

Board of Directors
Chelan Douglas Regional Port Authority
Special Meeting Minutes
December 14th, 2021
9:00 am

Present:

Directors

JC Baldwin, Director
Rory Turner, Director
Donn Etherington, Director (Zoom)

Jim Huffman, Director
W. Alan Loeb sack, Director
Mark Spurgeon, Director

Staff

Jim Kuntz, Chief Executive Officer
Trent Moyers, Director of Airports
Ron Criddlebaugh, Dir. of Economic Dev.
Stacie de Mestre, Capital Projects Manager
Tricia Degnan, CTC Manager (Zoom)
Sarah Deenik, Communications Specialist (Zoom)
Laura Camarillo Reyes, Admin. Assistant (Zoom)

Monica Lough, Dir. of Finance & Admin.
Ron Russ, Property Manager
Craig Larsen, Economic Dev. Manager
Quentin Batjer, Legal Counsel
Cami Harris, Executive Assistant
Bealinda Tidd, Acct. Specialist (Zoom)
Esther McKivor, Acct. Specialist (Zoom)

Guests:

Chris Mansfield, T.O. Engineers (Zoom)
JR Norvell, T.O. Engineers (Zoom)
Erik Howe, RH2 Engineering (Zoom)
Jason Taylor, KPQ (Zoom)

Mayor Bob Goedde, City of Chelan (Zoom)
Aaron Buob, T.O. Engineers (Zoom)
Linda Haglund, Wen. Downtown (Zoom)

The Chelan Douglas Regional Port Authority (CDRPA) Special Meeting was called to order at 9:00 am.

Introductions were made.

Conflict of Interest: None

CDRPA CONSENT AGENDA:

The Chelan Douglas Regional Port Authority Consent Agenda consisting of Minutes of November 22nd, 2021 Meeting; Minutes of November 30th, 2021 Tri Commission Meeting; and Check Register Pages #2021-39-#2021-41 including Electronic Transfers was presented and the following action was taken:

Motion No.

Moved by:
Seconded by:

12-01-21 CDRPA

JC Baldwin
Jim Huffman

To approve the Chelan Douglas Regional Port Authority Consent Agenda consisting of Minutes of November 22nd, 2021 Meeting; Minutes of November 30th, 2021 Tri Commission Meeting; and Check Register Pages #2021-39-#2021-41 including Electronic Transfers, as presented.

Motion passed 6-0

ACTION ITEMS:

CDRPA ACTION ITEM:

CDRPA Resolution No. 2021-25 Approving the 2022 Regular Meeting Schedule –
CDRPA Resolution No. 2021-25 approving the Regular Meeting schedule for 2022 was presented and the following action was taken:

Motion No.	12-02-21 CDRPA
Moved by:	JC Baldwin
Seconded by:	Jim Huffman
	To adopt CDRPA Resolution No. 2021-25 Approving the CDRPA Regular Meeting schedule for 2022.

Motion passed 6-0.

POCC ACTION ITEM:

POCC Resolution No. 2021-08 Approving the 2022 Regular Meeting Schedule – POCC Resolution No. 2021-08 approving the Regular Meeting schedule for 2022 was presented and the following action was taken:

Motion No.	12-03-21 POCC
Moved by:	JC Baldwin
Seconded by:	Donn Etherington
	To adopt POCC Resolution No. 2021-08 Approving the POCC Regular Meeting schedule for 2022.

Motion passed 3-0.

PODC ACTION ITEM:

PODC Resolution No. 2021-06 Approving the 2022 Regular Meeting Schedule – PODC Resolution No. 2021-06 approving the Regular Meeting schedule for 2022 was presented and the following action was taken:

Motion No.	12-04-21 PODC
Moved by:	Mark Spurgeon
Seconded by:	Jim Huffman
	To adopt PODC Resolution No. 2021-06 Approving the PODC Regular Meeting schedule for 2022.

Motion passed 3-0.

CDRPA ACTION ITEMS, continued:

CDRPA Resolution No. 2021-24 Approving the 2022 CEO Delegation of Authority -
CDRPA Resolution No. 2021-24 approving the 2022 CEO Delegation of Authority was presented and the following action was taken:

Motion No.	12-05-21 CDRPA
Moved by:	JC Baldwin
Seconded by:	Mark Spurgeon
	To adopt CDRPA Resolution No. 2021-24 Approving the 2022 CEO Delegation of Authority.

Motion passed 6-0.

Authorization to Enter into Purchase & Sale Agreement with Christopher Lytle – Property Adjacent to Pangborn Airport – Kuntz reviewed the Purchase & Sale Agreement with Christopher Lytle. Discussions ensued and the following action was taken:

Motion No.
Moved by:
Seconded by:

12-06-21 CDRPA
Mark Spurgeon
JC Baldwin
To authorize the CEO to enter into a Purchase & Sale Agreement with Christopher Lytle.

Motion passed 6-0.

Ownership Allocation Memos (Lytle & Torres Properties) – On November 12th, 2019, Chelan Douglas Regional Port Authority Board of Directors adopted a policy governing capital investments. Section 3 of the policy addresses real property acquired after January 1, 2020. Under that section, the Board of Directors is required to adopt in advance an Ownership Allocation Memo as a means to allocate the percentage ownership of real property. Discussion ensued and the following actions were taken:

Motion No.
Moved by:
Seconded by:

12-07-21 CDRPA
Mark Spurgeon
Rory Turner
To approve the Ownership Allocation Memo concerning the Christopher Lytle Property.

Motion passed 6-0.

Motion No.
Moved by:
Seconded by:

12-08-21 CDRPA
Jim Huffman
Mark Spurgeon
To approve the Ownership Allocation Memo concerning the Carlos Torres Property.

Motion passed 6-0.

Meeting was reordered to accommodate guests.

PRESENTATIONS/UPDATES FROM GUESTS:

Chelan Mayor Bob Goedde – Mayor Goedde provided an update on the Lake Chelan Airport including a progress report on the Master Plan and recent meetings with the FAA.

T.O. Engineers – Chris Mansfield and JR Norvell provided updates on two Pangborn Airport projects, including:

- **Aviation Ramp Glycol System** – Reviewed options for the Glycol Storage & Disposal System. The T.O. Engineers design team recommends discharge into Douglas County Sewer system vs. land application.
- **MALSR Lighting System Update** – Reviewed the timeline for the MALSR project.

