

RESOLUTION NO.2022-1

A RESOLUTION OF THE WASHINGTON PUBLIC PORTS ASSOCIATION EXECUTIVE COMMITTEE DELEGATING ADMINISTRATIVE POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR.

WHEREAS, Article IV, Section 1, Paragraph c of the WPPA bylaws authorizes the executive committee to delegate administrative powers and duties to the executive director; and

WHEREAS, the executive committee deems it appropriate to delegate administrative powers and duties to the executive director for the purpose of expeditious administration of the Washington Public Ports Association (the "WPPA" or the "Association").

NOW, THEREFORE, BE IT RESOLVED by the executive committee of WPPA as follows:

Section 1. The policy directive of the executive committee of WPPA as set forth herein, is adopted for the purpose of establishing the delegated administrative powers and duties of the executive director. It is effective September 1, 2022, and shall remain in effect until amended, repealed, replaced, or superseded by subsequent resolution of the executive committee.

Section 2. All portions of resolutions heretofore approved by the executive committee pertaining to the subject matters contained in this resolution are hereby repealed.

Section 3. Annually, after a new executive committee is formed, the executive director will review this Resolution with the executive committee and suggest any changes thereto.

I. PREAMBLE

A. The executive director is the chief executive officer of the Association responsible for the day-to-day operation of the Association. The phrase "day-to-day operation of the Association", as used herein, means the regular day-to-day business of the WPPA, including but not limited to, operating, maintaining, and administering of its property, leasehold property, facilities, services and programs; including the implementation of alterations, repairs, maintenance, and improvements of the WPPA'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 WPPA's operation; the administration of all other operations which include personnel administration (i.e., hiring, firing, salary and benefits, training, grievance procedures, task and project assignments, employee training and incentive programs, etc.); the execution and administration of contracts; publish legal notices; and all other pertinent functions. Without limiting the generality of the foregoing, the executive director shall advocate, educate and connect on behalf of member ports in accordance with the following:

- Manage the communication with member ports and associate members to

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provide timely information and receive timely feedback.

- Organize and proactively provide high quality and educational meetings for port members and associate members to connect with each other.
- Develop, implement, and lead the “port industry” legislative strategy.
- Keep the executive committee timely informed of all significant opportunities and threats pertaining to member ports and overall port industry matters.
- Manage the Association staff, including but not limited to, hiring, training, assigning duties, providing periodic performance reviews, conducting required investigations, disciplining, and terminating staff. However, the executive committee must approve any employment agreement that would alter the “at will” employment relationship.
- Manage the Association within the budget approved by the executive committee on a line-item basis. Any changes to the budget (including changes to line items) must be approved by the executive committee. However, the executive director may without executive committee approval exceed any budgetary line item by 10% or less as long as it is within the limits of the overall budget authority.
- Manage the Association owned office building within the capital and operating budgets approved by the executive committee, including but not limited to, entering into lease of term of no more than five (5) years and taking such actions as may be necessary to enforce lease terms. Leases in excess of five-years must be approved by the executive committee.
- Establish rental revenue standards for the WPPA building.
- Procure appropriate insurance for the activities of the WPPA staff, executive committee and trustees, including but not limited to, commercial general liability insurance, automobile liability insurance (including staff owned vehicles used for WPPA business) directors and officers’ insurance and employment practices insurance
- Delegate such responsibilities and authorities to Association staff as the executive director deems appropriate with the understanding that the executive director retains the ultimate responsibility to manage the Association.

B. This policy shall not be interpreted to limit the duties or responsibilities of the executive director as those duties are determined from time-to-time by the executive committee.

C. In case of absence, the executive director may designate one or more senior WPPA staff to act in the place of the executive director with regard to the powers and duties herein. Subject to the limits within this delegation, the responsibility for all administration and WPPA operations rests with the executive director.

D. To implement delegations of authority to WPPA personnel, the executive director shall promulgate policy and procedural manuals, monetary and budgetary directives, and other such documents as personnel position descriptions, affirmative action plans, safety manuals, etc. which shall provide a clear span of authority and responsibility to the designees of the executive director.

