Board Meeting MINUTES

Tuesday, November 26, 2024

Time 1 pm

Location of Meeting: Sage Center, 101 Olson Road, Boardman, Oregon 97818

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

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

Staff: Greg Smith, Emily Collins

CALL TO ORDER

Chair Puzey called the meeting to order at 1 pm.

INTRODUCTION: Aaron Palmquist, Fred Ziari, Ty Lord, Kelly Doherty, Thomas Roberts, Michele Lanigan, Steve Williams, Jerry Simpson, Ryan DeGroff, Berit Thorson, Doug Olsen, Nic Kotz, Andy Lindsey, Brad Bard, John Murray, Mike Hughs, Lisa Mittelsdorf, Rebecca Ramos

1. **PUBLIC COMMENT PERIOD** (3 Minutes Per Speaker)
Public comment was provided by: Thomas Roberts - Irrigon Fire Chief

2. **CONSENT AGENDA**
   - A. October 22, 2024, Board Meeting Minutes
   - B. October 22, 2024, Executive Session Meeting Minutes
   - C. Bank of Eastern Oregon Statements September & October
   - D. CDA Port of Morrow September Ledger

Mr. Taylor said, "Commissioner. On these agendas here, you have the executive session approval events. I've never seen that done otherwise. Is it something that you just have done?"

Chair Puzey said, "I think we'd be better off if we took the executive session minutes off the consent agenda. Director, are you okay with that?"

Mr. Smith said, "Let's do that."

Chair Puzey said, "So we're talking about the consent agenda minus item B, which are the executive session minutes."

Vice Chair Shafer said, "Well, two things. On my computer, I can open this, but on the tablet, I can't. It's item A, the minutes from October 22nd. It's saying I need to download the document, but in there, in the minutes, there's a couple of corrections I want to make. One is serial is spelled incorrectly. When we're talking about a serial meeting, it's spelled like breakfast cereal. Instead of serial. And then at one

point, it says vice chair, S-H-A-I-R, not chair."

Chair Puzey said, "All right, thank you. Any other comments before we move to the consent agenda? Okay. Would someone like to make a motion on the consent agenda?"

Mr. Taylor said, "I'll move that we approve the consent agenda with those changes."

Mr. Wenholz said, "I wasn't at the meeting, so I didn't know if it's appropriate for me to second the motion on the minutes."

Mr. Taylor said, "So we got JD, you and John."

Chair Puzey asked, "JD, you want to second that?"

Mr. Tovey said, "No. I didn't get a chance to review all these. I was reviewing the rest of the documentation. So, I'm not, I didn't get a chance to review. I'll be honest. I didn't get a review of the minutes, so I'm not super comfortable in seconding it right now. I spent most of my time reading the audit and the other documents later in the agenda."

Vice Chair Shafer said, "So by approving these, are we also approving the minutes from July 23rd?"
Mr. Taylor said, "22nd."

Chair Puzey said, "All that we have on the agenda today is the minutes of October 22nd, that's the board meeting. The executive session minutes have been removed. There have been some typographical corrections made. We're talking about item C with the Bank of Eastern Oregon statements and the Port of Morrow ledger. That's what we're talking about here. A motion has been made. Anybody want to make a second? I don't want to be an auctioneer here."

Mr. Tovey said, "Mr. Chair, question. I'm reviewing these now. And so, it appears that these were verbatim. Were these taken verbatim from the audio?"

Chair Puzey said, "Yes, that's the affirmative."

Mr. Smith said, "Mr. Chair, as best we could."

Vice Chair Shafer said, "Mr. Chair, I second those minutes."

Chair Puzey said, "All right. It's been moved and seconded that we accept the consent agenda with the exception of item B and with the corrections. Those in favor indicate by saying aye. And why don't we do a roll call? Emily, if you don't mind."

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

Motion Carries.

3. INFORMATIONAL REPORTS

A. Oregon Trail & Explosion Site Update
B. Update on Morrow County Property Fire Services
C. Cleaver Farming
D. Staff Update

Mr. Smith said, "I'm immediately going to toss the baton over to Fred and his team at IRZ. But before I do that, I would share with you what a strong collaboration we have with Fred and the work he's doing. In addition to that, we appreciate the work the Counties have provided in getting us immediate assistance."

Mr. Ziari said, "I have two items to report. One is on the design of the road; the other one is the construction of the Oregon Trail. So, I'm going to start with the update on Oregon Trail. We have our engineer, Ty, go ahead and give our update."

Mr. Lord said, "As part of the programmatic agreement with the CDA, the CDA was required to construct two interpretive sites, the South Oregon Trail site and the 1944 UMCD Igloo accident site. And those two sites had to be constructed within 18 months following the Army's and the CDA's closing of the conveyance and transfer of the property. To meet these obligations, the CDA advertised the design build RFP in April. There was two proposals received, one from Rotschy and one from Granite Construction. Granite Construction was selected and awarded in May. And then in July, Granite Construction presented a 30% design package to all the stakeholders that were part of that programmatic agreement for review and comments. Then in August, the State Historic Preservation Office granted an extension of time through December 31st of this year for the construction of those sites. And with that, the CDA then obtained zoning permits from Umatilla County and Morrow County for both the sites. A 90% design package was submitted mid-November to the CDA for review, which incorporated all the comments from 30% design in July. And then final design drawings are planned to be submitted early next week with construction following those within the same week next year. Currently, Granite is planning to have both sites constructed by the end of the year."

Mr. Smith asked, "Can you share with the board really quick what the cost of the Morrow County side of the project and the cost of the Umatilla side?"

Mr. Lord said, "So currently, Umatilla County side is directly under contract for $235,000. And that's for the 1944 Igloo accident site. The South Oregon Trail, currently the engineering is under contract for $19,000 and the remaining, they're going to be submitting a change request to add the remainder of that in there. And they are estimating the total change order to be around $200,000. We'll have that cost from Granite by the first of next week."

Mr. Smith said, "Mr. Chair, do you mind if I ask one more question? Oh, no, please. Kind of a leading question. So, Michele, to the best of your knowledge, once the Oregon Trail on piece and the explosion site are completed, will that check the boss of that portion of the programmatic agreement?"

Ms. Lanigan said, "It should, I'm not really the person to answer that."

Columbia Development Authority

Mr. Smith said, "But you work so closely with us. So, it does check the box. And so that will be a huge milestone for us. And as we work with our partners in DC, this will be brought together."

Chair Puzey said, "Thank you. And Michele, thank you for always being here. We appreciate it."

Mr. Wenholz said, "So, just a clarification. So, it'll be $200,000 total or $219,000 total?"

Mr. Lord said, "It will be approximately $219,000. Once we have the final numbers, we'll definitely get that to Greg.

Mr. Taylor said, "And one more thing, our dates are okay as far as starting construction and all that."

Mr. Smith asked, "No big reason we couldn't start construction?"

Mr. Lord said, "Right now, as far as I'm aware, we can start construction on the Umatilla County side. For the Morrow County side, all we need is approval for that change order."

Chair Puzey said, "And all of this is with the exception that we don't have an income stream, is that correct?

Mr. Smith said, "Mr. Chair, that's correct."

Chair Puzey said, "So we're good on item number one, the explosion site in the Oregon Trail."

