PRELIMINARY AGENDA

REGULAR MEETING
December 2, 2020

I. OPEN SESSION
PLEDGE OF ALLEGIANCE

- CONSENT ITEMS
  A. Approval of Minutes – Kim
  B. Approval of Checks – Kim

- NEW BUSINESS/DISCUSSION ITEMS
  C. Commission Meeting Dates – David
  D. Strategic Planning Update - David
  E. Commissioner By-Laws - David

- ACTION ITEMS
  F. Commission Meeting Dates - David
  G. Commissioner By-Laws – David

STAFF REPORTS & COMMENTS
H. Chief Executive Officer, Chief Operating Officer and Director of Planning and Development

- COMMISSIONER REPORTS

- PUBLIC COMMENT [3 min. apiece]

- ADJOURN

On March 24, 2020 a new Governor’s proclamation went into effect regarding public meetings. By order of Washington State Governor Jay Inslee, Proclamation 20-28.13, the Regular Commission Meeting will be available to the public (only) by conference or video call. This meeting is accessible via conference or video call at: +1 (253) 215-8782, Meeting ID: 929 6284 2901, Password: 133727 or via this video link:
https://zoom.us/j/92962842901?pwd=RzkzMTZVWTRwbmU1eW1rOXNWSk5Edz09
A regular meeting of the Commissioners of the Port of Camas-Washougal was held at the Port Offices, 24 South 'A' Street, Washougal, WA, on Wednesday, November 18, 2020, at 12:00 pm.

PRESENT: Commissioners Larry Keister, Cassi Marshall, and John Spencer; Chief Executive Officer David Ripp; Chief Operating Officer Kim Noah; Business Development Manager Derek Jaeger; Office Assistant Cynthia Vaznaugh; Legal Counsel; port staff members; and members of the press and public. The general public has access through a designated conference call line and Zoom video.

At 12:00 pm, following the Pledge of Allegiance, Commission President Larry Keister called the Open Session public meeting to order, noting that because of Governor Inslee's Proclamation 20-28.13, the Commission is social distancing and at least 10 feet apart.

• CONSENT ITEMS
  • Minutes
    Commissioner Keister presented Minutes from the November 4, 2020 – Regular Meeting. Reading of the Minutes were dispensed with; it is noted that copies had been provided previously to all Commissioners. After a brief discussion, a motion was made by Commissioner Spencer, seconded by Commissioner Marshall. November 4, 2020 - Regular Meeting minutes carried unanimously.

  • Claims / Checks
    After review and brief discussion, upon motion by Commissioner Spencer, seconded by Commissioner Marshall and carried unanimously, the electronic payments and the issuance of general fund checks 6819-6856 and 6857-6893 Voided in the total amount of $214,712.32 were approved as presented.

• NEW BUSINESS / DISCUSSION ITEMS
  • 2021 Preliminary Budget Review
    Chief Operations Officer Noah presented the 2021 Preliminary Budget asking if anyone had questions. No questions asked. Noah stated that the 2021 Final Budget would be presented for approval during Action Items after any Public Hearing comments.

  • Resolution 9-20 2021 Tax Levy
    Chief Operations Officer Noah stated that this would be the first approval of the budget is to approve the 2021 Levy. She noted that this Resolution is asking that we do the maximum of .602% because of the implicit price deflator for next year. The following Resolution of IPD Tax Levy will be requesting for the full 1%. She said approval of the Resolution would be requested during Action Items. No decisions were made.
• **Resolution 10-20 IPD Tax Levy**
  Chief Operations Officer Noah stated that this Resolution would be requesting the full 1%.

Commission Keister asked for discussion on Resolution 9-20 and 10-20. There was no discussion. The approval of the Resolution would be requested during Action Items. No decisions were made.

• **AP-1 Lease Amendment**
  Business Development Manager Derek Jaeger presented for approval an Amendment to Flyit’s AP-1 lease agreement to add the basic language of aircraft maintenance into the lease language on the hangar's westside bay. Commissioner Keister stated that approval of the Resolution would be requested during Action Items. No decisions were made.

