

The Port of Benton Commission Meetings are open to the public.

The regular Commission Meeting will be available via Zoom, telephone conference call-in line and in-person. The link to access this broadcast via Zoom, as well as the call-in number to participate via telephone, will be made available on the morning of the meeting on the Port of Benton's website at the link below, along with the meeting agenda, and minutes from past meetings. Live broadcast information:

portofbenton.com/commission

For those unable to access the internet, please call 509-375-3060 by 8 a.m. on August 9, 2023 to be provided with call-in details.

All participants will be muted upon entry; when prompted click 'raise hand' in zoom or dial star + 9 (*9) to raise your hand. The host will unmute you to speak in the order hands are raised, when the host calls on you, press star + 6 (*6) to unmute yourself.

**PORT OF BENTON
REGULAR COMMISSION MEETING**

Agenda

8:30 a.m., August 9, 2023

3250 Port of Benton Blvd., Richland, WA 99354

A. CALL TO ORDER

B. PLEDGE OF ALLEGIANCE

C. CONSENT AGENDA

1. Approval of Agenda
2. Approval of Minutes from the July 12, 2023 Commission Meeting
3. Approval of Vouchers and Certifications, Including Payroll for Month of July
Totaling \$920,287.05
4. Approval of Project Fund Vouchers and Certifications for the Month of July
Totaling \$30,253.92

D. PUBLIC COMMENT

E. ITEMS OF BUSINESS

1. White Bluffs Rail SR 240 Rail Crossing – Approval of Consultant Agreement – KPFF Consultants, \$164,788 Design of Improvements Only
2. Resolution 23-24, A Resolution of the Port of Benton Appointing the Port Finance Director as the Port Treasurer
3. Resolution 23-25, A Resolution of the Port of Benton Authorizing Promotional Hosting Expenditures, Specifying Procedures Therefore and Superseding Resolution Numbers 67-1, 79-30, And 82-8
4. Resolution 23-26, A Resolution Adopting Amendment of the Interlocal Cooperation Agreement and Bylaws of the Benton-Franklin Council of Governments

F. INFORMATION REPORTS

1. Grants Update
2. 2023 Budget Update

G. COMMISSIONER REPORTS/COMMENTS

H. DIRECTOR REPORTS/COMMENTS

1. Airports
2. Facilities & Operations
3. Real Estate
4. Marketing & Communications
5. Finance Director
6. Port Attorney
 - i. Seeking a Motion for the minutes to specifically state, “The Port Commission moves to remove Danielle Connor as a credit card contact, and Jeff Lubeck and Veronica Serna are to be added as credit card contacts and/or credit card holders with Banner Bank.”
7. Executive Director

I. EXECUTIVE SESSION

- J. BREAK: Teleconference and Zoom options will terminate at this time. Commission and staff will take this time to travel to 2579 Stevens Drive, Richland, WA for a tour of rail and rail facilities and the American Rock area.

K. Tour of North Richland Property: Open to public attendance. No action will take place during or after the public tour of 2579 Stevens Drive and surrounding area.

L. ADJOURNMENT

The next regular Port of Benton Commission meeting will be held on September 13, 2023 at 8:30 a.m. at the Walter Clore Wine & Culinary Center located at 2140 Wine Country Road, Prosser, WA. Visit portofbenton.com for notices and information.

PORT OF BENTON
COMMISSION MEETING MINUTES
July 12, 2023

A. CALL TO ORDER: The regular monthly meeting was called to order at 8:30 a.m. at the Port of Benton Commission meeting room, located at 3250 Port of Benton Boulevard, Richland, Washington.

PRESENT: Commissioner Christy L. Rasmussen; Commissioner Lori Stevens, Executive Director, Diahann Howard, PPM®; Port Attorney, David Billetdeaux; Director of Real Estate, Teresa Hancock; Public Information Officer, Summers Miya; Director of Marketing, Wally Williams; Director of Facilities & Operations, Ron Branine; Accounting Clerk, Liz Renz; Airport Manager, Quentin Wright; Director of Finance, Jeff Lubeck; Senior Accountant, Veronica Serna; Roger Wright, RGW Enterprises; Scott Keller, Community Member; Steve Zetz, Community Member; Ron Morris, Digital Image; David Rodriguez, EnoDav Winery; Francisco Gamez, EnoDav Winery; Rachel Evans, Community Member;

The following attendees attended via remote communications: Commissioner Roy D. Keck; Contract Specialist, Sheri Collins; Sara Schilling, Tri-Cities Area Journal of Business; Roger Wright, RGW Enterprises; Bryan Condon, Century West Engineering; Mayor Pro Tem Theresa Richardson, City of Richland; Randy Slovic, Community Member; Wendy Culverwell, Tri-City Herald

The Commission meeting was noticed as required by RCW 42.30.070.

B. PLEDGE OF ALLEGIANCE: Commission President Christy Rasmussen led those present in reciting the Pledge of Allegiance.

C. CONSENT AGENDA:

A motion was made by Commissioner Lori Stevens, seconded by Commissioner Roy Keck, and unanimously passed by the Commission approving the agenda for the July 12, 2023 Commission meeting, approval of minutes from the June 14 ,2023 Commission meeting, approval of minutes from the June 27, 2023 Special Joint Workshop, approval of minutes from the June 29, 2023 Special meeting, approval of vouchers and certifications, including payroll, for the month of June totaling \$624,346.86, approval of project vouchers and certifications for the month of June totaling \$93,775.31.

D. PUBLIC COMMENT:

Community member, Steve Zetz approached the Commission and explained that in March Mustang Signs referred him to Anthem Wraps for a custom car wrap. Zetz explained that he met with the owner of Anthem Wraps, Daniel Crouchet to discuss a custom wrap and Crouchet asked for money up front and promised an April – June timeframe on the project.

Zetz further explained that Crouchet ultimately disappeared without providing any of the promised product along with the entire deposit, after multiple delays to when the project would be completed.

Zetz stated that he began looking into Crouchet's business and soon discovered that Crouchet did not have an active business license or bond. Zetz added that while researching Crouchet, he connected with several additional victims that had also been scammed by Crouchet.

Zetz added that Crouchet's actions are deceitful, where money was collected and nothing is delivered in return, which is considered a scam. Zetz added that criminal thieves have no conscience, are greedy and lazy, devoid of morals and conscience.

Zetz stated that the building Crouchet's business was located in was housed in Commissioner Keck's building and sits on Port of Benton property. Zetz clarified that Commissioner Keck is acting as a private citizen regarding his building on Port property. Zetz stated that there is currently no law requiring that a tenant obtain a copy of their lessee's business license.

Zetz noted that the purpose of his visit is not to rage or beat up on anyone, but to move forward and ask the Port for change. Zetz explained that he hopes the Port can move forward with an updated policy that all leases require regular monitoring of business licenses for any tenant or sub-tenant located on Port property.

Zetz added that the Port does amazing things for the community and has an amazing staff and only ask that the Port consider updating the policy on all lease agreements.

E. PUBLIC HEARING

Commission President Christy Rasmussen opened the public hearing at 8:43 a.m.

1. For the Purpose of Receiving Public Comment Concerning Declaring Property Located in Vintners Village Phase II, Prosser to the Future Needs of the Port and the Advisability of Selling Real Property and Improvements Owned by the Port

Director of Real Estate Teresa Hancock announced that a resolution approved by Port Commission in 2010 (RES 10-04) labeled the area noted in Vintners Village Phase, II in Prosser as an Industrial Development District (IDD).

Hancock explained that Resolution 23-21 will remove the IDD designation from the area and allow for future sale and property surplus and therefore, amend the Port's Comprehensive Plan of Improvements for real property determined no longer needed for Port purposes.

Hancock added that the sale of the property will further support and enhance the Port's economic development mission by facilitating the development and utilization of the property through the investment of private capital and also allow for the Port to pursue further economic development opportunities within the district.

Commissioner Christy Rasmussen asked if there was any public comment concerning this item.

Commission President Christy Rasmussen closed the public hearing at 8:45 a.m.

F. ITEMS OF BUSINESS

1. Resolution 23-21, A Resolution to Surplus Real Property at Vintners Village Phase II, Prosser

A motion was made by Commissioner Roy Keck, seconded by Commissioner Lori Stevens, and unanimously passed by the Commission approving Resolution 23-21, to surplus real property at Vintners Village Phase II, Prosser.

2. Resolution 23-22, A Resolution to Authorize a Sale of Real Property at Vintners Village Phase II, Prosser

Director of Real Estate Teresa Hancock explained that initial meetings related to this property were initiated in 2021 by a family-owned and operated business, Enodav Wine Company. Hancock added that the property is interested in three separate parcels/2.05 acres and highlighted the property on a map, which is located directly south of Yellow Rose Nursery.

Hancock noted that the purchaser (Enodav Wine Company) has offered to purchase the property for a sum of \$138,476.

Hancock stated that Port staff and the attorney have reviewed a proposed purchase and sale agreement, which includes a development plan with a wine tasting area and production space.

Hancock added that the purchaser likes the synergy of the location, which is across from the Wine Loft.

David Rodriguez, Enodav Wine Company thanked the Commission for the opportunity, stating that Enodav started in 2018 with a dream and making a little wine.

Rodriguez stated that the company grew from making 50 cases a year to 3,000 cases and are currently growing at a fast pace.

Rodriguez explained that Enodav operates on three pillars:

1. Environmental – Taking measures in wine-making that are environmentally sounds
2. Human Resources – Started small with plans for growth and future full time employees.
3. Sustain business, manage risk and grow to 10k cases within 10 years.

Commissioner Lori Stevens asked if production would take place on site, which Rodriguez confirmed was the plan.

Commissioner Christy Rasmussen added that it was exciting to support a small business that is growing into a large business.

A motion was made by Commissioner Lori Stevens, seconded by Commissioner Roy Keck, and unanimously passed by the Commission approving Resolution 23-22, authorizing a sale of real property at Vintners Village Phase II, Prosser.

3. Resolution 23-23, Final Acceptance White Bluffs Archive and Storage Facility – Booth and Sons Construction

Engineer Roger Wright announced that construction on the White Bluffs Archive and Storage facility is down to a few warranty items. Wright stated that a certificate of occupancy was received and the Port turned over the facility to Washington State University and the move in process has officially begun.

Wright added that there was administrative work to be completed and turned in with the state, but otherwise the project is complete.

Wright noted that due to the supply chain issues, the project took longer than anticipated.

Commissioner Rasmussen stated that the A/C was appreciated in the facility last Thursday for the Robert L. Ferguson community tribute event and it is a gorgeous building.

Commissioner Lori Stevens added that it was a beautiful facility.

A motion was made by Commissioner Roy Keck, seconded by Commissioner Lori Stevens, and unanimously passed by the Commission approving Resolution 23-23, final acceptance of White Bluffs Storage and Archive Facility, Booth and Sons Construction

G. INFORMATION REPORTS

1. Grants Update

Executive Director Diahann Howard pointed out that the grants report was included in the meeting packet and highlighted the following:

Item 17 – State capital request towards \$1.2M for “White Bluffs Rail” to support remaining crossings, ties, panels and rail was approved and the port was now waiting on state funding requirements and the contract. The port is awaiting notice of the \$8M requested to federal CRISI that is also for the rail.

Unlisted Project – There is continued discussion regarding tech hubs that are developing as a WA, OR and ID application that include the Port/VERTical. There is an EV charging project that is in the proposal stage that is projected to be sited within Vintners Village Phase II and partnered with OCOchem. Discussions with Prosser Economic Development Association, city of Prosser, Benton REA, OCOchem and the Port have taken place and the Port has offered a location near the Vintners development building. The project will bring battery charging stations to Vintners Village and also provide backup power to Benton REA.

Commissioner Rasmussen noted that she read about the project in the recent Prosser City Manager report.

2. Rail Projects Update

Engineer Roger Wright provided an update on current rail projects, reviewing the Port facilities and equipment, which are currently all operational, including six rail maintenance-of-way cars that Columbia Rail has operating.

Wright reminded that Columbia Rail, aka CWW, LLC, took over operations February 1, 2023. Wright added that to date, Columbia Rail has replaced approximately 100 ties, repaired several switches, replaced approximately 30 joint bars and has cleaned up and tuned up all nine at-grade crossing signal cabinets. Wright added that the Port team has not had an after-hours signal callout in a few months.

Wright added that Columbia Rail has assisted two current customers in improving their rail operations and is currently working with two new customers for additional business in the Port’s rail yard, adding that Columbia Rail is overall performing well above expectations.

Wright provided an overview of current projects:

2021 Derailment Damage Repair Project

2022 Van Giesen and Cemetery Crossings

December 2022 Derailment Repair

Wright noted that work has been completed on all three of these projects but waiting on final payment approvals.

SR 240 Railroad Signal Accident Repair – Temporary repairs have been made. Waiting on new materials to arrive to make final repairs.

SR 240 Railroad Crossing and Signal Replacement – The Port received National Highway Freight Program funding to completely replace this crossing and signal. A consultant has been selected but still working through scope of work and budget approval.

SR 240 Pathway – The City of Richland is constructing a pedestrian pathway along the north side of SR 240 that crosses the Port track.

Center Parkway – The City of Richland has begun construction on the new Center Parkway crossing. Plan to open up the crossing late August to early September 2023. The team is working on submitting a quiet zone application.

2023 Tie Replacement Project – Ties have been ordered and received. Port of Benton has contracted with Condon Construction to install the 1,200 ties, beginning work July 17, 2023. Plan work to be completed by mid-August, at which time track speeds will increase to 10 mph. This project also includes 100 City of Richland ties.

Morrison Metal Weld – Specialty welding and repair of the track cross over rails (frogs) and switches. The work starts this week and Columbia Rail will coordinate track safety.

Cutting in additional rail joints – Columbia Rail is currently cutting in shorter sections to avoid rail displacement, in vicinity of Columbia Park Trail bridge.

2023 FRAP – Replacement of Airport Way crossing, Saint Street Crossing, and City of Richland Kingsgate signal electronics. Work planned for 2024.

2023 Legislative Appropriation – Replacement of an additional approximately 4,000 ties to bring the track back to Class 2 conditions. Preliminary approval has been received; however, we are waiting for actual contract language and written approval.

Steptoe Street Crossing – Realignment – Developer is realigning the intersection at Steptoe and Tapteal and replacing the rail signal.

2023 CRISI Application – Wye track improvements include elevated curves, additional ties and tangent rail to 115 lb. This current rail is 75 years old.

H. COMMISSIONER REPORTS/COMMENTS

Commissioner Keck noted that he was using Zoom to join the meeting from a dairy farm in Wisconsin.

Commissioner Roy Keck stated that he wanted to say on record that he has had a lease in place with the Port since four – five years prior to beginning to serve as Port Commissioner.

Commissioner Keck noted that his history on Port property has gone very well and unfortunately, in April the tenant mentioned during public comment did not show up or pay rent, and he started to receive complaints as well.

Commissioner Keck added that he is also a victim of Crouchet and stands by all who were victimized by Crouchet and feels he is on the same team and willing to pursue civil or criminal legal

action against Crouchet as a team. Keck added that Crouchet left a number of needed repairs in the facility, as well as unpaid rent.

Commissioner Lori Stevens stated that the Prosser Wine & Art Walk is taking place on Saturday, July 15.

Commissioner Stevens added that she appreciated the opportunity to take part in the recent SAO Lean training presentation the team provided after spending three days immersed in the process.

Commissioner Stevens stated that she wanted to compliment the team on the recent Robert L. Ferguson event, which was lovely and the street-naming ceremony was really nice. Commissioner Stevens thanked the team for hosting the event.

Commissioner Christy Rasmussen announced that she attended the Pacific Northwest Waterways Association (PNWA) summer conference in Everett, which focused on protecting the water systems and added that this is an important partnership for the Port of Benton, as PNWA also works diligently to protect irrigation rights.

Commissioner Rasmussen added that she also attended the recent National Parks meeting at TRIDEC, which provided valuable updates on the Hanford site and B Reactor.

Commissioner Rasmussen noted that she also continues the Washington VERTical work devoted to looking at workforce, as by 2025 skilled labor will not be available and also work devoted to protecting the supply chain and supply chain security.

I. DIRECTOR REPORTS/COMMENTS:

1. AIRPORTS

Airport Manager Quentin Wright announced that the Richland Airport is hosting several Department of Natural Resources and Bureau of Land Management aircraft Fire Boss 802-F, which are small but highly capable aircraft designed to hold 800 gallons of water or fire retardant used to fight fires. Wright added that these aircraft can be refilled in 12 seconds.