Mr. Ziari said, "So just as was stated here, we are ready to go start construction next week. So, if there is any issues, budgetary issues, or whatever, we'd like to make sure you let us know. We can sit down with you or any of the board members to really hash it out, because we don't have a lot of time. In order to meet our deadline, it has to start by next week."

Chair Puzey said, "Okay, and we've got some more information on the reports a little bit later, and we can cover that in greater detail."

Mr. Ziari said, "The next report is the East-West Road design."

Chair Puzey asked, "And this is under HB 2017, is that correct?"

Mr. Ziari said, "Correct. We have done it, IRZ did it, asked for RFP, Anderson Perry has been selected to win the bid, and they have delivered to us the 10, 30, 60% design, but they're about to finish the 100% design. I have to say, we've worked very, very closely with Anderson Perry, both our design and engineering team, in a good collaborative effort. I also am happy to report that we are on time and also 30% under the budget, which we really appreciate everybody working hard on that. So, I have Andy Lindsey from Anderson Perry to give a quick report, and then we go from there."

Mr. Lindsey said, "Andy Lindsey with Anderson Perry, I'm the project manager for the connector road project. As Fred said, we're pretty much wrapped up with design, ready to get this thing out to bid. I just got kind of our final review set of plans on my desk yesterday, a couple of days later than anticipated, so we're doing a quick internal review before we send those over to Fred and Ty, but we feel those are 99% ready to go. We do have a few cleanup things and contract documents, and we've discussed a couple of options with Ty and Fred regarding possibly doing a qualifications-based selection for construction contractors versus a traditional low-bid process. So, I sent some information over to Ty on that earlier today. And essentially, the bottom line there is basically a quick review of that, and if everyone's comfortable with that, we're ready to get the thing out to advertise probably mid-December, go through that selection process, and then award process and everything goes smoothly. Hopefully have a contractor on the ground by the 1st of March ready to get this thing going. We do have a couple issues to clean up with ODOT, there at the interchange on 82. We'll have to do a change of access location there, and we just need to work through that process with ODOT. They're asking for some traffic information, which obviously we don't have any traffic information right now, so we've got to work with ODOT to sort that out. But we feel comfortable going out to bid. Anything that comes from that process will not change the design. We just won't be able to work on that section until that process is complete, but we're very comfortable moving forward while we finish working through that process. So that's kind of our quick and dirty update. As I said, we do have some contract language stuff that we need to kind of finalize, working with Ty and Fred on that. But otherwise, if the board's ready to move forward with this thing, we're ready to move forward and get it advertised and go to build it."

Mr. Smith said, "A few questions. Andy, can you share with us how the road design is being conducted in order to meet the needs of both counties?"

Mr. Lindsey said, "Yeah, absolutely. I can just share my screen real quick. That might be the easiest. Do you guys have access to a screen there where you can see?."

Vice Chair Shafer said, "While he is working on that, can I ask a quick question? On the road, is there going to be an issue with the burrowing owls? That was an issue with the pipeline. I want to make sure that is not an issue, but it's not?"

Mr. Lindsey said, "Yeah, that was one of the outstanding questions we had to work through, just if there's any other agreements or requirements that came out through the whole land transfer process that we're not aware of, if there's any spots that we need to avoid."

Mr. Ziari said, "I think we could go ahead with this. The total cost is about $12 million. We have $7 million from the state at hand. There is potential $5 million that Greg has discussed with you that potentially could go toward this. The design is for the entire, from interchange all the way to the west end of the Morrow County property. So, it will cover the entire, as you can see, the entire corridor is designed and ready to be put into the bid. We have discussed this several times with the board and what I really like to do, we understand from what we've been told, all of that, that it needs to be 50% in Morrow and 50% in Umatilla County. We have discussed this several times, but what I really want to ask that we sit down with you with maybe one or two hour work session to really go through this and

make a path forward. Because right now the money is not there, but there's been a serious discussion about how to do it. We have a very good idea that we could sit down outside of this meeting with a couple of board members to just come up with a plan that we agree with."

Chair Puzey said, "Yes, thank you Fred. And I have another question that I'm sure you'll respond to. So, I haven't received or looked at any information about the width of the road and the thickness of the asphalt because we have conversations about rock and gravel companies and so on and so forth. And the last thing we need to do is have too thin and then the road goes away almost immediately because improper use because we didn't plan ahead. So, do you have a sense of how thick the asphalt is going to be and how wide the road is?"

Mr. Ziari said, "Yeah, Andy has that. Andy, go ahead and describe it."

Mr. Lindsey said, "Yeah, this is our technical section, and we did do a full Geotech report. We went out and did some test pits, looked at the existing conditions so we made sure that structurally we're sound there. And again, we don't necessarily have traffic volumes to project to, but we feel very confident that the section we're proposing is adequate for significant truck traffic for a period of 20 years or better. So, this is the typical section of it. We're using a Geogrid material which helps reduce the section of aggregate base that's required under there. So that helps us reduce some costs there on an aggregate base. So, you'll see that the ag base layer is eight inches thick. Other cases or other situations, you may see that thicker. And the reason it's thinner is because we're using that geogrid material that's underneath there that provides additional strength. So that's really where we saw some significant cost savings. So, at that section and then a five-inch wearing course of asphalt on top of that. So, we feel very comfortable that that's an adequate section for whatever needs we might see in the 15-to-20-year timeframe."

Mr. Smith said, "Mr. Chair, that was the number one criteria was making sure it was industrial developed. The second was, and we are on track, is to remain in budget."

Chair Puzey said, "I mean, Fred, Andy, team, Greg, thank you. Anything else, Fred?"

Mr. Ziari said, "As I mentioned, I really encourage one way or another because it's an aggressive timeline. In December, we are ready to go to the RFP, but if it is not happening for, if we can have some work session with a few of you, you kind of work through this because there's a lot of stuff that needs to be taken. One way or another, we stay flexible with you. I think you would deserve a good work session."
Chair Puzey said, "So noted. Michele, you had something?"

Ms. Lanigan said, "Yeah, just a quick question. Is that road going towards the west, is that going to be usable during construction?"

Mr. Lindsey said, "Yeah, from the kind of main Depot entrance going to the west. The new alignment, we tried to follow that existing roadway, obviously as much as possible just to minimize disruptions to other things. There's quite a few utilities out there and minimize earthwork. So that will be disrupted a

little bit, but that obviously will be a requirement of the contractor to maintain access for those folks. Obviously, we know there's traffic going out there to various locations. So that will be a requirement of the contractor to keep access open through there. It may be a little bit inconvenient, obviously, as they're building things, but it won't be cut off completely."

Chair Puzey said, "Anybody else, any questions? All right. Commissioner Dorran came in during the introductions. And so welcome, Commissioner, glad to have you. I am going to look to you, Greg, on the Morrow County property fire services. We have a public statement about that, if you could elaborate a little bit."

Mr. Smith said, "I'm going to actually ask Aaron if he'll join us as well. Aaron Palmquist, you there?"

Mr. Palmquist said, "I'm here, Greg. Sir."