CDRPA ACTION ITEMS, continued:

Lineage Lighting Project – Russ provided information on the Lineage Lighting Project and requested authorization for additional lighting installation. The majority of the project will be reimbursed by the Chelan County PUD ResourceSmart Program which provides monetary incentive for energy efficient upgrades. Discussion ensued and the following action was taken:

Motion No.	12-09-21 CDRPA
Moved by:	Mark Spurgeon
Seconded by:	JC Baldwin
	To authorize the additional Unit Price Contract Work Request with Schmitt Electric for the Lineage Lighting Project in the amount of \$12,500.00, including Washington State Sales Tax.

Motion passed 6-0.

Director Loeb sack called for a 5-minute break at 10:15 am; meeting reconvened at 10:20 am.

CEO Compensation for 2022 – the Board of Directors discussed a 2022 cost-of-living adjustment for the CEO. The following action was taken:

Motion No.	12-10-21 CDRPA
Moved by:	Rory Turner
Seconded by:	Mark Spurgeon
	To provide the CEO a cost-of-living increase not to exceed 6% for 2022, subject to a satisfactory performance review.

Motion passed 6-0.

INFORMATIONAL ITEMS:

Terminal Building Parking Lot Report – Moyers provided a year-to-date update on the CDRPA Parking Lot management. Discussions ensued.

MISC STAFF REPORTS:

Kuntz provided information and updates including:

- Alcoa recently announced the permanent closure of its Wenatchee Works Plant.
- Reviewed the proposed PUD 5th Street Marketing RFP timeline for 2022.
- Trades District update – continue to submit additional information as requested by the EDA. Met with the Hispanic Chamber of Commerce last week. They are very supportive of the project. The Zoning Code Text Amendment allowing for broader use was passed this morning by Douglas County Commissioners.
- Chelan and Douglas County Commissioner Districts & Voting Precinct update.
- Air Service Coalition update letter will be sent in December; Jack Penning provided input on the letter.
- Reported on recent meeting with Certified Aviation Services; they are interested in locating a repair services station at Pangborn Airport. More information will be provided at an upcoming meeting.
- WPPA dues update – WPPA Executive Committee recently voted to cap the dues rate increase at 10%.

Lough provided information and updates including:

- Update on a \$1.3 million dollar Airport Rescue Grant – has been 100% reimbursed and will be closing out the contract.

Moyers provided information and updates including:

- First snow event yesterday; snow removal operations went smoothly.
- RFQ for Pangborn Airport Consultant Services will be issued in January.
- Update on the TSA/Douglas County Sheriff's Office meeting regarding emergency response procedures at the Airport.

de Mestre provided information and updates including:

- Update on S.P.O.R.T. (now called So-Co); reviewed the proposed renderings of building exteriors.
- EPA Brownsfield Grant update.
- Holaday Parks has started on the Phase II HVAC Project at Executive Flight.

Cridlebaugh provided information and updates including:

- Reported on a potential tenant for the former Actapio space at the CTC. More information will be brought back at an upcoming meeting.
- Douglas County Community Advisory Committee meeting is tomorrow at 2:30pm at the CTC; there will be a presentation on the proposed solar power farm on Badger Mountain.

Larsen provided information and updates including:

- Gift baskets will be delivered this week to large CDRPA tenants.
- Optional tour of Lineage Buildings G & I immediately following this meeting.

Degnan provided information and updates including:

- Confluence Health has a meeting at the CTC today; this is the first in-person meeting for them at the CTC since COVID-19. They plan to meet monthly going forward.

REVIEW CALENDAR OF EVENTS: Did not review.

PUBLIC COMMENT – An opportunity for public comment was provided; however, no public comments were made.

ITEMS FROM BOARD OF DIRECTORS: None.

Meeting adjourned at 12:20 pm.

Signed and dated this 11th day of January, 2022.

CHELAN DOUGLAS REGIONAL PORT AUTHORITY



 JC Baldwin, Director



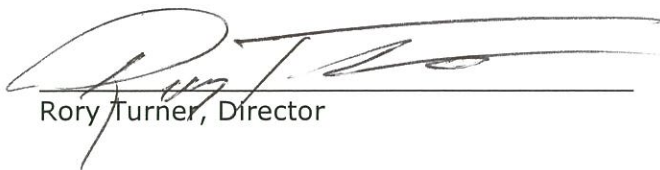
 Jim Hoffman, Director



 Donn Etherington, Director



 Mark Spurgeon, Director



 Rory Turner, Director



 W. Alan Loeb sack, Director

**CHELAN DOUGLAS REGIONAL PORT AUTHORITY
OWNERSHIP ALLOCATION MEMO
TORRES REAL PROPERTY ACQUISITION
REAL PROPERTY ACQUIRED AFTER JANUARY 1, 2020
CHELAN COUNTY, WA PARCEL #222135100071**

On November 12, 2019, the Chelan Douglas Regional Port Authority Board of Directors adopted a policy governing capital investments. Section 3 of the policy addresses real property acquired after January 1, 2020. Under that section, the Board of Directors is required to adopt in advance an Ownership Allocation Memo as a means to allocate the percentage ownership of real property.

The Board of Directors has an interest in purchasing the Torres Property located in Malaga, Washington with a parcel number of 22213510007. The property encompasses approximately 10 acres with an anticipated acquisition price of \$625,800.

Because this property is located within Chelan County and the Port of Chelan County has the financial resources to acquire the property using its own resources, the Board hereby approves the acquisition of 100% of the Torres Property by the Port of Chelan County.


Once acquired, the Chelan Douglas Regional Port Authority shall manage the Torres Orchards Property pursuant to and consistent with CDRPA Resolution No. 2020-02.

Signed and dated this 14th day of December, 2021.

