

## **PRELIMINARY AGENDA**

### **REGULAR MEETING**

**NOVEMBER 5, 2018**

#### **I. OPEN SESSION**

**5:00**

##### **PLEDGE OF ALLEGIANCE**

- **CONSENT ITEMS**

- A. Approval of Minutes – Yvette
- B. Approval of Checks – Kyle

- **NEW BUSINESS/DISCUSSION ITEMS**

- C. Review 2019 Preliminary Budget – Kim
- D. 3<sup>rd</sup> Quarter Financial Report – Kim
- E. Airport Business Plan Discussion – David
- F. Goodstein Law Professional Services Agreement – David
- G. RFP Port Owner's Representative – David
- H. WPPA Annual Meeting - David
- I. Administration Parking Lot Restoration Project Complete – Mark
- J. Stockpile Clearing and Grading Contract - Mark

- **PUBLIC COMMENT** [5 min. apiece]

- **ACTION ITEMS**

- K. Approve Goodstein Law Agreement – David
- L. Approve WPPA Annual Meeting Overnight Accommodations - David
- M. Accept as Complete Administration Parking Lot Restoration Project – Mark
- N. Approve Stockpile Clearing and Grading Contract - Mark

- **STAFF REPORTS & COMMENTS**

- O. Executive Director & Other

- **COMMISSIONER REPORTS**

- **PUBLIC COMMENT** [5 min. apiece]

- **ADJOURN**

**MINUTES OF THE REGULAR COMMISSION MEETING  
PORT OF CAMAS-WASHOUGAL**

**October 15, 2018**

By: Yvette Winden, Executive Assistant

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 Monday, October 15, 2018, at 5:00 p.m.

PRESENT: Commissioners Larry Keister, Bill Ward and John Spencer; Chief Executive Officer David Ripp; Executive Assistant Yvette Winden; Director of Operations Kim Noah; Director of Planning and Development Mark Miller; Kyle Chinn, Accounts Payable; Legal Counsel; and members of the press and public.

At 4:30 p.m., Commission President Larry Keister called the public meeting to order and recessed into Executive Session.

At 5:00 p.m., following the Pledge of Allegiance, Commission President Larry Keister called the Open Session public meeting to order.

- **CONSENT ITEMS**

- Minutes

Commissioner Keister presented Minutes from the October 1, 2018 regular meeting. Reading of the Minutes was dispensed with, it being noted that copies had been provided previously to all Commissioners. After a brief discussion, upon motion by Commissioner Ward, seconded by Commissioner Spencer, the October 1, 2018 regular minutes carried unanimously.

- Claims / Checks

Kyle Chinn, Accounts Payable, presented the current payables. After brief discussion, upon motion by Commissioner Spencer, seconded by Commissioner Ward and carried unanimously, the electronic payments and the issuance of general fund checks 4938-4991 in the total amount of \$410,955.98, were approved as presented.

- **NEW BUSINESS / DISCUSSION ITEMS**

- Review The 2019 Capital Improvement Projects, The Revenue Budget and Expenditure Budget

Director of Operations Kim Noah and Director of Planning and Development Mark Miller presented the 2019 Budget Report in detail along with capital projects. The information presented included:

- Cash Flow Budget & Analysis;
- Budgeted Revenues & Operating and Non-Operating Revenue Trend;
- 10 -Year Assessed Valuation Trend;
- Budgeted Expenditures & Operating and Non-Operating Expenditure Trend;
- Budgeted General & Administration expenses for 2018;

- Operating and Non-Operating Expenditure Trend; and
- Airport, Marina, Parks and Real Estate/Industrial Park Operations Budget Information.

Adoption of the Final Budget will be November 19, 2018. Discussion was held on capital projects, operating expenses, cash vs. accrual basis budgeting, and the budget process as a whole. Noah also discussed the need for 1 additional maintenance staff and a nod of the head to proceed was requested and given. No decisions were made.

- 54-40 Brewing Lease Amendment

Chief Executive Officer Ripp presented the terms of a First Addendum to Lease with 54-40 Brewing for an additional 3,750 square feet in Building 14 in the Industrial Park. Rent for the additional space will be adjusted accordingly. The new lease rates will begin December 1, 2018 and continue to August 31, 2036 with two 5-year option renewals. Ripp stated that he will request approval to execute the lease with 54-40 Brewing during Action Items. No decisions were made.