Mr. Smith said, "So Mr. Chair, one of the challenges we're coming up upon is on the Morrow County side of the line, there's two fire directories. Both of them are excited to be partners with the CDA. And part of what I need from you folks is direction on this. Currently, the Boardman facility is much greater prepared. However, the Irrigon facility really wants to be a partner. And they want to be able to bring to the table what they can offer. And so, what I've been trying to navigate is a win-win situation for both parties. And I do not have a resolution yet, but we're working on that."

Chair Puzey said, "Okay. I don't want to step on a political landmine out there, but does Irrigon participate in the enterprise zone? And do they have the potential for resources to make the expansion that would be necessary to be able to adequately serve that site? Or is this a conversation that is going on internally that you don't want to speak to anyone?"

Mr. Smith said, "I would let Aaron answer the question. As it relates to his enterprise zone."

Mr. Palmquist said, "Currently, CDA Board, and thanks, Greg, is that Irrigon has the resources and the capability. We do not have any mapping. That has been requested in the past in working with the Port of Morrow. That needs to be elevated at a high and a faster level. I'll say that publicly. I will also say that there's been some political posturing and that's gotta stop. I'm gonna push hard back against the Boardman. It is not the County of Boardman, it's Morrow County. And the Southwest area and even the 640 and the properties on the North side in Morrow County are very detrimental to the survival and the livability. And it can be done, the timeframe and for Irrigon Fire to do that. I will say, and if Chief Roberts wants to elaborate, some exciting things. And Greg, you've been busy, but the Fire Department has made a position move publicly. They are in the process of acquiring property on the South side of 730, better known as between sixth, or I should say between Division and 7th. It was those rundown homes, Greg, if you remember that, which has been owned by Anna Tempe and the Irrigon Fire District is purchasing that property. There will be a new facility that will be built there. Property North of the Irrigon Fire Hall has been offered to another developer. Progress is moving forward. I'd also like to say, Fred, we need to connect so that there is a North-South roadway that was in the original plans under the LRA to go North and South on the East, I mean, the West side of the Army Depot. The city, with the Fire District, is willing to look at that. How do we get and add strength

to that? I will say again, yes, it's probably, people wanting to be diplomatic, but you need to just set it aside and say, stop playing politics. And as an example, now I'm going to throw this out there. And for those that are there from the Port of Morrow, they have property on the West side of Boardman, and there is massive amount of Data Centers that are going in and are projected. They've got a tax base, they can do it. And they've been able to grow and build. The City of Irrigon, and our Fire District, there's been some underhanded, I'll say that very candidly, posturing and movement. And I think that all parties need to come to the table. But the Southwest area, and I will strongly say it and be aware there will be a forthcoming letter to all parties and also to those legal councils that the City of Irrigon strongly supports, have done it in the past, that that Southwest area by Morrow County, and according to ORS, be annexed into the Irrigon Rural Fire Protection District. Chief Roberts, do you have anything to say?"

Mr. Roberts said, "You know, I'll just add by, you know, and I've mentioned this to Greg. This isn't about who's professional and who's not. This is about the growth of the region and what's equitable. And when you look at Irrigon Fire Protection District, you know, we are a couple of steps behind what Boardman was a few years back. And we need to be able to establish a footing so that we can grow the same as they have, because without that growth, it's my opinion, my own personal opinion, that that is detrimental to the regional capacity. Especially since we are the closest neighbors to Boardman. So, I really think that if you look at a big picture, I think a move for Irrigon to be able to establish its foothold and then grow exponentially and in accordance with is probably in the long-term the best suited option. So that's it."

Mr. Smith said, "Mr. Chair, being candid, I think we just need more conversation on this. And if you'll let staff work with the two services and try to work to a resolution and bring it back."

Mr. Hughes said, "Mr. Smith, this is Mike Hughes, Fire Chief of Boardman Fire. Can I make a comment, given that it's kind of an open session? Yeah, so my position is fairly simple. I have a contract with the CDA to provide fire protection service there, now. That alone negates the ORS that Mr. Palmquist and Mr. Roberts are talking about. So, from my position, I don't know why we're arguing when I have a contract to provide protection for that property. That's all I wanted to add."

Chair Puzey said, "Thank you. So noted."

Mr. Smith said, "Mr. Chair, while this issue has been a long-term issue, the issue that's before us has just recently come up. And so again, if you'll just give your staff a little bit of time to work through this now, with some communication, we'll bring it back."

Chair Puzey said, "Absolutely. Thank you so much."

Vice Chair Shafer said, "Can I ask a quick question?"

Chair Puzey said, "Yeah, please."

Vice Chair Shafer said, "I'm thinking about what Chief Roberts said in the beginning, that they want to

annex all that property. Is that bringing the entire CDA property into Irrigon? Or what exactly is that?"

Mr. Roberts said, "It's on the Morrow County side."

Vice Chair Shafer asked, "Into the fire district?"

Mr. Roberts said, "Into our fire district, correct."

Chair Puzey said, "Again, staff will work with them and have the continuing conversations. That's what I'm understanding, Greg, is that correct?"

Mr. Smith said, "Correct."

Chair Puzey said, "Okay, thank you. All right. Next item, item number C, Cleaver Farming. And I'll either look to Greg or to Steve Williams, who happens to be here, and look forward to hearing from you both."

Mr. Smith said, "Yeah, I just share with the board that the Cleaver Farming lease needs to be renewed. It's just been a longstanding issue with the CDA, was set to expire on November 30th. With that said, I extended a Sixth Amendment to the sublease to buy us another year. The issue that's really holding us up is we just need to hear back from Umatilla County on a few things."

Chair Puzey said, "Okay, thank you. Anything, Steve, or you're good? All right, staff update, Greg?"

Mr. Smith said, "Yeah, Mr. Chair, board members, Debbie is still out until January 17th. I have not communicated with her. And so, I'm under the impression she will return on January 17th. Emily, who has been just absolutely fabulous, fabulous at stepping up to the plate. She is now working 30 hours a week and carrying multiple jobs upon her shoulders. I do want to share with you, and this will be a conversation for the board, but I posted a job opening for a bookkeeper. We have posted a job opening for a bookkeeper on our website and have sent a job description over to the East Oregonian to have them advertise for us. One of the things I did in the job description is work with the Port of Morrow. The Port of Morrow is absolutely fabulous in assisting us. In addition, I took responsibilities, as I saw them in current agreements, and tried to make sure we matched up skill sets."

Vice Chair Shafer said, "So does that mean that they will no longer do the books for the CDA?"

Mr. Smith asked, "The Port of Morrow?"

Vice Chair Shafer said, "Correct."

Mr. Smith said, "That's a board decision."

Vice Chair Shafer said, "So what's the position for bookkeeping? What is that one doing?"

Ms. Collins said, "So the Port handles the grant, and every expense that goes through the grant, and this would handle the ODOT project or the Explosion Site, Oregon Trail site type things that are coming in and out. Just our CDA bank account and our QuickBooks."

Chair Puzey said, "Does that answer your question, Commissioner?"

Vice Chair Shafer said, "Yes."

Mr. Smith said, "Mr. Chair, I'd add to that in the environment that the CDA is kind of operating under right now, it's nice to have these fiduciary controls in place so you folks know you're secure."

Chair Puzey said, "Great. Thanks. Anything else on the staff update?"

