



PORT OF KENNEWICK REGULAR COMMISSION MEETING

MARCH 24, 2020 MINUTES

Commission President Don Barnes called the Regular Commission Meeting to order at 2:00 p.m. in the Port of Kennewick Commission Chambers located at 350 Clover Island Drive, Suite 200, Kennewick, Washington 99336.

The following were present:

Board Members: Don Barnes, President
Skip Novakovich, Vice-President
Thomas Moak, Secretary

Staff Members: Tim Arntzen, Chief Executive Officer (via telephone)
Tana Bader Inglima, Deputy Chief Executive Officer (via telephone)
Amber Hanchette, Director of Real Estate and Operations (via telephone)
Nick Kooiker, Chief Finance Officer (via telephone)
Larry Peterson, Director of Planning and Development (via telephone)
Lisa Schumacher, Special Projects Coordinator
Bridgette Scott, Executive Assistant (via telephone)
Lucinda Luke, Port Counsel (via telephone)

Commissioner Barnes stated joining him in Commission Chambers is Commissioners Moak and Novakovich as well as Lisa Schumacher, from our staff. Commissioner Barnes called this meeting to order and stated under today's circumstances, this is anything but a regular meeting. We ask that you please silence your cell phones or any other noise making devices.

Before we begin with the Pledge of Allegiance, there are a few procedural items that need to be reviewed.

First, if you are in the room, you will see that we have no public in the room today, however; we are maintaining social distancing between the Commission and staff. This is also the first meeting at the Port of Kennewick in which the public is able to attend remotely, so we appreciate your patience and understanding as we work through this. Commissioner Barnes asked Ms. Scott if anyone from the public is listening in today.

Ms. Scott stated at this time Cal Coie is the only public listening in.

If you are listening to this meeting remotely, we appreciate your participation. To keep the background noise down to a minimum, we ask that participants mute their phones. The agenda packet may be viewed on our website if you would like to follow along. Or, the packet may be viewed on your screen if you are using the GoToMeeting app.

When it is time for public comments, it may be difficult to determine who is speaking, so please be patient and respectful.

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Commissioner Barnes stated to verify which staff are participating remotely in today's meeting we will take a roll-call. As Commissioner Barnes mentioned earlier, all three Commissioners are present as well as Lisa Schumacher from our staff.

Mr. Arntzen - present
Ms. Bader Inglima - present
Mr. Kooiker - present
Mr. Peterson - present
Ms. Hanchette - present
Ms. Scott - present
Ms. Luke - present

PLEDGE OF ALLEGIANCE

Commissioner Moak led the Pledge of Allegiance.

APPROVAL OF THE AGENDA

Commissioner Barnes suggested that we try to conduct the meeting as expeditiously as possible given the circumstances. If there is anything on this Agenda that is not critical and could easily be postponed to the next meeting, he would welcome the opportunity.

MOTION: *Commissioner Novakovich moved to approve the Agenda; Commissioner Moak seconded. With no further discussion, motion carried unanimously. All in favor 3:0.*

PUBLIC COMMENT

No comments were made.

CONSENT AGENDA

- A. ***Approval of Direct Deposit and E-Payments Dated March 17, 2020***
Direct Deposit and E-Payments totaling \$61,561.78
- B. ***Approval of Warrant Register Dated March 24, 2020***
Expense Fund Voucher Number 101939 through 101993 for a grand total of \$502,765.80

MOTION: *Commissioner Novakovich moved for approval of the Consent Agenda; Commissioner Moak seconded. With no further discussion, motion carried unanimously. All in favor 3:0.*

NEW BUSINESS

- A. ***Port Commission Rules of Policy and Procedure***
 - 1. ***Section 6.9, participation by Telephone***

Ms. Luke stated before the Commission is Resolution 2020-05, which would propose us to suspend Section 6.9 of the Commission Rules of Policy and Procedure. Section 6.9 of the Commission Rules indicates that the Commissioners may not participate by phone, but they are required to participate in Meetings in person. The Resolution would allow that during this state of emergency, that Section 6.9 rule be suspended and would allow for the Commission to participate in its meeting through telephone or the GoToMeeting application that we are

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currently using today. Ms. Luke would note that the end of the remote participation in meetings is generally a state of emergency, either state or federal, so it is an indefinite time at this point. We may need to revisit this suspension in the future, once we learn when the state of emergency will be lifted.

