

**PRELIMINARY AGENDA FOR REGULAR MEETING**

**August 2, 2023**

**I. SPECIAL MEETING WORKSHOP**

WPPA Guide Chapter 9

**11:00 AM**

**II. OPEN SESSION**

Pledge of Allegiance

**12:00 PM**

**PUBLIC COMMENT**

Speakers are asked to keep their comments to less than 3 minutes. Please feel free to submit comments in writing to the Chief Executive Officer.

**CONSENT ITEMS**

All matters listed under Consent Items have been distributed to each member of the Commission for review, are considered routine, and will be enacted by the motion of the Commission with no separate discussion. If separate discussion is desired, that item may be removed from the Consent Items and placed under Action Items by request.

**A.** Approval of Minutes of the Regular Meeting on July 19, 2023.

**B.** Approval of Checks

**NEW BUSINESS/DISCUSSION ITEMS**

**C.** Mary Janes Glass Production Lease Addendum- Derek Jaeger

**PUBLIC COMMENT**

Speakers are asked to keep their comments to less than 3 minutes. Please feel free to submit comments in writing to the Chief Executive Officer.

**ACTION ITEMS**

**D.** Mary Janes Glass Production Lease Addendum

**STAFF REPORTS & COMMENTS**

**COMMISSIONER REPORTS & DISCUSSION**

**ADJOURN**

**Regular business and meetings that may be attended by members of the Commission:**

**Date**

**Meeting**

**August 4<sup>th</sup>, 2023**

**Downtown Camas First Friday**

**August 26th, 2023**

**Wheels & Wings**

(\*Denotes events that in which two (2) or more Commissioners may attend)

Join the meeting on the Conference Call Line: (253) 215-8782

Meeting ID: 829 0393 6339, Password: 154722 or via this video link:

<https://us06web.zoom.us/j/82903936339?pwd=U01pdWY1V0tES3dMZWFkNjJNbUNVZz09>

**MINUTES OF THE REGULAR COMMISSION MEETING  
PORT OF CAMAS-WASHOUGAL  
July 19, 2023**

By: Mackenzey Johnson, Administrative Assistant

A Regular Meeting of the Commissioners of the Port of Camas-Washougal was held in person and virtually at the Port Office at 24 South 'A' Street, Washougal, WA on Wednesday, July 19, 2023, at 12 pm. An Executive Session was held prior to the Regular Meeting at 11:15 am to discuss one matter related to Personnel Evaluation. The Executive Session was expected to last 45 minutes. The Executive Session adjourned at 12:00pm when the Regular meeting began.

PRESENT: Commissioner Cassi Marshall, Commissioner Larry Keister, Commissioner John Spencer, Chief Executive Officer David Ripp, Director of Finance Krista Cagle, Director of Business Development & Real Estate Derek Jaeger, Director of Facilities Eric Plantenberg, Attorney Carolyn Lake, Administrative Assistant Mackenzey Johnson, and members of the press and public. The public has access in person and through a designated Zoom conference call line or video link.

At 12:01 following the Pledge of Allegiance, Commissioner Spencer called to open the Regular Session public meeting to order. This meeting is being video recorded, and the chat function has been disabled.

**PUBLIC COMMENT #1:**

No comment.

**CONSENT ITEMS**

**Minutes & Checks**

Minutes from the Regular Meeting on July 5, 2023, and electronic payments and the issuance of general fund checks 8900-8939 and printed check numbers 50132-50133 in the total amount of \$395,918.97 were presented for approval. After a brief discussion, a motion was made by Commissioner Keister and seconded by Commissioner Marshall, the minutes and electronic payments and checks were carried unanimously.

**NEW BUSINESS / DISCUSSION ITEMS:**

**4<sup>th</sup> of July Discussion-Chief Executive Officer David Ripp:**

Chief Executive Officer David Ripp stated that he has had a couple of conversations regarding Port's 4<sup>th</sup> of July event moving forward. Ripp stated that he is concerned about the future of the event because of the Port's venue size, parking, and overall safety concerns. As an example, Ripp stated that a woman had a seizure at the end of this year's 4<sup>th</sup> of July event in the parking lot and the Fire Department and EMS had a terrible time getting to the woman because of the traffic. Ripp also stated that he is concerned with RKM's development on the Washougal waterfront impacting parking even more because of the construction that will have started by that time. Ripp wanted to start the conversation about perhaps putting on a different event in the summer months instead of a 4<sup>th</sup> of July event. A summer concert, a Saturday market, and an art festival were all discussed. Ripp stated that he doesn't know of another venue in the Camas or Washougal area that has the size to accommodate an event of this nature. He also made a comment on the few event goers that were bad