Vice Chair Shafer said, "I've got a couple questions. I don't know where this would fall. I'm looking at the agenda, and I assume we're going to discuss this. I watched Port Morrow's last meeting, and you talked about the Army or somebody doing it. I couldn't quite hear what was being said. It looked like we were under investigation."

Mr. Smith said, "Mr. Chair, Commissioner, I don't believe I ever used that word."

Vice Chair Shafer said, "Well, do you know what I'm talking about though? There was somebody coming in and looking at the CDA operations."

Mr. Smith said, "What I would share with you is we are completing a compliance review, which is an activity that entities such as ours go through."

4. INFORMATIONAL REPORTS WITH POSSIBLE WORK SESSION

E. CDA Audit & Representation Letter
F. Executive Director Evaluation
    1. Performance Evaluation Procedure
    2. CEO Evaluation Form
G. CDA Policy Handbook
H. Umatilla County Motion

Chair Puzey said, "Thank you. All right. Moving on to informational reports with possible work session. So, we have a CDA Audit and a Representation Letter, and, Greg, do you want to speak to that?"

Mr. Smith said, "Would it be okay, Mr. Chair, if I turn it to Rebecca?"

Chair Puzey said, "Oh, please, yes, and remind us of your name again."

Ms. Ramos said, "Rebecca Ramos. I'm one of the owners of Anderson Boiler and Ramos. I am not the shareholder who signed this report, though it's Cameron Anderson, but I did a majority of the work on it, and so I have something to do with this."

Mr. Smith said, "Do you mind if I prep this a little bit? So, this is not a requirement of the Columbia Development Authority. This is not a requirement. The Port of Morrow handles our grant, and they go through an audit process, of which we're a small piece of that. The reason I ordered this, four or five months ago, as we were starting to have conversations about division, I wanted to know financially exactly where we were, and so as the director, I ordered an audit, and these are the findings."

Ms. Ramos said, "And so just to be clear, CDA (as we're talking about in the audit) is the entity that owns the land that was given to them in the federal government. This has nothing to do with the OLDCC grant. That is run through the Port of Morrow. They get audited by themselves. They have a single audit, which is a major federal program, they look at that grant. That is where payroll is run through. That is where everything that goes through that grant is run through. None of that is in this audit. This audit, we have leased revenues from the land. Mostly, it was just leased income and contributions from members. Expenses were kind of miscellaneous. We have some electric charges, insurance, the professional fees and the legal fees that are related to the CDA, and then a repayment of the promissory note of the $906,000 to buy less than fair market land. So, it's a little bit weird how this entity is operating, in my opinion, just because we have these two, when you talk about CDA, it's kind of like CDA over here and CDA over here. This audit is on the entity that owns the land. And the reason that we had it is because it doesn't say that it was required in audit, but the Department of the Army did require annual financial statements from a certified public accountant, because there are specific laws on how you can spend that money that you're getting from the land that was given to you for less than fair value."

Chair Puzey said, "Rebecca, Greg, can I just interject here that we're in an interesting transition period because we did the transfer last March, I think March 20th of 2023 in the Pentagon. Prior to that, all of this was done through the Department of Defense, through the BRAC process. And they would say, this is how much money you have, how did you spend it? Now we're moving into the shared portion where we have 80-20, which will become 60-40, which will become 40-60, which will become 20-80 as we move on. So, this is a new process as I understand it, because previously we had money and we were just being asked, how did you spend the money that we thought was legitimate for you to have? Is that correct?"

Ms. Ramos said, "So the reason you're having this audit and where I did the compliance talking about how you're spending the money earned on that property conveyed to you, it's because you have the land now and you have income from the land. Before you didn't have the land, so you didn't have income that was subject to these requirements until the Army transferred it to you."

Chair Puzey said, "Thank you, that was very responsive."

Vice Chair Shafer said, "Now I'm confused. Are we required to have the audit or are we not required to have the audit?"

Ms. Ramos said, "So, the Department of the Army requires, they said the annual financial statements certify that indefinite account. So yeah, you're required to have an audit."

Mr. Smith said, "Can we follow up with that?"

Ms. Ramos said, "It says submit financial statements certified by the indefinite certified public

accounting firm with CDA's audit report. That's from the Department of Army."

Mr. Smith said, "Mr. Chair, what I want to share with you is that if the Port of Morrow's audit serves as that audit, that covers that requirement."

Chair Puzey said, "So this is more than a line item, but not significantly more than a line item.

Mr. Smith said, "Correct."

Ms. Ramos said, "I'm going to disagree with you on that. And I'm sorry, I think that it is required because there are statements in the back of here talking about how you're spending that money. And those are required by the Army. There are separate requirements, I'm sure, by the OLDCC grant that I didn't look at."

Mr. Smith said, "Mr. Chair, I'd share with you, your staff is proactive in ordering an audit."

Ms. Ramos said, "The bid was given you have plenty of time, and sometimes you get these really late, but given the plenty of time we're able to bid like a year ago. So, yes."

Chair Puzey said, "Now, if I could add, as the Chair, I'm being asked by the press. So, the question is from a person saying, I understand that you're supposed to have an audit. There was an audit. The audit said that you weren't in compliance. The answer was we're in the midst of a lawsuit, those sorts of things. And so, you're saying we have to have an audit. And you're saying that the audit, that are the budget that was put together by the Port of Morrow that is audited is not the same thing as what you are going to move very actively on getting for us any way in the future."

Mr. Smith said, "That's exactly correct."

Ms. Ramos said, "Yeah. So, in this audit, if I don't know if the board has some questions on it, if you went through it, there was a finding on the budget not being adopted. That is, again, has nothing to do with the OLDCC's grant. I didn't look at that, that is the Port of Morrow that goes through that. This is for income received from leasing the land, the HB2017 project, anything that runs through the CDA bank account."

Chair Puzey said, "My understanding is that the process is proposed, approved, done. And none of that was able to happen because in the midst of us going through the process of saying, where are we going to get some income? And having directed the staff to do purchases, leases that would result in income to the CDA. We ended up in the midst of a lawsuit that precluded that from happening because we continue to be there. So, it's very, I empathize with the staff and being able to put together a budget because A, we have no real ability to go out and get any income beyond the contributions of the department. B, we have ambiguity about which partners are going to pay, whether this is a five member board or a two member board or a three member board. And so, I don't know how you can put together a budget that can be proposed, approved and adopted in the midst of all of that."

Ms. Ramos said, "Yeah, that's not my job to say why, it's just to say what did happen."

Mr. Tovey said, "Mr. Chair, if I could. So, this is JD, if I'm reading this right, it's asking for a 24 budget,

correct? So, June 24 to June 25. So, I guess the question is, I remember I was asking for a budget, why there wasn't a budget well before there was ever a dissolution of the distribution of the lands. I mean, this was in January, February, and even into March and where there was a budget. And then we were told that there wasn't a budget and it was part of the grant application. And so that, I mean, there was all kinds of conversations about that. And then there was also a request for a budget back in December from the notes as well from the board meetings. So, this has been going on for a long time. So, it's not just like, I don't want to, I just want to make sure that's on the record that the cause, the non-compliance, I mean, there are issues there. I don't disagree with that in order to be able to get work done, but there also needs to get work done and there's been a request for a budget to be completed for these non-grant programmatic income dollars and expenditures for a long time, well before there was ever the March 26th motion."