Commissioner Barnes stated the Resolution does not provide a termination date, so if he understands what Ms. Luke is saying, this Resolution will remain in force and effect until when?

Ms. Luke stated in the Resolution under the third Whereas, it states “during a state of emergency” and so that is the defining term as to the length.

Commissioner Barnes stated this proposed Resolution is one that is legally sufficient and one which Ms. Luke is advising the Commission to adopt in the best interest of the Port of Kennewick.

Ms. Luke states as she understands it, the Commissioners have requested to meet remotely during this state of emergency and also in relation to the Governor’s order, Stay Home, Stay Safe, which goes into effect at midnight tomorrow. Ms. Luke believes that this Resolution covers not only the Commissioner’s request, but compliance of the Governor’s order.

Commissioner Barnes confirmed that Ms. Luke is recommending that the Commission adopt this Resolution.

Ms. Luke stated yes, that is correct.

Commissioner Barnes asked if there were any further questions.

PUBLIC COMMENT

No comments were made.

MOTION: Commissioner Moak moved for approval of Resolution 2020-05; Commissioner Novakovich seconded:

Commissioner Barnes restated the motion and noted that the Resolution has been prepared and is recommended for adoption by Port Counsel.

Discussion:

Commissioner Novakovich would like to Amend to the Motion.

MOTION: Commissioner Novakovich moved to amend the Motion to approve Resolution 2020-05 suspending Section 6.9 of the Commission Rules of Policy and Procedure during this current state of Stay Home, Stay Safe as issued by the Governor, at which time it can be revisited if it needs to be extended;

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Motion to Amend dies for lack of second.

Commissioner Moak supports the Resolution and really thinks that the Commission ought to revisit the whole issue of being able to do this, but not just during a state of emergency but at other times. Commissioner Moak stated during the six years that he has been here, we have had excellent attendance by all three Commissioners, but he also thinks there are times when Commissioners aren't able to be physically present and he thinks their presence electronically, with all the technology we have, would be preferable to only having two Commissioners. Commissioner Moak would think in the future, that might be something the Commission might look at. But for now, we are dealing with state of emergency that we are at and he supports this.

Commissioner Barnes concurs with Commissioner Moak's comments with respect to Commissioner participation at meetings through technological means. Today we are under a state of emergency, so Commissioner Barnes thinks maybe at the appropriate time in the future, this could be something the Commission would want to take up and review and reconsider.

With no further discussion, motion carried unanimously. All in favor 3:0.

B. Declaration of Local Emergency and Delegation of Authority

Ms. Luke attended a Washington Public Ports Association (WPPA) roundtable last Thursday and one of the discussions was regarding the declaration of local emergency. Some of the ports have already taken this step and it was recommended that all ports consider taking this step of a declaration of local emergency. So that ports could avail themselves of all the support, state and federal, that might be available to them. Therefore, Ms. Luke prepared the declaration of local emergency and approval of delegation of authority, using the template that was available on the WPPA website, provided by ports that were presenting last week. Ms. Luke used that template and modified it to the Port of Kennewick's status and its protocol. That is the reason this is brought before you. Ms. Luke has seen today where Walla Walla declared a local emergency and we are seeing those declarations be taken across the state in various public settings above and beyond port settings. Ms. Luke does not know if the Commission has any specific questions and does not want to take any more time than is absolutely necessary today. Ms. Luke offered to direct the Commission if there are questions or very specific sections that you may have concern over.

Commissioner Barnes inquired if there are questions for Ms. Luke.

