



**APPROVED 08-17-2010**

**MINUTES  
OF THE  
BOARD OF COMMISSIONERS  
SPECIAL MEETING**

**HELD ON**

**Monday, July 26, 2010  
8:00 a.m.**

**AT**

**Port of Tillamook Bay  
4000 Blimp Boulevard  
Tillamook, Oregon**

**1. Call to Order**

Board President Jerry Dove called the special meeting to order at 8:00 a.m.

**2. Recognition of Persons Present**

Commissioners: Jerry Dove (President); Jim Young (Vice-President); John Ficher (Secretary); Bill Baertlein (Treasurer). **There is currently one vacancy on the Board.**

Staff: Michele Bradley (General Manager); and Aaron Palter (Project Coordinator).

Public: Scott Wickert (Oregon Coast Scenic Railroad).

Commissioner Dove recognized Scott Wickert and provided him the opportunity to address the Board.

**OTHER: Oregon Coast Scenic Railroad (OCSR) / Scott Wickert**

Mr. Scott Wickert discussed OCSR's desire to partner with the Port on an ODOT Transportation Enhancement Grant for moving the depot building from Third Street in Tillamook to the Port's Industrial Park for OCSR's use. The grant requires a government entity as a sponsor.

Mr. Wickert discussed OCSR's previous attempts to obtain grants for this purpose. This grant proposes \$39,500 to move the structure and an additional c. \$500,000 for structural improvements, including the reconstruction of a portion of the building previously lost to fire. Commissioner Young said he felt the grant amount was a bit high.

The Board discussed OCSR's current agreements with the Port. OCSR currently leases in the Industrial Park. OCSR's lease does not require them to pay anything to the Port until the restoration facility/museum is deemed as fit for occupancy, plus one year from that date.

The Board discussed the matter pertaining to the railroad trestle at the Trask River. The Port cannot run manned trains across this trestle because it has been deemed unsound. Mr. Wickert said he disagrees with the engineer's statement that the trestle is unsound; and said it could probably be repaired. Commissioner Ficher commented on the Port's liability regarding passenger train service over the Trask River trestle. Commissioner Young agreed; and he said that someone, not the Port, should look into this.

Commissioner Dove said the Port has subsidized OCSR's operations for a long time in the beginning; and he feels if OCSR is going to be running trains from the Port to Garibaldi at some point, they should be responsible for track maintenance. Ms. Bradley discussed OCSR's current maintenance of the rail line. Commissioner Baertlein agreed and said the Port cannot continue to subsidize these types of projects; and he also voiced his concern that applying for and/or obtaining this type of grant might affect the Port's ability to obtain future grants.

Commissioner Dove discussed the Port's need to determine what it can and cannot do with the railroad. The railroad has never made any money. Commissioner Baertlein agreed and suggested the Port examine placing a moratorium on any decisions regarding the railroad until after the FEMA Alternate Projects are completed. He said he would not support any railroad projects until the Port has an adopted long-term plan. His feeling was that anything the Port does related to the railroad at this point may have an effect on the future of the Port, without an identified plan. He also suggested that Port staff cannot continue to be loaded up on proposals. Port staff should be able to remain focused on the Alternate Projects; and the Board must remain sensitive to staff given the projects we already have. He understands the Port has other normal day-to-day operations it must deal with; however, the Board must remain sensitive to their current workload given the Port's current staffing levels. The Board briefly discussed Port staffing and their use related to railroad issues as well as the public perception of the Port's railroad related to maintenance of the track (i.e., weed spraying, crossing maintenance).

Ms. Bradley briefly discussed the role of the OTRA in decisions related to the Port's railroad. The Port's agreement with the OTRA places management decisions of the railroad in the hands of the OTRA.

The Board consensus was the presentation of OCSR does not change the Board's prior decision of July 20, 2010 not to participate in this grant process. If OCSR wants to seek a grant for this purpose, they will have to do it on their own.

#### **OTHER: Filling of Vacancy on Port Board**

The Board discussed filling the Board vacancy and candidates for the position. The Commissioners briefly discussed their preferences for the vacant position.