- Taxiway Widening Project Complete

Director of Planning and Development Miller reported on the Taxiway Widening Project on H-Row facilitated by Clark and Sons Construction, as complete. Striping of the taxiway will occur in 2019. Miller noted that formal approval to accept as “complete” would be requested during Action Items. No decisions were made.

- **PUBLIC COMMENT #1**

Kent Mehrer, CWAA, suggested painting the center line of the new taxiway off center to increase clearance. Discussed the Trunk and Treat event at the airport on October 31, 2018.

- **ACTION ITEMS**

- 54-40 Brewing Lease Addendum

Chief Executive Officer Ripp requested authority to execute the Lease Addendum with 54-40 Brewing for additional space in Building 14, on the terms presented during Discussion Items. Upon motion by Commissioner Keister, seconded by Commissioner Ward and carried unanimously, the Executive Director was authorized to execute the Lease Addendum effective October 15, 2018.

- Accept as Complete – Taxiway Widening Project

Director Ripp requested formal approval to accept as complete the Taxiway Widening Project at Grove Field, as presented during Discussion Items. (When a public works project exceeds \$35,000 formal approval by the Board that the project is “complete” is required by state law. Once approved as complete, Staff will then verify payment of prevailing wages and sales tax so that the funds held as retainage may be released to the contractor.) A motion was made by Commissioner Ward, seconded by Commissioner Spencer and carried unanimously to accept as complete as presented, effective October 15, 2018.

- **STAFF REPORTS & COMMENTS**

Director Ripp reported:

- Attended a meeting with The Port of Vancouver to discuss the development of their waterfront and how it relates to ours and how to proceed. Discussion regarding hiring a Port Owner’s Representative to assist with negotiations from developers

was highly suggested. Recommends the Port pursue that option immediately with an RFP for consulting services and accomplish this before the Waterfront Developers RFQ is due to assist with developer selection. Nod of the head was requested to proceed with the RFP. [Commissioner Spencer and Commissioner Keister agreed with this option for a Port's Representative. Commissioner Ward wanted to see an objective paragraph.]

- Discussed Building 19 and adding it to the 2019 Capital Budget for design and engineering. Construction would begin in 2020. The building would be a 10,000 sq/ft building and structured differently than other Port buildings of past in that the 2.4 acre site would house multiple 10,000 sq/ft structures in a phased construction process.

- **COMMISSIONER REPORTS**

Commissioner Spencer commented on the meeting with the Port of Vancouver and that it was time well-spent. The Red Lion was a long-term lease for the Port of Vancouver and a long term ground lease similar could prove profitable. Additionally from the meeting, he noted the colossal amount of time the waterfront development encumbered staff for the Port of Vancouver and commented that eventually additional staff and a consultant could be required here at our port. Commended the grounds maintenance staff at the airport for their meticulous standards and that it assists in safety. Concerned with the fueling station position at the airport and its vicinity to AP-1, suggested painting a no parking zone in front of AP-1. Asked about repositioning the fueling tanks.

Commissioner Ward commented on accessing a prior archeological survey as presented by Martha Martin. NW Natural Gas Pipeline had a survey completed prior and Martha is in the process of trying to obtain that information. It should be available by the end of the year. The process of adding the Parkers Landing Park to the Historic Clark County Register is continuing forward. Inquired about the design standards for McDonald Excavating after an article in the paper mentioned laydown storage. [CEO Ripp confirmed it is not in the design standards.] Discussion followed regarding a public interest survey and workshop on a combined conference center and cultural center to determine community interest and ideas. Commissioner Ward suggested putting together an article in our newsletter and asking the public for their input. [Commissioner Spencer suggested a workshop.] Requested invites be sent out to the general and interested public for the cultural center special meeting/workshop.

Commissioner Keister commented on attending a play at the Segerstrom Center for the Arts in Costa Mesa, CA, a similar cultural center idea, which is largely funded by donations. Agreed that this idea needs to be workshopped and developed before being sent out to the public. Commended staff on the well-done implementation of the beautiful bronze eagle statue and is looking forward to the dedication ceremony next week.