CHELAN DOUGLAS REGIONAL PORT AUTHORITY



JC Baldwin, Director



Donn Etherington, Director




Rory Turner, Director



Jim Huffman, Director



Mark Spurgeon, Director



W. Alan Loeb sack, Director

**CHELAN DOUGLAS REGIONAL PORT AUTHORITY
OWNERSHIP ALLOCATION MEMO
REAL PROPERTY ACQUIRED AFTER JANUARY 1, 2020
DOUGLAS COUNTY, WA PARCEL #22210840006 (Lytle)**

On November 12, 2019, the Chelan Douglas Regional Port Authority Board of Directors adopted a policy governing capital investments. Section 3 of that policy states that if there is an acquisition of real property after January 1, 2020, the Board of Directors is required to adopt an Ownership Allocation Memo as a means to allocate respective ownership interests in the property in the event of a dissolution.

The Board of Directors seeks to purchase approximately 4.76 acres of real property from Christopher Lytle adjacent to the Airport, and within the Airport Runway Protection Zone, identified as Douglas County, WA Assessor's Tax Parcel Number 22210840006. Funds currently held by the Chelan Douglas Regional Port Authority will be used for the entirety of the purchase which is estimated at \$647,535. Neither the Port of Chelan nor the Port of Douglas will be issuing separate debt or entering into a joint financing plan for the capital purchase.

Because the source of funds for the purchase will not be directly from either port district, the real estate will be owned by the Chelan Douglas Regional Port Authority.

In the event of dissolution of the Chelan Douglas Regional Port Authority, the parcel will be allocated to the two Port Districts based on the percentage of 2021 budgeted tax receipts, which calculates to 25% ownership by the Port of Douglas and 75% ownership by the Port of Chelan.

However, in the event the Chelan Douglas Regional Port Authority is able to secure a Federal Aviation Administration grant to reimburse the Regional Port for 90% of the acquisition cost, then ownership percentages shall be 50% by the Port of Douglas and 50% by the Port of Chelan.

Signed and dated this 14th day of December, 2021.

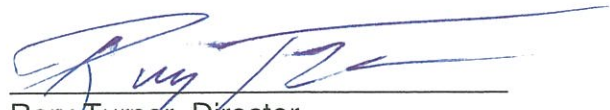
CHELAN DOUGLAS REGIONAL PORT AUTHORITY



JC Baldwin, Director



Donn Etherington, Director



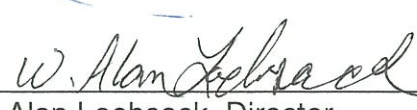
Rory Turner, Director



Jim Huffman, Director



Mark Spurgeon, Director



W. Alan Loeb sack, Director

**CHELAN DOUGLAS REGIONAL PORT AUTHORITY
RESOLUTION NO. 2021-24**

**DELEGATION OF AUTHORITY
CALENDAR YEAR 2022**

Whereas, RCW 53.12.270 authorizes the Commission to delegate administrative powers and duties to the Executive Director, and

Whereas, the Port Commissions of both the Port of Chelan County and the Port of Douglas County have in the past adopted policy directives delegating administrative authority to its respective Executive Director for the purpose of expeditious administration of the Ports, and

Whereas, both Port Commissions have from time to time found it necessary to amend and revise such directives due to changes in law and/or operations, and

Whereas, both Port Commissions shall, from time to time, employ a Director of Finance and Administration, who shall act as the managing official of the Port in the absence of the Executive Director, and

Whereas, on June 11, 2019 both the Port of Douglas County and the Port of Chelan County entered into an Interlocal Cooperation Agreement for the functional consolidation of Port Finances, Management and Operations, and

Whereas, the functionally consolidated organization was named the Chelan Douglas Regional Port Authority ('Port Authority'), with both Port Commissions combining into one governing body, the Board of Directors, consisting of three commissioners from the Port of Chelan County and three commissioners from the Port of Douglas County, and

Whereas, the Chelan Douglas Regional Port Authority will use RCW 53.12.270 in similar fashion to delegate administrative powers and duties to the Chief Executive Officer, and

Whereas, the Board of Directors of the Chelan Douglas Regional Port Authority now wishes to provide a master policy directive on the delegated administrative powers and duties of the Chief Executive Officer, or in the absence of the Chief Executive Officer, to the Director of Finance,

Now, Therefore, Be It Resolved by the Board of Directors of the Chelan Douglas Regional Port Authority as follows:

Section 1. The master policy directive of the Board of Directors, as set forth herein, is adopted for the purpose of establishing the delegated administrative powers and duties of the Chief Executive Officer and the Director of Finance and Administration. This policy directive will remain in effect until December 31, 2022, unless it is extended prior to that date.

Section 2. All portions of resolutions, policies or motions heretofore approved by the Board of Directors pertaining to the subject matters contained in this resolution are hereby repealed.

Section 3. The Revised Code of Washington 53.08.090 authorizes Board of Directors to delegate to the Chief Executive Officer, by resolution, the authority to sell and convey port district property with a value of \$10,000 or less. State law requires that this authority be renewed by resolution annually by the Board of Directors. Said authority is hereby authorized by the adoption of this resolution. See Section 4, Article XVIII.

Section 4. The following policy directive on the delegated administrative powers and duties of the Chief Executive Officer and the Director of Finance and Administration is hereby adopted:

I. PREAMBLE

- A. The following policy is adopted by the Board of Directors for the purpose of establishing the administrative powers and duties of the Chief Executive Officer who is responsible for Port Authority operations. Any Board directives or initiatives shall be implemented through the Chief Executive Officer and shall be made only by the Board acting as a body of the whole at a public meeting.
- B. The phrase “administration and Port Authority operations”, as used herein, means the regular day-to-day business of the Port Authority, including but not limited to: operating, maintaining, and administering all of its properties, leasehold properties, facilities services and programs, including the implementation of construction work, alterations, repairs, maintenance, and improvements of the Port Authority’s real estate and physical facilities, and the necessary planning incidental thereto; the conduct of financial accounting and legal matters as they relate to the Port Authority’s operation; the administration of all other operations which include personnel administration (i.e., hiring, firing, wages and benefits, training, grievance procedures, and task and project assignments, etc.); the execution and administration of contracts; publishing legal notices; and all other pertinent authorized functions. As it pertains to personnel administration, the Chief Executive Officer’s implementation shall be consistent with the Chelan Douglas Regional Port Authority Personnel Policies as adopted by the Board of Directors on September 10th, 2019, as may be amended.
- C. The Chief Executive Officer shall inform the Board regarding significant information, incidents, and business transactions by methods agreeable to the Board. The Chief Executive Officer shall report to the Board those actions made in reliance on this delegation. The Chief Executive Officer, or in the absence of the Chief Executive Officer, the Director of Finance and Administration, is the managing official of the Port Authority, appointed by the Board, and holds office as their representative. Nothing herein should be construed in any way as abrogating the duties and the responsibilities of the Board.