Wright stated that the addition of these planes at the airport has added a lot more people and equipment and additional tankers may be added.

Wright provided an update on the Richland utilities project, stating that he will work with the city and contractors and tenants to make sure everyone is up to date on what is going on. Wright added that the project will allow for a major upgrade in infrastructure and will also allow for increased capacity at the airport.

Wright stated that there have been ongoing security issues at Prosser Airport, and they are looking at closing the gates to allow for tenants only. Wright said he will work with the communications team to provide timely and accurate information about the gate closure.

Wright added that he has one item reserved for the executive session related to Richland Airport.

Commissioner Rasmussen added that a member of her family was saved from one of the Bureau of Land Management planes during a recent fire and she is incredibly grateful that Richland Airport can support and house these aircraft.

2. FACILITIES & OPERATIONS

Director of Facilities & Operations Ron Branine announced that Century West has completed their onsite assessment of all Port pavement and will be creating a five-year plan to go forward with engineers' estimates for future budgeting.

Branine stated that he has been assisting with the close-out at the White Bluffs Archive & Storage Facility to prepare it for occupancy with members of the facilities team who have been trained on building infrastructure.

Branine added that he has been gathering quotes and researching for next year's capital budget, which includes improvements to the riverfront trail and a reallocation of Port vehicles.

Branine stated that moving at Prosser Airport has greatly improved thanks to the recent purchase of an 18ft batwing mower, which has cut mowing time in half.

Branine announced that the team is now live in the work order system but have only used the work order side so far, with plans for training on the inspections and equipment modules to take place next week.

Branine stated that 70 work orders have been entered since the last Commission meeting but should be seeing an average of approximately 100 per month. Branine noted that this number will continue to fluctuate but will be consistent until the team starts getting ahead of things through the preventative maintenance program.

Branine added that there are currently 24 open work orders and reminded the Commission that the current system is only capturing approximately 40% of what the department is doing.

Branine announced that the team will start the Facility Manager work order system this month and the first several months will include data collection and then the buildout of inspection templates, preventative maintenance schedules, standard operating procedures, maintenance operating procedures, emergency operating procedures for all equipment and assets.

Branine provided an update on Crow Butte Park, alerting the Commission that the park experienced a main line water break where domestic water was shut off for a day for repairs. Branine added that while fixing that, they found a main line sprinkler line that had been broken, which took a few days longer to repair, but all has been repaired as of now.

Branine announced that forecast revenue will be up 3.73% in reservations, the number of guests are forecasted to be up 7.52%, the guest return rate is up 82.21%, occupancy forecast is up 6.79%, overall reservations are up 5.77%. Branine added that kiosks are showing 511 transactions in the past 30 days, down from 800 from 30 days previous.

Branine added that the department has started meeting with McKinstry to get the final plan for space reallocation that makes sense for the current tenants, as well as future needs at the 2579 Stevens Drive facility. Branine added that they are looking at redoing two sets of restrooms and adding a common corridor to alleviate the current shared space intrusions.

3. REAL ESTATE

Director of Real Estate Teresa Hancock thanked the Commission for consideration of the earlier land sale discussion, adding that it has been a true labor of love to find businesses that are a good fit.

Hancock added that she continues to be extremely busy and is receiving inquiry calls daily.

Hancock informed that Bouten Construction, who is working on the Prosser Memorial Hospital project, has leased space at Prosser Airport on a month-to-month basis, which works well with their

construction schedule and is also unanticipated income.

Hancock added that appraisal updates are in on the potential land sale, as well as for 2000 Logston. Hancock added that the lease agreement with Central Plateau will be taken over by the Hopps and Hancock is finalizing details on this.

Hancock stated that the Port was active in the Benton City EDC prior to its dissolution and prior to the dissolution, in partnership with Ki-Be High School, a scholarship was formed with any remaining funds from the EDC. Hancock added that four applications were received last month from recent graduates attending a four-year university (\$5,000) and seven applications were received for students pursuing a degree from a two-year university (\$2,500). Hancock noted that all applications were considered relative to goals, financial need and community service and two grateful recipients were announced.

Hancock noted that she has reserved one item related to Prosser Airport for Executive Session.

4. MARKETING:

Director of Marketing Wally Williams recognized that Ron Williams was in the public audience today, adding that Williams is the owner of Digital Image, who does a wonderful job with many of the Port printing jobs. Williams added that the newsletter has finally been completed and a handful has been provided in each Commissioner packet.

Public Information Officer Summers Miya provided a quarterly communications update to the Commission.

Miya reminded the Commission of the focus areas and primary activities related to communications:

Focus Areas

- North Horn Rapids
- Vintners Village
- Airports
- STEM tourism

Primary Activities

- Create materials to increase engagement
- Identify and write stories/profiles/success stories about Port district companies/people
- Expand speaking engagements
- Leverage social media
- Explore cross-promotion opportunities with partners
- Increase USS Triton sail tours

Miya provided an update on goals and progress related to focus areas and primary activities, stating that 15 inquiries were received related to North Horn Rapids/Richland Business Park in the second quarter with two for Vintners Village and 21 for airports.

Miya stated that two stories were completed in second quarter, 12 speaking engagements were performed and 203 Triton tours were provided.

Miya highlighted the completed materials and articles written in second quarter, as well as a list of the presentations that were completed and the news releases, newsletter and stories and profiles written.

After wrapping up the quarterly update, Miya provided a review of the recent Robert L. Ferguson community tribute and reminded the Commission that the tenant appreciation BBQ is set to take place on Thursday, August 3.

Miya added that she continues to assist with the facilitation of Clore events, as well as Clore vision planning. Miya added that the date for the 2023 Entrepreneurial Awards has been set and will take place on Tuesday, November 7 at the Holiday Inn Richland on the River.

5. FINANCE DIRECTOR:

Finance Director Jeff Lubeck provided an update on the financial status report, stating that there were no significant changes in June 2023.

Lubeck stated that June cash receipts from the general fund totaled \$919,540, with \$201k in payroll-related costs and \$591k in Accounts Payable (A/P). Lubeck added that there is currently \$102k outstanding in A/P.

Lubeck provided an overview of Accounts Receivable (A/R), with a total of \$563,204 owed, with \$34k being over 90 days past due, which has improved from \$129k past due in May 2023.

Lubeck provided an update on current major financial initiatives, stating that the Port is on track with the Voyager to Intacct integration and only waiting on the vendor to complete automated setup.

Lubeck stated that 2024 budget development has started and has meetings with various teams scheduled throughout July.

Lubeck added that a YTD budget vs. actual report will be provided at the August Commission meeting to allow for more time to prepare, but noted that generally all is proceeding as expected.

Lubeck announced that the WSDOT loan, RR0406 has been fully paid off, noting that this loan was obtained in July 2009, for \$250k, which was part of a \$1.9M project for construction of spur track at the transload facility.

6. PORT ATTORNEY:

Port Attorney David Billetdeaux acknowledged that he received an email from the Horn Rapids Homeowners Association related to the upcoming SR240 rail crossing replacement project, thanks to the work from the communications team.

Billetdeaux provided an update on the Commission room audio visual system and capabilities, pointing out the microphones and large speakers in the corner of the room. Billetdeaux added that he is working on an assessment from Ted Brown, who can then put together a proposal package that makes fiscal sense for the Port and will allow for better audio in the room and for hybrid meetings.

Billetdeaux stated that there has been an uptick of abandoned vehicles port-wide and action is being taken to address the issue.

Billetdeaux stated that he has reserved one item related to railroad for executive session.

7. EXECUTIVE DIRECTOR:

Executive Director Diahann Howard announced that Airport Manager Quentin Wright will be attending a caucus meeting at the Moses Lake airport in August.

Howard stated that the team participated in state auditor's office Lean training over a recent three-day period.

Howard added that she participated in a recent ITAB meeting related to prospective battery and Atlas Agro is moving forward with their geo-tech and cultural work and have standing meetings in place with ITAB.

Howard added that she participated in a recent VERTICAL strategy meeting and has also recently met with Chancellor Haynes from WSU Tri-Cities on the Institute for Energy Futures and has asked how the Port can be supportive and related back to work in North Richland and is in line with advanced manufacturing to keep area workers working.

Howard stated that she attended the recent Port of Pasco BBQ and Department of Energy waste webinar.

Howard added that she participated in an AAPA discussion on real estate and appreciates the comments regarding best practices related to assets.

Howard noted that she continues with "Clore 2.0" visioning and has been in discussion with a private developer, who is creating their own business plan. Howard added that the visioning group has created a mission statement pertaining to the future of Clore.

Howard announced that meetings are scheduled with the City of Richland and the Northwest Seaport Alliance to further advanced discussion related to an inland port.

Howard noted that site visits are scheduled for August regarding long term advanced manufacturing and aviation sustainable fuels.

Howard added that she will be meeting with Joan Giese to discuss WSU Tri-Cities small business development, continued education and workforce training and will also be meeting with Maria Pena of the Small Business Development Council.

Howard stated that VERTICAL, along with TRIDEC, will be meeting with leaders from the Fukushima site to discuss "Clean up to Clean Energy" not only at Hanford, but at Fukushima, as well as other businesses in the area related to clean energy initiatives.

Howard noted that she would like to take the Commission on a maritime hub tour at the August Commission meeting to tour 2579 Stevens Drive, rail and the American Rock site, adding that a Richland Airport tour will be added to the September agenda.

Howard added that she has reserved one item pertaining to real estate for executive session.

J. EXECUTIVE SESSION: The regular Commission meeting was recessed at 9:50 a.m. and an Executive Session was convened at 9:55 a.m. to discuss real estate for 25 minutes. It was noted that if any action was required, we will reconvene the regular meeting and bring forward any item at that time.

K. ADJOURNMENT: The meeting was adjourned at 10:20 a.m. with an announcement that the next regularly scheduled Commission meeting would be held on Wednesday, August 9, 2023, at 8:30 a.m. at the Port of Benton Commission meeting room, located at 3250 Port of Benton Blvd., Richland, Washington.

Lori Stevens
Commission Secretary

**Port of Benton, Benton County, Washington
Voucher Certification and Approval
for the Month of July 2023**

General Expenses

Accounts Payable Warrants #:	81721	-	81864	\$	572,058.35
Electronic Payments:				\$	150,807.97
Total General Expenses				\$	<u>722,866.32</u>

Payroll

Direct Deposit:					
ACH				\$	102,727.90
Electronic Payments:					
IRS Payroll Tax Deposit				\$	38,034.30
Other Payroll Related Payments				\$	56,658.53
Total Payroll				\$	<u>197,420.73</u>
Total General Expenses and Payroll				\$	<u>920,287.05</u>

I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described herein, that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the Port of Benton and that I am authorized to authenticate and certify to said claim.

Attest: _____

Director of Finance/Port Auditor

We, the undersigned Commissioners of the Port of Benton, Benton County, Washington, do hereby certify the following vouchers/warrants have been certified and approved for payment, this the _____ day of _____, 2023.

President

Vice President

Secretary

**Port of Benton, Benton County, Washington
Voucher Certification and Approval
for the Month of July 2023**

General Expenses

Accounts Payable Warrants #: 81721 - 81864 \$ 572,058.35

Electronic Payments: \$ 150,807.97

Total General Expenses \$ 722,866.32

Payroll

Direct Deposit:
ACH \$ 102,727.90

Electronic Payments:
IRS Payroll Tax Deposit \$ 38,034.30
Other Payroll Related Payments \$ 56,658.53

Total Payroll \$ 197,420.73

Total General Expenses and Payroll \$ 920,287.05

I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described herein, that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the Port of Benton and that I am authorized to authenticate and certify to said claim.

Attest:  Director of Finance/Port Auditor

We, the undersigned Commissioners of the Port of Benton, Benton County, Washington, do hereby certify the following vouchers/warrants have been certified and approved for payment, this the _____ day of _____, 2023.

President

Vice President

Secretary

**Jul-23
Cash Disbursements
Batch Totals**

572,058.35 Jul-23
\$ 572,058.35

Electronic Payments - Other Payment

\$ 150,807.97 07/31/23 WASHINTGON STATE DEPT OF REVENUE
\$ 4,845.82 07/26/23 WASHINTGON STATE DEPT OF REVENUE
\$ 150,807.97

IRS Payroll Tax Deposit

\$ 18,002.26 07/21/23 INTERNAL REVENUE SERVICE
\$ 20,032.04 07/07/23 INTERNAL REVENUE SERVICE
\$ 38,034.30

817,559.15 Warrants, ACH, FedTax

Payroll Direct Deposit Net Pay

\$ 49,767.08 07/21/23
\$ 52,960.82 07/07/23
\$ 102,727.90

Other Payroll Related Payments

\$ 4,525.17	07/26/23	DEPT OF RETIREMENT SYSTEMS	DCP 0721223
\$ 2,609.51	07/21/23	EMPLOYMENT SECURITY DEPT	Q2-2023 PFML
\$ 2,300.41	07/21/23	NATIONWIDE RETIREMENT SOLUTION	NW 072123
\$ 3,105.60	07/19/23	WASHINGTON STATE EMPLOYMENT SECURITY DEPT	Q2-2023 SUI
\$ 7,678.99	07/19/23	WASHINGTON STATE DEPT OF LABOR & INDUSTRIES	Q2-2023 LNI
\$ 2,920.26	07/18/23	EMPLOYMENT SECURITY DEPT	Q1-2023 PFML
\$ 24,081.00	07/14/23	DEPT OF RETIREMENT SYSTEMS	PERS 062023
\$ 2,309.47	07/13/23	NATIONWIDE RETIREMENT SOLUTION	NW 070723
\$ 3,534.06	07/13/23	DEPT OF RETIREMENT SYSTEMS	DCP 062323
\$ 3,594.06	07/06/23	DEPT OF RETIREMENT SYSTEMS	DCP 070723
\$ 56,658.53			

