

PORT OF THE DALLES COMMISSION
Regular Session Meeting Minutes
Wednesday, February 21, 2024, 5:30 p.m.
Columbia Gorge Food Bank, The Dalles, Oregon

The Regular Session Meeting of the Port Commissioners was called to order by President Wallace at 5:37 p.m.

ROLL CALL Executive Director Klaas

- o COMMISSION Robert Wallace, President; Staci Coburn, Treasurer; Mary Hanlon, Assistant Secretary/Treasurer
 - o VIRTUAL: Greg Weast, Vice-President (Attended the meeting after the facility tour was finished.)
- ABSENT John Willer, Secretary
- o STAFF Andrea Klaas, Executive Director; Jennifer Toepke Executive Assistant/Bookkeeper; Bill Dick, Attorney, Dick, Dick & Corey
- o GUESTS Scott Radford, Operations Manager, Columbia Gorge Food Bank; Alana Lackner, Columbia Gorge News
 - o VIRTUAL: Breen Goodwin, Executive Director, Columbia Gorge Food Bank (Attended the meeting after the facility tour was finished.)

PLEDGE OF ALLEGIANCE Commissioner Coburn

AGENDA CORRECTIONS/ADDITIONS *None*

PUBLIC COMMENT OR QUESTION *None*

COMMUNITY PARTNER UPDATE

Scott Radford, Operation Manager, Columbia Gorge Food Bank: *Operations Manager Radford gave a narrated tour of the facility explaining how the food bank operates. Notable: Pre-pandemic the food bank served 3,000 families, post-pandemic they served 7,000 families.*

Breen Goodwin, Executive Director, Columbia Gorge Food Bank: *Executive Director Goodwin spoke about food sourcing and access, and explained the food bank's goal to become a community owned 503c non-profit organization, completely independent of the Oregon Food Bank.*

ACTION ITEMS

1. January 10, 2024, Regular Session Meeting Minutes *Stands as presented, with corrections: Under Community Partner Update remove the third bullet point, it is the same as the first bullet point; and correct the date on the fourth bullet point under Reports, Director's Report*
2. January 26, 2024, Special Session Meeting Minutes *Stands as presented*
3. January 2024 Financial Reports Commissioner Coburn *Stands as presented.*
4. Close Checking Account at Umpqua Bank M/S. Coburn S/G. Weast, Motion Approved Unanimously
5. TerraFirma Foundation Systems Proposal: Waterproof Basement of Port Administrative Office *Staff directed to follow-up with TerraFirma concerning the owner responsibilities clause in the agreement; obtain a second opinion from John's Waterproofing; seek an external solution to the problem – Commissioner Hanlon will provide Staff with the contact details of a contractor that may be able to help; and have rain gutters installed on the South side of the office building.*
6. Resolution No. 2024-001: Ratification of Port Resolution M/S. Coburn S/M. Hanlon, Motion Approved Unanimously
Vote Yes: 3, Commissioner Coburn, Commissioner Hanlon, Commissioner Weast; Vote No: 0; Did not Vote: 1, Commissioner Wallace*
**President Wallace recused himself from this Action Item 6., including the vote, due to a perceived conflict of interest; he asked Vice-President Weast to Chair the Meeting for this item.*

REPORTS

1. Director's Report Executive Director Klaas *Stands as included in the meeting packet, plus Executive Director Klaas stated that she's been taking a Cyber Security Course which has proven to be both interesting and terrifying; when the course is over, she will compile the useful takeaways and share with the Commission.*
2. The Dalles Community Outreach Team Commissioner Weast *The travel team met today. The Port is looking for \$200,000 to do permits at the launch ramp. And funding for industrial lands. The team is Dan Spatz, Sue Davis from the College, and Phil Brady from Wasco County. With the help of Abby and Jennifer for putting the book together and scheduling.*
3. Columbia Gateway Urban Renewal Agency Board Commissioner Coburn *Urban Renewal met last night. 1st item: We approved a new project for the incentive program, the blue building on 1st and Washington. There will be both commercial and residential spaces going in. This will start in the next couple of months. 2nd item: Todd Carpenter is nearing the end of construction. We had to approve an 8th Amendment to the project. We extended it to October 1st. but it is expected that he will finish way before then. He should have temporary occupancy in the next few weeks. He can't get permanent occupancy until he gets it painted and he can't get it painted until it's warm! Unfortunately, he's had many setbacks, mainly from suppliers.*
4. Wasco County Economic Development Commission Executive Assistant Toepke *No report, next meeting is in March. Of note: The EDC's Community Project Priority list for 2024 was set to go before the Wasco County Commission for adoption this month.*

RESOLUTION NO. 2024-001

A RESOLUTION OF THE PORT OF THE DALLES (hereinafter "PORT") RATIFYING AND ACCEPTING THE ACTIONS OF THE PORT COMMISSION (hereinafter, "COMMISSION") AND ITS OFFICERS IN SELLING CERTAIN REAL PROPERTY TO CLIMATE GM, LLC, a state of Delaware limited liability company, (hereinafter, "CLIMATE GM").

