

## RESOLUTION NO. 318

### A RESOLUTION OF THE PORT COMMISSION OF THE PORT OF COUPEVILLE DELEGATING ADMINISTRATIVE POWERS AND DUTIES TO THE EXECUTIVE DIRECTOR AND HIS/HER DESIGNEES.

**WHEREAS**, RCW 53.12.270, the Port Commission of the Port of Coupeville is authorized to delegate administrative powers and duties to the Executive Director; and,

**WHEREAS**, RCW 53.08.090 authorizes the Commission to authorize the Executive Director to sell and convey Port district property of Ten Thousand Dollars (\$10,000.00) or less in value; and,

**WHEREAS**, said Delegation must be revised periodically as circumstances require to ensure the Port is able to address its day-to-day operational needs; and

**WHEREAS**, state law and said Delegation requires certain authority conferred to the Executive Director to be renewed on an annual basis;

**WHEREAS**, in Resolution No. 318, the Port Commission Delegated to its Executive Director certain authority for the management and operations of the Port;

**NOW, THEREFORE, BE IT RESOLVED** that the Port of Coupeville Delegation of Administrative Authority to the Executive Director, as set forth below and by this reference is incorporated herein, is adopted and annually renewed for the purpose of establishing the administrative authority of the Executive Director.

#### **SECTION 1. PREAMBLE**

- A. This resolution of the Port Commission of the Port of Coupeville is adopted for the purpose of establishing the delegated administrative powers and duties of the Executive Director.
- B. This resolution supersedes all other resolutions and policies of the Port Commission pertaining to the same subject matter.
- C. The responsibility for Port administration and day-to-day operations rests with the Executive Director, and includes the following:
  1. Developing, improving, maintaining, managing, planning, and implementing construction work for Port properties and facilities,
  2. Project management including permitting, economic development and planning,
  3. Trade development and tourism programs,
  4. Financial accounting,
  5. Personnel administration (including hiring, firing, project assignments, training, and grievance procedures),
  6. The execution and administration of contracts,
  7. Publishing legal notices,

2. The agreement shall be evidenced by the Port's standard form month-to-month lease, provided that any clearly inapplicable provision or provisions inconsistent with the policy herein set out may be deleted from the standard form.
  3. The amount of the monthly rental shall be the fair market rental value for the property.
  4. The use to which the property may be put by the tenant shall be expressly stated.
  5. In the Executive Director's discretion require a lease bond or other appropriate reserve to protect Port's interest.
  6. In the Executive Director's discretion, an additional sum may be required for purposes of a damage and/or cleaning deposit.
  7. The Executive Director shall inform the Commission at the first regularly scheduled meeting following all actions undertaken under this section.
- C. Term Leases: An appropriate written instrument specifically authorized by the Port Commission by action at a public meeting, and accompanied by security in accordance with law, shall govern all real property leases except month-to-month leases. Prior to the execution of such leases, the Executive Director shall have secured the approval of the Port Commission and the following shall apply:
1. The lease rate for Port property shall be the fair market rental value for such property.
  2. Leases, agreements, or other governing instrument applicable to the use of Port real property shall be submitted to Port's Legal Counsel for review or made on a Port standard form previously reviewed and approved for use by Port's Legal Counsel.
  3. Unless waived by the Commission, security as required by RCW 53.08.085 shall be included.
  4. The use to which the tenant may put the property shall be expressly stated.
- D. Lease Renewals: The Executive Director is authorized to renew leases provided: such renewals are provided for in the basic lease; all other substantive terms of the lease remain unchanged; rental adjustments provided for in the lease are made; and the lease is in good standing.
- E. Lease Enforcement and Terminations: The Executive Director is authorized to enforce all terms and conditions of Port leases. The Executive Director may issue notices of default and/or notices of non-compliance with lease terms, as necessary, to protect the Port's interests. However, the Executive Director shall not terminate a lease or initiate eviction proceedings without prior approval of the Port Commission. Any proposed termination or eviction shall be presented to the Commission for review and approval. The Executive Director shall keep the Commission informed with respect to leases with issued notices.
- F. Lease Surety, Surety Bond, Rental Deposits, and insurance Policies: The Executive Director or their designee is authorized to take all necessary actions on behalf of the Commission in connection with lease surety, lease surety bonds, rental deposits, or insurance coverage required pursuant to any leases of the Port, including, without limitation, the following:
1. Where the lease is not in default, to release any surety, surety bond, or rental deposit where an adequate substitute surety or rental deposit has been provided.
  2. To approve any surety, surety bond, rental deposit, certificate of insurance, or insurance policies submitted in fulfillment of the requirements of any lease, including substitute or replacement coverage for any terminated bond, surety, or rental insurance.
  3. To approve any substitute or modifications of surety or insurance coverage, and to release any surety or insurance company when substitute or replacement insurance coverage has been provided in connection with any outstanding lease of the Port.
  4. To approve the waiver of rental surety subject to five (5) years of timely rental payments of said tenant, and subject to the Port having no outstanding debt on said property.

condemnation. The Executive Director shall secure title review, and arrange for appraisals, environmental reviews, surveys, and take all other necessary steps pertaining to real property acquisitions. The Port shall not acquire real property at a price in excess of 10% of the Port's appraisal without express authorization by the Commission.

