



APPROVED 11/21/17

MINUTES

BOARD OF COMMISSIONERS

SPECIAL MEETING

THURSDAY, NOVEMBER 2, 2017, 12:30 P.M.

POTB MAIN OFFICE – CONFERENCE ROOM

4000 Blimp Boulevard, Tillamook, Oregon 97141

1. Call to Order: Bob Olsen @ 12:30 p.m.
Recognition of Persons Present: Commissioners Bob Olsen; Jim Young; Carolyn Decker; Gerry Opdahl and Jack Mulder
Port Staff: General Manager Michele Bradley; Pami Boomer; Phyllis Rice; Christian Gurling; Aaron Palter and Margaret Amick
FOTAM Board Members: Jack De Swart; Bruce Lovelin
Adam Anderson, Attorney – Jordan Ramis (by phone)
K.C. Fagen – Tillamook PUD; Gus Meyer – Port Taxpayer; Don Aufdermauer – Property Owner; Kurt Mizze – Tilla-Bay Farms, Inc.; David Mast; Doris Mast
2. Public Comment for Items Not on the Agenda: Gus Meyer asked for a copy of the Strategic Business Plan update. Michele explained that the version available is from 2012 and that Mary McArthur from Col-Pac will be meeting with the Board to begin the process of updating the Plan again. She said the Plan will be available once completed.
3. Discussion of Letter from Tillamook PUD: KC Fagen presented the proposal and a draft of the contract to obtain the easements for the Oceanside transmission line. He provided a map of the route with the number and placement of the power poles along with an estimate of the POTB fees calculated from the Port's Fee Schedule. PUD is proposing an alternative to paying the encroachment fee annually. They want to make a single payment of 5 times the annual fee in exchange for an exclusive easement or, for a non-exclusive easement, a single payment of 50% of the amount of an exclusive easement. When Jim Young asked about the reason for the single payment option KC explained that it prevents surprise billings to PUD each year. Carolyn Decker asked what kind of feedback PUD has been receiving and KC replied that there is some support but also some extreme opposition. The route was selected in order to reduce the impacts on the farmland as much as possible; however, KC stated, if PUD can't come to an agreement with POTB for the easement then PUD may pursue eminent domain proceedings. Don Aufdermauer spoke in opposition to the project. He had presented a list of almost all of the property owners along the proposed route who are opposed to the project. Don said that the electric load has been dropping the last few years and that it isn't necessary to build another line. Kurt Mizze said that the Port should not reduce the fees to PUD since those fees will help establish the values for any eminent domain proceedings that may be initiated. Also, if the Port doesn't give PUD a break on the fees it will make the cost of the project higher which may make PUD find alternatives, such as upgrading current infrastructure. He also felt that, since the Board set the fee schedule at rates that reflected the value of the right of way, as a taxpayer he didn't feel that the Port should accommodate a single entity to that extent. KC countered that load rates are actually rising but the last few winters have been milder than usual and local industries are adjusting their consumption. These and other factors are skewing the statistics. The Board told KC that they are

not interested in an exclusive easement and they will need to discuss the proposal more thoroughly in an executive session.

RECESSED POTB BOARD MEETING AND ENTERED FOTAM MEETING: 1:12 p.m.

