Port of Woodland

Policy Manual

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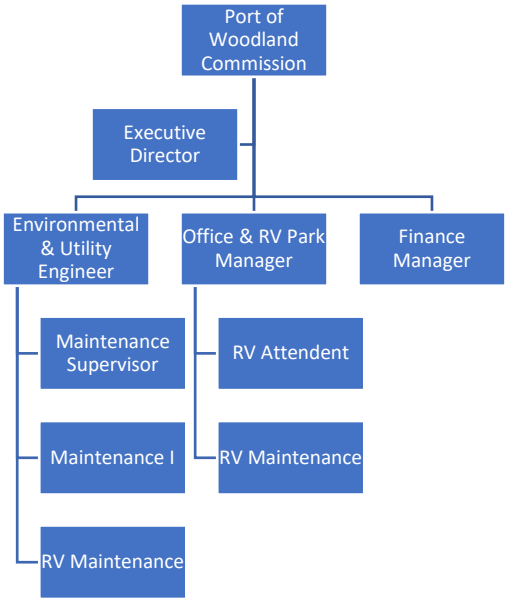
Chapter 1: Port Operating Structure

The Port is structured with the following hierarchy:



Section 1: Commission

a. *Compensation for Commissioners*

Defined under RCW 42 and 53, Port Districts are under laws for per diem to be paid to Commissioners conducting Port business and attending Port meetings. The rate is set by the state. Commissioners will report all meetings, trainings, conferences or other business they attend as a Port Commissioner to be recorded monthly.

b. *Opt-out of Commission Pay*

Per diem is set under RCW 53 for Ports but the Commission may opt out of the pay for meetings if they so choose at their own discretion per Resolution 400 approved November 2013.

c. *Resignation of a Commissioner*

Resignations of a Port Commissioner must be in writing and signed and witnessed. The letter is provided to the Cowlitz County Elections for notification. See Exhibit 1 for Resignation Form.

d. *Appointment of a Commissioner*

If a Commission position becomes vacated, the remaining Port Commissioners must appoint someone residing in the Port District within the Position (1, 2 or 3) and must be a registered voter to fulfill the term of the vacated seat. The Executive Director will advertise for the vacated position. Candidates will submit applications. Commissioners will conduct interviews that will be open to the public during a special meeting determined by the Commission. The Commission will appoint an applicant to the vacated

seat. The Executive Director will notify Cowlitz County Elections of the appointment and have Commission candidate complete necessary documentation and training. See Exhibit 2 for Appointment Form.

e. Rules Governing Port Business

The Port Commission adopted revised rules governing the transaction of Port business in April 2021 that addresses changes in May 2020 under Resolution 491. The following section is verbatim from the resolution and has not been reformatted from the approved resolution for this document.

ARTICLE I: Preamble.

These rules govern the transaction of business by the Port Board.

ARTICLE II: Organization of the Commission.

A. The Board will elect as its officers a President and Secretary at its first regularly scheduled meeting of the year that fall on even number years; i.e. 2020 and 2022.

B. The elected term of the Commission Board officer will be two years. Vacancies in any office may be filled at any regular or special meeting of the Board.

ARTICLE III: Duties of Officers.

A. <u>The President shall:</u>

Preside at all meetings, regular and special, workshops and executive sessions of the Board in a manner consistent with these rules;

- Working in conjunction with the Executive Director will develop draft agendas, inclusive of their form, content and sequence, for Board meetings;
- Facilitate all Board meetings within the confines of Roberts Rules of Order;
- In the absence of the Executive Director, sign any and all legal documents and checks; and
- Be the spokesperson of the Port at all Port functions and community events, functions or business meetings where the Port is represented.

B. <u>The Secretary shall:</u>

- During the absence or disability of the President, exercise all the functions of the President; and have such powers and discharge such duties as may be assigned from time to time by the Board.
- Reviews the recorded meeting minutes and signs draft minutes for the upcoming agendas; and
- Reviews all resolutions prior to distribution in the Board Agenda packet in consultation with the Executive Director and Legal Counsel.

C. Signing of Official Documents.

The Board as a whole, when all Commissioners vote in favor of a particular action, or no fewer than two Commissioners, when one Commissioner is absent and the remaining two Commissioners vote in favor of a particular action, shall sign all resolutions, contracts, and other official documents on behalf of the Board in an open meeting, unless the Board authorizes the President or the Executive Director to be the sole signatory of an official document on behalf of the Port in an open meeting.

In the event a resolution, contract or other official document that requires only two signatures, one of which is that of a Commissioner in his/her officer capacity (e.g. Secretary) who voted against the action, one of the remaining Commissioners who voted in favor of the action may sign the document on behalf of the Commissioner who voted against the action. Otherwise, in all other instances, where a Commissioner is either absent (excused or unexcused) or votes against an action, the Notary shall note in the signature line of the document for that Commissioner that they were "Absent" or "Voted No". Commissioners who attend Port meetings remotely and on extended absence will be able to sign electronically per Resolution #502.

ARTICLE IV: Meetings.

A. *Regular Meetings.*

Through a Resolution prepared by the Executive Director and acted on during the last regular meeting of each calendar year, the Board shall establish its regular meeting schedule for the following year consistent with RCW 42.30.070. Such Resolution shall include an enumerated list of each regular meeting date and time for the year, in addition to any meetings that may be canceled due to national holidays or other known calendaring conflicts.

The Port will post the location of and dates and times for all regular meetings on its website (http://www.portofwoodland.com) consistent with RCW 42.30.077.

B. *Workshops.*

The Board will schedule and hold workshops as needed at the Port of Woodland, 1608 Guild Road, Woodland WA 98674, unless specified otherwise in the applicable meeting notice. The Port shall give notice of each workshop as a special meeting consistent with RCW 42.30.080(2).

The purpose of the workshop is for the Commissioners to informally discuss Port issues and exchange ideas with Port staff and the public without the structure of a regular business meeting notice. Consistent with this purpose, the Commissioners will set the agenda. Port staff shall not add agenda items to a workshop, except in response to a Commissioner's request.

Although the Board may legally take action at a workshop consistent with the Open Public Meetings Act, it will strive to limit taking any action during workshops to extraordinary, exigent, or emergency circumstances where action is necessary prior to the Board's next scheduled regular meeting.

C. Special Meetings.

The President by communicating with the Executive Director, or any two Commissioners, by separately communicating with the Executive Director, may call a special meeting of the Board. To the extent Commissioners, other than the President, request a special meeting, it shall be the Executive Director's responsibility to coordinate with the President fixing the meeting date, time and business to be transacted at the special meeting. Notice of a requested special meeting under this provision must be provided sufficiently in advance of the requested special meeting date to allow Port staff to prepare adequate briefing documents and resolutions in addition to the requested twenty-four (24) hour written notice of the meeting to provide adequate public notice of the meeting and agenda, both of which are required consistent with RCW 42.30.080.

A special meeting is limited to matters identified in the notice of the meeting. The Commissioners may hold an executive session during a duly noticed special meeting.

D. Board Briefing Materials.

1. Following each scheduled meeting of the Board, the Executive Director shall work with the President to establish a draft meeting agenda for the next scheduled Board meeting, whether it is a regular, special or workshop meeting.
2. Once the draft agenda is established, the Executive Director shall ensure Port staff promptly submits all associated draft briefing documents, exhibits, and proposed resolutions to prepare and transmit a complete Board meeting packet to each Commissioner and the Port's legal counsel in no less than three (3) days from the date of the next Board meeting.
3. Action items not submitted for possible inclusion on a Board regular meeting agenda within this timeline may not be included in the agenda or it's placed under New Business for further discussion, pending determination if action is required.
4. Materials submitted for consideration by the Board during an executive session shall not be included in the Board packet. The purpose of this section is to ensure that the Commissioners and the Port's legal counsel have adequate time to review items for discussion in each regular meeting.
5. Documents will be presented via email to the Commissioner's Port emails. Port staff shall print one hard copy of the Board packet immediately after emailing the packet. A Commissioner wishing to have a hard copy may pick up the copy at the Port's office. Commissioners shall request additional hard

copy materials for items on the agenda no less than one (1) business day prior to the Commission meeting.

6. Commissioners requesting materials not on the agenda and not pertinent to immediate Board action shall do so in writing to the Executive Director, who will respond within the appropriate timeline to fill the request as work allows. Once they are available, Commissioners who wish to have a hard copy of such materials shall request them in writing to the Executive Director. Port staff shall print out a hard copy of such materials within two (2) business days of the Commissioner's request for pickup by the Commissioner at the Port's office.

E. *Open Meetings and Public Records.*

All regular, special, and workshop meetings shall be open and public and consistent with RCW 42.30.030.

F. *Executive Sessions*.

The Board may meet in executive session, which shall be closed to the public during a regular or special meeting for all purposes permitted by the Open Public Meetings Act and other laws consistent with RCW 42.30.110.

The Board reserves the right to invite Port staff or others with some relationship to the matter being discussed, or who may provide assistance to the Board to the executive session.

The Board will endeavor to hold executive sessions such that any disruption to the public is minimized and, if possible, at the same location or in close proximity to the location of the regular meeting. Notwithstanding this provision, the Board may enter into executive session during any meeting for any purpose consistent with the Open Public Meetings Act.

The public meeting will be reconvened following an executive session. If the Board intends to take action on any item discussed in the executive session, such action will be considered during open session of the meeting, and as appropriate and required by law.

