



# Willamette Falls Locks AUTHORITY

## Authority Meeting Oregon City Library

606 John Adams St, Oregon City

Wednesday, January 24, 2024 – 2:00 to 3:30 PM

Optional hybrid attendee link: <https://us06web.zoom.us/j/89653603970>

## Agenda

### Authority Mission:

- *The mission of the Authority is to establish ownership, oversight, and management of the Willamette Falls Locks project, for the purposes of:*
  - *Enhancing the economic vitality of Oregon through facilitating the resiliency and navigability of the Willamette River; and*
  - *Repairing, maintaining, upgrading, and operating the Willamette Falls Locks project and associated properties and facilities for commercial, transportation, recreational, cultural, historic, heritage and tourism purposes.*

2:00 – 2:20	<b>Welcome, Agenda Overview, Board Officer Elections. Minutes Approval</b> <ul style="list-style-type: none"><li>- Welcome, Agenda Review</li><li>- Board Elections<ul style="list-style-type: none"><li>○ <b>Vote</b> on nominations<ul style="list-style-type: none"><li>▪ Chair: Councilor Christine Lewis</li><li>▪ Vice Chair: Russ Axelrod</li><li>▪ Secretary: Sandy Carter</li></ul></li><li>○ Open positions without nominations<ul style="list-style-type: none"><li>▪ Treasurer</li><li>▪ 5<sup>th</sup> at large position</li><li>▪ <b>Accept</b> Nominations</li><li>▪ <b>Vote</b> Nominations</li></ul></li></ul></li><li>- <b>Approval</b> of Minutes from WFLA Meeting (October, 2023)</li><li>- <b>Approval</b> of Minutes from WFLA Meeting (December, 2023)</li></ul>
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2:20 – 2:40	<p><b>WFLA Director's Report</b></p> <ul style="list-style-type: none"> <li>▪ Business Item Updates <ul style="list-style-type: none"> <li>○ Accounting and Treasurer's update <ul style="list-style-type: none"> <li>▪ Prorated Year to Date</li> <li>▪ Total Year to Date</li> <li>▪ <b>Approve</b> Treasurer's Update</li> </ul> </li> <li>○ Audit RFP</li> <li>○ Financial Decisions and Policies <ul style="list-style-type: none"> <li>▪ Financial Policy and Procedure Manual – Informational</li> <li>▪ LGIP – <b>Decision</b> - Resolution <ul style="list-style-type: none"> <li>○ <b>THE MEMBERS OF THE WILLAMETTE FALLS LOCKS AUTHORITY RESOLVE AS FOLLOWS:</b> <ul style="list-style-type: none"> <li>▪ <b>Section 1.</b> The authority members authorize the Executive Director to participate in the LGIP, and to open an account in the LGIP and Oregon Short Term Fund.</li> <li>▪ <b>Section 2.</b> The authority members authorize the Chair, Vice-chair, Treasurer, and Executive Director to be signers on accounts associated with the LGIP.</li> </ul> </li> </ul> </li> <li>▪ Budget Officer – <b>Decision</b> <ul style="list-style-type: none"> <li>○ <i>The Board of Directors of Willamette Falls Locks Authority Appoint the position of the Executive Director of the Authority as Budget Officer as required by ORS 294.331.</i></li> </ul> </li> </ul> </li> <li>○ Ownership Research</li> </ul> </li> </ul>
2:40 – 3:00	<p><b>Discussion – Reed Wagner, Clark Balfour, Cable Huston:</b> Legal vehicle for Section 106 National Historic Presentation Act</p> <p><b>Public Comment – Members of the community are welcome to comment on agenda items from today's board meeting.</b></p>
3:00-3:15	<b>Decision – Board Members</b> – Legal Vehicle Section 106 National Historic Preservation Act
3:15-3:30	<p><b>Wrap-up &amp; Adjourn</b></p> <ul style="list-style-type: none"> <li>- Next Meeting February 28, 2024</li> </ul>



1980 Willamette Falls Dr #120 PMB 195  
West Linn, OR 97068

***Authority Board***

Chair Christine Lewis,  
Metro Council

Vice Chair Russ  
Axelrod

Treasurer Sandy  
Carter

Tootie Smith,  
Clackamas County  
Board Chair

David Penilton,  
Clackamas County  
Tourism Development  
Council

Mini Sharma Ogle,  
PGE

Robert Kentta,  
Confederated Tribes  
of Siletz Indians

Denyse McGriff,  
Oregon City Mayor

Chris Mercier,  
Confederated Tribes  
of Grand Ronde Vice  
Chair

Mary Baumgardner,  
West Linn Council  
President

Vacant, Maritime  
Industry

***Authority Advisors***

Sen. Mark Meek

Sen. Daniel Bonham

Rep. James Hieb

Rep. Jules Waters

1. Chair: Christine Lewis
2. Vice Chair: Russ Axelrod
3. Secretary: Sandy Carter
4. Treasurer: Denyse McGriff
5. 5<sup>th</sup> At Large Seat

**NOMINATIONS FOR 2024 BOARD OFFICERS**

WILLAMETTE FALLS LOCKS AUTHORITY

Authority Meeting  
October 25, 2023 – 2:00-3:30 PM  
DRAFT Meeting Minutes  
(Minutes: Pat Vivian and Sandy Carter)

**Authority Board Members Present:**

Russ Axelrod  
Sandy Carter  
Christine Lewis [*Metro Council*]  
Chris Mercier [*Confederated Tribes of Grande Ronde*]  
Mini Sharma Ogle [*PGE*]  
Tootie Smith [*Chair, Clackamas County Board of Commissioners*]  
David Penilton [*Clackamas County Tourism*]  
Sen. Mark Meek  
Rep. Jules Walters  
John Williams [*West Linn City Manager*]

Staff:

Reed Wagner [*WFLA Executive Director*]

**Others Present:**

Neil Maunu [*Director, Pacific Northwest Waterways Association*]  
Turner Odell [*Oregon Solutions*]

**1. Welcome, Agenda Review, Minutes Approval and Treasurer's Report**

Chair Christine Lewis called the meeting to order and reviewed the agenda. A quorum was present. Russ Axelrod made a motion to accept the September meeting minutes as final. The minutes were unanimously approved with no abstentions.

