

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:

www.portofbenton.com/commission

For those unable to access the internet, please call 509-375-3060 by 8:00 a.m. on September 11, 2024 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., September 11, 2024
2140 Wine Country Road, Prosser, WA 99350

A. CALL TO ORDER

B. PLEDGE OF ALLEGIANCE

C. CONSENT AGENDA

1. Approval of Agenda
2. Approval of Minutes from the August 14, 2024 Commission Meeting
3. Approval of Vouchers and Certifications, Including Payroll for Month of August Totaling \$1,131,525.50
4. Resolution 24-32, To Cancel Warrant No. 083483 Which Was Issued Incorrectly and Warrant No. 900097, Which Was Issued Incorrectly

D. PUBLIC COMMENT

E. ITEMS OF BUSINESS

1. Resolution 24-33, A Resolution of the Port of Benton Authorizing a License Agreement for the Use of Port of Benton Real Estate with 3D Development, L.L.C. (American Rock) License Agreement – Richland Business Park
2. Resolution 24-34, A Resolution of the Port of Benton Adopting Port of Benton Commission Rules of Policy and Procedure
3. Enodav Consent to Transfer – Vintners Village
4. Approval of Award, 2024 Tie Project – Koppers, Inc.

F. INFORMATION REPORTS

1. Welcome and Update from Kristine Perales, Historic Downtown Prosser Association
2. Barge and Tarriff Update
3. Grants Update

G. COMMISSIONER REPORTS/COMMENTS

H. DIRECTOR REPORTS/COMMENTS

1. Finance Director
2. Port Attorney
3. Executive Director

I. FOR THE GOOD OF THE ORDER

J. EXECUTIVE SESSION

K. ADJOURNMENT

A Special Budget Workshop will be held on **Monday, October 7, 2024** at the Port of Benton Commission meeting room located at 3250 Port of Benton Blvd., Richland, Washington.

The next regular Port of Benton Commission meeting will be held on **Wednesday, October 16, 2024** at the Port of Benton Commission Meeting Room located at 3250 Port of Benton Blvd., Richland, Washington.

Visit portofbenton.com for notices and information.

**PORT OF BENTON
COMMISSION MEETING MINUTES
August 14, 2024**

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 Blvd., Richland, Washington.

PRESENT: Commissioner Scott D. Keller, Commissioner Lori Stevens; Commissioner Roy D. Keck

PORT STAFF PRESENT: Diahann Howard, Jeff Lubeck, Quentin Wright, Summers Miya, Ron Branine, Angela Saraceno-Lyman, Julia Mora, Audrey Burney, Cassie Hammond, Brandin Lopez, Wally Williams

ALSO PRESENT: John O'Leary, Gravis Law; Jon Ray, Rest on High; Pat Harty; Rich Crigler; Rob Ellsworth

The following attendees attended via remote communications: Sheri Collins; Ashley Garza; Joshua Lott, Anderson Perry; Jeff Losey, Tri-Cities Home Builders Association; Wendy Culverwell, Tri-City Herald; Clif Dyer, Sundance Aviation; Bryan Condon, Century West Engineering; Jorge Celestino

The Commission meeting was noticed as required by RCW 42.30.070.

B. PLEDGE OF ALLEGIANCE: Diahann Howard 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 August 14, 2024 Commission meeting, approval of minutes from the July 10, 2024 Commission meeting, approval of vouchers and certifications, including payroll, for the month of July totaling \$1,943,544.22 and approval of Resolution 24-24, to cancel warrant number 083075 in the amount of \$436.08, which has been deemed lost.

D. PUBLIC COMMENT:

Rich Crigler, Richland Airport tenant addressed a past due notice and letter he received on July 22, 2024 including an issue with the bill, which is a significant increase from previous years.

Crigler raised questions on the appraisal received and the leases affected with similar clauses.

Pat Harty, Richland Airport tenant addressed the Commission with similar concerns related to the increase in the land lease, noting that he has been a Richland Airport tenant for the past 30 years and has looked into purchasing the land, as it is difficult to obtain a loan when the business is on leased land.

Harty shared concerns related to the 400% increase, asking the Commission to look into each case, as well as the appraisal received.

Rob Ellsworth, SVN Retter & Company explained that he recently was working with a client looking into a lease on Port property, but the buyer was in the belief that the port would not act in the

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meeting materials and recordings.

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spirit of the existing lease.

Ellsworth explained that there is a concern with new buyers of the port pushing away interested parties due to the regulations described in Resolution 22-42.

Jon Ray, Rest of High, a Richland Airport tenant thanked the port, particularly airport manager, Quentin Wright for the support at last month's Boys & Girls Club event, which included static displays. Ray noted that there were several displays and thanked Wright for his assistance in securing some of the exhibits.

Ray provided a brief background of his military history and career following his service.

F. ITEMS OF BUSINESS

1. Resolution 24-26, Interlocal Agreement with City of Richland for Steptoe Street and Tapteal Drive Intersection Improvements

Executive Director Diahann Howard explained that the City has been the primary lead on this project, with the Port contributing \$100,000 into the project. Howard added that the interlocal agreement allows the City to go ahead and step into the lead and take on responsibilities related to the project. Howard added that the City has passed this Resolution.

Howard explained that this project has suffered several delays.

A motion was made by Commissioner Lori Stevens, seconded by Commissioner Roy Keck, and unanimously passed by the Commission approving Resolution 24-26, an interlocal agreement with City of Richland for Steptoe Street and Tapteal Drive intersection improvements.

2. Resolution 24-27, Accepting Work Completed by Granite Construction Company for the 2939 Richardson Road Parking Lot Improvement Project, \$178,415.00, Plus Washington State Sales Tax – Technology & Business Campus

Executive Director Diahann Howard explained that this resolution accepts work already completed by Granite Construction Company for the 2939 Richardson Road parking lot improvement projects, with total project costs at \$178,415.00 plus Washington State sales tax. Howard added that this project was included in the lease agreement and the Port was responsible for completing.

A motion was made by Commissioner Roy Keck, seconded by Commissioner Lori Stevens, and unanimously passed by the Commission approving Resolution 24-27, accepting work completed by Granite Construction Company for the 2939 Richardson Road parking lot improvement project, \$178,415.000, plus Washington State sales tax – Technology & Business Campus

3. Resolution 24-28, Accepting Work Completed by Ellison Earthworks, LLC for the Street Light Improvement Project. \$265,224.33 plus Washington State sales tax – Richland Innovation Center

Executive Director Diahann Howard explained that this resolution accepts work already completed by Ellison Earthworks, LLC for the street light improvement project in the Richland Innovation Center for a project cost of \$265,224,33 plus Washington State sales tax.

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Howard added that Benton County .09 funds were used to complete this project, following the City's plat requirements to add sidewalks.

A motion was made by Commissioner Lori Stevens, seconded by Commissioner Roy Keck, and unanimously passed by the Commission approving Resolution 24-28, accepting work completed by Ellison Earthworks, LLC for the street light improvement project. \$265,224.33 plus Washington State sales tax – Richland Innovation Center

4. Resolution 24-29, A Resolution of the Port of Benton Providing Guidelines for an Internal Social Media Policy

Port attorney John O'Leary explained that the internal social media policy reflects the importance of social media, providing a stream of interaction with the public.

O'Leary outlined the policy, noting that staff should not have an expectation of privacy on port-owned computers and staff has a duty of loyalty as an employee of the port and their interaction with the public, noting the importance of clarifying when and if they are speaking on behalf of the port.

O'Leary noted that staff should comply with the terms of use for social media and they avoid any abusive, discriminatory or other obscene posts that would violate the policy.

A motion was made by Commissioner Lori Stevens, seconded by Commissioner Roy Keck, and unanimously passed by the Commission approving Resolution 24-29, providing guidelines for an internal social media policy.

5. Resolution 24-30, A Resolution of the Port of Benton Providing Guidelines for an External Social Media Policy

Port Attorney John O'Leary outlined the external social media policy, stating that this policy will be posted to the port's various social media sites that imposes restrictions or informs the public as to their use of port social media, expressing that the sites are limited public forums. The port reserves the right to block users who are abusive, discriminatory or otherwise raise other issues, such as advertising businesses or illegal activity. O'Leary added that the policy also clarifies that the sites are all subject to the public records act and record retention laws.

A motion was made by Commissioner Lori Stevens, seconded by Commissioner Roy Keck, and unanimously passed by the Commission approving Resolution 24-30, providing guidelines for an external social media policy.

6. Resolution 24-31, Lease Assignment for Douglas and Bonnie Cole to the Cole Living Trust, Richland Airport

Airport Manager Quentin Wright explained that this resolution is a transfer of ownership of a hangar with their name on it to a living trust.

A motion was made by Commissioner Lori Stevens, seconded by Commissioner Roy Keck, and unanimously passed by the Commission approving Resolution 24-31, lease assignment for Douglas and Bonnie Cole to the Cole Living Trust, Richland Airport.

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7. Maxwell Asphalt Construction Adjustment – Richland Airport

Airport Manager Quentin Wright reviewed the Maxwell Asphalt construction adjustment, noting the port is taking BIL money and adding it to CIP money in order to get everything for the project.

A motion was made by Commissioner Roy Keck, seconded by Commissioner Lori Stevens, and unanimously passed by the Commission approving a Maxwell Asphalt Construction Adjustment – Richland Airport.

F. INFORMATION REPORTS:

1. Facilities Update

Director of Operations and Facilities Ron Branine provided an overview of recent activities and projects in the facilities department, including updates on projects at 2345 Stevens Drive, 3100 George Washington Way, 3110 Port of Benton Boulevard.

Branine reviewed the work order system and workload charts.

Branine reviewed completed 2024 projects and projects in process.

Branine reviewed future purchases that will assist the department with their projects and efficiencies.

2. Grants Update

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

Item 2 – National Highway Freight Program (WSDOT), SR 240 rail signal and crossing reconstruction. The design is complete and waiting for WSDOT review and approval. Plan to bid on August 4. Planned crossing construction for later this year.

Item 3 – Railroad Improvements – Freight Rail Assistance Program Grant, Provide grant funding of railroad crossings at Airport Way, Saint Street and Kingsgate Way. Received \$1.28 million. Projects have been awarded to Railworks Track Systems. Materials and equipment have been ordered.

Item 5 – 2023-2025 State Capital Appropriation, White Bluffs Rail, remaining crossings, ties, panels and rail to support CRISI. HDR has begun the design work and port intends to advertise in the coming days with installation likely at the end of August.

48,000 ties in the system, with staggered plan for replacement over years.

Howard provided update on the Steptoe crossing and the delay with the project.

Airport Manager Quentin Wright project announced that the estimated cost for the hangar taxilane project increased from \$900,000 to \$2 million and the design has been shelved for now.

Wright provided an update on the current pavement maintenance project at Richland Airport, noting that the project will start in the coming months, with a possibly delay due to materials and a revised schedule will be provided and shared.

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Wright noted that bids were received for pavement maintenance at Prosser Airport and plans are moving forward to complete the rehabilitation at Prosser.

Howard added that an earmark was in committee regarding Item 9 for \$3.55 million, which is for the rail modernization project, pending final bill approval.

G. COMMISSIONER REPORTS/COMMENTS

Commissioner Lori Stevens stated that she toured the new Prosser Memorial Hospital with several port staff through an invitation from the Prosser Economic Development Association.

Stevens praised the port team for providing a great tenant appreciation BBQ at the Walter Clore Center.

Stevens noted that she attended the Washington Public Ports Association (WPPA) Commissioners Seminar and had the opportunity to speak on the wine industry.

Commissioner Roy Keck announced that he attended the AAPA Smart Ports Seminar in Seattle, which was very informative on how the rest of the world is dealing with the energy issues.

Keck stated that he attended the WPPA Commissioner Seminar and thanked Executive Director Diahann Howard for her leadership during the Energy Forum with Energy Northwest during the seminar.

Keck noted that he is also a tenant of the port and reviewed his own rent increases from 20 years of renting and pointing out the new requirements that are now in place related to leases. Keck also referenced the grant assurances, noting there are currently 38 specific requirements related to grants.

Commissioner Scott Keller stated that he attended the WPPA Commissioners Seminar, which was a great event and shared information he learned related to executive sessions.

Keller complimented the team on the tenant appreciation BBQ and how wonderful the Walter Clore Center looked.

Keller complimented Diahann Howard and Commissioner Stevens for doing a great job at the Commissioners Seminar.

Discussion ensued related to the latest airport appraisal and fair market value and seeking an updated appraisal from a local appraiser.

H. DIRECTOR REPORTS/COMMENTS:

1. FINANCE DIRECTOR:

Director of Finance Jeff Lubeck provided a financial status report, including: process improvement initiative related to billings, 2024 standard financial information review and a 2025 budget preparation update.

Lubeck summarized the billing process changes and improvements, stating that the recently implemented billing system contributed to the Port passing the most recent State Auditors Office audit, including the new lease calculations requirement by GASB 87 audit.

Lubeck further reviewed the current processes and technologies, including focus on people, process and the technology itself.

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Lubeck overviewed the current cash outlook, including cash receipts and disbursements from the general fund.

Lubeck overviewed current accounts receivable and payable.

Lubeck reviewed the 2025 budget development plan, focusing on key dates and activities.

2. PORT ATTORNEY:

Contract Port attorney John O’Leary referenced a February 2024 meeting where former port attorney David Billetdeaux presided over a discussion over the port Commission Rules of Policies and Procedure dated January 2020.

O’Leary reviewed the policy and compared the current policy with the WPPA governance and management guide.

Conversation ensued regarding who the port attorney reports directly to, noting that the guide maintains that the port attorney is the legal advisor to the port, the Commission, its committees, boards, executive director and all port officers with respect to any legal questions involving an official duty or any legal matter pertaining to the affairs of the port. Similar conversation followed regarding the role of the Port Auditor.

Conversation ensued related to the policy, with it noted that an updated policy would be drafted and presented at a future meeting.

3. EXECUTIVE DIRECTOR:

Executive Director Diahann Howard provided an update on recent activities, noting that further conversation will be taking place with Benton County and the City of Richland related to the Tax Urban Financing program to ensure proper accounting practices are being followed by all.

Howard noted that the Journal of Business will be publishing an article on the Walter Clore Center, which will heighten the awareness that the facility is available.

Howard reviewed recent events, including the Prosser Hospital Tour, WPPA Commissioners seminar and port district tour, and meeting and tour with the Port of Seattle.

Howard stated that she participated in an interview about Snake River Dams, provided a presentation to the Kiwanis Club and complimented the team for hosting a great tenant appreciation BBQ.

Howard reviewed recent leasing activity with a note that additional real estate conversation will be reserved for executive session.

Howard reviewed the airport appraisal and lease modifications process that took place, which were adopted in 2022 with further discussion on appraised land.

I. FOR THE GOOD OF THE ORDER

Executive Director Diahann Howard reviewed a list of upcoming meetings and events and things to plan and coordinate.

J. EXECUTIVE SESSION: The regular Commission meeting was recessed at 10:15 a.m. and it was announced that an Executive Session would immediately commence at 10:15 a.m. for 15 minutes to discuss potential litigation and real estate related to Richland Airport and the Walter Clore Center.