G. *Adjournment or Continuation to a Special Meeting.*

Adjournment or continuation to a special meeting, if necessary, shall be pursuant to notice as required by law.

H. Quorum.

Two (2) Commissioners shall constitute a quorum for convening of a meeting consistent with RCW 53.12.246.

I. Cancellation of a Meeting.

The President may direct the cancellation of any scheduled Board Meeting.

J. Administration of Meetings.

Meetings shall be conducted in accordance with these rules.

K. Commissioner Remote Attendance.

The Board Commission operates best with full participation and attendance at meetings. Commissioners who are absent due to scheduled events such as vacations shall be permitted to attend remotely through either video or telephone conferencing as allowed under the Open Public Meeting rules and availability of technology. Commissioners who are absent from the meeting cannot proxy a vote but can prepare a written statement for consideration by the Board prior to any Board action. The absent Commissioner must provide the written statement to the executive Director in advance of the meeting. Commissioner remote attendance shall be permitted at special emergency meetings that require immediate action.

L. Commissioner Absence and Excusal.

Each Commissioner is responsible for requesting to be excused from a duly noticed meeting of the Board so as to avoid causing a vacancy in the office under RCW 53.12.140, by nonattendance at meetings of Board for a period of sixty days unless excused by the Board. The Board will not excuse a Commissioner without proper notification with 24-hour notice to the Executive Director before the scheduled start of the meeting, if feasible to do so, and in any event as soon as practicable. The President or presiding Commissioner shall note if the Commissioner is excused or not excused for the record. Another Commissioner shall not excuse a Commissioner who is absent who does not follow these rules.

Article V: Order of Business.

A. A regular meeting of the Board shall follow the prescribed format:

1. Prior to Beginning of Regular Meeting: Executive Sessions
2. Call to Order
3. Pledge of Allegiance
4. Approval of Agenda
5. General Public Comment (off and on agenda)
6. Discussion of Public Comments for Commission
7. Awards/Presentations
8. Action Items (Financial Report, Minutes, Action)
9. Old Business

10. New Business
11. Executive Director Report
12. Commissioner Report
13. Adjournment

B. The Board reserves the right to change the order of business set forth above at any time, must be approved by the Board via vote either under Approval of Agenda or prior to entering the Action Item at question.

C. All proceedings of the Board will be by consensus, motion, or resolution recorded in minutes for the purpose which shall be made public.

D. Commissioner Reports at meetings shall be confined to official Port business or other matters specifically approved in advance by the Board where the Commissioner has been asked to attend a community event or other gathering in an official capacity.

Article VI: Guidelines for Public Comment/ Participation at Meetings.

A. *General Procedures*

The following general procedures are applicable to all types of public comment at Board meetings.

1. The public comment will begin when the public meeting space open and will close when the meeting is called to order. Commenters are strongly encouraged to provide their name and city of residence when commenting, but is not required.
2. Limitations on Use of Public Comment for Campaigning or Advertising. No person may use public comment periods for the purpose of campaigning or promoting a campaign, whether for an election of ballot proposition. In addition, no person may use public comment periods for the purpose of commercial advertising. These limitations do not prevent or preclude any person addressing the Board from expressing views or opinions on matters related to the Port's business or within the Board's jurisdiction. In addition, these limitations do not prohibit individuals or organizations from promoting public events relating to Port business.
3. Comments to be directed to President. All public comments should be directed to the President (or presiding officer). In order to hear as many people as possible during the General Public Comment Period, the Board should refrain from responding to individual comments. Following the General Public Comment Period, the Board may deliberate with each other or direct Port Staff to follow up on one or more public comments.
4. Courtesy. All speakers (members of the public, Port Staff, and Commissioners) shall be courteous in language, tone and demeanor and shall confine remarks to those facts that are germane and relevant to the matter

under consideration. All cell phones shall be turned to mute/silent or off for meetings.

B. *Procedures for General Public Comment.*

The Board will allow general public comment on issues related to Port business that are not on the agenda, subject to the following procedures:

1. The public comment period held at the beginning of the meeting should be limited to a total of 30 minutes.
2. If there are more than ten (10) commenters, the Board reserves the right to limit public comment period speakers from the five (5) minute period to a lessor period as designated by the Board at the beginning of the meeting.
3. Each speaker must address the Board President and must be relevant to Port business.

C. *Procedures for Public Comment on Action, Urgent or Advisory Items.*

The Board may also allow the public to comment on individual action, unfinished business or discussion Commission to determine if action, unfinished business and/or new business requires additional comment period to be determined at the Approval of Agenda.

D. *Disruptive Behavior.*

Disruptive behavior includes but not limited to: speaking beyond the allocated time limit; clapping or making other disruptive sounds or gestures at commenters or Commissioners; preventing members of the public from hearing or viewing the discussing of the Board, whether by standing or holding a banner or sign in the manner that obstructs view or passage through the meeting room, and speaking in a volume louder than low, conversational tone when not recognized by the President for public comment; or serial comments from several public commenters that has the effect of tagging together three minute segments to speak for a longer period.

E. *Curtailing Public Comment.*

The President has discretion to curtail public comment that exceeds allotted time, is beyond the scope of the subject agenda under consideration, is overly repetitive or includes disruptive behavior as defined above or is threatening or attacking of Commission, Port staff or commenters. The President will first request that the commentator follow these guidelines. If an individual fails to comply with the President's request, the President may deem the individual out of order and direct that the individual be removed from the Board meeting. If the individual presents a threat to those present at the meeting, the President may request assistance from law enforcement in removing the individual.

F. *Security.*
In order to promote the efficiency of Board meetings, the President may request the presence of security for meetings expected to address sensitive and/or controversial subjects.

G. *Commissioner Attendance at Non-Port meetings.*
In the event a Commissioner attends a community event or other gathering not approved in advance by the Board, that Commissioner should make clear at the event or gathering if they choose to offer public remarks that their remarks are made as a private citizen and not representative of the Port.

Article VII: Motions.

A. Except as otherwise required by these rules, the Board shall transact its business by motion, which may be made by any Commissioner in attendance.

B. Voting on all motions shall be made by either "Yes" or "No".

C. Concurrence of two (2) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

D. Commissioners shall vote on all motions unless required to abstain due to an actual or apparent conflict of interest under RCW Chapter 42.52 and any applicable Board resolution, which sets ethical standards for the Port Commissioner.

Article VIII: Resolutions.

A. All matters, which in the judgement of the Board are of a legislative or ceremonial character, shall be embodied in the form of resolutions. The text of the proposed resolutions shall be provided prior to the public meeting as set forth by these rules.

B. Voting on all resolutions shall be by "Yes" or "No".

C. Resolutions shall be numbered consecutively by the order of approval and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in favor. Adopted resolutions shall be filed, published on the Port's website and recorded in the minutes, which shall be public record.

Article IX: Minutes.

A. The Office Manager, or other designated staff, will prepare the draft minutes following the meeting within thirty (30) days of the meeting. The Secretary will review the draft minutes prior to disbursement to the Board and sign the Minutes under review. The Office Manager will prepare draft minutes of each meeting and send them to the

Executive Director. The draft minutes will include all motions, actions taken, direction provided to Port staff and, as necessary, a summary of the discussion item.

B. When the Board has approved the minutes of a meeting, the minutes as approved shall represent the final and considered determination of the Board as to the motions and resolutions set forth therein.

Article X: Publication of Meeting Materials.

A. Agendas, staff reports, proposed resolutions, and any other supporting materials, will ordinarily be posted on the Port's website no later than two (2) business days prior to a regular meeting.

B. Members of the public may request to be included on an email list for distribution of the Board agenda and meeting materials. The Port will email the agenda and a link to the meeting materials to those on this email list on the same day the materials are posted on the Port's website.

C. The Port will provide a hard copy of the final agenda and meeting materials at the Port's principal place of business during meetings.

Article XI: Organizational Memberships.

On an annual basis, and as part of the Port's annual budget preparation and approval process, the Board shall consider and approve its participation in membership organizations, in addition to establishing a primary and secondary Commissioner liaison for each Board approved membership organization. Prior to considering whether to join a new membership organization or continue an existing membership, the Board shall endeavor to evaluate each new organization's mission and vision statement, corporate status (e.g. whether incorporated or not), governing documents, annual budget/financial statement, a statement of membership benefits, as well as the role of fiscal agents if any, in order to assess the compatibility of the organization with the Port's mission driven budget objectives.

Article XII: Official Seal & Port Logo.

Pursuant to RCW 53.12.245, the Port's official seal shall only be used for official Port related business, as sanctioned by the Board. In addition, the official Port logo as indicated below, shall not be used for purposes other than official Port business without the express consent of the Board.

Port of Woodland

Article XIII: Amendment of Rules.

These Rules may be amended by Resolution.

Section 2: Executive Director (Exempt Position)

The Executive Director is the managing official and oversees the day-to-day operations, attends all Port meetings, events, trainings and conferences directed by the Commission and other duties as needed for the Port of Woodland. It is an exempt position. The position includes:

- Implementing of mission, policies, and strategic goals of the Port; serves under general guidance of the Port Commission;
- Supports operations and administration of the Commission;
- Informs Commission of Port operations, business transactions and community issues;
- Serves as the principal advisor to the Commission;
- Serves as interface between Commission and staff;
- Serves as the public request officer;
- Organizes, attends and participates in regular and special meetings of the Commission;
- Develops and oversees the annual budget;
- Manages financial resources and reports financial status of programs and projects;
- Manages and leads staff including staff performance and morale;
- Serves as the Port spokesperson and lead communicator; and
- Represents the Port at public events and with stakeholders, customers and citizens.