Chair Puzey said, "So, I remember JD when you made that comment, and I appreciate you reiterating it again for the record."

Mr. Smith said, "So Mr. Chair, the challenge we have had with staff is building a budget, not understanding what the needs of the CDA are going to be. So, my intention, excuse me, was to have an audit completed and take that audit and have a budget built off of it. That's our intention."

Mr. Taylor said, "So going on with JD there, I don't know, it's just a draft that Rebecca has provided, and I don't have it in front of me. It states that the lawsuit was going on and so the budget wasn't done for this reason. But that's, JD just said, that's not accurate."

Ms. Ramos said, "No, it doesn't say that. So, I don't say why it happened. Let me just say that it did happen and what is being done to fix it."

Mr. Taylor said, "There's something in there that's not, didn't seem accurate to me when I read it. I don't have that in front of me. Yeah, I can't get there."

Mr. Tovey said, "So, I'm reading this exactly. Budget law to adopt budget for the fiscal year ending June 30, 2024, or June 30, 2025, which means there was not a budget from June 30, 2023 to June 30, 2024. So, this is a non-compliance for a budget from the last fiscal year, which is 23 to 24, as well as a lack of budget from 24 to 25. So, the cause, two lines down, states non-compliance occurred during the board not being able to estimate revenues and expenditures. That's fine, we can still work through that. As well as due to threatening and ongoing lawsuits, the 23 budget and even the adoption of the 24 budget probably should not have been as part of that. That's not a cause that should have prevented the 23 or the 24 budget from being adopted."

Mr. Smith said, "Mr. JD Tovey is correct."

Mr. Taylor said, "That was my point. Thank you, JD. That's what I was reading."

Chair Puzey said, "So JD, you're getting affirmative nods by the Director and by Commissioner Taylor. So, thank you."

Ms. Ramos said, "So that's on page 32 of the audit. It is the cause. That cause then comes from you guys. So, if you would like me to change that, I can change it. Do you just want that last as well as due to

threatened and ongoing lawsuits taken out?"

Mr. Smith said, "Mr. Chair, I will own this comment."

Vice Chair Shafer said, "I couldn't quite hear that. Could you repeat that?"

Mr. Smith said, "I will own this comment."

Mr. Taylor said, "I don't know that we need that decision right today, but maybe if we could send you our thoughts on that. To see how that gets remedied."

Chair Puzey said, "Whatever we can do to work together to get this done so that we can end up with a clean audit and reasonable budget going forward so that we've got income and expenses that are predictable and reliable and we can give the staff something that they can work on and parameters within. We've got this road project coming up, et cetera, et cetera, et cetera, et cetera. A lot of work and thank you. All right. Thank you so much. Moving on to item number B. And I think I can discuss carefully this portion without being in an executive session. So, I've been working with, I'll wait for it just a second. Commissioner Joe Taylor and I have been working together because he represents a large organization with a lot of personnel. And we've been working on coming up with both a CEO evaluation form and an evaluation procedure. So, Commissioner Taylor, I'm going to look to you for us to involve the conversations we have."

Mr. Taylor said, "So yes, moving forward on that, I just took the form that the Port uses to evaluate our CEO. And then we didn't have exact procedures there, but I took the example of procedures in another district and just wrote them up. And it seemed like it would fit us adequately for what we need to do."

Chair Puzey said, "So, when Commissioner Taylor and I got together, our intent was to work against something that would be viable enough that we could get buy-in from the other members of the board that would work for our purposes so that we can have a highly performing CEO and staff and have a fair and open opportunity to talk about how that performance has been going. So that was our intent and that's the progress we've made so far. Well, we're on item number C. Greg, if you would address the CDA policy."

Mr. Smith said, "First of all, I want to thank Morrow County and the Port of Morrow on getting suggestions back to us on possible changes through the handbook. We'd ask if the other three partners could assist us in that effort. We want to make sure that whatever policy changes are adopted have been made by all of you. We would like to ask you to send it to your attorneys and have your attorneys send it back to us with any recommendations."

Mr. Taylor said, "When is your time frame for getting that stuff all lined up?"

Mr. Smith said, "So we handed this out on September 22nd. Our hope was to have it at the October meeting. That didn't occur and so we're now asking again."

Mr. Taylor said, "I can tell you, I think our attorney said this is the CDA's to figure out, not for the board attorney to do."

Mr. Smith said, "And what we can do is we'll forward it on. I just wanted to make sure you five had input of things you wanted and we'll send it out. And then Joe, we will bring back that version for you folks to a final review."

Chair Puzey said, "So item number D, I am reading over the agenda this time. Commissioner Shafer, I read through what your intent is. I'm a bit confused because the last time we met, there was a conversation about, you were going to present to us a solution that if I'm not mistaken, you said that would excite everyone. And so, I went back to my board. I have two of my commissioners here so as to not create a quorum. And so, what we would hear is what the solution is. And so, I'm a bit confused about why it's on the agenda as a motion. So, we're here to hear what the solution is that the people are going to be excited about."

Vice Chair Shafer said, "So prior to March 26th, we worked together as a board, functioning. We were doing just fine. Obviously when things came off the rails was March 26th. So, I know for the Port of Morrow, it's important that you have 640 acres free and clear so that you can do what you need to do with that 640 acres, and I recognize that the Port of Morrow and Morrow County have entered an agreement in the past that the Port would handle all the land. That has never happened on our side of the border, of the county line between Morrow County or Umatilla County and the Port of Umatilla and CTUIR. You and I and Mr. Blanc did sit down, and we hammered out in a deal that I said was acceptable to Umatilla County. Unfortunately, the next meeting that was pulled out from under us. So, and that's when March 26th vote occurred. Our solution would be to one, we rescind the lawsuit. We pull that off and say it's gone. And then going forward, only people who have property on the Morrow County side get to decide what happens to the property on Morrow County side, including the 640 acres. Same thing for Umatilla County. Only those who have property on the Umatilla County side would decide how that property gets divided on the Umatilla County side. So, and then going forward from that, you know, we would also drop our lawsuit. Thank you. And we would also pay anything that Umatilla County is on note for at this point going forward. And I think that would get us, and of course, it would also rescind the motion for March 26th. And I think that going forward would put us back on solid footing so that we could go forward with building roads, getting infrastructure in here. And not only that, but again, working as a solid unit and trying to be productive versus having this lawsuit hanging over our heads and everything else. Because like I said, you and I didn't have that same agreement that the Port of Morrow and Morrow County have. That's never been a thing on our side of the county line. So, for us, I think it's important for us to be able to have some of that property as well as the CTUIR. So that's why I made the motion the way I did. And so, I can read that motion if you'd like."

Mr. Blanc said, "Can I ask a question before?"

Chair Puzey said, "Please."

Mr. Blanc said, "Because you're talking about making a motion, right?"

Vice Chair Shafer, "Yep."