E. Any executive committee directives or initiatives shall be made through the executive director and shall be made only by the executive committee acting as a body of the whole.

F. The executive director shall provide a monthly report to the executive committee

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in such form as the executive committee may request. In addition, the executive director will inform the executive committee regarding significant opportunities, threats, information, incidents, and business transactions by methods agreeable to the executive committee. The executive director shall report to the executive committee those actions as required within this delegation

II. POLICY GOVERNING THE WPPA BUILDING

A. Lease Arrangements: All space in the WPPA building (for example, office space, parking, roof mounted equipment) when available for leasing shall, except as otherwise provided herein below, be leased only under an appropriate written lease instrument executed by the authority of executive committee. However, the executive director may execute leases for five (5) years or less, subject to the following conditions.

1. The arrangements for short term occupancy shall be evidenced by the WPPA's standard form of lease, except that any clearly inapplicable provision or provisions inconsistent with the policy herein set out shall be deleted from the standard form.
2. The amount of the rental shall be in accordance with the rental revenue standards for the same or similar class and type and devoted to similar uses.
3. The use to which the property may be put by the tenant shall be expressly stated and shall be in accordance with the standards for the same or similar WPPA property.
4. The lease may not be renewed or otherwise extended beyond one (1) additional year without prior executive committee approval.

B. Sublease Procedures: Leases, concession agreements, operating agreements, and related contracts between the WPPA and its tenants, concessionaires, and other parties shall include restrictions on the subleasing and require at a minimum the prior written consent of the WPPA to such subleases. Subject to the provisions of the lease or agreement, the executive director is authorized to grant consent to subleases, which for the purposes hereof shall include sub-operating agreements and sub-concession agreements.

C. Other Lease Documents: The executive director is authorized to execute the following property instruments, subject to the terms specified herein:

1. Temporary and permanent easements for purposes of utility installments only.
2. Business licenses and licenses to operate.
3. Changes in name of responsible party to the lease if all other conditions, including primary ownership, remain the same.
4. Lease assignments for purposes of collateral.

D. Lease Renewals: The executive director is authorized to execute lease renewals on the following conditions: 1) such renewals are provided for in the basic lease; 2) rental adjustments provided for in the lease are made; and 3) the lease is in good standing.

E. Lease Enforcement and Lease Terminations: The executive director is authorized to enforce all terms and conditions of WPPA leases. The executive director is authorized to issue all appropriate notices of default and/or notices of termination with regard to WPPA leases. The executive director is authorized to terminate any lease under the terms and conditions therein. Upon termination, the executive director is authorized to take all steps necessary to retake possession of the leasehold and recover for the WPPA all sums due the WPPA pursuant to the lease and the law. The executive director shall keep the executive committee informed with respect to lessees that are issued default notices or termination notices.

III. POLICY GOVERNING CONTRACTS FOR PERFORMANCE OF WORK

A. Contracts for Work Within Budget. The executive director may, without prior executive committee approval, execute on behalf of the WPPA, contracts for \$50,000 or less so long as the expenditure is within the limits of overall budgetary authority. In addition, the executive director may, without prior executive committee approval, execute on behalf of the WPPA, contracts identified in a specific budgetary line item and where the contract price and all other charges do not exceed the amount authorized in that specific budgetary line item by ten percent (10%).

B. Change Orders: In the instances where contracts 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 executive director is authorized, without prior executive committee approval, to execute individual change orders so long as the aggregate amount of all change orders for each contract meets the following conditions:

1. For contracts approved by the executive director, any amount which keeps the total contract cost within the contract authority limits of the executive director.

2. For contracts approved by the executive committee, any amount equal to ten percent (10%) or less of the contract price.

