

PORT OF COUPEVILLE
PO BOX 577
COUPEVILLE, WA 98239

MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS

(Note: Meeting was also continued to 31 March 2016)

March 9, 2016

1. Call to Order, Pledge of Allegiance: The regular meeting was called to order at 10:12 a.m. by Commissioner Diamanti at the Coupeville Masonic Lodge, 804 North Main, Coupeville, Washington 98239, followed by the Pledge of Allegiance.

2. Roll Call: Commissioners Mike Diamanti, John Mishasek, William Bell all present.

Staff present: Forrest Rambo, Executive Director,
Damon Stadler, Facilities Maintenance Manager

Public Attending: See attached Sign in sheet

3. Changes to Agenda: None

4. Public Comment:

Maryanne Burr noted that the Board of Commissioners did not elect officers in January As required by the Revised Code of Washington (RCW) and therefore Commissioner Diamanti could not act as the President of the Board. She added that this was especially so regarding approving staff employment agreements initiated by the Executive Director.

5. Consent Agenda

5.1 Monthly financial statements for January will be presented at next meeting

Note: Port accounting services provider Terri Campbell was absent

5.2 Current vouchers will be presented at next meeting

Note: Port accounting services provider Terri Campbell was absent

5.3 Approval of Minutes of Previous Meetings: The Minutes of the Regular Meeting of February 10, 2016 were presented and approved with amendment of a typographical error referencing the October 2, 2015 meeting minutes.

Public comment:

Maryanne Burr noted that at the previous meeting the Board had signed vouchers totaling some \$53,000 with little or no review (due to the hurried presentation of vouchers in order to meet the county's processing schedule). She suggested allowing more time for vouchers to be reviewed well in advance of meetings.

The Commissioners agreed with her observation and subsequently entered into an open and lengthy discussion involving the Executive Director, Ms. Burr and other public attendees regarding a range of procedural issues and concerns. No motions were made and no actions taken.

6. Presentations: Barbara Bennett, of Sound Water Stewards (SWS) addressed the Board regarding proposed renovations to the wharf foyer marine mammal display. These include updating graphics to depict the real life appearance of the animals whose skeletons are displayed, adding a larger video presentation monitor, and installing new counter cabinetry. There was also review of the proposed agreement between the Port and SWS.

Motion was made and seconded to approve the agreement and discussion ensued which included public attendees.

Public Comment: David Day noted that the liability insurance requirement seemed too low and the agreement should be vetted in this regard by the Port's attorney.

Ms. Bennett responded that the display would be insured through coverage via the Lighthouse Environmental Program (LEP).

Maryanne Burr noted that there was no discussion item on the agenda regarding the recent wharf assessment and that the board needs to address the wharf's supporting structure not just beautiful displays.

Action: Motion was made and seconded to amend the motion and passed unanimously.

Action: Motion was made and seconded to accept the proposed agreement except for item/section 13 regarding liability and further, requiring the agreement be vetted by the port's attorney and to include specific reference in this section to satisfactory insurance coverage being provided via LEP. Following commissioner discussion and no additional public comment the motion passed unanimously.

7. EXECUTIVE DIRECTOR'S REPORT —Forrest Rambo reported on the following;

Note regarding E.D. Report – Verbal rather than written owing to workloads resulting from severely limited availability of the Administrative Assistant who will soon be leaving for health reasons. We will be advertising for a replacement.

Activity Level -- Noted that we are now dealing with three or four times the level of traditional port activity and staffing which was focused primarily on the wharf and now includes Greenbank Farm. When we began operations at the farm on 1 January, we were devoid of tools, of plans and of staff. Asking for public's patience as we move forward. As a one person office has not had time to write an Executive director's report.

Initiatives/Plans – Rambo referenced his statement of December 23 meeting in which he stated that “unless directed otherwise” he would take the initiative to address operating needs in four areas: Staffing, Space, Supporting Logistics and Supporting Systems. Staffing in place to deal with facilities issues. Office since mid-January. Accomplished a lot with very little. Acquired a riding mower to take care of landscaping. All tools being provided by staff. We are going through an extraordinary time and doing the best with what we have.