Mr. Blanc said, "You know, and as I recall from our last meeting, the consensus was that you were going to come with a proposal. And I assumed that your proposal would have some solutions to the land distribution, which really basically you're saying rescind the vote and you're going to drop the lawsuit. There's nothing in between here to figure out how the land would be divided up. So, the way I

understood is that from your proposal, we would then have the opportunity to go back to our respective boards to review that, maybe make some changes or revisions to it or some counter proposals and also to have an opportunity to review this with our legal counsels. And if you make the motion now, we're not going to have that opportunity if your motion passes. And so, I'm asking that maybe we step back and go through that process before we make a motion. I mean, there's other issues we haven't talked about. We haven't, there's nothing here that talks about enterprise zones. There's nothing here that talks about who's going to pay when some of the entities aren't paying right now. So, I mean, I think there's a lot more questions that need to be answered. And I think we need to kind of step back and give us an opportunity to review it with our boards and also with our legal counsel and maybe consider some other things that maybe should be in this."

Vice Chair Shafer said, "Okay. I just want to make sure. So, there's nothing right now on enterprise zones either. I mean, there's absolutely, we haven't had that discussion whatsoever. So today or before March 26th, that hasn't been an issue before. So that's never been there. And as far as who pays in the future, Umatilla County is willing to pay our fair share going forward. But when we were removed completely from anything, we have no recourse to, you know, any way to recoup our losses for the igloo site and the explosion site or any of that stuff. We have no way to recoup those outgoing dollars for Umatilla County the way it currently is. That's why I want that motion rescinded. So, we have some ability to pay our debts."

Chair Puzey said, "Commissioner?"

Vice Chair Shafer said, "Yeah."

Chair Puzey said, "Prior to March 26th, we did have a process in place, which is that we had asked the Director to go ahead and lease and sell some properties that were in high demand at the time. And that would have been able to pay the bills for the next five or six years for the CDA. So that would have been addressed prior to the time that the lawsuit came on."

Vice Chair Shafer said, "I'm glad you said that because it would go right back to that by rescinding that vote. It would go back to exactly what you just described."

Chair Puzey said, "It could go back to that if the lawsuit was dropped."

Vice Chair Shafer said, "That's part of the motion. That's literally in here. That gets dropped. March 26th vote gets rescinded. Everything goes back to the way it was on March 25th with the added caveat that we don't meddle in what happens in the Morrow County side of the line. They don't need us telling them how to divide up their land on their side of the county line. That's where that came into play."

Chair Puzey said, "I see."

Mr. Blanc said, "I think even though there hasn't been enterprise zones proposed, I think it's a discussion that should take place and should be a part of this proposal. Whether it's an agreement with the County or the Tribe or whatever, then at least we have an understanding. And there is nothing in here that talks about any of the issues of timing, any of this, how this is supposed to occur. And so that's why I'm saying, but it needs to go back to the Tribal Council board. It needs to go back to the boards. If they have an opportunity to provide more input on this and maybe make some changes of things that

each one of these boards may want to see included in here before we just come up with a motion. We need the chance to digest this a little bit."

Vice Chair Shafer said, "So you're making my argument for me. All of the timelines that you're referring to were already in place. We have that agreement with the Army. We have that agreement already in place. We had that prior to March 26th."

Mr. Blanc said, "Well, not if they could get into issues with the lawsuit."

Vice Chair Shafer said, "Again, the lawsuit is gone. That's the first thing I'll do. I call my attorneys and say, drop the lawsuit. That's in the motion. That's literally right there. It goes away."

Mr. Blanc said, "I know, but I still think we should have an opportunity to bring this to our boards to discuss this, to see maybe there's something here that none of us have thought about."

Vice Chair Shafer said, "That's what I said on March 26th."

Mr. Blanc said, "Well, I can't go back to March 26th. To me, that's what I thought we were going to get. And to me, that makes sense."

Chair Puzey said, "Commissioner Shafer, if we take this to a motion, I'm the member of the board that represents the Port of Umatilla. And I think you already know how I'm going to vote."

Vice Chair Shafer said, "Oh, I do."

Chair Puzey said, "Because I don't have the authority from the commissioners, which I didn't have on March 26th."

Vice Chair Shafer said, "Hold on. You did or did not?"

Chair Puzey said, "I did not."

Vice Chair Puzey said, "Because you told me you had your board order you 5-0 to vote that way. That's exactly what you said that day."

Chair Puzey said, "You're misspeaking. Commissioner, I have to vote the way my commission directs me to. And I voted that way based on 30 years of history, precedent, and expectation, and ORS 777, and the same kind of philosophy that exists on the Morrow County side of the line. That Morrow County respects the responsibilities of the Port of Morrow the way the Port of Umatilla would expect from Umatilla County. But we don't get that same respect."

Vice Chair Shafer said, "You used to."

Chair Puzey said, "The millions and millions and millions of dollars that have redounded to the County over the last decade because of businesses that we have cited within the port district."

Vice Chair Shafer said, "So when we sat down and we hammered out a deal that you rescinded on, you

said that your board voted 5-0 to take that deal that you and I had hammered out, away."

Chair Puzey said, "And I immediately spoke to you after the vote and said, I will work with you. I will work with you. I will work with you. And to quote you from last week, to quote you from the last time, I dealt with you in that thing. That's what you said. I've always been willing to work with you. Drop the lawsuit. You can get in the room with the Commissioner of Law. You can talk to me about it. But you're not going to do that."

Vice Chair Shafer said, "The lawsuit's part of this motion."

Chair Puzey said, "But you're not going to do that. You're not going to drop the lawsuit, period, because you're too persistent."

Vice Chair Shafer said, "You're putting words into my mouth, sir. I said, and it's right here in black and white, that we will drop the lawsuit. It's literally in this motion that we will drop the lawsuit if these other conditions are met. So, you're sitting there saying, I'm not willing to drop the lawsuit. I am. It's right here in black and white. You have it in front of you."

Chair Puzey said, "Just drop the lawsuit. Commissioner Simpson, please."

Mr. Simpson said, "As soon as you started the lawsuit, we had to quit talking to anybody. Couldn't talk to you. The council said, no. Now I want to know, as a taxpayer in this county, as most of you are, one county group is suing other county groups. You know who the loser is in this whole deal? It's the taxpayers of Umatilla County and Morrow County. And I'll tell you what. This can all be known before the next election on some of the people involved."

Vice Chair Shafer said, "And that's fine. And I understand that. But this right here would solve all those issues."

Mr. Simpson said, "After it's all blown up."

Vice Chair Shafer said, "Okay, I know. Unfortunately, you are correct.

Chair Puzey said, "Okay, that's an interesting dialogue. We're going to move on to the work session, number six.

Vice Chair Shafer said, "So actually, I'd like to go back to this, Mr. Chair. I don't think we came to a resolution on this. So, if this goes back to the respective boards for consideration, can you come back for a motion and a vote?"

Chair Puzey said, "I have no idea what the other elected officials are going to say. I have no idea."

Vice Chair Puzey said, "Well, I'm asking you as the board chair, because you're the one who says what could go on the agenda and what cannot go on the agenda. So that's why I'm asking that question to you."

Chair Puzey said, "Commissioner, we voted on this. We reaffirmed the vote. What do you think the

likelihood is of us doing the same thing three times is?"

Vice Chair Shafer, "Okay. Again, you just said, as did one of your board members, you'd like this lawsuit to go away. This is a resolution."

Chair Puzey said, "It's as simple as you pick up the phone and just call the attorney and say, lawsuit's over."

Vice Chair Shafer said, "Just like it would be for you to resend the March 26th vote. This is a compromise that I think would work for everybody in the room."