apples that caused uncomfortable situations for the Port staff, the City of Washougal staff, and the Boy Scouts that helped with the event. Commissioner Marshall stated she had mixed feelings because the event is something the community values but, she understood the constraints and the safety concerns. Ripp talked about potentially seeking out the Clark County Fair Grounds as a future venue. That way all the cities in the county could be involved and there could be a stronger police presence. The City of Washougal Mayor Stuebe also commented stating that although he thought the 4<sup>th</sup> of July was a great party, he understood why we were starting to have this type of discussion.

#### **Employment Contract Amendment-Chief Executive Officer David Ripp:**

Chief Executive Officer David Ripp stated that this contract amendment would extend his contract for 5 more years. This contract would be effective today, July 19<sup>th</sup>, 2023, and run through 2028. Commissioner Keister added that he thought extending David Ripp's contract was a great idea due to his focus on completing industrial buildings, the collaboration with Killian Pacific, and new docking agreements for the Port. Commissioner Keister stated that Ripp is an excellent leader for the Port. Approval will be requested during action items.

#### **PUBLIC COMMENT #2:**

No comment.

#### **ACTION ITEMS:**

##### **Employment Contract Amendment:**

Commissioner Marshall requested formal approval of the Employment Contract Amendment as presented during discussion items. Upon motion by Commissioner Marshall by Commissioner Keister and carried unanimously, the approval of the Employment Contract Amendment effective July 19, 2023.

#### **STAFF REPORTS & COMMENTS**

##### **Chief Executive Officer-**

Chief Executive Office David Ripp stated that he has not had a real opportunity to dive further into researching the SayWeather system for Grove Field. He stated that he should have some talking points by the next Commission meeting that he attends. Ripp stated that David Sinclair was able to speak to George Braly, the CEO of GAMI last week on G100UL and he had some good news to share. GAMI's first market push will be in Washington, Oregon, and California. They also discussed whether a non-binding letter of intent including the amount of fuel a month desired would move the Port up on the priority list. Ripp shared that Sinclair stated that if that was the case, he suggested GAMI could extend a possible discount on the STC to all tenants of Washington Port owned airports and George agreed to do so. The exact discount will be discussed later.

Ripp also touched on upcoming events. Lunch with Dave will be on July 27<sup>th</sup> at 11:30am at Excelsior High School. However, if the event draws less than 30 people then it will be at the Port of Camas-Washougal in the conference room. Downtown Camas' First Friday will be August 4<sup>th</sup> from 5pm-8pm. Ripp also disclosed that he will be out of the office the first week of August and the first week of September.

##### **Director of Business & Real Estate-**

Director of Business & Real Estate Derek Jaeger stated that he may have multiple new agreements coming up as well as pre-negotiations. Jaeger stated that he has an interested party in the last bay

of Building 20 now as well. Jaeger also mentioned that the Port has lost the ice vendor at the marina stating the vendor wasn't making enough money to keep the lease active.

#### **Director of Finance-**

Director of Finance Krista Cagle touched on several upcoming events. Cagle stated that the Port will have a booth at the City of Washougal's National Night Out on August 1<sup>st</sup> at Hathaway Park. Activities at the event will include an ice cream social and a Washougal Police Department dunk tank. Cagle stated that Wheels and Wings will be on August 26<sup>th</sup> from 11am-3pm at Grove Field. Cagle also stated that she is wrapping up the audit at the Port and the new accounting software goes live on August 7<sup>th</sup>.

#### **Director of Facilities-**

Director of Facilities Eric Plantenberg spoke about the Larch Mountain Correctional Facility closing its doors this Fall. Plantenberg stated that the closure could be devastating for the community. He stated that the inmates help our local community with firefighting and grounds maintenance. Plantenberg stated that these services in turn save residents tax dollars because they offer these services at an extremely discounted rate. Commissioner Keister stated that he would like to know if the Port could be involved in a conversation by writing a letter to the correctional facility trying to convince them to keep their doors open. Mayor Stuebe also stated his support for doing so.