Executive Director Reed Wagner gave the treasurer's report for Sandy Carter, who hadn't arrived yet. In September there were revenues of \$7.62, which represents a dividend, and \$14,004.00 in expenses. WFLA received a check in October of \$30,000. A motion was made, seconded, and approved to accept the treasurer's report.

**2. WFLA Director's Report**

Reed Wagner reported on his recent attendance at the National Waterways conference in Sacramento, followed by the Pacific Northwest Waterways Association (PNWA) conference in

Vancouver, Washington. He said his message advocating restoration of the Locks was well received.

### **3. Introduction of Neil Maunu, PNWA Director**

Reed introduced PNWA Director Neil Maunu. PNWA is a nonprofit trade association with diverse membership that advocates for federal policies and funding for navigation, transport, recreation and environmental protection along waterways in the Pacific Northwest. It lobbies for projects that will benefit waterways. This includes lobbying USACE to fund projects. PNWA has a close relationship with the USACE district and division offices involved in managing the Locks. PNWA also works closely with the 18 House members and six senators who represent the Pacific Northwest in Congress. PNWA has direct connections with people forming national policies that affect the waterway management budget. PNWA representatives are directly involved in advising legislative subcommittees. It has a close connection with the White House on issues that include funding, navigation, flood control, recreation, and environmental protection. Neil invited questions:

**Q:** What are PNWA's priorities?

**A:** Our members meet to vote on policy priorities. Our website [pnwa.net] has a policy and priorities list, supplemented with fact sheets. Restoration of the Willamette Falls Locks is on the list.

Neil said the PNWA intends to schedule tours of lock outages on the Snake and Columbia River system as they occur, and possibly a tour of the Willamette Falls Locks as a way of eliciting support for restoration.

### **4. Section 106 of the National Historic Preservation Act**

Prior to the meeting, Authority members received Turner Odell's draft report and a memo from the Cable Huston law firm outlining the options to consider for Section 106 compliance.

Chair Christine Lewis noted that USACE would like a decision by the end of the year from the Authority on the Section 106 approach. Turner led a Section 106 review and discussion. Both memos emphasize that understanding what USACE can transfer in terms of title and ownership is crucial to the decision. There are many possibilities for ownership of the Locks to be transferred in part or as a whole, in terms of the title. Questions and discussion followed:

Russ Axelrod said it's important for the Board to understand the implications of what is being transferred along with ownership of the Locks. The Authority needs clarity on this. Hopefully

USACE has made progress on this aspect of the transfer since the Willamette Falls Locks Commission raised it in 2019.

Mini Sharma Ogle said USACE will hold a meeting on the current MOA November 15. Another option for dealing with Section 106 and the transfer would be to submit comments on the MOA.

There was a question about City or County involvement in decision making regarding preservation. Mini said she believes USACE's process should cover the interests of the City or County, but local entities will have opportunities to concur with the instrument used to achieve compliance.

John Williams was asked whether the West Linn Historic Review Board is involved in Section 106. Has the city taken a position on this in the past? Is there an ordinance? John said he would look into this and report back.

Turner encouraged the Authority to have a conversation soon with USACE regarding their preferred approach to Section 106 (at one point, they favored an easement). Confirming the property interest held by USACE will be a crucial aspect of the decision.

A fourth option would be for the Authority to receive the property with no restriction on the title, leaving USACE solely responsible for compliance. This possibility should also be discussed with them.

Sandy Carter said the Manual of Built Resources (MBR) will play an important role.

Clackamas Chair Tootie Smith asked whether the USACE deed goes back to 1910. She emphasized that the Authority should not accept a federal easement without knowing what the deed entails. She said that because it's unclear who owns the Locks (or even if ownership is defined), how far can the restoration process go without establishing who the owners are and how to acquire ownership? She added that the Authority should seek a deed, possibly with the state of Oregon.

Russ presented a bullet-list of issues he compiled from previous meetings for today's discussion. He suggested the Authority consider the following topics for discussion:

- Local government involvement in the 106 process. The Authority will probably need an agreement with the city of West Linn for compliance.
- It's important that the Authority acquire a manager manual (MBR) to operate the Locks.
- The preservation agreement approach seemed to be of greatest interest to Authority board members. Next was the covenant approach, with SHPO playing a major role.

- A key concern is long-term preservation of the Locks.
- Functional maintenance of the Locks should inform all preservation approaches. This will be especially important for technology changes.
- We need to strike a balance between maintaining public access and historic preservation. Consult with affected Tribes on this.
- We need to find out where USACE is in the process of locating the deed after they've been working on it for four years.