At 10:30 a.m., it was announced that an additional 10 minutes was needed.

At 10:40 a.m., it was announced that an additional 10 minutes was needed.

At 10:50 a.m., it was announced that an additional 5 minutes was needed.

At 10:55 a.m., it was announced that an additional 5 minutes was needed.

The regular Commission meeting was reconvened at 11:00 a.m.

No action was required after the Executive Session.

K. BREAK: It was announced that teleconference and zoom options would terminate at this time. Commission and staff will take this time to travel to 3110 Port of Benton Boulevard and 2345 Stevens Drive, Richland, WA for tours of the buildings and surrounding areas. It was noted that the tours were open to the public.

L. Tour 3110 Port of Benton Boulevard: Open to public attendance. No action will take place during or after the public tour of 3110 Port of Benton Boulevard and surrounding area.

M. Tour 2345 Stevens Drive: Open to public attendance. No action will take place during or after the public tour of 2345 Stevens Drive and surrounding area.

N. ADJOURNMENT: The meeting was adjourned at 12:14 p.m. with an announcement that the next Port of Benton Commission meeting would take place on Wednesday, September 11, 2024, at the Walter Clore Center, 2140 Wine Country Road, Prosser, Washington.

Roy Keck
Commission Secretary

**Port of Benton, Benton County, Washington
Voucher Certification and Approval
for the Month of August 2024**

General Expenses

Accounts Payable Warrants #:	83466	-	83608		\$ 657,319.93
Electronic Payments:					\$ 168,562.87
Total General Expenses					\$ 825,882.80

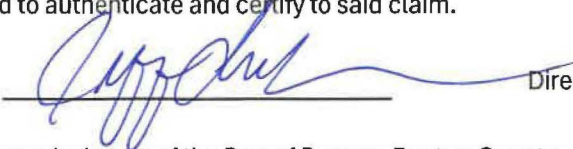
Payroll

Direct Deposit:					
ACH					\$ 177,765.35
Electronic Payments:					
IRS Payroll Tax Deposit					\$ 67,433.95
Other Payroll Related Payments					\$ 60,443.40
Total Payroll					\$ 305,642.70

Total General Expenses and Payroll

\$ 1,131,525.50

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 _____, 2024.

	President
	Vice President
	Secretary

**Port of Benton, Benton County, Washington
Voucher Certification and Approval
for the Month of August 2024**

General Expenses

Accounts Payable Warrants #:	83466	-	83608	\$	657,319.93
Electronic Payments:				\$	168,562.87
Total General Expenses				\$	825,882.80

Payroll

Direct Deposit:				\$	177,765.35
ACH				\$	177,765.35
Electronic Payments:				\$	67,433.95
IRS Payroll Tax Deposit				\$	67,433.95
Other Payroll Related Payments				\$	60,443.40
Total Payroll				\$	305,642.70
Total General Expenses and Payroll				\$	1,131,525.50

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 _____, 2024.

President

Vice President

Secretary

**Aug-24
Cash Disbursements
Batch Totals**

\$	657,319.93	Aug-24
\$	657,319.93	

Electronic Payments - Other Payment		
\$	4,142.62	08/26/2024 JULY EXCISE
\$	163,511.47	08/01/2024 Q2 LEASEHOLD
\$	908.78	08/01/2024 Q1 LEASEHOLD
\$	168,562.87	

IRS Payroll Tax Deposit		
	19,866.23	08/02/24 INTERNAL REVENUE SERVICE
	3,739.82	08/16/24 INTERNAL REVENUE SERVICE
	20,044.04	08/16/24 INTERNAL REVENUE SERVICE
	23,783.86	08/30/24 INTERNAL REVENUE SERVICE
\$	67,433.95	

893,666.75 Warrants, ACH, FedTax

Payroll Direct Deposit Net Pay		
\$	56,914.10	08/02/24 PORT OF BENTON EMPLOYEES
\$	6,200.49	08/16/24 PORT OF BENTON COMMISSIONERS
\$	57,194.64	08/16/24 PORT OF BENTON EMPLOYEES
\$	57,456.12	08/30/24 PORT OF BENTON EMPLOYEES
\$	177,765.35	

Other Payroll Related Payments		
\$	2,132.14	08/02/24 NATIONWIDE
\$	3,366.03	08/02/24 DCP
\$	23,943.51	08/16/24 July - PERS
\$	2,132.14	08/16/24 NATIONWIDE
\$	3,776.58	08/16/24 DCP
\$	2,132.14	08/30/24 NATIONWIDE
\$	3,798.35	08/30/24 DCP
\$	100.00	08/16/24 WASHINGTON SUPPORT REGISTRY
\$	350.00	08/16/24 WASHINGTON SUPPORT REGISTRY
\$	10,678.61	08/01/24 LABOR AND INDUSTRIES
\$	3,393.73	08/01/24 EMPLOYMENT SECURITY
\$	2,667.53	08/01/24 PFML
\$	1,972.64	08/01/24 WA CARES
\$	60,443.40	

Company name: Port of Benton
Report name: Check register
Created on: 9/4/2024

Bank	Date	Payee	Document no.	Amount	Cleared	Electronic Payment
	8/1/2024	VEN00171--EMPLOYMENT SECURITY DEPT	Q2-2024		In Transit	1,972.64
	8/1/2024	VEN00171--EMPLOYMENT SECURITY DEPT	Q2-24-PFML		In Transit	2,667.53
	8/1/2024	VEN00444--WASHINGTON STATE DEPT OF LAB	Q2-2024LNI		In Transit	10,678.61
	8/1/2024	VEN00443--WASHINGTON STATE EMPLOYMENT	Q2-2024SUI		In Transit	3,393.73
	8/1/2024	VEN00239--WASHINTGON STATE DEPT OF REV	2024-Q2LET		In Transit	163,511.47
	8/1/2024	VEN00239--WASHINTGON STATE DEPT OF REV	Q12024 fee		In Transit	908.78
	8/2/2024	VEN00122--DEPT OF RETIREMENT SYSTEMS	DCP8022024		In Transit	3,366.03
	8/2/2024	VEN00215--INTERNAL REVENUE SERVICE	08022024FT		In Transit	19,866.23
	8/2/2024	VEN00268--NATIONWIDE RETIREMENT SOLUTI	NW00802024		In Transit	2,132.14
	8/12/2024	VEN00209--4IMPRINT, INC	83466	620.71	In Transit	
	8/12/2024	VEN00044--BENTON PUD	83467	1,375.08	In Transit	
	8/12/2024	VEN00053--BENTON RURAL ELEC ASSOCIATIO	83468	942.60	In Transit	
	8/12/2024	VEN00059--BENTON-FRANKLIN HEALTH DEPT	83469	26.00	In Transit	
	8/12/2024	VEN00075--CASCADE NATURAL GAS CORP	83470	99.19	In Transit	
	8/12/2024	VEN00290--CI-PW, LLC (Paradise Bottled Water)	83471	92.29	In Transit	
	8/12/2024	VEN00052--CITY OF BENTON CITY	83472	99.04	In Transit	
	8/12/2024	VEN00071--CITY OF PROSSER	83473	6,619.64	In Transit	
	8/12/2024	VEN00089--CITY OF RICHLAND	83474	26,892.41	In Transit	
	8/12/2024	VEN00077--COLUMBIA BASIN IT	83475	2,908.71	In Transit	
	8/12/2024	VEN00102--COLUMBIA BASIN PAPER & SUPPLY	83476	178.27	In Transit	
	8/12/2024	VEN00105--CONNELL OIL, INC	83477	2,652.20	In Transit	
	8/12/2024	VEN00107--COOK'S ACE HARDWARE	83478	98.86	In Transit	
	8/12/2024	VEN00113--CROWN PAPER & JANITORIAL INC.	83479	1,030.81	In Transit	
	8/12/2024	VEN00136--DIGITAL IMAGE TRI-CITIES, INC.	83480	218.05	In Transit	
	8/12/2024	VEN00716--E2 OPTICS LLC	83481	2,914.74	In Transit	
	8/12/2024	VEN00161--EXPRESS SERVICES, INC.	83482	1,939.45	In Transit	
	8/12/2024	VEN00166--FERGUSON ENTERPRISES, INC.	Voided - 083483	-640.56	In Transit	
	8/12/2024	VEN00166--FERGUSON ENTERPRISES, INC.	83483	640.56	In Transit	
	8/12/2024	VEN00180--GENSCO, INC	83484	119.57	In Transit	
	8/12/2024	VEN00009--GEO WAY ACE HARDWARE	83485	2.09	In Transit	
	8/12/2024	VEN00601--GRAVIS LAW PLLC	83486	16,397.50	In Transit	
	8/12/2024	VEN00492--INLAND ASPHALT COMPANY	83487	9,185.15	In Transit	
	8/12/2024	VEN00223--JOHNSTONE SUPPLY	83488	219.23	In Transit	
	8/12/2024	VEN00724--JORGE CELESTINO	83489	17.93	In Transit	
	8/12/2024	VEN00229--KELLEY'S TELE-COMMUNICATION,	83490	154.00	In Transit	
	8/12/2024	VEN00231--KENNEWICK INDUSTRIAL & ELECTI	83491	181.91	In Transit	
	8/12/2024	VEN00672--KPFF, INC.	83492	3,993.08	In Transit	
	8/12/2024	VEN00498--LEADERSHIP TRI-CITIES	83493	1,000.00	In Transit	
	8/12/2024	VEN00242--LIBERTY LAWN & SAW	83494	48.90	In Transit	
	8/12/2024	VEN00490--MARY POTTER	83495	3,205.60	In Transit	
	8/12/2024	VEN00258--MOON SECURITY SERVICES, INC	83496	2,975.85	In Transit	
	8/12/2024	10033--Mora, Julia	83525	183.66	In Transit	
	8/12/2024	VEN00722--NEWBERG FORD	83497	82,264.65	In Transit	
	8/12/2024	VEN00303--PACIFIC NW WATERWAYS ASSOC.	83498	470.00	In Transit	
	8/12/2024	VEN00296--PERMIT SURVEYING, INC	83499	2,140.00	In Transit	
	8/12/2024	VEN00299--PHASE 2 ELECTRIC, INC.	83500	521.76	In Transit	
	8/12/2024	VEN00713--PILOT ADVISORS LLC	83501	20,850.00	In Transit	
	8/12/2024	VEN00718--PND ENGINEERS INC	83502	535.00	In Transit	
	8/12/2024	VEN00305--POCKETINET COMMUNICATIONS, I	83503	240.00	In Transit	
	8/12/2024	VEN00326--RGW ENTERPRISES P.C. INC	83504	15,890.00	In Transit	
	8/12/2024	VEN00652--RICHARD RHYNARD	83505	2,250.00	In Transit	
	8/12/2024	VEN00723--SCI DOOR	83506	1,705.02	In Transit	
	8/12/2024	VEN00636--SENSE LAWN & TREE CARE LLC	83507	3,205.09	In Transit	
	8/12/2024	VEN00694--SHARON B HOLDEN dba THE BALLI	83508	8,750.00	In Transit	
	8/12/2024	VEN00719--STANDARD PAINT & FLOORING LLC	83509	1,533.10	In Transit	

8/12/2024	VEN00369--SUNWEST SPORTSWEAR	83510	1,244.34	In Transit	
8/12/2024	VEN00649--SWIFT CURRENT, LLC	83511	6,650.00	In Transit	
8/12/2024	VEN00560--TRI-CITIES HISPANIC CHAMBER OF	83512	30.00	In Transit	
8/12/2024	VEN00298--TRI-CITY COMPUTER CONSULTING	83513	1,902.25	In Transit	
8/12/2024	VEN00399--TRIDEC, INC.	83514	2,083.33	In Transit	
8/12/2024	VEN00402--UNDERGROUND CREATIVE, LLC	83515	1,750.00	In Transit	
8/12/2024	VEN00410--USDA APHIS	83516	265.28	In Transit	
8/12/2024	VEN00414--VERIZON	83517	2,422.62	In Transit	
8/12/2024	VEN00532--VIC'S AUTO PARTS & SUPPLY	83518	183.20	In Transit	
8/12/2024	VEN00625--WASHINGTON STATE UNIVERSITY	83519	190.00	In Transit	
8/12/2024	VEN00489--WAYNE POTTER	83520	3,065.56	In Transit	
8/12/2024	VEN00449--ZIPLY FIBER	83524	655.48	In Transit	
8/12/2024	VEN00449--ZIPLY FIBER	83523	252.64	In Transit	
8/12/2024	VEN00449--ZIPLY FIBER	83522	517.59	In Transit	
8/12/2024	VEN00449--ZIPLY FIBER	83521	88.26	In Transit	
8/16/2024	VEN00122--DEPT OF RETIREMENT SYSTEMS	PERS072024		In Transit	23,943.51
8/16/2024	VEN00215--INTERNAL REVENUE SERVICE	08302024FT		In Transit	23,783.86
8/16/2024	VEN00215--INTERNAL REVENUE SERVICE	081624COMM		In Transit	3,739.82
8/16/2024	VEN00215--INTERNAL REVENUE SERVICE	08162024FT		In Transit	20,044.04
8/16/2024	VEN00268--NATIONWIDE RETIREMENT SOLUTI	NW08162024		In Transit	2,132.14
8/16/2024	VEN00425--WASHINGTON STATE SUPPORT REI	2023CS		In Transit	350.00
8/16/2024	VEN00425--WASHINGTON STATE SUPPORT REI	08/2024CS		In Transit	100.00
8/19/2024	VEN00122--DEPT OF RETIREMENT SYSTEMS	DCP8192024		In Transit	3,776.58
8/21/2024	VEN00006--ABADAN, INC	83526	65.22	In Transit	
8/21/2024	VEN00590--AMERICAN ASSOCIATION OF AIRP	83527	275.00	In Transit	
8/21/2024	VEN00038--BANNER BANK - Credit Card	83528	22,604.03	In Transit	
8/21/2024	VEN00044--BENTON PUD	83529	2,935.33	In Transit	
8/21/2024	VEN00083--CENTURYLINK	83530	125.65	In Transit	
8/21/2024	VEN00321--CI INFORMATION MANAGEMENT	83531	47.82	In Transit	
8/21/2024	VEN00290--CI-PW, LLC (Paradise Bottled Water)	83532	69.50	In Transit	
8/21/2024	VEN00089--CITY OF RICHLAND	83533	468.93	In Transit	
8/21/2024	VEN00664--ELIZABETH RENZ	83534	1,530.00	In Transit	
8/21/2024	VEN00683--ELLISON EARTHWORKS LLC	83535	13,401.89	In Transit	
8/21/2024	VEN00161--EXPRESS SERVICES, INC.	83536	1,806.45	In Transit	
8/21/2024	VEN00166--FERGUSON ENTERPRISES, INC.	83537	382.29	In Transit	
8/21/2024	VEN00601--GRAVIS LAW PLLC	83538	18,067.50	In Transit	
8/21/2024	VEN00547--HB PAINTERS, INC.	83539	5,369.78	In Transit	
8/21/2024	VEN00588--IC CONSULTING CORPORATION	83540	8,122.50	In Transit	
8/21/2024	VEN00492--INLAND ASPHALT COMPANY	83541	10,989.00	In Transit	
8/21/2024	VEN00214--IRRIGATION SPECIALISTS, INC	83542	409.46	In Transit	
8/21/2024	10007--Keck, Roy	83562	1,716.53	In Transit	
8/21/2024	VEN00228--KELLER ROHRBACK LLP	83543	6,372.22	In Transit	
8/21/2024	VEN00237--LES SCHWAB TIRE CENTER QUEEN	83544	349.78	In Transit	
8/21/2024	VEN00236--LES SCHWAB TIRE CENTER STEVEN	83545	508.50	In Transit	
8/21/2024	VEN00245--LUKE'S CARPET	83546	2,601.90	In Transit	
8/21/2024	VEN00258--MOON SECURITY SERVICES, INC	83547	14,083.53	In Transit	
8/21/2024	VEN00711--NORTHWEST ANTHROPOLOGY LLC	83548	355.29	In Transit	
8/21/2024	VEN00297--PERSONAL TOUCH CLEANING, INC.	83549	19,269.25	In Transit	
8/21/2024	VEN00592--PRO FIRE LLC	83550	3,086.16	In Transit	
8/21/2024	VEN00337--SCALES NW LLC	83551	768.51	In Transit	
8/21/2024	VEN00352--SMARSH, INC.	83552	13.40	In Transit	
8/21/2024	VEN00359--STEEBER'S LOCK SERVICE, LLC	83553	19.57	In Transit	
8/21/2024	VEN00365--STRATTON SURVEYING & MAPPING	83554	1,660.00	In Transit	
8/21/2024	VEN00341--SUPERIOR GLASS	83555	7,011.15	In Transit	
8/21/2024	VEN00709--TERESA HANCOCK	83556	6,320.00	In Transit	
8/21/2024	VEN00385--THE HOME DEPOT CRC/GECF	83557	1,064.11	In Transit	
8/21/2024	VEN00346--THE SHERWIN-WILLIAMS CO.	83558	45.10	In Transit	
8/21/2024	VEN00376--TRI-CITY REGIONAL CHAMBER	83559	272.00	In Transit	
8/21/2024	VEN00449--ZIPLY FIBER	83561	101.84	In Transit	