920,287.05

Company name: Port of Benton
 Report name: Check register
 Created on: 8/3/2023

Bank	Date	Payee	Document no.	Amount
BCT MAIN - KeyBank National Association	Account no: 6631-6601101			
	7/7/2023	VEN00012--AFLAC	81721	603.11
	7/7/2023	VEN00044--BENTON PUD	81722	76.17
	7/7/2023	VEN00075--CASCADE NATURAL GAS CORP	81723	183.76
	7/7/2023	VEN00551--CASCADE SIGN & FABRICATION	81724	9,234.07
	7/7/2023	VEN00083--CENTURYLINK	81725	329.60
	7/7/2023	VEN00089--CITY OF RICHLAND	81726	2,322.46
	7/7/2023	VEN00105--CONNELL OIL, INC	81727	1,990.74
	7/7/2023	VEN00107--COOK'S ACE HARDWARE	81728	84.72
	7/7/2023	VEN00120--DBT TRANSPORTATION SERVICES I	81729	12,000.00
	7/7/2023	VEN00136--DIGITAL IMAGE TRI-CITIES, INC.	81730	684.82
	7/7/2023	VEN00149--EFC EQUIPMENT FEED PET SUPPLY	81731	39.00
	7/7/2023	VEN00151--ELECTRICAL UNLIMITED, INC	81732	2,426.87
	7/7/2023	VEN00161--EXPRESS SERVICES, INC.	81733	2,094.33
	7/7/2023	VEN00166--FERGUSON ENTERPRISES, INC.	81734	157.51
	7/7/2023	VEN00616--FIBER MARKETING INTERNATIONAL	81735	406.52
	7/7/2023	VEN00656--FOODIES ON THE GO LLC	81736	25.00
	7/7/2023	VEN00009--GEO WAY ACE HARDWARE	81737	66.43
	7/7/2023	VEN00540--GLACIER SUPPLY GROUP, LLC	81738	766.37
	7/7/2023	VEN00419--GRAINGER	81739	215.77
	7/7/2023	VEN00187--GREAT PROSSER BALLOON RALLY	81740	2,500.00
	7/7/2023	VEN00200--HDR ENGINEERING, INC	81741	58.06
	7/7/2023	VEN00653--INLAND NORTHWEST METALLURGI	81742	5,538.78
	7/7/2023	VEN00654--INLAND PORTS AND NAVIGATION (81743	9,000.00
	7/7/2023	VEN00223--JOHNSTONE SUPPLY	81744	558.02
	7/7/2023	VEN00231--KENNEWICK INDUSTRIAL & ELECT	81745	1,023.04
	7/7/2023	VEN00644--LEAF	81746	205.08
	7/7/2023	VEN00380--MCCLATCHY COMPANY	81747	1,099.11
	7/7/2023	VEN00542--MCCORMACK CONSULTING, LLC	81748	31,285.53
	7/7/2023	VEN00258--MOON SECURITY SERVICES, INC	81749	1,544.69
	7/7/2023	VEN00471--OSBORN CONSTRUCTION & DESIG	81750	27,777.20
	7/7/2023	VEN00305--POCKETINET COMMUNICATIONS, I	81751	240.00
	7/7/2023	VEN00497--PRECISION APPROACH ENGINEERII	81752	6,500.00
	7/7/2023	VEN00636--SENSKE LAWN & TREE CARE LLC	81753	7,239.48
	7/7/2023	VEN00655--SNO VALLEY PROCESS SOLUTIONS	81754	1,143.20
	7/7/2023	VEN00649--SWIFT CURRENT, LLC	81755	22,319.95
	7/7/2023	VEN00622--TOTAL ENERGY MANAGEMENT & H	81756	2,298.90
	7/7/2023	VEN00394--TREASURE VALLEY COFFEE	81757	79.63
	7/7/2023	VEN00376--TRI-CITY REGIONAL CHAMBER	81758	30.00
	7/7/2023	VEN00448--YELLOW ROSE NURSERY	81759	204.00
	7/7/2023	VEN00449--ZIPLY FIBER	81760	575.01
	7/7/2023	10031--Lubeck, Jeffrey	81761	1,763.49
	7/7/2023	10026--Stevens, Lori	81762	901.54
	7/17/2023	VEN00657--A & K RAILROAD MATERIALS, INC.	81763	1,299.93
	7/17/2023	VEN00038--BANNER BANK - Credit Card	81764	16,060.76
	7/17/2023	VEN00044--BENTON PUD	81765	2,245.98
	7/17/2023	VEN00290--CI-PW, LLC (Paradise Bottled Water	81766	44.52
	7/17/2023	VEN00077--COLUMBIA BASIN IT	81767	3,606.27
	7/17/2023	VEN00105--CONNELL OIL, INC	81768	1,998.77
	7/17/2023	VEN00107--COOK'S ACE HARDWARE	81769	114.28
	7/17/2023	VEN00108--CORWIN FORD TRI-CITIES	81770	42,820.00
	7/17/2023	VEN00580--DEVIL DOG INSTALLATIONS, LLC	81771	579.39
	7/17/2023	VEN00136--DIGITAL IMAGE TRI-CITIES, INC.	81772	8.70
	7/17/2023	VEN00009--GEO WAY ACE HARDWARE	81773	90.17
	7/17/2023	VEN00540--GLACIER SUPPLY GROUP, LLC	81774	2,374.21

7/26/2023	VEN00161--EXPRESS SERVICES, INC.	81834	2,024.87
7/26/2023	VEN00009--GEO WAY ACE HARDWARE	81835	52.97
7/26/2023	VEN00201--HEALTH CARE AUTHORITY	81836	34,249.78
7/26/2023	VEN00214--IRRIGATION SPECIALISTS, INC	81837	115.54
7/26/2023	VEN00223--JOHNSTONE SUPPLY	81838	603.23
7/26/2023	VEN00240--LIFE FLIGHT NETWORK FOUNDATIO	81839	43.33
7/26/2023	VEN00245--LUKE'S CARPET	81840	744.60
7/26/2023	VEN00490--MARY POTTER	81841	2,250.00
7/26/2023	VEN00253--MINUTEMAN PRESS OF KENNEWIC	81842	47.65
7/26/2023	VEN00261--MP CONSTRUCTION, INC.	81843	1,833.15
7/26/2023	VEN00306--PROMINENCE PUBLIC RELATIONS	81844	4,800.00
7/26/2023	VEN00315--PURCHASE POWER	81845	500.00
7/26/2023	VEN00652--RICHARD RHYNARD	81846	2,250.00
7/26/2023	VEN00464--ROCKABILLY ROASTING CO.	81847	95.00
7/26/2023	VEN00634--SARA MARSHALL	81848	26,026.00
7/26/2023	VEN00636--SENSKE LAWN & TREE CARE LLC	81849	4,226.87
7/26/2023	VEN00365--STRATTON SURVEYING & MAPPING	81850	1,675.00
7/26/2023	VEN00385--THE HOME DEPOT CRC/GECF	81851	2,401.33
7/26/2023	VEN00622--TOTAL ENERGY MANAGEMENT & H	81852	8,967.09
7/26/2023	VEN00512--TRAFFIC MANAGEMENT INC.	81853	2,750.00
7/26/2023	VEN00410--USDA APHIS	81854	3,436.84
7/26/2023	VEN00411--VALLEY PIPE CO.	81855	107.81
7/26/2023	VEN00570--VITAL RECORDS CONTROL	81856	219.47
7/26/2023	VEN00658--WALTER IMPLEMENT, INC	81857	36,414.50
7/26/2023	VEN00440--WASHINGTON PUBLIC PORTS ASSC	81858	1,840.00
7/26/2023	VEN00489--WAYNE POTTER	81859	2,782.23
7/26/2023	VEN00449--ZIPLY FIBER	81860	447.48
7/26/2023	10027--Renz, Elizabeth	81861	950.75
7/26/2023	10026--Stevens, Lori	81862	154.26
7/26/2023	10007--Keck, Roy	81863	2,123.24
7/31/2023	VEN00629--CHICAGO TITLE OF WASHINGTON	81864	5,479.79
7/7/2023	VEN00215--INTERNAL REVENUE SERVICE	7072023	20,032.04
7/21/2023	VEN00215--INTERNAL REVENUE SERVICE	7212023	18,002.26
7/31/2023	VEN00239--WASHINTGON STATE DEPT OF REV	2023-Q2LET	150,807.97
7/26/2023	VEN00239--WASHINTGON STATE DEPT OF REV	B&O06-2023	4,845.82
7/13/2023	VEN00122--DEPT OF RETIREMENT SYSTEMS	DCP062323	3,534.06
7/6/2023	VEN00122--DEPT OF RETIREMENT SYSTEMS	DCP070723	3,594.06
7/26/2023	VEN00122--DEPT OF RETIREMENT SYSTEMS	DCP0721223	4,525.17
7/13/2023	VEN00268--NATIONWIDE RETIREMENT SOLUTI	NW070723	2,309.47
7/21/2023	VEN00268--NATIONWIDE RETIREMENT SOLUTI	NW072123	2,300.41
7/14/2023	VEN00122--DEPT OF RETIREMENT SYSTEMS	PERS062023	24,081.00
7/18/2023	VEN00171--EMPLOYMENT SECURITY DEPT	Q1-22-PFML	2,920.26
7/19/2023	VEN00444--WASHINGTON STATE DEPT OF LAB	Q2-2023LNI	7,678.99
7/19/2023	VEN00443--WASHINGTON STATE EMPLOYMENT	Q2-2023SUI	3,105.60
7/21/2023	VEN00171--EMPLOYMENT SECURITY DEPT	Q2-23-PFML	2,609.51

Total for BCT MAIN

822,404.97

**Port of Benton, Benton County, Washington
Voucher Certification and Approval
for the Month of July 2023**

Project Fund

Accounts Payable Warrants #	900072	-	900081	\$	30,253.92
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Electronic Payments				\$	-
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Total Project Fund Expenses				\$	<u>30,253.92</u>
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Total Project Fund Expenses				\$	<u><u>30,253.92</u></u>
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I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described herein, that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the Port of Benton and that I am authorized to authenticate and certify to said claim.

Attest:



Director of Finance/Port Auditor

We, the undersigned Commissioners of the Port of Benton, Benton County, Washington, do hereby certify the following vouchers/warrants have been certified and approved for payment, this the _____ day of _____, 2023.

President

Vice President

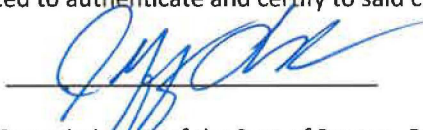
Secretary

**Port of Benton, Benton County, Washington
Voucher Certification and Approval
for the Month of July 2023**

Project Fund					Jul-23 Cash Disbursements Batch Totals		
Accounts Payable Warrants #	900072	-	900081	\$ 30,253.92	30,253.92		Jul-23
					\$ 30,253.92		
Electronic Payments				\$ -		ACH - Payment	
Total Project Fund Expenses				\$ 30,253.92	\$ -		
Total Project Fund Expenses				\$ 30,253.92			

I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described herein, that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the Port of Benton and that I am authorized to authenticate and certify to said claim.

Attest:



Director of Finance/Port Auditor

We, the undersigned Commissioners of the Port of Benton, Benton County, Washington, do hereby certify the following vouchers/warrants have been certified and approved for payment, this the _____ day of _____, 2023.

President

Vice President

Secretary

Company name: Port of Benton
Report name: Check register
Created on: 8/3/2023

Bank	Date	Payee	Document no.	Amount
BCT PROJECT - KeyBank National Associati	Account no: 6634-6601401			
	7/7/2023	VEN00419--GRAINGER	900072	221.21
	7/7/2023	VEN00258--MOON SECURITY SERVICES, INC	900073	9,384.94
	7/17/2023	VEN00038--BANNER BANK - Credit Card	900074	1,785.59
	7/17/2023	VEN00136--DIGITAL IMAGE TRI-CITIES, INC.	900075	440.24
	7/17/2023	VEN00297--PERSONAL TOUCH CLEANING, INC.	900076	245.00
	7/17/2023	VEN00326--RGW ENTERPRISES P.C. INC	900077	2,080.00
	7/19/2023	VEN00519--ARCHITECTS WEST, INC.	900078	3,055.62
	7/26/2023	VEN00519--ARCHITECTS WEST, INC.	900079	9,686.79
	7/26/2023	VEN00038--BANNER BANK - Credit Card	900080	3,067.54
Total for BCT PROJECT				30,253.92

RESOLUTION 23-24
A RESOLUTION OF THE PORT OF BENTON APPOINTING
THE PORT FINANCE DIRECTOR AS THE PORT TREASURER

WHEREAS, pursuant to RCW 53.36.010, the Port Commission of the Port of Benton ("Port Commission") has authority to designate by resolution a person other than the county treasurer who has the experience in financial or fiscal matters as the treasurer of the Port of Benton ("the Port") to act with the same powers and under the same restrictions as provided by law for a county treasurer acting on behalf of a port district; and

WHEREAS, for the last three consecutive years the Port has received annual gross operating revenues of one hundred thousand dollars or more, excluding tax revenue and grants for capital purposes; and

WHEREAS, from time to time, for urgent billing matters, the Port would benefit from holding an account overseen by a Port treasurer, rather than a county treasurer; and

WHEREAS, the County Treasurer will not allow for sending and receiving Automated Clearing House ("ACH") payments, which would be of substantial benefit to the Port's lease tenants, decrease the amount of time to receive lease payments and provide other efficiencies beneficial to the Port's finance department; and

WHEREAS, the Port Commission has determined it would be in the best interests of the Port to appoint a Port Treasurer in addition to the County Treasurer; and

WHEREAS, the Finance Director of the Port has experience in financial and fiscal matters and is duly qualified in all respects to serve as the Port Treasurer; and

WHEREAS, RCW 53.36.010 requires that a port district treasurer appointed by the Port Commission provide a bond with the premium on such bond to be paid by the district; and

WHEREAS, the Port Commission finds it would be in the best interest of the Port to acquire a bond on the Port Treasurer with a surety company authorized to do business in the state of Washington in an amount of \$50,000 to secure the full and faithful performance of the Port Treasurer's duties, and if practicable, the Port Treasurer's bond shall be added to the existing policies now in effect covering employee dishonesty and theft.

NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD OF COMMISSIONERS OF THE PORT OF BENTON, AS FOLLOWS:

1. The Finance Director of the Port is hereby appointed as Port Treasurer to act with the same powers and under the same restrictions as provided by law for a county treasurer acting on behalf of a port district. In the event the Finance Director is unable or unwilling to accept or continue with this appointment, the interim or succeeding Finance Director for the Port shall automatically succeed him/her or as may be

designated by the Commission.

2. The Port staff is directed to forthwith acquire a surety bond with a surety company licensed to do business in the state of Washington securing the full and faithful performance of the duties of the Port Treasurer in the amount of \$50,000.

3. That the Port Treasurer shall perform his/her duties pursuant to statute and pursuant to resolutions of the Port Commission now in effect or hereafter adopted and shall continue in office unless removed by the Port Commission.

ADOPTED by the Port Commission of the Port of Benton at a regular meeting thereof held this _____ day of _____, 2023.

Christy L. Rasmussen, President

Roy D. Keck, Vice President

Lori Stevens, Secretary

RESOLUTION 23-25

A RESOLUTION OF THE PORT OF BENTON COMMISSION AUTHORIZING PROMOTIONAL HOSTING EXPENDITURES, SPECIFYING PROCEDURES THEREFORE AND SUPERSEDING RESOLUTION NUMBERS 67-1, 79-30, AND 82-8

WHEREAS, RCW 53.36.130-150 authorizes port districts to make expenditures for industrial development, trade promotion or promotional hosting; and

WHEREAS, Industrial and trade promotion by the Port of Benton is found and determined to be of benefit to the businesses and citizens of the Port of Benton District;

NOW THEREFORE, BE IT RESOLVED:

1. The Executive Director shall annually submit as a part of the Port's budget, appropriate categories of proposed expenditures covering industrial development, trade promotion, and promotional hosting expenditures. Budget items proposed for promotional hosting shall be limited as provided in RCW 53.36.120-150.

2. In making expenditures for promotional hosting the following shall be observed by Port officials and employees:

(a) Members of the Port Commission, Executive Director, Port Attorney, and the Director of Facilities shall be authorized to make expenditures for promotional hosting subject to the specific and general requirements hereinafter set forth. Authorization for promotional hosting expenditures to be incurred by Port Commissioners shall be incorporated into travel or other related authorizations approved in advance of the expenditure or specifically ratified by the Port Commission.

(b) Reimbursement for promotional hosting expenditures shall be, to the extent feasible, supported by appropriate receipts; shall show the name of the business relationship of each person hosted; and shall, in general terms, identify the purpose of such hosting. All payments and reimbursement shall be identified and supported on vouchers supplied by the Port Auditor.

(c) The approved objects of promotional hosting shall be to allow the Port District official or employee an opportunity to:

1. Promote the use or continued use or increased use of Port services, facilities and properties to an individual or organization; or
2. Individuals or an organization to donate, supply or sell to the Port on advantageous terms, properties, facilities, services, and information needed by the Port to achieve a betterment or of the Port's existing operations, facilities, and services; or

3. Persuade individuals or an organization to purchase, lease, or contract from or with the Port on terms favorable to the Port in order that the Port may enter into transactions for the development, improvement, or use of its properties and facilities in a manner most suitable to serve the best interests of the Port District; or
4. Persuade individuals or an organization to assist the Port in fostering the increased use of its services and facilities by improving transportation schedules, adding to existing transportation services and facilities (e.g., additional hangars, rail terminals, etc), adjusting rates, improving navigation, and generally increasing and improving the scope and efficiency of Port operations so as to contribute to the growth of the Port's business.

(d) As provided in RCW 53.36.140, reimbursement vouchers by Port officials and employees for promotional hosting expenditures shall be paid only if approved by the Port Commission. All beneficiaries of promotional hosting expenditures by officials or employees of the Port shall be reasonably capable of influencing or controlling decisions with respect to the subject matters hereinabove mentioned, and the amount of each expenditure shall be reasonable and appropriate in relation to the particular purpose of the pertinent promotional hosting. Contractors or consultants who are engaged in promotional hosting with funds received from the Port shall be subject to the requirements of this Resolution.

(e) No reimbursement or other expenditure shall be made pursuant to this resolution:

- (1) For purposes not reasonably related in nature and amount to the improvement of the Port operations, pursuit of the Port's mission and statutory authority or acquiring additional business or otherwise increasing and improving the scope and efficiency of Port operations; or
- (2) For the promotion of transactions prohibited under the conflict-of-interest statute, Chapter 42.23 RCW; or
- (3) For the obtaining of a benefit for the Port from an individual or an organization which is already legally, contractually or otherwise obligated to furnish that benefit to the Port.

