

PORT OF BREMERTON
BOARD OF COMMISSIONERS
REGULAR BUSINESS MEETING

A G E N D A

February 27, 2024
6:00 PM

Bill Mahan Conference Room
Port Administration Offices
Bremerton Nat'l Airport Terminal Bldg
8850 SW State Hwy 3, Bremerton

The Port of Bremerton Board of Commissioners have resumed in-person meetings but are maintaining the option for the public to participate remotely as well. The public is invited to view and/or participate in the hybrid meeting by attending in person or through one of the following options:

- To stream online only (via BKAT feed, with no interaction possible):
<https://bremerton.vod.castus.tv/vod/?live=ch1&nav=live>
- To join the online Zoom meeting: <https://us02web.zoom.us/j/3359030010>
- For audio only; dial 1.253.215.8782; Meeting ID: 335 903 0010

Call to Order

Pledge of Allegiance

Approval of Agenda

Consent Items

All matters listed under Consent Items have been distributed to each member of the Commission for reading and study, are considered to be routine, and will be enacted by one motion of the Commission with no separate discussion. If separate discussion is desired, that item may be removed from the Consent Items and placed under Action Items by request.

- A. Minutes of the regular business meeting and executive session of February 13, 2024.
- B. Payment of checks #902166 through #902167 and #85666 through #85683 and #E01882 through #E01898 and #902168 through #902171 and #902172 through #902183 and #902184 through #902185 and #E01899 and #85684 through #85707 and #E01900 through #E01913 from the General Fund for \$352,263.16.

Information Items

1. Puget Sound Regional Council's Regional Competition for 2027-2028 Federal Transportation Funding and Kitsap Regional Coordinating Council's 2024 Call for Projects for the Kitsap Countywide Competition

Citizen Comments: *Open to the public for comment. Speakers are asked to keep their comments to less than 3 minutes. Please feel free to submit further comments in writing to the Clerk of the Board (gingerw@portofbremerton.org).*

Action Items

1. Port of Bremerton Bylaws Update

Staff Reports

Commission Reports / New Business

Executive Session *(if necessary)*

Adjournment

Regular business and other meetings that may be attended by members of the Board

<u><i>Date</i></u>	<u><i>Time</i></u>	<u><i>Meeting</i></u>
<i>02/27</i>	<i>6:00 pm</i>	<i>*Commission Regular Business Meeting – Hybrid</i>
<i>03/05</i>	<i>2:30 pm</i>	<i>Kitsap Regional Coordinating Council (KRCC) Executive Board</i>
<i>03/12</i>	<i>10:00 am</i>	<i>*Commission Regular Business Meeting - Hybrid</i>

Meetings are subject to change or cancellation

**Denotes events in which two (2) or more Commissioners may attend*

PORT OF BREMERTON
BOARD OF COMMISSIONERS
REGULAR BUSINESS MEETING

MINUTES

February 13, 2024
10:00 AM

Bill Mahan Conference Room
Port Administration Offices
Bremerton Nat'l Airport Terminal Bldg
8850 SW State Hwy 3, Bremerton
Remote Option via Zoom

Commissioners and Staff Present

Commissioners

Gary Anderson
Cary Bozeman
Axel Strakeljahn

Staff Members

Jim Rothlin
Arne Bakker
Jeremiah Wiley
James Weaver
James Goodman
Ginger Waye
Stephanie Frame
Erica Filler
Ellen Ataie
Anne Montgomery, Atty

Call to Order

President Anderson called the meeting to order at 10:00 a.m. and led the Pledge of Allegiance.

Approval of Agenda

It was moved by STRAKELJAHN, seconded by BOZEMAN to:

Approve the Agenda as presented.

MOTION CARRIES, 3-0

Consent Items

- A. Minutes of the regular business meeting of January 23, 2024.
- B. Payment of checks #902132 through #902135 and #902136 and #902137 through #902146 and #E01854 through #E01855 and #85603 through #85623 and #E01856 through #E01857 from the General Fund for \$55,253.60.
Payment of checks #902147 through #902150 and #902151 through #902153 and #902154 through #902155 and #85624 through #85652 and #E01858 through #E01874 and #902156 through #902159 from the General Fund for \$371,533.72.

Payment of checks #902160 through #902163 and #85653 through #85665 and #E01875 through #E01881 and #902164 through #902165 from the General Fund for \$83,174.06.

It was moved by BOZEMAN, seconded by STRAKELJAHN to:

Approve the Consent Items as presented.

MOTION CARRIES, 3-0

Citizen Comments - None

Action Items

1. Bay Street Properties Remediation Professional Services Agreement with Pioneer Technologies, Inc.

Presented by James Weaver, Director of Marine Facilities

Following presentation and after questions were addressed:

It was moved by STRAKELJAHN, seconded by BOZEMAN to:

Approve the Port Orchard Properties environmental remediation contract with Pioneer Technologies, Inc.