Event Coordinator staff addition – Rambo introduced Kristi O’Donnell who has been hired for this part-time position. She spoke of her background and involvement in saving the farm from development in 1997. She reported on plans underway to bring events back to the farm and help regain its energy from years past. Her ideas and activities include the following;

- Reviewing previously scheduled events, uses and rates, and contract requirements
- Contacting and meeting with prospective clients and WI event planners
- Meeting with the farm’s tenant merchant association regarding mutual marketing
- Networking with island educators and non-profits regarding local agriculture education
- Improving signage on the highway and on-site
- Initiating promotion in social media including Facebook
- Updating port website and links to the farm, demonstrating an immediate need for an official “greenbankfarm.com” website
- Whidbey Island Garden Tour – Lastly, O’Donnell sought a motion for approval to apply for a grant from the Whidbey Island Garden Tour. The deadline is March 15 and her proposal is to fund acquiring and planting bulbs this Fall along the highway at Greenbank Farm. These would flower next Spring, beautifying the farm and providing a visual, agricultural, and eco-tourism connection with the Skagit Valley Tulip Festival. Commissioners agreed with the idea and that the Port should go forward with this grant application.
- Discussion with Coupeville Chamber of Commerce E.D. about a satellite Visitor Information Center at the farm including the hall way. This project may be eligible for Lodging Tax funding which has an August application deadline.

Public comment:

Maryanne Burr noted that Ms. O’Donnell’s hiring and terms of employment were conducted outside of a public meeting Commissioner Bell noted her concern and that the parameters of the position were already well established. Rambo noted that an employee action form would presented at this meeting addressing the terms of employment.

Action: Bell moved to proceed with the grant application to the Whidbey Island Garden Tour. Which was seconded and discussed by commissioners with no further public comment. Motion passed unanimously.

Staffing

- Rambo noted that one seasonal dock hand had been hired effective March 6 and Kristi O’Donnell’s employment was effective March 2. He added that the Dock Hand position is traditionally filled in advance of Musselfest (March 14).
- Regarding the Event Coordinator position he noted the farm’s prior staffing included this position. As result he felt he had the approval/permission to fill staffing positions as part of the delegated duties included in his employment agreement. Also because Kristi is highly qualified, well respected and could get us up and running quickly. Her compensaton is \$30/hour, no benefits, and part-time at a maximum of 66 hours per month. He also noted that the Port’s 2016 Budget blends two positions (Administrative Assistant and Events Coordinator) as one Full Time Equivalent (FTE) position at no additional cost to the Port.

- After a comment from the public attending, Rambo stated that there a lot of things the Port should be doing but unfortunately at this time there is neither time nor staff to do so. He asked for the public's patience while he and the staff address these items.

Reports in January

- **.09 Reports** -- The annual follow-up reports were made to the County regarding the rural Economic Development funds for the fuel float and fuel line replacement projects. The deadlines for these is January 29 each year which Rambo was not aware of but the late submittals incurred no penalties or repercussions.
- **SARA** report (Public Right to Know) regarding fuel storage facilities was also submitted.

Triannual Accountability Audit – The State auditor's office contacted the Port regarding scheduling this in March. However, the date was moved to September or October as consideration of the Port's current transition activities and staffing.

Coupeville Wharf and Marina Operations

- **Kim's Café**— Rambo noted that the owners of the café want to put off replacing the wood stove until Fall. Rambo asked Facilities Maintenance Manager Damon Stadler to brief Commissioners on the heating situation and explain possible options;
 - Removing the stove and installing a ductless heat pump using existing stack exhaust through the attic. Stadler noted that replacing/upgrading the heating system with a more efficient one would provide an attractive utility consideration for any future lessees. He estimated the cost to be between \$8,000 and \$10,000. Another option would be an electric fan type (a Burke system) at an estimated cost of \$7,000. He pointed out that the volume of the space is quite large and that the continued use of small wall heaters similar to those currently installed is inefficient and expensive.
 - Commissioner Bell noted that since the café operates for only a portion of the year, we should be careful not to over-build. Stadler replied that's why we are looking at system options, timing, and overall cost. .
 - Commissioner Mishasek advised that the Port might be able to use the low-cost services of the Community Energy Council. Stadler noted we are already planning an energy audit/heat loss analysis with Marshall's heating company. He also noted that the cost of an electric heat pump could be offset by reimbursement from PSE through their energy conservation programs. Mishasek volunteered to follow-up with more information at the next meeting.

Coupeville Wharf –

- Stadler directly addressed Maryanne Burr’s concern, noting engineer Kelly Le Fave’s assessment is the structure, while needing attention, poses no eminent danger of failing. He will be meeting with the engineer soon to go over more details such as work increments, timing, tides, and equipment staging.

Diamanti called a recess at 11:25 to allow for restroom breaks for all attending.

Meeting resumed at 11:39

- Fuel Line Monitoring System -- This required installing a dedicated lap top style computer. The entire system is operational and functioning within DOE requirements including computerized testing and monitoring with alarms linking to Stadler’s email and phone with other back-up options.
- Shoreside fuel tanks — It was noted that the Port may be required to retrofit the newly installed tanks with these. Commissioners discussed if the Port or contractor would be responsible for costs to comply and tasked staff with getting a definitive answer from DOE on the requirement before contacting the contractor.

