



**MEETING MINUTES
DECEMBER 03, 2024**

PORT OF ASTORIA
REGULAR SESSION
COMMISSION CHAMBERS
422 GATEWAY AVE., SUITE 100
ASTORIA, OR 97103

Call to Order

Chairman Stevens called the Regular Session to order at 4:00 PM.

Roll Call

Commissioners Present: Robert Stevens; Jim Campbell; Tim Hill; Dirk Rohne; and Frank Spence via Zoom.

Staff Present: Executive Director Will Isom; Deputy Director Matt McGrath; Finance & HR Director Melanie Howard; Office Manager Dianna Delgado.

Port Counsel: Eileen Eakins was not present at this session.

Also Attending: Julie Fahey of Talbot, Korvola & Warwick, LLP; Mark Popkin of Popkin Real Estate; Mike Oien of Terry's Plumbing; Tom Brownson of City of Astoria; Port Finance Advisory Committee Chairman David Oser, and Olivia Palmer of *The Astorian*.

Pledge of Allegiance

Commission Reports

Commissioner Campbell did not have anything to report.

Commissioner Rohne reported on the following:

Attended the CEDR meeting Tuesday, November 26th.

Commissioner Spence reported on the following:

Will not be available for the next commission meeting.

Commissioner Hill reported on the following:

Will be unable to attend the holiday party and wishes everyone a great time.

Commissioner Stevens reported on the following:

Read in the newspaper that crab fishing has been delayed. Also, reminded everyone that the Port will be holding its annual holiday party on Saturday at 5:30 PM.

Changes/Additions to the Agenda

There were no changes to the agenda.

Public Comment for items on the agenda:

No public comment was received.

Consent Calendar

The Consent Calendar consisted of the following:

- Meeting Minutes – Regular Session 11/5/2024.
- Financials – October 2024
- Event Calendar – December 2024

Commissioner Campbell moved to Approve the Consent Calendar as Presented. Commissioner Hill seconded. The motion carried 5-0 amongst the Commissioners present.

Advisory Items:

8a. Audit Results Presentation – Talbot, Korvola & Warwick, LLP

- Executive Director Will Isom introduced Julie Fahey, Auditor from Talbot, Korvola & Warwick, LLP (TKW), who presented the audit results for the Fiscal Year ending 2024 to the Commission. Key highlights of the audit included:
 - The audit was conducted on-site, with two visits completed in August and September 2024.
 - No single audits were required for Fiscal Year 2024, although they may be necessary in future fiscal years.
 - TKW issued an unmodified opinion on the audit of the financial statements, indicating that the port's financial statements were fairly presented.
 - The Port experienced a \$698,000 increase in net position compared to the previous fiscal year.
 - As a special district, the Port is subject to additional compliance testing. TKW found no issues of non-compliance.
 - The audit included the implementation of GASB Statement No. 100, with the following noted in the required communications to the Port:
 - No auditor-proposed adjusting journal entries.
 - No consultations with other accountants.
 - No uncorrected misstatements.
 - Fahey expressed appreciation to the Port's finance team for their support and cooperation throughout the audit process.
- Port personnel identified previously unrecorded income from prior years. A restatement was issued to reflect the income collected and implemented a corrective action plan to address the findings.
- Finance & HR Director Melanie Howard requested the Commission's approval of the corrective action plan, which will be submitted to the Secretary of State to ensure compliance.

Commissioner Rohne moved to Approve Sending of Letter of Corrective Action from the Port of Astoria to the Secretary of State with the Chairman of the Commission and the Executive Director's Signature. Commissioner Campbell seconded. The motion carried 5-0 amongst the Commissioners present

Action Items:

9a. Terry's Plumbing Proposal

- A draft of the proposed sales agreement was presented to the Commission, including a five-year rental income reference. If approved, the motion would authorize Isom to execute the transaction at a sales price no less than \$950,000.
- Commissioner Jim Campbell expressed opposition to the sale, citing past property transactions by the Port that did not yield positive results. He emphasized the limited availability of Port-owned property and raised concerns that selling the property could forfeit potential lease revenue, which contributes to the Port's overall income.
- Commissioner Rohne acknowledged Campbell's concerns and emphasized that the \$950,000

sale would provide valuable funding for the Port's current projects. He noted that each past sale was unique and referenced the successful sale of Tongue Point as an example. He stated that this sale would be an investment in the community and support Terry's Plumbing's economic growth.

- Commissioner Hill expressed appreciation for Campbell's perspective and references to past sales. He also agreed with Rohne that each sale had its own circumstances and voiced strong support for Terry's Plumbing, stating that it represents the type of business the Port should support. Hill recalled his own experience when he first proposed purchasing land for his business and was declined by the Port Commission. He believes that Terry's Plumbing deserves the opportunity and fully supports the sale.
- Commissioner Robert Stevens stated that this was a difficult decision, as he is generally opposed to selling Port-owned land, particularly given its potential future value with the upcoming projects planned for the Marina and Central Waterfront. He also recognized the significance of Terry's Plumbing as a local business with deep ties to Astoria. Given the company's long-term commitment to the community and plans for growth, he supported the sale and viewed it as a beneficial decision for both the Port and the business.