Chair Puzey said, "Okay, your opinion is on the record."

Vice Chair Shafer said, "Okay, so with that, Mr. Chair, I'd like to make a motion. I make a motion that the Columbia Development Authority takes the following action. One, resend the March 26, 2024 vote to convey CDA property to the Port of Morrow and the Port of Umatilla and the CTUIR and the subsequent vote by the CDA to ratify the March 26, 2024 vote. Two, the CDA will distribute the CDA property as decided by the parties existing in each county. The Morrow County property will be transferred as determined by Morrow County, the Port of Morrow, and the CTUIR. The property will consist of, one, tract A and tract B, zoned Port Industrial, approximately 1,900 acres. Two, tract C, zoned EFU, approximately 634 acres. Plus three, those portions of the 4,019 acres of tract I, zoned Wildlife Habitat, located within Morrow County. The Umatilla County property will be transferred as determined by Umatilla County, the Port of Umatilla, and the CTUIR. The property will consist of tract F, tract G, tract G2, tract H, zoned Depot Industrial. Plus those portions of the 4,019 acres of tract I, zoned Wildlife Habitat, located within Umatilla County. Three, all litigation will be dismissed with prejudice, with each entity paying its own cost and attorney fees. That, Mr. Chair, is my motion."

Chair Puzey said, "I don't understand the portion from B on down. So, who are you saying the property is going to, John?"

Vice Chair Shafer said, "I'm sorry, which piece?"

Chair Puzey said, "Item B. Who gets which tract?"

Vice Chair Shafer said, "We're not saying who gets what tract. It goes back to the CDA, like it was before March 26. And going forward, if there's going to be any discussion about who gets what land, only the people in the Umatilla County side will decide that."

Chair Puzey asked, "That's the motion?"

Vice Chair Shafer said, "That's the motion."

Chair Puzey said, "There's been a motion. You've heard that. Is there a second?"

Mr. Tovey said, "Second."

Chair Puzey said, "It's been seconded. Why don't we do a roll call, Emily?"

Chair Puzey – No, Mr. Taylor – No, Mr. Wenholz – No, Vice Chair Shafer – Yes, Mr. Tovey – Yes.

Motion failed.

Mr. Taylor said, "With this motion, John, I will take this back to my board."

Vice Chair Shafer said, "I appreciate that. It sounds like I don't think the chair is going to bring it back. But I really respect and appreciate that. Yeah, thank you. You're willing to work with us."

Mr. Wenholz said, "During our next BOC, I'll hand this out to the other commissioners and your input and stuff. And I would like to correct something that you have said. And maybe you don't mean it this way. But this is the way I took it. There is not an explicit agreement between Morrow County and the Port on this. We've never had an official agreement."

Vice Chair Shafer, "Oh, my apologies."

Mr. Wenholz said, "It's just our belief, I think, Kim kind of paraphrased this. We have faith in what the Port has done in the past in our County. So, we have the faith to turn the property over to them and to develop it in the benefit of all of Morrow County. I just want to make it clear that there is not an agreement between Morrow County and the Port of Morrow."

Vice Chair Shafer said, "No, that was my impression that there was. And if there's not an official agreement, then I take that back."

Mr. Wenholz said, "I just want to say that, on the record."

Vice Chair Shafer said, "Yeah, no, thank you for bringing that up. I thought there was so, my mistake."

Chair Puzey said, "Thank you. And JD had a comment. Please, JD."

Mr. Tovey said, "In light of that, the failure, and it sounds like other people are interested in taking this back to their boards. I would like to make a motion that the CDA partners take this proposal back to their boards for discussion to bring back for the December meeting."

Vice Chair Shafer said, "I would second that."

Mr. Blanc said, "I would agree that we will take this back. I think we're going to do it. I don't think we need a motion. I mean, we've all agreed to do it."

Vice Chair Shafer said, "Oh, and I believe that. But my fear is that it won't come back on the agenda in December. And I think that's where Mr. Tovey is going."

Chair Puzey said, "JD has made a motion. Is there a second? Did you second it?"

Vice Chair Shafer said, "I did second it, yes."

Chair Puzey said, "Okay, motion and second that each member of the board will take the motion back to the respective entities that they represent. And Emily, would you please do the roll call?"

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

Motion carried.

5. **WORK SESSION**
    - A. BEO Checking Account Signers
    - B. Road Update
        1. Possible Line of Credit

Chair Puzey asked, "What do we need to do on the Bank of Eastern Oregon check signers? I know I'm a signer."

Mr. Smith said, "Thank you, Mr. Chair, members of the committee. Bank of Eastern Oregon checking account currently has the following signers on, Kim Puzey, John Shafer, Jeff Wenholz, JD Tovey, and Kelly Doherty. We need a motion to remove Kelly Doherty from the CDA bank account and replace her with Joe Taylor."

Mr. Wenholz said, "I make a motion to replace Kelly Doherty as the check signer and replace her with Joe Taylor as the Port's representative."

Chair Puzey said, "You heard the motion. Is there a second?"

Vice Chair Shafer said, "Second."

Chair Puzey said, "It's been moved and seconded that we have the signatures on the bank account up to date by those who represent their respective entities. And Emily, if you'd please do a roll call."

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

Motion Carries

Columbia Development Authority

Chair Puzey said, "Thank you. All right. For the good of the order, anybody else have anything else they'd like to share or say?"

Vice Chair Shafer said, "Did we skip the road update and possible line of credit? Did we skip something?"

Chair Puzey said, "Oh, I got too far. Oh, yes, I did. I didn't see that, thank you. Thanks for pointing that out. The road update, possible line of credit. Please, Greg."

Mr. Smith said, "Yeah. As you heard earlier from our IRZ Consulting and Anderson Perry, we are very close to being able to begin road construction. One of the items that the CDA is going to need in order to meet the cash flow needs of the project is a line of credit. On this, the way this project works, it's a reimbursement base from the state. Or we may be able to bill, but let me step back. We are going to be able to bill directly to the state. But there is a gap in time that perhaps we may go beyond 30 days, 45, or 60. And we don't want the experts, the contractors, to be hung out while we need to get payment."

Mr. Taylor said, "And how much would you think that would need to be?"

Mr. Smith said, "Based upon what I'm thinking, it's probably about $2.5 million."

Mr. Taylor asked, "So that would get the construction started and alleviate that time gap a little bit?"

Mr. Smith said, "And hopefully, we never have to use this. Hopefully, we don't have to. And the state will pay on a timely schedule. So, we submit our invoices. The state reviews them, then they pay them. What I'm concerned about, and maybe I don't need to be concerned, is that we're going to get into this. And that repayment is going to go 30 days. It's going to go 45. It's going to go 60. And all of a sudden, now, we have local contractors, perhaps, who are now playing the bank for the CDA."

Mr. Taylor asked, "And how would you go about getting that money, Greg?"

Mr. Smith said, "Traditionally, what we've used in the past is the Bank of Eastern Oregon. We've had a million-dollar letter of credit with the bank."

Mr. Taylor asked, "Would it be the same process for each entity to commit?" Mr. Smith said, "Yes, and keep in mind, the road is going to be split 50-50."