8/21/2024	VEN00449--ZIPLY FIBER	83560	354.44	In Transit	
8/23/2024	VEN00034--AMERICAN TREE TRIMMERS, LLC	83563	95,629.82	In Transit	
8/23/2024	VEN00044--BENTON PUD	83564	44.29	In Transit	
8/23/2024	VEN00234--CITY OF RICHLAND LANDFILL	83565	269.01	In Transit	
8/23/2024	VEN00077--COLUMBIA BASIN IT	83566	1,922.48	In Transit	
8/23/2024	VEN00136--DIGITAL IMAGE TRI-CITIES, INC.	83567	16.31	In Transit	
8/23/2024	VEN00149--EFC EQUIPMENT FEED PET SUPPLY	83568	39.00	In Transit	
8/23/2024	VEN00166--FERGUSON ENTERPRISES, INC.	83569	92.08	In Transit	
8/23/2024	VEN00009--GEO WAY ACE HARDWARE	83570	467.68	In Transit	
8/23/2024	VEN00222--JOHN DEERE FINANCIAL (RDO EQU	83571	1,034.25	In Transit	
8/23/2024	VEN00223--JOHNSTONE SUPPLY	83573	416.63	In Transit	
8/23/2024	VEN00223--JOHNSTONE SUPPLY	83572	17.29	In Transit	
8/23/2024	VEN00302--PLATT ELECTRIC SUPPLY, INC	83574	525.81	In Transit	
8/23/2024	VEN00306--PROMINENCE PUBLIC RELATIONS	83575	7,950.00	In Transit	
8/23/2024	VEN00312--PROSSER NAPA	83576	43.47	In Transit	
8/23/2024	VEN00450--SANDY'S TROPHIES	83577	557.02	In Transit	
8/23/2024	VEN00532--VIC'S AUTO PARTS & SUPPLY	83578	39.11	In Transit	
8/26/2024	VEN00239--WASHINTGON STATE DEPT OF REV	7/2024B&O		In Transit	4,142.62
8/29/2024	VEN00637--360 AUTOMOTIVE & REPAIR	83579	130.73	In Transit	
8/29/2024	VEN00012--AFLAC	83580	479.22	In Transit	
8/29/2024	VEN00075--CASCADE NATURAL GAS CORP	83581	14.11	In Transit	
8/29/2024	VEN00083--CENTURYLINK	83582	138.56	In Transit	
8/29/2024	VEN00105--CONNELL OIL, INC	83583	2,057.59	In Transit	
8/29/2024	VEN00107--COOK'S ACE HARDWARE	83584	104.95	In Transit	
8/29/2024	VEN00639--CWW LLC (COLUMBIA RAIL)	83585	28,000.00	In Transit	
8/29/2024	VEN00136--DIGITAL IMAGE TRI-CITIES, INC.	83586	642.48	In Transit	
8/29/2024	VEN00161--EXPRESS SERVICES, INC.	83587	3,546.40	In Transit	
8/29/2024	VEN00164--FASTENAL COMPANY	83588	26.25	In Transit	
8/29/2024	VEN00540--GLACIER SUPPLY GROUP, LLC	83589	2,377.06	In Transit	
8/29/2024	VEN00725--GTS INTERIOR SUPPLY	83590	1,289.01	In Transit	
8/29/2024	VEN00200--HDR ENGINEERING, INC	83591	3,501.59	In Transit	
8/29/2024	VEN00492--INLAND ASPHALT COMPANY	83592	7,065.50	In Transit	
8/29/2024	VEN00291--KENNEWICK RANCH AND HOME	83593	176.08	In Transit	
8/29/2024	VEN00644--LEAF	83594	205.08	In Transit	
8/29/2024	VEN00245--LUKE'S CARPET	83595	52,648.06	In Transit	
8/29/2024	VEN00718--PND ENGINEERS INC	83596	15,610.40	In Transit	
8/29/2024	VEN00305--POCKETINET COMMUNICATIONS, I	83597	255.00	In Transit	
8/29/2024	VEN00315--PURCHASE POWER	83598	150.00	In Transit	
8/29/2024	VEN00326--RGW ENTERPRISES P.C. INC	83599	15,190.00	In Transit	
8/29/2024	VEN00330--ROSS JAMES PHOTOGRAPHY	83600	350.00	In Transit	
8/29/2024	VEN00334--SANITARY DISPOSAL, INC.	83601	9,133.80	In Transit	
8/29/2024	VEN00369--SUNWEST SPORTSWEAR	83602	52.99	In Transit	
8/29/2024	VEN00622--TOTAL ENERGY MANAGEMENT & HV	83603	2,522.50	In Transit	
8/29/2024	VEN00377--TRI-CITY AREA JOURNAL OF BUSIN	83604	135.60	In Transit	
8/29/2024	VEN00440--WASHINGTON PUBLIC PORTS ASSC	83605	1,275.00	In Transit	
8/29/2024	VEN00126--WASHINGTON STATE DEPARTMENT	83606	107.80	In Transit	
8/29/2024	VEN00444--WASHINGTON STATE DEPT OF LAB	83607	348.60	In Transit	
8/29/2024	VEN00625--WASHINGTON STATE UNIVERSITY	83608	30.00	In Transit	
8/30/2024	VEN00268--NATIONWIDE RETIREMENT SOLUTI	NW08302024		In Transit	2,132.14
8/30/2024	VEN00122--DEPT OF RETIREMENT SYSTEMS	DCP8162024		In Transit	3,798.35

Total for BCT MAIN

657,319.93

296,440.22

RESOLUTION 24-32
A RESOLUTION OF THE PORT OF BENTON, WASHINGTON
TO CANCEL WARRANTS

WHEREAS, General Expense Fund Warrant No. 083483, warrant number issued for the incorrect amount, and Project Expense Fund Warrant No. 900097, warrant number issued from the incorrect fund account.

WHEREAS, said warrants are hereby considered to be canceled, and the Port Commission wishes to remove these warrants from the active accounting records.

NOW THEREFORE, the Port Commission hereby resolves to cancel Warrant No. 083483 and 900097.

DATED AND SIGNED at Richland, Washington September 11, 2024

Scott D. Keller, President

Lori Stevens, Vice President

Roy D. Keck, Secretary

RESOLUTION 24-33
A RESOLUTION OF THE PORT OF BENTON
AUTHORIZING A LICENSE AGREEMENT FOR THE USE OF PORT OF BENTON REAL
ESTATE WITH 3D DEVELOPMENT, L.L.C.

WHEREAS, the Port of Benton owns approximately 180(+/-) acres of property situated within the Port's Richland Business Park (formerly Manufacturing Mall – 1100 Area), which is commonly referred to as the "Hanford Pit" (hereinafter the "Property"). The Port acquired the property from the United States of America to promote economic development for industrial purposes; and

WHEREAS, the parties entered into a long term Ground Lease and Agreement for Removal of Aggregate dated July 23, 2001 with a term expiration of July 31, 2021; and

WHEREAS, the Parties amended an Agreement for the Removal of Aggregate on January 25, 2012, and,

WHEREAS, the Parties amended an agreement for the Removal of Aggregate was amended in writing a second time on October 16, 2014, and,

WHEREAS, the Parties Port of Benton and Eucon Corporation, a subsidiary of American Rock Products further conveyed by Assignment of Lease to Interstate Concrete & Paving Company Inc., a subsidiary of CRH American Materials Inc. dated March 7, 2018; and

WHEREAS, the Parties entered into a Lease Amendment to ground lease on April 12th, 2004, for the use of the property to crush aggregate, an aggregate washing, asphalt mixing, cement mixing, for the storage of aggregate, purposes incidental thereto, including incidental recycling and reclamation activities, and for no other purposes except those approved in writing by the Port. And

WHEREAS, the Interstate Concrete and Asphalt Company intends to use the property for the use permitted by Section 7 of the lease Amendment #1 and to abide by the terms of the Agreement for Removal of Aggregate,

WHEREAS, the continuation of the operation for this property will support and enhance the Port's economic development mission by facilitating further development and utilization of this property through the investment of private capital; and

WHEREAS, the parties amended an agreement for Aggregate Removal on January 1, 2021, to reduce the total acres of aggregate mining, to extend their option, adjusted rates and provided a reclamation plan and clean up

WHEREAS, the parties amended the ground lease on August 1, 2021, to identify the total 169 acres (40 acres of the aggregate and concrete production area and 119 acres for aggregate and mining), to extend the term of the lease and determine the rate and adjustments. And,

WHEREAS, the parties amended the Ground Lease that includes the Aggregate and asphalt portion dated on May 1, 2024, increasing the property acreage to 182 total acres, this includes 132 acres for Aggregate and mining, with 50 acres that includes 40 for ground lease operations and 10 acres for asphalt plant. The reduction timeline has been modified and the aggregate mining area shall be fully reclaimed by December 31, 2025. The term of the ground lease ends July 31, 2031, with a 2, 5-year option. and,

WHEREAS, the Parties desire, by this License Agreement, to provide for the licensing by Licensor to Licensees of the right to use and occupy certain spaces as set forth in Exhibit I annexed hereto and made a part hereof (each space to be referred to herein as a "License Area" and collectively the "License Areas"), each of which is located in the Premises as described in Exhibit I; and

NOW, THEREFORE, the Board of Commissioners of the Port of Benton hereby authorize the License Agreement to use and occupy the License area as a permitted use, which is defined as conveyance of rock, aggregate, gravel, or other mined material, and for no other purpose except (and only to the extent permitted under the terms of the related leases) as may be reasonably agreed upon in writing by Licensor and Licensees. Nothing in this paragraph shall require a Licensee to use and occupy a License Area, except to the extent Licensor is required to use or occupy and maintenance of such conveyor same under the terms of related Lease.

The design of all proposed construction and improvements shall be submitted to the Licensor for Licensor's review and written approval prior to any construction of improvements within the Licensed area. Any cost necessary and incurred by the Grantor in order to perform and complete approval shall be reimbursed by Grantee within 10 days of a submission of a billing claim. This reimbursement shall exclude payroll-related expenses for Port employees.

BE IT HEREBY RESOLVED, to motion approval of Resolution 24-33 authorizes the Port's Executive Director to execute all necessary documents related to in accordance with the statues governing long term leases/License Agreement in a port district.

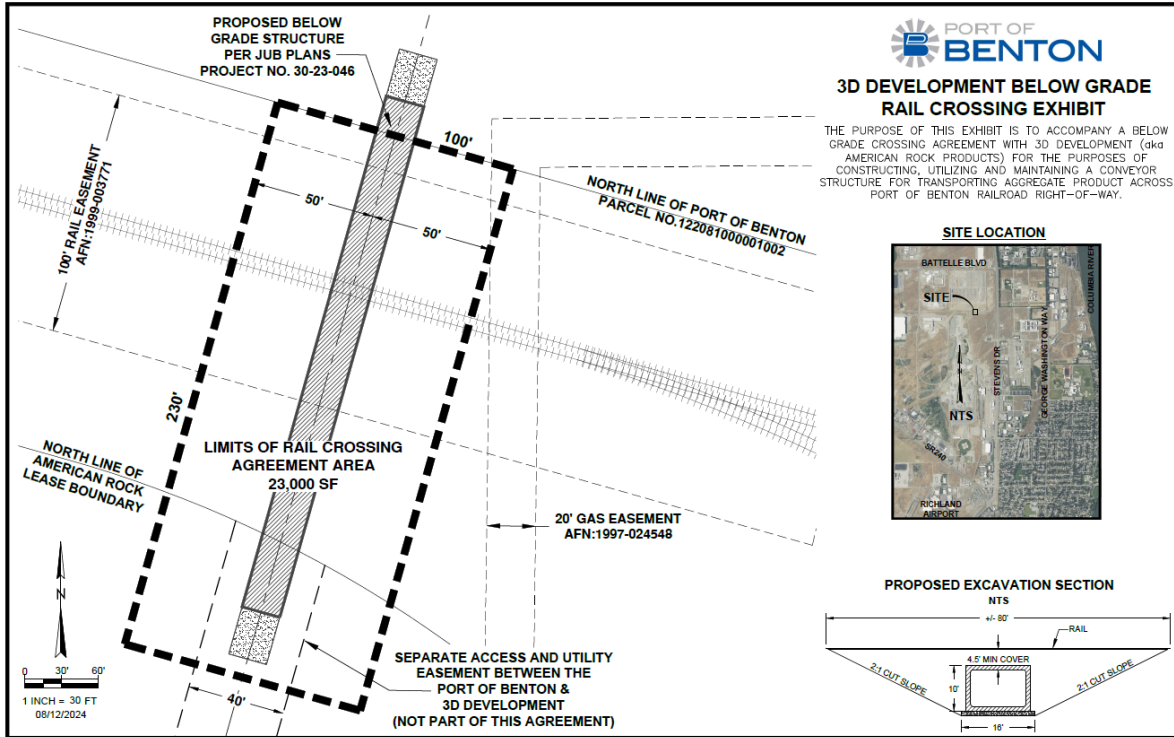
ADOPTED BY THE PORT OF BENTON COMMISSION this 11th day of September, 2024.