I. RECITALS

A. The Port sold and conveyed the following described real property:

Parcel 3, Partition Plat 2015-0014, dated November 19, 2015, recorded as Microfilm No. 2015-004542, and being a portion of the replat of Lots 10-24 and vacated right of way, COLUMBIA GORGE INDUSTRIAL CENTER SUBDIVISION, located in the South half of Section 21, Township 2 North, Range 13 East of the Willamette Meridian, Wasco County, State of Oregon.

to Climate, GM. The Port on May 30, 2023, entered into the Sale Agreement And Earnest Money Receipt with Climate GM which agreement specifies the terms and conditions of said sale. The transaction Closed on June 9, 2023; and

B. The Commission that negotiated and agreed unanimously to said sale with Climate GM was its five commissioners as follows: Greg Weast (President), Robert Wallace (Vice-President), Staci Coburn (Treasurer), David Griffith (Secretary), and John Willer (Assistant Secretary/Treasurer); and

C. The unanimous approval by the Commission members of the sale to Climate GM is summarized and encapsulated within Port's Resolution No. 2023-002, a copy of which is attached hereto as Exhibit A and incorporated herein by reference; and

D. A recent review of Commission meeting minutes did not locate reference to the approval of Sale Agreement and Earnest Money Receipt dated May 30, 2023 with Climate GM being noted within the minutes record, which was entered into by the Port with Climate GM and executed by its officers with authority; and

E. The Port desires to correct this oversight by having the Commission now ratify and approve the actions of the Commission and its officers at relevant times noted above regarding the Port's sale and conveyance of real property to Climate GM, for consideration received at Closing on June 9, 2023 and to have this Resolution No. 2024-001 and Exhibit A attached to it be referenced within the Port's minutes and records as appropriate.

II. RESOLUTION. Now therefore, be it FOUND, DETERMINED and RESOLVED by the Port of The Dalles by affirmative vote and consent of its Commissioners as follows:

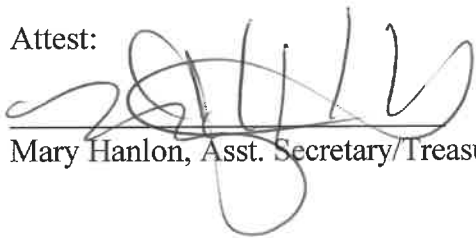
1. In all respects as set forth in Recitals, Part “I” of this resolution, said Recitals are approved and incorporated herein by reference.
2. A. The Sale Agreement and Earnest Money Receipt dated May 30, 2023 entered into by the Port and Climate GM is ratified and approved both as to substance and as a matter of record.
B. The Port’s Resolution No. 2023-002 adopted unanimously by the Commission on June 8, 2023 as evidenced by the attached Exhibit A is ratified and approved both as to substance and a matter of record.
3. The Executive Director and her staff are directed to enter this Resolution and Exhibit A into the records of the Port of The Dalles, including the Port’s minutes of Commission meetings as appropriate
4. This Resolution is immediately effective.

PORT OF THE DALLES



Greg Weast, Vice-President

Attest:



Mary Hanlon, Asst. Secretary/Treasurer

Voting Yes: Greg Weast, Staci Coburn, Mary Hanlon

Voting No:

Voting Abstain: Robert Wallace

Absent: John Willer

A RESOLUTION OF THE PORT OF THE DALLES APPROVING AUTHORITY
OF PRESIDENT AND SECRETARY TO EXECUTE DOCUMENTS AT
CLOSING

I. RECITALS

- A. The Port of The Dalles (hereinafter, "Port"), is an Oregon special district organized under ORS Chapter 777 and governed by its governing body, a Board of five (5) commissioners (ORS 777.135(1), known as Port of The Dalles Commission, presently duly elected and serving commissioners being: Greg Weast (President), Robert Wallace (Vice-President), Staci Coburn (Treasurer), David Griffith (Secretary), and John Willer (Assistant Secretary/Treasurer).
- B. Port of The Dalles (hereinafter, "Port"), on May 30, 2023, entered into a Sale Agreement and Earnest Money Receipt with Climate GM, LLC, a state of Delaware limited liability company (hereinafter, "Climate GM") with respect to the sale by Port to Climate GM of real property more particularly described as follows, to-wit"
- Parcel 3, Partition Plat 2015-0014, dated November 19, 2015, recorded as Microfilm No. 2015-004542, and being a portion of the replat of Lots 10-24 and vacated right of way, COLUMBIA GORGE INDUSTRIAL CENTER SUBDIVISION, located in the South half of Section 21, Township 2 North, Range 13 East of the Willamette Meridian, Wasco County, State of Oregon.
- C. An escrow has been established to consummate the closing of the sale of the Property with Wasco Title, Inc. under its Escrow No. 14-53834.
- D. The Port anticipates imminent closing of the transaction and escrow on June 9, 2023 involving the execution and delivery of documents on behalf of the Port.
- E. The Port desires to authorize its President and Secretary to execute documents for, and as part of, the closing of the transaction as herein provided and to make clear the authority of its President and Secretary to do so to Climate GM to facilitate the closing on behalf of the Port.
- F. The Port desires to empower, authorize and direct its President and Secretary to execute necessary documents on behalf of the Port to close the sale of the Property in escrow and the manner as provided herein.