(f) The Port Auditor shall periodically, as requested by the Port Commission, prepare summary reports of expenditures made for promotional hosting purposes so that the Commission can review the broad policies encompassed within this resolution.

3. The Port District shall follow the rules and definitions promulgated by the State Auditor pursuant to RCW 53.36.150. The schedule of illustrative guidelines for promotional hosting expenditures attached hereto as Exhibit A shall be circulated among all Port officers and employees authorized to make expenditures for promotional hosting.

4. Resolution Numbers. 67-1, 79-30, and 82-8 are hereby superseded by this Resolution.

ADOPTED by the Port Commission of the Port of Benton at a regular meeting thereof held this _____ day of _____, 2023.

Christy L. Rasmussen, President

Roy D. Keck, Vice President

Lori Stevens, Secretary

EXHIBIT A
PORT OF BENTON PROMOTIONAL HOSTING EXPENDITURES

- Defined:** Meals, beverages, entertainment and similar costs associated with hosting others, including club memberships maintained primarily for promotional hosting purposes.
- Objective:** To afford Port District officials or employees the opportunity to sell or persuade individuals or organizations who are reasonably capable of influencing or controlling decisions relative to the following purposes:

PURPOSE	HOSTED	EXAMPLES
To promote the use, continued use, or increased use of existing port properties, facilities, and services by the person being hosted beyond the uses which are legally, contractually, or otherwise required.	Existing or potential customers, including tenants or users.	Agents and representatives of railroad companies, brokers, importers, exporters, stevedoring companies, Army and Navy transportation companies, etc.
To acquire, develop, or improve Port properties, facilities, and services, on the best available terms	Those who sell or donate funds, properties, facilities, and services to the Port.	Properly owners, agents, vendors, suppliers, contractors service companies not under contract, companies, consultants, public agencies, etc.
To improve the efficiency and effectiveness of the total Port operations, thereby contributing to the growth of the port business.	Those capable of assisting the Port in improving the efficiency and effectiveness of the total Port operations, including those who provide advice and technical information not under contract.	Labor Union representatives, professional service organizations, associations where Port membership is maintained, national or international Port officials, other pertinent business, public officials, etc.

- Limitations:** Each promotional private business hosting shall be limited by the customary standards of appropriateness in nature and reasonableness in amount in relation to the intended benefits to be derived. For example, promotional hosting for the benefit of a spouse or other member of the family of a Port officer or employee is proper only in exceptional circumstances, such as where appropriate for the entertainment of the spouse or other member of the family accompanying an individual to whom the Port's promotional hosting is primarily directed. In addition, each promotional hosting expenditure shall be limited by the following express requirements of Resolution No. 23-25 that no reimbursement or other expenditure shall be made pursuant to this resolution:

- (1) for purposes not reasonably related in nature and amount to acquiring additional business or otherwise increasing and improving the scope and efficiency of Port operations; and/or
- (2) for the promotion of transactions prohibited under the conflict-of-interest statute, 42.23 RCW, and/or
- (3) for the obtaining of a benefit for the Port from an individual or an organization that does not exceed or expand upon that which is already legally, contractually, or otherwise obligated to furnish that benefit to the Port.

RESOLUTION 23-26
**RESOLUTION ADOPTING AMENDMENT OF THE INTERLOCAL
COOPERATION AGREEMENT AND BYLAWS OF THE
BENTON-FRANKLIN COUNCIL OF GOVERNMENTS**

WHEREAS, Pursuant to Revised Code of Washington (RCW) Chapter 36, Laws of 1959, as amended (RCW 36.70.060) and Chapter 84, Laws of 1965, Extraordinary Session, (RCW 36.64.080), ***the Port of Benton*** is by Interlocal Agreement, a member of the regional agency known as the Benton-Franklin Council of Governments; and

WHEREAS, the Board of the Benton-Franklin Council of Governments (BFCOG) determined that amendments made to the Interlocal Cooperative Agreement and Bylaws documents amended September 18, 2020, required review and revision to rectify inconsistencies prudent to ensure organizational effectiveness; and

WHEREAS, on May 19, 2023, the BFCOG Board adopted the amended documents **Interlocal Cooperation Agreement of the Benton-Franklin Council of Government**, and **Bylaws of the Benton-Franklin Council of Governments**, as a total and complete replacement for all previous Interlocal Agreements and Bylaws of BFCOG, by the process outlined in the previously adopted Bylaws; and

NOW THEREFORE BE IT RESOLVED that the governing body of ***the Port of Benton*** hereby authorizes the execution and ratification of these documents as attached hereto.

ADOPTED by the Port Commission of the Port of Benton at a regular meeting thereof held this _____ day of _____, 2023.

Christy L. Rasmussen, President

Roy D. Keck, Vice President

Lori Stevens, Secretary



BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

RESOLUTION 03-23

A RESOLUTION OF THE BOARD OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS (BFCOG) ADOPTION OF UPDATED ORGANIZATION BYLAWS

WHEREAS, the Benton-Franklin Council of Governments (BFCOG), by Interlocal Agreement with its member jurisdictions, shall adopt Bylaws to carry out the purposes set forth in that Interlocal Agreement; AND

WHEREAS, the Benton-Franklin Council of Governments (BFCOG) operates under the Bylaws of the Benton-Franklin Council of Governments as amended September 18, 2020, in which Article 10 – Amendments, indicates the process by which Bylaws of the organization may be amended, repealed, or altered in whole or in part; AND

WHEREAS, the Board by Resolution 08-21, A Resolution of the Board of the Benton-Franklin Council of Governments Authorizing Bylaws Review, directed the formation of a Bylaws Review Committee recognizing that the current Bylaws amendments “were made expeditiously to meet Federal requirement” and that “a review of the Bylaws is necessary for the purpose of rectifying inconsistencies and is prudent to ensure organizational effectiveness”; AND

WHEREAS, a comprehensive set of Bylaws has been developed in cooperation between staff and the BFCOG Board, which rectifies identified inconsistencies and improves organizational effectiveness; AND

WHEREAS, this comprehensive set of Bylaws has been reviewed by the BFCOG Bylaws Committee, the BFCOG Executive Committee, and the state and federal program officers of stakeholder agencies; NOW THEREFORE

BE IT RESOLVED that the Board of the Benton-Franklin Council of Governments hereby adopts the attached updated Bylaws of the Benton-Franklin Council of Governments (Exhibit 1); AND

BE IT FURTHER RESOLVED that the Board of BFCOG now authorizes the Executive Director to provide these Bylaws to all member jurisdictions and necessary stakeholders on behalf of the organization.

ADOPTED by the Benton-Franklin Council of Governments Board by affirmative vote at the regularly scheduled Board meeting held on the 19th day of May 2023.

By: ; and
BRAD PECK, Chair

By: 
NICHOLAS (SKIP) NOVAKOVICH, Vice Chair

BYLAWS OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

(As a total and complete Replacement for all previous Bylaws Documents)

ARTICLE I

NAME and TERM

The name of this Agency shall be The Benton-Franklin Council of Governments, and it is referred to in these Bylaws as the "COG."

ARTICLE II

AREA SERVED

Benton and Franklin Counties of the State of Washington, and for the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future by the US Census and designated by the Federal Highway Administration of the US Department of Transportation.

ARTICLE III

ORGANIZATION

SECTION 1. ORGANIZATION: The Benton-Franklin Council of Governments (COG) is organized under the Interlocal Cooperation Act (RCW 39.34) and other federal and state laws as:

1. a **Council of Governments** (RCW 36.64.080);
2. a **Regional Planning Commission** (RCW 36.70.060);
3. a **Metropolitan Planning Organization** (MPO) (23 CFR Part 450.310(b)) designated by agreement between the Washington State Governor and local governments;
4. a **Transportation Management Area** (TMA) (23 CFR Part 450.310(c)) designated by the Secretary of the US Department of Transportation;
5. a **Regional Transportation Planning Organization** (RTPO) (RCW 47.80.020) and;
6. an **Economic Development District** (EDD) promulgated by the Economic Development Administration of the US Department of Commerce under authority granted by the Public Works and Economic Development Act of 1965. (40 USC Subtitle V)

The COG is the designated Metropolitan Planning Organization/Transportation Management Area for the Tri-Cities Urbanized Area as determined by the US Census and defined by the Federal Highway Administration of the US Department of Transportation, and the Regional Transportation Planning Organization as designated by the Washington State Department of Transportation (WSDOT).

The COG is the designated Economic Development District of Benton and Franklin counties as specified by the Economic Development Administration of the United States Department of Commerce.

Separate Interlocal Agreements further establish relationships between the COG and other jurisdictional partners.

ARTICLE IV

PURPOSE

SECTION 1: PRIMARY PURPOSES:

1. As a COUNCIL OF GOVERNMENTS, the COG exists to study regional and governmental problems of mutual interest and concern, and to formulate recommendations for review and action by member jurisdiction's legislative bodies. Pursuant to the Interlocal Cooperation Act (RCW 39.34) and the Interlocal Agreement entered into between member jurisdictions, the COG may also serve as a lead agency in providing programs that serve the mutual interest of member jurisdictions.
2. As a REGIONAL PLANNING AGENCY, the primary purpose is to initiate regional planning programs, accept grants in aid, receive state and federal funds for planning, and to further planning programs for the Benton-Franklin metropolitan area. As such, the COG has accepted state and federal designations supporting this primary purpose.
 - a. METROPOLITAN PLANNING ORGANIZATION/TRANSPORTATION MANAGEMENT AREA (MPO/TMA): The COG is responsible for MPO/TMA and RTPPO activities in Benton, Franklin, and the Burbank area of Walla Walla Counties. As such, the COG Board of Directors serves as both the governing Board and the Transportation Policy Board of the MPO/TMA. (See ARTICLE X. Metropolitan Planning Organization)
 - b. REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO): The COG is responsible for MPO/TMA and RTPO activities in Benton, Franklin, and the Burbank area of Walla Walla Counties. As such, the COG Board of Directors serves as both the governing Board and the Transportation Policy Board of the RTPO. (See ARTICLE XI. Regional Transportation Planning Organization)
 - c. ECONOMIC DEVELOPMENT DISTRICT (EDD): The COG is responsible for the EDD activities in Benton and Franklin Counties. As such, the BCOG Board serves as the governing Board of the EDD, acting on recommendations from the Economic Development District Advisory Committee per CFR 2018 Title 13 Volume 1 Section 304.2(c). (See ARTICLE XII. Economic Development District)

SECTION 2. SECONDARY PURPOSE:

1. The COG may provide administrative support and oversight to other local government entities and special districts. These other entities shall be governed per their own governing documents and be charged a fee for any services provided by the Benton-Franklin Council of Governments.
2. The COG may also provide various other administrative and planning assistance as requested by local government entities on a mutually agreed upon fee for services basis.

ARTICLE V

MEMBERSHIP ELIGIBILITY

SECTION 1. REGULAR MEMBERSHIP:

1. General Units of Government or Special Units of Government (such as school districts, public utility districts, and port districts) located within the COG's planning area of Benton and Franklin Counties of the State of Washington are eligible for Regular Membership in the COG; however, small cities with a population of less than 2,500, as determined by the Washington Office of Financial Management (OFM), are only eligible for Associate Membership.
2. Membership is established through acceptance of the Interlocal Agreement creating the COG and these Bylaws by the Jurisdiction's governing body.
3. Should a Native American tribe possess any trust land or reservation land located within the defined boundaries served by the COG, then such tribe shall be offered Regular Membership.
4. The Delegates of Regular Members shall occupy seats on the COG Board of Directors.

SECTION 2. VOTING RIGHTS: Regular Members each have the right to cast one vote on all matters coming to the Board for action.

1. In order to comply with RCW 47.80 and 23 CFR 450.310(d)(3), the COG as the designated MPO and RTPPO for the Tri-Cities Urbanized Area, will grant Ex Officio membership and the right to designate one Delegate representative to vote on any MPO/RTPPO matter coming to the COG Board for action to entities who are not Regular Members of the COG but require such rights. Currently, this includes:
 - a. Walla Walla County
 - b. Washington State Department of Transportation South Central Region

These Bylaws may be amended as provided in Article XVI of these Bylaws to accommodate other qualified Regular Members and different allocations of voting rights.

SECTION 3. ASSOCIATE MEMBERSHIP: Associate Members are authorized and shall be subject to annual dues in an amount to be determined annually by the Board. Associate Members are non-voting members of the organization. Community organizations and public agencies ineligible for Regular Membership in the COG may petition for Associate Membership. Associate Membership is granted upon application approval by the Board and payment of annual dues. Associate Members' Representatives are not eligible to be officers or voting Board members of the COG. They may participate as non-voting members of committees and may contract with BFCOG for technical assistance at a rate determined by the Board. An Associate Member representative may be appointed as a voting committee member by the Board Chair when deemed appropriate.

SECTION 4. EX OFFICIO MEMBERSHIP:

Ex Officio Membership may be granted upon approval of the Board to representatives of any regional, state, or federal agency representative at the Board's discretion or as required by regional, state, or federal program guidance.

SECTION 5. ALLOCATION OF COSTS, ASSESSMENTS, AND DUES:

1. Regular Members of the COG shall contribute to the expense of the COG by Assessment in amounts as established annually by the Board and agreed to by participating jurisdictions under the Budgetary laws as outlined in the Revised Code of Washington.

- a. Assessments for Regular Members, established annually by the Board, will be such that they ensure adequate operations of the COG and include funds necessary to meet matching requirements for federal or state programs approved by the Board.
 - b. Assessments for Regular Members will be assessed on a per capita ratio or other equitable assessment established by Board resolution.
 - c. Any Regular Member with Assessments outstanding after 120 days will automatically revert to non-voting Associate Member status until Dues are paid current.
2. Associate Members, while not contributing to the pro-rated expenses of the COG, shall be charged membership Dues which shall be established annually by Board at the same time as the Regular Members' contributions are established.
 3. The COG shall provide notice of annual Assessments and Dues for the upcoming fiscal year to all Members no later than November 1st of the current year, with payment due by February 15th of the new calendar year.
 4. The Board may also establish a Fee for Services schedule to be applied to services requested of the COG by individual Members or other organizations.
 5. The Board may also approve a Special or Emergency Assessment to Regular Members beyond the annual Assessment at any period if deemed necessary.

SECTION 6. ACTIVE MEMBER and MEMBER IN GOOD STANDING: An Active Member shall mean any Regular Member whose Delegate (primary or alternate) has been present for the immediate past three (3) consecutive Regular COG Board meetings. A Member in Good Standing shall mean a Regular or Associate Member whose Dues or Assessments are paid current with the COG.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. PURPOSE, POWERS, and DUTIES: The COG shall be managed by a Board of Directors and is referred to in these Bylaws as the "Board." The Board has a general power and fiduciary responsibility to:

1. Formulate and set the policy for the operation of the COG;
2. Control and direct the affairs, funds, and property of the COG;
3. Be responsible for the COG's finances;
4. Set the amount of member dues, fees for service, and annual assessments;
5. Enter into contracts necessary to accomplish COG goals;
6. Disburse the COG's monies and dispose of its property in fulfillment of the COG's purpose;
7. Hire an Executive Director to manage the day-to-day operations as necessary to conduct the affairs of the COG and to evaluate the Executive Director's performance. The Board may delegate to the Executive Director through a Board-approved Delegation

of Authority document certain specific general powers and fiduciary responsibilities as the Board deems appropriate and in the best interest of the COG mission;

8. Adopt plans and act upon matters not formally delegated to the Executive Director; provided, however, the Board shall not permit any part of any assets or capital of the COG to inure to the benefit of any employee or private individual; and
9. Assure that the COG always operates under the guidelines of Title VI, ADA, and all other civil rights requirements imposed by local, state, and federal laws while providing opportunities for public involvement and participation.

SECTION 2. REPRESENTATION: The Board shall be comprised of Delegates representing Regular Members.