Chair Puzey said, "Thank you. For the good of the order, and as part of that, I would like us to discuss the date for our December meeting. I need to let you know that I will not be in town on the 14th through the 19th. I'd propose the 20th or the 23rd. Because otherwise, we're talking about having such a wonderful thing on Christmas Eve."

Mr. Smith said, “Special session has been called the 12th.”

Vice Chair Shafer said, “I'm going to conference the 18th through the 20th.”

Chair Puzey said, “Anybody want to do it on the 23rd, which is a Monday?”

Mr. Tovey said, “I'm available later in the afternoon.”

Chair Puzey said, “That I can do. Later than 1 or in the afternoon?”

Mr. Tovey said, “Probably after 1.30. Probably at the earliest, I'll be available.”

Chair Puzey said, “20th going once, twice?”

Vice Chair Shafer said, “23rd.”

Chair Puzey said, “23rd. Thank you, John.”

Mr. Taylor said, “And no, I won't. I won't be available on the 23rd.”

Chair Puzey said, “Um, I can go back as early as the 11th. But you've got a special session on the 12th. So how about the 11th? That I have a commission meeting on the 10th. So, I can keep my commitment that we made by taking this back to my board.”

Mr. Wenholz said, “I wouldn't be available, but I imagine Dave would be.”

Chair Puzey said, “The 11th?”

Mr. Wenholz said, “Correct.”

Chair Puzey asked, “Commissioner Schaffer, the 11th?”

Vice Chair Shafer said, “I can do the 11th.”

Chair Puzey asked, “Director Smith?”

Mr. Smith said, “I'll make the work.”

Chair Puzey said, “Commissioner Taylor, the 11th?”

Columbia Development Authority

Mr. Taylor said, "I can make that."

Chair Puzey said, "JD you say yes if it was after 1:30 on the 11th?"

Mr. Tovey said, "On the 11th? I'm available the afternoon of the 11th."

Chair Puzey said, "All right. Commissioner Taylor has some questions."

Mr. Taylor, "If we could go back. I was looking at my thing when we talked about the audit draft and such. Was there any action?"

Mr. Smith said, "I think it'd be better for us to wait 30 days prior to taking action, give everyone a chance to read it, and give me a chance to send out an explanation on it."

Vice Chair Shafer asked, "So will that come up on the December meeting, or no?"

Mr. Taylor said, "So we had questions at the Port if the actual budget is required. I think, talking with Eileen this morning or yesterday. It's confusing. So, I'm looking really for the CDA's attorney or somebody to enlighten us also."

Mr. Smith said, "Yeah because we weren't sure if we were required to do it or not. So, it sounds like we've now received direction. So, my intent was to take that to Schwabe and have them give us a final direction."

Ms. Ramos said, "Yeah, so Eileen at the Port of Morrow, and I think what Greg was bringing up too, was there's different budget laws. And ORS 294.316, you're not subject to. But there's another one that you are subject to. And it almost looked all the same. I didn't read them very detailed, because it doesn't matter. I didn't need to check dates. So, 294.900 through 294.930 looks like those are the budget laws that the filing is based on. So, if you can find something that says you are not subject to that, I mean, it's fully fine. If I see something, we can take it out of the audit. We don't get paid based on findings or anything like that."

Vice Chair Shafer asked, "294.930 what's the first one?"

Ms. Ramos said, "294.900 through 294.930."

Mr. Smith said, "And so Joe, that represented the confusion in the statements."

Ms. Ramos said, "Yeah, so I think it's very clear that you're not subject to 294.316, which I actually looked at the report. Because I was confused on that as well. I did a ton of research on this. Because it was very confusing, because there are not a ton of IGAs. They're like all on their own. So, I did put a

little bit more here in the report. Let me find the correct page. Because I thought I noted it. So, on page 15, under budget procedures, it lists those for us. That we're saying that the CDA needs to follow."

Mr. Smith said, "One last comment on this, guys. I'd like you to know, Rebecca, your firm's been awesome. You've been very professional. You've been very patient. So, thank you."

Mr. Taylor said, "What happened on the evaluation form?"

Chair Puzey said, "We talked about it. You and I had met, you had a form. We're working on the process. And that's going to be responsive to the board and the director. So, they can know we're making progress. We have a procedure."

Mr. Taylor said, "Are you looking for input from other entities on that? On the procedure for the evaluation?"

Chair Puzey said, "Not necessarily. Well, we can talk about it."

Mr. Smith said, "I think the way it's presented, it's fair."

Mr. Taylor said, "I was going to ask about the payments from Umatilla County. Where do we stand on that? I think that the last meeting, the CTUIR was up to date. But Umatilla County wasn't. Am I accurate in saying that?"

Ms. Collins said, "I do not have an update. I can check back in."

Vice Chair Shafer said, "I can't tell you that we have not paid. That I can tell you. I'm not going to speak for CTUIR, but."

Mr. Taylor said, "Well, the thing with this is that I understand your position. But you're here at the table asking for a motion, taking votes, approving things. So instead of a five-entity board, we're operating fiscally by four entity board."

Vice Chair Shafer said, "And one of the things we will do with this motion is we will pay all of our debts in full."

Mr. Smith said, "So Mr. Chair, one thing to consider is, in addition to Umatilla County's debts, the CDA has incurred $100,000 plus in debt that will continue to be handled one way or another."

Chair Puzey said, "As a defendant? I think that's probably true of each of the defendants. I mean, that's approximately what we're looking at."

Mr. Smith said, "Mr. Chair, what I'd share with you is the CDA does not have those resources."

Chair Puzey said, "Well, and to Commissioner Simpson's point, it's the same, at least on the Umatilla side, the same constituents being served by the same constituents. So, it's like they're getting double penalized, plus 20%, because the CDA is a defendant as well. So, it's 2.2 times more citizens who live in the Port of Umatilla District, which is the same as Umatilla County. Yeah, it just goes on and on and on for the Port of Morrow and Morrow County as well."

Vice Chair Shafer said, "It's an easy fix."

Chair Puzey said, "It's what?"

Vice Chair Shafer said, "It's an easy fix. You pass a motion, we pay it all, and as close as it goes away."

Chair Puzey said, "Yeah. Okay. Let's see. Anything else?"

Mr. Tovey said, "Mr. Chair, if I could, I mean, as much as I can, I'll commit the Tribe to repay the debts for our portions that we've not paid. I think our stance is that we've put an enormous amount of resources and time, our own capital, our own staff time, and for the success and the benefit of the CDA over the years. Like I said, my first meeting on this was when I was 14 years old in 87. So, we've been involved with this for a very long time. And I think our position is the lands were, I mean, it was part of it as an investment for ourselves. It was part of an investment. And so then to have that investment taken away from us is what our ire is."

Mr. Smith said, "Chair, one of the things I'd like to highlight, and only to get the dates, and the amounts, but for a period of time, CTUIR was on a contract with the CDA. It wasn't a large contract, but it was a contract for a position."

Chair Puzey said, "All right. Thank you, JD. Anybody? Anything else? OK. Enjoy your holidays."

6. FOR THE GOOD OF THE ORDER

7. EXECUTIVE SESSION

A. Litigation Update

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.

Columbia Development Authority

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).

There was no executive session.

Chair Puzey adjourned the meeting at 2:31pm.