3. The contract provides for issuance of change orders.

IV. POLICY GOVERNING CONTRACTS FOR ACQUISITION OF MATERIALS, EQUIPMENT, SUPPLIES AND SERVICES

A. Budgeted Acquisitions or Acquisitions of \$25,000 or Less: The executive director may, without prior executive committee approval, execute on behalf of the WPPA, contracts for materials, equipment, supplies or services for \$25,000 or less so long as the expenditure is within the limits of a budgetary line item. In addition, the executive director may, without prior executive committee approval, execute on behalf of the WPPA, contracts for

materials, equipment, supplies or services identified in a specific budgetary line item and where the contract price does not exceed the amount authorized in that specific budgetary line item by ten percent (10%).

B. Budgeted Acquisitions or Acquisitions of \$10,000, or Less: The executive director may, without prior executive committee approval, authorize specific management-level staff to execute on behalf of the WPPA, contracts for materials, equipment, supplies or services (where the acquisition does not meet the criteria of Section A above) for \$10,000 or less so long as the expenditure is within the limits of overall budgetary constraints.

C. Budgeted Acquisitions or Acquisitions of \$5,000, or Less: The executive director may, without prior executive committee approval, authorize specific WPPA staff to execute on behalf of the WPPA, contracts for materials, equipment, supplies or services (where the acquisition does not meet the criteria of Section A above) for \$5,000 or less so long as the expenditure is within the limits of overall budgetary constraints.

D. 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 executive director 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 executive director shall, at the first executive committee meeting following the executive director's finding of the existence of an emergency, request WPPA executive committee ratification of the finding of an emergency and any contract awarded or executed pursuant to this authority. From the inception of any such emergency, the executive director shall continuously advise the executive committee of the status of the emergency situation and the progress of any such public work contracts executed to remedy the emergency. Emergency acquisition contracts executed pursuant to the authority herein shall contain a clause which states that the contract is subject to ratification by the executive committee 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.

E. WPPA Credit Cards: The executive director may provide WPPA credit cards to staff provided there is a policy in place for their use and accounting of all expenditures.

Further, the executive director and staff will make every effort to spend WPPA resources wisely in order to achieve the best possible value in all purchases, services, and contracts that brings value to WPPA and member ports. In addition, it would not be appropriate for WPPA staff to utilize association resources such as credit cards to purchase food or beverages where the only attendees or beneficiaries are WPPA staff.

V. POLICY GOVERNING ARRANGEMENTS FOR PROFESSIONAL AND PERSONAL SERVICES

A. Procedure: The executive director shall be responsible for the initiation of appropriate procedures to obtain professional and personal services (i.e., architectural,

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engineering, consulting and technical services) where deemed necessary in conducting WPPA operations.

B. Budgeted Professional and Personal Services of \$10,000 or Less: When necessary, in the conduct of WPPA operations, the executive director may, without prior executive committee approval, execute on behalf of the WPPA, contracts for professional, or personal services for \$10,000 or less so long as the expenditure is within the limits of overall budgetary constraints. In addition, the executive director may, without prior executive committee approval, execute on behalf of the WPPA, contracts for professional, personal and purchase services identified in a specific budgetary line item and where the contract price does not exceed the amount authorized in that specific budgetary line item by ten percent (10%).

C. Amendments: When necessary, in the conduct of WPPA operations, the executive director may sign amendments to contracts for professional and personal services so long as the amendments, individual or in aggregate, do not exceed ten (10%) percent of original contract amount and/or does not constitute a substantial change in the scope of work.

VI. POLICY GOVERNING TRAVEL OF EMPLOYEES AND OTHER AUTHORIZED REPRESENTATIVES OF THE WPPA

A. Executive Director's Authority: The executive director is authorized to pre-approve travel by employees and/or other authorized representatives of the WPPA in order to effectuate necessary WPPA operations, provided that the travel expenses are within the annual budget and provided that the executive committee shall approve all international travel (excluding Canada).

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

A. Authority of the Executive Director: The executive director or her designee is authorized to take all necessary actions on behalf of the executive committee in connection with lease surety, lease surety bonds, rental deposits, or insurance coverage required pursuant to any leases of the WPPA, including any of the following actions:

- 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.
- 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.
- D. 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 WPPA.