The process of selecting of the Executive Director shall be that the Commission, in a regular/special meeting, announce the opening for Executive Director and the option of either hiring a firm to lead the search process or if the Commission will lead the search process. Once the option is selected, the Commission will review the job description and requirements, develop the timeline, and open the application process. Then prior to the interviewing of the selected candidates the Commission or firm will conduct and complete a background check on each candidate. The interview process will include panels from tenants, local entities/agencies, Commissioners and at large. The panels will select top two or three candidates and recommend these to the Commission. The Commission will enter a public meeting for their selection but may enter Executive Session to discuss the candidates, if they so choose. The Commission will, in a public meeting, select and direct one commissioner to enter negotiations with the selected candidate.

The process of terminating an Executive Director will follow the contract requirements of the Executive Director's contract and Commission will contact Port insurance and legal counsel for procedures to ensure all proper process is followed including documentation.

Section 3: Environmental & Utility Engineer (Exempt Position)

The Environmental and utility engineer serves as project manager for the Port and administers the Port's SEPA. The position will oversee the Port's dark fiber optic infrastructure, land use, utilities and permitting of Port projects, and performs technical analysis for all projects on Port properties. The position oversees the small works and maintenance projects. The position will be involved in the technical aspects of the Columbia River including the Columbia River Channel maintenance legislation, permitting, and regulatory. The position answers to the Executive Director and oversees Maintenance department. The position will be deputy to the executive Director in their absence.

Section 4: Finance Manager (Exempt Position)

The Finance Manager serves as the Port's Auditor which is an appointment and is non-exempt position. The Finance Manager directly reports to the Port's Executive Director. The Port Finance Manager performs the financial, accounting and auditing functions for the Port. This person regularly reports the financials of the Port to the Executive Director and is appointed as Auditor by the Port Commission. The position entails having entire oversight of the Port's finances and they should be knowledgeable and able to identify activities that can enhance or detract from the Port's goals and mission. The Finance Manager prepares financial reports, warrants and vouchers and debts/aging reports to the Port Commission monthly.

Section 5: Office & RV Park Manager (Exempt Position)

The Port has an office manager that is the face of the Port to the public that enter the Port office. The Office & RV Park Manager reports directly to the Executive Director. The position is back up for the Finance Manager in receiving and receipting of invoices, payments and other documents. The position serves as a notary for the Port. The position is full-time. Their Office role includes administering procurement procedures and contracts, taking the minutes of the Commission meeting, certifications and trainings of staff, and human resources. The Office & RV Park Manager will manage day-to-day operations at the Columbia Riverfront RV Park including camp hosts, reservation systems, financials, inventory, water and septic systems (in coordination with the Environmental and Utility Engineer), vending machines, and maintenance. The Office & RV Park Manager will provide schedules to contracted park hosts.

Section 6: Maintenance (Non-Exempt Position)

Maintenance includes full time supervisor and full time and part-time (no more than 69 hours per month) maintenance positions. General maintenance positions report to Maintenance Supervisor. Maintenance Supervisor reports to the Environmental and Utility Engineer followed by the Executive Director.

The Supervisor will oversee the small and attractive inventory and capital inventory. The Supervisor will delegate tasks and projects outlined with the Environmental & Utility Engineer. Maintenance positions serve the Environmental and Utility Engineer. The general maintenance worker will perform a variety of maintenance and repair tasks as needed at Port facilities:

Duties will include a variety of routine-to-skilled duties to Port buildings that are small in nature, such as repairing or replacing flooring, windows, lights, switches or other wear and tear maintenance, plumbing including leaks and drainage issues, replacing valves. General carpentry and construction tasks such as fixing halls or general damage to drywall, repairing door frames, hanging doors, repairing of ceiling, interior and exterior painting including repairing and preparing walls for painting and applying various type of paint. Perform minor roof repairs. Landscaping of Port properties including mowing, weed eating, spraying, irrigation, and plantings.

The Maintenance Supervisor will a submit scope of work for larger construction tasks requiring procurement of services to the Environmental & Utility Engineer. Maintenance positions will support maintenance operations at the Columbia Riverfront RV Park, Austin Point, Martin Bar and Orchard recreational areas, monthly inspections of the Port's colo and fiber optic system and lines, and the Port's industrial parks. The Supervisor will ensure annual maintenance is completed for roll-up doors, electrical, HVAC, fire suppression systems, roof and ceilings, plumbing and other Port infrastructure.

RV Park Maintenance will provide maintenance services including mowing, weed eating, trimming, racking, leaf blowing, and other landscaping services, clearing garbage and recycling, checking water systems, cleaning and checking pool system, cleaning and sanitizing laundry, restrooms, and showers. Sweeping and racking RV spots, flower basket care, sidewalk clearing and sweeping, changing and maintaining dog waste receptacles, maintaining irrigation, lights, and fire pits. Cleaning of the club house, tables, chairs, patio equipment, BBQs, windows, clear cobwebs, and other debris. Remove debris from beach and grass public areas including branches.

Section 7: RV Park Attendant (Non-Exempt Position)

The RV Park attendants serve as the front-end customer service face on behalf of the Port. They provide assistance to customers at the store, with their reservations, invoicing, services, stock shelves, and prepare for late arrivals. These positions will scheduled part-time and serve within the RV Park office.

Section 8: Commission Meetings

The Port conducts its meetings on the first and third Thursdays of each month as approved by resolution. Changes to the meeting shall be changed within a Port Commission meeting and advertised to the public. Commission meetings are held at the Port Administrative Office at 1608 Guild Road unless otherwise posted. The Commission strives to hold one Commission meeting within District 3.

Commission meetings are open to the public. Agendas are provided to the public and posted on the Port's website prior to the Commission meeting.

The Commission meetings are attended by the Port Commission, Executive Director, Finance Manager and may include Legal Counsel or Maintenance.

Section 9: Executive Sessions

The Port business may require executive sessions to be conducted. These are limited by RCW 42.30.110 and the Port Commission requires notification to legal counsel when executive sessions are conducted. Executive sessions will be documented either on the agenda or at the beginning of a meeting. Notation of executive session shall include time entering, who is invited, reason of the executive session per RCW, if legal counsel was notified and will be present, and length of time of the executive session. If the Commission requires additional time, they will re-enter the meeting and announce additional time which will be notated. The Commission will come out of executive session and state to discuss items of the executive session if direction or decisions need to be made. A form for the Commission/Executive Director is prepared and notated and will be included in the agenda minutes for public information and included as Exhibit 3.

Section 10: Public Hearings

The Commission is required to hold public hearings for any amendments to the Comprehensive Scheme of Harbor Improvements and for the Preliminary Budget. RCW 53.20.010 identifies the process for the Adoption of the Comprehensive Scheme of Harbor Improvements (CSHI) which can be amended at any time per a public hearing prior to adoption with at least ten days' notice to the public.

Chapter 2: Administrative Policies

Section 1: Personnel Manual

The Port will maintain a personnel manual that will address employee matters. It will be reviewed and updated as necessary. Each employee will be provided a copy of the Personnel Manual and will sign a copy for their file. The Personnel Manual covers both Exempt and Non-Exempt employees.

Under the personnel manual, compensation is listed by occupation including health care, deferred compensation, insurance, Labor and Industries and Retirement, performance compensation. Some items including deferred compensation (Resolution 447 approved March 2017), health care (Resolution 328 approved April 2002) and VEBA (Resolution 478 approved November 2019) were identified by Resolution of the Commission.

Section 2: Travel Policy

The Port Commission and staff, on occasion, travel for meetings, conferences, trainings and access to sites, purchase equipment or supplies and other Port based errands.

Costs Reimbursement Allowance

1) *Travel*

   If any employee is authorized by their supervisor to use a personal vehicle in the performance of any Port-related business, they shall be reimbursed at the current IRS rate. All travel expenses shall be reported on expense sheet.

2) *Tipping*

   Payment for table service at a restaurant, commonly referred to as a tip, will be allowed up to 20% of the cost of the meal ticket. Anything more than 20% will be the personal responsibility of the Commissioner or staff.

3) *Non-Allowable Expenses.*

   No reimbursement may be requested or allowed for any of the following expenditures:

   a) Fines, penalties and/or forfeitures
   b) Tobacco
   c) Alcoholic Beverages
   d) Personal use
   e) Meals or lodging in lieu of other meals and/or lodging, the expense of which is included in a conference or other registration.

4) *Charge Cards for Authorized Expenses.*

   The Port may provide for the issuance of charge cards for Commissioners and employees for the purpose of covering authorized expenses.

   Any undocumented charges against credit card statement shall be paid by the Commissioner or staff or will be docked from their pay. Lost credit card charges documented on the specific form is in place of documentation.

Any official or employee who has been issued a charge card by the Port shall not use the card if any disallowed charges, or unable/refuse to submit supporting documentation for all charges, shall surrender the card upon demand of the auditing officer.

Section 3: Surplus

The Port may surplus excess or unneeded items by Commission approval. The Port will advertise such items for surplus in the newspaper and on the Port's website. The public may view such items as identified in the advertisement. The Port Executive Director will oversee the surplus, and if need be, contract for removal and conditions of removal of surplus items. Surplus could include dredge material, dirt, abandoned equipment or furniture, or outdated office equipment. In the case of Port property i.e. land or buildings, the Port Commission must amend the Comprehensive Scheme of Harbor Improvements prior to surplussing such property. The property must be publicly advertised for sale including signage and listed on the Port's website. The Port Commission finalizes all Port land and Building Surplus actions.