- **PUBLIC COMMENT #2**

- Martha Martin, Washougal, commented on her editorial column in the Post Record regarding cultural funding and options. Invited Commission to reread.

Richard Hamby, Washougal, commented that a workshop is a great idea and that a cultural center and conference center are two very different concepts.

Stewart Bennet, Camas, researched Washington boater's safety classes and programs available on-line. Proposed advertising those classes available to educate boaters.

Marty Snell, Camas, commented on the bond for the revamped performing arts theater in Camas, Garver Theater and being aware of what other entities are doing.

The meeting adjourned at 6:24 p.m.

PORT OF CAMAS-WASHOUGAL COMMISSION

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Commissioners

## PROFESSIONAL SERVICES AGREEMENT

This Professional Services Agreement ("Agreement") is made and entered into effective as of January 1, 2019 by and between the Port of Camas-Washougal, a Washington municipal corporation, hereinafter referred to as the "Port", and Goodstein Law Group PLLC, a Washington professional limited liability company, hereinafter referred to as "Legal Counsel" or "GLG", for legal services to be provided by Legal Counsel to the Port.

**1. Contract Objectives.** The Port and Goodstein Law Group as Legal Counsel are committed in this Agreement to pursuing the following mutual objectives:

- a. Contract Management. The Port and Legal Counsel will work together in overseeing the legal services provided to the Port, with a strong focus on preventative practices that avoid litigation and contentious disputes. The Port's Director and Legal Counsel will meet monthly to review legal bills and work performed, confer on legal strategies, and develop strategies for efficient use of legal services.
- b. Litigation Management. The Port and Legal Counsel will work together in actively managing litigation issues by seeking strategic opportunities to resolve disputes out of court.

**2. Scope of Work.** Legal Counsel will provide legal services to the Port, including general counsel services, capital projects and litigation services, as set forth herein and as requested by the Port.

- a. General Counsel Services. Legal Counsel shall provide general legal advice to the Port, the Port Director, the Port Management and Senior Staff, and the Port Commission, regarding the legal risks of certain courses of action, recommend legal strategies, ensure compliance with all relevant laws and statutes, recommend and engage special legal counsel on matters as directed and approved by the Port Commission or the Port Director, and represent the Port as its general legal counsel. Specific duties may include:
  - i. Directing and organizing legal service functions in a manner that will support the goals, objectives and general profitability of the Port including:
    - Assisting in negotiation of leases and other agreements with Port tenants, contractors, etc.
    - Preparation and review of legal documents, including leases, permits, deeds, and miscellaneous agreements.

- Appearance at Port Commission Meetings and hearings to provide legal advice to the Commission as requested.
  - Engaging and directing special legal counsel from within the Port district on certain matters as directed and approved by the Port Commission or the Port Director when deemed advisable by the Port Commission or the Port Director to have "local counsel" represent the Port in such matters.
- ii. Review of practices, complaints and suggestions that will allow the Port to protect the needs and interests of the citizens of the County.
  - iii. Maintaining an up-to-date knowledge of current/pending policies and regulations that will allow the Port to be responsive to state, federal and special authority requirements.
  - iv. Developing criteria to use outside legal specialists to supplement position activities.
  - v. Coordinating as necessary with City and County land-use, zoning, and engineering functions regarding easements, eminent domain, and appropriate zoning issues.
  - vi. Monitoring and maintaining ongoing relationships with appropriate public agencies' legal representatives to gather advanced knowledge and interpretation of regulatory guidelines in order to provide objective legal opinion by which the Port Commission may make policy decisions and the Port Director's office may make timely operational decisions.
  - vii. Providing legal counsel to the Port Commission, Port Director, management, and other Port staff in a timely manner concerning Port-related issues and strategic planning processes.
  - viii. Coordinating with other management personnel, the Port Commission, and the Port Director.
  - ix. At the direction of the Port Director or Port Commission, representing the Port to various governmental and regulatory bodies.
  - x. Coordinating with professional associations, Port tenants, citizens and business interests, legislative bodies, the State

Attorney General's office, and various court systems on legal matters when requested.

