. Tovey concurred on behalf of Morrow County and CTUIR. Mr. Tovey asked to have the payment agreement listed in the settlement agreement. Ms. Howard agreed with Mr. Tovey's request.

3. Irrigon Rural Fire Protection District Litigation Update
Mr. Smith stated that the CDA has received a declaration from Boardman Fire that they would like him to sign. The declaration entails acknowledging that 28 acres of CDA property on the westernmost side of the CDA property does not belong to the CDA, it is still in the hands of the United States Military Department until environmental remediation is completed. Mr. Smith stated he thinks it will be 5 plus years before that property is transferred.

4. Cleaver Farms Lease Renewal Update
Mr. Smith reminded the CDA Board that Cleaver Farms is in need of a renewal sub-lease as the property transfer has still not occurred. Chair Puzey suggested waiting as the litigation is almost resolved. Vice Chair Shafer agreed.

5. CDA Office Update
There was no update.

6. Igloo Rental Update
Mr. Smith said that there are 10 new igloos being rented. CDA is currently using 7 igloos for storage. The Red Cross has 12 igloos, Walla Walla Foundry has 4 igloos, and Hermiston Generating has 1. Vice Chair Shafer and Mr. Dorran said they would confirm what igloos Umatilla County is currently using.

B. Other
Mr. Smith stated that Swanson Insurance Group is working with CDA Staff on the upcoming insurance renewal.

3. WORK SESSION

A. 2023 Audit Report & Rep Letter Approval
This item was moved to the top of the agenda.

B. Fiscal Year 25-26 Budget Approval
Mr. Wenholz made a motion to adopt the CDA Budget for fiscal year 2025-2026. Second by Mr. Peterson.

The motion was made open for discussion. There was much discussion on how the Personal Services Contract will affect the budget. Chair Puzey stated that changes will need to be made to the budget through CDA Board adopted amendments. Chair Puzey also confirmed that any remaining balance from Board Member contributions would roll into the next fiscal year and be shown as a higher starting balance for the following year.

Chair Puzey called for a vote. Motion carries unanimously.

Chair Puzey – Aye.
Vice Chair Shafer – Aye.
Mr. Tovey – Aye.
Mr. Wenholz – Aye.
Mr. Peterson – Aye.

C. CDA Bank Account
Mr. Smith said that multiple Public Ethics complaints have been submitted against CDA Board Members and its Director as it relates to this issue. Mr. Smith has submitted a letter to the Ethics Commission requesting counsel and guidance but has not heard back.

D. Policies & Procedures (Click here to view the current CDA Policies & Procedures)

1. Travel, Meals & Business Entertainment Policy
2. Credit Card Policy
3. Public Records Request Policy
4. Misconduct Reporting Policy
5. Board Conflict of Interest Signature Statement
    1. Conflict of Interest Policy
    2. Minutes Approving Conflict of Interest Policy
6. Media Policy

Mr. Smith stated that these policies are ones that the CDA Board has requested to be created. Chair Puzey turned the conversation over to Board Members.

Columbia Development Authority

Mr. Peterson asked to discuss the Procurement Policy. Mr. Peterson stated that the Procurement Policy in the Board Packet was not adopted as it is different from the one on the agenda in 2023. Mr. Peterson asked if the policy needed to be adopted.

Vice Chair Safer asked if the contract review board would review the Personal Services Contract. Ms. Howard said it would depend on which version of the policy you are looking at and she is not clear about what one is current.

Mr. Shafer said he is using the one attached to the agenda. Ms. Howard said this is the confusion, because there are two different versions and she has the one that says CDA Board Members shall act as the local contract review board for CDA. She said the CDA Board needs to define who it sees as the local contract review board. Mr. Peterson & Vice Chair Shafer agreed.

Vice Chair Shafer stated that the Board previously voted on this policy and asked when it was changed. Mr. Smith said that it has not changed. Mr. Shafer read the wording shown on page 21 in the meeting minutes from July 25, 2023. He asked when the policy was changed. Mr. Peterson said it had not been changed, but it was discussed and brought to the Board to be adopted. Mr. Peterson and Vice Chair Shafer agreed that the policy will need to be modified from what was originally adopted.

Chair Puzey asked if the Board would like to change the adopted policy. Ms. Howard suggested that the policy should be modified to clarify in definitions, section 1.02, that the Board is CDA Board Members acting as the Local Contract Review Board, and in section 1.06(b)(c) she would suggest adding CDA before Board in the last sentence. Vice Chair Shafer requested also adding CDA before "the Board declares the following exemptions" at the beginning. Ms. Howard said it would be okay without it if the Board is defined as CDA Board Members.

Vice Chair Shafer made a motion to change the definition of Board listed in the Procurement Policy, section 1.02, to CDA Board Members acting as the Local Contract Review Board. Second by Mr. Peterson. Motion carries unanimously.

Chair Puzey – Aye.
Vice Chair Shafer – Aye.
Mr. Tovey – Aye.
Mr. Wenholz – Aye.
Mr. Peterson – Aye.

Ms. Howard suggested having Board Members make another motion stating the Personal Services Agreement meets the definition of a Personal Services Contract under

the Procurement Policy and no further procurement requirements are necessary for the CDA to enter into the agreement. She would like the motion to clarify that the type of Personal Services Agreement that would be determined to meet the definition of a Personal Services Contract is an executive and administrative services type of contract. She stated that this type of motion more clearly aligns with the policy language.

Mr. Peterson moved that an executive and administrative services contract, such as the one between the CDA and Gregory Smith and Company LLC, meets the definition of a "Personal Services Contract" under the CDA's Procurement Policy, and no further procurement requirements are necessary for the CDA to enter into that type of agreement. Second by Mr. Wenholz. Motion carries.

Chair Puzey – Aye.
Vice Chair Shafer – Nay.
Mr. Tovey – Nay.
Mr. Wenholz – Aye.
Mr. Peterson – Aye.

E. Personal Services Agreement
F. Settlement Agreement
G. Other

4. FOR THE GOOD OF THE ORDER

5. EXECUTIVE SESSION

A. Personal Service Agreement
B. Settlement Agreement

Ms. Collins read the following statement prior to the Board moving into Executive Session.

The CDA may hold an executive session meeting for the permissible reason(s) stated below under ORS 192.660(2). Representatives of the news media and designated staff and other persons shall be allowed to attend the executive session. All other members of the audience will be asked to leave the room or the CDA board may adjourn to another meeting room.

Representatives of the news media are specifically directed not to report on any of the deliberations during the executive session, except to state the general subject of the session as previously announced. No decision will be made in this executive session. At the end of the executive session, we will return to open session and welcome the audience back into the room.

ORS 192.660(2)(f) The consider information or records that are exempt by law from public inspection.

ORS 192.660(2)(h) To consult with legal counsel regarding the legal rights and duties of a public body with regard to current litigation or litigation likely to be filed.

CDA Board moved back into Open Session. There was no action taken during the Executive Session.

Mr. Peterson requested modifying Page 4 of the Personal Services Agreement, replacing the word "shall" with "may". He also suggested on termination, item E, changing the word "consultant" to "CDA".

Mr. Tovey said there were typos and clerical errors in the scope of work that need to be fixed.

Mr. Shafer requested to add the word "on" before "all water rights" in Exhibit A, Task Order Number 4, Water Rights Division Number 1.

Mr. Wenholz request on Exhibit A, Task Order Number 4, to remove the word "obtain" and instead have only "seek". Vice Chair Shafer suggested adding "try" before "obtain". Mr. Wenholz said sure.

Ms. Mittelsdorf requested modifying the task numbers to be more accurate as there were two number sevens listed.

Mr. Tovey suggested replacing "SMART Goal" with "deliverable" throughout the document.

Mr. Peterson moved to approve the Personal Services Agreement, with the edits made today, contingent on the release of known and unknown claims as drafted by Elizabeth. Second by Mr. Wenholz.

Mr. Smith declared a conflict of interest. He has not had the opportunity to look at the agreement that's before the CDA Board. He does not know what is in the agreement, but a conflict could exist. His understanding is that the conversation had today would benefit Gregory Smith and Company, LLC. He understands that the conversation had today could be at the benefit of himself, Greg Smith, and possibly his wife, Sherri Smith. He also noted he has a potential conflict of interest as he is a member of the Oregon Legislative Assembly, and he does not want any perception that that position was used in any way to advance the discussion the Board has been having.

Chair Puzey called for a vote on the motion. Motion carries.

Chair Puzey – Aye.
Vice Chair Shafer – Nay.
Mr. Tovey – Nay.
Mr. Wenholz – Aye.
Mr. Peterson – Aye.

Mr. Dorran requested to schedule the next CDA Board meeting.

December 16th at 1 pm was the date that worked for all CDA Board members.

Requested agenda items from Board Members:
Personal Services Agreement
Settlement Agreement
Fiscal Agent Motion
CDA Policies
Update on Umatilla County Litigation

6. ADJOURN

Documents Discussed:
October 28, 2025, Board Meeting Minutes
November 10, 2025 Special Board Meeting Minutes
BEO October Statement
CDA QuickBooks October 2025
2023 Audit Report
Rep Letter
Fiscal Year 25-26 Budget
CDA Policies & Procedures
Travel, Meals & Business Entertainment Policy
Credit Card Policy
Public Records Request Policy
Misconduct Reporting Policy
Board Conflict of Interest Signature Statement
Conflict of Interest Policy
Minutes Approving Conflict of Interest Policy
Media Policy
Personal Services Agreement