Scott D. Keller, President

Lori Stevens, Vice President

Roy D. Keck, Secretary

EXHIBIT 1



PORT OF BENTON

**PORT COMMISSION
RULES OF
POLICY AND PROCEDURE**

**ADOPTED AT A REGULAR
OPEN MEETING OF THE PORT COMMISSION**

~~January ____, 2020~~ September 11, 2024

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1. INTRODUCTION AND PURPOSE

1.1 Port of Benton. The Port of Benton (“Port”) is a Washington port district, with authority to act under law, including but not limited to Titles 14 and 53 RCW. The powers of a port district are exercised through a port commission. The Port Commission of the Port of Benton consists of three Port Commissioners.

1.2 Other Governing Law. In addition to enabling legislation, the Port is subject to Washington State laws, including the open Public Meetings Act, chapter 42.30 RCW; the Public Records Act, chapter 42.56 RCW; and, the Code of Ethics for Municipal Officers, chapter 42.23 RCW.

1.3 Port Managing Official. Consistent with its authority under RCW 53.12.270, the Port Commission has delegated to the office of Executive Director such administrative powers and duties as deemed proper for the efficient and proper management of the Port’s operations. See “Delegation of Authority to Executive Director,” Port Resolution 94-01, updated annually (January 13, 1994 - January 19, 2019 – the “Delegation Policy.”)

1.4 Purpose. The Port of Benton’s Commissioners (the "Board" or "Commission") seeks to adopt rules governing the transaction of Port Commission business as required by RCW 53.12.245. Further, it is the purpose of these Rules of Policy and Procedures to provide a framework and guide for governance, management and operation of the Port.

1.5 Reserved Rights. The adoption and maintenance of these Rules of Policy and Procedure (“Rules”) create no vested rights or entitlements. These Rules may be revised, suspended, amended or repealed by majority vote of the Port Commission when acting pursuant to and in compliance with law.

2. COMMISSION AND COMMISSIONERS

2.1 Purpose. The purpose of the Commission is to:

2.1.1 Identify and define the purpose, values and vision of the Port, along with the results the Port is to achieve, and to communicate those items in the form of policy;

2.1.2 Make certain decisions as are designated by law; and

2.1.3 Hire, evaluate, and terminate the Executive Director.

2.2 Governance. Commission governance addresses:

2.2.1 Strategic leadership more than administrative detail;

2.2.2 Encouragement of diversity in viewpoints;

2.2.3 Collaborative rather than individual decisions;

2.2.4 Future, rather than past or present, direction;

2.2.5 Proactive, rather than reactive, conduct; and

2.2.6 Full transparency to the public.

2.3 Actions. The Commission will:

2.3.1 Produce and maintain written policies that ensure a high quality of governance and clear roles in decision-making between Commission and staff;

2.3.2 Annually evaluate the Executive Director's performance;

2.3.3 Adopt, and annually review, the Port's Strategic Work Plan;

2.3.4 Adopt the Port's annual budget;

2.3.5 Adopt, annually review, and modify as necessary the Delegation of Authority to the Executive Director;

2.3.6 Set the rates, rules and regulations for services provided by the Port;

2.3.7 Purchase or dispose of real estate or other property to the benefit of Port District taxpayers/citizens; and

2.3.8 Take such other actions as may be required by law.

2.4 Port Financial Goals.

As may from time to time be amended, the Port Commission reiterates the following budgetary goals and acknowledges the importance thereof:

2.4.1 The Port shall work toward funding all operating expenses from revenues from Port operations;

2.4.2 The Port shall fund projects with available resources, not with bonds or loan financing unless otherwise in the best interest of the Port and the communities' long term interest;

2.4.3 The Port shall pursue projects with development partners who demonstrate support (e.g. matching funds, political/citizen/taxpayer support, leveraged investment, enthusiasm/goodwill).

3. COMMISSION CODE OF CONDUCT

3.1 Purpose. The purpose of these Port of Benton Rules is to foster public transparency and public accountability concerning the transaction of Port business and to protect and promote the efficiency of the Port by prohibiting incidents and areas of conflict. Commissioners shall conduct themselves in accordance with all laws and applicable policies and further shall comply with the following.

3.2 Conflict Avoidance. Commissioners are strictly prohibited by law from entering into or engaging in any activity identified in chapter 42.23 RCW as a conflict of interest with their official duties as a Port of Benton Commissioner and shall further avoid conduct that may present an appearance of a conflict of interest.

3.3 Policy Acknowledged. On an annual basis and in a public forum, each Commissioner shall acknowledge the obligation to disclose any conflicts of interest under chapter 42.23 RCW and shall complete and sign a conflict of interest disclosure form to be held by the Port.

3.4 Disclosure. On a case by case basis, each Commissioner will disclose to the other Commissioners in a public forum, any remote conflicts of interest under chapter 42.23 RCW. Disclosure will be noted in the Port's official minutes which are public record. As required by RCW 42.23.040, a Commissioner with such remote interest will recuse themselves. That is, the Commissioner shall not participate in any discussion and/or debate concerning such interest, will not vote on the matter, and will do nothing to influence any other Commissioner concerning their decision on the matter. The foregoing shall also apply to any business owned by a Commissioner's spouse, in the absence of a separate property agreement.

3.5 Statement of Financial Affairs. On or before April 15 of each year, or within (14) days of taking oath of office, each Port Commissioner shall file with the Public Disclosure Commission (PDC) a copy of a Statement of Financial Affairs prepared in satisfaction of the requirements of RCW 42.17A.700 - .710, which shall be available for public inspection at the PDC's website (www.pdc.wa.gov) after the above-referenced dates.

3.6 Conduct as Commissioner. Commissioners shall adhere to these Rules of Policy and Procedure as adopted by the Commission, and shall conduct themselves with civility and respect at all times with one another, with staff, and with members of the public. As fiduciaries of the Port, Commissioners shall make decisions on the basis of public policy and shall demonstrate undivided loyalty to the interests of Port and its taxpayers. This loyalty shall supersede any conflicting loyalty to advocacy or special interest groups.

3.7 Commissioner Knowledge of Policies. Commissioners will become familiar with their individual and joint obligations pertaining to the Port's directive on reporting alleged improper governmental action, including actions required of the Commission regarding complaints by Port employees and/or the public of alleged improper governmental actions and/or employee claims of retaliation for reporting alleged improper governmental actions.

3.8 Representation of Positions. Unless authorized by the Commission at an open meeting or as set forth in Port policy or plan (e.g., an approved plan), an individual Commissioner may not represent a position as being the position of the Port, either in private communications or in a public forum.

3.9 Shared Information and Advocacy. Recognizing that differences may exist among the Commissioners and that a collegial approach to issue resolution is preferred, each Commissioner should make available to fellow Commissioners all information related to Port activities. A Commissioner is encouraged to make clear the foundation upon which an opinion

stands; be candid about any philosophical or political preferences; and, recognize and make clear the limits of expertise.

3.10 Representation of Port Position. No Commissioner is authorized, without Commission authorization, to represent the Port with special interest groups, Port tenants, suppliers, vendors, consultants, contractors or others that do or seek to do business with the Port. Unless otherwise authorized by the Commission, a Commissioner shall disclose that the Commissioner's position is not that of the Port or of the Commission when participating in discussions, debates, and forums where the sponsoring group(s) or other participants are identified with a particular perspective on an issue and the Commissioner's participation might put into question both the Commissioner's and the Commission's impartiality. Nothing in this Policy prevents an individual Commissioner from stating a position as that of the individual Commissioner, but not that of the Port or of the Commission.

3.11 Special Privileges Prohibited. RCW 42.23.070 prohibits, in part, Commissioners from using public office to secure special privileges or exemptions for a Commissioner or others.

3.11.1 Commissioners must conduct themselves at all times in a manner that leaves no grounds for belief, or even the appearance that information they have gathered on the job has been used for personal gain or for gain of any individual or special interest group, whether such gain is financial or otherwise.

3.11.2 Commissioners shall avoid any association with individuals or groups organized with an attempt to influence Port policy that will benefit themselves or their cause at the exclusion of the Port at large.

3.12 Commission-Staff Relations. Commissioners may not attempt to exercise individual authority over the Port or staff, except as explicitly set forth and authorized in Commission policies, including the Delegation Policy referenced in Section 1.3.

3.13 Open Meetings. In accordance with Washington's Open Public Meetings Act, Commissioners shall:

3.13.1 Not meet as a quorum outside of Commission-called public meetings to hold discussions or make decisions, as defined under chapter 42.30 RCW, regarding the business of the Port.

3.13.2 Not meet as a quorum with staff outside of a Commission-called public meeting for the purpose of gathering information.

3.13.3 Understand that the requirements of the Washington Open Public Meetings Act apply to communications via telephone, e-mail, instant messaging or other forms of electronic communications. Any exchange of communication between any two Commissioners may constitute an official meeting of the Commission and be in violation of the Act. Commissioners may send information to other members of the Commission on an informational basis; however, replies and/or exchanges of communications regarding Port business must not occur outside of an official public meeting of the Commission. Any such e-mail sent for informational purposes as described above, by any member of the Commission,

shall be sent individually, not as group e-mail. Commissioners will not “reply” to any e-mail received by another member of the Commission.

3.13.4 Respect the confidentiality appropriate to issues, including personnel, real estate transactions, proprietary matters, and attorney-client privileged communications, including those requirements listed under RCW 42.30.110, Executive Sessions, and including any other confidential information gained by reason of the Commissioner’s position. See also RCW 42.23.070(4) prohibiting disclosure of confidential Port information.

3.14 Commission Disclosure of Economic Associations. RCW 42.23.070 states in part that “[n]o municipal officer shall be beneficially interested, directly or indirectly, in any contract which may be made by, through or under the supervision of such officer, in whole or in part, or which may be made for the benefit of his or her office, or accept, directly or indirectly, any compensation, gratuity or reward in connection with such contract from any other person beneficially interested therein.” Port contracts made in violation of the law are void; and any Port officer violating the law is liable to the Port for a “penalty in the amount of five hundred dollars, in addition to such other civil or criminal liability or penalty.” RCW 42.23.050. The law also prohibits a Commissioner from employment or engaging in any professional activity that may require disclosure of Port information to non-Port interests. RCW 42.23.070. These statutory prohibitions are based on the principle that a Port official may not have divided loyalties. The line between proper and improper conduct may not always be clear, and even unintentional conduct may expose the Port and Port officers and employees to liability. See *City of Raymond v. Runyon*, 93 Wn. App. 127 (1998) (“In spite of well-intentioned attempts to avoid a prohibited conflict of interest,” city commissioner found in violation of law). These Rules attempt to address a Commissioner’s responsibility under law and duty of loyalty to the Port, with other interests. See also, Section 3.2.

3.14.1 Under chapter 42.23 RCW, no Commissioner may have an economic association (affiliation, involvement, or interest), directly or indirectly, that may conflict with the Commissioner’s official duties as a Port Commissioner. However, Commissioners may engage in other employment or activity only so long as it does not interfere or conflict with their duties as a Commissioner.

3.14.2 In order to avoid inadvertent violation of law, and consistent with the Port’s policy for its officers and employees, on or before April 15 of each year, or within fourteen (14) days of taking office, each Port Commissioner, shall file with the Port a written conflict of interest disclosure statement identifying any current or prospective economic relationship, whether direct or indirect, which could be a conflict of interest, a remote interest or give rise to an appearance of a conflict of interest with the Port. In addition, each Port Commissioner shall in the written statement disclose other employment and/or business relationships in order that the Port may confirm that there are no Commissioner conflicts or potential conflicts of interest with current or prospective Port activities. The statement shall include the name of the employer or business, the nature of services rendered, the time commitments, the location of the performance of such services and the amount of compensation (and expense reimbursement) received for such services. This Section 3.14.2 shall also apply to any employment or business of a Commissioner’s spouse, in the absence of a separate property agreement.

3.14.3 The Commissioner shall declare his or her intention to refrain from deliberations and voting on issues related to the person or entity in such relationship. This requirement may be extended by Commission action to any individual or entity that, in the judgment of the Commission, could represent the potential for or the appearance of a conflict of interest. Even with disclosure, chapter 42.23 RCW may prohibit the Commission from acting in the face of a conflict of interest.

3.14.4 A Commissioner shall not receive reimbursement for expenses, per diem, or other Port payment for activities (e.g., travel, meals and other costs) when the Commissioner is engaged in or participating for both the Port and another Entity.

4. FULL TRANSPARENCY IN PORT ACTIONS

4.1 This policy shall ensure full, fair, and open discussion of matters of public importance, with opportunity for public participation and media coverage.

4.2 With respect to any quasi-judicial matter before the Commission, or reasonably expected to come before the Commission, it is the policy of the Port Commission that no Commissioner shall:

4.2.1 Have contact with any person, either oral, written, electronic or otherwise communicated, except in a Commission meeting; and

4.2.2 Receive any information or evidence except as a part of the public record at a Commission meeting.

4.3 If a Commissioner is not able to avoid contact with parties outside of an open Commission meeting or receipt of information from parties outside of an open Commission meeting, the Commissioner shall disclose at the next public meeting, the full content of the contact made or information received.

4.4 Avoidance of communications described above is preferred over relying on the public disclosure remedy because an incomplete or inaccurate conveyance of the contact, even if inadvertent, may bias the outcome and subject the Commission action to challenge.

4.5 All information any person or entity would like distributed to Commissioners should be first provided to Port staff; staff will then consistently distribute the information to all Commissioners and file the information as appropriate.

5. REPORTING MISCONDUCT

5.1 General. The Port is committed to lawful and ethical behavior in all of its activities and requires its staff and Commissioners to conduct themselves in a manner that complies with all applicable laws, regulations and this policy. Complaints against staff (other than the Executive Director) shall be resolved by the Executive Director, according to law and the Port Policies and Procedures manual. Complaints against the Executive Director shall be resolved by the Port Commission according to the Executive Director's Employment Agreement

or other applicable contract, Delegation of Authority and the Port Policies and Procedures manual. Complaints against Commissioners shall be resolved as set forth below.

5.2 Complaint. If any person believes that a Commissioner has engaged in misconduct, the Executive Director shall investigate consistent with Section 5.3 and report to the Commission. No employee will be discharged, threatened, or discriminated against in any manner for following up on any complaint or for reporting what they perceive to be misconduct. All complaints must include a description of the alleged misconduct. The proceedings shall be treated confidentially, including the name of the complainant, except to the extent required to complete any investigation and in the event that an action is taken.

5.3 Initial Determination. Based upon the complaint, and only following investigation and with the advice and counsel of Port general or special legal counsel ("Port counsel"), the Executive Director shall determine whether sufficient evidence exists to proceed with an investigation. If the Executive Director determines that insufficient evidence exists, the complaint shall be dismissed. Otherwise, the Executive Director shall proceed as follows.

5.4 Investigation. If an investigation is warranted, the Executive Director shall recuse him or herself from the process and delegate all further steps to Port counsel, and/or an investigator retained for such purpose by Port counsel. Port counsel shall inform the party subject of the complaint (Respondent) in writing that a complaint has been filed and that an investigation will take place. Port counsel shall provide a copy of the complaint to the Respondent and the Respondent shall have a reasonable time to prepare and submit a response in writing. Port counsel may seek additional information regarding the matter from the complainant, the Respondent and/or relevant third parties. In conducting the investigation and evaluating all evidence, the Port's counsel shall presume that the Respondent acted ethically and shall determine that an act of professional misconduct has occurred only upon a finding of substantial evidence of such misconduct.