Mr. Novakovich would like to know what Mr. Arntzen what he thinks...

Commissioner Barnes wanted to recognize Commissioner Novakovich and believes he stepped over the top of his question. Commissioner Barnes asked Commissioner Novakovich to restate his question and apologized for intruding.

Mr. Novakovich would like to know if our CEO has taken a look at this and what his thoughts are in this delegation of authority and if he is willing to accept these responsibilities.

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Mr. Arntzen will take that as a question directed towards him and asked if people in the Commission Chambers and people online can hear him. Mr. Arntzen appreciates the opportunity to comment. Mr. Arntzen has had a chance to read this and initially, he might have had some concerns because it is pretty broad. Mr. Arntzen thinks everyone is concerned about a potential overreach of government, whether it is at the federal level, state level or even the local level. When he first read it, Mr. Arntzen thought it provided broad powers to the CEO, but having read through it again, he thinks it is manageable. Mr. Arntzen would like the Commission to know that he looks at this as being an extraordinary measure. Mr. Arntzen is not a proponent of this and he is not an opponent of it, he thinks should the Commission feel that it is appropriate to enact this, he will faithfully carry it out and do his best to use it only when necessary, because he does have some concerns about not specifically this, but any emergency situation and being very cognizant that we don't overreach. Mr. Arntzen stated with that as an explanation, he is neutral towards this and he does appreciate Ms. Luke's drafting of the Resolution and her thoughts on it and he knows a lot of other ports are doing it as well. Mr. Arntzen will faithfully implement this if the Commission decides to enact it today.

Commissioner Barnes sees that Section 4 of the proposed Resolution, states that "the Resolution shall continue in force and effect until terminated by law or by further Resolution, and shall be reviewed as a regular Agenda item on the Commission's Agenda until such time as this Resolution it is terminated." Commissioner Barnes wanted to make sure he understands and is reading it correctly, and he takes that to mean that this, as long as this Resolution is in effect, will be a regular item on every future Commission Meeting and that it will remain in force and effect until it is terminated by law or by further Resolution by the Commission. Commissioner Barnes inquired if he is reading that correctly.

Ms. Luke stated yes Commissioners Barnes, you are reading that correctly. Ms. Luke stated that is one of the things that was discussed at the Roundtable. That the intent was that this would be brought up at each meeting for an update by the executive if actions have been taken or if the Commission wanted to review the parameters of the declaration or the delegation of authority. Ms. Luke stated this also can be terminated at such time the Commission determines that it is appropriate, whether that is before or after other actions have been taken by state or federal.

MOTION: *Commissioner Novakovich moved for approval of Resolution 2020-06, declaring a local emergency and approving the delegation of authority; Commissioner Moak seconded.*

PUBLIC COMMENT

No comments were made.

Discussion:

Commissioner Moak stated here at the Port, as well at his other job which is the public library as well as at the housing authority, we are getting all of this information from the state and federal on dealing with this emergency that is happening. Things change every day and so Commissioner Moak thinks this Resolution gives the manager the ability to move unfettered, when that needs to happen. And he thinks that is important, as we move about our business and

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try to figure out what our business is and what we can do and what we can't do. Commissioner Moak thinks having this authority is very important, and it does require, if in fact, that the CEO operates under this Resolution and under this delegation, and it is different than the delegation he already has, that he is required to report back to the Commission on the exercise of powers. It is a way, Commissioner Moak thinks, of making sure we as a Port, are nimble as we deal with the issues before us and that Mr. Arntzen doesn't have to wait for a Commission Meeting to act if something happens where action is needed right away. Commissioner Moak thinks this is important and we are in a state of emergency and we need to act that way.