Section 4: Open Public Meetings

The Port is required to meet the Washington State Open Public Meeting Act of RCW 42.30 for all regular and special meetings. Any member of the Port that does not comply and attends a meeting knowing it violates the Open Public Meeting Laws is subject to personal liability of $500 for the first violation and $1,000 for subsequent ones. Training is required and must be completed no later than 90 days from taking the oath of office or assuming duties. Every four years, all members must take refresher courses.

Section 5: Public Records

The Port maintains all records per Resolution 423 adopted July 2015 and RCW 42.56 of the Public Records Act, for seven years whether hard copy or electronic. Any member of the public may request records from the Port. The requestor may make these requests verbally or in writing. The Port supplies a Public Records Request form on the website. The Port is required that all public records be maintained and made available. The Public Records Act considers anything in writing, prepared, used or retained that contains information that relates to the conduct of the Port and includes photos, maps, videos, voicemails, emails, text messages and tweets. Any member of the Port who receives a request for public records shall provide that to the designated Public Records Officer of the Port Executive Director. Those records that include information regarding drafts or legal communication should be consulted with legal counsel.

The Public Records Officer is required to receive on-going training for retention, production and disclosure of records and processing of requests. The Public Records Officer will acknowledge the receipt of the request and provide a reasonable estimate of the time necessary to complete the request; request clarification if needed; or communicate with requestor of the denial of request. It does occur that request for "all records" and bot requests- automated mail outs of records can be denied under RCW 42.56.080(3).

For the Public Records Officer, it is imperative that all elected officials and staff retain any and all communications, and the Port will use technological services to backup documents, communications and other materials necessary to ensure proper public records. Those who tamper or permanently delete records will be subject to corrective action. In the case of lost records, either by accident or maliciously, the Port will report it and document it to the State and on record in a regular meeting.

Section 6: Procurement Policy

The following policy for procurement is copied verbatim from the approved Resolution 464 approved by the Commission and has been reformatted for this document.

The Port elects to maintain a Port Small Works Roster The small works roster shall be maintained by Port staff and include records of the company's application, completed W-9, insurance certificate, contractor's license documentation, plumbing and electrical license documentation and OMWBE certification if applicable. When such contractor is needed, staff will be required to check current debarment lists on the state website. It is the responsibility of the company to provide accurate, up to date and truthful information to the Port to be included in the Small Works Roster.

The small works roster is updated each January with a notification placed in the newspaper of record prior to the start of the new year for requests. Those completing the application process at any time of the year will also be updated in the database.

In the case that a contractor is found to not be in good standing whether in debarment, lacking certificate of insurance (or lapsed) or not completing required affidavits, the company will be removed from the database. Affidavits and documentation must be received prior to any payment to contractors.

ARTICLE 1. PUBLIC WORKS CONTRACT POLICY

A. DEFINITION:
Public work shall include all work, construction, alteration, repair, or improvement other than ordinary maintenance, executed at the cost of the state or of any municipality, or which is by law a lien or charge on any property therein. (RCW 39.04)

B. PURPOSE:
The Port shall ensure that its contracts for construction of public works comply with applicable laws and regulations. (RCW 39.04, 39.12, 53.08, and 60.28)

C. GENERAL REQUIREMENTS:
   a. State of Washington contractor's license with completion of required training.
   b. Performance and payment bonds are required except for contracts under $35,000.
   c. Prevailing wage rate must be paid regardless of contract amount (RCW 39.12).
   d. Contracts are subject to Washington State Sales Tax except public road improvements or certain environmental cleanups.
   e. A 5% retainage to ensure payment of contract must be administered by the Port, except for contracts under $35,000.
   f. All contracts shall specify a time for completion or an expiration date.

D. PROCEDURES FOR PUBLIC WORKS CONTRACTS LESS THAN $:
   a. The Port is not required to receive a retainage for public works under $5,000.
   b. The Port is not required to obtain a performance bond for public works under $5,000.
   c. All public works within threshold shall be listed on the Port's website.

E. PROCEDURES FOR PUBLIC WORKS CONTRACTS FROM $40,001-$150,000 (DIRECT BUY):

a. The Port will utilize the Direct Buy option:
    i. Six or more small business contractors on applicable roster MUST direct buy with one of those contractors if quote within budget and the Port will rotate through contractors.
    ii. Five or less small business contractors, may direct contract with any contractor on applicable roster and must notify small, minority, women, veteran- owned businesses.
    iii. If there are no small business, the Port may elect any contractor on the roster.
b. The Port will secure email quotations from next contractor on Roster list, in lieu of formal advertising for bids following the Direct Buy options above.
c. Quotes shall include an estimate based on the provided scope of work, materials, and equipment to be furnished. All quotes shall be presented without tax.
d. Performance and payment bond may be waived for public works under $150,000 and withhold 10%.
e. All quotes shall be listed on the Port's website to include all Direct Buy/Small Works.

F. PROCEDURES FOR PUBLIC WORKS CONTRACTS GREATER THAN $350,001:

a. All contracts over $350,001 shall be awarded using a competitive bid process.
b. The Port shall publish an announcement in a newspaper of general circulation at least thirteen (13) days before the last date upon which bids will be received, calling for bids upon the work, plans and specifications for which shall then be on file in the office of the commission for public inspection.
c. The bid notice for public works shall include:
    - Project title
    - Nature and scope of work
    - Where contract documents (plans and specifications) can be reviewed or obtained
    - Place, date and time that bids are due
    - Statement that a bid bond must accompany the bid
    - Statement that the contract involves "public works" and that workers shall receive the prevailing rate of wage
    - List of the applicable prevailing wage rates
d. All bid submittals shall be time and date stamped. If a bid is submitted after the deadline, the bidder shall be advised that the bid is late and will not be opened.
e. Bids shall contain the original signature of the bidder. Fax, phone, or electronically submitted bids are not allowed.
f. Selection of a contractor is based primarily on lowest responsive bid. Quality and expertise, however, must also be a consideration.
g. Immediately after authorization to award, a notice of award/notice to proceed and contract for signature will be sent to the contractor. The notice of award shall require that the bidder provide the required bond and insurance certificate within ten days of notice of award.

G. FEDERAL FUNDING

When procuring property and services under a Federal award, the Port of Woodland will follow 2 CFR §200.318 General procurement standards through §200.326 Contract provisions or Port of

Woodland purchasing procedures whichever is more restrictive. The Port will also list all applicable CFRs per the required funder for the project and all contractors will receive and sign to account for all CFRs per funder.

ARTICLE II. PROFESSIONAL SERVICE CONTRACT POLICY (Architectural and Engineering)

A. DEFINITION:

Architectural and engineering services or professional services means professional services rendered by any person, other than as an employee of the agency, contracting to perform activities within the scope of the general definition of professional practice in chapters 18.08, 18.43, or 18.96 RCW.

- RCW 18.08 – Architects
- RCW 18.43 – Engineers and Land Surveyors
- RCW 18.96 – Landscape Architects

B. PURPOSE:

To efficiently obtain Engineering and Architectural services when required by the Port, using a process in compliance with state law (RCW 39.80) for such services.

C. PROCEDURES FOR ACQUIRING PROFESSIONAL SERVICES (A&E):

a. The Port shall establish and maintain a continuous Roster, to which interested and qualified firms may apply.
b. The Port shall publish an announcement in a newspaper of general circulation once per year to invite Architectural and Engineering firms to submit statements of qualifications and performance data. The advertisement shall be for future project needs and announce generally projected requirements for any category or type of professional services. The announcement shall also state that minority and women-owned firms are encouraged to submit a statement of their qualifications and performance data. The advertisement shall state the address of the representative who can provide further details.
c. Those firms that apply shall be placed on the roster, after the application has been on file for two (2) years, the Port shall request an update to the information through the annual advertisement. The Port may remove those firms that fail to respond for updated information after two years of being on file.
d. The process to select firms and enter into a contract shall be as follows.
    - The Executive Director or the Point of Contact for the project shall solicit a verbal or written request for one or more proposals.
    - In making its determination, the Port shall take into account when reviewing the proposal(s):
        - Estimated value of the services
        - Scope of work
        - Complexity of contract
        - Professional nature of firm
    - The Port shall then select the most highly qualified firm from the evaluated proposal(s), to enter into contract negotiations.

- The Port shall negotiate a contract with the most qualified firm for architectural and engineering services at a price which the Port determines is fair and reasonable to the agency.

e. Contracts will be brought to the Commission for approval when the amount exceeds $2,500; Executive Director will authorize contracts under $2,500.
f. The Executive Director will sign contract and Finance Director will initial contract for contract compliance.
g. If the Port is unable to negotiate a satisfactory contract with the firm selected at a price the Port determines to be fair and reasonable, negotiations with that firm shall be formally terminated and the Port shall select other firms and continue until an agreement is reached or the process is terminated.
h. These procedures do not need to be complied with when an emergency requires the immediate execution of the work involved.

ARTICLE III. GENERAL OFFICE SUPPLIES AND EQUIPMENT

A. Definition:

Purchasing refers to the buying of goods, equipment, materials, and supplies as long as the purchase is not made in connect with a public works project.