II. FINANCIAL

- A. Budgets – The adoption of Port Authority budgets, including supplemental budgets, are the responsibility of the Board of Directors. The Chief Executive Officer has no authority to adopt budgets, but the Chief Executive Officer shall be responsible for submitting to the Board of Directors proposed budgets, together with all necessary supporting data. The Chief Executive Officer shall also be responsible to ensure all legal notices are placed in newspapers regarding budget hearings and adoptions.
- B. Expenditures – The Chief Executive Officer is given the authority to spend Port Authority funds without prior Board approval subject to:
1. The expenditure must fall within a budgeted expense category.
 2. The expenditure must not cause the amount of a budgeted expense category to be exceeded.
 3. Expenditures in accord with Emergency Public Works Contracts.
 4. Any applicable financial limits established by this Resolution.
- C. Management of Port Authority Finances – The Chief Executive Officer or the Director of Finance and Administration is authorized to transfer funds between operating funds and investment funds to meet Port Authority financial obligations.
- D. Imprest Working Funds (Petty Cash/Change Funds) - The Chief Executive Officer is authorized to establish imprest working funds (petty cash/change funds), provided that the total cumulative amount of all such funds does not exceed \$2,000.
- E. Banking Services – The Chief Executive Officer is authorized to negotiate for banking services and enter into agreements for such services. Procedures shall be established concerning the deposit/disbursal of Port Authority funds recognizing the requirements cited in RCW 53.36.010 and providing for an adequate system of internal control.
- F. Investments – The investment of Port Authority funds, which are those funds not required for immediate expenditures, shall be invested by the Port Authority Treasurer, in accordance with applicable laws relating to investment of public funds and consistent with Board approved Investment Policies. The Chief Executive Officer shall be authorized to determine the amount of funds to be invested in order to ensure adequate cash flow to meet Port Authority obligations.
- G. Other Obligations – The Chief Executive Officer shall have the authority to incur obligations and make commitments on behalf of the Port Authority, so long as they are for budgeted items, except, the Chief Executive Officer:
1. May not issue promissory notes.
 2. May not issue bonds.
 3. May not incur obligations or make commitments in excess of those amounts specifically provided for elsewhere in this resolution.

III. POLICY GOVERNING REAL PROPERTY

- A. Types of Agreements – The following directives apply to all agreements for use of Port Authority real property, including but not limited to leases, license agreements, concession agreements, rental agreements, operating agreements, memorandums of understanding and use agreements.
- B. Lease Arrangements – All real property, when available for leasing, shall be leased only under an appropriate written instrument approved by the Board of Directors. Except where the Board has delegated authority to the Chief Executive Officer here in Section 4, III, prior to the execution of such instrument, the Chief Executive Officer shall have secured the approval of the Board, provided for proper security, submitted the Agreement to Port Authority Counsel for approval (if the Port Authority's standard agreement form is not used) and follow all other applicable laws.
- C. Chief Executive Officer's Authority to Sign Lease and Rental Agreements without Prior Board Approval – The Chief Executive Officer may, without prior Board approval, execute lease and rental agreements subject to all of the following conditions:
1. Agreements having a term (including any options) of five years duration or less and lease payments of \$5,000 per month or less (not including state leasehold tax) and the Port Authority's financial obligation for building improvements does not exceed \$50,000.
 2. The Port Authority's standard agreement form is used, except for provisions not applicable and state and federal leases that require the use of the tenant's lease form as long as the content of the lease form does not materially change the Port Authority's intent in its standard lease form.
 3. The appropriate lease surety must be in place which shall be defined as a minimum of one month's rental, not including state leasehold tax.
 4. The amount of rent shall be in accordance with rental rate objectives of the Board.
 5. The use to which the property may be put by the tenant shall be expressly stated and shall be in accordance with the goals, directives, and policies adopted by the Board for the same or similar Port Authority property or properties.
 6. The Chief Executive Officer shall provide the Board with a monthly written report of all agreements executed.
- D. Lease Modifications: Extensions – The Chief Executive Officer may, without prior Board approval, make 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 \$50,000. The Chief Executive Officer may, without prior Board approval, grant an extension of the current term of an existing lease for a period not greater than six (6) months. The Chief Executive Officer shall advise the Board of any such action within a reasonable period of time, not later than the next regular Board meeting.

- E. Sublease Procedures – Leases, concession agreements, operating agreements, and related contracts between the Port Authority and its tenants, and other parties shall include restriction on the subleasing and require at a minimum the prior written consent of the Port Authority to such subleases. Subject to the provisions of the lease or agreement, the Chief Executive Officer is authorized to grant consents to subleases, which for the purposes hereof shall include suboperating agreements and subconcession agreements.
- F. Lease Renewals – The Chief Executive Officer is authorized to renew leases provided: such renewals are provided for in the current 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. The Chief Executive Officer shall have the authority in Section 4, Article III(D) to make modifications to a lease as part of a lease renewal.
- G. Lease Enforcement and Lease Terminations – The Chief Executive Officer is authorized to enforce all terms and conditions of Port Authority leases. The Chief Executive Officer is authorized to issue all appropriate notices of default and/or notices of termination with regard to Port Authority leases. The Chief Executive Officer is authorized to terminate any lease under the terms and conditions therein. Upon termination, the Chief Executive Officer is authorized to take all steps necessary to retake possession of the leasehold and recover for the Port Authority all sums due the Port Authority pursuant to the lease and the law. The Chief Executive Officer shall keep the Board informed with respect to lessees that are issued default notices or termination notices.
- H. Realtors Compensation Program – The Chief Executive Officer is authorized to make payments for real estate services consistent with the Board of Directors adopted Real Estate Guidelines per Motion #09-10-19 as may be amended.
- I. Other Documents – The Chief Executive Officer is authorized to execute the following instruments, subject to the terms specified herein:
1. Temporary and permanent easements for purposes of utility installments only. For easements granted by the Port Authority, all easements will require the grantee at its own expense to relocate, lower or otherwise protect the utility to accommodate future development of the Port Authority, its agents, or assigns unless otherwise authorized and directed by the Board.
 2. Business Licenses and Licenses to Operate.
 3. If the Board has previously approved a grant application, the Chief Executive Officer may execute all related agreements associated with the Port Authority obtaining local, state or federal grant funds, unless said grant exceeds \$1.5 million, which shall require Board approval prior to acceptance.