### **COMMISSIONER REPORTS & DISCUSSION**

#### **Commissioner Keister**

Commissioner Keister spoke about the importance of community outreach. Keister stated that having booths at events such as First Friday and events such as Wheels and Wings are important to hear what the community has to say. Keister also stated that he recently had the opportunity to join the Georgia Pacific Mill Clean Up Advisory meeting. He stated that they would like to increase the number of people on said committee. Keister also stated that the commissioners have been invited to ride in a van with the Port of Ridgefield commissioners to the WPPA event up at the Alderbrook Resort in Union, Washington this upcoming week.

#### **Commissioner Marshall**

Commissioner Marshall stated that she wanted to say congratulations to the City of Washougal for the 40-million-dollar grant for 32<sup>nd</sup> street again. Commissioner Marshall also stated that she and her fellow commissioners were going to attend a WPPA conference next week and they had been assigned a homework assignment. The homework assignment included pointing out one success for their Port and one challenge. Marshall stated that she thought the biggest success at our Port was the new unleaded fuel option and the fact that The Port of Camas Washougal is so committed on being environmentally friendly. She also touched on the community solar project. Marshall stated she thought the main challenge for the Port was funding. The last thing Marshall touched on was that she would be going to an event on August 4<sup>th</sup> about early learning and childcare put on by the Vancouver Chamber of Commerce.

#### **Commissioner Spencer**

Commissioner Spencer stated that he attended the entrance audit for the Port. He also stated that he wanted to be present at the exit conference for the audit as well when it wraps up.

**Date**

**August 4<sup>th</sup>, 2023**

**August 26<sup>th</sup>, 2023**

**Meeting**

**Downtown Camas First Friday**

**Wheels & Wings**

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## FIRST ADDENDUM TO LEASE

This FIRST ADDENDUM TO LEASE is made this day by and between the PORT OF CAMAS-WASHOUGAL, a Washington state public port district hereinafter called "**Lessor**", and Mary Jane Glass Production, LLC, a Washington limited liability company licensed to do business in the state of Washington with principal place of business of 477 S 28TH ST, WASHOUGAL, WA, 98671-2565, hereinafter called "**Lessee**" and collectively referred to as "**Parties**".

WHEREAS, Lessor and Lessee entered into that certain lease dated August 6, 2013, regarding Premises located at Lessor's Industrial Building No. 5, located at 477 South 28th, Washougal, Clark County, Washington 98671, as shown in **Exhibit "A"** attached hereto and incorporated by this reference (hereinafter called the "Premises") hereinafter collectively referred to as the "**Lease**"; and

WHEREAS, pursuant to the agreement reached between Lessor and Lessee, the Lease shall be modified as set forth below.

NOW, THEREFORE, Lessor and Lessee do hereby amend the Lease follows:

1. Definitions. All capitalized terms used in this First Addendum, unless specifically defined herein, have the same meanings attributed to them in the Lease.
2. Section 2 of the Lease, regarding TERM, is amended to add the following provisions:

Option to Extend Conditionally Granted. In addition to the initial term and first set of Options of this Lease, which terminate September 30, 2023 ("**Initial Term & Options**"), Lessor grants to Lessee an option to extend this Lease for one (1) additional five (5) year term ("**Third 5 Year Term**") , and Lessee shall have the option to extend the term of this Lease for two additional five (5) year options ("**Fourth 5 Year Term**" and "**Fifth 5 Year Term**"), provided that Lessor receives written notice of Lessee's intent to exercise the option(s) at least sixty (60) days prior to the expiration of the Initial Term & Option ("Option Notice") and provided further that Lessee is otherwise in compliance with all provision of the Lease at the time of said Option Notice and Lessee remains in compliance with the Lease terms. The absence of Lessee providing timely Option Notice will be deemed to be notice that Lessee intends to vacate upon expiration of the then-current term. All other applicable provisions of the Lease Section 2 remain in full force and effect.

3. Section 4 of the Lease, regarding RENT, is hereby deleted entirely and replaced as follows:

Section 4. RENT. Lessee shall pay to Lessor, without any notice or demand, and

without setoff or deduction, in addition to taxes, assessments and other charges required to be paid hereunder by Lessee, base rent for the Premises ("Base Rent") in the below stated amounts for the Third 5 Year Term, and, in addition to the Base Rent specified above, Lessee shall pay to Lessor with each monthly Base Rent payment the Washington State Leasehold Tax ("SLH TAX") on the leased Premises, which tax is currently 12.84% of the monthly rental payment.:

	Base Rent	SLH Tax	Combined Rent
Rent for 10/1/23 to 3/31/24:	\$4,225.00	542.49	\$4,767.49
Rent for 4/1/24 to 9/30/24:	\$ 4,745.00	609.26	\$5,354.26
Rent for 10/1/24 to 9/30/25:	\$ 5,500.00	706.20	\$6,206.20
Rent for 10/1/25 to 9/30/26:	\$ 5,665.00	727.39	\$6,392.39
Rent for 10/1/26 to 9/30/27:	\$ 5,834.95	749.21	\$6,584.16
Rent for 10/1/27 to 9/30/28:	\$ 6,010.00	771.68	\$6,781.68

Base Rent for Fourth 5 Year Term and Fifth 5 Year Term. Prior to the entry of any Lease extension for the Fourth 5 Year Term and Fifth 5 Year Term(s), Lessor and Lessee mutually agree on a new Base Rent rate, which shall be equal to the fair market value of the leasehold interest at the time of each Option Notice. If Lessor and Lessee cannot agree upon the fair market value of the leasehold interest by the preceding July 30<sup>th</sup> prior to the commencement of either the Fourth 5 Year Term and Fifth 5 Year Term, then the Lessor and Lessee shall hire an MAI appraiser who will, by appraisal, establish the fair market value of the leasehold and the Base Rent for the respective Option Term(s). If Lessor and Lessee cannot mutually agree on an MAI appraiser by the preceding July 15<sup>th</sup> prior to the commencement of either the Fourth 5 Year Term and the Fifth 5 Year Term, Lessor shall select the MAI appraiser. In all cases, the cost of the appraisal shall be shared equally by Lessee and Lessor.

Rental payments are payable in advance on the 1st day of each month during the term of this Lease.

Lessee agrees to pay a late charge, in an amount equal to 7% of the monthly rental payment then due with any rental or leasehold tax payment which is not received in full by Lessor by the tenth day of the month.

4. Section 5 of the Lease, regarding "SECURITY DEPOSIT" is amended as follows:

The amount of the security deposit to be posted by Lessee with Lessor on or before 10/1/23 is amended from \$4045.31 to the new amount of \$6,781.68, a difference of \$2,736.37, which includes SLH Tax amount.

5. Savings. Except as expressly modified as specifically provided by this First



Addendum, the terms of the original Lease shall remain unchanged and in full force and effect, and Lessor and Lessee hereby affirm and shall fully comply with the terms of original Lease and this Addendum.

**[signatures on following page]**

IN WITNESS WHEREOF, the Parties have executed this FIRST ADDENDUM TO LEASE effective this 19th day of July 2023.

LESSOR:

LESSEE:

PORT OF CAMAS WASHOUGAL

MARY JANE GLASS PRODUCTION

a Washington port district corporation

a Washington state limited liability company

By: \_\_\_\_\_  
Port Chief Executive Officer  
Printed Name: David Ripp  
Date: \_\_\_\_\_

By: [Signature]  
Its Managing Member  
Printed Name: ROBERT SABERI  
Date: 7/19/23

STATE OF WASHINGTON )  
: ss  
County of Clark )

[Signature] David Saberi

On this 19th day of July, 2023, before me personally appeared David Ripp to me known to be the Chief Executive Officer of the Port of Camas Washougal, a Washington state public port district that executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of such party, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument.

GIVEN under my hand and official seal the day and year last above written.

(SEAL) NOTARY PUBLIC  
STATE OF WASHINGTON  
AMIE MARYE BITTLE  
MY COMMISSION EXPIRES  
FEBRUARY 06, 2027  
COMMISSION # 23006917

Amie Marye Bittle  
Notary Public in and for the State of  
Washington, residing at Clark County  
My commission expires 02-06-2027

STATE OF WASHINGTON )  
: ss  
County of Clark )

On this 19th day of July, 2023, before me personally appeared Robert Saberi, to me known to be the Managing Member of MARY JANE GLASS PRODUCTION, LLC, a Washington state limited liability company that executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of such party, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument.

GIVEN under my hand and official seal the day and year last above written.

(SEAL) NOTARY PUBLIC  
STATE OF WASHINGTON  
AMIE MARYE BITTLE  
MY COMMISSION EXPIRES  
FEBRUARY 06, 2027  
COMMISSION # 23006917

Amie Marye Bittle  
Notary Public in and for the State of  
Washington, residing at Clark County  
My commission expires 02-06-2027





**WILSON ASSOCIATES**  
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