1. Each Regular Member shall be officially represented by one Delegate to the Board who is authorized to act on the Regular Member's behalf on any matter before the COG.
2. Each Regular Member shall designate and provide notice to the COG no later than February 28th of each year of the names and titles of one Primary Delegate and one Alternate Delegate who, in the absence of the Primary Delegate, is also authorized to act on the Regular Member's behalf on any matter which comes before the COG.
3. Primary and Alternate Delegates of Regular Member jurisdictions governed by an elected body must be elected officials of that governing body.
4. Primary Delegates of Regular Member jurisdictions governed by an appointed governing body shall be the chief executive officer of the jurisdiction, and the Alternate Delegate may be either a designated senior staff member or an appointed member of the jurisdiction's governing body.
5. Should it become necessary for a Regular Member to replace an appointed primary or alternate Delegate after their annual appointment, such member shall notify the COG of their appointment of a new Delegate before the next regularly scheduled COG Board meeting.

SECTION 3. TERM OF OFFICE: Delegates shall serve on the Board for such period as determined by their respective jurisdictional governing body.

SECTION 4. RESPONSIBILITIES: Board members will commit themselves to all Board responsibilities prescribed in these Bylaws and comply with all local, state, and federal laws.

1. Board members shall notify the Executive Director to request an excused absence and will coordinate participation by their designated alternate in such case.
2. Board members will advise the Executive Director of any issues of concern or particular interest to such members.
3. No member shall speak or act for the Board without the prior authorization of the Board.

SECTION 5. COMPENSATION: No member of the Board shall receive compensation for their services as a member of the Board. The Board may authorize reasonable reimbursement of expenses to any Board member for actual costs incurred when representing the COG officially to the extent the Board may deem appropriate.

SECTION 6. INVOLVEMENT IN CONTRACTS AND SERVICES: Nothing herein shall preclude a Board member from serving the COG in any other capacity and receiving reasonable

compensation for such service. However, should any Board member have a personal financial interest either directly or indirectly in any contract, transaction, or issue relating to the operations of the COG, the Board member must ensure that they comply with the COG's Procurement Policy and with all applicable conflict of interest and related provisions of federal and state law. Any Board member performing services unrelated to their duties as a Board member shall not request compensation for their services above their standard charges for the same or similar services assessed to others.

SECTION 7. CONFLICT OF INTEREST: Following Washington's Code of Ethics for Municipal Officers, Board members may not engage in any act that conflicts with properly discharging their official duties. Such conflicts of interest include but are not limited to holding a financial interest in a matter before the Board. In the event of a conflict of interest, a Board member must identify the conflict and recuse themselves from voting or taking any other action on the matter. Board members are bound by and shall comply with RCW 42.23, as amended. They shall not use their position on the Board for personal gain. Even where no conflict of interest exists under law, Board members are encouraged to disclose contacts or exposure they have had regarding a matter before the Board and recuse themselves from voting on measures relating to such a matter when they believe that such contact would prevent them from giving the action fair consideration or would injure the credibility of the Board.

SECTION 8. PERSONAL LIABILITY: No Board member or any uncompensated officer of the COG shall be personally liable to the COG or its members, if any, for monetary damages for conduct as a Board member or uncompensated Officer provided that this Article shall not eliminate the liability of a Board member or uncompensated Officer for any act or omission occurring before the date when this Article becomes effective and for any action or omission for which elimination of liability is not permitted under the RCWs of the State of Washington. Any Board member or uncompensated Officer shall be entitled to indemnification for any expenses or liability incurred in their capacity as a Board member or uncompensated Officer as provided by the laws of the State of Washington under which the COG is governed. The COG will maintain such officers and directors' liability insurance as recommended to provide adequate protection against liability.

SECTION 9. REMOVAL OF BOARD MEMBER: If an appointed Board member Delegate and Alternate of the same jurisdiction is absent for three (3) consecutive meetings, the Executive Director will notify the jurisdiction, and the jurisdiction will be invited to appoint another representative and delegate as necessary.

SECTION 10. MEMBER RESIGNATION: Should any Regular Member withdraw their membership relationship in the COG, that member's Delegate to the Board shall be deemed to have resigned effective as of the withdrawal date.

ARTICLE VII

OFFICERS

SECTION 1. PRINCIPAL OFFICERS: The principal officers of the COG shall be a Chair and a Vice Chair and are referred to in these Bylaws as "Officer/s." All Officers shall be elected to office at the Annual Meeting or at a meeting designated by the Board from among the Board members elected or appointed to the Executive Committee.

SECTION 2. DUTIES and POWERS: Each Officer shall perform the duties and exercise the powers usually attendant to their respective offices, including those duties stated in these Bylaws and such additional powers and duties as may be prescribed by the Board by resolution.

SECTION 3. ELECTION, ELIGIBILITY, and TERM OF OFFICE: The Officers of the COG shall be elected at the Annual Meeting or a designated meeting for such purpose.

1. The Board shall elect Officers from the Board members elected or appointed to the Executive Committee. The Chair shall call for and accept Officer nominations from the selected Executive Committee representatives.
2. To be eligible for election as an Officer, nominees must be the Primary Delegate representing a Regular member jurisdiction in Good Standing and have served on the Board for at least one year.
3. The newly elected Officers shall take office at the close of the meeting at which they were elected.
4. Officers shall be elected to serve a one-year term. They shall hold office until their successor has been elected, except in the case of death, resignation, or removal as provided in these Bylaws or the special provisions provided in Section 4 of this Article.

SECTION 4. OFFICE HOLDING LIMITATIONS:

1. No Board member shall hold more than one office at a time.
2. No Board member may serve in any one officer position for more than two consecutive terms; however
3. If no person is qualified or willing to assume an officer position at the end of the term of a current officer, as prescribed by these Bylaws, and the person currently serving in that officer position is willing to continue serving until another member of the Executive Committee becomes qualified and is willing to serve, the term limits for the Officer currently serving as written in Article VI, Section 3 of these Bylaws and Section 3 of this Article, may be suspended for the good of the COG by a two-thirds majority vote of the Board members to allow the Officer currently serving to continue to serve in that capacity as needed, or for a period not to exceed one year. Should this special provision be enacted, it will be the responsibility of the Board to ensure that another of their members becomes qualified and is willing to serve as quickly as possible, but in no event shall this take more than one year.

SECTION 5. REMOVAL OF OFFICERS: Any Officer may be removed for just cause at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Board membership.

SECTION 6. RESIGNATION OF OFFICERS: Any Officer may resign by giving written notice to the Board Chair or Vice Chair. Unless some measure prevents otherwise, the Board shall vote to accept such resignation at the next regularly scheduled Board meeting effective as to the date of the request.

SECTION 7. OFFICER VACANCIES: Vacancies among Officers, however arising, shall be filled by a majority vote of the Board members present at any regular or special meetings of the Board at which a quorum is present or by enacting the special provision provided for in Section 4 of this Article. The Board member filling the vacated officer position will fill that position for the remaining term of the Officer who left.

SECTION 8. CHAIR:

1. The Chair shall serve as Board and Executive Committee Chair, presiding over all Board and Executive Committee meetings.
2. The Chair will do and perform all acts incident to the office of the Chair, including the execution of all instruments on behalf of the COG, such as contracts, agreements, and other documents for which the Chair's signature is necessary or desirable.
3. The Chair shall officially represent the COG before other groups and agencies.
4. The Chair shall have such additional powers and duties as may be assigned to the Chair by resolution of the Board.
5. Unless otherwise provided for in these Bylaws, the Chair shall recommend for Board approval the establishment of committees, the chairperson, and the members for each committee. The Chair will also be an ex officio, non-voting member of each committee.

SECTION 9. VICE-CHAIR:

1. In the absence of the Chair, the Vice Chair shall exercise the powers and perform the Chair's duties.
2. The Vice-Chair shall assist the Chair, have other powers, and perform other duties designated by the Chair or the Board.

ARTICLE VIII

BOARD OF DIRECTORS MEETINGS

SECTION 1: SPECIFIC MEETING REQUIREMENTS:

1. All meetings of the Board and Committees shall provide for public access, participation, and inclusivity unless SECTION 7 of this Article takes effect.
2. Meetings will be held in locations that comply with the American Disability Act (ADA), the Title VI of the Civil Rights Act of 1964, and the Open Public Meeting Act (OPMA) of the State of Washington, as currently amended.
3. To ensure appropriate notice, public involvement, and effective regional decision-making, all meetings and notices will comply with the OPMA requirements.

SECTION 2. ANNUAL MEETING: An Annual Meeting of the Board shall be held on such date as may be fixed by the Board, generally in December. The Annual Meeting may be combined with a regular meeting of the Board. The primary purpose of the Annual Meeting shall be for the election of officers, committee appointments, and to receive annual reports of officers, the Executive Director, and other appropriate staff members designated by the Executive Director. The program agenda and arrangements for the Annual Meeting shall be under the control and direction of the Chair with assistance from the Executive Director.

SECTION 3. REGULAR MEETINGS: Regular meetings of the Board may be held on dates and frequency as fixed from time to time by the Board. Meetings may be held anywhere designated by the Board, with proper notice given to all serving Board members and the public. A list of regular meeting dates for the succeeding calendar year shall be published and adopted at a meeting before the end of each calendar year.

SECTION 4. SPECIAL MEETINGS: Special meetings of the Board may be called at any time by the Chair or at the request of at least three (3) of the Regular Members in Good Standing. The purpose of the Special Meeting, date, time, and location shall be stated in the call for the meeting, providing at least twenty-four (24) hours advance notice to all Board members and the public.

SECTION 5. WORKSHOP MEETINGS: The Board may meet in workshop sessions to review and discuss current or proposed matters, including receiving information from Staff or others. No official final Board action shall be allowed at a workshop.

SECTION 6. EXECUTIVE SESSIONS: The Board may enter an Executive Session at any time during a regular or special meeting and shall convene and conduct such sessions in conformance with all applicable RCWs and all requirements of the Open Public Meeting Act as currently amended.

1. The Board may only discuss in executive session matters allowed by current RCWs and all other applicable laws.
2. No participant in an Executive Session shall disclose to any person the content or substance of any discussion which took place during said Executive Session.
3. The Board may take no action in an Executive Session.
4. Before convening an Executive Session, the Chair shall publicly announce the purpose of the Executive Session, citing applicable RCWs allowing for the Executive Session, announce who, in addition to Board members, will be invited to attend the Executive Session, announce whether a Board action will be taken once the meeting is reconvened, and the anticipated time the Executive Session will be concluded.
5. The announced time limit for an Executive Session may be extended by an announcement from the Chair to all meeting attendees excluded from the Executive Session. The Executive Session may be extended to a stated date and time by the Chair's announcement in an open session.

SECTION 7. VIRTUAL MEETING PARTICIPATION: Unless otherwise required by law to conduct meetings in person, at the discretion of the Board, the COG may conduct meetings in person, entirely virtual, or as a hybrid with both in-person and virtual participation. A Board member, alternate, staff member, or member of the public may virtually participate in a virtually enabled meeting so long as all attending may simultaneously hear each other and participate during the meeting, and proper accommodations for public attendance are provided to the extent reasonably possible.

1. Participation of Board members by such means shall constitute presence in person at a meeting to establish a quorum, vote, and other purposes.
2. Except as otherwise provided in these Bylaws or as prescribed by the Open Public Meetings Act of the State of Washington as currently amended or other applicable state and federal laws, meetings of the Board or any committee may be conducted through the use of the Internet or telephonic meeting services as approved by the Chair that supports audio and visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permit the retrieval of) text of pending motions, and showing the results of votes, and shall at all times provide for public accessibility and participation.

3. Virtual or hybrid meetings may be available if deemed appropriate, and technology and location allow for such.
4. Fully virtual or hybrid meetings of the Board shall be subject to all rules adopted by the Board to govern them, which may include reasonable limitations on and requirements for Board member participation. Any such rules adopted by the Board shall supersede any conflicting rules in parliamentary authority but may not otherwise conflict with or alter any rule or decision of the COG.
5. Any anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.
6. Names of all Board members participating in the meeting by virtual means must be announced, and their presence must be noted in the meeting minutes.

SECTION 8. NOTICE OF MEETINGS:

1. ANNUAL OR REGULAR MEETINGS. Written notice of the time and place of the Annual and Regular meetings shall be sent to each Board member in the care of the last known location of the business, residence, or contact address of the Board member at least seven (7) days, but not more than twenty-one (21) days, before the date of such Meeting and may be sent by electronic mail (Email) or first-class mail.
2. SPECIAL MEETINGS. Written notice of a Special meeting shall be made to each Board member in the care of the last known place of business, residence, or contact address of the Board member at least twenty-four (24) hours in advance of the Special Meeting and may be sent by electronic mail (Email) or first-class mail.
3. Any meeting may be recessed, continued, or adjourned from time to time without additional notice provided proper notice was given for the original Meeting.

SECTION 9. QUORUM: Unless otherwise provided in these Bylaws or required by law, the presence of a majority of the Delegates of Regular Members of the COG in good standing shall constitute a quorum for the transaction of any business before any meeting of the COG. In the absence of a quorum, a majority of the Board members present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members if at least a majority of the required quorum for such a meeting approves any action taken.

SECTION 10. VOTING: At any Board meeting at which a quorum is present, each Board member present shall be entitled to one vote and, except as otherwise provided by law or these Bylaws, the act of a majority of the Board members shall be considered the act of all of the Board. Only Regular Members in Good Standing retain the right to vote. Associate Members, Special Members, and Ex-Officio Members shall not have the right to vote except those specifically designated elsewhere in these bylaws. (See ARTICLE II - MEMBERSHIP, Section 2 Voting Rights, a.)

SECTION 11. OPEN MEETINGS AND PUBLIC PARTICIPATION: All Board meetings shall be held in facilities available to the public meeting all required provisions of Title VI of the Civil Rights Act of 1964 (Title VI) and the Americans with Disabilities Act (ADA), and will encourage public comments, suggestions, and assistance so long as such comments, advice, and assistance comply with the furtherance of the COG missions and purposes.

1. Board meeting agendas will include an item for public comment.
2. If a member of the public wishes to comment, they will need to be recognized by the Chair. They will be asked to state their name for the record, limit their remarks to three minutes unless granted additional time by the Chair, and deliver their comments courteously and efficiently directed to the Chair.
3. Board members will not be expected to engage in conversations with the public but may refer appropriate questions to staff and direct staff to follow up to provide answers. If action is required or has been requested, the Chair may have the request placed on a future agenda for action or investigation and a report.

SECTION 12. PROXIES: The COG does not authorize proxy voting at any board or committee meeting.

ARTICLE IX COMMITTEES

SECTION 1. STANDING COMMITTEES: The COG will have the following standing committees, the members of which will be elected at the Annual Meeting each year:

1. EXECUTIVE COMMITTEE

Additional standing committees in support of the COG's roles as an MPO, RTP, and EDD are referenced in their respective Articles within these Bylaws. All standing committees shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy that outlines the committee's purpose, composition, quorum, leadership, authority, and functions.

SECTION 2. ADDITIONAL COMMITTEES: The Board may, at any Board meeting, designate additional standing committees, ad hoc committees, and special committees of the Board. The Board may appoint advisory committees and honorary groups and set committee terms and expectations.

SECTION 3. COMMITTEE MEMBERSHIP:

1. Unless otherwise provided for in these Bylaws, a Board-adopted Committee Policy, or requirements mandated by any Washington State or Federal designation assumed by the COG, the Board Chair shall recommend for Board approval the establishment of committees, the means of appointing or selecting a chairperson, and the members for each committee from among the Delegates of Regular Members in Good Standing. Each committee shall consist of at least three members, at least one of whom shall be a voting Board member representing a Regular Member in Good Standing.
2. Unless otherwise provided for in these Bylaws or by the laws of the State of Washington, any committee designated by the Board may include as full voting members of such committee, persons regardless of whether they are Board members or Officers of the COG, as the Board shall determine.
3. Each such committee shall have powers to the extent delegated to it by the Board via resolution and by the laws of the State of Washington.

4. Each committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or any member of the Board.
5. At the discretion of the Board, at least one member of the COG staff may be appointed as an ex officio, non-voting, participating member of each Board committee.