**Commissioner Dove said that he would entertain a Motion to appoint Georgine Beveridge to the position of Port Commissioner. Commissioner Ficher advanced the Motion. Commissioner Young seconded the Motion. There was no further discussion. The Motion was carried by a unanimous vote of all Commissioners present (4-0). Ms. Georgine Beveridge was appointed to the position of Port Commissioner.**

#### **3. Port of Tillamook Bay A/E Campus Wide Project – Discussion and Consideration of the Proposal Review Committee's Recommendation of the selected Contractor.**

Ms. Bradley discussed the recent RFP process related to this project. The Port received 14 proposals; 13 were responsive to the RFP. Ms. Bradley and Mr. Palter discussed the makeup of the review committee and the decision making process and referred to the scoring of the proposals shown on the dry erase board. Individual committee members were provided with a copy of each proposal and then these folks reviewed, evaluated, scored and ranked the proposals independently. This was a two-week process, with weekly meetings of the committee to discuss the status of the reviews. The committee met Friday, July 23 to present its evaluation forms and individual rankings, which were then tallied according to the individual ranking. Six of the seven members were present at this meeting. The Committee decided to rank the proposals using the six available rankings, where LRS Architects was revealed as the highest-ranked proposer. Commissioner Young commented on his role on the committee. Next steps were discussed. Cost will be part of the negotiation process with the selected Contractor. Mr. Palter said he received the scores from the seventh committee member two hours after the Committee's meeting; these rankings were identical to the Committee's, except for positions 8 and 9, which were reversed.

Mr. Palter said the Board is now being presented with the Review Committee's recommendation to adopt LRS Architects as the highest-ranked proposer and to direct Ms. Bradley to enter into negotiations with LRS towards a not-to-exceed fee contract for the project. The Board discussed including the Port's Counsel during the negotiations.

**Commissioner Young made a Motion to accept the Review Committee's recommendation of LRS Architects as the highest-ranked proposer. Commissioner Baertlein seconded the Motion. The Board discussed including Port Counsel in the negotiations. The Motion was carried by a unanimous vote of all Commissioners present (4-0).**

Mr. Palter discussed the Order for a Notice of Intent to Award a Contract, which is the next step in the public procurement process. The Notice of Intent must be provided to all plan holders. Mr. Palter read the Order.

**Commissioner Young made a Motion to adopt the Order for a Notice of Intent to Award a Contract. Commissioner Baertlein seconded the Motion. There was no discussion. The Motion was carried by a unanimous vote of all Commissioners present (4-0).**

#### **4. Workshop – Discussion of Port Policies**

Ms. Bradley discussed the personnel policy with the Board. Most of the changes in the policy were to address legal matters and to bring it current. She discussed the addition of a vacation and dress code provision to the policy. There is still a lot of work to do. She said that job descriptions need to be identified and described. The employee working on the policy has recently accepted another job away from the Port. Ms. Bradley said that once the policy updates are completed, she would like to address it on at least a quarterly basis.

Commissioner Dove discussed adding a clause to address employee/Board member interaction. Employees should not be allowed to lobby individual Board members. If employees wish to bring a matter before the Board, they have that right and should do it that way. There was a brief discussion of how to handle payments to employees who attend Board meetings. Ms. Bradley said that employees are only paid if they are asked to/required to attend a Board meeting.

The Board discussed the organizational makeup of the Port and the recent Office Administrator job offering.

(Commissioner Ficher left the meeting room at 10:01 a.m.)

Ms. Bradley and the Board discussed the form of how the aged payables report should be presented. The consensus of the Board was to be provided an aged payables report showing an up-to-date figure as of the date of the production of the Board packet. Commissioner Baertlein offered to review the Port's financials with Ms. Bradley. There was a Board consensus for this to occur. Ms. Bradley will report back to the Board on the results.

The Board discussed the Port's leases. The Board discussed previously provided language regarding lease defaults as too strong. Ms. Bradley and Mr. Palter responded that this same language is currently written into the majority of the Port's leases; and they discussed their desire for input and direction from the Board on how to handle leases (i.e., provisions, defaults and other matters involving security deposits, county taxes and other maintenance into lease rates). Commissioner Baertlein discussed the need to have a set lease policy in place. Commissioner Young discussed pricing structures for the Port's products (i.e., open space, industrial warehouse space, airport hangar space) and how to incorporate building improvements into leases with any revisionary clauses.

There was a discussion of how to address improper use of the airport hangars. Some tenants have been using them for personal use while others may be running a business operation out of their hangar, which is not allowable under their lease.

There was a Board consensus that Port staff work as it can to collect information on various lease policies/procedures and provide same with its recommendation to the Board.

**5. Additional Business (if any)**

Commissioner Dove requested to recess the meeting into Executive Session.

(The meeting was recessed into Executive Session between 10:52 a.m. and 11:09 a.m.)

**6. Public Comment**

None.

**7. Commissioner Comments**

Commissioner Baertlein discussed the Port's upcoming 100<sup>th</sup> year anniversary. Ms. Bradley said the Port will be hosting a booth at the Fair as the jumping board for this.

**8. Adjournment**

The special meeting was adjourned at the hour of 11:10 a.m.

These Minutes were recorded and reduced to typewritten form by Aaron Palter, Project Coordinator.