4. Binding site plans, short plats, building permits, and similar documents, and applications therefore, consistent with Port Authority master plans or otherwise where the Board has approved the subject development.
5. Changes in name of responsible party to the lease if all other conditions including primary ownership, remain the same.
6. Lease assignments for purposes of collateral.
7. Estoppels, attornments and non-disturbance agreements.
8. Permits ancillary to the normal operation of the Port Authority.
9. Liquor Control Board forms related to tenants leasing Port Authority property.
10. Landlord Waiver and Consent agreements subject to legal counsel review.
11. Assignments of agreements for use of Port Authority real property (as defined in Section 4, III. A above) where the assignment does not alter the underlying terms of the agreement.
12. Authority to negotiate and enter into Right of Entry/Property Access Agreements to allow prospects to conduct initial investigations regarding any real property managed by the Regional Port.
13. Authority to enter into Confidentiality Agreements with prospective businesses, only when absolutely necessary and subject to legal counsel review. Board shall be notified when said agreements are signed.
14. Authority to manage Pangborn Airport Terminal Building Parking Lot consistent with Board policies including waiving late fees.

IV. POLICY GOVERNING LEASE SURETY, SURETY BONDS, RENTAL DEPOSITS, AND INSURANCE POLICIES

- A. The Chief Executive Officer is authorized to take all necessary actions on behalf of the Board in connection with lease surety, lease surety bonds, rental deposits, or insurance coverage required pursuant to any leases of the Port Authority, including any of the following actions:
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 Authority.

V. **POLICY GOVERNING CHIEF EXECUTIVE OFFICER 'S AUTHORITY FOR PROPERTY ACQUISITIONS AND SALES**

- A. Property Acquisitions – When the Board authorizes the acquisition of real property by negotiated purchase or condemnation and has entered an agreement, the Chief Executive Officer shall take all necessary steps, including appraisals, environmental assessments, and surveys, if necessary, and signing all necessary documents to secure title of such property for the Port Authority consistent with the purchase and sale agreement.
- B. Property Sales – When the Board authorizes the sale of Port Authority real property and has entered an agreement, the Chief Executive Officer shall take all necessary steps to complete the transaction, including but not limited to ordering appraisals, surveys and accepting deposits, opening escrow and signing all necessary documents consistent with the purchase and sale agreement.
- C. Amendments – When the Board has entered a purchase and sale agreement, the Chief Executive Officer may approve minor modifications to the agreement, including but not limited to extensions to feasibility periods, changes to the closing date, minor modifications in the legal description based on survey or title work, and the like; provided that any modification of the price at which property is sold or purchased shall be approved by the Board.

VI. **POLICY GOVERNING CONTRACTS FOR PERFORMANCE OF PUBLIC WORK**

- A. Public Work of \$50,000 or less – The Chief Executive Officer may, without prior Board approval, approve plans, specifications and estimates, seek bids and execute small works roster contracts up to \$50,000 per project subject to the project appearing as a line item capital project in the Port Authority budget or within the overall capital budget authorized limits established by the Board, and so long as all statutory procedures are followed.
- B. Public Work between \$50,001 and \$100,000 – The Chief Executive Officer may, without prior Board approval, approve plans, specifications and estimates, and seek bids on public works contracts (including small works roster contracts) between \$50,001 and \$100,000 per project subject to the project appearing as a line item capital project in the Port Authority budget or within the overall capital budget authorized limits established by the Board, and so long as all statutory procedures are followed. Board approval shall be required for awarding said contracts.
- C. Public Work in Excess of \$100,001 – For projects estimated to cost in excess of \$100,001, Board authorization to proceed shall be obtained prior to seeking bids. In this event, the Chief Executive Officer shall have the authority to approve plans, specifications and estimates associated with the project. Board approval shall be required for awarding contracts.
- D. Project Close Out. For all public work contracts entered by the Port Authority, the Chief Executive Officer is authorized to take all further steps to see the

project through to completion including final acceptance, provided that all requirements of RCW 53.08.120-135 and all other applicable laws and Port Authority policies are met.

- E. Emergency Public Works Contracts – When any emergency shall require the immediate execution of a contract for work, the Chief Executive Officer, pursuant to the Procedures of RCW 39.04.020 and 39.04.280 (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 Chief Executive Officer shall, at the first Board meeting following the Chief Executive Officer’s finding of the existence of an emergency, request Board 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 Chief Executive Officer shall continuously advise the Board of the development of the emergency situation and the progress of any contracts executed to remedy the emergency.

- F. Change Orders – Where contracts for the performance of work have been awarded and under which the work is in progress, and individual changes in plans and/or specifications are necessitated in order to properly accomplish the work, the Chief Executive Officer 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 Board.
 - 2. The estimated cost of the individual changes in plans and/or specifications will not exceed 10% of the established project budget. However, when an individual change order issued under any contract shall cause the total cash amount of change orders in the established project budget to exceed a sum equal to 10% of the project budget amount, such change order shall not be issued without prior Board approval and no future change orders to said contract may be issued without Board approval.
 - 3. The contract provides for issuance of change orders.
 - 4. The individual change order has been approved and certified by the project architect or engineer as being necessary to the proper accomplishment of the work called for in the basic contract.
 - 5. Any time extension for completion of said contract which accompanies said change order does not exceed sixty (60) days.

VII. POLICY GOVERNING ACQUISITION OF MATERIALS, EQUIPMENT, AND SUPPLIES; UNIT PRICE CONTRACTS

- A. The Chief Executive Officer shall have the responsibility for following all required statutory procedures, where applicable, in connection with (i) all contracts for the acquisition of utilities, materials, equipment, and supplies and (ii) unit price contracts (RCW 53.08.120(3)). Where utilities, materials, equipment, and supplies are acquired on the open market or pursuant to published prices or tariffs and used or are necessary in normal maintenance and operations of the Port Authority, no prior approval shall be required but where appropriate shall be approved as a part of normal monthly expenses.