4. FOTAM Board of Directors – Michele Bradley
 - a. Welcome and Introductions – Board Directors: Jack De Swart; Bruce Lovelin; Carolyn Decker; Gerry Opdahl and Alan Evans (absent)
 - b. Review By-laws (FOTAM Action) - Michele asked the Board how they wanted to run the meetings for By-laws. She recommended not using Robert's Rules of Order but using the "Motion made, seconded, discussion and vote" system. She reviewed the By-laws; purposes, members, meetings - attendees will be the 5 Directors; also Phyllis Rice; Christian Gurling; Michele Bradley and Margaret Amick (to record minutes). Carolyn Decker has been nominated President and Secretary at this point in order to complete the required paperwork for establishing the 501(c)(3). The officers may be changed later if the Board desires. Michele continued reviewing the By-laws, pointing out differences between the requirements for the POTB Board and the FOTAM Board (which aren't as restrictive). There will be one joint meeting with POTB annually. FOTAM isn't required to have a budget and may use a basic Quickbooks type budget. The Museum has been collecting donations in a jar at the cash register and there is \$5800 seed money to help start out the fundraising. **Bruce Lovelin moved to Approve the By-laws, Jack De Swart seconded and the motion passed (4-0) Alan Evans absent.**
 - c. Review of Organizational Consent Minutes – Adam explained that, by signing the Consent in Lieu of the Organizational Meeting, the FOTAM Directors are unanimously agreeing to waive the organizational meeting to authorize the resolutions for establishing the Corporation. Adam was asked about the kind of insurance needed by FOTAM. He explained it is not a requirement to have a Directors and Officers policy but the FOTAM Board members preferred to have coverage. Gerry Opdahl asked about having coverage with SDAO under POTB's policy. Michele said she would check with the Port's agent to see how that could work. Adam explained that since FOTAM is strictly for fundraising and all the general operations for the Museum are still under the purview of the Port then the majority of the liability would fall on the Port.
 - d. Review IRS Forms SS-4 and 2848 – As President of the FOTAM Board, Carolyn will sign the Power of Attorney authorizing the attorneys to act on behalf of FOTAM and the form to apply for the Tax ID #. Michele asked Adam if he had any sources of information she use as a guide in her dealings regarding FOTAM since she doesn't have any experience with nonprofit rules. Adam told her that the operative statute for nonprofits is ORS Chapter 65, the Oregon Nonprofit Corporation Act which covers the duties and responsibilities of the Board members. Adam asked Michele if she would be interested in having his associate Matt Lowe give her suggestions for more information or possibly in a presentation and she said she is interested. Adam talked about handling donations, setting up a checking account and submitting paperwork to the IRS.
 - e. Discuss Mission, Vision, and Purpose with POTB Board – The Board agreed that education of the public; encouraging volunteer participation; and attracting donations for the repair of the Hangar are the main goals of FOTAM.
 - f. Scheduled next meeting for 1:00 p.m. Friday, November 17, 2017 at the Air Museum.

CONTINUE POTB BOARD MEETING: 2:10 p.m.

5. Manager Update
 - a. Plumbing repair issue – Michele reported the plumbing accident during a repair which caused water to flood the kitchen and into adjacent rooms at the Administrative Office. Servpro was called and was able to clean up the water but had to pull out the linoleum in the kitchen. The linoleum will be replaced as soon as possible. The plumbing company is responsible for the repairs.

- b. RV Park closure for winter is effective November 1, 2017.
- c. Update to Strategic Plan –Mary McArthur, Col-Pac EDD will be at the November 21 meeting to discuss with the Board the updating of the Strategic Business Plan.

Michele asked for volunteers from the Board to help her begin negotiations with Jessica Jung & Brandon Thompson from Oregon Coast Scenic Railroad. Jim Young and Bob Olsen volunteered.

- 6. Commissioner Comments: Gerry Opdahl as why the Port needs to be concerned about the Nehalem Scenic Waterway public comment notice. Jack Mulder said that the landowners would be severely restricted in what activities would be allowed on their properties. Jack intends to send a written comment before the end of the comment period.
- 7. Communications
 - a. Next Regular Meeting - Tuesday, November 21, 2017 @ 6:00 p.m., Confirm date – due to Thanksgiving Holiday
 - b. Office Closed November 10 for Veteran's Day
 - c. Veteran's Day Celebration at Air Museum – Saturday, November 11 at 11:00 am
 - d. Next Special Meeting – Thursday, December 7, 2017 @ 12:30 p.m., *if needed*
 - e. Confirm December meeting date availability
- 8. The Board will now recess to Executive Session as authorized by ORS 192.600 (2)(i) for performance evaluation of public officers and employees. Recessed @ 2:23 p.m. and entered Executive @ 2:30 p.m. Exited Executive & reentered Regular meeting @ 2:55 p.m.
- 9. Adjournment: 2:56 p.m.