MOTION CARRIES, 3-0

2. Resolution 2024-02 Declaring an Emergency under RCW 39.04.280 for Avian building flood damage due to a cracked sprinkler pipe caused by freezing temperatures.

Presented by James Goodman, Director of Facilities & Property Development

Following presentation and after questions were addressed:

It was moved by BOZEMAN, seconded by STRAKELJAHN to:

Approve Resolution No. 2024-02 declaring an emergency under RCW 39.04.280 and waiving competitive bidding requirements.

MOTION CARRIES, 3-0

3. Wastewater Rate Schedule

Presented by Jeremiah Wiley, Chief Financial Officer

Following presentation and after questions were addressed:

It was moved by BOZEMAN, seconded by STRAKELJAHN to:

Approve and implement the 2023 Five Year Wastewater Rate schedule to supplement the maintenance costs and capital investments of wastewater management with an effective date of April 1, 2024.

MOTION CARRIES, 3-0

4. Commission Officer and Board/Committee Assignments Rotation
Presented by Commissioner Cary Bozeman

Commissioner Bozeman presented his proposal to add structure to the officer elections and board/committee assignment process allowing for a distribution of opportunities for each commissioner.

Staff was directed to include the updated structure in the Port Bylaws for Board consideration at the next meeting.

Following Board discussion:

It was moved by BOZEMAN, seconded by ANDERSON to:

Approve the 2024-2025 Board and Committee Assignments as discussed.

MOTION CARRIES, 2-0 Abstained: STRAKELJAHN

Commission New Business

Commissioner Bozeman discussed a letter sent to the State signed by local elected officials regarding the Washington State Ferry (WSF) system and the importance of preserving our marine highway system and ensuring ferries are a priority in the transportation budget. Commissioners Bozeman and Strakeljahn were signatories of the letter. Commissioner Anderson acknowledged his support but stated he was out of town and unable to sign the letter before it was sent.

Staff Reports

Jim Rothlin, Chief Executive Officer

- Reported on the following employee anniversary providing a brief background:
 - Lee Howell, Port Maintenance I – 2 years
- Commented on the Seattle boat show that wrapped up last weekend and thanked all staff that participated, commending Erica Filler for her work on updating the booth and, as always, Kathy Garcia for her leadership during the show. Commissioner Anderson commented on the professionalism of the booth and staff.
- The Port will also have a booth at the Northwest Aviation Conference in Puyallup on February 24-25 to highlight the Airport.
- Reported on Washington Public Ports Association (WPPA) Port Day in Olympia which he attended along with Commissioner Anderson and the Port's lobbyist Rose Feliciano.
- Gave a shout-out to previous Port Contract Administrator, Taylor Korizon, who joined us through Zoom today.

Commission Reports

Commissioner Bozeman

- Encouraged that we are finally getting some traction on the ferry issue with local people gathering some political momentum to force some changes to the ferry system.

Commissioner Strakeljahn

- Reported on recent Puget Sound Regional Council and Kitsap Regional Coordinating Council Executive Board meetings.

Commissioner Anderson

- Commented on WPPA Port Day stating it offered a better understanding of how the process works and the importance of Port exposure to the legislators.

Executive Session

President Anderson recessed the meeting at 11:35 a.m. and reconvened into executive session at 11:40 a.m. for approximately 15 minutes for the purpose of discussing with legal counsel current or potential litigation [RCW 42.30.110(1)(i)]. At 11:55 a.m. the executive session was extended five minutes.

At 12:00 p.m. the regular meeting was reconvened.

Adjournment

There being no further business before the Board, the meeting was adjourned at 12:00 p.m.

Submitted,

Approved,

Jim Rothlin
Chief Executive Officer
February 22, 2024

Axel Strakeljahn
Commission Secretary
February 27, 2024

PORT OF BREMERTON
BOARD OF COMMISSIONERS
EXECUTIVE SESSION

MINUTES

February 13, 2024

CEO Office
Port Administration Offices
Bremerton Nat'l Airport Terminal Bldg
8850 SW State Hwy 3, Bremerton

Call to Order

President Anderson called the executive session to order at 11:40 a.m., February 13, 2024.

Commissioners and Staff Present

Commissioners

Gary Anderson
Cary Bozeman
Axel Strakeljahn

Staff Members

Jim Rothlin
Arne Bakker
James Weaver
Anne Montgomery, Atty

Item #1: Discussed with legal counsel potential litigation [RCW 42.30.110(1)(i)].

With no further business to come before the Board, the meeting was adjourned into regular session at 12:00 p.m.