B. Purpose:

To efficiently obtain goods, equipment and supplies for the Port of Woodland, using a process by the Port Commission, as there is no requirement of Port Districts regarding purchases as such defined.

C. Procedures for Acquiring Supplies and Equipment:

i. The Port shall maintain an informal list of suppliers of goods, materials, and supplies that it regularly maintains for operations.
j. The Port staff shall make all attempts to ensure purchases of such goods, materials, supplies and equipment are the lowest cost taking into consideration shipping costs, adequate supply of such items, timeliness of items and effectiveness of the items.
k. The Port staff will review costs and purchases from local suppliers as well as online suppliers for competitive pricing.

ARTICLE IV. EXEMPTIONS

Per RCW 39.04.280, the Port may follow exemptions of purchases from normal competitive requirements for the following reasons:

- Emergency purchases
- Sole Source purchase (must be clearly documented)
- Purchases involving special facilities or market conditions
- Purchases of insurance or bonds.

In the case of emergency, the Port's Executive Director may authorize per the Delegation of Authority as identified under RCW 39.04.280 (3) and must document the emergency, notify the Port Commission of such purchase at the next scheduled Port Commission meeting.

Section 7: Inclement Weather Policy

a) *Purpose.*

The Port has a responsibility to our employees as well as the citizens when conditions become hazardous for the safety of all. It is published to ensure the proper balance between staffing needs, employees' needs to travel safely between work and home in hazardous situations.

b) *Definitions.*

An inclement weather situation is generally one in which snow, ice or other conditions present a significant hazard to employees and customers in getting to and from Port facilities. Although titled "Inclement Weather Policy" for the sake of simplicity, this policy will be followed in other cases warranting closure -- natural disasters, hazardous material releases and so forth.

c) *Closure Procedure*

Except as provided below, the Executive Director retains authority to determine when inclement conditions warrant closing down the Port office and services. The Executive Director will inform the highest-ranking Commissioner of such closure as well as, if possible, communicate via email of such closure to the Commission body. If conditions improve as such within the first two hours of a closure, the Executive Director may call in staff back to work. If after two hours, the closure will remain for the day and be marked on timesheet as such closure.

Section 8: Accident Prevention Plan

The Port will follow their Accident Prevention Plan and is included in the Personnel Manual.

Employee Safety Meetings are held at least annually with all Port personnel. Monthly, maintenance staff will address issues and concerns, new equipment and protocols and projects and safety requirements for the projects.

The annual meetings are held in December. All personnel are required to attend. Agendas will be developed by the Maintenance Supervisor and Executive Director. Notes will be filed with the Executive Director.

Section 9: Use of Port Equipment

The Port may enter into interlocal agreements with other local and regional agencies for the use of equipment either owned by the Port or owned by the partnering agency. The Port requires that any agency using Port equipment complete an Equipment Use Agreement. In the case of the Port needing the use of another agencies' equipment, either the maintenance supervisor or the executive director must be notified of such use.

Section 10: Newspaper of Records and Media Communication

The Port will annually notify the public of their Newspaper of Record per RCW 65.16.020. Due to the lack of distribution of newspapers, the Port elected the Daily News as their Newspaper of Record. The Port, from time to time, subject to the Executive Director or direction from the Commission, may elect to public in additional newspapers within the region or professional records.

The Port, as a government agency, may be contacted by media regarding the activities of the Port. The Executive Director is the Port's spokesperson for the Port. In the case of the media requesting comments from elected officials, the President of the Commission will communicate only when directed to by the

Commission to speak on behalf of the Commission. In the case that a commissioner speaks on behalf of themselves, they will notify the media they do not speak on behalf of the Commission. Any requests to staff will be forwarded to the Executive Director. In many cases, it is best practice to request any and all questions from the media be sent via email and responded to be emailed to have record to ensure proper documentation. In the case of elections, a Commissioner may speak to media directly regarding their campaign and is not considered Port related business.

Section 11: Environmental/ SEPA Official

The Port of Woodland has designated by Resolution 445 adopted November 2016 (replacing Resolution 165 adopted July 1976 and Resolution 190 adopted July 1978) to elect as its own SEPA official. The Executive Director shall serve as the SEPA official as necessary for projects. The Port may elect to have either the City of Woodland or Cowlitz County serve as the SEPA official on a project-by-project basis.

The Port follows all federal and state environmental laws and will document requirements of all laws and requirements within land and building leases specific to the use and conditions of each lease.

The Port owns properties along sensitive areas including the Columbia River, sloughs within the City and wetland areas. The Port will maintain and meet necessary measures to ensure their protection.

Section 12: Media Disposal

Purpose

The purpose of this policy is to outline the proper disposal of media (physical or electronic) at Port of Woodland (POW). These rules are in place to protect sensitive and classified information, employees and POW. Inappropriate disposal of POW and Personally Identifiable Information (PII) and media may put employees, POW and clients at risk.

Scope

This policy applies to all POW employees, contractors, temporary staff, and other workers at POW, with access to client PIIS systems and/or data, sensitive and classified data, and media. This policy applies to all equipment that processes, stores, and/or transmits client PII and classified and sensitive data that is owned or leased by POW.

Policy

When no longer usable, hard drives, memory sticks, CDs, DVDs, hard copies, print-outs, and other similar items used to process, store and/or transmit client PII and classified and sensitive data shall be properly disposed of in accordance with measures established by POW.

Physical media (print-outs) and electronic media (hard-drives, memory sticks, CDs, DVDs, printer and copier hard-drives, etc.) shall be disposed of by one of the three methods:

1) Shredding using POW issued shredders (paper)
2) Overwriting (with optional Encryption) - an effective method of clearing data from magnetic media. As the name implies, overwriting uses a program to write (1s, 0s, or a combination of both) onto the location of the media where the file to be sanitized is located.
3) Destruction – a method of destroying magnetic media. As the name implies, destruction of magnetic media is to physically dismantle by methods of crushing, disassembling, etc., ensuring that the platters have been physically destroyed so that no data can be pulled.

IT systems that have been used to process, store, or transmit client PII and/or sensitive and classified information shall not be released from POW's control until the equipment has been sanitized and all stored information has been cleared using one of the above methods.

Enforcement

Any employee found to have violated this policy may be subject to disciplinary action, up to and including termination.

Section 13: Password Policy

Overview

Passwords are used in many ways to protect data, systems, and networks. For example, passwords are used to authenticate users of operating systems and applications such as email, labor recording, and remote access. Passwords are also used to protect files and other stored information, such as password-protecting a single compressed file, a cryptographic key, or an encrypted hard drive. In addition, passwords are often used in less visible ways; for example, a biometric device may generate a password based on a fingerprint scan, and that password is then used for authentication.

This document provides recommendations for password management, which is the process of defining, implementing, and maintaining password policies. Effective password management reduces the risk of compromise of password-based authentication systems. The department needs to protect the confidentiality, integrity, and availability of passwords so that all authorized users— and no unauthorized users—can use passwords successfully as needed. Integrity and availability should be ensured by typical data security controls, such as using access control lists to prevent attackers from overwriting passwords and having secured backups of password files. Ensuring the confidentiality of passwords is considerably more challenging and involves a number of security controls along with decisions involving the characteristics of the passwords themselves. For example, requiring that passwords be long and complex makes it less likely that attackers will guess or crack them, but it also makes the passwords harder for users to remember, and thus more likely to be stored insecurely. This increases the likelihood that users will store their passwords insecurely and expose them to attackers.

Scope

This Procedure applies to employees, contractors, consultants, temporary employees, and other workers in the Police Department. This document aids in establishing clear guidelines for secure password management.

Guidelines

This Procedure has been adapted from the National Institute of Standards and Technology (NIST) Special Publication 800-118 Guidelines for Enterprise Password Management. The information and recommendations made in this document have drawn heavily on the guidelines set forth by the NIST publication.

This adaptation has been developed for internal use. The intent of this document is to provide a simplified and tailored approach to manage and implement the NIST guideline within the Port of

Woodland, WA.

Procedures

Adding, suspending, and removing employee computer accounts is conducted by IT personnel. Adding, suspending, and removing employee accounts from third party (online) software system is conducted by the firm management or IT personnel.

Users are often able to change their own password. Users are required to follow best practices for password protection:

- Always use strong passwords.
- If passwords must be written down on a piece of paper, store the paper in a secure place and destroy it when it is no longer needed.
- Never share passwords with anyone.
- Use different passwords for all user accounts.
- Change passwords immediately if they may have been compromised.
- Be careful about where passwords are saved on computers. Some dialog boxes, such as those for remote access and other telephone connections, present an option to save or remember a password. Selecting this option poses a potential security threat.

Passwords must:

- Be a minimum length of 8 characters on all systems
- Not be a dictionary word or proper name
- Not be the same as a User ID
- Expire within a maximum of 90 calendar days
- Not be identical to the previous 10 passwords
- Not be transmitted in the clear outside of a secure location
- Not be displayed when entered

User Knowledge and Behavior

Passwords may be captured by taking advantage of user knowledge and behavior. When users enter passwords into a computer, the passwords can be captured through non-technical means such as *shoulder surfing—simply* watching a user type a password. Although this can be somewhat mitigated by having hosts hide the password by displaying asterisks or other symbols as the user types, a trained observer who is monitoring keystrokes can determine most or all of the characters being typed. Users should be aware of shoulder surfing threats and advised to be aware of their surroundings before and during password entry.

