



## Malheur County Development Corporation

Tuesday, February 18, 2025

10:00am (Mountain Time Zone)

---

**Attendees:** Grant Kitamura, Board Chair; Mike Walker, Board Member; Ralph Poole, Board Member; Shawna Peterson, Executive Director; Emily Conlon, S Peterson Law; Taylor Rembowski, Malheur County Economic Development; Ron Jacobs, Malheur County Commissioner

**Online Attendees:** Jason Pearson, Board Member; Steven Mitchell, Malheur Enterprise; Leslie Thompson, Argus Observer

---

### 1. Call meeting to order.

Board Chair Grant Kitamura called the meeting to order at 10:00am.

---

### 2. Review and acceptance of previous meeting minutes.

Ralph Poole made a motion to approve the January 21, 2025, meeting minutes. Jason Pearson seconded the motion and all present board members voted in favor.

---

### 3. Reports:

**a. Update from Executive Director: Shawna Peterson.** Executive Director Peterson provided an update on her work since the last board meeting.

**LOI due diligence process.** Peterson reminded the board that the due diligence period ends April 23, 2025, and the target closing date is still June 30, 2025. This timeline is dependent on completion of the industry track agreement.

**Progress on transaction structure options.** Executive Director Peterson continues to work with stakeholders on the status of the project; she had a call with Jaguar, Union Pacific, and the County to coordinate efforts. Peterson also had a call with ODOT and DOJ to discuss logistics and structure of the transaction. Specifically, they discussed the Connect Oregon grant with MCDC as grantee and assigning the grant to Jaguar or other options. The board discussed completion of all retainage payments and the completion of Track D. Board member Mike Walker believes the completion of Track D is not feasible at this time due to the foundation and loading structure at the placement of Track D. Peterson relayed that this was specifically discussed with Axiom and Rail Works and is possible and said she would follow up again to confirm. Executive Director Peterson stated that, per UPRR, the industry track agreement must be closed out in order for the Jaguar transaction to take place and that Rail Works has

Unanticipated agenda items may or may not be included.

The meeting is accessible to persons with disabilities. For any special accommodations, please email [malheurcountydevelopmentcorp@gmail.com](mailto:malheurcountydevelopmentcorp@gmail.com) at least 48 hours prior to the meeting.

confidence that all tracks can be completed as designed and in a timeline that falls within the current transaction timeline.

**b. 2024 Audit.** Executive Director Peterson circulated the report from Zwygart John & Associates. Peterson will coordinate attendance of Zwygart at an upcoming meeting discuss the report. The board noted the \$1.6 million retainage held by and pending reimbursement by ODOT. Ralph Poole questioned the expenses for salary line on the Profit & Loss statement as MCDC rather than Malheur County and will bring that up for discussion at the next meeting.

---

#### **4. Discussion and Action Items:**

##### **a. Completion of industry track per UPRR ITA.**

**Axiom project management proposal.** The board reviewed the axiom proposal of \$72,000 for project management through the completion of the industry track. This management was previously fulfilled by Anderson Perry. It is Executive Director Peterson's recommendation to approve the proposal. Mike Walker suggested breaking the work into two parts, with a review after the first month at which time the board will review and vote on approval for the remainder of work. Peterson stated she would ask Axiom for this revision and anticipated that would be agreeable.

**Request to ODOT for preapproval of reimbursable expenses.** After discussion on modifications to the Axiom proposal, Mike Walker made a motion to task Executive Director Peterson with modifying the Axiom agreement to make the last four months of services contingent upon board approval to proceed, but to seek preapproval of the entire scope, plus the rock staging, from ODOT immediately to avoid any delay. Ralph Poole seconded the motion and all present board members voted in favor.

**b. Approval of invoices.** Zwygart invoice \$4,850. Ralph Poole made a motion to approve the Zwygart invoice in the amount of \$4,850. Jason Pearson seconded the motion and all present board members voted in favor.

---

#### **5. Next Meeting Agenda Build**

The next board meeting is scheduled for March 18, 2025 at 10:00am at the Malheur County Courthouse.

---

**6. Adjournment.** The meeting ended at 11:00am.

Unanticipated agenda items may or may not be included.

The meeting is accessible to persons with disabilities. For any special accommodations, please email [malheurcountydevelopmentcorp@gmail.com](mailto:malheurcountydevelopmentcorp@gmail.com) at least 48 hours prior to the meeting.