

**Special Session Commission Meeting
January 28, 2022 – 2:00 pm
2 Marine Drive, Boardman, Oregon 97818**

I. CALL TO ORDER AND INTRODUCTIONS

Rick called the meeting to order at 2:00 pm.

Commissioners Present: Rick Stokoe, Marv Padberg, Joe Taylor, and John Murray

By Zoom Meeting: Jerry Healy

Staff Present: Lisa Mittelsdorf, Mark Patton, Eileen Hendricks, Miff Devin and Brandy Warburton

Staff by Zoom: Kalie Davis and Erika Lasater

Visitors by Zoom: David Sykes, George Plaven, Debbie Pedro, Aaron Palmquist, Dawson Quinton, Melissa Lindsay, Tamra Mabbott

Rick asked all commissioners if it would be acceptable to modify the agenda and go directly into executive session because our legal counsel was waiting online. All agreed to the modification and the regular session was recessed at approximately 2:15 pm.

VI. EXECUTIVE SESSION

Executive session started at approximately 2:20 pm under ORS 192.660 (2)(h) For the purpose of consultation with counsel concerning the legal rights and duties of a public body with regard to current litigation or litigation likely to be filed. Executive session ended at approximately 2:37pm and the special session reconvened at approximately 2:38pm.

II. OLD BUSINESS

A. Other

No old business was discussed at the time.

III. NEW BUSINESS

A. Operations

Rick explained to the group the need to solidify the process that has been in place since the absence of our Executive Director. Mark and Lisa are performing in the Executive Director's role in the interim and fulfilling the duties until the commission moves forward in the process of filling the position permanently. During this time, Tim Patton and Jason Hendricks will report to Lisa and not Mark.

B. Staff Board Appointments

Rick explained that we have several board positions that require a Port staff representative and they will need to be reappointed since they are currently held by Ryan. Lisa listed off the board commitments that will need to be reappointed and discussion was had by all, with the following decisions being made.

CDA – Lisa will be the voting representative and Joe will be the alternate.

CREZ II – Lisa will be the voting representative and John will be the alternate.
CREZ III – Lisa will be the staff voting representative and Mark will be the alternate to the staff vote.

The remaining boards that Ryan served on were all advisory boards and will not need a replacement voting member.

C. Resolution 2022-02 – Updating Signatories

Rick explained that in the past the Executive Director or his designee were authorized to sign and negotiate all transactions and that will need to be updated. Rick consulted with our counsel, and he suggested a resolution changing the authority rather than having to show the minutes for each transaction.

Joe moved to approve resolution 2022-02, authorizing signatories on approved real estate transactions and other matters of the Port. Marv seconded the motion. John questioned whether this gave staff permission to sign only after the commissioners approved the transaction and Rick confirmed that it will only be on approved transactions. No further discussion was had, and the motion passed unanimously.

D. Resolution 2022-03 – Online Banking Administrator and Signatories

Rick explained that he was contacted by our banking institution, and they advised him that with the vacancy of the Executive Director, they would need a signed letter by at least two commissioners authorizing an administrator on the account. Discussion was had by all on the functions of the administrator and who should be the administrator going forward. Rick also explained that all commissioners have the right to be on the account but if they haven't logged in recently or updated their account, then they were dropped from the account. Eileen pointed out the last signature line is blank on the resolution, and she would like to recommend that Lisa be added as a signatory on the account. Mark does not want to be added since he approves large invoices.

John moved to approve resolution 2022-03, with the change of adding Joe as an alternate administrator and Lisa as a staff signatory on all accounts. Marv seconded the motion. No further discussion was had, and the motion passed unanimously.

E. Potential Change to February Meeting Date

Lisa explained that she will be gone during our next regular commission meeting on February 9th so she would like to change it to the following week if possible. Discussion was had on a possible date change by all, and it was agreed to change the meeting to February 16th at 1:30pm.

F. Open Comments

John asked about a setting a timeline for a discussion on replacing the Executive Director. Joe thought it would be appropriate to discuss at the next meeting. Rick would like to not rush the decision since we have a process in place that is working. Marv agreed with Rick in taking some time to make the decision. Jerry agreed that the process is working with the current staff and is in no rush.

Rick asked the other commissioners for approval to negotiate with Mark, Lisa and Eileen on a compensation package to accommodate their extra responsibilities that they are taking on during the interim. Joe would like to have at least two commissioners involved in the negotiations. All agreed to have Rick and Joe handle the negotiations with staff.

Rick wished to express his and the commissioners, gratitude towards staff for taking on so much during this stressful time for all.

Morrow County Commissioner Melissa Lindsay wished to express her sincerest condolences to the entire port family. Ryan was a great guy, and she appreciated his kindness and his hard work.

G. Other

No other comments were made at the time.

IV. FOR THE GOOD OF THE ORDER

V. UPCOMING EVENTS:

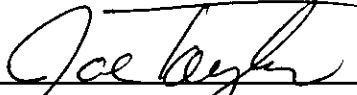
February 10-13 th		SDAO Annual Conference Virtual
February 16th	1:30pm	POM Regular Commission Meeting
March 13-17 th		PNWA – Mission to Washington D.C. Virtual

There being no further business, the Regular Commission meeting adjourned at approximately 3:19 pm.

Submitted by:



Rick Stokoe, Commission President



Joe Taylor, Commission ~~Vice President~~
Secretary