

Klickitat County Port District No. 1
RESOLUTION NO. 1-2020

A Resolution of the Port of Klickitat Commission
Delegating Authority to Port Officials

WHEREAS, the Port Commission is a governing body responsible for exercising the powers of the port district pursuant to RCW 53.12.010; and

WHEREAS, the Commission must appoint a Public Records Officer responsible for the Port's compliance with public records disclosure requirements pursuant to RCW 42.56.580; and

WHEREAS, the Commission must appoint a Port Auditor responsible for financial oversight of the Port pursuant to RCW 53.36.010; and

WHEREAS, the Commission may appoint an Executive Director responsible for the management and operation of the Port pursuant to RCW 53.12.270; and

WHEREAS, the Commission may authorize the Executive Director to dispose of Port property pursuant to RCW 53.08.090; and

WHEREAS, the Commission wishes to delegate to the persons in these positions the responsibility and authority to carry out the offices to which they have been appointed;

NOW, THEREFORE, BE IT RESOLVED that the Port Commission does hereby appoint Margie Ziegler as Port Auditor and Marc Thornsbury as Executive Director and Public Records Officer, subject to the provisions set forth below:

1. The individuals named above shall be held harmless, to the fullest extent allowed by law, for actions taken, or for failure to take actions that are required, by virtue of their appointed offices.
2. The Port shall acquire and maintain indemnification (aka "directors and officers") insurance to defray the cost of any action against the individuals named above.
3. Except where the Port Commission shall temporarily assign specific duties to itself, including one or more of its members, the Executive Director shall be responsible for:
 - a. Providing management and supervision of all other Port employees including establishing and adjusting wages, salaries, and benefits;
 - b. Insuring that employees are not subjected to discrimination, unsafe or unhealthy working conditions, or sexual harassment;
 - c. Informing staff of their rights as established by statute and Port policy;
 - d. Preparing and proposing operating and capital improvement budgets and amendments thereto;
 - e. Implementing and directing the activities and expenditures of the Port consistent with Port policy and the direction of the Port Commission;
 - f. Providing applicable facts, figures, and other information, advice, and guidance to the Commission in support of its policy-making responsibilities; and
 - g. Insuring that no practice, activity, or decision of Port staff is in violation of state law or commonly accepted standards of business and ethical conduct.
4. Except where the Port Commission shall temporarily assign specific duties to itself, including one or more of its members, the Executive Director shall have the authority to:
 - a. Delegate and re-delegate his/her authority to others with any degree of formality consistent with state law and good business practices;
 - b. Sign checks, make electronic or other fund transfers, and issue warrants for lawful Port expenditures in advance of approval by the Port Commission, subject to Port policy requiring

- the signatures of two persons authorized as signatories by the Port Commission on all such documents;
- c. Expend funds, without restriction as to individual expenditure amounts or line items, up to the aggregate amount approved by the Port Commission in the Port's most recent final and supplemental operating and capital budgets duly adopted pursuant to RCW 53.35.030 and RCW 53.35.050;
 - d. Hire, direct, instruct, train, review, discipline, or terminate all other Port employees, provided the Port Commission shall approve termination of the Port Auditor prior to the effective date to ensure said termination is not in furtherance of any act of fraud or malfeasance;
 - e. Schedule or reschedule work periods for all employees;
 - f. Enter into contracts on behalf of the Port with his/her signature being sufficient to bind the Port in all such matters;
 - g. Seek grant funds from other agencies or organizations;
 - h. Enter into leases for any term, including any extension or renewal options, up to and including twenty (20) years with his/her signature being sufficient to bind the Port in all such matters.
 - i. Determine whether and when an item of personal property having a current value of less than \$10,000 shall be of no further use and utility to the Port and officially declare such property "surplus", pursuant to RCW 53.08.090, provided disposal of such surplus property shall be in accordance with state law and reported to the Port Commission as required;
 - j. Evaluate, select, direct, and execute and terminate personal services contracts with auditors, consultants and other professionals as necessary to perform his/her assigned duties and to do so without conducting a competitive solicitation process for emergency and sole source projects, projects of less than \$50,000, and any other projects subject to the exclusions set forth in RCW 53.19.070, pursuant to RCW 53.19.020;
 - k. Evaluate, select, direct, and execute and terminate professional services contracts with architects, engineers, and surveyors as necessary to perform his/her assigned duties and to do so without conducting a competitive solicitation process for emergency projects, pursuant to RCW 39.80.040;
 - l. Execute change orders for public works contract up to a cumulative total of ten percent (10%) of the project budget; and
 - m. Represent the Port to the public, other agencies, and the media in a manner consistent with Port policy and the direction of the Commission.
5. The Public Records Officer shall be responsible for:
 - a. Making all public records available for public inspection and copying, unless the record falls within the specific exemptions permitted by state law;
 - b. Protecting public records from damage or disorganization; and
 - c. Implementing all provisions of the Public Records Act (RCW 42.56).
 6. The Port Auditor shall be responsible for:
 - a. Issuing warrants for the disbursement of Port funds by the treasurer;
 - b. Monitoring capital projects and associated contracts to insure contract and budget compliance;
 - c. Identifying internal control deficiencies and recommending corrective action;
 - d. Reporting fraud, misconduct, malfeasance, or other wrongdoing to the Port Commission;
 - e. Monitoring grants to insure compliance with disbursement and reporting requirements; and
 - f. Recommend to the Executive Director any rules, systems, or internal controls deemed, in his/her opinion, to be consistent with good business practices and necessary for the lawful and proper management of public funds or other assets.
 7. The Port Auditor shall have the authority to:
 - a. Do all things necessary to carry out investments on behalf of the Port;
 - b. Accept payments and deposits into Port accounts; and
 - c. Sign checks, make electronic or other fund transfers, and issue warrants for lawful Port expenditures in advance of approval by the Port Commission, subject to Port policy requiring