SECTION 4. EXECUTIVE COMMITTEE:

1. **MEMBERSHIP.** The Executive Committee shall consist of five (5) members representing the following COG member sub-categories:
 - a. COUNTY REPRESENTATIVE
 - b. LARGE CITY REPRESENTATIVE (over 20,000 population)
 - c. SMALL CITY REPRESENTATIVE (under 20,000 population)
 - d. PORT DISTRICT REPRESENTATIVE
 - e. TRANSIT AGENCY REPRESENTATIVE
2. **SELECTION.** Each member sub-category representative to the Executive Committee will be selected by the members of that sub-category at their discretion by either election or consensus. Should any sub-category member not agree with the appointment method, they may request a dispute resolution process. If a resolution cannot be reached, the Board has the authority to select the Representative by a vote of the entire Board. In the event there is not a Delegate from the member sub-category able or willing to serve as the Executive Committee Representative, the sub-category members may request that the Board elect an At Large Representative to serve as their Representative.
3. **PURPOSE.** The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as provided by law, these Bylaws, or by Board resolution.
4. **POWER.** The Executive Committee shall have the power to take all required and necessary action on behalf of the Board between regularly scheduled Board meetings on issues and concerns requiring immediate attention. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to revision, alteration, change, or ratification by the Board. Actions that do not allow for revision, alternation, or change shall only be undertaken only by Board action. No action of the Executive Committee shall conflict with action taken by the Board.
5. **QUORUM.** The presence of a simple majority of the members of the Executive Committee then serving in office, including either the Chair or Vice-Chair, shall be necessary to constitute a quorum. The act of a majority of the Executive Committee members present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee.
6. **RECORDS.** The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Directors.

SECTION 5. MEETINGS OF COMMITTEES:

1. Unless otherwise provided for in these Bylaws or a Board-adopted Committee Policy, the Committee Chair shall schedule the time, date, location, and number of regular meetings it will hold each year as necessary to accomplish the mission for which each committee was established.
2. Unless otherwise provided for in these Bylaws or a Board adopted Committee Policy, a majority of the members then serving on a committee constitutes a quorum for the Meeting of the committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee.
3. Meetings of all Committees shall be held in locations that comply with the American Disability Act, Title VI of the Civil Rights Act of 1964, and the Open Public Meeting Act of the State of Washington as currently amended. All Committee meetings shall provide for public access, participation, and inclusivity.

SECTION 6. TERM LIMITS: No person shall serve as committee chair for more than two consecutive one-year terms. Following a one-year absence, that person may be reappointed as Chair of the same committee. All committee appointments expire on December 31st of the year for which the appointment is made.

ARTICLE X

BENTON-FRANKLIN METROPOLITAN PLANNING ORGANIZATION

SECTION 1. ORGANIZATION: BFCOG, designated by agreement between the Washington State Governor and the local governments of Benton and Franklin Counties as the Metropolitan Planning Organization (MPO) for the Tri-Cities Urbanized Area. The MPO has further been designated as a Transportation Management Area (TMA) by the Secretary of the US Department of Transportation, based on an urbanized area with a population of over 200,000 as defined by the Bureau of the Census.

SECTION 2. PURPOSE: BFCOG, serving as the MPO/TMA, implements metropolitan planning functions for the Tri-Cities Urbanized Area as outlined in 23 USC 134, 49 USC 5303, 23 CFR Parts 450 and 50, and 40 CFR Part 613 as currently adopted or hereafter amended which outline the following duties:

1. All activities incidental, necessary, convenient, or expedient for maintaining continuing, cooperative, and coordinated transportation plans for Benton County, Franklin County, and the Burbank area of Walla Walla County;
2. Prioritizing and selecting federally funded projects;
3. Responsibilities for all duties required by current and future federal, state, and local transportation planning and coordination laws, in addition to all other applicable federal transportation legislation;
4. Responsibilities for federal and state Clean Air and Growth Management Act requirements; and
5. Responsibilities for the accomplishment of all other duties and requirements that Federal laws may, from time to time, require the laws of the State of Washington and any regional or local applicable laws.

SECTION 3. MEMBERSHIP/VOTING RIGHTS: 23 CFR 450.310(d)(1) stipulates each MPO that serves as a designated TMA shall consist of:

- (i) Local elected officials;
- (ii) Officials of public agencies that administer or operate major modes of transportation in the metropolitan area, including representation by providers of public transportation; and
- (iii) Appropriate State officials.

In accordance with 23 CFR 450.310(d)(3)(i), these bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the MPO/TMA.

In accordance with 23 CFR 450.310(d)(3)(iii), these bylaws further designate that specific entities requiring voting rights will be granted Ex Officio Membership in the COG (Article V. Membership (2)(a) Voting Rights) and are granted the right to appoint one Delegate representative to vote on any MPO/RTPO matter coming to the Council for action. This includes:

- a. Washington State Department of Transportation South Central Region
- b. Any public agency that administers or operates major modes of transportation in the Tri-Cities Urbanized area that is not a Regular Member of the COG by Interlocal Agreement

SECTION 4. BOARD OF DIRECTORS/OFFICERS: These bylaws designate the Board (Article VI. Board of Directors), and its Officers (Article VII. Officers) also serve simultaneously as the BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board).

SECTION 5. DUES ASSESSMENT: COG Regular Members commit to providing any matching funds required for Federal MPO/TMA program participation approved by the Board via annual assessment.

SECTION 6. STANDING COMMITTEES:

BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPB):

MEMBERSHIP: The composition of the BFTPB shall remain consistent with federal and state law as currently adopted or amended. If such state or federal laws change, the composition of the BFTPB will automatically be adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

PURPOSE: To ensure that metropolitan and regional transportation planning is conducted in a coordinated process that minimizes unnecessary duplication of work and oversight, the MPO and RTPO Transportation Policy Boards have been combined into the BFTPB. In addition to governing the metropolitan and regional transportation planning processes, the BFTPB is also charged with allocating the combination of federal, state, and local funds to the numerous projects in the Transportation Improvement Program (TIP).

TECHNICAL ADVISORY COMMITTEE:

MEMBERSHIP: The Technical Advisory Committee (TAC) shall consist of professional and technical planners, engineers, similar disciplines, and other appropriate employees of COG

Regular Members that create the MPO/RTPO and other designated agencies as determined by the Board and in compliance with Federal and State guidance.

At the discretion of the BFTPb, the TAC may be convened in sub-committees to ensure appropriate expertise and guidance based on the nature of the MPO/RTPO's planning and programmatic activities.

PURPOSE: At the direction of the BFTPb, the TAC works in an advisory capacity on technical matters relating to transportation planning and programming. The guidance provided by the TAC is intended to help the Board understand complex engineering and planning concepts and to provide advisory recommendations on how Board decisions on projects and programs of a technical nature are likely to impact local and regional constituencies.

SECTION 8. MISCELLANEOUS: Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin Metropolitan Planning Organization.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and Title VI of the Civil Rights Act of 1965.

ARTICLE XI

BENTON-FRANKLIN-WALLA WALLA

REGIONAL TRANSPORTATION PLANNING ORGANIZATION

SECTION 1. ORGANIZATION: Under RCW 47.80.20 Regional Transportation Planning Organizations (RTPO) authorized, BFCOG has been designated as the lead planning agency for the Benton-Franklin-Walla Walla RTPO. By interlocal agreement, a Walla Walla Sub-RTPO was created, with Walla Walla Valley MPO serving as its lead agency and assuming all RTPO duties and responsibilities for Walla Walla County.

SECTION 2. PURPOSE: Per RCW 47.80.10, the legislature finds that while the transportation system in Washington is owned and operated by numerous public jurisdictions, it should function as one interconnected and coordinated system. Transportation planning, at all jurisdictional levels, should be coordinated with local comprehensive plans. Further, local jurisdictions and the state should cooperate to achieve statewide and local transportation goals. To facilitate this coordination and cooperation among state and local jurisdictions, the legislature declares it to be in the state's interest to establish a coordinated planning program for regional transportation systems and facilities throughout the state.

RCW 47.80.023 outlines the following RTPO duties:

1. Prepare and periodically update a transportation strategy for the region. The strategy shall serve as a guide in preparing the regional transportation plan.
2. Prepare a regional transportation plan outlined in RCW 47.80.030 consistent with countywide planning policies if such has been adopted under chapter 36.70A RCW, with county, city, and town comprehensive plans and state transportation plans.
3. Certify that the transportation elements of comprehensive plans adopted by counties, cities, and towns within the region reflect the guidelines and principles developed under

RCW 47.80.026, are consistent with the adopted regional transportation plan, and, where appropriate, conform with the requirements of RCW 36.70A.070.

4. Where appropriate, certify that countywide planning policies adopted under RCW 36.70A.210 and the adopted regional transportation plan are consistent.
5. Develop, in cooperation with the Department of Transportation, public transportation services operators, and local governments within the region. This six-year regional transportation improvement program proposes regionally significant transportation projects, programs, and transportation demand management measures.
6. Include specific opportunities and projects to advance special needs coordinated transportation, as defined in *RCW 47.06B.012, in the coordinated transit-human services transportation plan, after providing an opportunity for public comment.
7. Designate a lead planning agency to coordinate the preparation of the regional transportation plan and fulfill the other responsibilities of the organization. The lead planning agency may be a regional organization, a component county, city, or town agency, or the appropriate Washington state department of the transportation district office.
8. Review the level of service methodologies used by cities and counties planning under chapter 36.70A RCW to promote a consistent regional evaluation of transportation facilities and corridors.
9. Work with cities, counties, transit agencies, the department of transportation, and others to develop level-of-service standards or alternative transportation performance measures.

SECTION 3. MEMBERSHIP/VOTING RIGHTS:

1. To ensure consistency between the MPO/RTPO, these Bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the MPO/RTPO.
2. In accordance with RCW 47.80, as currently adopted or amended, these bylaws further designate that specific entities requiring voting rights will be granted Ex Officio Membership in the COG (Article V. Membership (2)(a) Voting Rights) and are granted the right to appoint one Delegate representative to vote on any RTPO matter coming to the Council for action. This includes:
 - a. Washington State Department of Transportation South Central Region
3. Under RCW 47.80.040, as currently adopted or amended, any members of the Washington State House of Representatives or Senate whose district is wholly or partly within the boundaries of the COG planning area boundary are granted Ex Officio, non-voting membership in the COG and the Transportation Policy Board by the COG's designation as RTPO.

SECTION 4. BOARD OF DIRECTORS/OFFICERS: These bylaws designate the COG Board (Article VI. Board of Directors), and its Officers (Article VII. Officers) also serve simultaneously as the BENTON-FRANKLIN TRANSPORTATION POLICY BOARD. (Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board)

SECTION 5. DUES ASSESSMENTS:

Regular Members commit to meet any matching funds required for State RTPPO program participation approved by the Board via annual assessment.

SECTION 7. STANDING COMMITTEES

BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPB): Acting as the Transportation Policy Board, the COG Board, plus the designated representatives from WSDOT and Walla Walla County, have the authority to conduct the RTPPO functions outlined in RCW 47.80 and WAC 468-86, as currently adopted, or hereafter amended. The composition of the Transportation Policy Board shall remain consistent with federal and state law as presently adopted or amended. If such state or federal laws change, the composition of the Transportation Policy Board will be automatically adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

SECTION 8. MISCELLANEOUS

Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin-Walla Walla Regional Transportation Planning Organization.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all ADA and Title VI requirements.

ARTICLE XII

BENTON-FRANKLIN ECONOMIC DEVELOPMENT DISTRICT

SECTION 1. ORGANIZATION: The COG is the designated Economic Development District of Benton and Franklin counties as specified by the United States Department of Commerce Economic Development Administration. The Benton-Franklin Economic Development District (BFEDD) is a distinct and separate entity operated by the COG, as promulgated by the Economic Development Administration of the US Department of Commerce under authority granted by the Public Works and Economic Development Act of 1965.

SECTION 2. PURPOSE: The BFEDD Economic Planning Program helps lead a locally based, regionally driven economic development planning process that leverages the involvement of the public, private, and non-profit sectors to establish a strategic blueprint (Comprehensive Economic Development Strategy - CEDS) for regional collaboration to guide economic prosperity and resiliency for the Benton-Franklin area. Additionally, the BFEDD may engage in other approved programs that align with the goals of the Public Works Economic Development Act of 1965 (PWEDA).

SECTION 3. MEMBERSHIP:

1. To ensure consistency, these bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the BFEDD.
2. Community organizations and public agencies ineligible for Regular Membership in the COG, whose interests and mission align with those of the BFEDD, may petition for Associate Membership. Associate Membership is granted upon application approval by the Board of Directors and payment of annual dues.

SECTION 4. BOARD OF DIRECTORS: These Bylaws designate the Board (Article VI. Board of Directors) and its Officers (Article VII. Officers) also serve simultaneously as the governing body of the Benton-Franklin Economic Development District.

1. As the BFEDD governing body, the Board is responsible for all actions and activities of an Economic Development District as specified by the Economic Development Administration of the United States Department of Commerce per CFR 2018 Title 13 Volume 1 Part 304 Economic Development Districts.
2. The Board acts on recommendations from the Economic Development District Advisory Committee, ensuring compliance with CFR 2018 Title 13 Volume 1 Part 304.2(c).

SECTION 4. VOTING RIGHTS: Representatives of Associate Members are not eligible to be officers or voting Board members of the COG but may be appointed voting members of committees and may also contract with the COG for technical assistance at the prevailing rate.

SECTION 5. DUES ASSESSMENTS:

1. Regular Members commit to meet any matching funds required for Federal or State EDD program participation approved by the Board via annual assessment.
2. Associate Members are authorized and shall be subject to annual dues in an amount to be determined annually by the Board.

SECTION 6. MEETINGS: At its sole discretion, the Board may conduct business for the BFEDD as part of any scheduled COG meeting or convene a separate meeting of the BFEDD.

Following CFR 2018 Title 13 Volume 1 Section 304.2(4)(i), public meetings where the business of the BFEDD is conducted must be held at least twice per calendar year.

SECTION 7. STANDING COMMITTEES

ECONOMIC DEVELOPMENT DISTRICT ADVISORY COMMITTEE (EDDAC):

MEMBERSHIP: The Economic Development District Advisory Committee (EDDAC) is appointed by the COG Board and is comprised of community stakeholders broadly representative of the principal economic interests of the Benton-Franklin region.

PURPOSE:

1. The EDDAC will provide advisory recommendations and advice on how the EDD can help lead a locally-based, regionally-driven economic development planning process involving active participation from the private sector, public officials, non-profit organizations, educational institutions, and private citizens.
2. The EDDAC will also serve as the Comprehensive Economic Development Strategy (CEDS) Committee, ensuring the creation of a CEDS to guide economic prosperity and resilience in the region.
3. The EDDAC will advise the COG, as the EDD governing board, on decisions related to projects and programs under the EDD.

SECTION 8. ADDITIONAL COMMITTEES:

REGIONAL REVOLVING LOAN FUND COMMITTEE (RRLFC):

MEMBERSHIP: The RRLFC will comprise a maximum of twelve members appointed by the Board. The three participating communities (Richland, Kennewick, and Pasco) and the two

counties will each appoint one designated primary representative and one alternate. The Board will appoint six (6) members-at-large; three (3) of whom will be selected for their commercial lending experience/legal acumen and experience, and three of whom will have small business ownership/management experience.

PURPOSE: The RRLFC's purpose is to provide oversight and direction to the revolving loan fund program administered by the COG. The primary function shall be to make recommendations to the Board regarding the following:

1. After Review, Recommend Loan Applications for Approval
2. Decision to call due, delinquent loans.
3. Decision to liquidate assets held as fund collateral.
4. Procedural changes in day-to-day fund operations and paperwork.

SECTION 9. MISCELLANEOUS: Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin Economic Development District.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and Title VI of the Civil Rights Act of 1965.

ARTICLE XIII

MISCELLANEOUS

SECTION 1. FISCAL YEAR: The fiscal year of the COG shall begin on January 1st and end on December 31st of each year.

SECTION 2. FISCAL PROCEDURES: The COG shall maintain fiscal records and accounts consistent with the procedures established by the Auditor of the State of Washington as they are presented in the Budgeting, Accounting, Reporting System (BARS) Manual and under the accounting rules prescribed for and applicable to, counties (RCW Chapter 36).

1. Non-salary expenditures of the COG shall be made by warrant, based upon a voucher summary bearing the signature of the Executive Director and at least two officers of the COG.
2. Salary and related expenditures shall be made by warrant, based upon a payroll voucher bearing the signature of the Executive Director.
3. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the COG. The Board shall determine who shall be authorized on the COG's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

SECTION 3. CONTRACTS AND CONTRACTUAL SERVICES: The Board may authorize the COG to enter into any contract or reasonable agreement with a private or corporate individual, a private firm or association, the Federal government, the State of Washington, or any other governmental jurisdictions necessary to execute the designated organizational purposes described in these Bylaws. The Board, except as otherwise provided in these bylaws, may

authorize any officer or officers, agent or agents, in the name of and on behalf of the COG to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the COG by any contract or engagement or to pledge its credit or to render it financially liable in any amount for any purpose.

