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

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

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

Special Board Meeting Minutes

Monday, November 10, 2025
Time 3:30 pm
Location of Meeting: Port of Morrow
2 E Marine Drive, Boardman, OR 97818

1. CALL TO ORDER AND INTRODUCTIONS

Kim Puzey, John Shafer, Jeff Wenholz, JD Tovey, Joel Peterson, Greg Smith, Bob Blanc, Dan Dorran, Berit Thorson, Lisa Mittelsdorf, Brandy Warburton, Elizabeth Howard, Emily Collins, Aaron Palmquist, Josh Burns, Holly Miles, Kelly Doherty, Nick Warner, David Sykes

2. PUBLIC COMMENT PERIOD (3 Minutes Per Speaker)

3. WORK SESSION

A. Personal Services Contract
B. Motion to Exempt Personal Services Agreement from Procurement Requirements in Accordance with Procurement Policy
    1. Proposed Motion: The Personal Services Agreement between the CDA and Gregory Smith and Company LLC meets the definition of a "personal services contract" under the CDA's procurement policy and no further procurement requirements are necessary for the CDA to enter into the Agreement.
C. Other

Ms. Howard explained that the CDA has a policy in place that allows the Board to designate certain Personal Services Contracts as a type of agreement that doesn't require further procurement. The Board does however have to make a motion saying this Personal Services Contract falls within that exemption.

Chair Puzey asked if that was a separate motion than one that would select a Personal Services Contract. Ms. Howard said that is correct. Ms. Howard stated that the proposed motion is the one the Board would have to make in order to move forward with considering the proposed Personal Services Contract.

Chair Puzey stated that the Port of Umatilla cannot vote on the proposed contract today, but they can take the proposal to his Board for review at their next meeting.

Mr. Tovey said that any motion that allocates money that isn't already budgeted in, has to go to his Board for their approval before he can vote on it. He can, however, vote on the proposed motion listed on the agenda.

Mr. Blanc said that if the motion is on the exempt Personal Services Agreement, then the Port of Umatilla can vote on that. Chair Puzey stated that his Board said he can vote on the exemption, but not on the proposed Personal Services Contract. Ms. Howard stated that the draft motion does not award the proposed Personal Services Contract, just the exemption of the policy. She also said that making changes to the proposed motion is fine.

Mr. Peterson moved that the Personal Services Agreement between the CDA and Gregory Smith and Company LLC meets the definition of a "personal services contract" under the CDA's procurement policy and no further procurement requirements are necessary for the CDA to enter into the Agreement. Second by Mr. Wenholz.

Vice Chair Shafer asked to discuss the motion before voting. He asked why they would not go out to RFP on this as it is a lot of public dollars. Chair Puzey said that we are already in a contract with Greg smith. Ms. Mittelsdorf stated that it is not a contract, he is an employee of the CDA. Ms. Howard said the CDA has employees and does not currently have a Personal Services Contract for employees.

Mr. Peterson said that moving to a contract solves a lot of issues that the Port of Morrow has and that Mr. Smith is familiar with what is going on and fits this well. Vice Chair Shafer said it is in the CDA's best interest to go out to RFP. Mr. Tovey agreed. He said that the purpose of the exemption is not to review a current employee.

Chair Puzey called for a vote on the motion.

Chair Puzey – Aye.
Vice Chair Shafer – No.
Mr. Wenholz – Aye.
Mr. Peterson – Aye.
Mr. Tovey – No.

Motion Carries.

4. FOR THE GOOD OF THE ORDER

Mr. Wenholz suggested moving into executive session to review the proposed contract with Ms. Howard. Vice Chair Shafer said he didn't know why an executive session would be needed. Mr. Wenholz said he believed it would be to review the proposed contract with legal counsel. Ms. Howard said yes, it would be to review her comments and legal advice on the contract.

5. EXECUTIVE SESSION

A. Personal Service Agreement
B. Litigation

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

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

(f) The consider information or records that are exempt by law from public inspection.
(h) To consult with legal counsel regarding the legal rights and duties of a public body with regard to current litigation or litigation likely to be filed.

CDA Board moved into executive session pursuant to ORS 192.660 (2)(h) and ORS 192.660 (2)(f). No action was taken during the executive session. CDA Board moved back into open session.

Vice Chair Shafer asked where the direction came from to craft the contract. Chair Puzey said that he and Ms. Howard spoke because the CDA is up against the deadline of the Port of Morrow ending being the fiscal agent. One of the conditions that he understood from them was that they would continue as the fiscal agent if there was a Personal Services Contract in place. Since no one else was stepping up to be the fiscal agent, he initiated the conversation with Ms. Howard.