• **Commissioner By-Laws**
  Chief Executive Officer David Ripp presented the Commissioner By-Laws. The development of this document was the result of conversations with Commissioner Spencer and David Ripp. The purpose of the By-Laws is to layout the process and procedures for the commissioner meetings and ethics guidance and interpretation as we grow and for the future Port commissioners.

Commissioner Spencer commented concern for ground rules during and after meetings and expectations. There are two places in the document that addresses this. Article IV section 7 – any member of the Commission may ask any individual questions with decorum and respect. Under section V, section 5, Executive Session – all executive sessions will be kept confidential.

Commissioner Keister welcomed the opportunity to review what the rules are from time to time. Commissioner Marshall stated the advantage of having it would be for onboarding new commissioners. Ripp noted that the By-laws would be reviewed annually. No decisions were made. No action was requested.

Commissioner Keister recessed the regular meeting to open the Public Hearing

**PUBLIC HEARING to Approve the 2021 Preliminary Budget**

At 12:15 pm Commissioner Keister opened the public hearing to hear comments from the public on the 2021 Preliminary Budget.

Commissioner Keister called for comments from the public three times, no comments were presented.

Commissioner Keister then closed the public hearing.

• **PUBLIC COMMENT #1**
  Kent Mehrer, Camas Washougal Aviation Association: Stated tomorrow's meeting will be postponed until next Tuesday the meeting will be a Zoom meeting. He also mentioned that everything else will be canceled for the rest of this year. Chief Operating Officer Noah asked that Kent email the Zoom link to staff members Sadie Hayes and Derek Jaeger. Kent stated the
next meeting will include elections of officers and plans for the upcoming year.

Carrie Schulstad, Downtown Camas Association: Expressed gratitude to David Ripp and John Spencer for being willing to meet with DCA and an urban developer this coming Friday and for their positive interest in downtown Camas.

- **ACTION ITEMS**
  - **Adopt Resolution 9-20  2021 Tax Levy**
    Commissioner Keister requested the adoption of Resolution 9-20 2021 Tax Levy. Upon motion by Commissioner Keister, seconded by Commissioner Marshall and carried unanimously, Resolution 9-20 was adopted as presented, effective January 1, 2021.
  - **Adopt Resolution 10-20 IPD Tax Levy**
    Commissioner Keister requested the adoption of Resolution 10-20 IPD Tax Levy. Upon motion by Commissioner Keister, seconded by Commissioner Spencer and carried unanimously, Resolution 10-20 was adopted as presented, effective January 1, 2021.
  - **Adopt Final 2021 Budget**
    Commissioner Keister requested formal approval of the 2021 Final Budget. Upon motion by Commissioner Keister, seconded by Commissioner Marshall and carried unanimously, the Final 2021 Budget was adopted as presented, effective January 1, 2021.
  - **Approve AP-1 Lease Amendment**
    Commissioner Keister requested a motion to adopt the AP-1 Lease Amendment as presented during Discussion Items. Upon motion by Commissioner Keister, seconded by Commissioner Spencer and carried unanimously, the AP-1 Lease Amendment was approved, effective November 18, 2020.

- **STAFF REPORTS & COMMENTS**
  - Chief Executive Officer David Ripp's verbal report included:
    - Strategic Planning Update – Next week, MFA is kicking off with stakeholder, Commission and staff interviews to help guide them through the 1st phase of the process. MFA will be attending the December 2 board meeting; they will focus on introducing the strategic update process. More specifically, the items that will be covered in this workshop will include:
      - Introduction to strategic planning, the CSHI, and the Port's process.
      - Review of the statutory authorities of ports, to the extent necessary ("Ports 101").
      - Review the Port's current plans' format and structure and determine the documents' preferred format and design resulting from this current process.
    - Waterfront Development - The Development Agreement's (DA) are being led by Mark Miller and are currently with the City for their legal review. Continuing to develop the Master Lease Agreement (MLA) and the attorneys are involved in the review. The MLA is not ready for draft review yet. Based on the Master Plan and the realignment of
the entrance into the waterfront, RKM will begin the process of hiring an engineer for this A&E work. The WSDOT roundabout process could take some time; we want to set up our pre-design/application meeting to understand their processes and requirements thoroughly.

- The 3-Ports Meeting tomorrow at 3:00 pm. The Zoom link is posted on Port's website.
- A reminder that minutes and check information is on the table in David Ripp's office awaiting Commissioner's signatures.