Public Comment

- David Day suggested that since the tanks are related to the fuel line replacement project funding totaling \$180,000, anything under that amount could possibly be submitted to the county for reimbursement.

Rambo noted that the completion letter for the project has been signed off by the Port but we could explore options with the contractor and subsequently the county to cover a required retrofit. Stadler will follow-up with contractor Tom Carroll at Pacific Environmental.

Rambo thanked Commissioner Mishasek for purchasing the computer for the monitoring system and noted that he will be reimbursed by the Port for this necessary and timely purchase.

Greenbank Farm Maintenance issues

- Stadler advised that grounds and plantings are being cleaned up. Parking lot and service road are now useable for utilities workers, septic services, and Port staff.
- Men’s room urinals have been upgraded to electronic sensors. Women’s toilets will be similarly upgraded in the near future.
- Septic tanks behind Barn C have been pumped. These had been inaccessible due to blackberry overgrowth and not pumped for almost three years. As a result of pumping, frequent alarms at Barn C for high liquid levels have ceased.

Commissioner Diamanti noted that Facilitieskeeper Erin Knight is doing a great job on landscaping and there have been many compliments on the farm’s improved appearance.

Commissioner Mishasek initiated a discussion regarding significant purchases being made outside of review and approval in a public meeting. A lively discussion ensued on the topics of public process, planning, the Construction Repair and Maintenance budget, and prioritizing needs. The discussion included the Commissioners, Facilities Maintenance Manager, Executive

Director, and public attendees. Stadler reiterated that he is working within the current budget to respond to existing needs. There was also discussion of the need for more frequent meetings.

Public Comment

Maryanne Burr suggested setting a recommended CRM monthly maximum budget, thus pre-authorizing expenditure up to that amount and if more was needed addressing the need in a special meeting.

Commissioner Mishasek asked Stadler what amount that might be. Stadler responded \$60,000 per year apportioned as \$5,000 per month for projects and equipment. After further discussion of a wide variety of policies, procedures, priorities and issues the Commissioners agreed that these topics and details should be addressed in a future Special Meeting.

Mishasek posed the question of whether Election of Officers (item #1 on Mishasek's addendum to the agenda) should appropriately be done in a Special Meeting or a regular meeting. Rambo noted that it could be either way.

ACTION: Commissioner Diamanti proposed a Special Meeting on March 31 at 10 a.m. Commissioners agreed to a meeting on that date and time, subject to Rambo determining the Coupeville Masonic Temple's availability.

8. UNFINISHED BUSINESS

- **Proposal from Penn Cove Sailing** – Rambo noted that the proposal's principal proponent, Mark Saia, was not present and since he has limited history with this suggested someone other than himself brief the Commissioners on the proposal and related issues. Commissioner Bell agreed to do so and noted he had provided commissioners and staff with a counter proposal to that of the Coupeville Maritime Heritage Foundation's proposed operation of "SUVA" addressing issues very similar to the Penn Cove Sailing proposal. Bell noted a variety of issues related to rates, discounts, fees, seasonal and daily operations, etc.. Bell noted an issue related to "SUVA" is the vessel's length and what is being proposed relative to the wharf space encumbered versus the vessel's length over water. Commissioners discussed these issues at length. Bell suggested rescinding Resolution #192 as part of a review of our handling of moorage issues relative to non-profits in the future.

ACTION: Commissioner Diamanti suggested a counter proposal be drafted and forwarded to the Executive Director by the next meeting that would include eliminating any moorage discount for this non-profit and possibly any non-profit maritime related entity in the future.

9. NEW BUSINESS

9.1 Approve Resolution in #210 amending Resolution #129 and removing the prohibition regarding the issuance of credit cards in the name of the Port of Coupeville. Motion was made seconded and passed unanimously to amend resolution #129 and adopt resolution #210.

9.2 Approve Resolution #211 appointing an Auditing Officer and Deputy Auditing officer and naming commissioners Mike Diamanti and John Mishasek respectively to those positions. Motion was made, seconded and passed unanimously.

9.3 Approve Resolution # 212 appointing a Port claims agent and naming Commissioner William Bell to that position. Motion was made, seconded and passed unanimously.

ACTION: Commissioner Diamanti noted the time and the items still remaining on the agenda and moved to have the meeting continued to March 31. Motion was seconded and after some discussion, was re-stated and passed by unanimous vote.

**MEETING TO BE CONTINUED TO
March 31 at 10 a.m. at the Masonic Lodge if available**

ADJOURNED

This portion of the meeting was adjourned at 1:15 p.m.

**Meeting continued to
Wednesday March 31, 2016 at 10 a.m.
at the
Masonic Lodge
804 North Main, Coupeville WA**

The Board of Commissioners approved the foregoing Minutes on *May 11, 2016*.

William Bell

John Mishasek

Michael Diamanti