Password entry can also be monitored by attackers through technical means. For example, a *keystroke logger,* also known as a keylogger, is a form of malware that monitors the keyboard for action events, such as a key being pressed, and provides the observed keystrokes to an attacker. An attacker can use a keystroke logger to acquire the usernames and passwords typed into the infected computer. Many Trojan horses and some other forms of malware can also monitor user activity to gather usernames, passwords, and other sensitive pieces of information for attackers.

These sorts of threats are mitigated by IT personnel by securing users' hosts effectively, including applying patches regularly, using antimalware software (AVG Business Edition), and assigning only user-level privileges, not administrator- level privileges, for daily tasks.

Users should also be aware of common attack vectors for malware threats. By not downloading and executing files from unknown sources, users can reduce the risk of getting malware. Users should also be cautioned not to enter passwords into publicly accessible computers, such as kiosk computers at conferences and hotels, because of the high risk of the passwords being compromised.

Users may also reveal their passwords to attackers because of social engineering. For example, an attacker could pretend to be a help desk agent, call a user, and ask the user to provide a password to assist the agent in troubleshooting a problem. Social engineering can take many forms, some of which involve technical methods, such as phishing emails that direct users to a malicious web site that mimics a legitimate site. The goal behind many phishing attacks is to collect usernames, passwords, and other sensitive information from users. Mitigation of social engineering threats primarily involves user

Chapter 3: Financial Policies

Section 1: Financial Measures

a) *Financial Reports*

The Finance Manager will provide the Port Commission the Financial Reports of the Port including Profit Loss Statement of Revenue and Expenditure per line item. These reports are run from the third Thursday of the prior month's commission meeting to the current third Thursday meeting. The report will also include all vouchers, warrants, voids, and electronic payments or wires the Port has received and provided in that bill run period. These reports are those of the Commission and require approval of the Commission and must be completed within 30 days of closure of the bill run.

b) *Quarterly Reports.*

The Finance Manager will prepare quarterly reports to the Port Commission a month after the closure of the quarter prior of all revenue and expenditures and comparison to the Port's approved annual budget.

c) *Debt.*

The Finance Manager will prepare updated documentation quarterly of all Port debt and payments.

d) *Aging Reports*

The Finance Manager will report any and all leases that are not current or prepaid. In such cases, the Commission will be updated on any tenants who have not paid leases or utilities and actions such as Demands for Payment or legal action that are underway.

e) *Return on Investment.*

The Port Commission will determine a rate of return for property investments for lease rates and sales to ensure proper financial measures and good stewardship of public resources. The Return on Investment, once reached, will be revised to be Capital Maintenance to ensure proper management of the capital asset over the life of the asset.

f) *Emergency Reserves.*

The Port Commission maintains at least three months of operational reserves (excluding capital projects) in Port investments that may be accessed in the case of an emergency within 24 hours. These funds cannot be used for operations or capital for general use, only in times of emergencies, and are to be replaced as soon as possible. The Port maintains a balance of approximately $500,000 in operational reserves but will increase based on the operational costs of the Port. As those increase, the funds of such reserves shall increase.

Section 2: Ad Valorem

The Port of Woodland has the ability through RCW 54.16.080 to assess taxes on the Port District residents. This is completed through the budget process and approved through resolution to Cowlitz County prior to December 1. Taxes are collected and used for capital projects, repayment of Port debt, and environmental cleanups per Resolution 369 approved October 2010.

The Port will determine long range financial forecasts for Port capital projects and debt to determine ad valorem and will be included in the preliminary budget. Public hearings are held for the preliminary and final budget presentations providing the public opportunity to communicate about capital projects, taxation, debt, or other concerns regarding the budget process.

The Port Commission will bank any and all capacity by resolution and notification to the Cowlitz County Treasurer and Assessor of any unused tax levy that is less than the authorized maximum amount allotted to the Port. This banked capacity may be used for future capital or debt needs as determined by the Port Commission.

The Industrial Development District (IDD) tool is allowed in the State of Washington twice in the life of a Port. The Port of Woodland has to date, not used any of their two IDD options. IDD's allow the Port to assess a separate taxation on the District of a total revenue of six years of the established rate approved by the Commission for large-scale Port projects, acquisitions, clean-ups, and construction as necessary. Under the IDD requirements, the first IDD is assessed and collected over a six-year period and sunsets. The second IDD is assessed over the six years but collected over 20 years.

Section 3: Real Estate

a) Leases and Rates.

Lease rates for ground and buildings are assessed every five years. The rates are assessed by market rate, using appraisals, comparisons of similar age, location, structure, access, utilities, and other pertinent information to as closely replicate the Port's property to other properties. The market region will be assessed from Longview to Vancouver. In certain cases, it may be necessary for the Port to contract with a professional appraiser.

Lease rates are reviewed by the Commission through the budget process and approved by the Port Commission. Notification of rate changes will be provided to all tenants. Long term tenants (building leases of five years) are able to stair-step increases to meet the lease rate from their current rate. Tenants with annual leases will be subject to the full lease rate. Leases are developed by the Executive Director and Legal Counsel and subject to review and update per law requirements and changes to lease conditions.

(1) Within the City of (1) Utilities.

For properties within the City of Woodland:

Per Ordinance Number 1469 of the City of Woodland pertaining to utilities, the Port is the owner and will be billed for utilities for any and all tenants whether ground or building leases. These utility deposits will be circulated to pay the individual tenant's utilities. The tenant will be billed by the Port, based on the utility structure of the City of Woodland, and will be due with their next monthly lease payment. End balance at time of tenancy will be used to pay any and all outstanding utility payments due and any remaining balance will be refundable to the tenant. The Port Commission requires a utility deposit based on a square footage range for buildings of the following structure:
Buildings 0-5,500 square feet will be charged $500
Buildings 5,501-11,000 square feet will be charged $1,000
Buildings 11,001-20,000 square feet will be charged $1,500

Buildings 20,001+ square feet will be charged $2,000

For properties within Cowlitz County, Tenants are required to obtain water through wells or water systems, septic, garbage/recycling, electrical and other utilities in Tenant's name.

(2) Lease Deposit.
The Commission, at their discretion, will determine security deposits of any and all tenants. Per RCW 53.08.085 the Port of Woodland Commission will require a lease deposit but may, at their discretion, be lower than the RCW stated herein, per the recommendation from staff from the following information: a) credit check b) documentation of Articles of Incorporation or LLC, and review of business plan and use of the site. Security deposits will range from one to three months of full lease rate, if tenant has reduced/introductory rate, or a stairstep increase due to market rate escalation. Any tenant that seeks a waiver or lowering of the recommended security deposit must provide the following documentation to the Port Commission prior to the lease being executed: a) Job creation and/or retainage numbers, b) wage scale of said jobs created and/or retained, c) financial investment into the building, d) annual documented sales revenue to the jurisdictions (City and/or County), e) longevity/ business plan of the company (if an LLC, parent company must be included). Information provided by the tenant does not immediately qualify for a waiver but for advisement of the Commission. Security Deposits will cover any and all damage to the building and/or premises at end of tenancy that occurred by the tenant per the walk-through and exit documentation. The tenant will have up to 10 business days after the walk-through to either correct the issues identified at their cost and approval by the Port, protest the issues and provide documentation for review by Port staff, or request Commission meeting for review. After 10 business days, the issues and charges will be deemed sound and charged to the tenant and toward the security deposit. The tenant will receive a final bill of all corrective relief that was completed, and any balance owed beyond the deposit, or a refund of any deposit will be provided to the tenant.

(3) Options/Addendums to Lease.

Existing tenants renewing their leases for the same leasing space and conditions of the original lease, will be provided an addendum to the existing lease per the terms requested by the Tenant. In the event the monthly lease rate increases, additional security deposit will be required to meet the rate increase. The Port will no longer have option periods.

(4) Guaranty of Lease.

The Port will require one of two options for a tenant's lease:

i. Authorized Signer of the Guaranty that includes the following information and documentation: 1) Social Security Number, 2) a copy of a valid Driver's License, 3) Documentation that signor is authorized to sign for Corporation/LLC, and 4) credit check.
ii. A Letter of Credit from the bank of the Corporation and/or LLC (in the case of LLC, parent company must provide the Letter of Credit on behalf of the LLC if LLC is less than 5 years old).

(5) Fee Structure.

The Port will adopt an annual fee structure that will incorporate costs incurred by the Port on behalf of tenants or the public. These fees may include, but not limited to, lease payments and invoices, late fees, legal fees, utilities, building keys, document production and Port related notary services. The Commission will receive the draft fee schedule prior to the end of each calendar year for the following year. The fee schedule will be posted on the Port's website, distributed to all tenants and at the Port Administrative Building. The invoicing of such fees will be the responsibility of the Finance Manager and overseen by the Executive Director.

b) *Appraisals.*

The Port may require the use of appraisals to determine the value of Port property or for potential Port acquisition. Appraisals will be conducted by a certified appraiser. Appraisals are used for determining lease rates or sale rates of Port property. The Port is required to meet the appraised rate to meet Washington State Constituent requirements on gifting.

c) *Tenant Rent Relief.*

The Port may receive from tenant's requests for rent relief. In the circumstance of the request, the Executive Director and Finance Manager will prepare documentation of such request for the Port Commission. Any and all requests for any relief are subject to the Port Commission. Tenants shall make, in writing, their request and reason. The request must be documented financially of necessary relief. Relief may be requested for a multitude of reasons and are subject to denial. The Port Commission will review the tenant's lease, records of payments, financial records for proper documentation, and the length and type of relief. The Commission may request a credit report, as well. At the discretion of the Commission, relief may be provided for a specific period of time, may be deferred, depending on the depth of such relief needed, or be reduced. Any rent relief shall be of action of the Port and amended to the tenant's lease agreement. All relief shall be reviewed by legal counsel prior to action of the Commission.

d) *Land Acquisitions.*

The Port may, from time to time, determine the necessity of acquiring property to further the Port's mission. Any determination of acquisition must identify:

- How it will meet the Port's mission;
- Meet the Comprehensive Scheme of Harbor Improvements;
- Identify a timeline of development including planning, design, engineering and permitting, construction; and
- Funding/financial requirements and impacts to the Port.