- B. Property Sales: The Executive Director is authorized to sign all necessary documents for the sale of Port real property first approved by the Commission. The Executive Director shall take all necessary steps to complete the transactions, including but not limited to ordering appraisals, surveys, and accepting deposits, opening escrow and signing all necessary documents. The Port shall not sell real property for less than 90% of the Port's appraisal without express authorization by the Commission. The Executive Director may sell and convey real property provided: 1) the sale is consistent with the Commission adopted Comprehensive Plan & Comprehensive Scheme of Harbor Improvements, and 2) the value of the property does not exceed the value set forth by RCW 53.08.090.

## **SECTION 6. PUBLIC WORKS CONTRACTS**

- A. Management of Permitting: The Executive Director is authorized to prepare plans and specifications, and manage the permitting, process, and procedures pertaining to Port public works projects. Upon the contract award, the Executive Director is authorized to take all further steps to see the project through to completion including final acceptance.
- B. Public Work of \$40,000 or Less: The Executive Director may, without prior Commission approval, execute small works roster contracts up to Forty Thousand Dollars (\$40,000) for line-item capital projects in the Port budget or within the overall capital budget limits. Small works roster contracts executed pursuant to this Authority shall be reported to the Commission at the first regularly scheduled meeting following the execution of the contract.
- C. Public Work in Excess of \$40,000: Port Commission approval shall be required for Public Work contracts for work exceeding Forty Thousand Dollars (\$40,000.00).
- D. Emergency Public Works Contracts: When any emergency shall require the immediate execution of a contract for work, the Executive Director, pursuant to the Procedures of RCW 39.04.020 (as it may be amended or succeeded), is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency, provided that the Executive Director shall, at the first Port Commission meeting following the Executive Director's finding of the existence of an emergency, request Port Commission ratification of the finding of emergency and any contracts awarded and/or executed pursuant to that finding. From the inception of any such emergency, the Executive Director shall continuously advise the Port Commission of the developments of and the progress of any contracts executed to remedy the emergency.
- E. Change Orders: Where contracts for the performance of work have been awarded and work is in progress, and individual changes in plans and/or specifications are necessitated in order to properly accomplish the work, the Executive Director is authorized to execute individual change orders to the contract provided all of the following conditions are met:
1. Change orders are within the project budget established by the Port Commission.
  2. The contract provides for issuance of change orders.
  3. For contracts awarded by the Executive Director, the total cost of all change orders and the original contract cost shall not exceed Forty Thousand Dollars (\$40,000.00).
  4. For contracts awarded by the Commission, the estimate cost of the aggregate changes in plans and/or specification will not exceed Forty Thousand Dollars (\$40,000.00) or 10% of the contract price whichever is less.

## **SECTION 8. ARCHITECTURAL, ENGINEERING, AND TECHNICAL SERVICES**

The Executive Director is authorized, without prior approval of the Commission, to contract with qualified architectural, engineering, technical testing and inspection firms, surveyors, interior designers and landscape architects, licensed in the State of Washington to provide such services as required for maintenance, engineering work or small projects of the Port when the statutory selection process was utilized, and the fee on any single project or closely related work does not exceed the amount of Ten Thousand Dollars (\$10,000.00) and the funds are within the approved project capital budget. Selection shall follow RCW 39.80, and fees and reimbursement shall be consistent with normal established fees paid for such services. The Executive Director will inform the Commission action taken under pursuant to this authority at the first regularly scheduled Commission meeting following the action taken.

## **SECTION 9. PROFESSIONAL AND CONSULTANT SERVICES**

Except for the appointment of the Port General Counsel, who shall be appointed by the Commission, the Executive Director is authorized to contract for professional and consultant services where necessary to carry out normal Port operations for any single project when the fees and reimbursements for such services will not exceed Ten Thousand Dollars (\$10,000.00). When the estimated cost for such service exceeds Ten Thousand Dollars (\$10,000.00), such contract shall require Commission approval. Selection for such services shall follow the statutory procedures of Chapter 53.19 RCW, as applicable.