Discussion followed. Russ Axelrod, Mini Sharma Ogle, and Sandy Carter volunteered to serve on a Section 106 task force, with help from Chair Lewis. A primary goal is to get a clear timeline of when things need to happen. Russ said he will refine his notes on WFLA priorities and is willing to join in the meetings with USACE.

## **5. Wrap Up and Adjourn**

Reed will send out a Doodle poll to ask whether Monday Nov. 20, would work for the next WFLA meeting; Tuesday Nov. 21 is also a possibility.

Upcoming agenda items include a USACE presentation in December on the outcome of construction and WFLA board reappointments in January.

The meeting adjourned at 3:16 pm.

## **WILLAMETTE FALLS LOCKS AUTHORITY**

Authority Meeting  
December 13, 2023 – 2:00-3:30 PM  
DRAFT Meeting Minutes  
(Minutes: Pat Vivian and Sandy Carter)

### **Authority Board Members Present:**

Russ Axelrod  
Mary Baumgardner [*West Linn council president*]  
Sandy Carter [*Willamette Falls Heritage Foundation*]  
Robert Kentta [*Confederated Tribes of Siletz*]  
Christine Lewis [*Metro Council*]  
Denyse McGriff [*Mayor, Oregon City*]  
Chris Mercier [*Confederated Tribes of Grande Ronde*]  
Tootie Smith [*Chair, Clackamas County Board of Commissioners*]  
Rep. James Heib

### **Staff:**

Reed Wagner [*WFLA Executive Director*]  
Georgia Langer [*Metro*]

### **Others Present:**

Clark Balfour [*Cable Huston*]  
Laura Hicks [*USACE chief of planning*]  
Amy Redmond [*USACE title acquisition*]  
Tracy Schwartz [*USACE cultural resource specialist*]

## **1. Welcome, Agenda Review, Minutes Approval and Treasurer's Report**

Chair Christine Lewis called the meeting to order and reviewed the agenda. A quorum was present. Because multiple versions of the October meeting minutes were distributed, Russ Axelrod made a motion to postpone approval until January so an updated draft can be sent out. Sandy seconded the motion.

## **2. WFLA Director's Report**

Accounting and Treasurer's Report. Executive Director Reed Wagner presented a treasurer's report in QuickBooks format, which will be used from now on. October expenses were \$14,363.59 with a deposit of \$30,000.00. The next step in financial management will be to

identify an auditor and develop financial policies, such as whether to invest the Authority's assets in a local government investment program (LGIP).

Website and Ownership Research. Reed has been working on launching the Authority's new website by February. Working with attorney Clark Balfour, who has been retained to advise the Authority on Section 106, Reed did extensive legislative and legal research to clarify ownership as a prerequisite to selecting an approach. The board can be confident that USACE owns most of the property associated with the Locks. Clark said the deed is complicated, with many old easements attached. He will give a visual presentation to make it easier to understand.

Board Election Process. Having decided to hold officer elections on a calendar-year basis instead of in September, the board will vote on officers at the January meeting. Any voting board member can nominate themselves or another member, Chair Lewis said. Nominations should be emailed to Reed by January 16.

### **3. Army Corps of Engineers Presentation**

Update on Seismic Improvements. USACE Project Manager Laura Hicks said construction for the seismic upgrade might be finished by February. Robert Kentta asked whether the SHPO has been consulted regarding this work. USACE has consulted with both SHPO and the Tribes, Tracy Schwartz replied. Sandy Carter asked about photo documentation. Tracy shared a photo of the dewatered area and said construction photos will be available soon.

Section 106 of the National Historic Preservation Act: Closure and Transfer MOAs. The SHPO has already agreed that the seismic improvements will have no adverse effects, Tracy reported. The Authority and SHPO will work together on Section 106. USACE will provide a property management manual regardless of which approach is chosen.

Russ Axelrod asked how soon USACE expects to have a scope of work and schedule for the environmental assessment. The scope of work will be finalized over the next week, Amy Redmond said, then the search for a contractor will begin.

### **4. Section 106 Discussion Led by Clark Balfour of Cable Huston**

Clark Balfour confirmed the Authority will get a deed to the property. It will be complex with many encumbrances. Having an actual deed is good because it allows the Authority to accept Section 106 responsibilities if the deed has a covenant. However, a covenant would become a permanent part of the deed, which could be problematic with so many old easements attached. The more specific the covenant, the harder it will be to make modifications later.

Clark recommended the Authority negotiate carefully with USACE on a covenant, perhaps a programmatic agreement to preserve the historic features of the site.

Questions and answers followed:

**Q:** What about the easements?

**A:** Easements will remain in effect because they're perpetual in nature. The board will accept ownership of an easement unless the holder wants to change it. The most concerning ones are those that are part of the deed itself. If the board wants to modify an easement, they should talk to the easement holder.

**Q:** As holder of the deed, will the Authority have the ability to create future easements for special use, such as for people getting out of boats onto real property?

**A:** The Authority will get title to the canal, but the land on either side will have different owners. The Authority will need to negotiate with these partners.

**Q:** We should look more closely at the April 18, 1907, agreement between the paper mill and PGE. Could it possibly interfere with Locks operation?

**A:** PGE has agreed to talk in depth about those agreements.

**Comments:** We need to address which easements are still active and ask the holders if they still want them. The Authority shouldn't accept liability for actions over which it has no control. We also need to address liability if people are going to get off the boats. The Tribes should be consulted re: Section 106 since they are the interested party. USACE has a robust process for Tribal consultation; the Authority needs a consultation process as well.