5.5 Determination and Recommendation. Port counsel shall evaluate the complaint and issue a decision within thirty (30) days of receiving all relevant evidence, that the complaint is substantiated or unsubstantiated. If Port counsel finds misconduct and the complaint substantiated, a report to Executive Director and the Commission shall set forth the basis for the decision and a recommended action; otherwise, the complaint shall be dismissed.

5.6 Notification of Determination. Following receipt of the decision and recommendation of Port counsel, the Commissioners shall promptly hear, consider and vote upon the recommended action. The complainant and Respondent shall be notified of the action in writing and shall have the right to be heard before the Commission.

5.7 Reconsideration. A decision is subject to reconsideration upon written request by a respondent. But the sole ground for reconsideration shall be that the Respondent has new, relevant information which was not considered by Port counsel. A respondent having new information to submit to the Commissioners may, within fifteen (15) days of receipt of the written notice of determination, file with the Commission a written request for reconsideration stating the reason and including the new information not considered by the Port counsel. Following review of the entire investigative file, the decision and recommendation of the Port

counsel and the new information submitted by a respondent, the Commission shall, within fifteen (15) days of receipt of such new information, hear, consider or render a final decision which may not be further appealed. If the complaint is dismissed, the complainant and the Respondent shall be notified of same in writing. If reconsideration is denied, the Respondent, but not the complainant, shall be notified of same in writing, and any action by the Commission shall be implemented immediately.

5.8 Sanctions. Censure and/or reprimand may be invoked with respect to Commissioner misconduct, in addition to reassignment of committee assignments and other actions.

5.9 Public Notification. Unless otherwise determined by the Commission in a particular matter, it shall be standard procedure to publish, in a manner deemed appropriate by the Commission, the fact of any sanction.

5.10 Other Remedies Reserved. Any action taken by the Commission shall not prevent other legal action that may be available under law. The Port shall not indemnify or defend any Commissioner charged with misconduct, except as otherwise provided under Section 18.

6. COMMISSION MEETINGS

6.1 Officers. There shall be three Commission officers: a president, a vice president and a secretary.

6.1.1 Terms. The terms of office for each officer shall be two years or until his/her successor is elected.

6.1.2 Election. The officers shall be elected at the first regularly scheduled Port Commission meeting in January in even years. Newly elected officers shall take office effective the next regularly scheduled meeting following the election, unless otherwise agreed by the Commission.

6.1.3 Special Elections. By affirmative vote of 2/3 of the officers, a special election of officers may be held at any regularly scheduled Port Commission meeting.

6.2 Presiding Officer. The Presiding Officer at all meetings of the Commission is the President, and in the absence of the President, the Vice President will act in that capacity.

6.3 Presiding Officer Duties. The Presiding Officer shall:

6.3.1 Preserve order and decorum in the Commission chambers;

6.3.2 Observe and enforce all rules adopted by the Commission;

6.3.3 Decide all questions on order, in accordance with these rules, subject to appeal by a Commissioner;

6.3.4 Recognize Commissioners in the order in which they request the floor. Except as otherwise set forth herein, the Presiding Officer, as a Commissioner, shall have only those rights, and shall be governed in all matters and issues by the same rules and restrictions as other Commissioners; and

6.3.5 Have the authority to appoint Commissioners or the public to serve on ad hoc committees, task forces and any advisory boards, with input from fellow Commissioners.

6.4 Regular Meeting. Port meetings are generally held on the second Wednesday of each month in the Commission Chambers, 3250 Port of Benton Blvd., Richland, Washington at 8:30 a.m. Based upon schedules of the Commissioners, these dates are subject to change, notice of the change to be provided pursuant to applicable law.

6.5 Special Commission Meetings. A special public meeting of the Commission may be called by the President or by any two Commissioners. Any request and subsequent special meeting notices shall state the subjects (e.g., agenda items) to be considered at such special meeting and no other subject shall be acted upon.

The Port Administrative Assistant shall provide notice of special Commission meetings pursuant to applicable law.

6.6 Quorum. At all meetings of the Commission, a majority of the Commission (two members) constitutes a quorum for the transaction of business, but a lesser number may adjourn from day to day or until the time of the next regular meeting.

6.7 Recording Proceedings. The Port Administrative Assistant shall maintain an account of all proceedings of the Commission in accordance with statutory requirements. Port meeting minutes can be corrected but shall not be revised without a majority affirmative vote of the Commission at a regularly scheduled Commission meeting.

6.8 Call to Order. The Presiding Officer shall call each meeting to order. The Presiding Officer will announce the attendance of Commissioners and indicate any Commissioner who is not in attendance.

6.9 Participation by Telephone. The Commission strongly believes that a Commissioner's first priority shall be to the District's constituents as a whole and that this obligation is best fulfilled by direct, face-to-face participation in public meetings rather than via telephone or other medium. Such policy provides access by the public to the Commission, provides for better understanding by the public of the deliberative process, minimizes miscommunication, ensures that each Commissioner sees all applicable documents and sees all in attendance. However, the Commission also understands that there are occasional extenuating circumstances that necessitate the use of teleconference technology and therefore will allow each Commissioner to attend the rare Commission Meeting remotely with the . See Port Remote Attendance Policy updated January 8, 2020.

6.10 Commissioner Attendance at Meetings. Commissioners shall inform the President or Executive Director if they are unable to attend any Commission meeting, or if they will be late to any meeting. A majority vote is required to excuse any Commissioner's absence.

Unless excused, pursuant to RCW 53.12.140 a Commissioner forfeits office by nonattendance at meetings of the Commission for a period of sixty (60) days. The Executive Director shall maintain a record of Commissioner attendance at Commission, and other meetings, to which a Commissioner is assigned or scheduled to attend.

6.11 Commission Meeting Staffing. The Executive Director shall attend all meetings of the Commission, unless excused. At the discretion of the Executive Director, other staff members shall attend. The Executive Director may make recommendations to the Commission and shall have the right to take part in the discussions of the Commission, but shall have no vote.

6.12 General Conduct of Business.

6.12.1 The Port Commission, as a governing body, is charged with making decisions that advances the mission of the Port and which are based on sound information and analysis, respect for views of the public, and each Commissioner's best disinterested judgment. With only three elected Commissioners, the Commission can operate with a high degree of informality and need not be bound to all the provisions spelled out in standard codes of parliamentary procedure. However, some formal procedures need to be followed to respect the rights of all three Commissioners to participate equally and fully in all Commission business. The President of the Port Commission will introduce the issue.

6.12.2 Port staff will briefly discuss the issue.

6.12.3 If a technical report by a consultant or other is to be presented, the presenter will provide a summary of the technical report, generally not to exceed 15 minutes.

6.12.4 At the conclusion of the technical report, staff will return the issue to the President of the Commission for action. The Commissioners may ask staff, any consultants or the public to briefly clarify any matter presented.

6.13 Public Comment. Public comment shall be permitted at Commission meetings only in accordance with these established procedures. Comments shall be received at the beginning of each meeting, and at the end of each meeting, as identified on the agenda. Either the President or staff may read the following guidelines into the record.

6.13.1 Speakers shall move to the lectern/conference room table and shall comment only after being recognized by the President;

6.13.2 Speakers shall state their names and addresses prior to addressing the Commission;

6.13.3 The President may allocate available time among individuals wishing to comment. Generally, the time shall be 3 minutes for each speaker;

6.13.4 Groups are encouraged to express their views through a single spokesperson rather than individually;

6.13.5 Speakers shall limit themselves to matters regarding the issue of concern;

6.13.6 Speakers shall not repeat remarks or points of view made by prior speakers;

6.13.7 The President may overrule impertinent, redundant or disruptive comments;

6.13.8 Applause or other disturbances are discouraged;

6.13.9 All remarks should be directed to the Commission as a whole; and

6.13.10 Individuals should not expect the Commission, staff, consultants, other speakers or any other person, to respond to their comments. Instead, the Commission may direct the matter to staff for comment at a future meeting or for Commission consideration at a future meeting.

6.13.11 The President has discretion to curtail public comment that exceeds allotted time, is beyond the scope of the subject agenda item under consideration, is overly repetitive, or includes disruptive behavior. The President will first request that the commenter follow these guidelines. If an individual fails to comply with the President's request, the President may deem the individual out of order and direct that the individual be removed from the Board meeting. If the individual presents a threat to those present at the meeting, the President may request assistance from law enforcement in removing the individual.

6.14 Executive Sessions. Executive Sessions shall be held in accordance with the provisions of the Washington State Open Public Meetings Act. An Executive Session is a Commission meeting that is closed except to the Commission, Executive Director and others that may be authorized. The public is restricted from attendance. Executive Sessions may be held during Regular or Special Commission meetings and will be announced by the President. Before convening an Executive Session, the President shall announce the purpose of the meeting and the anticipated time when the session will be concluded. Should the session require more time, a public announcement shall be made that the executive session is being extended.

6.15 Commission Discussion. All Commission discussion shall be guided by Robert's Rules of Order, Newly Revised. The Port Attorney shall assume the additional duty of Parliamentarian.

6.16 Media Representation at Commission Meetings. All public meetings of the Port shall be open to the media, freely subject to recording by radio, television, electronic, and photographic services at any time, provided that such arrangements do not interfere with the orderly conduct of the meeting.

7. AGENDA PLANNING

The work of the Commission is accomplished in public meetings and all proceedings of the Commission shall be by motion or resolution, recorded in its minute books, which shall be public records. The agenda of the public meeting identifies in general terms the topics to be considered by the Commission.

7.1 Placing Item on the Agenda. Items may be placed on either the business agenda or on the consent agenda. An item may be placed on the preliminary Commission meeting agenda by any Commissioner or by the Executive Director.

7.2 Agenda Preparation. The Executive Director shall prepare a preliminary agenda for each Commission meeting. The preliminary agenda shall set forth a brief general description of each item to be considered by the Commission. The Executive Director shall promptly forward the preliminary agenda to the Commission for review. The Commission shall have the option to delete any item from the preliminary agenda.

7.3 Agenda Materials. Agenda materials will be available on the Friday prior to the Commission meeting. Agenda materials will be delivered to Commissioners via email or other electronic means.

7.4 Adding an Item to a Published Agenda. An item may be placed on a regular Commission meeting agenda after the agenda is closed and the notice published, if the Commissioner or Executive Director explains the necessity and receives a majority vote of the Commission at a public meeting.

7.5 Agenda Item Order. The Commission may address agenda items out of order.

7.6 Consent Agenda. Items placed on the consent agenda may be moved to the business agenda upon a motion passed by the Commission during a Commission Meeting and prior to the vote to approve the consent agenda. The moved item will be placed on the business agenda for further discussion.

8. ROLE OF THE COMMISSION PRESIDENT

The President of the Commission shall:

8.1 Ensure that the Commission jointly and consistently adheres to its own rules and policies, and those imposed upon it by the laws of the State of Washington.

8.2 Ensure that deliberation is fair, open and thorough, but also timely, orderly and stays on topic. The President of the Commission shall preside over and facilitate all Commission Meetings in accordance with these governance principles and Roberts Rules of Order, as needed.

8.3 Assume responsibility of the Commission that is not specifically assigned to another Commissioner.

8.4 Call Special Meetings of the Commission in the event of a business need as provided for by applicable law.

8.5 Establish ad hoc advisory and standing committees.

8.6 Schedule and coordinate the annual process of evaluating the Executive Director.

8.7 Have no authority to supervise or administratively direct the Executive Director or Port staff, apart from authority expressly granted by the Commission.

9. ROLE OF THE COMMISSION VICE-PRESIDENT

The Vice-President of the Commission shall:

9.1 Perform such duties as are assigned by the President.

9.2 Have all the power and duties of the President in the absence or inability of the President to act.

9.3 Have all the powers and duties of the Secretary in the absence or inability of the Secretary to act, when not acting as the President.

10. ROLE OF THE COMMISSION SECRETARY

The Secretary of the Commission shall:

10.1 Attest all contracts, bonds, deeds, leases and other instruments and documents duly authorized by the Commission unless otherwise delegated by the Commission.

10.2 Perform all duties incident to the office of Secretary as may from time to time be required by law or assigned to such office by motion, rule or resolution of the Commission.

10.3 Have all of the powers and duties of the President in the absence or inability of both the President and the Vice President to act.

10.4 Have the option of delegating the obligations and duties of Secretary to the appropriate Port staff member for implementation.

11. COMMISSION COMMITTEES

11.1 General. The Commission may establish ad hoc advisory and standing committees. All committees should include designation of members, chair and a charter describing the committee's purpose. The Commission will review each committee at least annually to determine whether the committee should continue.

11.2 Committee Roles and Responsibilities.

11.2.1 Committees will assist the Commission by gaining education, considering alternatives and implications, and preparing policy alternatives.

11.2.2 Commission committees or any individual Commissioner may not speak or act for the Commission, except when formally given such authority for specific and time-limited purposes.

11.2.3 Commission committees cannot exercise authority over staff or interfere with the delegation from the Commission to the Executive Director.

11.2.4 Participation in Port established committee meetings shall be in compliance with the provisions of the Open Public Meetings Act. Official action should not be taken at committee meetings, but should occur at the next regularly scheduled commission meeting or the next special commission meeting

11.2.5 These policies apply to any group which is formed by action of the Commission of the Port of Benton, whether or not it is called a committee.

12. COMMISSION AND PORT ACTION

12.1 Only decisions of the Commission acting as a body (hereafter defined as 2 or more Commissioners acting in concurrence) are binding upon the Port and Port staff.

12.2 In the case of Commissioners requesting information or assistance without Commission authorization, the Executive Director and staff must refuse such requests that require, upon evaluation by the Executive Director, a material amount of staff time or funds, are disruptive to the Port, or which may involve a conflict of interest between the Port and the Commissioner requesting the information or assistance.

12.3 Commissioners individually may communicate directly with Port employees for the purpose of inquiry only. Commissioners should not directly communicate with contractors. Commissioners shall, on business matters, deal with staff through the Executive Director. However, the Commission as a body and the Commissioners individually do not give direction to persons who report directly or indirectly to the Executive Director. If an individual Commissioner is dissatisfied with the response from the Executive Director or staff, the Commissioner may seek resolution through the Commission as a body.

12.4 The Commission as a body and the Commissioners individually will refrain from evaluating, either formally or informally, the job performance of any Port employee, other than the Executive Director, except when approving compensation and benefits in the course of budget or employment contract considerations.

12.5 The Commission as a whole, when all Commissioners vote in favor of a particular action, or no fewer than two Commissioners, when one Commissioner is absent and the remaining two Commissioners vote in favor of a particular action, shall sign all resolutions, contracts, and other official documents on behalf of the Commission in an open meeting, unless the Commission authorizes the President or the Port's Executive Director to be the sole signatory of an official document on behalf of the Port in an open meeting.

