

TOPIC	DISCUSSION/ASSESSMENT/FINDINGS	ACTION
Attendance	Commissioner/Staff Present: Port Commissioners (PCs) James Herman, William Schmitt, Wayne Vinyard; Executive Director (Exec.D) Marc Thornsby; Administrative Assistant/Port Auditor (AA/PA) Margie Ziegler; and Bill Eling, Port Legal Counsel. PC/Staff Absent: None. Guests Present: Julie Korenko, Insitu; Scott Pimley, Insitu; and Jenny Taylor, Insitu.	Meeting called to order at 4:33 pm.
Administrative Matters	Minutes – November 6, 2012	PC Schmitt M, to approve the November 6, 2012 minutes, PC Herman S, MP 3-0.
Approval of Minutes	Payroll Vouchers – November 20, 2012 #25009, #D10584-D10590 for \$9,020.27.	
Approval of Voucher	Vouchers – November 20, 2012 #25010-25020 for \$20,285.33.	PC Herman M, to approve the vouchers, PC Schmitt S, MP 3-0.
	Wire Transfer – 2003 Bonds Payment, December 1, 2012 for \$69,418.75.	
Old Business	(Exec.D) Thornsby presented a summary of the outstanding items.	
Lot 24 Lease	Preexisting conditions: Thornsby will get back to Steve Wells.	
	Prohibited uses: Thornsby said there is a list of five prohibited uses. The last two items are similar to what is in the current CCRs. PC Schmitt said he is concerned the noise restrictions would not allow engines to be tested. Thornsby said the word unreasonable could be added to the current language.	
	Port Access: Thornsby said the Port needs to be notified if a Port employee's access approval has been prematurely expired so the Port can re-apply. Discussion followed. Pimley said if there is a change everyone will have to go through the process to gain access. PC Schmitt said the Port needs to know if there is a change in the process.	


<p>Old Business continued...</p> <p>Lot 24 Lease continued...</p>	<p>Assignment: Thornsby said most of the assignment issues have been addressed. Thornsby said if a new assignee is a current Port lessee and in breach, it needs to correct the breach before the lease can be assigned. PC Vinyard wants this in the lease so the Port can avoid another RAMCO. Thornsby said this provision protects the Port if they are already having an issue with the proposed assignee. Taylor said Lexington does not want to exclude anyone. Thornsby said this is only to require a tenant to resolve issues with the Port before the lease is assigned.</p> <p>PC Vinyard introduced Bill Eling, Port Legal Counsel.</p> <p>Subleasing: Thornsby said he will look into this issue with Port Counsel.</p> <p>Default: Thornsby said penalties have been removed, as requested and the only remedy will be termination.</p> <p>Indemnification and insurance: Thornsby stated this has been addressed and all coverage amounts, caps, and liability limits are now subject to escalation. Thornsby said he has not received a response to the new language.</p> <p>Acknowledgment of subleasee: Thornsby said that alternate language allowing for delegation of obligations has been offered.</p> <p>Thornsby said he will respond to the issues raised, including revised language, and will work with Port Counsel on a new section to address subleasing.</p> <p>PC Schmitt expressed his desire to have the lease resolved in a week. PC Schmitt noted that Stephane Wandel is in Australia but said he will send a representative who has the power to make decisions. PC Vinyard said we</p>	
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<p>Old Business continued...</p> <p>Lot 24 Lease continued...</p>	<p>will call an emergency meeting if needed. Thornsbury said he will be meeting with Port Counsel to review the last section of the lease and then respond with comments. Eling said he could not be at the November 27th meeting, but could be available by phone.</p> <p>PC Vinyard asked about having a separate lease for Lot 23. Discussion followed regarding the pros and cons of combining Lots 23 and 24 into one lot versus separating them into two leases. Eling said there was nothing that was agreed to this evening that he objects to.</p>	
<p>2013 Budget</p>	<p>(Exec.D) Thornsbury asked the PC to review the 2013 budget given the Levy Lid Lift failure and asked if the PC wants to extend the IDD. Discussion followed regarding what the Port has accomplished during the six years of the IDD Levy. Thornsbury said the Port will have additional income with the build out of Lot 14, 10, 23, and 24, but not enough to make up for the revenue provided by the IDD Levy. (AA/PA) Ziegler presented a budget without the IDD Levy showing reductions to maintenance and operations as well as capital projects. Discussion followed regarding the projects that still need to be done. PC Vinyard said the Port needs to start working on getting a better rate of return and higher lease rates. PC Schmitt is not worried that the Port cannot live within its means, but said the Port has come so far it's hard to stop now. He stated his desire to see the Port continue leveling ground and building buildings using the IDD funds. PC Herman wants to continue using the IDD to develop and lease more property. PC Vinyard has considered holding the IDD for the future, but is reluctant to slow the Port's momentum.</p> <p>Discussion followed regarding the Levy Lid Lift process.</p>	
<p>New Business</p> <p>DIP Lot 18 Lease</p>	<p>(Exec.D) Thornsbury did not receive information in time for this meeting and will present it at a future PC meeting.</p>	

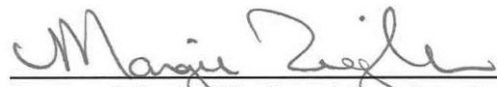
New Business continued... Dock Road Improvements	(Exec.D) Thornsby said he has been approached by the Army Corps of Engineers about improvements to Dock Road in Dallesport. Thornsby said there is mutual interest in improving the road east of the Dallesport Foundry to Spearfish Lake. Thornsby said there is a federal grant program through the Transportation Department and the deadline is early January 2013. Thornsby said the Army Corps will apply for the grant and the Port will provide documentation in support. Discussion followed about extending the paving to the bridge.	By consensus, the PC directed (Exec.D) to pursue the Army Corp grant and to add funds to the capital budget for paving.
Executive Director's Report BP Infrastructure Project	(Exec.D) Thornsby said the road sub grade is in and paving will occur in the spring when weather permits. Thornsby said the joint utility trench will be opened next week. Thornsby said leveling Lot 23 and 24 could happen in January 2013 if the weather is dry and cool, but not freezing. Discussion followed regarding extending Bingen Point Way West and creating a loop to Maple Street.	
Commissioners Reports: Committee Updates	PC Vinyard: nothing. PC Schmitt: nothing. PC Herman: nothing. (Exec.D) Thornsby noted that given the Thanksgiving Holiday, he is thankful for the Port staff and said he could not do what he does without them. He is also thankful for a Port Commission that wants to do what is right for the Port and the community, which makes his job much easier. PC Schmitt said he is thankful for the Port staff and Commission and how the Port has been turned around. PC Vinyard said he appreciates that the Port Commissioners respect and listen to each other and work together.	
Public Comment	Julie Korenko, Insitu, thanked the PC for understanding the urgency surrounding getting the lease finished. Korenko said there is a lot of pressure on everyone to get it done.	

Adjournment	PC Vinyard adjourned the PC Meeting at 6:44pm.	
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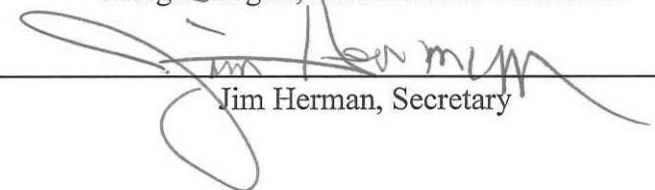
Approved on December 17, 2012
(Date)



Marc Thornsbury, Executive Director



Margie Ziegler, Administrative Assistant



Jim Herman, Secretary