VIII. POLICY GOVERNING BUDGETING AND FINANCIAL MANAGEMENT OF WPPA FUNDS

A. Authority of the Executive Director: The executive director shall prepare an annual budget that will be presented to the executive committee for their review and recommendation to the Board of Trustees for their approval prior to the annual meeting. The annual budget will include:

1. Projected annual dues revenues from Group I and Group II Ports.
2. Projected annual dues revenues from Associate Members.
3. Projected annual income from sources other than Group I Ports, Group II Ports and Associate Members.
4. Projected Building Dividend from WPPA owned building.
5. Projected WPPA operating expenses including three months of working capital.
6. Projected Building operating expenses including Maintenance and Repair and including three months of rental reserves.
7. Projected Building capital projects.
8. Projected Building capital projects reserves.

B. For purposes of this paragraph, "Temporarily Idle WPPA Funds" shall mean those funds which are not required for immediate expenditure. In accordance with applicable law relating to the investment of said funds, the executive director is authorized to direct the investment of temporarily idle WPPA funds. These directives shall permit, but shall not be limited to, investments in authorized government securities, sale of such investment and necessary interfund transfers. A summary report of all investments, sales, and interfund transfers shall be provided to the executive committee quarterly.

C. Procedures: The executive director is authorized to establish procedures for and to write off any uncollectible account in the amount of \$5,000 including a report to the executive committee.

1. Prior to writing off any account receivable or uncollectible, the executive director shall be satisfied that every reasonable effort has been made by the WPPA to accomplish the collection of the account.

2. Any account in excess of \$5,000 shall be referred to the executive committee for final write-off.

IX. LITIGATION

A. Management and Supervision of Litigations: The executive director and the WPPA's legal counsel (appointed by the executive committee) shall be responsible for the procedures necessary for management and supervision of all litigation in which the WPPA 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 WPPA, including actions which have been filed in any court or any quasi-judicial or administrative forum.

B. Special Legal Services: The executive director, in consultation with the WPPA's legal counsel, is authorized to retain other such special counsel, at fees as may be negotiated, to assist in the handling of any claims, litigation, or other matters necessary to address the legal affairs of the WPPA, within overall budgetary constraints.

C. Engagement of Experts: The executive director may engage or cause to be engaged through legal counsel, such experts as may be necessary for the orderly support of claims or litigation in which the WPPA has a direct or indirect interest, without limitations. Such engagement shall be upon authorization given by legal counsel after having satisfied himself that such expenditure is necessary to the adequate preparation and representation of the WPPA'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. Intervention and Amicus Curie Briefs. The executive committee will decide with the recommendation of the executive director and the legal committee if and when the WPPA intervenes in any court Action either as a participant or as an amicus curie. The executive director, in consultation with the WPPA attorney will select counsel to represent the association (which could be the WPPA attorney) based upon a not to exceed budget. Where appropriate, the executive director may seek reimbursement for the expenses from the affected port districts or others.

E. Consultation with Executive Committee: The executive director and legal counsel will consult with the executive committee before settling any claims by or against the Association. In instances when the value has or is likely to exceed \$5,000 the executive director will in conjunction with the WPPA's legal counsel consult with the executive committee regarding strategy and the economic impact of litigation.

X. POLICY GOVERNING AUTHORITY TO ENTER INTO NON- DISCLOSURE AGREEMENTS

A. Authority of the Executive Director: The executive director is authorized to enter into non-disclosure agreements on behalf of the WPPA, provided that the non-disclosure agreement is first reviewed by the WPPA attorney to ensure compliance with applicable law, including laws relating to public records.

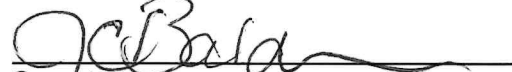
ADOPTED by the executive committee of the Washington Public Ports Association this 15 day of September, 2022, and duly authenticated by a majority vote of the executive committee voting in favor thereof and the seal of the executive committee duly affixed.

WPPA Executive Committee

 Kristin R. Meyer

President

Vice President



Secretary