In the event a resolution, contract or other official document requires only two signatures, one of which is that of a Commissioner in their officer capacity (e.g. Secretary) who voted against the action, one of the remaining Commissioners who voted in favor of the action may sign the document on behalf of the Commissioner who voted against the action. Otherwise, in all other instances, where a Commissioner is either absent (excused or unexcused) or votes against an action, the Commission Coordinator should note in the signature line of the document for that Commissioner that they were "Absent" or "Voted Nay". Commissioners who attend Port meetings remotely shall be entitled to sign all relevant documents on which action was taken where they voted "Aye" prior to those documents becoming official Port documents.

13. PORT COMMISSION & STAFF ROLES AND RESPONSIBILITIES

13.1 General Roles. The Commission is the Port's governing authority and policy maker. The Executive Director and Port staff implement and administer the Commission's policies. The Port of Benton has a Commission-Executive Director form of governance. With this structure, the Port Commission's role is to establish port policies and priorities. The Commission hires an Executive Director to implement those policies and undertake the administration of the organization. The Executive Director is hired by the Port Commission to enforce its directives, to direct the daily operations of Port governance, to prepare and monitor the budget, and to implement the policies and programs initiated by the Port Commission. The Executive Director is responsible to the Port Commission, rather than to individual Commissioners, and directs and coordinates all other employees. The Port Commission authorizes positions through the budget process; based upon that authorization, the Executive Director is responsible for hiring all personnel.

13.2 Commissioner's Role. [See also, Section 2.] The Executive Director is authorized to make recommendations on policy matters to the Commission and the Commission retains the authority to accept, reject, or amend the recommendations. Individual Commissioners may not intervene in staff decision-making, scheduling of work, and executing department priorities. This is necessary to allow staff to execute priorities given by the Executive Director. All Commissioners with concerns affecting the Port of Benton should address those concerns with the full Commission or with the Executive Director.

No Commissioner shall direct the Executive Director to initiate any action, prepare any report, or initiate any project or study without the authorization of a majority of the Commission. Commissioner requests for information shall be made to the Executive Director, unless otherwise determined by the Executive Director. Commissioners needing staff assistance shall work through the Executive Director.

13.3 Executive Director's Role.

13.3.1 The Executive Director is the chief administrative officer of the Port. The Executive Director is directly accountable to the Port Commission for the execution of the Port Commission's policy directives as set forth in the Delegation Policy and for the administration and management of all Port activities and staff.

13.3.2 The Executive Director is the administrator and manager of all Port activities and staff; and the information liaison between Commission and Port staff. Requests for information from Commissioners are to be directed to the Executive Director and will be responded to promptly. The information requested will be copied to all members of Commission so that each member may be equally informed. The Executive Director will provide staff support for Commissioners as appropriate in their official roles.

13.3.3 In addition to regular, comprehensive memoranda written by the Executive Director directly to the Port Commission concerning aspects of Port operations (exclusive of confidential personnel issues), all Commissioners shall receive copies of correspondence received by the Executive Director that will assist them in their policy-making

role. The Executive Director also provides other documents to the Commission on a regular basis, such as status reports, executive summaries, and minutes of meetings.

13.3.4 The Executive Director shall have an open-door policy which allows individual Commissioners and the public to meet with the Executive Director on an impromptu, one-on-one basis. Such meetings are highly encouraged. No Commissioner, person or special interest group shall abuse the open-door policy.

13.4 Staff Role. The Commission recognizes the primary functions of staff as 1) executing the policies and actions taken by the Commission as a whole, and 2) keeping the Commission informed. Staff is obligated to take guidance and direction from the Executive Director or appropriate supervisor. This direction follows the policy guidance from the Port Commission to the Executive Director through the Delegation Policy. Port staff will, acting through the Executive Director, make every effort to respond in a timely and professional manner to all individual Commissioner’s requests for information or assistance; providing, in the judgment of the Executive Director, the request is not of such magnitude (in terms of workload, resources, or policy) that it should instead be assigned to the Executive Director through the direction of the full Port Commission.

13.5 Summary. The following is a brief summary from the Washington Public Port Association (“WPPA”) Commissioner Resource Guide, and identifies parallel leadership roles and responsibilities.

Port Commission

Governs:
 Guides
 Directs
Decides what
Requests information
Considers issues
Creates, reviews and adopts policy
Reviews and monitors plans
Monitors progress
Contracts with personnel
Approves evaluation criteria, procedures
Reviews and approves budget
Represents public interest

Executive Director

Administers:
 Operates
 Manages
Decides how
Seeks and provides information
Provides recommendations
Recommends and carries out policy
Implements plans
Reports progress
Supervises hiring process, practices
Supervises and evaluates personnel
Formulates budget
Acts in the public’s interest

14. BUDGET AND PROCUREMENT AUTHORITY

14.1 General. By resolution, the Commission shall set forth the authority of the Executive Director to manage and expend Port funds in accordance with financial policies and budgetary limits. Procurement of goods and services shall take place in accordance with applicable legal requirements in a fair, competitive and inclusive manner to maximize the benefit to the Port’s taxpayers/customers.

14.2 Financial Policies. The Commission, by resolution, may from time to time adopt financial policies that provide guidance to the Executive Director in managing the finances of the Port and in developing budgets, financial plans and rates. At a minimum, these policies shall:

14.2.1 Provide for sufficient liquidity relative to the Port's risk profile;

14.2.2 Provide for adequate coverage to meet debt covenants;

14.2.3 Establish criteria for debt and rate-financed capital expenditures;

14.2.4 Require that budgets be developed based on conservative and prudent assumptions consistent with standard industry practice; and

14.2.5 Establish budgetary and procurement controls over expenditures.

14.3 Budgetary Authority. As required by and consistent with law, the Commission, by resolution, shall approve the Port's budget prior to the start of each calendar year. The Executive Director shall manage the Port's operations within the approved budget levels consistent with authority levels set forth in the financial policies.

14.4 Procurement Authority.

14.4.1 The Commission, by resolution and/or through the Delegation of Authority, shall establish procurement authorities and guidelines for the Executive Director consistent with state laws and regulations. The Executive Director shall establish procurement controls that provide reasonable assurance that the procurement of goods and services are made for a valid business purpose and within authorized budget levels.

14.4.2 It is Port policy that procurement decisions shall be made free from actual or perceived conflicts of interest consistent with these Rules of Policy and Procedure.

14.4.3 It is Port policy that due diligence and prudent judgment be exercised in the making of procurement decisions, including conducting a risk assessment. If the Executive Director reasonably determines that a procurement activity presents, regardless of the size of the financial commitment, either: (1) a unique and significant operational risk to the Port; or (2) a significant impact to customers, the Executive Director shall inform the Commission.

15. EVALUATING THE EXECUTIVE DIRECTOR'S PERFORMANCE

15.1 General. The Executive Director's job performance shall be evaluated by comparing the organization's operations and results and the Executive Director's performance to the policies established by the Commission.

15.2 Process.

15.2.1 The Commission shall evaluate the Executive Director's performance on an annual basis.

15.2.2 The evaluation will be based on an evaluation of the organization's performance and the Executive Director's personal performance against the evaluation criteria established by the Commission at the prior year's evaluation.

16. COMMISSION-FINANCE DIRECTOR RELATIONSHIP

16.1 General. Commission – Finance Director Relationship. The Port Finance Director (Auditor) serves the Port to assist in the Port’s compliance with the Local Government Accounting Act, RCW 43.09.200 – 43.09.2855. The auditor reports directly to the commission, and much like the port attorney, provides opinions on compliance matters. The port’s auditor also serves as the chief financial officer. In that financial capacity they report to the executive director and are part of the management team. This dual role and reporting structure—auditor to the commission and chief financial officer to the executive director—can be properly managed with dedication and transparency.~~The Port Finance Director (Auditor) serves the Port to assist in the Port’s compliance with the Local Government Accounting Act, RCW 43.09.200 – 43.09.2855.~~

16.2 Hiring and Reporting.

16.2.1 The Commission and Executive Director shall work in tandem to hire the Port Auditor, evaluate the Port Auditor, and the Commission is responsible for terminating the Port Auditor. The Auditor shall perform those duties specified in RCW 43.09.240, Port Policy or job description and shall be granted direct access to the Commission as necessary in the performance of these duties.

16.2.2 The Auditor shall report to the Commission, through the Executive Director, the financial impact of all administrative matters, including hiring, performance evaluations, salary administration, employee benefits, and terminations. The Executive Director may assign additional duties to the Auditor as long as these duties do not interfere with the Auditor’s duties as specified by law.

16.2.3 Keep the Port Commission and staff apprised of any new updates or additions to financial reporting guidelines or legislation affecting the financial interests of the Port.

16.2.4 Inform the Commission of financial issues impacting the Port or the Commission.

16.2.5 Act as the liaison between the Commission and outside auditors and/or financial investigators.

17. COMMISSION-PORT ATTORNEY RELATIONSHIP

17.1 Port Attorney Role. The Executive Director shall hire the Port Attorney. The Executive Director is responsible for evaluating the Port Attorney’s performance. The Commission and Executive Director are jointly responsible for terminating the Port Attorney. The Port Attorney is the legal advisor to the Port, the Commission, its committees, commissions and boards, the Executive Director, and all Port officers and employees with respect to any legal question involving an official duty or any legal matter pertaining to the affairs of the Port. It is important to note that the Port Attorney does not represent individual members of Commission,

but rather the Port Commission as a whole. Like the port's auditor, the attorney reports directly to, and serves at the pleasure of, the commission. The Executive Director shall make provision for and appoint legal counsel for the Port. Port attorneys can be in-house employees or contract attorneys. The attorney's primary role, as general legal counsel, is to provide legal advice to the commission as well as the staff regarding port operations, commercial matters, compliance issues, and risk exposure. There are occasions for which the port's general counsel will need to be supplemented by special counsel on a particularly narrow topic or on an effort that takes considerable workload beyond the capacity of general counsel. It is paramount for the attorney to be impartial to the business decisions a port commission makes and advise independently on the legality and risk exposure. The attorney is politically neutral to the actions and priorities of the commission. Regarding staff, a good practice is the common understanding that the port attorney can share any staff-derived information with the commission but is under no obligation to share commission-derived information with the staff. This practice greatly enhances the essence of checks and balances for the Port.~~The Executive Director shall hire the Port Attorney. The Executive Director and Port Commission are jointly responsible for evaluating the Port Attorney's performance. The Commission is responsible for terminating the Port Attorney. The Executive Director shall make provision for and appoint legal counsel for the Port by any reasonable contractual arrangement for such professional services. The Port Attorney is the legal advisor to the Port, the Commission, its committees, commissions and boards, the Executive Director, and all Port officers and employees with respect to any legal question involving an official duty or any legal matter pertaining to the affairs of the Port. It is important to note that the Port Attorney does not represent individual members of Commission, but rather the Port Commission as a whole. The Port Attorney reports to the Executive Director.~~

17.2 Port Attorney Responsibilities.

The general legal responsibilities of the Port Attorney are to:

17.2.1 Provide legal assistance necessary for formulation and implementation of legislative policies and projects.

17.2.2 Represent the Port's interest, as determined by the Executive Director, in litigation, administrative hearings, negotiations, and similar proceedings.

17.2.3 Prepare or approve as to form resolutions, contracts, and other legal documents to best reflect and implement the purposes of the Port.

17.2.4 Keep the Port Commission and staff apprised of court rulings and legislation affecting the legal interest of the port.

17.2.5 Shall advise the Commissioners regarding potential conflict of interest issues or ethical matters. Port Attorney shall provide assistance to individual Commissioners in complying with applicable statutes and laws only when such advice does not conflict with the Port Attorney's obligations to the Port or to specific direction of the Commission.

17.2.6 Give advice or opinion when required by the Commission or Executive Director.

17.2.7 Inform the Commission of material legal issues impacting the Port or the Commission.

17.2.8 Assist the Commissioners and staff in complying with applicable statutes and laws.

17.2.9 Serve as the parliamentarian at all commission meetings and other port-related meetings as requested by the Executive Director.

17.2.10 Other matters as designated by the Executive Director.

18. INDEMNIFICATION AND DEFENSE POLICY

18.1 Policy Stated. As authorized by RCW 4.96.041 and Port of Benton Resolution 18-23 adopted on September 12, 2018, the Port created a procedure to provide for indemnification and defense of claims of liability arising from acts or omissions of officials and employees of the Port, including volunteers, while performed or in good faith purported to have been performed in the scope of their official duties. See Addendum A for Resolution 18-23.

18.2 Application to Recall Proceedings.

Consistent with RCW 4.96.041(3), the necessary expenses of defending a Port Commissioner in a judicial hearing to determine the sufficiency of a recall charge as provided in RCW 29.82.023 shall be paid by the Port if the Commissioner requests such defense and approval is granted by both the Commission and the Port's legal counsel or attorney appointed by the Executive Director to review the request. The expenses paid by the Port may include costs associated with an appeal of the decision rendered by the superior court concerning the sufficiency of the recall charge.

As authorized by the Supreme Court in the case of *In Recall of Olsen*, 154 Wn.2d 606 (2005), the Port's decision to indemnify and pay the costs of a recall defense does not constitute a contract under RCW 42.23.030, and, as a result, a Commissioner requesting payment of such expenses may vote on the Commission's consideration of the request.

19. GENERAL COMPLAINT RESOLUTION

19.1 Administrative Complaints Made Directly to Individual Commissioners. When administrative policy or administrative performance complaints are made directly to individual Commissioners, the Commissioner shall then refer the matter directly to the Executive Director for review and/or action. The individual Commissioner may request to be informed of the action or response made to the complaint.

19.2 Administrative Complaints – "Best Practice". Although citizen's direct access to Port Commissioners is to be encouraged, Port Commissioners should be cautious in making statements or taking actions that may delay a timely customer service response. The best policy is to put the citizen into direct contact with the Executive Director.

20. OFFICIAL PORT SEAL

20.1 Pursuant to RCW 53.12.245, the Port's official seal shall on be used for official Port related business, as sanctioned by the Board. In addition, the official Port logo, as indicated below, shall not be used for purposes other than official Port business without the express consent of the Board.



ADDENDUM A

RESOLUTION NO. 18-23

A RESOLUTION OF THE PORT OF BENTON ESTABLISHING A PROCEDURE REGARDING PAYMENT OF DEFENSE COSTS TO OFFICERS, EMPLOYEES AND VOLUNTEERS PER RCW 4.96.041

WHEREAS, RCW 4.96.041 provides that whenever an action or proceeding for damages is brought against any past or present officer, employee or volunteer of a local governmental entity and such action or proceeding arises from acts or omissions of such officer, employee or volunteer while performing or in good faith purporting to perform his or her official duties, such officer, employee or volunteer may request the local governmental entity to authorize the defense of the action or proceeding at the expense of the local governmental entity;

WHEREAS, RCW 4.96.041 further provides that if the legislative authority of the local governmental entity, or the local governmental entity using a procedure created by ordinance or resolution, finds that the acts or omissions of the officer, employee or volunteer were, or in good faith purported to be, within the scope of his or her official duties, the request shall be granted; and

WHEREAS, RCW 4.96.041 further provides that if the request is granted, the necessary expenses of defending the action or proceeding shall be paid by the local governmental entity and any monetary judgment against the officer, employee or volunteer shall be paid on approval of the legislative authority of the local governmental entity or by a procedure for approval created by ordinance or resolution; and

WHEREAS, the commissioners of the Port of Benton wish to establish a procedure to implement the provisions of RCW 4.96.041; NOW, THEREFORE,

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

Section 1. Definitions. Unless the context clearly indicates otherwise, the words and phrases used in this resolution shall have the following meanings:

“Commission” means the board of commissioners of the Port of Benton.