The Lead Attorney for the general counsel services to be provided pursuant to this Agreement shall be Carolyn A. Lake.

- b. Litigation. Goodstein Law Group PLLC shall also perform litigation services, if competent in the legal issue being handled, subject to the direction of the Port Commission or the Port Director to retain special legal counsel from within the Port district when deemed advisable by the Port Commission or the Port Director to have "local counsel" represent the Port in such matters. "Litigation" shall mean the assertion of any position, right, or responsibility by or against the Port, which has been filed in any court of general or special jurisdiction, be it state or federal, or any quasi-judicial or administrative forum. Activities conducted prior to the filing of litigation shall also be considered litigation if those activities have been authorized by the Port Director or the Commission in contemplation of litigation. In instances where the Legal Counsel is not performing the litigation directly, the Legal Counsel shall supervise and manage the litigation. A separate professional services agreement will be entered into between the Port and Legal Counsel for each litigation matter.
- c. Capital Projects. Goodstein Law Group PLLC shall also perform legal services related to the Port's capital projects subject to the direction of the Port Commission or the Port Director. A Capital Project is a project that helps maintain or improve a Port asset, often called infrastructure. Capital Projects meet ONE of the following criteria:
- New construction, expansion, renovation, or replacement project for an existing facility or facilities. The project must have a total cost of at least \$10,000 over the life of the project. Project costs can include the cost of land, engineering, architectural planning, and contract services needed to complete the project, or
  - A purchase of major equipment (assets) costing \$50,000 or more with a useful life of at least 10 years, or
  - Major maintenance or rehabilitation project for existing facilities with a cost of \$10,000 or more and an economic life of at least 10 years.

### 3. Compensation.

- a. Hourly Rate. GLG will be compensated for its **General Legal Services** and **Capital Projects Services** at an hourly rate of \$234.8/hr during first year, without written amendment hereto. Rates for subsequent years increased pursuant to Seattle-Tacoma-Bremerton CPI-U, with minimum increase of 3% per year and maximum increase of 5% per year. This Agreement will be reviewed on a year-to-year



basis to ensure equitable treatment for both the Port and Legal Counsel.

Litigation and Special Matters Services. GLG will be compensated for its **Litigation and Special Matters Services** at an hourly rate of \$257.5 /hr during first year. Rates for subsequent years increased pursuant to Seattle-Tacoma-Bremerton CPI-U, with minimum increase of 3% per year and maximum increase of 5% per year. This Agreement will be reviewed on a year-to-year basis to ensure equitable treatment for both the Port and Legal Counsel.

- c. Expenses. The Port will reimburse Legal Counsel the amount of all costs and expenses incurred on behalf of the Port, at cost without markup. Duplicating and faxing performed in-house by Legal Counsel shall be billed to the Port at \$0.10 per page. The Port will not be charged for travel between the offices of Legal Counsel in Tacoma and the Port, or for long distance telephone charges. Meal, travel and hotel expenses will be commercially reasonable for the circumstances.
  - d. Payment Schedule. Legal Counsel shall submit to the Port, in a form approved by the Port, an invoice of services rendered during each calendar month, which shall include an hourly detail of all work performed, and a detail of all expenses incurred. The Port shall make payment to Legal Counsel within (30) days of receipt of each invoice.
4. **Term.** The parties intend the initial term of this Agreement to be three years, and further intend that the Agreement will be renewable upon mutual agreement on an annual basis thereafter. However, either party may terminate this Agreement at any time without any further obligation other than payment of fees and costs incurred by Legal Counsel through the termination date.
5. **Conflicts of Interest.** It is expressly understood that Goodstein Law Group PLLC presently perform and will continue to perform general legal counsel and other legal services for other Washington port districts as well as other business and individual clients in Washington during the term of this Agreement. Goodstein Law Group PLLC is not aware of any present conflict of interest with respect to the performance of any of those services. If a conflict of interest arises in the future, then it will be resolved according to applicable rules of professional conduct and other applicable law.
6. **General Considerations.** Legal Counsel will keep the Port advised as to the status and progress of all matters, and will provide the Port with copies of documents prepared or received, together with letters or phone calls that are

made to the Port. Files on Port matters will be open for inspection by the Port at any reasonable time. Legal Counsel will make every effort to handle Port matters promptly and efficiently according to established legal and ethical standards. Where there is a dispute which is subject to a third party resolution, Legal Counsel cannot predict the final result or predict with any degree of precision the amount of time necessary to properly represent the Port's interests. The Port's legal matters will be completed as quickly as possible and without any unnecessary charges.

