

RESOLUTION NO. 2009 - 08

**Delegation of Authority to Executive Director
Port of Chelan County**

WHEREAS the Commissioners of the Port of Chelan County ("Commissioners") are authorized under Title 53 of the Revised Code of the State of Washington to delegate authority to the managing official of the Port of Chelan County ("Port"), and

WHEREAS the Commissioners shall, from time to time, employ an Executive Director to serve at the pleasure of the Commissioners to act as managing official and chief executive officer of the Port, and

WHEREAS the Commissioners desire to delegate certain authority to that Executive Director and to specifically retain other authority to the Board;

NOW THEREFORE BE IT RESOLVED that the Executive Director of the Port is authorized on behalf of the Port to:

- a. Represent the Port to the public, consistent with the Commissioners' direction and/or adopted Port policy.
- b. Negotiate purchases, contracts and other agreements including, without limitation, leases and purchase agreements, for presentation to and approval by the Commissioners in situations where the Executive Director has not otherwise been authorized to negotiate and execute contracts by this Resolution or by other direction of the Commission.
- c. Negotiate and execute contracts, maintenance contracts, and other agreements where the total cost to the Port is projected to be no greater than \$25,000 per year, provided that such funds have been allocated in the Port budget for the year of the expenditure and are available at the time of the execution of the contract or other agreement. The Executive Director shall advise the Commission of any such action within a reasonable period of time, not to exceed one week.
- d. Negotiate and execute new leases where the annual revenue projected to be generated does not exceed \$25,000, or minor modification to existing leases including payment deferrals, due dates for payments, adjustments to the leased premises, and the like, where the increase or decrease in annual revenue projected to be generated does not exceed \$25,000. The Executive Director shall advise the Commission of any such action within a reasonable period of time, not to exceed one week.
- e. Dispose of surplus Port property other than to Port staff or Commissioners, consistent with RCW 53.08.090, having a value not greater than that established by RCW 53.08.090(2); provided, however, that pursuant to RCW 53.08.090, the

authority set forth in this paragraph shall expire one-year from the adoption of this Resolution, unless the authority set forth in this paragraph is renewed by the Commission by adopting a Resolution extending the authority set forth in this paragraph on an annual basis.

- f. Execute change orders on public works contracts, not to exceed the greater of \$15,000 or 20% of the amount stated in the public works contract for any individual change order, up to a cumulative total of \$50,000 for any single project, provided that funds are available in the most recently approved capital expenditure portion of the Port budget (taken as a whole) and at the time a change order is executed; provided further that the change order is in furtherance of the approved public works project and recommended by the architect or engineer of record. In the event a change order is recommended by the architect or engineer of record for an approved public works project and an immediate decision is required because the contractor is on-site (often referred to as a "field change order") and the delay in scheduling a special meeting of the Commission to approve the recommended change order will increase the expense thereof, then the Executive Director may approve such change order, provided the change order does not exceed the greater of \$50,000 or 5% of the contract amount of the public works contract at issue. The Executive Director shall advise the Commission of the execution of any change order described herein within a reasonable time after execution of the change order, not to exceed one week.
- g. Engage and direct consultants and advisors to the Port, including attorneys, auditors, engineers, and planners, consistent with the historical use of such services by the Port and as directed by the Commissioners. *"For purposes of financial reporting and budget monitoring, the internal auditor shall advise the Executive Director, but should directly report to the Commissioners."*
- h. Act as a member of the Board of Directors of the Community Technology Center Condominium Association, and in doing so:
 - (1) exercise professional judgment on matters before the board and on actions taken by the board; and
 - (2) represent the interests of the Port as a condominium owner.
- i. Prepare proposed budget and capital improvement plans and amendments thereto.
- j. Set salaries, job descriptions, and responsibilities for all Port employees, and interview and hire for all vacant employee positions; provided, however, that salaries shall not collectively exceed the budgeted amount approved by the Commission for employee salaries without the approval of the Commission; provided further that the authority to create a new employee positions (as opposed to filling a vacancy as set forth herein) shall be reserved to the Commission.