SECTION 4. LOANS: The Board may authorize loans to be contracted on behalf of the COG as determined necessary by resolution of the Board.

SECTION 5. CHECKS, DRAFTS, ETC: All checks, drafts, and other orders for the payment of money out of the funds of the COG, and all notes or other evidence of indebtedness of the COG, shall be signed on behalf of the COG in such manner as determined by resolution of the Board.

SECTION 6. DEPOSITS: All funds of the COG not otherwise employed shall be deposited to the credit of the COG in such banks, trust companies, or other depositories as the Board may select.

SECTION 7. SEVERABILITY: Should any of the covenants, terms, or provisions imposed in these Bylaws be or become unenforceable at law or in equity, the remaining provisions of these Bylaws shall, nevertheless, be and remain in full force and effect.

ARTICLE XIV INDEMNIFICATION

The COG may indemnify any current or former member of the Board, any current or former member of the Executive Committee, any current or former uncompensated Officer, any other Board member, Officer, or former Board member or Officer, their heirs or assigns, for any judgments, settlement amounts, attorney's fees and litigation expenses incurred by them because of their having been made a party to litigation due to their current or former capacity as a member of the Executive Committee, member of the Board of Directors or current or former Board member or Officer of the COG. The provisions of ARTICLE VI, SECTION 8 also apply to this Article where those provisions are not repetitive or contradictory.

1. The COG may advance expenses where appropriate. Payment of indemnification must be reported at the Board's next regular Meeting.
2. The provisions of this section apply to any cause of action arising before the adoption of these Bylaws.
3. The indemnification rights set forth herein are not exclusive.
4. An Executive Committee member or Board of Director member is not entitled to indemnification if the COG itself brings the cause of action against an Executive Committee member or Board of Director member or if it is determined in judgment that the Executive Committee member or Board of Director member was derelict in the performance of their duties or had reason to believe their action was unlawful.
5. No Executive Committee member or Board of Director member, or any uncompensated Officer of the COG shall be personally liable to the COG for monetary damages for conduct as an Executive Committee member or Board of Director member, or uncompensated Officer provided that this Article shall not eliminate the liability of an Executive Committee member, Board of Director member, or uncompensated Officer for

any act or omission occurring before the date when this Article becomes effective and for any act of omission for which elimination of liability is not permitted under the laws of the State of Washington as well as all local and federal applicable laws.

ARTICLE XV

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the COG in all cases in which they are applicable and in which they are inconsistent with these Bylaws and any special rules of order the COG may adopt.

ARTICLE XVI

AMENDMENT OF BYLAWS

These Bylaws may be amended, modified, or replaced in whole or part by an affirmative vote of two-thirds of Regular Members in Good Standing of the Board at any Regular or Special meeting. Written notice of any proposed amendment or modification shall be given to all voting Board members at least ten (10) days before the Meeting at which the proposed amendment or modification is voted upon.

ADOPTION

These Bylaws were adopted as a total revision to and replacement of all previously existing Bylaws and amendments by the Benton-Franklin Council of Governments Board of Directors at their Meeting on the 19th day of May 2023 by BFCOG Resolution 03-23.



Brad Peck, Board Chair



Skip Novakovich, Board Vice-Chair



BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

RESOLUTION 05-23

A RESOLUTION OF THE BOARD OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS (BFCOG) ADOPTING STANDING COMMITTEE POLICIES

WHEREAS, the Benton-Franklin Council of Governments (BFCOG) operates under the Bylaws of the Benton-Franklin Council of Governments as amended May 19, 2023, which outline the powers of the Board of Directors to manage the business affairs of the COG; AND

WHEREAS, the Bylaws, Article IX Committees, Section 1. Standing Committees identify the following standing committees for BFCOG: Executive Committee and Nominating Committee; AND

WHEREAS, the BFCOG Board of Directors serves simultaneously as the governing body of the Benton-Franklin Metropolitan Planning Organization as the Transportation Policy Board, and the Benton-Franklin Economic Development District; AND

WHEREAS, the Bylaws, Article X Benton-Franklin Metropolitan Planning Organization, Section 6. Standing Committees identify the following standing committee: Technical Advisory Committee; AND

WHEREAS, the Bylaws, Article XII Benton-Franklin Economic Development District, Section 7. Standing Committees identify the following standing committee: Economic Development Advisory Committee; AND

WHEREAS, the aforementioned Bylaws, Article IX Committees, Section 1. Standing Committees states, "All standing committees will have a Board-adopted Committee Policy outlining the committee's purpose, composition, quorum, leadership, authority, and functions."

WHEREAS, the Executive Director, the Executive Committee, the Bylaws Committee, and the TAC have collaborated in drafting and reviewing these referenced policies; AND

NOW THEREFORE BE IT RESOLVED that the Board of the Benton-Franklin Council of Governments hereby adopts the attached Standing Committee Policies:

- BFCOG Executive Committee Policy & Delegation of Authority
- BFCOG Transportation Policy Board Committee Policy
- BFCOG MPO/RTPO Technical Advisory Committee Policy
- BFCOG Economic Development District Advisory Committee Policy

ADOPTED by the Benton-Franklin Council of Governments Board by affirmative vote at the regular scheduled Board meeting held on the 19th day of May 2023.

By: ; and
BRAD PECK, Chair

By: 
NICHOLAS (SKIP) NOVAKOVICH, Vice Chair

BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

587 Stevens Drive • P.O. Box 217 • Richland, WA 99352 • (509) 943-9185
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BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

Exhibits:

1. BFCOG Executive Committee Policy & Delegation of Authority
2. BFCOG Transportation Policy Board Committee Policy
3. BFCOG MPO/RTPO Technical Advisory Committee Policy
4. BFCOG Economic Development District Advisory Committee Policy

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BFCOG STANDING COMMITTEE POLICY & DELEGATION OF AUTHORITY FOR THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Policy Number: ##

Authority: Executive Director

Adopted: May 19, 2023, Resolution 05-23

Reviewed:

Updated:

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that the COG will have a standing Executive Committee, which will be elected at the Annual Meeting each year.

This committee “shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.”

1.1 PURPOSE

The Executive Committee of the Board of Directors is referred to in this policy as the “Executive Committee.” *The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as otherwise by law, these Bylaws, or by Board resolution. **

1.2 COMPOSITION

- A. The Executive Committee shall consist of five (5) members representing the following COG member sub-categories:
 - a. COUNTY REPRESENTATIVE
 - b. LARGE CITY REPRESENTATIVE (over 20,000 population)
 - c. SMALL CITY REPRESENTATIVE (under 20,000 population)
 - d. PORT DISTRICT REPRESENTATIVE
 - e. TRANSIT AGENCY REPRESENTATIVE
- B. The Executive Director is a non-voting participant in Executive Committee meetings; however, may be excluded from meetings at the Chair’s determination.

1.3 QUORUM

The presence of a majority of the members of the Executive Committee then serving in office, including either the Chair or Vice-Chair, shall be necessary to constitute a quorum. The act of a majority of the members of the Executive Committee present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee. *

1.4 LEADERSHIP

The Board Chair shall serve as Chair of the Executive Committee. *

1.5 DELEGATED AUTHORITY

- A. The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as provided by law, these Bylaws, or by Board resolution. *
- B. The Executive Committee shall have the power to take all required and necessary action on behalf of the Board between regularly scheduled Board meetings on issues and concerns requiring immediate attention. *
- C. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to revision, alteration, change, or ratification by the Board.*
- D. The Executive Committee shall have the authority to act upon routine matters of an executive or administrative nature without ratification, providing that all agency-wide policy and legislative matters shall be approved or ratified by the Board.
- E. The Executive committee is empowered to review and make recommendations to the Board in all COG matters.

1.6 LIMITATION OF AUTHORITY

- A. Actions that do not allow for revision, alternation, or change shall only be undertaken only by Board action.*
- B. No acts of the Executive Committee shall conflict with action taken by the Board. *
- C. The Executive Committee shall not exercise authority or responsibilities concerning MPO/RTPO functions and powers, which shall be the responsibility of the Transportation Policy Board.
- D. Unless otherwise provided for in this Policy, the functions, and operations of all BFCOG committees are defined in the BFCOG Bylaws.

* See **BFCOG Bylaws, Article IX - Committees, Section 4 – Executive Committee**

2.0 PROCEDURE

2.1 SELECTION

Each member sub-category representative to the Executive Committee will be selected by the members of that sub-category at their discretion by either election or consensus. Should any sub-category member not agree with the appointment method, they may request a dispute resolution process. If a resolution cannot be reached, the Board has the authority to select the Representative by a vote of the entire Board. In the event there is not a Delegate from the member sub-category able or willing to serve as the Executive Committee Representative, the sub-category members may request that the Board elect an At Large Representative to serve as their Representative.

2.2 ELECTION OF OFFICERS

The Board shall elect Officers from the Board members elected or appointed to the Executive Committee. The Chair shall call for and accept Officer nominations from the selected Executive Committee representatives. *

To be eligible for election as a Board Officer, a Board Member must be a Primary Delegate of a Regular Member in Good Standing. *

Elections will be held by ballot with one vote per Regular Board member. **(BFCOG Bylaws, Article VII - Officers, Section 3 – Election, Eligibility & Term of Office)**

2.3 MEETINGS

The Committee will meet monthly to transact the business of a routine nature on behalf of the organization. The Committee may meet at other times as deemed necessary by the Chair.

2.4 PARTICIPATION

Meetings of the Executive Committee are open to any member of the Board; however, voting will be limited to the Executive Committee members exclusively.

2.5 VOTING AND MEETING CONDUCT

Each member of the Executive Committee shall be entitled to one (1) vote on any matter that comes before the Committee. A vote of the majority of the quorum present at any meeting of the Committee is required to decide any question.

2.6 MINUTES

The Board Chair will ensure that minutes of Executive Committee meetings are kept and presented to the Board at their next regularly scheduled meeting.

2.7 ANTICIPATED ACTIONS

The internal administration items below are anticipated to be procedurally handled by the Executive Committee on behalf of the Board:

A. ADMINISTRATION AND OPERATIONS

1. All matters relating to fiscal policy, organization, re-organization, or public policy, as distinguished from matters of internal administration, shall be processed through the Executive Committee for their review and recommendation to the Board.
2. Review all proposed programs or projects submitted to the COG for comment and recommendations.
3. Approve all programmatic reporting and actions of a routine nature, including Transportation Improvement Program amendments.

B. EMPLOYEE ADMINISTRATION

1. Direct oversight and evaluation of the performance and duties of the Executive Director.
2. Direct staff activities as appropriate through the Executive Director.
3. Approve the annual staffing plan.
4. Approve staffing changes not expressly delegated to the Executive Director, including addition or reduction of staff positions, compensation ranges, and employee benefits within the currently adopted annual budget.

C. CONTRACTS AND AGREEMENTS

1. Accept and authorize contracts and contract revisions in line with the annual budget and the COG's work program, including allocating revenue made available through new or revised contracts.
2. Approve submission of grant funding applications by staff.

D. POLICIES AND PROCEDURES

1. Authorization to approve policies and procedures of an administrative and operational nature.
2. Review governance policies for recommendation to the Board for adoption by resolution.

E. FISCAL AUTHORITY

1. Review the proposed annual budget, direct the Executive Director on necessary adjustments, and make the final recommendation to the Board.
2. Approve routine revisions to any budget category within the adopted budget so long as the individual expenditure and revenue revisions are in keeping with the overall work program of the COG.
3. Review and approve COG financial reports.
4. Approve vouchers and warrant registers.
5. Provide the Board with recommended member dues and assessments for the following year by considering all relevant circumstances, including a review of the proposed draft budget for the next fiscal year, the amount of reserves on hand, the COG's Work Plan for the current and projected next fiscal year, and the anticipated receipts from all funding sources including grants.
6. Assure compliance with all receipt and allocation of funds according to Washington State law, Federal law, and requirements of all funding agencies.

BFCOG STANDING COMMITTEE POLICY
METROPOLITAN PLANNING ORGANIZATION (MPO) &
REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO)
BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPB)

Policy Number: ##

Authority: Executive Director
Adopted: May 19, 2023, Resolution 05-23
Reviewed:
Updated:

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that this committee *“shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.”*

**** BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board**

1.1 PURPOSE

- A. The Benton-Franklin Transportation Policy Board (BFTPB) is referred to in this policy as the “BFTPB.” *To ensure that metropolitan and regional transportation planning is conducted in a coordinated process that minimizes unnecessary duplication of work and oversight, the MPO and RTPO Transportation Policy Boards have been combined into the BFTPB. In addition to governing the metropolitan and regional transportation planning processes, the BFTPB is also charged with allocating the combination of federal, state, and local funds to the numerous projects in the Transportation Improvement Program (TIP).***

1.2 COMPOSITION

- A. Per **BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board (BFTPB)**; the BFCOG Board serves simultaneously as the Benton-Franklin Transportation Policy Board.
- B. The composition of the BFTPB shall remain consistent with federal and state law as currently adopted or amended. If such state or federal laws change, the composition of the BFTPB will automatically be adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

1.3 LIMITATION OF AUTHORITY

- A. Unless otherwise provided for in this Policy, the authority of the BFTPb is limited to governance matters of the MPO/RTPO.

1.4 FUNCTIONS

- A. Unless otherwise provided for in this Policy, the functions and operations of all BFCOG committees are defined in the BFCOG Bylaws.

2.0 PROCEDURE

2.1 MEETINGS

- A. The BFTPb will conduct business as part of scheduled COG Meetings.
- B. If necessary, the Board may convene a meeting specifically to conduct business as the BFTPb.

2.3 PARTICIPATION

Meetings of the BFTPb are open to the public. Public participation will be up to the discretion of the Chair.

2.5 MINUTES

The committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or by any Board member.

BFCOG STANDING COMMITTEE POLICY
METROPOLITAN PLANNING ORGANIZATION (MPO) &
REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO)
TECHNICAL ADVISORY COMMITTEE (TAC)

Policy Number: ##

Authority: Executive Director
Adopted: May 19, 2023, Resolution 05-23
Reviewed:
Updated:

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that this committee “*shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.*”

**** BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Technical Advisory Committee**

1.1 PURPOSE

- A. The MPO/RTPO Technical Advisory Committee (TAC) is referred to in this policy as the “TAC.” *At the direction of the Benton-Franklin Transportation Policy Board (BFTPb)*, the TAC works in an advisory capacity on technical transportation planning matters. The advice provided by the TAC is intended to help the Board understand complex engineering and planning concepts and to advise how potential Board decisions on projects and programs of a technical nature are likely to impact local and regional constituencies.***
- B. *The TAC may be convened in sub-committees to ensure appropriate expertise and guidance based on the nature of the MPO/RTPO’s planning and programmatic activities.***

***Per BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board (BFTPb);** the BFCOG Board serves simultaneously as the Benton-Franklin Transportation Policy Board.

1.2 COMPOSITION

- A. *The Technical Advisory Committee (TAC) shall consist of professional and technical planners, engineers, or similar disciplines, and other appropriate employees of COG Regular Members that create the MPO/RTPO and other designated agencies as determined by the BFTPb and in compliance with Federal and State guidance.***

- B. The TAC shall be composed of appointed representatives from COG Regular Members that comprise the MPO/RTPO and non-voting advisors from designated public agencies, local governments, or major employers.
- C. The COG Regular Members that comprise the MPO/RTPO may each appoint two (2) representatives to the TAC; one (1) with responsibility for comprehensive planning and one (1) with responsibility for the operation, control, development, or improvement of the transportation or transit system.
- D. Appointed representatives to the TAC must be technically qualified and employed by that agency, department, or division for planning, engineering, and/or administration purposes. If a COG Regular Member is not of a size that has separate staff functions for planning and public works, they may request to either have a single individual serve in both capacities or request to be represented by a contracted agency (e.g., engineering firm).
- E. In compliance with RCW 47.80 and 23 CFR 450.310(d)(3), the Washington State Department of Transportation South Central Region may appoint two (2) people to the TAC; one (1) with responsibility for comprehensive planning and one (1) with responsibility for the operation, control, development or improvement of the transportation or transit system.
- F. Each COG Regular Member shall designate and provide notice to the COG by December 15th of each year of the names and titles of their TAC representative(s).
- G. At the discretion of the BFTPb, Non-voting staff advisors representing transportation and regional planning interests, public agencies, local governments, or major employers who are not COG Regular Members may be invited to appoint a TAC representative(s). These may include but are not limited to:
 - a. School District Transportation Departments
 - b. Department of Energy, Hanford Operations
 - c. Local Airport/Rail Infrastructure Interests
 - d. Other Major Employers
 - e. Walla-Walla MPO
- H. Alternate representatives may be designated to act on behalf of the represented agency members when necessary.
- I. TAC representatives serve at the pleasure of their respective governing bodies or agencies.
- J. A list of the membership of the TAC shall be maintained and updated by the MPO.
- K. The MPO Deputy Director and COG Executive Director are non-voting members of the TAC.