- **COMMISSIONER REPORTS**

  Commissioner Marshall thanked Doris and Kurt for keeping the Waterfront Park and Trail beautiful, and it is so vital at this time and the most beautiful spot in this area. She met with Ridgefield and Vancouver Port Commissioners recently in preparation for the 3-Ports meeting to learn about other projects at their ports and their experience. The Community Chest meeting was last week, and it is their new grant cycle time. They will disperse approximately $100,000 grant that will go directly into our community. The Camas-Washougal Rotary is now partnering with Community Chest to help infuse more money into the grant program. Last week, the Camas Library had another great racial/equity speaker talk about equity in the Supreme Court. Camas City Council met this week, and they are working on the budget, legislative priorities. She stated that the Port is in sync with many of the same legislative priorities on infrastructure and transportation. The Parkersville Advisory Committee met last night. Susan Tripp, a member, has been working closely with Clark County Historical Museum on Zoom video tours of the park. This Friday, they will focus on the Washougal cemetery. The tree identification project is moving forward.

Commissioner Spencer talked about the email that requested EV Car charging stations and asked what its status is. Ripp replied it is a part of the UBC building code; therefore, it will be part of the Building 20 project and the Waterfront development. It will be included in our future projects. Spencer asked if Camas reached out to the Port regarding Highway 500. David Ripp replied that they had not, but he would follow up with them. Spencer stated he would follow up with a couple of the Camas City Council members for legislative opportunities to collaborate. David Ripp noted coordination between Camas and Washougal City Administrators and the Port on the Slough Bridge Project. Spencer asked Marshall and Keister if there was any conflict with him advocating TIF (Tax Incremental Financing) through the port. Neither expressed concern. Spencer stated there is movement on the state level on Carbon Tax and that WPPA will want to take a position on it with this legislative cycle. He said he is supportive of it and WPPA. Marshall recommended looking at the work other ports are doing. He also recommends to be safe, mask up, and to order out to support our local restaurants.

Commissioner Keister spoke about the EV Charging Stations need to be associated with restaurants/cafes. When doing our Waterfront development, this will be an ideal location for a charging station. He spoke about Washougal City Council looking into broadband and discussed the need and support from all three ports for the infrastructure. He stated there are several agencies interested in it.
• PUBLIC COMMENT #2
Martha Martin, Washougal, expressed concern about the Christmas Ships Event and how the port will educate the public, so they understand what they need to do. Noah said we have been dealing with this situation all summer, and that we have been encouraging people to follow the guidelines. Noah also mentioned that this is not a port event and that people can go anywhere to view the Christmas ships. Ripp also commented that summer messaging has been sent out of wearing a mask and social distancing.

The meeting adjourned at 12:54 pm.

PORT OF CAMAS-WASHOUGAL COMMISSION

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Commissioners
# 2021 Commission Meeting Calendar

*First and Third Wednesday*

Per Resolution 5-10

<table>
<thead>
<tr>
<th>Month</th>
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<tr>
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PROPOSED & RESTATED

Port of Camas-Washougal Commission Bylaws

Article I. PREAMBLE

The Port Commission is the legally constituted governing body of the Port of Camas-Washougal. As a governing body of a special purpose public port district, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives.

These Bylaws shall constitute the rules governing the transaction of business by the duly elected Port Commission. Commissioners shall faithfully perform all duties of office. Commissioners shall abide by the principle that “public service is a public trust.” Commissioners shall uphold the integrity, impartiality and independence of the Commission and shall encourage and promote accountability, transparency and public confidence by their actions.

Commissioners shall safeguard the integrity Port of Camas-Washougal as a public agency. It is the mission of the Port of Camas-Washougal to make strategic investments and develop effective partnerships that enhance the community’s quality of life by bringing jobs, infrastructure, and recreational opportunities to East Clark County.

Article II. COMMISSION DUTIES AND RESPONSIBILITIES

1. In executing its responsibilities, the Commission shall:

   A. Establish broad policies, overall direction and long-term objectives of the Port through development and iterative and periodic review of the Port’s Strategic Business Plan.