Commissioner Rohne moved to Authorize the Executive Director to Execute the Agreement Between Mike Oien and the Port of Astoria for an Amount Not Lower Than \$950,000. Commissioner Hill seconded. The motion carried 4-1 amongst the Commissioners present, as follows:

Commissioner Hill - Yes.

Commissioner Spence - Yes.

Commissioner Rohne - Yes.

Commissioner Campbell - No.

Commissioner Stevens - Yes.

9b. SLR International – Byproduct Recovery Center Treatability Study Agreement

- Deputy Director Matt McGrath presented the action item to the Commission, referencing the Commission workshop session held on September 17, 2024. He introduced the Byproduct Recovery Center (BRC) grant agreement with Business Oregon for approval. The grant agreement would fund \$60,000 for the \$80,000 feasibility study being conducted on the south end of Pier 2. The agreement presented to the Commission was for a contract with SLR International to conduct the feasibility study at a cost of \$80,000. The feasibility study will assess constructability, permitting requirements, and the quality of water transferred between facilities, among other considerations.
- Executive Director Isom clarified that this agreement had previously been presented to the Commission in September when the grant was accepted and designated for a feasibility study. While the grant and study were approved at that time, the contract with Steve Hammer of SLR International was not. The agreement was now being presented for approval.
- Commissioner Campbell asked McGrath whether the BRC would ultimately be operated by the Port. McGrath confirmed that the Port would construct and manage the facility.
- Isom explained that the Port envisions the BRC as a self-sustaining operation, with operational costs offset by contributions from those utilizing the facility.
- Commissioner Rohne asked whether the BRC would simplify the permitting process for seafood processors. Isom confirmed that it would and described it as a long-term solution to the ongoing challenges faced by both the Port and seafood processors.

Commissioner Rohne moved to Approve the Contract with SLR International to Conduct a Feasibility Study. Commissioner Hill seconded. The motion carried 5-0 amongst the Commissioners present.

9c. Public Meeting Policies

Isom explained that the Public Meeting Policy is intended to serve as a standalone document that references Port's bylaws, allowing for future changes without requiring updates to multiple documents. Additionally, the Special Districts Association of Oregon (SDAO) offers a program that provides a 2% discount on the Port's insurance premium for the year if a Public Meeting Policy is formally adopted.

Howard informed the Commission that the proposed policy incorporates language from the bylaws and is based on a template provided by SDAO. Adopting the policy would ensure compliance with updated rules. In the event of any conflict between the policy and the bylaws, the bylaws would take precedence.

Commissioner Rohne moved to Approve the Port of Astoria Public Meeting Policies as Presented. Commissioner Campbell seconded. The motion carried 5-0 amongst the Commissioners present.

Public Comment for items not on the agenda:

There were no public comments.

Executive Director Comments:

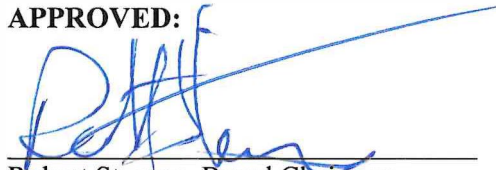
- A week and a half ago, Isom and McGrath met with Wes Cochran from the Economic Development Administration (EDA). The EDA offers grant programs to various regions and the local area has not recently been a recipient of these funds. To explore potential opportunities, a meeting was coordinated with Cochran, Melanie Olson from Business Oregon and Sara Lu Heath from the Columbia Pacific Economic Development District to discuss the Port's current projects and funding needs. Cochran expressed interest in the BRC, as it aligns with some of the EDA grant guidelines. The Port will pursue grant applications for potential funding.
- The Port leadership team drafted a letter to the Department of State Lands (DSL) regarding the application for mitigation for the Pier 2 project. Last week, two permit applications for the mitigation plan were submitted to the City of Warrenton—one for the originally proposed site at Skipanon, and another for a general site that would need to be purchased from DSL. Isom hopes that the letter to DSL will encourage their support for the application, allowing the Port to move forward with the Pier 2 West Rehabilitation project.
- Commissioner Hill asked Isom whether there has been any progress on the mitigation matter with Warrenton. Isom responded that he believes the city is interested in reaching a resolution. The Port remains hopeful that the application for mitigation on Port-owned property will be approved, as the alternative would require purchasing land from DSL to proceed with the Pier 2 repairs.

Upcoming Meeting Dates:

- Port Holiday Party – December 7, 2024 at 5:30 PM
- Workshop Session – December 17, 2024 at 4:00 PM
- Regular Session – January 7, 2025 at 4:00 PM

Adjourned:

Chairman Stevens adjourned the meeting at 4:51 PM.

APPROVED:

Robert Stevens, Board Chairman
Board of Commissioners

ATTEST:

Tim Hill, Secretary
Board of Commissioners

Respectfully submitted by:
Dianna Delgado
Office Manager

February 4, 2025

Date Approved by Commission