Commissioner Novakovich agrees with Commissioner Moak, and stated the Printing Industries of America, as well as Printing Industries of the Pacific, and Council of Governments have all taken similar actions. Commissioner Novakovich pointed out to the Commission that we hired a very competent, excellent manager at the Port of Kennewick and he thinks giving the CEO this delegation of authority allows him to, in times of emergency, make decisions. Commissioner Novakovich does not think it should be encumbered upon this Commission to criticize the CEO for making such decisions, unless they are in extreme error. Commissioner Novakovich would like to make note that if the CEO makes decisions, he thinks the Commission should support the CEO on the decisions made, knowing that we hired a person that is competent in making those types of decisions.

Commissioner Barnes supports this proposed Resolution and he thinks these are highly unusual times and extraordinary times. Commissioner Barnes agree with the comments made by Commissioner Moak, that if there is a situation that arises that requires prompt, unfettered action, he believes this authorizes our CEO to take that action and then subsequently report the action to the Commission at the following Commission Meeting.

With no further discussion, motion carried unanimously. All in favor 3:0.

REPORTS, COMMENTS AND DISCUSSION ITEMS

A. *Communications with the Public*

Ms. Bader Inglima stated understanding that our Commission has always deemed it a priority to be transparent and open with the public, staff has done a number of things to communicate our position under these extraordinary and evolving circumstances. Early on, as the Commission knows, we had a conversation at the last Commission Meeting and our partners in the planning for the event at the Wine Village on March 27. Everyone was in consensus that it needed to be cancelled or postponed and we took early action to notify the public about that and did a media release identifying the reasons why and that we were trying to encourage social distancing for groups of less than 250. Very soon after that, we had some additional, evolving changes and we distributed a media release that indicated that our office is closed and that staff would be working remotely. We notified the public of that via media release, community advisory, and posting to our website. Ms. Bader Inglima stated staff have also done a number of other communications, and Ms. Scott included a list in the Agenda Packet. Staff prepared notices that went in with our tenant notices indicating the reduction of our maintenance and our ability to respond to emergency situations as opposed to regular everyday business. We have notified our tenants, put notices on the door, and we are creating a special opportunity for people to communicate via the

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GoToMeeting. Ms. Bader Inglima stated once the Meeting is over today, since the Commission has taken action on the two Resolutions, she will send out another media release indicating that those actions have been taken. Staff is trying to communicate with the public efficiently and effectively as we can, so that people know we are on top of this and the Commission is trying to work towards transparency. Ms. Bader Inglima appreciates the early direction and action that has been taken to protect the public health and our staffs' health. Ms. Bader Inglima stated that is a summary of some of the activities we have taken and we will continue to try and work to communicate both positively and proactively with our community.

Commissioner Novakovich stated Ms. Bader Inglima is doing a wonderful job of communicating our message to the public and he appreciates it and he hopes that his fellow Commissioners do as well. Commissioner Novakovich is sure the public appreciates knowing what we are doing at the Port of Kennewick on their behalf.

Commissioner Moak stated in this state that we are in now, where we are not working in the office, but working from home, how easy is it for you to continue to be able to make those contacts or share the type of information that you have been sharing when you've been on the premises.

Ms. Bader Inglima stated the computer network system that we have set up is enabling her to respond via email, just as if she were sitting at her desk. She can also remotely access her messages on her phone and return phone calls. Ms. Bader Inglima stated that really the public is not seeing any differences if they were trying to reach her via phone or email. Ms. Bader Inglima is not actively pursuing on camera interviews for either herself or the Commission nor has the media inquired about that. Ms. Bader Inglima believes the broadcast media is also being very careful engaging and doing their social distancing as well. For Ms. Bader Inglima, the process has been seamless and our entire team has been working collectively to communicate with our tenants, with our contractors, with our consultants, with our public and she thinks the way Ms. Scott set up our IT has really allowed us, through the use of technology, at a very evolving and interesting time to be able to continue to do what we need to do.

Commissioner Moak thanked Ms. Bader Inglima and stated that he appreciates her work.

Commissioner Barnes thanked Ms. Bader Inglima and commended her for all of this work. Again these are extraordinary times and we are under a state of emergency, under a Governor's proclamation to work from home, so this is a rapidly changing environment to say the least. Commissioner Barnes thanked Ms. Bader Inglima for her prompt, effective communications out to the public on the behalf of the Port.