   B. Select a Chief Executive Officer to implement Port policies and objectives and to administer and operate the Port based on the delegation of authority and authority as approved by Commission Resolution as it now exists and as it may be amended or superseded from time to time. The Commission shall set the salary level and review the performance and the performance pay of the Chief Executive Officer. The Port Commissioners shall have discretion in determining the pay of the Chief Executive Officer. The Commission and the Chief Executive Officer shall agree on the Chief Executive Officer’s Goals and Objectives on an annual basis, which shall reflect the Port’s Strategic Business Plan.

   C. Approve the annual budget of the Port of Camas-Washougal and set the amount of the annual tax levy by December 1 of each calendar year, pursuant to RCW 53.35.045.

   D. Determine if, how, and the degree to which the Port will use the governmental powers of taxation and eminent domain.
E. Establish financial goals and policies, including capital formation and debt issuance.

F. Determine the types of business activity in which the Port will engage.

G. Identify short and long-term business strategies for enhancement of existing business as well as other activities in which the Port might engage.

H. Establish Port positions on significant governmental legislation. The Port shall take official positions as an organization on significant legislation only after the Commission has discussed them in open session and taken a position by majority vote.

I. Delegate personnel administration to the Chief Executive Officer.

J. Issue Proclamations as a Commission, issue communications expressing support, policy positions, recognitions, and public comment on issues affecting the Port, provided however, any communication to a governmental entity or leader or which takes a policy position on behalf of the Port not previously publicly endorsed by the Commission shall be circulated in advance to each Commissioner with sufficient time for review and/or approved at a public meeting.

K. Agree to comply with Chapter 42.52 RCW, Ethics in Public Service.

L. Commit to Commission Board member transparency, whereby substantive information provided by Port staff to any one Commissioner, is shared with all Commissioners; with the exception of de minimis communications and information provided to Commissioners as part of their service on a Commission-established Committee, however these Committee materials will be provided to any Commissioner upon request.

2. Any Commissioners desiring to have any issue, project, commitment of resources, or other matter considered may have such item placed on the agenda of the Commission meeting following submission of the item to the President of the Commission, via the CEO. The deadline for submission of the proposed agenda item should if possible be not less than two weeks prior to the date of the meeting for which the agenda item is proposed to be added.

3. The President of the Commission in conjunction with the Chief Executive Officer shall be responsible for developing the agenda for Port Commission meetings. The Chief Executive Officer will present agenda topics developed by Port staff or in response to prior Commission direction. The Chief Executive Officer will also present agenda items based on input from individual Commission members.

4. The President of the Commission shall be the spokesperson for the Commission in expressing a view held jointly by the Port Commission, unless another spokesperson shall be delegated. However, individual Commissioners shall have the right to voice personal opinions differing from decisions taken or under review by the Port Commission as a whole as long as they are stated as such.
Article III. COMMISSION ORGANIZATION

1. The Commission shall elect new officers at the first meeting of each calendar year. An officer’s term shall run for one (1) year beginning when elected, or until a successor is elected. However, whenever vacancies arise, they may be filled at any regular or special meeting of the Commission.

2. The Commission shall elect a President, Vice President and a Secretary from its own members. During the temporary absence of any Commission officer, the officer next in line shall temporarily assume the duties of the absent officer in an acting capacity during the absence and in the following order: President, Vice President and Secretary. If a Commissioner’s absence is lengthy or due to disability or the inability to serve, the Commission may appoint the officer next in line to the position held by the absent officer.

3. After electing officers, the Commission shall decide and vote each December or January, or as soon as possible thereafter which shall include the collaborate assignment of the Commissioners to outside Boards and Committees, to the Commission’s Standing Committees, and to review the duties associated with these assignments, as well as reviewing these By-Laws.

4. All proceedings shall be by motion or resolution. A record of the proceedings shall be recorded in the Minutes.

5. In the event of a vacancy in the office of Port Commissioner, such vacancy shall be filled pursuant to RCW 53.12.140 at the next general election, and pursuant to RCW 42.17.070 in the interim.