- k. Implement the direction of the Commissioners and supervise and direct the employees, consultants, activities and expenditures of the Port, consistent with responsibilities of the Executive Director of the Port, except as otherwise set forth herein.

1. In the event the Executive Director reasonably concludes: (1) that an emergency exists; and (2) that a special meeting of the Commissioners cannot be held in time to reasonably address the emergency; and after the Executive Director has made a good-faith effort to assure that at least one Commissioner is aware of the emergency and consents to the action recommended by the Executive Director, the Executive Director shall be authorized to negotiate and execute contracts, leases, or other agreements involving sums in excess of \$25,000, or the expenditure of funds not specifically included in an approved budget. Except for public works contracts and personal service contracts, the Executive Director may conclude that an emergency exists only if the Executive Director reasonably determines that one of the following conditions exist:
 - (1) A delay in contracting is likely to the Port, to result in the failure of the Port to maintain compliance with law or with provision of a lease, rental, or other contractual agreement to the Port;
 - (2) A delay in entering into the contract or making the expenditure is likely to increase the cost of the ultimate contract or expenditure to the Port, or result in the Port incurring expense it would otherwise reasonably be able to avoid, by the Executive Director entering into the contract or making the expenditure at the time the Executive Director does so; or
 - (3) The contract or expenditure is reasonably necessary to prevent, eliminate, reduce or minimize material loss or damage to property, bodily injury, or loss of life if immediate action is not taken.

In the public works contracting setting, the Executive Director may only declare an emergency as set forth in Port of Chelan County Resolution 2008-15 (which was adopted by the Commissioners on June 25, 2008 in response to SHB 3274). In the personal services contracting setting as defined in Chapter 53.19 RCW, the Executive Director may only declare an emergency as set forth in RCW 53.19.010 as it presently exists or is hereafter amended.

Emergency contracts of every kind shall be placed on file with the Port and made available for public inspection within seven (7) working days following the commencement of work or execution of the contract, whichever occurs first. Documented justification for emergency contracts of every kind shall be provided to the Commissioners and made available for public inspection when the contract is filed with the Port. The requirements set forth herein are in addition to the requirements set forth in Resolution 2008-15.

IT IS FURTHER RESOLVED that, except as specifically set forth by the Commission in the preceding portion of this Resolution, or unless specifically set forth by the Commissioners in the preceding portion of this Resolution, or unless specifically authorized by other action of the Commissioners, the Commissioners shall retain the following authority.

- a. To approve leases, contracts, purchases, change orders, and other agreements involving amounts exceeding the amounts set forth above;
- b. To borrow funds;
- c. To establish levy rates;
- d. To oversee the work of the internal auditor and legal counsel;
- e. To establish levels of compensation and adjustments, including benefits, for the Executive Director;
- f. To approve vouchers, budgets, and amendments thereto (including line-item adjustments);
- g. To determine and establish the direction, goals, and policies of the Port, unless specific direction for the determination or implementation has been given to the Executive Director or to others; and
- h. To change the duties and responsibilities of the Executive Director at any time by the specific action of the Commissioners, including amendment or modification to this Resolution.


AND IT IS FURTHER RESOLVED that the Commission shall periodically review the Delegation of Authority contained in this Resolution, provided, however, that except as expressly set forth herein this Delegation of Authority shall continue in effect until terminated or upon the resignation or termination of the Executive Director.

ADOPTED the 24th day June, 2009.

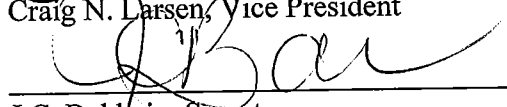
BOARD OF COMMISSIONERS



Michael H. Mackey, President



Craig N. Larsen, Vice President



J.C. Baldwin, Secretary