Dated: December \_\_\_\_, 2018.      GOODSTEIN LAW GROUP PLLC  
A Professional Limited Liability Company

By: \_\_\_\_\_  
Carolyn A. Lake (Owner & Managing Counsel)

Dated: December \_\_\_\_, 2018.      PORT OF CAMAS WASHOUGAL  
A Municipal Corporation

By: \_\_\_\_\_  
David Ripp (Port Director)

# 2018 ANNUAL MEETING AGENDA

Agenda (Updated 11.2.18)

Meeting Location:  
HYATT REGENCY  
900 BELLEVUE WAY NE  
BELLEVUE, WA 98004

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Tuesday, December 4, 2018 (pre-conference)

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1:00 - 5:00 pm      *CLE: Employment Law*

3:00 - 5:00 pm      *GNCC Meeting*

3:00 - 5:00 pm      *Executive Committee Meeting*

5:00 - 6:30 pm      *CLE Reception*

5:00 - 6:30 pm      *GNCC Reception* (Sponsored by BNSF)

Wednesday, December 5, 2018

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7:00 am      Registration Desk opens

**(NO BREAKFAST SERVED/OFFERED THIS DAY)**

7:30 - 11:30 am Committee Meetings:

7:30 - 8:30 am      *Committee Chair Breakfast Meeting*

8:30 - 11:30 am      *Legal Committee*

8:45 - 10:15 am      *Trade & Transportation Committee*

9:00 - 10:30 am      *Marina Committee*

10:00 - 11:30 am      *Environmental Committee*

10:30 - 11:30 am     ***Communication Committee***

10:30 - 11:45 am     ***Aviation Committee***

10:30 - 11:45 am     ***Economic Development Committee***

(OFFICIAL START OF MEETING)

12:00 pm     ***Luncheon***

Welcome by Courtney Gregoire, Port of Seattle (invited)

TITLE

Speaker: Michael Wooff, Consul and Senior Trade Commissioner (Seattle), Acting Head of Mission, Consulate General of Canada

2:00 - 4:00 pm     ***General Session:***

***Unpacking the Election***

Christian Sinderman, Northwest Passage Consulting

Todd Myers, Todd Myers Communications, Inc.

***Understanding Trade and Tariffs***

Nelson Dong, Dorsey & Whitney

Rianne Perry, Washington Department of Agriculture

4:00 - 5:00 pm     ***Associate Member Reception***

Enjoy a glass of wine or a beer while you get to know our Associate Members and learn what they have to offer!

Evening     **On your own** to enjoy the city of Bellevue (Restaurant information provided at Registration Desk)

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**Thursday, December 6, 2018**

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6:15 am      Fitness Walk (optional)

8:00 - 9:00 am      **Ports Executive Breakfast:** Port commissioners, port employees and life members encouraged to attend

(sorry, this is a closed breakfast; no associate members, guests or spouses allowed).

9:00 - 10:00 am      **WPPA Legislative Report**

10:30 am - 12:00 pm      **General Session: Regional Dimensions of Orca Recovery**

12:00 pm      **Luncheon:**

TITLE

Speaker: Amazon (invited)

2:00 pm      **Port Reports**

3:30 pm      **Roundtable Discussions**

1. Personal Cyber Security in a Digital Age
2. Disaster Resilience
3. Frank Unplugged
4. Public Works Contracting Changes for Your Port
5. Whale Wise Messages for Marinas
6. Update on State Tourism Program
7. Park and Trail Planning for Your Community
8. Messaging Your Educational Story: Public Presence

6:00 pm      **President's Reception Honoring President Troy Stariha**

**Friday, December 7, 2018**

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8:00 am      **Awards Breakfast**

9:00 am      **Board of Trustees Meeting**