6. Port-Related Board Memberships:

Port of Camas-Washougal Commissioners may serve on Port-related outside boards. In general, a Commissioner shall not expect to serve on the same outside board for more than four consecutive years. One factor influencing whether service on an outside board should be extended is whether such an extension would allow the Commissioner to hold an officer position on the board. Commissioners who serve as members on outside boards shall avoid conflicts of interest. If such conflicts arise, Commissioners shall recuse themselves from any consideration and voting upon the issue before the outside board that creates the conflict.

Article IV. OFFICER DUTIES

1. The President shall preside at all public meetings of the Commission and at executive sessions of the Commission, and the Commission shall sign all resolutions and other
instruments on behalf of the Commission as authorized by the Commission. The President shall perform all such other duties that are incident to the office or are properly required by the Commission. The President shall authorize the issuance of notices for regular and special meetings of the Commission as provided in ARTICLE V of these Bylaws. In addition, any one Commissioner may call for a future special meeting, during a regular or special meeting, which shall be scheduled and held upon approval by a quorum of the Commission.

2. The Vice President shall, during the absence or disability of the President, exercise all the functions of the President. In addition, the Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Commission by vote during public session.

3. The Secretary shall ensure that the recording of the minutes by Port Commission staff is carried out. The Secretary shall also ensure that Port Commission staff retain a record of all motions and resolutions adopted by the Commission, and shall supervise the safekeeping of the seal and approved minutes, and shall otherwise perform such further duties as are incident to the office and as are properly required by the Commission.

4. Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such officer.

5. Commission duties and responsibilities are outlined in ARTICLE II of these Bylaws.

6. The presiding officer shall:
   
   A. Preserve order and decorum at the Commission meeting;
   
   B. Observe and enforce all rules adopted by the Commission for its government;
   
   C. Decide all questions on order in consultation with the Port’s legal counsel, and in accordance with these rules, subject to appeal by any member to the Commission;
   
   D. Recognize members of the Commission in the order in which they request the floor.
   
   E. The presiding officer, as a member of the Commission, shall have only those rights, and shall be governed in all matters and issues by the same rules and restrictions, as other Commissioners.
   
   F. The presiding officer at all meetings of the Commission shall be the President, and in his/her absence, the Vice President and in his/her absence, the Secretary, if a quorum is present.

7. Any member of the Commission, including the presiding officer, shall have the right to
question any individual, including members of the staff, on matters germane to the issue properly before the Commission for discussion. Such questioning shall be undertaken with decorum and respect.

8. Officer Removal/Replacement. Any Commission Officer maybe removed from their Board Officer position and replaced by another Commissioner upon public vote by the Commission, provided however, these actions require at least two affirmative votes to pass.

Article V. COMMISSION MEETINGS

1. Regular Meetings: No additional notice shall be required for regular meetings; the time and place of which are established by these Bylaws or state law. Regular meetings of the Commission shall be held at 5:00 p.m. on the first and third Wednesday of each month, provided, however, that in the event an executive session is to be held, the regular meeting shall convene prior to 5:00pm and shall immediately recess to an executive session, which shall be closed to the public. The regular meeting shall then reconvene at 5:00pm. If necessary, an executive session may be held at any time after convening, including at the end of a regular or special meeting. If, at any time, any regular meeting falls on a recognized holiday, such regular meeting shall be rescheduled.

2. Special Meetings: Special public meetings may be called for any time by the President by delivering personally or by electronic mail written notice to each Commissioner; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Commission a written request to be notified of such special meeting or of all special meetings. Special care shall be taken to be ensure that all commissioners receive adequate meeting notice and that the meeting is scheduled at a time convenient to all commissioners, if practical. Such notice must be delivered personally or by electronic mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the special meeting and all business to be transacted. Such notice shall also be posted on the Port’s website at least twenty-four (24) hours before the meeting. Final disposition shall not be taken on any matter not included in the agenda at such meeting by the Commission. Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the Secretary of the Commission a written waiver of notice. Such waiver may be given by regular or electronic mail or facsimile transmittal. Such written or electronic notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such a notice would make notice impractical and increase the likelihood of such injury or damage or when a Special Meeting has been approved by vote of a majority of the Commissioners as provided in Article IV, Section 1, herein.

3. Open Meetings. All meetings shall be open and public except as otherwise provided by these Bylaws or State law. Special care shall be taken to ensure that meetings and
meeting information are easily accessible to the public whenever practical.