Land acquisitions shall be made once all requirements are completed, identified, and documented. The Comprehensive Scheme of Harbor Improvements may be reviewed and amended per RCW. Any and all negotiations are to be handled between the Executive Director and Legal Counsel. In the case of conflict with Legal Counsel, the Executive Director will inform the Commission for retaining other Legal Counsel, if no waiver is agreed upon.

Any conflicts or known relationships between personnel of the Port and the property in question, whether contracts, personal, professional, etc. shall be made public at a regular meeting at the time of discussing any such acquisition.

The Port will conduct appraisals to properly document purchase and shall conduct a Phase 1 Environmental Assessment under their due diligence.

e) *Use of a Real Estate Broker.*

In the absence of a contractual Commercial Broker Listing contract, the Port of Woodland offers the following fee structure to commercial brokers that bring potential tenants or buyers to the Port that result in a new lease or sale of a property. The potential tenant or buyer must meet the requirements of the Port of job creation and type of industry based on the Port's Comprehensive Scheme of Harbor Improvements.

- Ground Lease Base Commission: 5% of Net Lease Rent for Initial Term Years 1 through 5; 2.5 % of Net Lease Rent for Years 6 through 10 of Initial Lease Term. No commission is paid on extended lease option terms.
- Sale of Property: 5% of Sales Price Net of any seller concessions required to secure the sale.

Commission is not paid by the port on any new, relocating, or expansion leases with existing port tenants or customers. We will cooperate with any existing tenant's or customer's representatives, but payment of the commission would be the responsibility of the tenant.

All commissions negotiated are subject to the review and approval of the port's Board of Commissioners.

Note: Other parties besides Commercial Brokers may be paid a "referral fee" for referring new customers to the port, to be negotiated by the port Executive Director and only if approved by the Port Commission. The amount and terms of those fees are not subject to this policy.

Section 4: Investments

The Port elects to move property proceeds into investments as reviewed by the Finance Manager. The Port Commission by action in November 2016 began investing the Port's emergency funding, Resolution 441 and property proceeds into Time Value Investment. This allows the Port access to those funds as necessary while receiving interest revenue that is identified in the operations budget. Investments are reviewed by the Finance Manager to consider utilizing outside services of investment and Bond Brokers.

Section 5: Budget

The Port Commission adopts an annual budget every year. The budget is prepared by the Executive Director for preliminary budget. As per RCW requirements, the Port holds public hearings for the budget and advertises the meetings as necessary in the newspaper of record. The budget is broken into two sections: Operations and Capital. Budgets are working documents and require flexibility as many operation elements are estimates in expenditures (i.e. insurance, health care, maintenance, landscaping, legal, other). The budget is presented to the Finance Manager to balance with existing funds and debts prior to it being presented to the Commission. The budget shall be presented to the Commission in

August/September for preliminary review prior to the Preliminary Hearing. The final Budget is to be approved in November. The Executive Director shall report the budget to the Cowlitz County Assessor with the signed resolutions each budget year.

a) *Operating Budget.*
The Operations budget includes all revenues from current ground and building leases, contracts for hay and agricultural. Other revenues include timber taxes, leasehold tax, Cougar restroom, rail car fees, and interest from time value investments. Potential leases will be notated but should not be included into the operations budget unless they are a current lease with a lease renewal pending. Operations includes expenditures of salaries and benefits of all staff and commission, daily operations, and leasehold payments to state.

b) *Capital Budget.*
The Capital budget includes all grant, loan and bond revenues for specific projects or plans as well as all expenditures of capital planning (design, engineering, permitting, mitigation), construction and improvements/maintenance of large-scale projects of existing port assets (new HVAC systems, lighting, roof replacement, parking lot replacement, public access investments).

Section 6: Industrial Development Commission

The Port of Woodland held the Woodland Industrial Development Commission as part of its ongoing partnership and development with Columbia River Carbonates. The Port of Woodland Commission may elect to enter into future IDC partnerships in the future requiring separate board meetings and financial reports. The Port of Woodland Executive Director does not oversee the IDC. The IDC has separate accounts form the Port of Woodland and maintained by the Finance Manager when active. The Port closed its last IDC in 2019, as it was inactive. IDC's allow the Port to partner with private companies for bonding capacity in the public market and are backed by the Port of Woodland but paid by the private company. These IDC structures are developed and overseen by outside services through bond counsels and Port legal counsel, as necessary.

Section 7: Cash Handling

It will be the internal operating policy of the Port of Woodland to receipt payments promptly and deposit to bank the following business day, with the following exceptions:

- If payment is received on the last day of the month or on a Friday, the payment will be received and deposited on the same day.

If a customer makes a payment with cash, the cash will be counted by two people with at least one being a Port of Woodland Employee. A receipt will be written in the receipt book and signed by both people or printed from the Point-of-Sale account and signed by both people.

The pulling of coins and cash at the Columbia Riverfront RV Park vending machines, change machine and washer and dryers must be done in the presence of two people with at least one being a Port of Woodland Employee. This pulling will be done at a minimum of weekly with completion of vending/coin reconciliation form. This will then be placed in the correct money bag and placed in the safe

The only time that a second person is not present is at the Columbia Riverfront RV Park office. If this occurs, the cash will be received in the cash drawer along with the receipt being placed in the cash drawer. A cash drawer reconciliation sheet will be done every morning, shift change and evening.

If a payment is received by mail, in person or night drop, the Office Manager will receive payments made by check. Finance Manager will deposit the payment and post payments to QuickBooks.

The Finance Manager, upon receiving a Miscellaneous Receipts from Cowlitz County Treasurer's Office, will receipt payment and post to QuickBooks.

Section 8: Columbia Riverfront RV Park

Section 7 a) and b) will be followed at the Columbia Riverfront RV Park. Payment received by mail or in night drop will be received by the opening employee making the correct receipt via the reservation software used by the Port. These receipts will be considered received on the date of opening.

a) *Opening employee*

Opening employee will review Cash Drawer Reconciliation from previous day to verify correct bills, change, checks and receipts balance accordingly and start Cash Drawer Reconciliation for new day signing both. Saturday, Sunday and holiday opening employees not being a Port of Woodland employee will verify dollar amounts, place checks, excess bills and change and Cash Drawer Reconciliation in an envelope, seal and date the envelope and place in the safe. Port of Woodland employees working opening will write up deposit slip, stamp the back of checks and take to bank that day if bank is opened.

b) *Closing employee*

Closing employee will run reports requested by Office & RV Park Manager needed for reconciliation processes. Closing employee fills out Daily Cash Receipts & Reimbursements and Ending Cash on Hand on the Cash Drawer Reconciliation. The difference from Ending Cash must be $0. If it is not, documentation must be made showing the reason. The Cash Drawer Reconciliation with all bills, change, checks and receipts will be placed in a money bag and placed in safe.

If the following day opening employee is not a Port of Woodland employee, required daily cash only will be left in the cash drawer due to only Port of Woodland employees have access into the safe.

c) *Depository Only Bank Account*

A Depository only bank account has been established to cover credit card debits and credits for the Columbia Riverfront RV Park only. All transactions per day received via credit card payment will automatically be deposited into said account by the Merchant Account on contract.

The Port of Woodland will structure the management at the Columbia Riverfront RV Park with the Executive Director and the Office & RV Park Manager to oversee operations. Upon

absence of the Port Office Manager, Finance Manager will complete the tasks in Office & RV Park Manager's absence.

Monday through Friday, excluding holidays, a daily reconciliation will be made by the active Office & RV Park Manager with weekend transactions reconciled on the first working day of the week. Said reconciliation will include daily reports from the reservation system and merchant account.

Every Wednesday, a weekly reconciliation will be done by the active Office & RV Park Manager for the previous Sunday through Saturday with an electronic transfer to the Treasurer for that amount. This reconciliation will be reviewed by the Finance Manager prior to transfer.

A monthly statement reconciliation will be done by the active Office & RV Park Manager on the depository only account within 3 business days of receipt from the U.S. Bank.

The Finance Manager will review all reconciliations upon request or weekly.

Chapter 4: Capital Development, Improvements and maintenance

1) *Capital Development.*

The Port of Woodland Commission elects to maintain a separate capital budget and manage the capital budget on an annual basis or as required. Capital projects and improvements are identified through the Port's Comprehensive Scheme of Harbor Improvements.

The Port Commission elects to require, prior to acquisition of new property, a general plan for the use, costs, and needs for such an acquisition. The Port may elect to do such a review through its ability to form an Industrial Development District of non-Port property for any investment of studies or plans. The Port may elect to do this informally and internally as well.

