

Board Meeting Minutes

Tuesday, May 8, 2018

7:00 am (Mountain Time)

Treasure Valley Community College, Barber Hall, Rm. 114

650 College Blvd., Ontario, OR 97914

Conference Call Numbers: 541-896-1824

Members Present:

- Grant Kitamura, Board President
- Lynn Findley, Board Vice President (Via Conference Call)
- Greg Smith, Officer of the Board
- Jeremy Leathers
- Kay Riley
- Toni Parish
- Corey Maag (Via Conference Call)

Staff:

- Phillip Scheuers

Regular Board Meeting Call to Order:

The meeting was called to order at 7:12 am.

Discussion and Action: Review and approval of March 21, 2018 meeting minutes.

Minutes were reviewed. Board member Kay Riley moved to approve the March 21, 2018 minutes. Board Member Toni Parrish seconded. Motion passed.

Discussion and Action: Review of “Lender RFP” submissions.

Board President Grant Kitamura handed the meeting over to the Officer of the Board Greg Smith to review the two Lender RFP submissions. Smith shared the board received two submissions for their Lender RFP. One from Community Bank and one from Umpqua Bank. Smith began by sharing a background of why there was a need for the line of credit for a lender. This is because ODOT will reimburse MCDC for expenses associated with the “project plan” outlined in the Connect Oregon administrative rules, however, MCDC must submit invoices from the vendors along with proof the MCDC has made the payment. The line of credit will allow for MCDC to pay vendors up-front and then have proof of payment to provide ODOT for reimbursement.

Smith submitted a copy of both submissions with the board.

Board Member Kay Riley asked if there is a need for collateral. Smith shared that in the RFP, House Bill 2017-A would be used as the collateral. Smith shared that in previous projects he has worked on, lenders allowed for legislation that was passed to be used.

Board Member Toni Parrish shared the fees are cheaper with Umpqua Bank.

Board President Kitamura shared that the Umpqua Bank has a local branch in Nyssa where the project would be developed. Community Bank's nearest physical branch is in Baker City.

Motion was made to accept Umpqua Bank's offer but to also allow Officer of the Board Greg Smith to continue negotiating on rates and terms by Board Member Kay Riley. The motion was seconded by Board Member Jeremy Leathers. All members voted in approval.

Smith shared that he will notify both lenders. Smith said that as the board moves forward, the board will have a system setup where dual signatures are required on all checks, dual records are kept, and an annual audit process will be done.

Discussion: Officer of the Board report.

Smith shared the ODOT Grant Agreement has been executed. Smith then stated the requirements for the "project plan" portion of the project is outlined in the grant agreement and known as "Exhibit B."

Smith shared update on trade show. He recently attended the Natural Products Expo and was able to meet with companies that could benefit from the facility.

Smith stated that today RailPros will be performing a site review with Anderson Perry.

Discussion: Other Business.

No other business discussed.

Recess:

Having no further business, the meeting was recessed at 7:43 am.

Call to Order:

The meeting was called to order at 10:20 am with special guests present.

- Brad Baird, Anderson Perry & Associates (Site Engineer)
- Shawn Marshall, RailPros (Rail Engineer)
- Jim Marshall, RailPros (Rail Engineer)
- Terry Tate, RailPros (Rail Engineer)

Discussion: Facility Vision Conversation

Smith reopened the meeting by sharing the purpose of the portion of the meeting will be for RailPros and Anderson Perry to share with the board what they share on their site walk through a few hours earlier.

Jim Marshall of RailPros shared that the site looked well and the site has two public crossings and one private. He shared the site appears to have an approximate 400 feet of Union Pacific right-a-way which is nice because siding can be used in this right-of-way land rather than using the property acreage. Slope and other aspects of the site also look good. He stated it is a good piece of property because you can start from a blank slate with flat ground and significant property acreage.

Shawn Marshall shared they will work with Anderson Perry as they move forward. For the concept design they will not need a lot of information from the engineering, but they can do most of their work in the 10% plan with the information they have. He stated the next two critical steps RailPros has is: (1) get Union Pacific out on site to check off their boxes and receive their comments back on the project, and (2) Gather crossing information.

Brad Baird shared the items his firm is going to be working on regarding Exhibit B listed in the ODOT Grant Agreement. He said that they believe they can meet the project timeline and looks forward to starting.

Smith asked if there were any further questions for the engineers. No further discussions were held.

Adjournment:

With no further discussion. The meeting was adjourned at 10:55 am.

Respectfully Submitted:

Greg Smith, Officer to the Board