4. **Place of Meetings:** The regular meetings on the first and third Wednesday of each month shall be held in the primary location of the Port office at 24 South A Street, Washougal, WA 98671 except:

   A. If the Wednesday falls on a legal holiday, or on the day before Christmas or New Year's,

   B. The Commission, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefor or may cancel a meeting, or

   C. The Commission may meet at such alternative locations as may be determined, with the appropriate public notice given as provided by law.

5. **Executive Sessions:** The Commission may meet in executive session, which shall be closed to the public, during a regular or special meeting for all the purposes permitted by the Open Public Meetings Act (Chap. 42.30 RCW, and specifically RCW 42.30.110) and other laws.

   All lawful discussions during Executive Sessions shall be kept confidential. Commissioners may not divulge the content of executive sessions, beyond a citation to the subsection of RCW 42.30.110 or other applicable law under which the session is conducted, to anyone not present and or not qualified to attend the executive session.

   The Commission President together with the Port Executive Officer and Legal Counsel shall concur on the attendance of non-Port Staff in executive session.

6. **Rules.** Robert's Rules of Order Newly Revised (RONR), 12th Edition shall be used to guide meeting procedures in the absence of a governing Commission Bylaw or state law. Such rules need not be strictly enforced unless requested by a commissioner.

7. **Agenda to be Provided.** The Chief Executive Officer and his or her staff shall provide to the Port Commissioners all subjects to be considered at the Commission meeting, including contracts, call for bids, and other items by the Monday preceding the Wednesday meeting. Each item shall have a written explanation and full briefing of all information necessary for the Commission’s review and discussion of said business item.

8. **Transparency of Commission Operations:** The Commission shall uphold the spirit and intent of the Open Public Meetings Act (Chap. 42.30 RCW) and shall conduct its meetings accordingly.

9. **Adjournment or Continuation to a Special Meeting:** Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.

10. **Quorum:** Two (2) Commissioners shall constitute a quorum, pursuant to RCW
53.12.296. No action defined by statute as the transaction of the official business of a public agency shall occur in the absence of a quorum. A Commission member who is physically absent may participate in live meeting deliberations by audio or video conference or equivalent technological means, provided that he or she has the ability to listen to or view the proceedings, and the Port Commission and the public have the ability to listen to or see the Commissioner. This provision is specifically intended to facilitate the presence of a quorum when one Commissioner is not available to participate in person or to accommodate a Commissioner who may be traveling. This procedure may also be used in other unforeseen circumstances. Except in case of an emergency or critical situation, other unforeseen circumstance, or pursuant to other state law directive, at least one Commissioner must be physically present to preside over the meeting when other Commissioners are participating by audio or video conference or equivalent technological means. Port Commissioners participating by audio or video conference or equivalent technological means, may vote upon a matter, provided they have been present through an audio or video conference or equivalent technological means for the entire presentation and discussion of the particular agenda item that is being voted upon.

11. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting. A vacancy in the office of port commissioner shall occur as provided in RCW 53.12.140 by nonattendance of a Commissioner at port commission meetings for a period of sixty calendar days unless excused by the port commission by vote at a public meeting.

**Article VI. ORDER OF COMMISSION BUSINESS**

The order of business at all regular meetings, unless otherwise agreed to by the Commission at such meeting, shall be as follows, provided, the specific order of action items and staff briefings shall be determined at the time notice of the meeting is given and may be altered at such meeting by consent of the Commissioners present:

Call to Order.

1. Executive Session (if necessary).*

2. Open Session

3. Consent Items**

4. New Business/Discussion Items

5. Public Comment***

6. Action Items

7. Staff Reports and Comments New Business***

8. Commission Reports
9. Public Comment***

10. Adjournment.

*Following an Executive Session, the public meeting shall be reconvened, and the Commission may consider items discussed in the Executive Session.

**The Consent Agenda shall include minutes available for approval. The President shall approve the list of items to be placed on the Consent Agenda. Unless otherwise requested by a Commissioner, each item under the Consent Agenda will be voted on as its own individual item, without further discussion. If a Commissioner requests discussion on a particular item, that item will be removed from the Consent Agenda and voted on separately following brief Staff Presentation and public testimony.