the signatures of two persons authorized as signatories by the Port Commission on all such documents.

8. The Port Commission shall retain the authority and responsibility to:
 - a. Establish the Port's mission, purpose, and strategic goals and insure these are met and accomplished.
 - b. Direct and control the operation of the Port through the establishment, by resolution, of written policies reflecting the values and objectives of the Port Commission;
 - c. Exercise discipline in governing including adequately preparing for and regularly attending Commission meetings, respecting the roles of others, orienting new members in the governance process, participating in process improvement, engaging in constructive debate, deliberating individually while acting collectively, and using the expertise of individual members to educate the Commission rather than substitute for its collective judgment;
 - d. Approve leases, contracts, purchases, change orders, and all other agreements except as otherwise delegated to the Executive Director;
 - e. Approve the borrowing of funds;
 - f. Establish levy rates;
 - g. Oversee the work of the Port's General Counsel;
 - h. Review the performance of, and establish compensation for, the Executive Director a minimum of once each year;
 - i. Approve minutes, resolutions, vouchers, budgets, and amendments thereto;
 - j. Alter the authorities and responsibilities of the Executive Director by specific action of the Commission, including the adoption of a new resolution delegating authority to port officials.
9. In the event the Port Commission desires to temporarily assign to itself, including one or more of its members, specific duties that would otherwise be delegated to the Executive Director, the Port Commission shall:
 - a. Set forth, and adopt by majority vote, a description of the specific duties to be temporarily assigned with sufficient specificity to clearly delineate the scope and extent of said duties ;
 - b. Define the duration of said assignment or the conditions under which it will terminate;
 - c. Establish what information is to be provided to the Port Commission by the delegee, including when and how said information is to be provided; and
 - d. Supervise the delegee and be responsible for his/her conduct, including ensuring said conduct meets all statutory requirements and those of the State Auditor's Office.
10. The decisions and instructions of individual commissioners are not binding upon the Executive Director or Port Auditor except as they are authorized by resolution or majority vote of the Commission and no individual commissioner shall be deemed to carry instructive authority with respect to staff in the absence of action by the Commission.

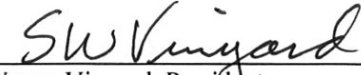
ADOPTED IN OPEN SESSION this 21st day of January, 2020.

ATTEST:

PORT OF KLICKITAT COMMISSION



Bonita Snyder, Administrative Assistant

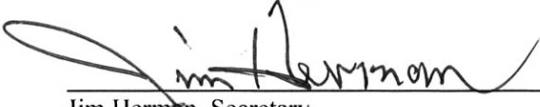


Wayne Vinyard, President



Bill Schmitt, Vice-President

PORT SEAL



Jim Herman, Secretary