1.3 QUORUM

The presence of one appointed representative from a majority of the COG Regular Member jurisdictions at a TAC or TAC sub-committee meeting will constitute a quorum.

1.4 LEADERSHIP

The TAC membership shall elect a TAC Chair and two Vice-Chairs.

1.5 FUNCTIONS

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and the Title VI of the Civil Rights Act of 1965.

The functions of the TAC shall include, but are not limited to, the following:

- A. Educate and brief their BFTPB member counterpart
- B. Provide a continuing forum for collaboration with local, state, and federal agencies involved in the transportation planning process.
- C. Provide a forum for sharing transportation information that can be used and coordinated with other planning efforts.
- D. Provide a forum for developing, discussing, and exchanging best practices utilized in transportation planning, including new techniques, technology, or methods.
- E. Promote communication and coordination among members to identify and resolve common transportation-related problems and concerns.
- F. Review and provide advice concerning transportation studies, reports, plans, amendments, or programs.
- G. Make priority recommendations to the MPO/RTPO based on the agreed-upon transportation needs of the area.

1.6 LIMITATION OF AUTHORITY

Unless otherwise provided for in this Policy, all BFCOG committees' functions and operations are defined in the BFCOG Bylaws.

2.0 PROCEDURE

2.1 ELECTION OF OFFICERS

- A. A Chair and two Vice-Chairs, one for each sub-committee of the TAC, shall be elected at the first regularly scheduled meeting of the calendar year and shall serve for that calendar year or until the next election is held.
- B. Any Regular Member may nominate or be nominated as Chair or a Vice-Chair. All elections shall be by the majority vote of the Regular Members present.
- C. The Chair shall preside over all full TAC meetings and shall be responsible for the conduct at meetings. In the absence of the Chair, the Vice-Chair shall have and exercise the duties and powers of the Chair.
- D. Any vacancy in office created by resignation or replacement of the Chair or Vice-Chair by the appointing agency shall be filled by a majority vote of members present at the next

regularly scheduled meeting. The new officeholder will serve the remainder of the unexpired term of the vacant office.

2.2 MEETINGS

- A. The TAC, as a whole or by sub-committee, will meet monthly, unless due to a lack of agenda items, but not less than quarterly. The MPO staff will determine the meeting date, time, and frequency based on planning and program advisory needs. Unless otherwise required by law to conduct meetings in person, the MPO staff and TAC Chair, in coordination, may conduct TAC meetings in person, entirely virtual, or as a hybrid within-person and virtual participation.
- B. Sub-committees of the TAC will be convened by COG staff to support the planning processes of the MPO/RTPO, including:
 - i. Transportation Technical Advisory Sub-committee (TTASC)
 - ii. Planning Technical Advisory Sub-Committee (PTASC)
- B. All MPO/RTPO items of business must be vetted through the TAC before being presented to the BFTPb for consideration.

2.3 PARTICIPATION

All TAC meetings shall be held in facilities available to the public meeting all required provisions of Title VI of the Civil Rights Act of 1964 (Title VI) and the Americans with Disabilities Act (ADA) and will encourage public comments so long as such comments comply with the furtherance of the TAC Committee mission and purpose. TAC meeting agendas will include an item for public comment. If a member of the public wishes to comment, they will need to be recognized by the Chair. They will be asked to state their name for the record, limit their remarks to three minutes unless granted additional time by the Chair, and deliver their comments courteously and efficiently directed to the Chair.

2.4 VOTING AND MEETING CONDUCT

- A. The TAC will work by consensus when providing advice to the BFTPb. If an agreement cannot be reached, the TAC Chair may call for a vote of the Committee.
 - i. When the TAC is convened as a whole, each COG Regular Member shall be entitled to one (1) vote on any matter before the Committee, even if that Regular Member has two appointed TAC representatives.
 - ii. When a TAC sub-committee is convened, the appropriate COG Regular Member TAC representative (Planning or Transportation) shall be entitled to one (1) vote on any matter before the Sub-committee.
 - iii. A vote of a simple majority of the quorum present at any meeting of the TAC is required to decide any question.
 - iv. Votes shall be voice votes except that an individual member can have their vote recorded in the minutes if desired.

2.5 MINUTES

The committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or any Board member.

2.6 STAFF DUTIES

- A. MPO staff will ensure that minutes of TAC meetings are kept and presented at the next regularly scheduled TAC meeting.
- B. MPO staff and TAC Chair in coordination shall determine the agenda and order of business in coordination with the Chair. MPO staff duties include preparing and distributing meeting agendas, minutes, and public notices.
- C. Agendas for meetings and minutes of the previous meeting should be transmitted to TAC members at least seven (7) days in advance of the meeting.
- D. MPO staff will prepare and present reports for the BFTPB of TAC committee activities.

BFCOG STANDING COMMITTEE POLICY
ECONOMIC DEVELOPMENT DISTRICT (EDD)
ADVISORY & COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY
COMMITTEE (EDDAC)

Policy Number: ##

Authority: Executive Director
Adopted: May 19, 2023
Reviewed: XXXX
Updated: XXXX

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that this committee *“shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.”*

***BFCOG Bylaws, Article XII - Benton-Franklin Economic Development District, Section 7 Standing Committees, Economic Development District Advisory Committee.**

1.1 PURPOSE

- A. The EDD Advisory Committee is referred to in this policy as the “EDDAC.” *The EDDAC will provide advisory recommendations and advice on how the EDD can help lead a locally-based, regionally-driven economic development planning process involving active participation from the private sector, public officials, non-profit organizations, educational institutions, and private citizens.**
- B. *The EDDAC will also serve as the Comprehensive Economic Development Strategy Committee, ensuring the creation of a CEDS to guide economic prosperity and resilience in the region.**
- C. *The EDDAC will advise the COG, as the EDD governing board, on decisions related to projects and programs under the EDD.**

1.2 COMPOSITION

- A. *The Economic Development District Advisory Committee (EDDAC) is appointed by the COG Board and is comprised of community stakeholders broadly representative of the principal economic interests of the Benton-Franklin region.**
- B. The COG may utilize appointment and/or open application processes to designate representatives from economic interest areas in the region, which may include:
 - Advanced Manufacturing
 - Agriculture
 - Arts & Culture

- Clean Energy
- Commercial Lending
- Construction
- Food Processing
- Freight/Distribution
- Healthcare
- Higher Education
- Hospitality/Entertainment
- K-12 Education
- Labor
- Minority-Owned Business
- Outdoor Recreation
- Real Estate
- Small Business
- Social Services (Non-Profit)
- Utilities
- Workforce Development

C. The COG may choose to appoint a regional committee outside of the COG to meet the responsibilities of the EDDAC in lieu of creating a duplicative committee.

1.3 QUORUM

A minimum of eight (8) members of the appointed EDDAC representatives present will constitute a quorum.

1.4 LEADERSHIP

- A. The EDDAC membership shall elect a Chair and Vice-Chair.
- B. If the EDDAC responsibilities are delegated to another regional committee, the Chair of that committee will be ratified by the COG board as the EDDAC Chair.

1.5 FUNCTIONS

- A. BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and the Title VI of the Civil Rights Act of 1965.
- B. Unless otherwise provided for in this Policy, the functions, and operations of all BFCOG committees are defined in the BFCOG Bylaws and apply to the execution of the Benton-Franklin Economic Development District.

2.0 PROCEDURE

2.1 ELECTION OF OFFICERS

- A. A Chair and Vice-Chair of the EDDAC shall be elected at the first regularly scheduled meeting of the calendar year and shall serve for that calendar year or until the next election is held.
- B. Any regular member may nominate or be nominated as Chair or Vice-Chair. All elections shall be by the majority vote of the regular members present.
- C. The Chair shall preside over all meetings and shall be responsible for the conduct at all meetings. In the absence of the Chair, the Vice-Chair shall have and exercise the duties and powers of the Chair.
- D. Any vacancy in office created by resignation or replacement of the Chair/Vice-Chair by the appointing agency shall be filled by a majority vote of members present at the next regularly scheduled meeting. The new officeholder will fill the remainder of the unexpired term of the vacant office.

2.2 MEETINGS

- A. The EDDAC will be convened at least quarterly to discuss and/or brief members on EDD planning activities. The COG staff will determine the date, time, and frequency of meetings based on planning and program advisory needs.
- B. Working groups will be convened by staff to support the planning processes of the CEDS.
- C. A COG staff member will be assigned as the liaison to the EDDAC and will facilitate meetings in cooperation with the EDDAC Chair.

2.3 RESPONSIBILITIES

The EDDAC will provide the following service in support of the EDD:

- A. Actively provide information and feedback supporting the creation of the CEDS and its annual updates.
- B. Make recommendations to the COG Board, including:
 - i. Adoption of the CEDS and its updates;
 - ii. Application for funding opportunities in support of CEDS priorities; and
 - iii. Creation of new economic development programs

2.4 PARTICIPATION

Meetings of the EDDAC are open to the public. Public participation will be up to the discretion of the Chair. COG Board members are welcome to attend any EDDAC meetings; however, Board members do not serve on the EDDAC.

2.5 VOTING AND MEETING CONDUCT

- A. The EDDAC will work by consensus when making recommendations for the COG Board. If an agreement cannot be reached, the EDDAC Chair may call for a vote of the Committee.
 - i. Each Committee member shall be entitled to one (1) vote on any matter before the Committee.
 - ii. A vote of a simple majority of the quorum present at any meeting of the Committee is required to decide any question.
 - iii. Votes shall be voice votes except that an individual member can have their vote recorded in the minutes if desired.

2.6 MINUTES

The committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or by any Board member.

2.7 STAFF DUTIES

- A. COG staff will ensure that minutes of EDDAC meetings are kept and presented at the next regularly scheduled EDDAC meeting.
- B. COG staff shall determine the agenda and order of business in coordination with the Chair. COG staff duties include preparing and distributing meeting agendas, minutes, and public notices.
- C. Agendas for meetings and minutes of the previous meeting should be transmitted to EDDAC members at least seven (7) days in advance of the meeting.
- D. COG staff will prepare and present reports for the COG Board of EDDAC committee activities.



INTERLOCAL COOPERATION AGREEMENT OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

*Amended May 19, 2023, BFCOG Resolution 04-23
(As a total and complete replacement for all previous Interlocal Agreements)*

PARTICIPANTS

Participants in this agreement shall be whichever of the parties ratify this agreement. If any party fails to ratify this agreement, such action shall not affect this agreement as it pertains to the remaining parties.

WHEREAS, the **PORT OF BENTON** authorized the execution of this

Agreement by Resolution No. 23-26.

Adopted on August 9, 2023.

IN WITNESS WHEREOF, the parties hereto have set their hands.

By: _____
Diahann Howard, PPM®

Attest: _____
David Billetdeaux

Title: Executive Director

Title: General Counsel

Date: August 9, 2023

Date: August 9, 2023

PORT OF BENTON
PROJECTS AND GRANTS STATUS

August 2023

	Project	Description	Grants Pursued/Received	Comments
1	Richland Innovation Center Rural County Capital Funds	Infrastructure improvements across already developed lots and the widening of Fermi Avenue	Benton County RCCF \$1,100,000	Currently working on street light replacement. Will coordinate amendment to existing agreement with county to add .09 dollars following bids.
2	Richland Airport - Airfield Signage and Lights (PH1)	Replace Airfield Signs, Replace runway lights on RW 8/26 & 1/19 MIRL - CONSTRUCTION	FAA - \$3,200,000 No Match Required	Project complete except for delivery of Emergency Generator
3	Innovation Cluster Accelerator Program Application	Washington Dept of Commerce, next evolution of POB, IPZ. Goal to support creation of clean energy industry lead alliance.	State - \$400,000	RFP to submit for renewal anticipated Aug/Sept.
4	Infrastructure Investment and Jobs Act - Grant Funds (Now Bipartisan Infrastructure Law BIL funds) - Richland Airport	Direct grants for the improvement of public use airports. Awarded project is Taxi lane and apron construction	Richland Airport \$1,995,000	FAA approved for construction 2024-2026. Working on design effort now with Century West. Waiting on FAA Environmental review. CWE is primed for next steps as soon as FAA is done.
5	Community Aviation Revitalization Board (CARB)	WSDOT funding to allow the Port of Benton to acquire existing hangars that are near the end of their long term leases and are located within the area in the Richland Airport Master Plan shown for removal.	WSDOT \$750,000-\$1.2M CARB Low interest 20 year loan with initial payment is due in 2026. Interest rate is 2% with a 10% cost overrun allowance.	Purchase agreement has been signed by Seller. Revision to application and meeting with CARB planned for Sept 1

**PORT OF BENTON
PROJECTS AND GRANTS STATUS**

August 2023

	Project	Description	Grants Pursued/Received	Comments
6	National Highway Freight Program (WSDOT portion)	SR 240 rail signal and crossing reconstruction. City will be installing a bike/ped path on north side of crossing. WSDOT is planning on widening SR 240 from bypass highway to Hagen	WSDOT \$865,000 POB \$135,000	Consultant Approval requested at Commission meeting. KPFF consultants for design of crossing and signal improvements.
7	Railroad Improvements - FRAP grant	Provide grant funding of railroad crossings - Airport Way, Saint St, and Kingsgate Way signal cabinet.	FRAP - \$1,030,000 POB \$250,000	Working on contract approval with State of Washington. Work to be completed in 2024.
8	Consolidated Rail Infrastructure & Safety Improvement (CRISI)	"White Bluffs Rail" remaining crossings, ties, panels and rail	\$8M project 80%Fed/20%POB Match	Application Submitted - expecting notification in September 2023.
9	Washington State Department of Commerce- Evergreen Manufacturing Growth Grant	Industrial Innovation Cluster Organizations-strategic assistance	\$322,000	Approved for \$200,000 contract signed, RFP posted and contracted. Project completed reimbursement submitted to state and received. This item will be removed next month
10	DOE EV	Provide grant funding for EV charging stations and hydrogen fueling	POB\$15K, DOE \$pending estimates	Energy Northwest is leading joint project.
11	FAA and State Airport discretionary funds - Richland Airport	Runway and Apron Crack and Fog Seal	FAA NPE \$290,000 State \$800,000	Approved - Grant Agreement Signed by Port and FAA

**PORT OF BENTON
PROJECTS AND GRANTS STATUS**

August 2023

	Project	Description	Grants Pursued/Received	Comments
12	FAA Airport Funds - Richland Airport	Wildlife fencing around airport. Complete fencing around entire airport	FAA NPE \$205,000	Approved
13	FAA Airport Funds - Prosser Airport	Runway and Apron Crack and Fog Seal and Airport Lighting	FAA NPE \$200,000 FAA DI \$1,300,000	Approved - Grant Agreement Signed by Port and FAA
14	FAA Airport Funds - Prosser Airport	Construct Heliport/Helipad with Service Road - Design	FAA NPE \$155,000	Approved
15	Infrastructure Investment and Jobs Act - Grant Funds (Now Bipartisan Infrastructure Law BIL funds) - Richland Airport	Main Apron Reconfiguration - Design/Construction 2025/26	BIL Funds \$833,000	Approved
16	2023-2025 State Capital Appropriation	"White Bluffs Rail" remaining crossings, ties, panels and rail to support CRISI	State \$1-5M	Approved \$1,212,500 grant, completing cultural and environmental work prior to execution of contract.
17	Tech Hubs	Cascadia Advanced Manufacturing Hub-accdelerating emergincg technologies with advanced manufacturing	Pending -if approved to proceed and projects requested POB facility will be submitted.	Letter of support submitted, partnered with Washington Technology Industry Association