B. Citizen Complaint and Appeal Costs

Mr. Kooiker stated at the last Commission Meeting, it was his understanding that he received two questions from two separate Commissioners about the complaint cost:

1. The first question was the overall cost of the complaint; and
2. The second question was the cost of the appeal.

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Mr. Kooiker stated the overall cost, which are hard costs and do not include staff time or time accrued to the complaint, but these are strictly costs that we have dispersed through accounts payable. The overall cost of the complaint, through today's check run, is \$142,893. The cost of appeal, which is the second question is more subjective, so Mr. Kooiker reviewed invoices and used some discretion on pulling that exact number out, but it is roughly about \$72,000. At this point, it is about half of the \$143,000. We also have a \$13,000 invoice that is pending to be paid on April 14, 2020 at next the next Commission Meeting, which is currently in the processing stage to be reviewed. Once that invoice is approved, the cost is roughly about \$156,000 overall. Mr. Kooiker inquired if the Commission had any questions.

Commissioner Moak asked how much beyond that and are we getting close to the end of all of this.

Mr. Kooiker deferred to Ms. Luke for a response.

Ms. Luke thanked Mr. Kooiker and provide an update. We have a phone conference with Judge Kallus scheduled for next week, in which Ms. Luke hopes to learn more about the Judge's plans on scheduling. At this point in time, we do not have a hearing or review scheduled with Judge Kallus. Judge Kallus has been in the process of soliciting input from counsel regarding the process to be undertaken and we now have a response from Commissioner Barnes' counsel, as of last Monday, March 16, 2020 and he indicated that there was not a desire to engage in further steps prior to Judge Kallus undertaking her review...

Commissioner Barnes interrupted Ms. Luke and stated he is concerned about staying on topic, which is citizen complaint and appeal costs please.

Ms. Luke stated she was providing a status that Commissioner Moak inquired of the status related to where we are at in the hearing process. Ms. Luke stated the short answer is, she will know more after a telephone conference with Judge Kallus next week.

C. Commissioner Meetings (formal and informal meetings with groups or individuals)

Commissioners reported on their respective committee meetings.

D. Non-Scheduled Items

1. Ms. Hanchette reported that operations is currently operating under essential and emergency operations and taking only life, health, safety, maintenance calls. Our operations team is working on rotating shifts for the next seven days per week, in order to monitor Port buildings, the marina, and other Port owned public spaces. This is part of the continuation of building function, so we can keep an eye out for any property damage, theft, or vandalism. As well as closing bathrooms under the Governor's order to slow the COVID-19 virus. Also, the security firm we us, Phoenix Protective Services are continuing their nightly checks, so we are trying to address this rapidly changing environment as best we can on a daily basis.

Ms. Scott stated Mr. Peterson is having connectivity issues.

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2. Mr. Peterson reported the he is working with Mr. Arntzen, Ms. Luke and David Robison of Strategic Construction Management and Total Site Services to understand what the Governor's Stay at Home, Stay Healthy order means to the continuation of construction at Vista Field. This is evolving and we will keep you posted at the next meeting on what comes of this.
 3. Mr. Kooiker stated from the accounting department's perspective, it has certainly been an interesting time. We have had to adapt very quickly, but we were lucky because we had a lot of technology in place that many of the other governments didn't. For example, our accounts payable system is revolutionary in a sense, where it is all on the web and Mr. Kooiker can approve invoices from anywhere that he has web access. The only item that Mr. Kooiker would need to go to the office for is to print and sign the checks. We have also implemented digital signatures for a lot of our contracts. Mr. Kooiker stated Commissioner Barnes, as a realtor is probably familiar with DocuSign. Staff has been using DocuSign temporarily to get contracts executed and keep business moving the best we can. Mr. Kooiker stated one of the hardest items has been payroll, because we feel it is important that people continue to get paid through this difficult time and we have been on top of that. Mr. Kooiker is worried that Key Bank, which is located in Seattle could temporarily close, which concerns him, but we are lucky because most of it is online. There are some things we have to work around for, temporarily, in order to get, for example, our federal tax payment made on a timely basis to the IRS. Staff is making due and in a sense, it has been good for us to branch out and see what we can do, although Mr. Kooiker wishes we had more time to do it.