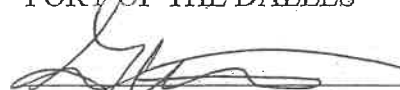
II. RESOLUTION: Now therefore, be it FOUND, DETERMINED and RESOLVED by the Port of The Dalles by affirmative vote and consent of its Commissioners as follows:

1. In all respects as set forth in Recitals, Part "I" of this resolution, are approved and

incorporated herein by reference.


2. The President and Secretary of the Port are the usual and customary and authorized officers to generally sign deeds and to convey real property by deeds to third parties on behalf of the Port and specifically in this transaction with Climate GM, the Port officers, namely Greg Weast as President and David Griffith as Secretary, are authorized and directed by the Port Commission to sign the deed that will transfer the ownership of the Property in accordance with the aforesaid Sale Agreement to Climate GM.
3. President, Greg Weast, and Secretary, David Griffith, are likewise authorized and directed by the Port Commission to sign all other necessary documents to be signed at the closing of the above referenced transaction on behalf of the Port. Necessary documents include but are not limited to the following: agreements, instructions, seller's closing statement, receipts, affidavits, and other documents customarily executed in closing transactions in the sale of real property.
4. This Resolution is immediately effective.

PORT OF THE DALLES



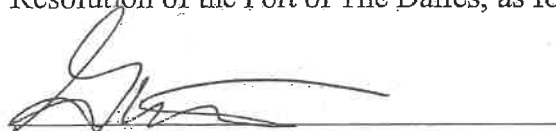
Greg Weast, President

Attest:




David Griffith, Secretary

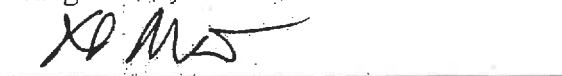
This Resolution was adopted by Port of The Dalles Commission by the unanimous direction of the Commission on June _____, 2023 as is evidenced by the signatures of all five (5) Commissioners of Port of The Dalles executed by original handwritten signature or by electronic signature (which is the legal equivalent accepted by the Port Commission) below or in counterpart page(s) attached which, taken together, shall constitute the whole of this unanimously approved Resolution of the Port of The Dalles, as follows:



Greg Weast, President



Robert Wallace, Vice President



David Griffith, Secretary

Staci Coburn, Treasurer

John Willer, Assistant Secretary/Treasurer

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Attest:

David Griffith, Secretary

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Greg Weast, President

Robert Wallace, Vice President

Staci L Coburn

Staci L Coburn (Jun 8, 2023 20:07 PDT)

David Griffith, Secretary

Staci Coburn, Treasurer

John Willer, Assistant Secretary/Treasurer





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Final Audit Report

2023-06-09

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|-----------------|--|
| Created: | 2023-06-08 |
| By: | Kari Nerdin (KARI@THEDALLESLAW.COM) |
| Status: | Signed |
| Transaction ID: | CBJCHBCAABAaviu0NDgVYj7d5E-Ea-BMQgOw_kkNy1Xa |

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2023-06-08 - 11:25:43 PM GMT
-  Email viewed by scoburn@portofthedalles.com
2023-06-09 - 3:03:30 AM GMT- IP address: 66.249.84.68
-  Signer scoburn@portofthedalles.com entered name at signing as Staci L Coburn
2023-06-09 - 3:07:34 AM GMT- IP address: 174.240.17.42
-  Document e-signed by Staci L Coburn (scoburn@portofthedalles.com)
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-  Agreement completed.
2023-06-09 - 3:07:36 AM GMT



Adobe Acrobat Sign

incorporated herein by reference.

2. The President and Secretary of the Port are the usual and customary and authorized officers to generally sign deeds and to convey real property by deeds to third parties on behalf of the Port and specifically in this transaction with Climate GM, the Port officers, namely Greg Weast as President and David Griffith as Secretary, are authorized and directed by the Port Commission to sign the deed that will transfer the ownership of the Property in accordance with the aforesaid Sale Agreement to Climate GM.
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Greg Weast, President

Robert Wallace, Vice President

David Griffith, Secretary

Staci Coburn, Treasurer

John D Willer

John Willer, Assistant Secretary/Treasurer

Signature: John D Willer
John D Willer (10/18, 2023 19:18 AKDT)

Email: jwiller@portofthedalles.com

20230608155006018

Final Audit Report

2023-06-09

| | |
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| Created: | 2023-06-08 |
| By: | Kari Nerdin (KARI@THEDALLESLAW.COM) |
| Status: | Signed |
| Transaction ID: | CBJCHBCAABAaw79XfOaWu3RO_Lr7BEZGIPg96i0TJSvu |

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-  Signer jwiller@portofthedalles.com entered name at signing as John D Willer
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-  Document e-signed by John D Willer (jwiller@portofthedalles.com)
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