2) *Capital Improvements and Maintenance.*

The Port Commission will be provided information on capital improvements to existing Port assets during the budget process or as situations arise. These improvements may include but not limited to roof replacements, HVAC system replacements, crane or other equipment installation, major upgrades to systems like electrical, lighting, roll up doors, and other safety items as well as parking lot replacements, irrigation systems. Other items on improvements may include upgrades to unimproved areas including public access areas for safety and access considerations.

3) *Capital Plans and Requirements.*

The Port holds a multitude of properties broken into two categories- marine and industrial. Marine properties development has been addressed in several resolutions including: Commodities at Port Properties (March 2017 Resolution 448), Aquatic Land Management (September 1984 Resolution 245) and Dockage, Moorage and Wharfing Fees (September 1981 Resolution 220).

Exhibits

Exhibit 1

Commissioner Resignation Form

Port of Woodland

I, _____ *(printed legal name)*, am providing my official notice to resign as the Port of Woodland Commissioner, District _____, effective on this _____ day, _____ 20___. Once announced, the resignation is effective on the date I sign per this letter of resignation. This resignation does not require any further action per the Port Commission and the Port Commission will begin the process to immediately replace the Port of Woodland Commissioner District ___ position.

Signed _____ Date _____

Witness of Signature and Date

Name_____ Signature _____ Date_____

Exhibit 2

Appointment Process Application

Port of Woodland

Application For Appointment To
Port of Woodland Commissioner District

Thank you for your interest in serving the community as a member of the Port of Woodland Commission.

The timeline for filling the Commission vacancy is as follows:

DATE: Deadline - Applications due to the Port of Woodland by 5:00 pm

DATE: Candidate interviews (Special Meeting, open to the public)

DATE: Commission Appointment

To be considered, your application must be completed and received by the Port of Woodland (1608 Guild Road, Woodland, WA, 98674) or emailed to EMAIL **no later than 5:00 pm on DATE**. Applications received after 5:00 pm will not be accepted. Additional written information after this date will not be accepted, unless requested by the Port of Woodland Commission.

Please submit the following items to be considered for the position:

- Application (see page 3)
- A cover letter (**1 page**) indicating your interest and general qualifications for the position
- A resume of **no more than 2 pages**
- Completed answers to the Supplemental Questions of **no more than 3 pages total**

The application and any correspondence should be addressed to:

NAME
Executive Director
1608 Guild Road
Woodland, WA 98674
(360) 225-6555
EMAIL

Commissioner Eligibility, Requirements & Public Disclosure

To be eligible to be appointed to the Port of Woodland Commission, you:

- Must be a resident within District **#** of the Port of Woodland district boundaries; and
- Must be a registered voter in Cowlitz County.

If you hold, participate in or are involved in any contract(s) with the Port of Woodland, please explain your involvement in your cover letter. If you hold any other elected public office, please state what office and where in your cover letter. Please visit www.portofwoodland.com/about to determine if you are in District #. You may also confer with the Cowlitz County Elections at elections@co.cowlitz.wa.us, 360.577.3005 or in person at 207 N. 4th Avenue Room 107.

Please Note that:

- Once a Commissioner application is filed with the Port of Woodland, it is a public record available to the public.
- The applications received from all candidates who meet the minimum requirements of state law, along with the answers to the supplemental questions, will be posted on the Port of Woodland's website the week of the initial interviews.
- If appointed, you will be required by state law to file financial disclosure statements with the Washington Public Disclosure Commission (www.pdc.wa.gov).

Commissioner Duties & Compensation

The Port of Woodland is a municipal corporation which exercises local governmental powers. The Port has a three-member Commission which acts as the Port's policy making and regulatory body. The Commission duties include adopting a plan for harbor improvements, creating industrial improvement districts, establishing user rates for port facilities, setting compensation levels and expense reimbursement for Port staff, adopting the Port budget, levying taxes, providing promotional hosting expenditures, and executing contracts. Information on the legal authority of Port districts and the role of Port Commissioners is available through the Municipal Research and Services Center (MRSC) and Washington Public Ports Association (WPPA).

The duties of a Port Commissioner will likely involve an average minimum commitment of 8-12 hours per month for preparation, participation, and attendance at various meetings and community activities. Beyond the broad duties previously mentioned, Commission duties include, but are not limited to:

- Required attendance at regular Port Commission meetings, which are held on the first Thursday of the month at 10 A.M. and third Thursday at 3 P.M. From time to time, Port of Woodland Commission President may call special Commission meetings to handle Port business.
- Commissioners are expected to serve on regional boards and commissions, and to represent the Port Commission at various community functions. These various meetings and functions occur normally during the evenings, but may also occur occasionally on weekends, and during weekdays.
- Advise the Executive Director on long-range planning. Approve basic long- and short-range operating plans and budgets as recommended by the Executive Director in keeping with established direction, objectives, and policies.
- Decide on matters which exert major influence on the manner in which the Port's business is conducted; and in general, protect and make the most effective use of the Port of Woodland's assets.

The Commissioner compensation is based on per diem rate and no other salary.

Each Candidate should come to the interview prepared to speak to the following questions:

1. Why do you want to serve on the Port of Woodland Commission?
2. What experiences, talents or skills would you bring to the Port and community that you would like to highlight?
3. Are there any Port issues in which you have a particular interest or expertise?
4. Given the limited term of the appointment, what do you hope to accomplish as a Port Commissioner?
5. What is your understanding of Port governance and the decision-making process?

The Commission may ask additional questions of candidates during the interview.

Port of Woodland

Application For Appointment To Port of Woodland Commissioner District

Applicant Information

Applicant Name: _____

Residence Address: _____

Home Phone: _____ Work Phone: _____

E-Mail: _____

Cover Letter & Resume

Please attach a one-page cover letter and a resume of no more than two pages to this application.

Supplemental Questions

Please respond to the following questions regarding your interest in the position of Commissioner for the Port of Woodland on separate pages using no more than 3 pages total:

1. Why are you interested in serving as a Port of Woodland Commissioner?
2. What strength(s) would you bring to the Commission?
3. Explain your current and past community involvement and/or service on city, nonprofit, or public boards, committees, task forces, or commissions and how this has contributed to the Cowlitz County community. Address its relevance to the position of Port of Woodland Commissioner.
4. Is there anything else that you may wish to add that would help us get to know you a little better?

Please return this form, your cover letter, resume and answers to the supplemental questions to the Port of Woodland 1608 Guild Road, Woodland, WA, 98674 no later than 5:00 pm on DATE. Applications received after 5:00 pm will not be accepted.

The application and any correspondence should be addressed to:

NAME
Executive Director
1608 Guild Road
Woodland, WA 98674
(360) 225-6555
EMAIL

Exhibit 3

Port of Woodland

EXECUTIVE SESSION REFERENCE GUIDE
OPEN PUBLIC MEETINGS ACT, CHAPTER 42.30 RCW

- Executive session took place during a Commission ___regular/____special meeting on _____(date).
- Executive sessions must be part of a regular or special meeting. Was the ES listed on the agenda? Yes ___ No___
- Before convening in executive session, the presiding officer must publicly announce the purpose for excluding the public and the time when the executive session will conclude. Was this completed? Yes_____ No____
- Per Resolution #472: Legal Consulted Prior? Yes___ No __
- Legal Present Yes____ No ____
- Executive Director Present_____ Executive Director Consulted _____

Those invited/entering the Executive Session (Names) for record:

_____

_____

_____

Executive Session Reason (identified on the following page): 42.30.110_____

Executive session may be extended by announcement of presiding officer.
Executive session will conclude no later than _____ (time) and for _____ minutes.
Additional time for executive session _____ (time) and _____ (length).
Additional time for executive session _____ (time) and _____ (length).
Additional time for executive session _____ (time) and _____ (length).

☐ National security - RCW 42.30.110 (1)(a)

☐ Real estate matters – RCW 42.30.110(1)(b):
To consider the *selection of a site or acquisition* of real estate *by lease or purchase* when public knowledge regarding such consideration would cause a likelihood of increased price

☐ Real estate matters – RCW 42.30.110(1)(c):
To consider the *minimum price* at which real estate will be offered *for sale or lease* when public knowledge regarding such consideration would cause a likelihood of decreased price

☐ Publicly Bid Contracts – RCW 42.30.110(1)(d):
To review negotiations on the performance of publicly bid contracts when public knowledge would cause a likelihood of increased costs.

☐ Complaints/charges against officer or employee – RCW 42.30.110(1)(f):
To receive and evaluate complaints or charges brought against a public officer or employee. Upon request of such officer or employee, a public hearing or meeting open to the public must be conducted upon such complaint or charge

☐ Qualifications of applicant/performance review of employee – RCW 42.30.110(g)
To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee.

☐ Potential litigation – RCW 42.30.110(1)(i):
To discuss with legal counsel matters relating to agency enforcement actions, or to discuss with legal counsel litigation or potential litigation to which the agency, governing body, or member acting in official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency

- Direction Given after the ES? ____Yes ____ No
  If Yes: _____

_____

_____

_____

EMPLOYEE/ COMMISSIONER ACKNOWLEDGEMENT

I have received and read the Port of Woodland's Policy Manual dated _____.
I understand that the Policy Manual contains important information about the Port of Woodland organization. I also understand that the manual outlines numerous requirements and laws from the Revised Code of Washington (RCW) and may be subject to update. I understand it is my responsibility to read and understand the information in the manual and ask my supervisor for clarification on any information I do not understand.

I understand that neither the Manual nor any other communication by the Port is intended to create a contract of employment.

_____ _____

Signature Date

_____

Printed Name