Commissioner Barnes thanked Mr. Kooiker for all the work he is doing under these extraordinary times and it seems like every day that goes by brings a new challenge. Thank you again for being adaptive, responsive, and keeping staff paid at the Port of Kennewick.

4. Mr. Arntzen stated briefly, that he will provide regular briefings to the Commission and has sent some out via email and will continue doing that as appropriate. Mr. Arntzen will also have a standing item on each Agenda regarding the emergency delegation and perhaps brief staff updates. Mr. Arntzen will try to balance what staff can tell you in a Commission meeting and maybe in between Meetings, he will send out via email, any updates that are happening at the Port. Mr. Arntzen wants to make sure, that he does not want to burden the Commission or others with too much information but he also wants to ensure that we know what is happening. As each Commissioner has stated, this is a changing situation, sometimes day by day.

Mr. Arntzen appreciates Mr. Coie having the interest in calling in and participating remotely. Mr. Arntzen stated that just proves that we can hold a meeting where we have the public call in.

Commissioner Barnes thanked Mr. Arntzen for his leadership during these extraordinary trying times, and he is sure one way or the other, we will get through this, so thank you.

5. Commissioner Moak thanked staff for their work under these trying circumstances, whether it is at the management, or the worker and everywhere in between. Commissioner Moak stated everyone's lives have been disrupted and yet we do have critical business at the Port that needs

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to be taken care of and he appreciates the work of everybody to try and make it happen. Certainly we will be glad when we are back under regular order.

6. Commissioner Novakovich concurs with Commissioners Moak and Barnes said and thanked Ms. Schumacher for being here today and opening up the Chamber and for Ms. Scott and whoever else set up the technology, thank you all.
7. Commissioner Barnes echoed Commissioners Moak's and Novakovich's earlier comments and stated these are extraordinarily trying times and there is a lot of uncertainty and he would like to thank Ms. Luke and Mr. Arntzen for putting up with his questions leading up to this meeting. Again, there is a lot of uncertainty and maybe some fear, but working together, he is confident that somehow, we at the Port of Kennewick are going to get through this. Commissioner Barnes wanted to thank all of you for your work to get us to this point. And this is not over by a long shot, so we need to remain vigilant and continue to work our way through this. Thank you.

PUBLIC COMMENTS

No comments were made

Commissioner Barnes thanked Mr. Coie for joining us today and his participation and attendance at our Commission Meetings.

COMMISSION COMMENTS

No comments were made.

Mr. Arntzen wanted to commend each and every one of his staff members and stated it has been really interesting, and in an ironic way, a rewarding experience, to see how well his staff performs, even when we are not in the office. A special thank you to Ms. Schumacher for coming in and setting up the Meeting. Mr. Arntzen thanked the Commission as well and stated this is really a time for leadership and he appreciates what all three Commissioners are doing now. It is one thing to be a leader in normal times or good times, but he does appreciate having the leadership that he can count through this difficult time with each of the Port Commissioners. Thank you very much.

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ADJOURNMENT

With no further business to bring before the Board; the meeting was adjourned 3:46 p.m.

**Clerks Note: The meeting adjourned at 2:46 p.m.*

APPROVED:

**PORT of KENNEWICK
BOARD of COMMISSIONERS**

Don Barnes, President

Skip Novakovich, Vice President

Thomas Moak, Secretary

*The March 24, 2020 Commission Meeting Minutes were Approved by the Port of Kennewick Commissioners on April 14, 2020 at the Regular Commission Business Meeting.