Today's agenda included a vote on the legal recommendation from Cable Huston. However, Russ Axelrod suggested postponing the decision until January to allow an opportunity for public comment. There was general consensus on this step.

There was discussion of what to include in the public comment session. Should it just address the MOU and transfer of ownership, or should it address historic preservation? Section 106 has a built-in public process of its own, Tracy Schwartz said. USACE can handle postponing a decision until January, but beyond that could put their schedule at risk. Tracy will work with her legal counsel and SHPO on a rough draft of a covenant to present at the January WFLA meeting.

## **5. Wrap Up and Adjourn**

The next WFLA meeting on January 24 will be held at the Oregon City Library with a zoom option. A Doodle poll will go out soon re: meeting dates in November and December 2024.

# Willamette Falls Locks Authority

## YTD Actual vs Total Budget

July - November, 2023

	TOTAL			
	ACTUAL	BUDGET	REMAINING	% REMAINING
Income				
40001 Beginning Fund Balance		356,703.00	356,703.00	100.00 %
43100 Intergovernmental Revenue				
43110 Metro	40,000.00	40,000.00	0.00	0.00 %
43120 Clackamas County	40,000.00	40,000.00	0.00	0.00 %
43130 City of West Linn	15,000.00	15,000.00	0.00	0.00 %
43132 City of Oregon City	10,000.00	10,000.00	0.00	0.00 %
43133 City of Wilsonville	7,000.00	7,000.00	0.00	0.00 %
43134 City of Gladstone	2,500.00	2,500.00	0.00	0.00 %
<b>Total 43100 Intergovernmental Revenue</b>	<b>114,500.00</b>	<b>114,500.00</b>	<b>0.00</b>	<b>0.00 %</b>
43200 Interagency Revenue				
43210 PSU		75,600.00	75,600.00	100.00 %
43230 Confederated Tribes of the Grand Ronde	10,000.00	10,000.00	0.00	0.00 %
43250 PGE	20,000.00	20,000.00	0.00	0.00 %
<b>Total 43200 Interagency Revenue</b>	<b>30,000.00</b>	<b>105,600.00</b>	<b>75,600.00</b>	<b>71.59 %</b>
<b>Total Income</b>	<b>\$144,500.00</b>	<b>\$576,803.00</b>	<b>\$432,303.00</b>	<b>74.95 %</b>
<b>GROSS PROFIT</b>	<b>\$144,500.00</b>	<b>\$576,803.00</b>	<b>\$432,303.00</b>	<b>74.95 %</b>
Expenses				
53300 Contract Services				
53310 Contract Management	50,000.00	120,000.00	70,000.00	58.33 %
53320 PSU		12,000.00	12,000.00	100.00 %
53330 Administrative Services	1,350.00	12,000.00	10,650.00	88.75 %
53340 Internet / Web Design		10,000.00	10,000.00	100.00 %
53350 Communications		450.00	450.00	100.00 %
53360 Web Hosting		900.00	900.00	100.00 %
53370 Zoom Webinar	379.96	1,140.00	760.04	66.67 %
53390 Misc Contract Services		2,500.00	2,500.00	100.00 %
<b>Total 53300 Contract Services</b>	<b>51,729.96</b>	<b>158,990.00</b>	<b>107,260.04</b>	<b>67.46 %</b>
53500 Professional Services				
53510 Legal	5,070.00	15,000.00	9,930.00	66.20 %
53530 Financial	3,240.00	25,000.00	21,760.00	87.04 %
<b>Total 53500 Professional Services</b>	<b>8,310.00</b>	<b>40,000.00</b>	<b>31,690.00</b>	<b>79.23 %</b>
53700 Administrative Expenses				
53710 Bank Fees		120.00	120.00	100.00 %
53720 Insurance	3,329.64	3,329.00	-0.64	-0.02 %
53730 Printed Collateral	80.27	2,500.00	2,419.73	96.79 %
53740 Marketing/Fundraising	884.51	10,000.00	9,115.49	91.15 %
53750 Memberships		6,500.00	6,500.00	100.00 %
53760 Travel	1,135.99	3,000.00	1,864.01	62.13 %
53770 Training /Conferences		3,000.00	3,000.00	100.00 %
<b>Total 53700 Administrative Expenses</b>	<b>5,430.41</b>	<b>28,449.00</b>	<b>23,018.59</b>	<b>80.91 %</b>
53800 IT / Technology				

# Willamette Falls Locks Authority

## YTD Actual vs Total Budget

July - November, 2023

	TOTAL			
	ACTUAL	BUDGET	REMAINING	% REMAINING
53810 Software Licenses	62.00		-62.00	
53820 Web Hosting	264.63		-264.63	
<b>Total 53800 IT / Technology</b>	<b>326.63</b>		<b>-326.63</b>	
<b>Total Expenses</b>	<b>\$65,797.00</b>	<b>\$227,439.00</b>	<b>\$161,642.00</b>	<b>71.07 %</b>
NET OPERATING INCOME	<b>\$78,703.00</b>	<b>\$349,364.00</b>	<b>\$270,661.00</b>	<b>77.47 %</b>
Other Income				
48100 Interest Revenue	38.11	86.00	47.89	55.69 %
<b>Total Other Income</b>	<b>\$38.11</b>	<b>\$86.00</b>	<b>\$47.89</b>	<b>55.69 %</b>
Other Expenses				
81000 Operating Contingency		40,136.00	40,136.00	100.00 %
89999 Unappropriated Ending Fund Balance		309,314.00	309,314.00	100.00 %
<b>Total Other Expenses</b>	<b>\$0.00</b>	<b>\$349,450.00</b>	<b>\$349,450.00</b>	<b>100.00 %</b>
NET OTHER INCOME	<b>\$38.11</b>	<b>\$ -349,364.00</b>	<b>\$ -349,402.11</b>	<b>100.01 %</b>
NET INCOME	<b>\$78,741.11</b>	<b>\$0.00</b>	<b>\$ -78,741.11</b>	<b>0.00%</b>

