



MEETING MINUTES
AUGUST 20, 2019

PORT OF ASTORIA
REGULAR SESSION
PORT ADMIN BUILDING
10 PIER 1, SUITE 209
ASTORIA, OR 97103

Call to Order

Dirk Rohne called the Regular Session to order at 4:00 pm.

Roll Call

Commissioners Present: Scott McClaine; Frank Spence; Robert Stevens; Jim Campbell; and Dirk Rohne.

Staff present: Will Isom, Interim Director; and Ella Mae Marion, Office Manager

Pledge of Allegiance

Commissioner Reports

McClain – Nothing to report

Campbell – Nothing to report

Spence – Commissioner Spence attended City of Astoria Council meeting discussing the planning commission to create a special district for the Port. The City Council is in process of creating a River Overlay and placed restrictions for development on the area. A 28ft cap and 3000 sq ft base. Commissioner Spence spoke in opposition to the Overlay. The council recommended the Port and warehouse be exempt from the restrictions and create a special district. The Council came to a decision, which will be discussed at the next City Council meeting.

Stevens – Finished mark-up of the Strategic Plan. Commissioner Stevens noted the value of the Port of Astoria for disaster recovery in the Strategic Plan.

Rohne – Received letters from other ports regarding the maintenance and safety fee. Commissioner Rohne worked with our attorney to draft a letter acknowledging we have received their letter and to explain the fees.

Changes/Additions

East Mooring Basin

Public Comment for items on the agenda

There were no requests for public comment on items on the agenda.

Consent Calendar

The Consent Calendar consisted of the following:

- Meeting minutes – June 4, 2019
- Financials – June 2019

Commissioner Campbell moved to approve the consent calendar as presented. Commissioner Stevens seconded.

Motion carried unanimously.

ACTION:

❖ Resolution to establish a standing finance committee (Resolution 2019-10)

Will Isom included in the packet a revision to the current Bylaws and a memo signed by him and Walt Postlewait – recommending a standing Finance Committee. The purpose of this Finance Committee will be to assist, review and make recommendations to the commission on financial matters related to the Port. The committee will meet at least quarterly. Committee will be apprised of the Port of Astoria Commission Treasurer and Director of Finance and up to 5 citizen members. Committee members will serve a 2 year term. A change to the Bylaws will require a super majority of the commission. Commissioner Stevens expressed concern that the Finance Committee would not overburden the finance department. Commissioner Stevens is also concerned that the commission would rely on non-elected officials offering advice and guidance to elected officials. The role of the committee is not to provide oversight of the Port commission but to be a resource and offer insight to financial matters that may have been missed in the past.

Commissioner Spence moved to approve the resolution to change the Bylaws in order to establish a standing finance committee. Commissioner McClaine seconded.

Motion carried unanimously.

ACTION:

❖ Reimbursement Policy

Changes to the Commission Compensation and Reimbursement policy. The \$50 reimbursement policy would only apply to Port of Astoria meetings as well of approved meetings outside Clatsop County.

Commissioner Spence moved to approve the resolution to change the Commission Compensation and Reimbursement policy. Commissioner Campbell seconded.

Motion carried unanimously.

ACTION:

❖ Executive Director Search

At the last meeting the commission chose to work with Special Districts Association of Oregon. Commissioner Rohne needs a motion for permission, from the Commission, to sign the contract. Commissioner Campbell believes it would be wise, if there is an in-house appointment of the Executive Director, to have Special Districts negotiate the contract.

Commissioner Spence moved to approve the resolution to sign the Special Districts consulting services agreement to be signed by the Chairman of the Board. Commissioner McClaine seconded.

Motion carried unanimously.

ACTION:

❖ Riverwalk Inn Sale Analysis

Will Isom, Interim Director and Finance Director, would like a consensus of the commission to move forward in the process of the sale of Riverwalk Inn. The appraisal of the Riverwalk Inn, Chinook Building, and Seafarer Restaurant was received a few weeks ago. The appraisal confirmed what management has believed all along – that it would be a “slam dunk”. The Param Hotel Group currently manages the Riverwalk Inn. The lease expires in October 2020. They have a 5-year renewal option, which they are expected to take. The revenue obtained from rents and a percentage of gross sales has consistently been about \$218,000 a year for the past few years. The hotel is currently valued at just over \$4 million and the land is valued at \$1.17 million for a total of \$5.2 million. Will Isom believes that selling the building makes good sense and would like to move forward with listing the hotel with a commercial agent Brian Resendez with Northwest Hotel



Investor. Will would like to speak with Brian and get an RFP together which Will will then bring back to the commission for approval before moving forward on a sale of the Riverwalk Inn.

Commissioner Spence asks if we are able to legally able to sell the Riverwalk Inn with Param leasing the hotel. Will Isom answered that the Port is able to sell the hotel while Param is leasing hotel. Param has first right of refusal refers to the operator agreement – not to a sale.

The commission finds it agreeable to engage NW Hotel Investor for an RFP.

ACTION:

❖ East Mooring Basin

Commissioner Spence would like to go out on an RFP on the East Mooring Basin. Would like to keep the underlying land and water but would like to know what the other commissioners would like to do with the EMB. Dirk Rohne would like to finish the Strategic Plan and use that as a guiding document. After there is a standing Finance Committee, they will analyze standing leases and agreements.

ADVISORY:

❖ Strategic Plan Update

Will Isom has schedule the community outreach meetings. The first meeting will be Sept 3rd in the Astoria Library at 6pm. The following meeting will be at the Seaside Library on Sept 4th at 5pm and on Sept 5th the outreach meeting will be at the Knappa Forestation at 5pm. Forms, feedback and questions will be available for participants to submit back to the office. The tight schedule is to allow Mary to attend these meetings and then have time for approval of the Strategic Plan in September. Any changes will be redlined so that the commission will be able to easily see what was suggested or changed. Mary is able to play liaison between the Port and various stakeholders in the Port. Mary is best able to help the Port's goals to be in-line with the state's goals so that, in the future, it will allow the Port state funding. Meeting notices will be on the Port's website and a notice will also be put in the paper.

Public Comment for items not on the agenda

Cheryl Johnson would like to share what a pleasure it is to listen to and observe this commission. She has attended all the Commission Meetings since December and has also attended all the Finance Committee meetings. She feels like things are moving forward. The discussion is very healthy, open, honest, and helpful. The audience sees this and it is appreciated.

Executive Director Updates


- Will Isom, Executive Director, would like to remind all that Senator Merkley's reps will be at the Port at 8am on September 4th. Please let Ella know if you would like to attend a tour with the reps.
- The contract with ILWU is set to be finished at the first commission meeting in September.
- Made it through the interim audit. Have contracted with CFO selections to help.
- Matt McGrath is finalizing the RFP for dredging at the marina – will be completed by end of August. RFP would include the next 3 years dredging schedule. This year the Port will dredge 20,000 cubic yards.
- Commissioner Rohne and Will Isom met with Senator Betsy Johnson and voiced some concerns to her. They received good feedback and ideas from Senator Jones to investigate further. Senator Johnson showed an interest to work with the Port.

Upcoming Meeting Dates

- Workshop Session – September 3, 2019 at 4:00 PM.
- Regular Session – September 17, 2019 at 4:00 PM.

Adjourned

President Rohne adjourned the meeting at 5pm.

APPROVED:

Dirk Rohne, Chairman/President
Board of Commissioners**ATTEST:**

Frank Spence, Secretary
Board of Commissioners

Respectfully submitted by:
Karen Jensen
Executive Assistant

September 3, 2019
Date Approved