“Port” means the Port of Benton.

“Employee” means any person who is or has been employed by the Port.

“Officer” means all elected and appointed officers of the Port and all persons exercising or undertaking to exercise any of the powers or functions of an officer of the Port.

“Official Duty” means those duties within the specific Scope of Service or Employment of the Employee, Officer or Volunteer as defined by the Commission or by statute.

“Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

“Scope of Service or Employment” shall be determined by the Commission with reference to the relevant job description and/or employee or volunteer manual and or the usual and accustomed duties assigned or performed by others in a similar situation.

“Volunteer” means a person who performs any assigned or authorized duties for the Port brought about by one's own free choice, receives no wages and is registered and accepted as a Volunteer by the Port for the purpose of engaging in authorized Volunteer service at the time of the act or omission giving rise to a Proceeding for which representation or indemnification is claimed under this resolution; PROVIDED, that such person shall be deemed to be a Volunteer although he or she may be granted maintenance and reimbursement for actual expenses necessarily incurred in performing his or her assigned or authorized duties.

Section 2. Request for Representation and Indemnification; Conditions. The provisions of this resolution shall be subject to the following conditions:

(a) Any past or present Employee, Officer, or Volunteer may submit a request to the Commission for representation and indemnification in any Proceeding resulting from the acts or omissions of such Employee, Officer or Volunteer that meet the criteria of this resolution by presenting a written request to the Executive Director of the Port or his or her designee at the administrative offices of the Port during regular business hours.

(b) A request for representation and indemnification shall be submitted as soon as is practicable and in no event later than 15 days after notice of the commencement of any Proceeding, or 25 days after any incident or course of conduct potentially resulting in any Proceeding, and shall include:

(i) the name and current contact information of the Employee, Officer, or Volunteer requesting representation;

(ii) all information known to the Employee, Officer or Volunteer regarding the relevant acts or omissions, including the dates, times, places, and surrounding circumstances;

(iii) the names and addresses of all persons claiming injury or damage in the Proceeding; and

(iv) the names, addresses, and current contact information, if known, of all witnesses or persons having knowledge of the circumstances involved in the Proceeding.

(c) The Employee, Officer or Volunteer shall respond to all reasonable requests for information from the Port's legal counsel and shall otherwise cooperate with the Port's legal counsel, including but not limited to:

(i) delivering any claim, demand, notice, summons or other process relating to the Proceeding;

(ii) attending interviews, depositions, hearings and trials as required and shall assist in securing and giving evidence and obtaining attendance of witnesses, assisting in making settlements of any suits; and

(iii) enforcing any claims for any right of subrogation against any persons or organizations that may be liable to the Port because of any damage or claim of loss arising from such incident or course of conduct.

(d) The Employee, Officer or Volunteer shall not receive any additional compensation for any activities related to the Proceedings, and if the Employee, Officer or Volunteer has left the employment or service of the Port, no fee or compensation shall be provided. Failure of the Employee, Officer or Volunteer to cooperate with the defense as required shall constitute a withdrawal of the request for representation and indemnification and relieves the Port of further liability.

(e) The Employee, Officer or Volunteer shall not accept or voluntarily make any payment, assume any obligation, or incur any expense related to the Proceedings or the acts or omissions giving rise to the Proceedings, other than to administer first-aid to others at the time of any incident or engage in a reasonable attempt to avoid or mitigate injury or damage to persons or property.

(f) Prior to undertaking any representation or agreeing to any indemnification, the Port may require the Employee, Officer or Volunteer to sign an agreement indicating that he or she will reimburse the Port, consistent with the agreement, for defense costs including attorney's fees, should the trier of fact determine that the Employee, Officer or Volunteer committed a willful, wanton or intentionally wrongful act or acted outside his or her Official Duty.

(g) The provisions of this resolution are intended to be secondary to any contract or policy of insurance owned or applicable to any Employee, Officer or Volunteer. The Port shall have the right to require any Employee, Officer or Volunteer to use any such policy protection prior to requesting the protection afforded by this resolution.

Section 3. Availability of Legal Representation and Indemnification.

(a) Subject to the requirements of this resolution, the Port shall provide to an Employee, Officer or Volunteer such legal representation as may be reasonably necessary to defend such Employee, Officer or Volunteer in a Proceeding resulting from any conduct, act or omission of such Employee, Officer, or Volunteer, when such conduct, act or omission was performed or omitted:

(i) on behalf of the Port in his or her capacity as a Port Employee, Officer or Volunteer, and

(ii) within the scope of his or her Official Duties.

The fact that an Employee, official, or Volunteer has concluded employment or service with the Port shall not affect the availability of legal representation under this resolution.

(b) Except as may be provided in any applicable insurance policy, the legal representation described in this section shall be provided by an attorney designated by the Commission or its designee.

(c) Notwithstanding any other provision of this resolution, no representation or indemnification shall be provided to any person if in the opinion of the Port's legal counsel payment of such indemnification would cause the Port to violate any applicable law or jeopardize any of its licenses, grants, or agreements.

Section 4. Exclusions; Standard of Conduct. The Port shall not assume any obligation under this resolution in defense of:

(a) any dishonest, fraudulent, criminal, willful, intentional, grossly negligent, or malicious act, omission, or course of conduct by an Employee, Officer, or Volunteer;

(b) any act, omission, or course of conduct of an Employee, Officer, or Volunteer that is not performed on behalf of the Port;

(c) any act, omission, or course of conduct outside the scope of the Official Duties of the Employee, Officer or Volunteer; or

(d) any lawsuit brought against an Employee, Officer, or Volunteer by or on behalf of the Port.

Section 5. Determination of Exclusions.

(a) The Commission shall grant a request for representation or indemnification under this resolution only after a determination has been made that:

(i) representation or indemnification of the Employee, Officer or Volunteer is permissible in the circumstances because the Employee, Officer or Volunteer has met the standard of conduct set forth in Sections 3 and 4;

(ii) the acts or omissions giving rise to the Proceeding were done on behalf of the District and within, or in good faith purported to be within, the scope of the Official Duties of the Employee, Officer or Volunteer; and

(iii) all applicable conditions of this resolution have been met.

(b) The determination shall be made by the Commission upon advice of legal counsel appointed by the Commission to investigate the request for representation. In reaching a determination, the Commission shall consider the opinion of legal counsel and any additional information that the Employee, Officer, or Volunteer wishes to submit to the Commission. No commissioner who is a party to the Proceeding for which representation and indemnification is being requested shall take part in the determination. The determination of the Commission

pursuant to this section shall be a final legislative action, from which there shall be no appeal, except to superior court by means of a declaratory judgment action.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible.

Section 6. Effect of Compliance with Conditions. If all of the conditions of representation required by this resolution are met, legal representation of an Employee, Officer, or Volunteer is undertaken by the Port, and a judgment is entered against the Employee, Officer or Volunteer, or a settlement made, then the Port shall pay such judgment or settlement; PROVIDED, that the Port may, at its discretion, appeal as necessary any judgment.

Section 7. Failure to Comply with Conditions. If an Employee, Officer, or Volunteer refuses to comply with any of the conditions set forth in this resolution with respect to any Proceeding, the Port shall not be obligated to offer any representation or indemnification under this resolution and this resolution shall be inapplicable with respect to such Proceeding.

Section 8. Reimbursement of incurred expenses.

(a) If the Commission determines that representation or indemnification is not available to the Employee, Officer or Volunteer under the terms of this resolution, and a court of competent jurisdiction later determines that a claim does come within the provisions of this resolution, then the Port shall pay any judgment rendered against the Employee, Officer or Volunteer along with reasonable attorney's fees incurred in obtaining the determination that such claim is covered by this resolution.

(b) If the Commission determines that representation or indemnification is available to the Employee, Officer or Volunteer under the terms of this resolution, and a court of competent jurisdiction later determines that a claim does not come within the provisions of this resolution, then the Port shall be reimbursed by the Employee, Officer or Volunteer or his or her assigns for costs or expenses incurred in obtaining the determination that such claim is not covered by this resolution.

Section 9. Conflict with provisions of insurance policies.

(a) The intent of this resolution is to provide complete coverage outside and beyond any insurance policy that may be in effect while not compromising the terms and conditions of any such policy.

(b) Nothing contained in this resolution shall constitute an insurance policy. This resolution shall not be construed as creating a contract or a policy of insurance between the Port and any Employee, Officer or Volunteer. This resolution is subject to amendment or repeal at the sole discretion of the Commission without prior notice to the Employee, Officer or Volunteer.

(c) The provisions of this resolution shall have no force or effect with respect to any accident, occurrence or circumstance for which the Port or any Employee, Officer or Volunteer is insured against loss or damages under the terms of any valid insurance policy, provided that this resolution shall provide protection, subject to its terms and limitations, above any loss limit of such policy.

(d) Nothing contained in this resolution shall be construed to modify or amend any provision of any policy of insurance where the Port or any Employee, Officer or Volunteer is a named insured. In the event of any conflict between this resolution and the provisions of any such policy of insurance, the provisions of the policy of insurance shall control.

Section 10. Pending claims. This resolution shall apply to any Proceeding against an Employee, Officer or Volunteer now pending or hereafter filed regardless of the date of the events or circumstances giving rise to such Proceeding.

Section 11. Not a waiver. Nothing in this resolution shall be construed to waive or impair the right of the Commission to institute suit or counterclaim against any Employee, Officer or Volunteer nor to limit its ability to discipline or terminate an Employee, Officer or Volunteer.

THIS RESOLUTION OF THE PORT OF BENTON ADOPTED by the Commission at its regular meeting held in Prosser, Washington this 12th day of September 2018.

RESOLUTION NO. 24-34
A RESOLUTION OF THE PORT OF BENTON ADOPTING PORT OF BENTON
COMMISSION RULES OF POLICY AND PROCEDURE

WHEREAS, the Port of Benton is a Washington port district, with authority to act under law, including but not limited to Titles 14 and 53 RCW. The powers of a port district are exercised through a port commission. The Port Commission of the Port of Benton consists of three Port Commissioners; and

WHEREAS, in addition to the enabling legislation, the Port is subject to Washington State laws, including the open Public Meetings Act, chapter 42.30 the Public Records Act, chapter 42.56 and, the Code of Ethics for Municipal Officers, chapter 42.23 RCW; and

WHEREAS, the purpose of the Commission is to identify and define the purpose, values and vision of the Port, and to help the Port achieve and to communicate those items in the form of policy; and

WHEREAS, the Port of Benton wishes to provide a framework and guide for governance, management and operation of the Port to the Port Commissioners; and

WHEREAS, these Rules may be revised, suspended, amended or repealed by majority vote of the Port Commission when acting pursuant to and in compliance with law; and

WHEREAS, the purpose of these Port of Benton Rules is to foster public transparency and public accountability concerning the transaction of Port business and to protect and promote the efficiency of the Port by prohibiting incidents and areas of conflict.

WHEREAS, the Commission adopted the Port Commissioner Rules of Policy and Procedure most recently on January 8, 2020 under Resolution 20-03; and

NOW, THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Benton as follows:

The Commission of the Port of Benton does hereby adopt the Port Commission Rules of Policy and Procedure dated September 11, 2024.

ADOPTED by the Commission of the Port of Benton this September 11, 2024, at Richland, Washington and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof.

Scott D. Keller, President

Lori Stevens, Vice President

Roy D. Keck, Secretary

EXHIBIT A

PORT OF BENTON

**PORT COMMISSION
RULES OF
POLICY AND PROCEDURE**

**ADOPTED AT A REGULAR
OPEN MEETING OF THE PORT COMMISSION**

September 11, 2024

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1. INTRODUCTION AND PURPOSE

1.1 Port of Benton. The Port of Benton (“Port”) is a Washington port district, with authority to act under law, including but not limited to Titles 14 and 53 RCW. The powers of a port district are exercised through a port commission. The Port Commission of the Port of Benton consists of three Port Commissioners.

1.2 Other Governing Law. In addition to enabling legislation, the Port is subject to Washington State laws, including the open Public Meetings Act, chapter 42.30 RCW; the Public Records Act, chapter 42.56 RCW; and, the Code of Ethics for Municipal Officers, chapter 42.23 RCW.

1.3 Port Managing Official. Consistent with its authority under RCW 53.12.270, the Port Commission has delegated to the office of Executive Director such administrative powers and duties as deemed proper for the efficient and proper management of the Port’s operations. See “Delegation of Authority to Executive Director,” Port Resolution 94-01, updated annually (January 13, 1994 - January 19, 2019 – the “Delegation Policy.”)

1.4 Purpose. The Port of Benton’s Commissioners (the "Board" or "Commission") seeks to adopt rules governing the transaction of Port Commission business as required by RCW 53.12.245. Further, it is the purpose of these Rules of Policy and Procedures to provide a framework and guide for governance, management and operation of the Port.

1.5 Reserved Rights. The adoption and maintenance of these Rules of Policy and Procedure (“Rules”) create no vested rights or entitlements. These Rules may be revised, suspended, amended or repealed by majority vote of the Port Commission when acting pursuant to and in compliance with law.

2. COMMISSION AND COMMISSIONERS

2.1 Purpose. The purpose of the Commission is to:

2.1.1 Identify and define the purpose, values and vision of the Port, along with the results the Port is to achieve, and to communicate those items in the form of policy;

2.1.2 Make certain decisions as are designated by law; and

2.1.3 Hire, evaluate, and terminate the Executive Director.

2.2 Governance. Commission governance addresses:

2.2.1 Strategic leadership more than administrative detail;

2.2.2 Encouragement of diversity in viewpoints;

2.2.3 Collaborative rather than individual decisions;

2.2.4 Future, rather than past or present, direction;

2.2.5 Proactive, rather than reactive, conduct; and

2.2.6 Full transparency to the public.

2.3 Actions. The Commission will:

2.3.1 Produce and maintain written policies that ensure a high quality of governance and clear roles in decision-making between Commission and staff;

2.3.2 Annually evaluate the Executive Director's performance;

2.3.3 Adopt, and annually review, the Port's Strategic Work Plan;

2.3.4 Adopt the Port's annual budget;

2.3.5 Adopt, annually review, and modify as necessary the Delegation of Authority to the Executive Director;

2.3.6 Set the rates, rules and regulations for services provided by the Port;

2.3.7 Purchase or dispose of real estate or other property to the benefit of Port District taxpayers/citizens; and

2.3.8 Take such other actions as may be required by law.

2.4 Port Financial Goals.

As may from time to time be amended, the Port Commission reiterates the following budgetary goals and acknowledges the importance thereof:

2.4.1 The Port shall work toward funding all operating expenses from revenues from Port operations;

2.4.2 The Port shall fund projects with available resources, not with bonds or loan financing unless otherwise in the best interest of the Port and the communities' long term interest;

2.4.3 The Port shall pursue projects with development partners who demonstrate support (e.g. matching funds, political/citizen/taxpayer support, leveraged investment, enthusiasm/goodwill).