# Willamette Falls Locks Authority

## YTD Actual vs Prorated YTD Budget

July - November, 2023

	TOTAL			
	ACTUAL	BUDGET	REMAINING	% REMAINING
Income				
40001 Beginning Fund Balance		356,703.00	356,703.00	100.00 %
43100 Intergovernmental Revenue				
43110 Metro	40,000.00	40,000.00	0.00	0.00 %
43120 Clackamas County	40,000.00	40,000.00	0.00	0.00 %
43130 City of West Linn	15,000.00	15,000.00	0.00	0.00 %
43132 City of Oregon City	10,000.00	10,000.00	0.00	0.00 %
43133 City of Wilsonville	7,000.00	7,000.00	0.00	0.00 %
43134 City of Gladstone	2,500.00	2,500.00	0.00	0.00 %
<b>Total 43100 Intergovernmental Revenue</b>	<b>114,500.00</b>	<b>114,500.00</b>	<b>0.00</b>	<b>0.00 %</b>
43200 Interagency Revenue				
43210 PSU		0.00	0.00	
43230 Confederated Tribes of the Grand Ronde	10,000.00	10,000.00	0.00	0.00 %
43250 PGE	20,000.00	20,000.00	0.00	0.00 %
<b>Total 43200 Interagency Revenue</b>	<b>30,000.00</b>	<b>30,000.00</b>	<b>0.00</b>	<b>0.00 %</b>
<b>Total Income</b>	<b>\$144,500.00</b>	<b>\$501,203.00</b>	<b>\$356,703.00</b>	<b>71.17 %</b>
<b>GROSS PROFIT</b>	<b>\$144,500.00</b>	<b>\$501,203.00</b>	<b>\$356,703.00</b>	<b>71.17 %</b>
Expenses				
53300 Contract Services				
53310 Contract Management	50,000.00	50,000.00	0.00	0.00 %
53320 PSU		5,000.00	5,000.00	100.00 %
53330 Administrative Services	1,350.00	5,000.00	3,650.00	73.00 %
53340 Internet / Web Design		4,166.65	4,166.65	100.00 %
53350 Communications		187.50	187.50	100.00 %
53360 Web Hosting		375.00	375.00	100.00 %
53370 Zoom Webinar	379.96	475.00	95.04	20.01 %
53390 Misc Contract Services		1,041.65	1,041.65	100.00 %
<b>Total 53300 Contract Services</b>	<b>51,729.96</b>	<b>66,245.80</b>	<b>14,515.84</b>	<b>21.91 %</b>
53500 Professional Services				
53510 Legal	5,070.00	6,250.00	1,180.00	18.88 %
53530 Financial	3,240.00	10,416.65	7,176.65	68.90 %
<b>Total 53500 Professional Services</b>	<b>8,310.00</b>	<b>16,666.65</b>	<b>8,356.65</b>	<b>50.14 %</b>
53700 Administrative Expenses				
53710 Bank Fees		50.00	50.00	100.00 %
53720 Insurance	3,329.64	1,387.10	-1,942.54	-140.04 %
53730 Printed Collateral	80.27	1,041.65	961.38	92.29 %
53740 Marketing/Fundraising	884.51	4,166.65	3,282.14	78.77 %
53750 Memberships		2,708.35	2,708.35	100.00 %
53760 Travel	1,135.99	1,250.00	114.01	9.12 %
53770 Training /Conferences		1,250.00	1,250.00	100.00 %
<b>Total 53700 Administrative Expenses</b>	<b>5,430.41</b>	<b>11,853.75</b>	<b>6,423.34</b>	<b>54.19 %</b>
53800 IT / Technology				

# Willamette Falls Locks Authority

## YTD Actual vs Prorated YTD Budget

July - November, 2023

	TOTAL			
	ACTUAL	BUDGET	REMAINING	% REMAINING
53810 Software Licenses	62.00		-62.00	
53820 Web Hosting	264.63		-264.63	
<b>Total 53800 IT / Technology</b>	<b>326.63</b>		<b>-326.63</b>	
<b>Total Expenses</b>	<b>\$65,797.00</b>	<b>\$94,766.20</b>	<b>\$28,969.20</b>	<b>30.57 %</b>
NET OPERATING INCOME	<b>\$78,703.00</b>	<b>\$406,436.80</b>	<b>\$327,733.80</b>	<b>80.64 %</b>
Other Income				
48100 Interest Revenue	38.11	35.85	-2.26	-6.30 %
<b>Total Other Income</b>	<b>\$38.11</b>	<b>\$35.85</b>	<b>\$ -2.26</b>	<b>-6.30 %</b>
Other Expenses				
81000 Operating Contingency		40,136.00	40,136.00	100.00 %
89999 Unappropriated Ending Fund Balance		309,314.00	309,314.00	100.00 %
<b>Total Other Expenses</b>	<b>\$0.00</b>	<b>\$349,450.00</b>	<b>\$349,450.00</b>	<b>100.00 %</b>
NET OTHER INCOME	<b>\$38.11</b>	<b>\$ -349,414.15</b>	<b>\$ -349,452.26</b>	<b>100.01 %</b>
NET INCOME	<b>\$78,741.11</b>	<b>\$57,022.65</b>	<b>\$ -21,718.46</b>	<b>-38.09 %</b>

## Fiscal Policy and Procedure Manual - Board Update

### Staff Report

The Executive Director will provide an update to the Board on the development of Fiscal Policies and Procedures for the Corporation. These will be captured in a Fiscal Policies and Procedures Manual and a draft outline for this manual is attached.