The Chief Executive Officer may execute contracts for the acquisition of utilities, materials, equipment, and supplies and unit price contracts subject to the following conditions:

1. The contract or purchase order price does not exceed Fifty Thousand (\$50,000) in a calendar year, or if specifically identified in the annual budget, the amount shown in such budget, and the contract provides for a term of no more than three years, with an option to extend the contract for one (1) additional year, provided that the basic contract or purchase order price and any contract extensions must be within appropriate annual budget limits.
2. Unit price contracts must be competitively bid based on estimated quantities of the anticipated types of work or trades involved, and specify how the Port Authority will issue work assignments, work orders, or task authorizations. Unit price contracts must be awarded to the lowest responsible bidder and must comply with the provisions of RCW 53.08.120(3), which includes the payment of prevailing wages.
3. Unless otherwise required by law, the Chief Executive Officer shall determine whether and to what extent a performance bond is necessary.

B. Emergency Contracts for Acquisition of Materials, Equipment, Supplies, and Services – When an emergency shall require the immediate acquisition of materials, equipment, supplies, and services, the Chief Executive Officer is authorized to make a finding of the existence of such emergency and execute any contract for acquisition of materials, equipment, supplies, and services necessary to respond to the existing emergency, provided that the Chief Executive Officer shall, at the first Board meeting following the Chief Executive Officer's finding of the existence of an emergency, request Board ratification of the finding of an emergency and any contract awarded or executed pursuant to the authority herein shall contain a clause which states that the contract is subject to ratification by the Board and that if ratification does not follow, the contract shall terminate, and the Contractor shall be compensated for his work and materials used to the time of termination.

C. Repair and Maintenance of Equipment – The Chief Executive Officer shall be responsible for equipment repair and maintenance and, to that end, may use the Port Authority's own labor forces or may have work done by contract. The Chief Executive Officer is authorized to expend such funds as are reasonable and necessary to keep the equipment in good order and repair.

VIII. COMPETITIVE BIDDING REQUIREMENTS – EXEMPTIONS (See RCW 39.04.280)

The Chief Executive Officer is authorized to waive competitive bidding requirements for public works and contracts for purchases for:

1. Purchases that are clearly and legitimately limited to a single source of supply.
2. Purchases involving special facilities or market conditions.
3. Purchases of insurance or bonds.

4. Public works in the event of an emergency.

When the competitive bidding requirements are waived, the Chief Executive Officer shall require documentation be filed stating the nature of the purchase of work, and the justification for determining the exemption criteria was met. The documentation must be available for public inspection.

IX. ARCHITECTURAL, ENGINEERING, AND TECHNICAL SERVICES, INCLUDING SURVEYORS, INTERIOR DESIGNERS AND LANDSCAPE ARCHITECTS

The Chief Executive Officer is authorized 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 architectural or engineering work or small projects of the Port Authority. Selection and reimbursement for such services including task orders shall follow all required statutory procedures and shall be consistent with normal established fees paid for such services. The Chief Executive Officer may arrange for such services following a competitive selection process; provided the fee to the same firm on any single project or closely related work does not exceed the amount of fifty thousand dollars (\$50,000), and the funds are within the approved project capital budget. Board approval shall be required for contracts exceeding \$50,000.

X. AMENDMENTS TO ARCHITECTURAL, ENGINEERING, PROFESSIONAL, CONSULTANT AND PERSONAL SERVICES:

Where services are formally approved by the Board, increases in the approved contract amount may be approved by the Chief Executive Officer without prior approval of the Board for amounts not to exceed 10% of the last Board approved total, or \$50,000, whichever is less, provided the funds are within the approved appropriate annual budget.

XI. PERSONAL SERVICES

The Chief Executive Officer shall be responsible for obtaining personal services where deemed necessary in carrying out normal Port Authority operations and provided all applicable legal requirements are met. The Chief Executive Officer shall follow Port Authority policies governing management of personal service contracts currently in existence or hereafter adopted.

XII. LITIGATION

- A. Management and Supervision of Litigations – The Chief Executive Officer and the Port Authority's Legal Counsel (appointed by the Board) shall be responsible for the procedures necessary for management and supervision of all litigation in which the Port Authority has an interest, direct or indirect. For purposes of this section, "litigation" shall mean the assertion or potential assertion of any position, right or responsibility by or against the Port Authority, including actions which have been filed in any court or any quasi-judicial or administrative forum.

- B. Special Legal Services – The Chief Executive Officer is authorized to retain such other special counsel at fees as may be negotiated to assist in the handling of any claims, litigation, or other matters necessary to attend to the legal affairs of the Port Authority, within overall budgetary constraints.
- C. Engagement of Experts – The Chief Executive Officer may engage or cause to be engaged, such experts as may be necessary for the orderly support of claims or litigation in which the Port Authority has a direct or indirect interest, without limitations otherwise prescribed in this resolution. Such engagement shall be upon consultation given by Legal Counsel after having satisfied him/her that such expenditure is necessary to the adequate preparation and representation of the Port Authority's position in such litigation or claim and shall, wherever practicable, include evaluation of the litigation or claim and an estimate of the probable cost of such experts.
- D. Commencing Lawsuits – The Chief Executive Officer may not commence litigation without the prior approval of the Board.

XIII. POLICY GOVERNING ADJUSTMENT AND WRITE-OFF OF ACCOUNTS RECEIVABLE

- A. Definition of "Write Off" – The term "write-off" means the adjustment of the accounting records of the Port Authority to reflect the fact that the account is uncollectible in the normal course of operations. The Chief Executive Officer may authorize Legal Counsel to initiate or continue with legal action to collect an account without regard to whether the account has been written off the accounting records of the Port Authority.
- B. Procedures – The Chief Executive Officer is authorized to establish procedures for and to write off any uncollectible account which does not exceed the sum of Ten Thousand Dollars (\$10,000) subject to the following general guidelines:
 1. Prior to writing off any account receivable or uncollectible, the Chief Executive Officer shall be satisfied that every reasonable effort has been made by the Port Authority to accomplish the collection of the account.
 2. Any account in excess of Ten Thousand Dollars (\$10,000) which is deemed to be uncollectible shall be referred to the Board for final write-off, with the exception of any account that has filed for bankruptcy which the Chief Executive Officer may write off up to \$25,000 per account without prior Board approval.
 3. The Chief Executive Officer shall provide the Board once per month a listing of all accounts that are 90 days past due.