*** The Commission may also elect to take public comment on individual agenda action items following the Staff Presentation for that item and before Commission vote.

**Article VII. MOTIONS**

1. Except as required by Article VII, the Commission shall transact its business by a motion made by any Commissioner in attendance or participating through audio or video conference or equivalent technological means, including the chair of the meeting.

2. All motions shall require a second to be recognized.

3. Voting on all motions shall be “yea,” “abstain,” or “nay” unless a roll call vote is requested by any Commissioner, in which case the Chief Executive Officer or delegate shall call the roll in alphabetical order and record the vote of each Commissioner participating in the vote.

**Article VII. RESOLUTIONS**

1. All matters, which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. A resolution put on for final passage may be passed with the consent of two (2) Commissioners attending the meeting in person or through audio or video conference or equivalent technological means.

2. Voting on all resolutions shall be by “yea,” “abstain,” or “nay” unless a roll call vote is requested by any Commissioner, in which case, the Chief Executive Officer or delegate shall call the roll in alphabetical order and record the vote of each Commissioner participating in the vote.

3. Resolutions shall be numbered consecutively, and the original copy of each resolution shall be duly authenticated by the signature of a majority of the Commission Officers. Each resolution shall be filed by staff and overseen by the Commission Secretary and preserved in a manner appropriate to a permanent public record.
1. All proceedings of the Commission shall be filed by staff, overseen by the Secretary and preserved in a manner appropriate to a permanent public record.

2. When the Commission has approved the minutes of a meeting in accordance with ARTICLE V, the minutes as approved shall represent the sole, final, and considered determination of the Commission as to the motions and resolutions set forth therein, superseding all statements made by Commissioners at the meeting.

Article X. Enforcement / Administration

1. Chapter 42.52 RCW and interpretations by the Washington State Executive Ethics Board may be used for guidance and interpretation of this policy.

2. A complaint or violation of this policy, or a report of "Improper governmental action" as that term is defined in RCW 42.41.0201 (“Complaint”), or other charge of misconduct shall be in writings and may be directed to the Port of Camas-Washougal Legal Counsel, or in the case of a report from Port Staff, shall first be directed to their Supervisor, and then Chief Executive Officer, who shall have discretion on whether to forward to Port Legal Counsel. Pursuant to RCW 42.41.030(7), the identity of a reporting employee shall be kept confidential to the extent possible under law, unless the employee authorizes the disclosure of his or her identity in writing.

3. The Port Counsel will evaluate the Complaint and as appropriate, may take steps to evaluate the Complaint, which may include but not be limited to the following steps:

   (a) Retain an independent investigator with experience in investigation/administration of government ethics policies.
   (b) Accept a report from an investigator that sustains the allegation, finds no basis for the allegation, finds the allegation di minimis, or cannot make a valid determination on the basis of the undisputed facts.
   (c) Release the investigator’s findings and the Complaint to the public.
   (d) If an investigator’s finding sustains the allegation the Chief Executive Officer of the Port may in consultation with the Commission President:

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1Improper governmental action means: Acts that are “undertaken in the performance of the officer's or employee's official duties, whether or not the action is within the scope of the employee's employment; and (ii) That is in violation of any federal, state, or local law or rule, is an abuse of authority, is of substantial and specific danger to the public health or safety or is a gross waste of public funds.

(b) "Improper governmental action" does not include personnel actions including but not limited to employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, violations of the local government collective bargaining and civil service laws, alleged labor agreement violations, reprimands, or any action that may be taken under chapter 41.08, 41.12, 41.14, 41.56, 41.59, or 53.18 RCW or RCW 54.04.170 and 54.04.180.
a. Refer the finding to the County Prosecutor and/or State Auditor if a violation of State statutes is found.

b. Convene a meeting of the Port Commission to deliberate further action such as resolving the Complaint to the satisfaction of the complainant, sanctions, or civil action if a violation of provisions of this policy is found.

(e) If the independent investigator sustains an allegation of violation of this policy, the Port of Camas-Washougal will not incur any legal expenses defending a Commissioner.

**Article XI. AMENDMENT OF THE BYLAWS**

These Bylaws may be amended by the Commission by resolution duly adopted.

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