As shown on the draft outline the fiscal policies and procedures are broken into chapters, and these chapters can be independently reviewed and adopted. This will expedite the adoption of policies as they are completed rather than waiting for the whole manual to be completed before adoption. A draft timeline has been included with the outline, showing the order of work on the individual chapters and when the board can expect to review them. These time intervals for each chapter include the time to draft them, but also the time for the board to review and approve them.

Each section with these chapters will include both policies and procedures, which can be distinguished as follows:

Policies will be adopted by the board and establish the guidelines for fiscal activity for the organization. For instance, the policies will establish delegation of authority from the board to the Executive Director. Policies can only be amended or rescinded by the board; as such they are intended to be broad statements of intent rather than address specific activities.

Procedures will be implemented by the Executive Director, although input of the Board (or possibly just the Board Treasurer) may be solicited in the development of the procedures. The procedures will be drafted to ensure compliance with the Board-adopted policies, as well as to provide adequate internal financial controls. Procedures will define specific activities and may be changed by the Executive Director as necessary to address changing organization needs, or changing technical, legal, or regulatory requirements.

### Board Action

No Board action is requested. This is an informational update only.

# WFLA Financial Policy and Procedure Manual

## Outline of Topics and Timeline for Development

### Chapter 1 – Overview (Jan-Mar 2024)

- Organization of the manual
- Current limitations versus long-term practices. Need to update as organization grows.
- Roles

### Chapter 2 – Budget (Feb-May 2024)

#### Objectives

#### Section 1 – Budget Basis

#### Section 2 – Budget Roles

#### Section 3 – Budget Preparation and Calendar

#### Section 4 – Contingency and Reserve Levels

#### Section 5 – Budget Approval, Adoption, and Amendment

### Chapter 3 – Revenues and Receipts (Jan-Mar 2024)

#### Objectives

#### Section 1 Timing of revenue recognition.

#### Section 2 Collection of Funds Receivable

#### Section 3 Receipt and deposit of funds

### Chapter 4 – Procurement and Contracting (May-Jul 2024)

#### Objectives

#### Section 1 Procurement and Contracting

#### Section 2 Delegation of Authority

#### Section 3 Revenue Agreements

### Chapter 5 – Expenditures (Jan-Mar 2024)

#### Objectives

#### Section 1 Delegation of Authority

#### Section 2 Allowable methods of making expenditure

#### Section 3 Approval, Review and Recording of Expenditures

#### Section 4 Travel

#### Section 5 Non-travel meals

### Chapter 6 – Banking and Cash Management (Feb-Apr 2024)

#### Objectives

#### Section 1 Delegation of Authority

#### Section 2 Banking Fraud Protection requirements

#### Section 3 Investment Policy

## Chapter 7 –Financial Reporting (Mar-May 2024)

### Objectives

Section 1 Year end audit and reporting

Section 2 Interim reporting

## Chapter 8 –Investments (Apr-Jun 2024)

### Objectives

Section 1 Investment Policy to meet Oregon Treasury Board requirements

## Chapter 9 – Long-term Financial Sustainability (Dec 2024 – Apr 2025)

### Objectives

Section 1 Define long-term for financial planning purposes

Section 2 Long-term financial planning model

Section 3 Authority goals for long-term financial outcomes

## Chapter 10 – Fixed Assets and Infrastructure (Jan-May 2025)

### Objectives

Section 1 Capitalization thresholds and useful lives of fixed assets

Section 2 Recognition of donated or contributed fixed assets of infrastructure

Section 3 Capital Asset replacement and/or maintenance funding

Section 4 Capitalization of intangible assets

Section 5 Disposition of Fixed Assets

Other topics: Sale of capital assets; subscription based technology

## Chapter 11 – Debt Management (Mar-Jun 2025)

Section 1 Definitions and categories of debt

Section 2 Legal debt limits

Section 3 Financial Assessment prior to Debt Issuance

Section 4 Debt Issuance Practices

Section 5 Continuing Disclosure and Debt Management

**WILLAMETTE FALLS LOCKS AUTHORITY**

**RESOLUTION NO. 2024-01**

**A RESOLUTION AUTHORIZING PARTICIPATION IN LOCAL GOVERNMENT INVESTMENT POOL AND DESIGNATING AUTHORIZED SIGNERS**

**WHEREAS**, the Willamette Falls Locks Authority is organized under ORS 196.205 as a Public Corporation; and

**WHEREAS**, ORS 196.215(5) states the authority may invest in the investment pool described in ORS 294.805, the Local Government Investment Pool (LGIP); and

**WHEREAS**, By-laws for the authority, Section 17, state the Authority shall maintain, review, and approve policies regarding contracting, financial stewardship, and budgeting on all matters regarding the conduct of the Authority, including funding approaches, records, and strategies; and

**WHEREAS**, the authority desires to maximize the use of dollars received and safeguard the preservation of invested funds by participating in the LGIP.