Mr. Tovey asked if that conversation happened unilaterally. Chair Puzey said he took it on unilaterally because to his understanding the fiscal agent would stop at the next Port of Morrow meeting. Mr. Tovey said he doesn't know if Chair Puzey has the authority to draft a contract and work with the attorney without direction of the Board. Mr. Peterson said he thought there was direction to do so. Ms. Mittelsdorf and Ms. Warburton said that in the last meeting Chair Puzey was asked to work with legal counsel.

Mr. Tovey said that the contract and a scope of work showed up in his email on Friday. He doesn't know where it came from, who wrote it, who negotiated it and who decided it needed to be done. Mr. Peterson said he agreed communication is not a strong point, but it is something to look at as a starting point. Mr. Tovey said he agrees but if they started working on it today, it would not be completed by the 12th.

Chair Puzey said CDA was not going to have a fiscal agent as of this coming Wednesday, so he was trying to work with legal counsel to address those issues. So, the necessity became prerogative. He offered to publicly apologize if needed. Mr. Peterson said he is seeing that this will replace the employee expenses on the budget, so it has some positives. He would like to see a better version of this move forward and he would like to talk about it now so it actually does move forward.

Mr. Wenholz said they should direct Ms. Howard to move forward with making the changes as discussed. Ms. Howard asked them to point out the specific paragraphs to make changes to. Mr. Tovey asked to add better language to eliminate the vagueness of the terminology used in section 13e. Ms. Mittelsdorf said contractor shall be provided with reasonable access to other contractors such as legal counsel and engineer of record upon request in paragraph 12c. Mr. Dorran said the last sentence of section 6 in the scope of work make should make sure CDA Board has the authority of the approval of outside consultants the contractor uses. Ms. Howard said she would include that in her next draft.

Ms. Howard asked to go back into the executive session. Mr. Dorran said other than BRAC compliance, there are no other requirements listed as a task order. Ms. Howard suggested adding the other requirements under task number one. She suggested adding IGA compliance under task number 6.

Mr. Wenholz asked if there was any other changes Port of Umatilla will want to see before they can approve the contract. Mr. Blanc said his hope is to have an answer from his Board at their next meeting. Mr. Dorran asked Ms. Howard when she could have the next draft sent out. Ms. Howard said she could have it out the next morning.

Mr. Tovey said that his Board holds the dream of having the 5 entities coming together for the development of the region. He said he wants to see development done right. He is deeply concerned that there is now a contract in front of them that is acting as a solution, but the solution is more of the same. If the land is distributed, it is his understanding that the CDA will become a reporting agency. Mr. Tovey stated that there is another solution to the CDA staffing problem and that is for the CDA to not have employees. Then, they could review RFPs and select the best fit for the organization. He said this contract was presented as the only solution and he feels like there are other solutions out there.

Mr. Wenholz said that they must have this document in place before they can go out for RFP. He suggested getting this approved and in place so they can move forward. Mr. Dorran asked if it had to be a three-year contract. He suggested starting with a year-long contract and then extending if desired. Mr. Wenholz said that we would hope that in a year the lawsuit will be settled, the responsibilities will be fewer, and they can revaluate in a year if needed.

Board Members agreed to send their comments to Ms. Howard so she can make changes to the document for them to review at their next meeting.

CDA Board went back into executive session pursuant to ORS 192.660 (2)(h) and ORS 192.660 (2)(f). No decisions were made during the executive session. CDA Board came back out of executive session.

Board members agreed to have their next meeting at 3:30 pm on Tuesday, November 25th.

Ms. Howard asked what the Board's plan would be if the Port of Morrow does not extend their deadline. Mr. Peterson said he is seeing movement, and he will take that message back to his Board.

Ms. Mittelsdorf read the list of requested changes to the contract. They included
- adding statements that would exclude lobbying advocacy
- on section 12c they would like to change the word accountants to auditors and add lobbyists
- add a verifying statement that the board can hire lobbyists outside of the Personal Services Contract
- build better language for section 13e.

Ms. Howard added fixing the language on paragraph 6 to be consistent with the rest of the document. Mr. Tovey said there needs to be attainable benchmarks and deliverables in the scope of work in exhibit A. He also mentioned that it is the Board's responsibility to review those, not Ms. Howard's. Mr. Tovey said he will take a crack at the scope of work and send it to Ms. Howard.

6. ADJOURN at 5:44 pm.

Documents referenced during the CDA Board Meeting:
Personal Services Contract
Procurement Policy