3. COMMISSION CODE OF CONDUCT

3.1 Purpose. The purpose of these Port of Benton Rules is to foster public transparency and public accountability concerning the transaction of Port business and to protect and promote the efficiency of the Port by prohibiting incidents and areas of conflict. Commissioners shall conduct themselves in accordance with all laws and applicable policies and further shall comply with the following.

3.2 Conflict Avoidance. Commissioners are strictly prohibited by law from entering into or engaging in any activity identified in chapter 42.23 RCW as a conflict of interest with their official duties as a Port of Benton Commissioner and shall further avoid conduct that may present an appearance of a conflict of interest.

3.3 Policy Acknowledged. On an annual basis and in a public forum, each Commissioner shall acknowledge the obligation to disclose any conflicts of interest under chapter 42.23 RCW and shall complete and sign a conflict of interest disclosure form to be held by the Port.

3.4 Disclosure. On a case by case basis, each Commissioner will disclose to the other Commissioners in a public forum, any remote conflicts of interest under chapter 42.23 RCW. Disclosure will be noted in the Port's official minutes which are public record. As required by RCW 42.23.040, a Commissioner with such remote interest will recuse themselves. That is, the Commissioner shall not participate in any discussion and/or debate concerning such interest, will not vote on the matter, and will do nothing to influence any other Commissioner concerning their decision on the matter. The foregoing shall also apply to any business owned by a Commissioner's spouse, in the absence of a separate property agreement.

3.5 Statement of Financial Affairs. On or before April 15 of each year, or within (14) days of taking oath of office, each Port Commissioner shall file with the Public Disclosure Commission (PDC) a copy of a Statement of Financial Affairs prepared in satisfaction of the requirements of RCW 42.17A.700 - .710, which shall be available for public inspection at the PDC's website (www.pdc.wa.gov) after the above-referenced dates.

3.6 Conduct as Commissioner. Commissioners shall adhere to these Rules of Policy and Procedure as adopted by the Commission, and shall conduct themselves with civility and respect at all times with one another, with staff, and with members of the public. As fiduciaries of the Port, Commissioners shall make decisions on the basis of public policy and shall demonstrate undivided loyalty to the interests of Port and its taxpayers. This loyalty shall supersede any conflicting loyalty to advocacy or special interest groups.

3.7 Commissioner Knowledge of Policies. Commissioners will become familiar with their individual and joint obligations pertaining to the Port's directive on reporting alleged improper governmental action, including actions required of the Commission regarding complaints by Port employees and/or the public of alleged improper governmental actions and/or employee claims of retaliation for reporting alleged improper governmental actions.

3.8 Representation of Positions. Unless authorized by the Commission at an open meeting or as set forth in Port policy or plan (e.g., an approved plan), an individual Commissioner may not represent a position as being the position of the Port, either in private communications or in a public forum.

3.9 Shared Information and Advocacy. Recognizing that differences may exist among the Commissioners and that a collegial approach to issue resolution is preferred, each Commissioner should make available to fellow Commissioners all information related to Port activities. A Commissioner is encouraged to make clear the foundation upon which an opinion

stands; be candid about any philosophical or political preferences; and, recognize and make clear the limits of expertise.

3.10 Representation of Port Position. No Commissioner is authorized, without Commission authorization, to represent the Port with special interest groups, Port tenants, suppliers, vendors, consultants, contractors or others that do or seek to do business with the Port. Unless otherwise authorized by the Commission, a Commissioner shall disclose that the Commissioner's position is not that of the Port or of the Commission when participating in discussions, debates, and forums where the sponsoring group(s) or other participants are identified with a particular perspective on an issue and the Commissioner's participation might put into question both the Commissioner's and the Commission's impartiality. Nothing in this Policy prevents an individual Commissioner from stating a position as that of the individual Commissioner, but not that of the Port or of the Commission.

3.11 Special Privileges Prohibited. RCW 42.23.070 prohibits, in part, Commissioners from using public office to secure special privileges or exemptions for a Commissioner or others.

3.11.1 Commissioners must conduct themselves at all times in a manner that leaves no grounds for belief, or even the appearance that information they have gathered on the job has been used for personal gain or for gain of any individual or special interest group, whether such gain is financial or otherwise.

3.11.2 Commissioners shall avoid any association with individuals or groups organized with an attempt to influence Port policy that will benefit themselves or their cause at the exclusion of the Port at large.

3.12 Commission-Staff Relations. Commissioners may not attempt to exercise individual authority over the Port or staff, except as explicitly set forth and authorized in Commission policies, including the Delegation Policy referenced in Section 1.3.

3.13 Open Meetings. In accordance with Washington's Open Public Meetings Act, Commissioners shall:

3.13.1 Not meet as a quorum outside of Commission-called public meetings to hold discussions or make decisions, as defined under chapter 42.30 RCW, regarding the business of the Port.

3.13.2 Not meet as a quorum with staff outside of a Commission-called public meeting for the purpose of gathering information.

3.13.3 Understand that the requirements of the Washington Open Public Meetings Act apply to communications via telephone, e-mail, instant messaging or other forms of electronic communications. Any exchange of communication between any two Commissioners may constitute an official meeting of the Commission and be in violation of the Act. Commissioners may send information to other members of the Commission on an informational basis; however, replies and/or exchanges of communications regarding Port business must not occur outside of an official public meeting of the Commission. Any such e-mail sent for informational purposes as described above, by any member of the Commission,

shall be sent individually, not as group e-mail. Commissioners will not “reply” to any e-mail received by another member of the Commission.

3.13.4 Respect the confidentiality appropriate to issues, including personnel, real estate transactions, proprietary matters, and attorney-client privileged communications, including those requirements listed under RCW 42.30.110, Executive Sessions, and including any other confidential information gained by reason of the Commissioner’s position. See also RCW 42.23.070(4) prohibiting disclosure of confidential Port information.

3.14 Commission Disclosure of Economic Associations. RCW 42.23.070 states in part that “[n]o municipal officer shall be beneficially interested, directly or indirectly, in any contract which may be made by, through or under the supervision of such officer, in whole or in part, or which may be made for the benefit of his or her office, or accept, directly or indirectly, any compensation, gratuity or reward in connection with such contract from any other person beneficially interested therein.” Port contracts made in violation of the law are void; and any Port officer violating the law is liable to the Port for a “penalty in the amount of five hundred dollars, in addition to such other civil or criminal liability or penalty.” RCW 42.23.050. The law also prohibits a Commissioner from employment or engaging in any professional activity that may require disclosure of Port information to non-Port interests. RCW 42.23.070. These statutory prohibitions are based on the principle that a Port official may not have divided loyalties. The line between proper and improper conduct may not always be clear, and even unintentional conduct may expose the Port and Port officers and employees to liability. See *City of Raymond v. Runyon*, 93 Wn. App. 127 (1998) (“In spite of well-intentioned attempts to avoid a prohibited conflict of interest,” city commissioner found in violation of law). These Rules attempt to address a Commissioner’s responsibility under law and duty of loyalty to the Port, with other interests. See also, Section 3.2.

3.14.1 Under chapter 42.23 RCW, no Commissioner may have an economic association (affiliation, involvement, or interest), directly or indirectly, that may conflict with the Commissioner’s official duties as a Port Commissioner. However, Commissioners may engage in other employment or activity only so long as it does not interfere or conflict with their duties as a Commissioner.

3.14.2 In order to avoid inadvertent violation of law, and consistent with the Port’s policy for its officers and employees, on or before April 15 of each year, or within fourteen (14) days of taking office, each Port Commissioner, shall file with the Port a written conflict of interest disclosure statement identifying any current or prospective economic relationship, whether direct or indirect, which could be a conflict of interest, a remote interest or give rise to an appearance of a conflict of interest with the Port. In addition, each Port Commissioner shall in the written statement disclose other employment and/or business relationships in order that the Port may confirm that there are no Commissioner conflicts or potential conflicts of interest with current or prospective Port activities. The statement shall include the name of the employer or business, the nature of services rendered, the time commitments, the location of the performance of such services and the amount of compensation (and expense reimbursement) received for such services. This Section 3.14.2 shall also apply to any employment or business of a Commissioner’s spouse, in the absence of a separate property agreement.

3.14.3 The Commissioner shall declare his or her intention to refrain from deliberations and voting on issues related to the person or entity in such relationship. This requirement may be extended by Commission action to any individual or entity that, in the judgment of the Commission, could represent the potential for or the appearance of a conflict of interest. Even with disclosure, chapter 42.23 RCW may prohibit the Commission from acting in the face of a conflict of interest.

3.14.4 A Commissioner shall not receive reimbursement for expenses, per diem, or other Port payment for activities (e.g., travel, meals and other costs) when the Commissioner is engaged in or participating for both the Port and another Entity.

4. FULL TRANSPARENCY IN PORT ACTIONS

4.1 This policy shall ensure full, fair, and open discussion of matters of public importance, with opportunity for public participation and media coverage.

4.2 With respect to any quasi-judicial matter before the Commission, or reasonably expected to come before the Commission, it is the policy of the Port Commission that no Commissioner shall:

4.2.1 Have contact with any person, either oral, written, electronic or otherwise communicated, except in a Commission meeting; and

4.2.2 Receive any information or evidence except as a part of the public record at a Commission meeting.

4.3 If a Commissioner is not able to avoid contact with parties outside of an open Commission meeting or receipt of information from parties outside of an open Commission meeting, the Commissioner shall disclose at the next public meeting, the full content of the contact made or information received.

4.4 Avoidance of communications described above is preferred over relying on the public disclosure remedy because an incomplete or inaccurate conveyance of the contact, even if inadvertent, may bias the outcome and subject the Commission action to challenge.

4.5 All information any person or entity would like distributed to Commissioners should be first provided to Port staff; staff will then consistently distribute the information to all Commissioners and file the information as appropriate.

5. REPORTING MISCONDUCT

5.1 General. The Port is committed to lawful and ethical behavior in all of its activities and requires its staff and Commissioners to conduct themselves in a manner that complies with all applicable laws, regulations and this policy. Complaints against staff (other than the Executive Director) shall be resolved by the Executive Director, according to law and the Port Policies and Procedures manual. Complaints against the Executive Director shall be resolved by the Port Commission according to the Executive Director's Employment Agreement

or other applicable contract, Delegation of Authority and the Port Policies and Procedures manual. Complaints against Commissioners shall be resolved as set forth below.

5.2 Complaint. If any person believes that a Commissioner has engaged in misconduct, the Executive Director shall investigate consistent with Section 5.3 and report to the Commission. No employee will be discharged, threatened, or discriminated against in any manner for following up on any complaint or for reporting what they perceive to be misconduct. All complaints must include a description of the alleged misconduct. The proceedings shall be treated confidentially, including the name of the complainant, except to the extent required to complete any investigation and in the event that an action is taken.

5.3 Initial Determination. Based upon the complaint, and only following investigation and with the advice and counsel of Port general or special legal counsel ("Port counsel"), the Executive Director shall determine whether sufficient evidence exists to proceed with an investigation. If the Executive Director determines that insufficient evidence exists, the complaint shall be dismissed. Otherwise, the Executive Director shall proceed as follows.

5.4 Investigation. If an investigation is warranted, the Executive Director shall recuse him or herself from the process and delegate all further steps to Port counsel, and/or an investigator retained for such purpose by Port counsel. Port counsel shall inform the party subject of the complaint (Respondent) in writing that a complaint has been filed and that an investigation will take place. Port counsel shall provide a copy of the complaint to the Respondent and the Respondent shall have a reasonable time to prepare and submit a response in writing. Port counsel may seek additional information regarding the matter from the complainant, the Respondent and/or relevant third parties. In conducting the investigation and evaluating all evidence, the Port's counsel shall presume that the Respondent acted ethically and shall determine that an act of professional misconduct has occurred only upon a finding of substantial evidence of such misconduct.

5.5 Determination and Recommendation. Port counsel shall evaluate the complaint and issue a decision within thirty (30) days of receiving all relevant evidence, that the complaint is substantiated or unsubstantiated. If Port counsel finds misconduct and the complaint substantiated, a report to Executive Director and the Commission shall set forth the basis for the decision and a recommended action; otherwise, the complaint shall be dismissed.

5.6 Notification of Determination. Following receipt of the decision and recommendation of Port counsel, the Commissioners shall promptly hear, consider and vote upon the recommended action. The complainant and Respondent shall be notified of the action in writing and shall have the right to be heard before the Commission.

5.7 Reconsideration. A decision is subject to reconsideration upon written request by a respondent. But the sole ground for reconsideration shall be that the Respondent has new, relevant information which was not considered by Port counsel. A respondent having new information to submit to the Commissioners may, within fifteen (15) days of receipt of the written notice of determination, file with the Commission a written request for reconsideration stating the reason and including the new information not considered by the Port counsel. Following review of the entire investigative file, the decision and recommendation of the Port

counsel and the new information submitted by a respondent, the Commission shall, within fifteen (15) days of receipt of such new information, hear, consider or render a final decision which may not be further appealed. If the complaint is dismissed, the complainant and the Respondent shall be notified of same in writing. If reconsideration is denied, the Respondent, but not the complainant, shall be notified of same in writing, and any action by the Commission shall be implemented immediately.

5.8 Sanctions. Censure and/or reprimand may be invoked with respect to Commissioner misconduct, in addition to reassignment of committee assignments and other actions.

5.9 Public Notification. Unless otherwise determined by the Commission in a particular matter, it shall be standard procedure to publish, in a manner deemed appropriate by the Commission, the fact of any sanction.

5.10 Other Remedies Reserved. Any action taken by the Commission shall not prevent other legal action that may be available under law. The Port shall not indemnify or defend any Commissioner charged with misconduct, except as otherwise provided under Section 18.

6. COMMISSION MEETINGS

6.1 Officers. There shall be three Commission officers: a president, a vice president and a secretary.

6.1.1 Terms. The terms of office for each officer shall be two years or until his/her successor is elected.

6.1.2 Election. The officers shall be elected at the first regularly scheduled Port Commission meeting in January in even years. Newly elected officers shall take office effective the next regularly scheduled meeting following the election, unless otherwise agreed by the Commission.

6.1.3 Special Elections. By affirmative vote of 2/3 of the officers, a special election of officers may be held at any regularly scheduled Port Commission meeting.

6.2 Presiding Officer. The Presiding Officer at all meetings of the Commission is the President, and in the absence of the President, the Vice President will act in that capacity.

6.3 Presiding Officer Duties. The Presiding Officer shall:

6.3.1 Preserve order and decorum in the Commission chambers;

6.3.2 Observe and enforce all rules adopted by the Commission;

6.3.3 Decide all questions on order, in accordance with these rules, subject to appeal by a Commissioner;

6.3.4 Recognize Commissioners in the order in which they request the floor. Except as otherwise set forth herein, the Presiding Officer, as a Commissioner, shall have only those rights, and shall be governed in all matters and issues by the same rules and restrictions as other Commissioners; and

6.3.5 Have the authority to appoint Commissioners or the public to serve on ad hoc committees, task forces and any advisory boards, with input from fellow Commissioners.

6.4 Regular Meeting. Port meetings are generally held on the second Wednesday of each month in the Commission Chambers, 3250 Port of Benton Blvd., Richland, Washington at 8:30 a.m. