Board Meeting MINUTES

Wednesday, December 11, 2024

Time 1 pm

Location of Meeting: Port of Morrow, 2 E Marine Drive, Boardman, Oregon 97818

Board Members: Kim Puzey, John Shafer, JD Tovey, Jeff Wenholz, Joe Taylor

Board Member Alternates: Robert Blanc, Dan Dorran, David Sykes, Joel Peterson

Staff: Greg Smith, Emily Collins

CALL TO ORDER

Chair Puzey called the meeting to order at 1 pm.

INTRODUCTIONS: Aaron Palmquist, Elizabeth Howard, Berit Thorson, Michele Lanigan, Tamra Mabbott, Fred Ziari, Josh Burns, Nik Kotz, Doug Olsen, Brad Baird, Brian Lemke, Andy Lindsey, Gibb Evans, John Murray, Ryan DeGrofft, Mike Bergstrom, IRIBS Office, Citizen

PUBLIC COMMENT PERIOD (3 Minutes Per Speaker)

Written public comments were submitted by Kelly Dougherty and Michele Lanigan.

Chair Puzey said, "This is referencing Executive Director performance. I want to turn to Elizabeth. Can you give us some guidance on this item?"

Ms. Howard said, "I would like to ask that we postpone any conversations related to the Executive Director performance or performance review until after our executive session."

Chair Puzey asked, "So just later in the agenda? Is that what you're recommending?"

Ms. Howard said, "Potentially, but we need to have a discussion as the board and lawyer in a privileged conversation related to this topic before this proceeds."

3. CONSENT AGENDA

A. November 26, 2024, Board Meeting Minutes

1. Adoption of Video Minutes Form

Mr. Smith said, "Board Members, one of the things we have determined as staff is rather than trying to capture the meeting minutes, lets record them and let's present them online as recorded. We have reached out to Bill Ohle, our legal counsel at Schwabe Wiliamson and Wyatt and he would have me read this, if I may, to you.

Chair Puzey said, "Yeah, please do."

Mr. Smith read the following statement, "You only need to produce the video or written minutes. You don't need to do both. ORS 192.650. If you do produce written minutes, in addition to the video, those are public records and need to be produced upon request, but you don't need to create them if the video exists. That said, the video must contain the following:

- **o members present;**
- **o motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition;**
- **o results of all votes; and, the vote of each member by name, except for public bodies consisting of more than 25 members unless recording by name is requested by a member of that body;**
- **o the substance of any discussion on any matter; and**
- **o a reference to any document discussed at the meeting, unless even a reference to the document is exempt under Public Records Law.**

These are usually all covered based on the few videos that I've seen. So, you should be all good."

Chair Puzey asked, "So the minutes we are talking about, that is a video. And just for clarification, are we being recorded now?

Mr. Smith said, "Yes, sir."

Chair Puzey said, "So I would look for a motion to accept the consent agenda. You have heard the explanation I heard."

Vice Chair Shafer said, "I have an issue with that mainly because we have lost recordings in the past. So, if we lose a recording, I am not so sure it is a good idea we don't have a written record."

Mr. Wenholz moved to approve the consent agenda and the Adoption of Video Minutes Form withstanding a correction of the address listed.

Chair Puzey asked for a second.

Mr. Smith said, "Mr. Chair I have absolutely no issue if the board would like us to continue with written meeting minutes, it is absolutely no issue, we are just trying to make sure we capture any and call comments."

There was no second, motion failed.

Mr. Smith said, "We can go back, take the recorded version, put them into a written form, and have them available at your January meeting."

4. INFORMATIONAL REPORTS

A. Oregon Trail & Explosion Site Update

1. Final Design Package
2. Change Order Request

B. Road Design Update

Mr. Smith said, "Mr. Chair what I will share is that right now this is informational with your staff's intent to advancing these projects. With that I will turn it to Fred."

Mr. Ziari said, "So, on the Oregon Trail, we have the original plan. And then we found that there was some zoning issues that we needed to change the plan. And as such, we turned our project into two parts. The first part was for the Oregon Trail, and the second part was for the Igloo Explosion Site. So that's what we have amendment that we ask for your approval. This amendment is about 12% below. Even by changing the zoning, it saved us like $70,000, which is good news. But we ask for you to approve the amendment so we can go forward. The Igloo site, our contractor, Granite, has continued to work even without the contract. They are finishing the Igloo Site this week, and by Monday, they will start the Oregon Trail part. Our intention is to make sure it is done before the end of the year. So that's what we ask for your approval of the amendment."

Ms. Lanigan said, "Sorry, I didn't hear what you said about the Oregon Trail."

Mr. Ziari said, "The Oregon Trail work will start next month."

Ms. Lanigan asked, "Does that mean it's moving across the street?"

Mr. Ziari said, "Yes."

Chair Puzey asked if there were any questions for Fred.

Columbia Development Authority

Mr. Tovey said, "Mr. Chair, quick question. Who asked that question? Or I guess maybe it's more of a point of order. Who asked that question? And was it a board member?"

Chair Puzey said, "The question was asked by Michele Lanigan, and she is here as a private citizen."

Mr. Tovey said, "Okay. I just, yeah, I think she's behind a chair. I was just curious."

Chair Puzey said, "Not a problem. Thank you, J.D."

Ms. Lanigan said, "Sorry, I just couldn't hear you."

Mr. Ziari said, "On the road design, again, we are completing our road design by our engineers, Anderson Perry. We are ready to go out for bid, if that's what we want to do, but I feel like that's premature. I ask that we get the two ports to meet, and ODOT, because there are issues that we need to resolve. You know, what is the 50-50? They have a $7 million and another $5 million additional. None of those decisions are being made. This just would be informational. We want to invite also ODOT to make sure this $7 million doesn't go away, because all of us, there are rules that we need to follow. I recommend that we meet right after the first of the year, January 7, like 1 pm, if that works, or January 8 at 10 am, if that works. It works for Greg and our engineers. I just want to make sure that gets into our agenda."

Mr. Taylor stated, "I know I've talked with our staff, and our engineers is available to meet. We just got to make that connection there."

Mr. Ziari said, "It would be great if you could be there too, Joe, because this is kind of a policy issue that we need to, beside the road, we need to make decisions, because the original concept is it has to be 50-50. We can't cut the children in half. We've got to make decisions. There is a reasonable approach to it that we would like to discuss, but that you could take to your board and the CDA."

Mr. Smith said, "So do you have a preference on the date that Fred is sharing? We need to keep this thing moving forward."

Chair Puzey said, "Did you say 7th or what was it?"

Mr. Ziari said, "1 pm on 7th, that's Tuesday, or 10 am on the 8th."

Chair Puzey said, "I can do 1 on the 7th."

Mr. Taylor said, "I'd have to check with our engineer on that. What date did you say, Kim?"

Chair Puzey said, "I can do 1 pm on the 7th."

Mr. Taylor said, "Let's just call it that, and we're just going to have to adjust."

Mr. Smith asked, "So, Fred, one of the, and maybe this is better for Anderson Perry, but I'll follow through you. So, we have several questions from Anderson Perry regarding the paperwork necessary for the design package. Can you share with the board a little bit more information about that?"

Mr. Zairi said, "Yeah, I'd like to table that question until we meet with the two entities and figure it out. That is a more technical question that can come later. I don't think this is premature, and we will work with Anderson Perry."

Chair Puzey said, "So nothing more on item 4 about informational reports, correct?"

Mr. Smith said, "Correct."

Mr. Ziari said, "Excuse me, did we get the approval, we need to get the approval of the amendment? Well, the price came down from original by $70,000. The contractors are doing it without the contract, and we need to get that approved."

Chair Puzey asked, "You need that prior to the meeting?"

Mr. Ziari responded, "No, this is now, the Oregon Trail project. Again, we did it in two parts. It's a change order, and we just need you to, for your approval."

Mr. Taylor asked, "Has that been approved before?"

Mr. Smith said, "Yes."

Mr. Puzey said, "So all we're doing is approving that it costs less than we thought it was going to."

Ms. Howard said, "Can I clarify that, sorry? Just because of this change order indicates an increase in price. And JD, sorry if I jumped in there."

Mr. Ziari said, "No, it's a decrease in price, Elizabeth, by $61,000."

Mr. Taylor said, "Elizabeth, where do you see that?"

Ms. Howard said, "Well, at least my link on the agenda has a change order that indicates the original amount was $254,000. The amount of the modification is $215,000, and the revised amount is $469,000. Am I looking at the wrong document?"

Mr. Ziari said, "No, we were at the final number. It was $530,000, and that was $469,000."

Mr. Taylor said, "We don't have that."

Mr. Smith said, "You do."

Vice Chair Shafer said, "I'm looking at the same thing Elizabeth's looking at, I think. As original amount $254,000, amount of this modification $215,000. Is that what you're looking at, Elizabeth?"

Ms. Howard said, "Yeah."

Mr. Ziari said, "The final number that you're going to vote on is $469,000, and that's complete the entire project."

Chair Puzey said, "And that is less than the original?"

Mr. Ziari said, "Less than our original number, which was $530,000."

Vice Chair Shafer said, "I'm looking for the $530,000 figure is all I'm looking for."

Mr. Ziari said, "That was the estimate, and again, we cut it down in two, which is the Oregon Trail we gave the go ahead. Then they came back with a new number that is a change order, and that is the final number."

Vice Chair Shafer said, "So, Elizabeth, would you be comfortable if I made a motion to accept the change order to reduce the cost by $70,000? Would that work for you?"

Ms. Howard said, "If that's what we've actually done here, I think I'm fumbling a little bit. I apologize. I just want to make sure we've also followed our process to do a change order pursuant to the terms of the RFP that's been signed and executed for this. Greg and Fred, I apologize. I'm a little out of the loop on this, so I don't know if we did hear that or not."

Mr. Ziari said, "We have followed the process. Yeah, we followed all the process of the contract."

Mr. Taylor said, "A little heartburn here is the $530,000 is not on this page."

Vice Chair Shafer said, "Yeah, that's where I'm looking. I'm seeing all these numbers are over $530,000."

Mr. Ziari said, "Because we changed it after the zoning issue. We changed it, broke it down in two parts, so it's not $530,000 anymore. We didn't sign $530,000. We signed the $254,000. Now there is a second part of it, which brings it to a total of $469,000. We never signed $530,000. I mentioned that it was originally $530,000. We broke it down in two parts, and now the final number is $469,000."

Vice Chair Shafer said, "So if I add the original amount limit of $254,000 and then the amount of this modification at $215,000, that gives me $469,000."

Mr. Ziari said, "Correct. So, you're approving the $469,000 final number."

Ms. Collins said, "Can I add a comment?"

Chair Puzey said, “Please.”

Ms. Collins said, “I don't know if we are asking for a motion here or if we're asking for direction for you to sign it. Just because it's just an informational report.”

Chair Puzey asked, “So I think Fred is just letting us know that something we previously acted upon is going to be less than what we had already approved. Is that what you're saying?”

Mr. Ziari said, “That's correct.”

Chair Puzey said, “Thank you, Emily. That's awesome. So that means we're good to go forward. We appreciate the information.”

Mr. Smith said, “It's already been approved. Yeah, it's already been approved.

Mr. Taylor said, “But you're asking for $70,000. So about $61,000. Between the two. But the exposure site hasn't changed.

Mr. Ziari said, “No. The total amount is $469,000. The original was our estimate was $500,000 plus. So the difference is about $61,000.”

Chair Puzey said, “Thank you, Fred.”

Mr. Smith said, “Just to add some additional confusion to this. We originally started this project. We started around $700,000 to $750,000. Then we moved down to an estimate of $500,000. And now we're nailing it down to what the cost is going to be.”

Vice Chair Shafer asked, “Is Elizabeth comfortable with that? I want to make sure the attorneys have it.”

Ms. Howard said, “Yeah. So if you guys are looking for a motion. I think what Emily said is correct. We would want to move to authorize Greg to execute a change order. So long as it is consistent with the RFP. Whatever the contract we have in place. I think that's what you're saying, Fred. Is that when you originally bid the project, it was $750,000. And it was awarded based upon that number, but that would be my suggestion for a motion.”

Mr. Taylor asked, “But do we need a motion?”

Mr. Ziari said, “You don’t.”

Mr. Tovey said, “Mr. Chair. My hand's still up. Yeah, I just had a couple of questions about the road work. For the benefit of other new board members. I'm wondering if it might make sense to have I don't know if it's a work session, just kind of a brief overview of the road. Maybe the next meeting in January. I think there was just to get a better understanding of it, getting the funding the mechanisms back, who's maintaining it, how it's all being constructed, other requirements, and things like that.”

Mr. Ziari said, "That would be the purpose of it, to a big overview and let everybody finalize the design is finalized. If you have expertise in the road design, as you said. We've done that several times. We met with ODOT. We will have ODOT to give a bigger overview of it. Or give a background on it. This would be informational."

Mr. Smith said, "So why don't we do this? Based upon what Mr. Tovey's saying. Why don't we make sure everyone's on the same page, and let's make sure we're going at the same pace. The board would like to go. And so why don't we plan for the January meeting and put on the agenda an update, an informational update on the road. We will have big charts. We'll have everything laid out. And we can go step by step. On what the board's activity has been over the last couple of years."

Chair Puzey said, "Sounds good."

Mr. Tovey said, "Yeah, I'm good."

Mr. Taylor said, "Will that include, Greg, how money comes to pay for all that?"

Mr. Smith said, "Correct. Yeah, most definitely. The $7 million comes from HB 2017. But I will have that all laid out."

5. INFORMATIONAL REPORTS WITH POSSIBLE WORK SESSION

A. CDA Audit & Representation Letter

Mr. Smith said, "Mr. Chair, members of the committee. During the November meeting, an audit was presented to the board. With that comes a representational letter. This board did not take action. And I'm prepared to sign the letter, but Mr. Chair, you also will need to sign. I would assume you'd like a motion to approve accepting of the audit."

Chair Puzey said, "It's standard procedure that you have a proposed approved and adopted budget. If you're a public body, then you have an audit. And we have an audit report that has been given. I'm happy to sign, you know, the audit report, if you are too, and I don't know that that requires a motion. Elizabeth, can you help us out on that? I don't know that that requires a motion."

Mr. Tovey said, "So I just as a note, it appears that on page 32, that one comment that came up the last time about the finding, the cause was modified. So now it says the causes of the noncompliance occurred during the board management, so I think it's audit page 32, reporting compliance with other matters finding the 2024-05 noncompliance to Oregon State budget laws for the 24-20 fiscal year ending 24, fiscal year ending 25 budgets not being adopted. And so prior it said something along the lines of, you know, it referenced the lawsuit and other things like that, that didn't seem appropriate. So I just want, just for the record, note that it's changed that. So the noncompliance occurred due to board and management

oversight. I don't know if oversight is strong enough, but regardless. But I do think that there was a motion to authorize the chair to sign it. I do think we need to have a motion in there to make sure that we're taking steps to rectify the finding of the audit."

Chair Puzey said, "Would you like to make that motion, JD?"

Mr. Tovey said, "I would do so. I would like to make a motion to approve for the chair to sign the audit report and for staff and the board to take necessary steps to rectify the noncompliance or the finding that was identified in the audit."

Vice Chair Shafer said, "I second that."

Chair Puzey, "It's been moved and seconded. Those in favor indicate by saying aye. Why don't we do a roll call, Emily?"

Chair Puzey – aye, Mr. Wenholz – aye, Vice Chair Shafer – aye, Mr. Taylor – aye, Mr. Tovey – aye.

Motion carries.

Mr. Taylor asked, "Mr. Chair, can I add on to that? Since we've just made that motion to do that, how does the budget committee, we've got a form a budget committee."

Mr. Smith said, "If you choose to, yes."

Mr. Taylor asked, "Should we do that now? Should we do it next month? You know, the question is, how should that look?"

Chair Puzey said, "Budget committee typically would be made up of the members of the board plus some other people. I don't know if there's a numerical requirement who have to be on that, but that's how we do things at the Port, is that we have citizens as well as commissioners. Same for you, Joe."

Mr. Taylor said, "Yes, same for us."

Mr. Smith said, "So, Joe, Mr. Chair, this is a new committee. This would be a new action. So whatever direction you provide for us, just let us know and we will implement it. I think a budget committee would make sense. Probably the wisest approach would be for staff to create what we anticipate next year's budget looking like based upon current funding and then bringing it forward for consideration of which you folks can give us direction. But if it's like a separate committee."

Chair Puzey, "Typically, what happens is the staff inquires about people who have the expertise and the time to volunteer to do that, as well as the elected officials."

Columbia Development Authority

Mr. Smith said, "One thing I would share, because we have to manage expectation, this has been the biggest issue thus far is managing the expectation. So whatever budget we create, I can assure you will not be what you adopt. It'll be different. Because remember, we go back and forth with our funding partner."

Chair Puzey said, "You propose, and we approve, and it's adopted, and there are changes and those sorts of things along the way."

Mr. Smith said, "So what we could do is perhaps a preliminary budget and then allow staff to go do its work, and then to bring back the final budget for review and concurrence."

Mr. Taylor said, "That would be fine. But I'm more concerned about the makeup of the committee. If we have to have a committee, should it just be this board or should it be like our Ports do?"

Chair Puzey said, "I think it's useful to have public input that isn't associated with the direct body. But we've got a lot of representation around this table. So, I don't have a strong opinion about it. John?"

Vice Chair Shafer said, "I'm kind of with Joe on this. I think it should be part of this board and members of the public."

Mr. Taylor said, "So can we go forward just by suggesting that, like our boards, each one of us representatives here on this board suggest somebody to be on the budget committee? We could bring that next month."

Mr. Wenholz asked, "How big of a committee do you want? I'll just throw out what the county does. We have three county people and then we have three citizens."

Chair Puzey asked, "So you have five and five?"

Mr. Taylor said, "So there'd be five here. Five citizens."

Mr. Wenholz said, "So I guess part of the first order of business would be to ask staff to advertise for interest in citizens to be budget committee members. Sounds like everyone would be valuable."

Mr. Taylor said, "I think we just ask our commissioners to suggest somebody, to find somebody.

Mr. Puzey asked, "How would it work if it were the five and the alternates?"

Mr. Wenholz said, "But then they're back to the people that are tied to the entities. And if we're trying to get actual citizen comment, then I think that the best would be to advertise."

Vice Chair Shafer said, "And I wouldn't be opposed if, you know, like Commissioner Dorran wouldn't sit on the committee. I'd recuse myself and let him sit on the budget committee."

Mr. Dorran "I think so. I mean, I think Jeff's right. A citizen should be a citizen."

Vice Chair Shafer said, "Yeah. But for sure. I mean, the five and five. I like your idea of staff going out and advertising."

Mr. Wenholz said, "And then we appoint those members."

Chair Puzey asked, "Does that give you some direction?"

Mr. Smith said, "It does. I do want to manage expectations. You've got a 70% employee and a director. So, we will take this as a priority, but at the end of the day, we're going to be prioritizing work."

Chair Puzey said, "That's great, thank you. We appreciate it."

Ms. Howard said, "Can I just clarify? So just that we would be acting under the IGA Section 3, Sub D, which gives you the authority to establish advisory boards and committees. So, I assume this would be an advisory committee. Or are you trying to, because we certainly can't delegate authority of the board to a committee."

Mr. Taylor said, "It's advisory. They're just going to provide the board with it."

Mr. Wenholz said, "And then the board adopts the budget."

Chair Puzey said, "Budget committee looks at it, they proposed the budget to the members of the board. That gets approval, I think we have a 30-day period there between approval and adoption where we can make corrections and so forth. I think that's kind of how I recollect the process."

Mr. Taylor said, "Yeah. I think there's got to be two meetings."

Mr. Smith said, "So I'll make sure I repeat one more time, we do have to manage workload expectation. So, we're all on the same page on that"

B. OLDCC Partner Match

Mr. Smith said, "Board I'd like to read a resolution for your consideration. One of the issues we have before us right now is the Port of Morrow, as our fiduciary is carrying portions of members' financial obligations. So, if I may, I'll read this. This would be a resolution to equal share costs. Whereas pursuant to the terms of the amended and restated Columbia Development Authority Intergovernmental Agreement, the Columbia Development Authority is comprised of five parties. The Port of Morrow, the Port of Umatilla, the County of Morrow, the County of Umatilla, and the Confederated Tribes of the Umatilla Indian Reservation.

Whereas pursuant to Section 3.1 of the amended and restated Columbia Development Authority Intergovernmental Agreement, the Columbia Development Authority has the power to make, pass, or adopt resolutions which are necessary for the governance, management, operation, and execution of powers vested in the Columbia Development Authority, and for carrying out provisions of the amended and restated Intergovernmental Agreement. Whereas each of the five parties has historically contributed equally, one-fifth each towards the cost, there's a correction right there, the cost expenses of the Columbia Development Authority that are not otherwise covered by grant funds. Whereas in recent months, some parties have not contributed towards all costs and expenses of the Columbia Development Authority. Be it resolved that except as otherwise directed by board motion or resolution, each of the five parties shall pay an equal share, one-fifth of all costs and expenses incurred by the Columbia Development Authority, where those costs are not otherwise covered by grant funds. And be it further resolved that the Executive Director shall work with the Columbia Development Authority's fiscal agent, the Port of Morrow, to invoice and collect all current and outstanding costs due from each of the parties. Be it further resolved that payment shall be due within 30 days of invoice. A motion to approve and adopt this resolution was made by blank."

Chair Puzey said, "And this would be resolution something 24, right? Like 01-24?"

Mr. Smith said, "I can get you the number on that. The challenge we're having, gang, is Umatilla County has expressed. Well, I won't explain. I won't explain, but they have an outstanding invoice that the Port of Morrow is currently carrying, that burden. And they've expressed to me their desire to not carry that burden."

Vice Chair Shafer said, "I totally understand that. And like I said at the last meeting, if our motion were to pass, we would pay all our debts in full, first of all. But until that happens, I think we're putting the cart in front of the horse with a pending lawsuit. I think that the lawsuit would be taken care of first. I think we're putting the cart in front of the horse."

Mr. Smith said, "I hear you. Mr. Chair, the challenge we have, and I'll let the Port of Morrow speak for themselves, but the challenge we have is the Port is making up for that one-fifth and carrying that verdict. So effectively, the Port of Morrow is carrying two-fifths."

Vice Chair Shafer said, "We'd be more than happy to pay for that as long as the county has something to be able to recoup our losses with. You know, all we're trying to do is have some land, but we've been a partner in this since day one, until March 26th. Then we were moved from being a partner, an entity who was able to recoup losses. That's why we made the motion that we made last month, was to, and I know everybody was supposed to take it back to their respective boards, and I don't know if you all had a chance to do that or not, but that's why we said, if it passes, we won't bother you on your side of the county line anymore

and just let us deal with our side of the county line so we can have something to go forward to and to pay those bills. So that's why I made the motion."

Mr. Taylor said, "Does it not say this in our bylaw somewhere?"

Vice Chair Shafer said, "Yes, it does. It does."

Ms. Howard said, "It does not, actually. The bylaws are silent on how costs are to be paid. I think historically this was, and I think Emily, correct me if I'm wrong, but we've looked, but we haven't found a motion that addressed this. I just think historically that was how it was done. It was split evenly, and Commissioner Shafer, you're sort of acknowledging that I know in your comments. So, because the bylaws are not clear on that, maybe they contemplate that. Maybe it's been implied. I mean, as you know, the bylaws are a contract. We call them bylaws, but it's really a contract between the parties so that it's not specific on this topic."

Mr. Smith said, "I'd share with the board, this resolution did not come out of thin air. The Port of Morrow reached out to me, expressed their concern on the outstanding payable, asked me to address it."

Chair Puzey said, "All right, and you have heard the comments here. I just, for the record, again, I reiterate that the Port of Umatilla will pay whatever we're invoiced. And if that's half of it, that's what we're obliged to do unless and until we can become a partnership.

Mr. Smith said, "I would just share with this board. I don't speak for any of you. I just share this issue has been raised, and at some point this board's going to need to reach resolution with the Port of Morrow and the fact that they're carrying this burden on themselves."

Mr. Taylor said, "Excuse me, Chair. Greg, were you looking for direction?"

Mr. Smith said, "Yeah, I'm looking for direction because at the end of the day, I have three."

Chair Puzey asked, "Are you prepared to make a motion, Commissioner?"

Mr. Taylor said, "Well, you asked me if I had enough of something, but now I'm thinking moving forward, where the state's moving forward, excuse me, are we committed to whatever expenses come up? Well, if only four entities are paying, no matter what it is, does it commit those four entities to pay that full amount?"

Mr. Smith said, "The obligation does not go away. And so based upon the number who pay, it gets divided among those who pay. And I'll share with you, board, this is a real concern. We're dealing with the Cultural and Archeological Resource Project that Fred mentioned earlier. That needs to be paid for. We have the road project of which, yes, we do have House Bill 2017, but we are going to need a line of credit to make sure our vendors get paid in a timely manner. In the state of Oregon, at least to the best of my knowledge, does not pay interest

expense on those line of credits. In addition to that, we have outstanding legal obligations that continue to mount. And then on top of that, we just have our regular membership dues."

Vice Chair Shafer said, "So I'm looking at the IGA and I'm looking under liabilities. It says to the extent permitted by law, the debts, liabilities, and obligations of the authority shall be the debts, liabilities, and obligations of the authority only, and not of any or all of the parties to this agreement. So that's the five of us. So, it should be the CDA paying those bills."

Mr. Smith said, "Commissioner Shafer, I don't disagree. I need your board, you folks, to make decisions so I can generate revenue to pay the bills."

Vice Chair Shafer said, "Yeah, I know a great way to do that."

Chair Puzey said, "Okay, so we've heard you and we've heard Mr. Shafer. So, it might be time to, I don't see it on the agenda, but it might be time where each of the entities respond to what we agreed to with the motion that was made in our last meeting by Mr. Tovey. We would report back. So, if we're okay with doing that, I just go around and have each of the entities report back on what we agreed to do, which was take the proposal back to our respective body. I don't know who wants to go first."

Mr. Wenholz said, "Well, I'll go first. At our last board of commissioners meeting, I handed out the motion to the other two commissioners and the consensus was that Morrow County would stay in the course that we'd already taken."

Mr. Taylor said, "The same with Port of Morrow. Our commissioners got that and there was no change in direction."

Vice Chair Shafer said, "Can I ask why you guys went down that road? I mean, by the motion, it would remove you, both of you from a lawsuit. It would give you the land to do it on your side as you see fit. I mean, the only thing it does is hurt you Umatilla County, so I'm wondering why you're still staying in the course."

Mr. Taylor said, "I think the Port is in a better position."

Vice Chair Shafer asked, "For what?"

Mr. Taylor said, "Just going forward."

Vice Chair Shafer said, "But going forward with my motion, we wouldn't even have a say on your side of the county."

Chair Puzey said, "Okay, we're going to ask JD. JD, did you take this back to your board?"

Mr. Tovey said, "I did and the only comment we had is concerning the 4,019 acres because that was part of an agreement. I think it's an issue we had with the March 26 motion as well

and anything else subsequently to that is that the 4,019 acres was an agreement that was completely separate from this entire decisionary process."

Chair Puzey said, "Yeah, and that confirms what most of us understand would happen with the 4,100 acres, yes."

Mr. Tovey said, "Yeah, but that was the only comment. Other than that, we support the motion."

Chair Puzey asked, "And Mr. Blanc, would you come up to the table?"

Mr. Blanc said, "Well, we discussed it with our board and with our legal counsel and due to the ongoing litigation with Umatilla County on advisement of our legal counsel, we've been advised not to comment on the issues in any public forum and not that we're not wanting to reach some kind of an agreement but maybe in lieu of the litigation, maybe that's not the way to do it. Any settlement proposals that the county has, we'd like to see come through the attorneys. That kind of gives each member and their boards some protection as far as any repercussions from that due to the litigation and divisions of the property and whatnot. And then maybe we can reach some kind of a settlement agreement involving the attorneys and maybe John, you could send your recommendation to all the member attorneys and maybe try to get a result through the attorneys."

6. WORK SESSION

A. Director Performance and Compensation Review

1. Performance Evaluation Procedure
2. CEO Evaluation Form

Chair Puzey said, "My understanding on this one is that I have been advised by counsel based on the litigation to not discuss this."

Mr. Smith said, "So what I would just share with the board very briefly is during the November meeting, we reported on an executive director annual performance evaluation procedure. And we also discussed an executive director's annual assessment which you folks have copies of. I have this prepared for today's meeting based upon legal counsel's advice to the board. I would encourage you to follow your counsel."

Vice Chair Shafer asked, "Is this from the litigation from Umatilla County? Is that the litigation you're referring to?"

Chair Puzey said, "No, we need to go into executive session, and I will read the ORS. 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. The public virtual

Zoom Meeting link will be closed during the executive session as permissible executive session meetings are not subject to HB2560. 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 in-person and open the public virtual Zoom Meeting link again.

A. **For the Purpose of Consultation with Counsel Concerning the Legal Rights and Duties of a Public Body with Regard to Current Litigation or Litigation Likely to be Filed – ORS 192.660 (2)(h).**
B. **For the Purpose of Review of the Employment-Related Performance of the CEO – ORS 192.660 (2) (i).”**

Mr. Smith said, “So Mr. Chair, really quick, as we go into executive session, I have been advised by our legal counsel that we do not need to record the executive session.”

Chair Puzey said, “That's fine.”

Mr. Smith said, “And so, I just want to make sure we're all clear on that.”

Chair Puzey said, “So recording is going to go off and you're going to leave with Emily.”

7. EXECUTIVE SESSION

A. Litigation Update
B. Executive Director Evaluation

The Board moved into executive session, and no action was taken during executive session.

The Board moved back into open session.

Chair Puzey said, “We are going to go ahead with a motion in the absence of Director Smith to be respectful of JD's schedule. So all of you heard the resolution and/or have read that while we were in executive session. Would someone like to make a motion?”

Mr. Taylor said, “I will make a motion. To approve the resolution to retain special legal counsel. There's not a number on it. You want to give it a number right now?”

Chair Puzey said, “Let's do, let's have it be 1224 because that we haven't, certainly haven't done more than one resolution a month since we started.”

Mr. Taylor said, “So resolution to retain legal counsel. Resolution number 1224, to be signed by board chair.”

Mr. Wenholz said, “I'll second.”

Chair Puzey said, "It's been moved and seconded that we approved the signing of resolution 1224 by the board chair, and would you do a roll call? And why don't you start with JD? Because he's got to leave."

Mr. Tovey – aye, Vice Chair Shafer – aye, Mr. Taylor – aye, Mr. Wenholz – aye, Chair Puzey – aye.

Motion carries.

8. FOR THE GOOD OF THE ORDER

Chair Puzey said, "Welcome back, Greg. You have for the good of the order here. I have something that was handed to me by Michele. I'm going to take your copy and send it to you, and you can pass that around. That should be part of the record along with this. That was received also. And for the good of the order, anything else, Joe?"

Mr. Taylor said, "I think we should go back to number six. We don't need to do that today, but I just want to put a record to show that we do need to do that evaluation procedure and evaluation form. It needs to be approved, and you gave us reasons that we should not do that, for legal counsel. I don't have any trouble getting that down the road, but I want to show that we need to do that."

Chair Puzey said, "So there's a lot going on. We have been talking about a January meeting, and I wanted to get our schedules out if we could. And I personally can do January 21, but I can't do 28."

Mr. Smith said, "Mr. Chair, you're referring to the next board meeting? So, we typically have those calendared."

Chair Puzey said, "I can be available on the 21st of January, but I cannot be available on the 28th."

Vice Chair Shafer shared he had a meeting on the 21st in Portland.

Chair Puzey said, "My next date that I have down is 18 February."

Vice Chair Shafer said, "What about like January 15th or 16th?"

Mr. Taylor asked, "Would there be anything to do?"

Chair Puzey said, "I cannot do 16, I can do 15."

Mr. Tovey said, "15 works for me."

Mr. Taylor said, "I can do the 15th."

Chair Puzey said, "15, 1 PM. Correct?"

Columbia Development Authority

Vice Chair Shafer said, “Yeah.” Thank you, everybody.

Mr. Tovey said, “I have to step out.”

Chair Puzey said, “Thank you, J.D. Joe, can we meet here again?”

Mr. Taylor said, “I'm sure we can.”

Chair Puzey said, “Anything else by anyone else? Meeting is adjourned. Thank you. Merry Christmas.”