Submitted,

Approved,

Jim Rothlin
Chief Executive Officer
February 22, 2024

Axel Strakeljahn
Commission Secretary
February 27, 2024

PORT OF BREMERTON
AGENDA SUMMARY

Agenda Item No: Action Item #1
Subject: Port of Bremerton Bylaws Update
Exhibits: Port of Bremerton Amended Bylaws
Meeting Date: February 27, 2024

Summary:

Per Commissioner direction from the previous Commission meeting, the proposed officer and board/committee assignment rotation every two years has been incorporated into the attached amended bylaws. The request for this proposal was to add structure to the process and provide committee opportunities to all the commissioners while offering some flexibility within the process.

Fiscal Impact:

None

Strategic Purpose:

This action conforms with the Port's strategic plan in Goal 5 to continue to maintain the Port's strong connection with the community.

Motion for Consideration:

Move to approve the updated bylaws which add structure to the officer elections and committee assignment process and allows a distribution of opportunities for each commissioner.

PORT OF BREMERTON BYLAWS

ARTICLE I

Preamble

These Bylaws shall constitute the rules governing the transaction of business by the duly elected Port Commission subject to the provisions of Resolution 2007-70 (Delegation of Authority) and where not in conflict therewith or the laws of the State of Washington.

ARTICLE II

Organization of the Commission

1. The Commission shall organize by the election from its own members a President, Vice-President and Secretary. All actions of the Commission shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be records.
2. The Commission shall elect officers following the beginning of each even calendar year, whose term shall run for two (2) years beginning when elected, and until the election of a successor. The elected officers of the Port shall be rotated as follows:
 - a. Commissioner in years 1-2 of their term will be Secretary.
 - b. Commissioner in years 3-4 of their term will be Vice-President.
 - c. Commissioner in years 5-6 of their term will be President.

Vacancies in an office arising from any cause may be filled at any regular or special meeting by a majority vote of the Commission.

3. Board and committee assignments will rotate each even calendar year to allow for equal opportunity.
 - a. The Commission President will represent the Port of Bremerton on the Kitsap Regional Coordinating Council (KRCC) Executive Board.
 - b. The Commission Vice-President will represent the Port of Bremerton on the Puget Sound Regional Council (PSRC) Executive Board.
 - c. The Commission Secretary will represent the Port of Bremerton on the Kitsap Economic Development Alliance (KEDA) Executive Board.

All other board and committee assignments will be made by the Commission President in agreement with the other commissioners and their interest.

Alternates will be scheduled as follows:

- a. President is the alternate for all Secretary's designated assignments.
- b. Vice-President is the alternate for all President's designated assignments.
- c. Secretary is the alternate for all Vice-President's designated assignments.

Commissioners may agree to change assignments to fit their schedule or their interests.

4. In the event of a vacancy in the office of Port Commissioner by death, resignation or otherwise, such vacancy shall be filled in accordance with state law per RCW 42.12 as amended.
5. The Commission may, from time to time, establish such Standing Committees as are necessary to conduct its more specialized work. The composition of Standing Committees shall be determined by the Commission President. To remain in compliance with the Open Public Meetings Act (RCW 42.30), Standing Committees shall never exceed one Commission member. Such Committees report directly to the whole Commission on their work.
6. Commission Guidelines are attached as Exhibit A.

ARTICLE III Duties of Officers

1. The President shall:
 - a. Preside at all public meetings of the Commission and at executive sessions of the Commission;
 - b. Sign resolutions, contracts, and other instruments on behalf of the Commission as authorized by the Commission;
 - c. Review the proposed agenda for each Commission meeting and authorize the issuance of notices for regular meetings and special meetings;
 - d. Have such other powers and discharge such other duties as are authorized by the Commission.
2. The Vice-President shall:
 - a. During the absence or disability of the President, exercise all the functions of the President;
 - b. Have such other powers and discharge such other duties as are authorized by the Commission.

3. The Secretary shall:
 - a. Supervise Port staff in retaining a record of all motions and resolutions adopted by the Commission;
 - b. Supervise the safekeeping of the seal and the minute books;
 - c. Have such other powers and discharge such other duties as are authorized by the Commission.

ARTICLE IV

Meetings

1. Regular and Special Meetings shall be held in accordance with the Open Public Meetings Act (RCW 42.30) as amended.
2. Place of Meetings: Unless otherwise publicized with proper notice as provided by state law, all meetings shall be held at the Port of Bremerton Administration Building, 8850 SW State Highway 3, Bremerton, Washington. The place for holding such meetings may be changed by concurrence of a majority of the Commission.
3. Executive Sessions: The Commission may meet in executive session which shall be closed to the public during a regular or special meeting for all the purposes permitted by the Open Public Meetings Act (RCW 42.30) and other applicable laws as amended.
4. Absences: Any absence by a Commissioner from a meeting because of attendance at other Port business shall be automatically excused by the Commission.
5. In any event of a conflict in procedure for the conduct of a meeting, Roberts' Rules of Order shall control unless otherwise provided by state law.
6. Cancellation of Meeting: Any regular or special meeting may be canceled by a majority of the Commission; however, the meeting will not be canceled within 24 hours of the scheduled meeting unless the cancellation is the result of a natural disaster or other emergency which would justify such cancellation for public safety or where such disaster/emergency may affect the Board's ability to achieve a quorum.