XIV. POLICY GOVERNING TRAVEL OF EMPLOYEES AND OTHER AUTHORIZED REPRESENTATIVES OF THE PORT AUTHORITY

- A. The Chief Executive Officer is authorized to approve travel by employees and/or other authorized representatives of the Port Authority in order to

effectuate necessary Port Authority operations, in conformity to the travel policy adopted by the Board (Motion #09-07-19) as may be amended, provided that the travel expenses are within the annual budget approved by the Board and provided that the Board shall be advised prior to all international travel (excluding Canada). Board travel outside of the Pacific Northwest (Washington, Oregon and Idaho) shall be approved, in advance, at an open public meeting; provided, however, the Chief Executive Officer may authorize such travel in the event of unique or unanticipated circumstances and obtaining advance approval of the Board is not possible. In this event, the Chief Executive Officer shall notify the entire Board at the next Board meeting.

XV. POLICY GOVERNING STAFF AND EMPLOYEE ADMINISTRATION

- A. The Chief Executive Officer shall have the authority to manage all personnel matters for Port Authority employees and staff which include hiring, firing, training, grievance procedures, employee benefits, and administration of the employee salary schedule. The Chief Executive Officer shall carry out these responsibilities according to guidelines and policies to be established by the Chief Executive Officer and within overall budgetary constraints. The Chief Executive Officer shall also carry out these responsibilities consistent with the Chelan Douglas Regional Port Authority Personnel Policies as adopted by the Board.

XVI. UTILIZATION OF PORT AUTHORITY EMPLOYEES

- A. The Chief Executive Officer is authorized to use necessary Port Authority employees for operations and maintenance of facilities.
- B. The Chief Executive Officer shall be responsible for obtaining prior Board approval for work projects which are new construction or major modifications of Port Authority facilities to be carried out by Port Authority crews when the total estimated cost of materials exceeds Twenty-Five Thousand Dollars (\$25,000).

XVII. RULES AND REGULATIONS

The Chief Executive Officer is authorized to adopt any administrative rule or regulation necessary for the efficient operation of the Port Authority so long as such rules and regulations are reported to the Board.

XVIII. POLICY GOVERNING SALE OF PERSONAL PROPERTY

- A. Sale of Property Pursuant to RCW 53.08.090 - The Chief Executive Officer is authorized, pursuant to RCW 53.08.090, to sell and convey surplus personal property of the Port Authority subject to the following conditions:
1. That the market value of such personal property does not exceed \$10,000 as may be increased by the statute; and

2. That prior to any such sale or conveyance, the Chief Executive Officer shall itemize and list the property to be sold and make written certification to the Board that the listed property is no longer needed for Port Authority purposes;
3. That offers for purchase are solicited from at least three (3) parties whenever possible or placed in a public auction;
4. That any large block of such property having a value in excess of \$10,000 shall not be divided into components of a lesser value and sold unless done so by public competitive bid; and
5. That in no case shall surplus personal property be sold to any Port Authority official or employee or members of their families without the specific approval of the Board.

XIX. INSURANCE PROGRAMS

Comprehensive General Liability, Auto, Property, Public Officials, etc. al.

The Chief Executive Officer shall be authorized to negotiate and obtain appropriate policies of insurance to cover Port Authority Property, liability, employee coverage, and other areas appropriately included within a comprehensive insurance program. The Chief Executive Officer is authorized to approve changes or modifications within the policies of insurance, including programs to provide self-insurance or deductible provisions, so long as such programs are promptly and regularly reported to the Board so it is kept informed of basic changes made in the overall insurance program of the Port Authority. The Board has the responsibility for selecting the Port Authority's insurance broker/agent.

Health Insurance

The Board has the responsibility for determining each year health benefits that will be offered to Port Authority employees. Once benefits are determined by the Board, the Chief Executive Officer shall be authorized to negotiate and execute all agreements and instruments necessary to carry out that determination.

XX. ECONOMIC DEVELOPMENT PROGRAMS

The Chief Executive Officer is authorized, consistent with statutory limitations, to develop and carry out economic development programs and enter economic development agreements consistent with the budget. Economic development programs may include advertising (including the use of advertising firms within budgetary authority), and promotion of the Port Authority, including its properties, facilities and services. Such economic development programs shall be reviewed by the Board from time to time.

XXI. CHELAN AIRPORT

The Chief Executive Officer is authorized to work with the City of Chelan on all matters involving the jointly owned City of Chelan Airport consistent with the Joint Operating Agreement between the parties.

XXII. ACCOUNTING AND AUDITING SERVICES

Subject to Section 4(X), the Chief Executive Officer is authorized to retain necessary services from recognized accounting and auditing firms. Such services may include the comprehensive annual financial report, audits, and appropriate accounting services as required, at established rates for such services in the area.

XXIII. REIMBURSABLE SERVICES

The Chief Executive Officer is authorized to enter into agreements pursuant to which the Port Authority will provide reimbursable services, when such services are part of normal Port Authority operations or incident thereto.

XXIV. GOVERNMENTAL AFFAIRS CONTRACTS

The Chief Executive Officer is authorized to enter into governmental affairs contracts subject to said expense appearing in the budget and subject to each individual contract not exceeding \$5,000 per month, not including reimbursable expenses.

XXV. ABSENCE OF CHIEF EXECUTIVE OFFICER

In addition to any other authority expressly delegated herein to the Director of Finance and Administration, in the absence of the Chief Executive Officer, the Director of Finance and Administration shall have all of the authority set forth in this Resolution. When relying on this Article XXIV, the Director of Finance and Administration shall notify the President of the Board as soon as reasonably possible of the exercise of any delegated authority.