**NOW THEREFORE**

**THE MEMBERS OF THE WILLAMETTE FALLS LOCKS AUTHORITY  
RESOLVE AS FOLLOWS:**

**Section 1.** The authority members authorize the Executive Director to participate in the LGIP, and to open an account in the LGIP and Oregon Short Term Fund.

**Section 2.** The authority members authorize the Chair, Vice-chair, Treasurer, and Executive Director to be signers on accounts associated with the LGIP.

**APPROVED AND ADOPTED BY THE MEMBERS OF THE WILLAMETTE  
FALLS LOCKS AUTHORITY** this \_\_\_\_ day of \_\_\_\_\_, 2023.

ATTEST:

\_\_\_\_\_  
, Chair

\_\_\_\_\_  
, Secretary

## Appoint Budget Officer

### Staff Report

Under current Oregon Revised Statutes (ORS) based on the enabling legislation for the Willamette Falls Locks Authority, HB 2564, the Authority is subject to local budget law as contained in ORS 294.305 to 294.565.

One of the requirements under local budget law is the appointment of a Budget Officer. Specifically ORS 294.331 states:

*The governing body of each municipal corporation shall, unless otherwise provided by county or city charter, designate one person to serve as budget officer. The budget officer, or the person or department designated by charter and acting as budget officer, shall prepare or supervise the preparation of the budget document. The budget officer shall act under the direction of the executive officer of the municipal corporation, or where no executive officer exists, under the direction of the governing body.*

Responsibilities of the Budget Officer include the development of a budget preparation calendar, preparation of a proposed balanced budget, and timely publication of all notices required under local budget law.

As the only designated contract staff person for the Authority, the Executive Director is the logical position to serve as budget officer. As such staff is requesting that the Board appoint the position of the Executive Director, currently filled by Reed Wagner, as the Budget Officer for the Willamette Falls Locks Authority.

### Board Action Requested

The Board of Directors of Willamette Falls Locks Authority Appoint the position of the Executive Director of the Authority as Budget Officer as required by ORS 294.331.



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West Linn, OR 97068

**Authority Board**

Chair Christine Lewis,  
Metro Council

Vice Chair Russ  
Axelrod

Treasurer Sandy  
Carter

Tootie Smith,  
Clackamas County  
Board Chair

David Penilton,  
Clackamas County  
Tourism Development  
Council

Mini Sharma Ogle,  
PGE

Robert Kentta,  
Confederated Tribes  
of Siletz Indians

Denyse McGriff,  
Oregon City Mayor

Chris Mercier,  
Confederated Tribes  
of Grand Ronde Vice  
Chair

Mary Baumgardner,  
West Linn Council  
President

Vacant, Maritime  
Industry

**Authority Advisors**

Sen. Mark Meek

Sen. Daniel Bonham

Rep. James Hieb

Rep. Jules Waters

TO: WFLA Board Members  
FROM: Reed Wagner, Executive Director  
DATE: December 5, 2023  
SUBJECT: Property ownership as it pertains to Section 106 of the NHPA

As discussed in the last few board meetings, a decision needs to be made and delivered to the Army Corps of Engineers (ACOE) about the appropriate legal vehicle (easement, covenant, preservation agreement, other) for Section 106 of the National Historic Preservation Act (NHPA) for the transfer of ownership of the locks from the Army Corps of Engineers to the Authority. During the most recent WFLA board meeting, and in a subcommittee meeting on this subject, conversations centered around the need to understand current ownership to choose the appropriate legal vehicle (i.e., is there ownership of some or all the property by the state with agreements with the federal government or is the federal government the owner of all the necessary property).

Following the last board meeting, I reached out to the Army Corps of Engineers, the Oregon Department of State Lands, former Willamette Falls Commission/Working Group board members and staff, Portland General Electric, and a title company to research ownership.

While we will not have all the answers of interests and agreements that have been executed over the last 150 years any time soon, I did learn the following:

The Oregon legislature in 1911 (Chapter 77, H.B. 258) consented to transfer of all right and title of the state to the bed and banks of the canal to be effective upon the transfer of all property and title from the Portland Railway, Light and Power Company. The legislation is attached along with the Portland Railway deed to the United States (attached). I have also attached some old surveys that show a metes and bounds description matching the descriptions in the legislation and the Portland Railway deed. The Assessor's Map and property tax information shows vesting of title in the United States. My conversations with prior locks board members, locks staff, PGE and our state partners did not uncover any action after 1911 that would have changed this ownership status.

The WFLA board can safely assume that the ACOE has ownership of the property in and around the locks that can be conveyed by deed to WFLA so that WFLA will receive title to the facilities and transfer for operation. There are some complications in that the title held by ACOE is subject to a myriad of easements and other covenants in favor of adjoining property and other interests. However, the good news is that the board can

make decisions about how to move forward with transfer discussions. Additionally, the WFLA board could make it clear to the ACOE that the board's decisions are based on this working assumption and continue to investigate more details about ownership and interest with all necessary and adjacent properties so that we fully understand the obligations we will assume.

Our legal counsel will come to our next board meeting with a recommendation on section 106 based on these recent findings and can also be prepared to explain other alternatives. With the confirmation of obtaining a deed, the opportunity for a covenant in that deed is available. However, Section 106 is a consultative process, so the WFLA Board may want to include a brief covenant in the deed but put more preservation details in a companion Programmatic Agreement. That PA could provide greater flexibility for prudent preservation practices if circumstances change.