ARTICLE V
Order of Business

The general order of business at all regular meetings, except for work study sessions, unless otherwise agreed to by the Commission at such meeting shall be:

- A. Call to Order
- B. Pledge of Allegiance
- C. CEO or President's Report
- D. Approval of Agenda
- E. Approval of Consent Items
- F. Citizen Comments
- G. Action Items
- H. New Business
- I. Staff Reports
- J. Commission Reports
- K. Executive Session*
- L. Adjournment

**Following an Executive Session, the public meeting shall be reconvened, and the Commission may consider items discussed in the Executive Session.*

ARTICLE VI
Motions

1. The Commission shall transact its business by motion which may be made or seconded by any Commissioner in attendance, including the chair of the meeting.
2. Voting on all motions shall be by roll call. The Clerk of the Board shall call the roll in numerical order by District and record the vote of each Commissioner present.
3. Affirmative vote of two (2) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

ARTICLE VII
Resolutions

1. A resolution put on the agenda for final passage may be passed by motion with the affirmative vote of two (2) Commissioners attending the meeting.

2. Voting on all resolutions shall be by roll call. The Clerk of the Board shall call the roll in numerical order by District and record the vote of each Commissioner present.
3. Resolutions shall be numbered consecutively, and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor and by the seal of the Commission. Each resolution shall be filed by the Secretary and shall be recorded in a book or books kept for such purposes, which shall be public records.

ARTICLE VIII
Minutes

1. All proceedings of the Commission shall include motions or resolutions acted upon and be recorded in a book or books kept for such purpose, which shall be reflected in minutes thereof and shall be public records.
2. When the commission has approved the minutes of a meeting, the minutes as approved shall represent the sole, final, and considered determination of the Commission as to the motions and resolutions set forth therein, superseding all statements made by Commissioners at the meeting.

ARTICLE IX
Amendment of Bylaws

These Bylaws, originally adopted September 27, 2011, may be amended by the Commission.

THESE PORT OF BREMERTON BYLAWS ARE AMENDED AND ADOPTED by the Board of Commissioners of the Port of Bremerton at the regular public meeting thereof held this 27th day of February 2024, and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof and the Seal of the Commission.

Commission President

Commission Vice-President

ATTEST:

Commission Secretary

**EXHIBIT “A”
TO BYLAWS OF THE PORT OF BREMERTON**

COMMISSION GUIDELINES

The Commission is the legally constituted governing body of the Port of Bremerton. As a governing body of a special purpose municipal corporation, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives.

So that the governing board may most effectively carry out its mission, it is intended that these Working Rules and Operating Procedures serve as general guidelines for the day-to-day conduct of Commission business. Thus in executing its policy responsibility, the Commission will:

1. Establish broad policies, overall direction and long-term objectives of the Port.
2. Hire a Chief Executive Officer to implement the Port policies and objectives and to administer and operate the Port based on the Delegation of Authority adopted by Resolution 2007-70, as hereafter amended or superseded. The Commission shall set the salary level and review the performance of the Chief Executive Officer, Port goals and objectives and other appropriate criteria developed jointly by the Commission and the Chief Executive Officer.
3. Determine the types of business activity in which the Port will engage.
4. Identify short and long-term business strategies for enhancement of maritime and aviation business as well as other activities in which the Port might engage.
5. Establish the degree to which the Port will use the governmental powers of taxation and eminent domain.
6. Establish financial policies including capital formation and debt issuance.
7. Establish Port positions on significant governmental legislation.
8. Establish a range of compensation for the Port. During budget deliberations each year, adopt adjustments to the salary range based on inflation or other market/economic criteria, if appropriate. Review benefits periodically.
9. Appoint a treasurer and auditor pursuant to the provisions of RCW 53.36.010, and select and retain on such terms and conditions as the Commission deems appropriate, legal counsel and an independent auditor (which can be the State Auditor or a private accounting company) for the Port.
10. Individual Commissioners serve as members of the Commission, a body which acts only by majority vote.

11. The President of the Commission shall be responsible for overseeing the agenda for Commission meetings. A proposed matter can be placed on or removed from the agenda by either the President or by a majority of the Commissioners with notification to the President.

Draft