## **SECTION 10. INCREASES TO ARCHITECTURAL, ENGINEERING, PROFESSIONAL, AND CONSULTANT SERVICES**

The Executive Director is authorized to approve increases to the contract amount for architectural, engineering, professional, and consultant services without prior approval of the Commission for amounts not to exceed 10% of the amount of the initial contract, provided the funds are within the approved appropriate annual budget.

## **SECTION 11. LITIGATION AND DISPUTE MANAGEMENT**

- A. Management and Supervision of Litigation: The Executive Director and the Port's General Counsel or legal counsel engaged by the Port for a specific matter (herein referred to as "Legal Counsel") shall be responsible for the procedures necessary for management and supervision of litigation and legal disputes in which the Port has an interest, direct or indirect, including actions that have been filed in any court or any quasi-judicial or administrative forum. The Executive Director shall keep Commission apprised of the status of all litigation and disputes.
- B. Legal Services: The Executive Director is authorized to engage Legal Counsel as needed provided the estimated fees are within the budget and the estimated fees for such services do not exceed Ten Thousand Dollars (\$10,000.00). Such Legal Counsel may in addition to, or in lieu of, the Port's General Counsel.
- C. Engagement of Experts: Upon consultation with Port's Legal Counsel, the Executive Director may engage such experts as may be necessary in litigation or disputes in which the Port has a direct or indirect interest when necessary to the adequate preparation and representation of the Port's position.
- D. Commencing Lawsuits: All new lawsuits shall require the prior approval of the Port Commission.

procedures, employee benefits, and administration of the employee salary schedule and incentive programs. The Executive Director shall carry out these responsibilities within the Budget and consistent with the Personnel Policies adopted by the Port Commission.

- B. The Executive Director shall propose as needed policy and procedure manuals, monetary and budgetary directives, office manuals, safety manuals, and such other documents and directives as reasonably necessary to Port administrative and operations.
- C. The Executive Director is authorized to use necessary Port employees (or day labor if appropriate) for operations and maintenance of facilities.
- D. The Executive Director shall be responsible for obtaining prior Port Commission approval new construction or major modifications to Port facilities to be carried out by Port crews or day labor, when the total estimate cost of materials exceeds Twenty-Five Thousand Dollars (\$25,000.00).

## **SECTION 15. RULES AND REGULATIONS**

The Executive Director is authorized to adopt administrative rules and regulations reasonably necessary to the efficient management and operation of the Port. All such rules and regulations shall be reported to the Port Commission.

## **SECTION 16. POLICY GOVERNING SALE OF PERSONAL PROPERTY**

Sale of Property Pursuant to RCW 53.08.090: The Executive Director or his designee is authorized to sell surplus personal property of the Port having a value not exceeding the value set forth in- and subject to the provisions of RCW 53.08.090, provided that in no case shall surplus personal property be sold to any Port official or employee or members of their families without the specific approval of the Commission.

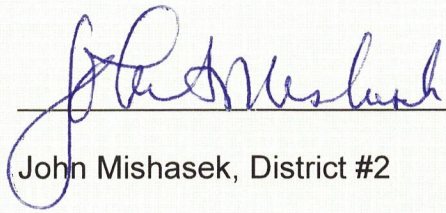
## **SECTION 17. INSURANCE PROGRAMS**

- A. Comprehensive General Liability, Auto, Property, Public Officials, et al: The Executive Director is authorized to negotiate and obtain appropriate policies of insurance to cover Port Property, liability, employee coverage, and other areas appropriately included within a comprehensive insurance program. The Executive Director is authorized to approve changes or modifications within the policies of insurance, including programs to provide self-insurance or deductible provisions. The Port Commission shall be kept informed of base changes made in the overall insurance program of the Port. The Port Commission has the responsibility for selecting the Port's insurance broker/agent.
- B. Health Insurance: The Port Commission has the responsibility for determining each year health benefits that will be offered to Port employees. Once the Port Commission determines benefits, the Executive Director shall be authorized to negotiate and execute all agreements and instruments necessary to carry out that determination.

## **SECTION 18. ECONOMIC DEVELOPMENT PROGRAMS**

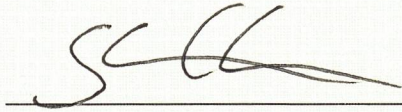
The Executive Director is authorized within statutory limitations and the Port Budget, to develop and carry out economic development programs that include advertising and promotion of the Port, its properties, facilities, and services, trade development, and promotion of tourism.

## **SECTION 19. REIMBURSABLE SERVICES**



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John Mishasek, District #2



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Shane Clyburn, District #3