# 2024 Short Session Update

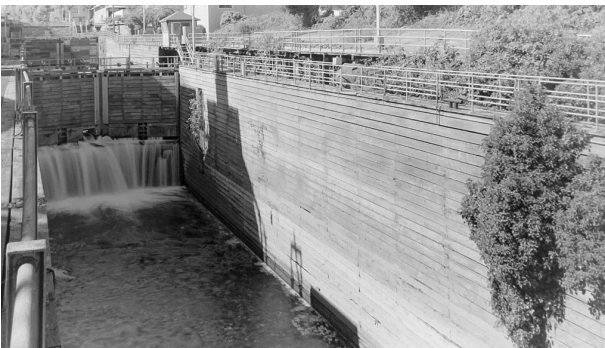
**To update legislative partners on current plans and discuss how we will work together to achieve future goals.** Following the Oregon Legislature's development of the Willamette Falls Locks Authority (WFLA) in 2021 through HB2564, WFLA incorporated, appointed board members and in late 2023 transitioned from an Oregon Solutions managed facilitation and project to a professionally managed Public Corporation.

## How has the Willamette Falls Locks Authority been keeping busy following the legislature's creation?

- › We have transitioned from a commission to an incorporated Public Corporation
- › Worked with the Governor's office to appoint the WFLA Board (10 of 11 seats currently filled)
- › Adopted Bylaws
- › Broadened our coalition
- › Secured IGA's with our 12 dynamic funding partners; this includes public and private partners
- › Hired an Executive Director
- › Launched our real estate transfer discussions with the Army Corps of Engineers (ACOE)
- › Developed our founding financial, administrative and governing documents
- › Worked closely with the ACOE as they start the seismic retrofit (federally funded)

## What can you expect from the Willamette Falls Locks Authority moving forward?

- › Negotiate and oversee transfer of the Locks from the ACOE by 2027
- › Further broaden our coalition of partners
- › Secure the remainder of the funding necessary to complete capital upgrades (\$7.2M so far!) which is necessary for modern operation
- › Oversee and ensure capital improvements
- › Negotiate operating agreements
- › Develop a permanent funding plan for operation
- › Oversee environmental conditions
- › Promote commercial use of the locks through collaboration with economic development entities, tourism entities and private industry
- › RETURN OPERATIONAL LOCKS TO THE COMMUNITY



## Upcoming Opportunities

- › Show solidarity in working with our federal partners for additional capital funds
- › Support long term operational funding development

# History

In **1878** construction of the locks was completed. The little steamboat Maria Wilkins, loaded with Governors and other VIPs, locked through the Canal just before the deadline on January 1, marking the first significant navigational improvement on the Columbia-Snake river system and immediately cutting freight rates by 50%.

In **1915** the USACE bought the Canal and Locks for \$375,000 from Pacific Rail, Light & Power (PRL&P), thereby providing free passage around the Falls. Thousands gathered in a parade to witness the transfer of the locks from private to public ownership. In 1912-13, the Oregon Legislature and the US government each appropriated \$300,000 for additional improvements to the Locks.

In **2011**, a Facility Evaluation Report identified three significant issues: seepage, seismic, and safety issues around gudgeon anchor assemblies. The Locks closed in December under an emergency authority to protect life and property, and the Locks moved to “non-operational” status. The Grounds and museum were also closed to the public.

**(2015)** The Willamette Falls Locks Task Force (The Task Force) was established through Senate Bill 131 to compile information related to the historic, economic, cultural, recreational and other current and potential future values of the Willamette Falls Navigation Canal and Locks. The Task Force, which included Tribal and appointed local, regional and state representatives, met six times between January and September 2016 to review and develop information to advance a potential future transfer of ownership of this important national and regional asset.

Pursuant to Senate Bill 256 **(2017)** in response to the recommendations of The Task Force, Oregon Solutions facilitated the Willamette Falls Locks Commission (WFLC). Senate Bill 256 established the commission to advise state, local, and regional government agencies on the development and implementation of a plan for repair, reopening, operation, and maintenance of the Willamette Falls navigation canal and locks.

House Bill 2564 **(2021)** established the Willamette Falls Locks Authority (WFLA). WFLA is a public corporation with the mission to establish ownership, oversight, and management of the Locks project, for the purposes of enhancing the economic vitality of Oregon.

In **2023**, the Willamette Falls Locks celebrated its 150th birthday, which was celebrated by the passage of HCR20. HCR20 was passed unanimously in both chambers, illustrating its important historical legacy the Willamette Falls Locks has in Oregon.

## Board Member Roster:

### Authority Board

**Chair Christine Lewis**  
Metro Council

**Vice Chair Russ Axelrod**

**Treasurer Sandy Carter**

**Tootie Smith**  
Clackamas County Board Chair

**David Penilton**  
Clackamas County Tourism  
Development Council

**Mini Sharma Ogle**  
PGE

**Robert Kentta**  
Confederated Tribes of  
Siletz Indians

**Denyse McGriff**  
Oregon City Mayor

**Chris Mercier**  
Confederated Tribes of Grand  
Ronde Vice Chair

**Mary Baumgardner**  
West Linn Council President

**Vacant**  
Maritime Industry

### Authority Advisors

Sen. Mark Meek  
Sen. Daniel Bonham  
Rep. James Hieb  
Rep. Jules Waters