XXVI. BOARD RETAINED AUTHORITY

Except as specifically set forth by the Board in the preceding portion of this Resolution, or unless specifically set forth by the Board in the preceding portion of this Resolution, or unless specifically authorized by other action of the Board, the Board shall retain the following authority:

- a. To approve leases, contracts, purchases, change orders, and other agreements exceeding the delegation 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 Chief Executive Officer;
- f. To approve check registers , budgets, and amendments thereto (including line-item adjustments);

g. To determine and establish the direction, goals, and policies of the Port Authority, unless specific direction for the determination or implementation has been given to the Chief Executive Officer or to others;

h. To change the duties and responsibilities of the Chief Executive Officer at any time by the specific action of the Board, including amendment or modification to this Resolution; and

i. To delegate specific authority, whether or not described herein, to a Board Member or another employee of the Port Authority, by motion made and approved at an open public meeting (e.g. delegating authority to a Board Member to approve any changes made to an agreement that has been approved by the Board; delegating signature authority to a Port Authority employee overseeing a particular project).

ADOPTED by the Board of Directors of the Chelan Douglas Regional Port Authority this 14th day of December, 2021, and duly authenticated in open session by the signatures of the Board of Directors voting in favor thereof.

CHELAN DOUGLAS REGIONAL PORT AUTHORITY



JC Baldwin, Director



Jim Huffman, Director



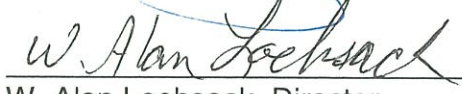
Donn Etherington, Director



Mark Spurgeon, Director



Rory Turner, Director



W. Alan Loeb sack, Director

**CHELAN DOUGLAS REGIONAL PORT AUTHORITY
RESOLUTION NO. 2021-25**

**A RESOLUTION OF THE CHELAN DOUGLAS REGIONAL
PORT AUTHORITY BOARD SCHEDULING DATES AND
TIMES OF REGULAR MEETINGS FOR 2022**

Whereas, the Port of Chelan County and the Port of Douglas executed an Interlocal Agreement on June 11th, 2019 forming the Chelan Douglas Regional Port Authority, the purpose of which is to operate the Ports and the Pangborn Memorial Airport as a consolidated operation;

Whereas, the Chelan Douglas Regional Port Authority Board consists of the three Commissioners of the Port of Chelan County and the three Commissioners of the Port of Douglas County;

Whereas, in a regular Chelan Douglas Regional Port Authority Board meeting, the members discussed a regular meeting schedule for the calendar year 2022;

Now, Therefore, the Chelan Douglas Regional Port Authority hereby resolves as follows:

1. Meeting Schedule and Locations. The Chelan Douglas Regional Port Authority regular meetings for calendar year 2022 shall be held at Confluence Technology Center, 285 Technology Way, Wenatchee, WA on the 2nd and 4th Tuesday of each month. Due to the COVID-19 pandemic, the Chelan Douglas Regional Port Authority meetings may be held via Zoom Virtual Meeting.

2. Meeting Time. All regular meetings of the Chelan Douglas Regional Port Authority Board shall begin at 9:00 a.m.

3. Special Meetings. Any meeting of the Chelan Douglas Regional Port Authority Board held on a day other than the regular meeting days as set forth above shall be a special meeting of the Chelan Douglas Regional Port Authority Board and the meeting shall be called and notice shall be given as required in RCW 42.30.080, as the same exist now or may be hereafter amended.

4. Simultaneously Called Meetings. Any meeting of the Chelan Douglas Regional Port Authority Board shall also mean simultaneous meetings of the Port of Chelan County and Port of Douglas County.

Adopted by the Board of Directors of the Chelan Douglas Regional Port Authority at a regular meeting thereof held this 14th day of December, 2021.



JC Baldwin, Director



Jim Huffman, Director



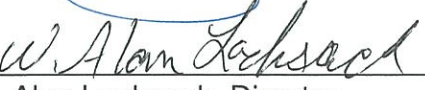
Donn Etherington, Director



Mark Spurgeon, Director



Rory Turner, Director



W. Alan Loeb sack, Director

**PORT OF CHELAN COUNTY
RESOLUTION NO. 2021-08**

**A RESOLUTION OF THE PORT OF CHELAN COUNTY
SCHEDULING DATES AND TIMES OF REGULAR
MEETINGS FOR 2022**

Whereas, the Port of Chelan County and the Port of Douglas County executed an Interlocal Agreement on June 11th, 2019 forming the Chelan Douglas Regional Port Authority, the purpose of which is to operate the Ports and Pangborn Memorial Airport as a consolidated operation. Each meeting of the Chelan Douglas Regional Port Authority will also be a public meeting of the Port of Chelan County Commission; and

Whereas, the Port of Chelan County Commission desires to adopt a regular meeting schedule that is identical to the regular meeting schedule for the Chelan Douglas Regional Port Authority; and

Whereas, in a regular Port of Chelan County Commission meeting, the members discussed a regular meeting schedule for the calendar year 2022;

Now, Therefore, the Port of Chelan County Commission hereby resolves as follows:

1. Meeting Schedule and Locations. The Port of Chelan County regular meetings for calendar year 2022 shall be held at the Confluence Technology Center, 285 Technology Way, Wenatchee, WA on the 2nd and 4th Tuesday of each month. Due to the COVID-19 pandemic, the Port of Chelan County meetings may be held via Zoom Virtual Meeting.

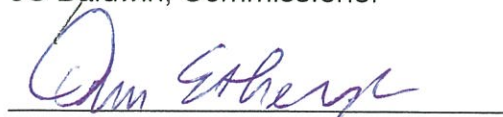
2. Meeting Time. All regular meetings of the Port of Chelan County Commission shall begin at 9:00 a.m.

3. Special Meetings. Any meeting of the Port of Chelan County Commission held on a day other than the regular meeting days as set forth above shall be a special meeting of the Port of Chelan County Commission and the meeting shall be called and notice shall be given as required in RCW 42.30.080, as the same exist now or may be hereafter amended.

Adopted by the Port of Chelan County Commission at a regular meeting thereof held this 14th day of December, 2021.



JC Baldwin, Commissioner



Donn Etherington, Commissioner



Rory Turner, Commissioner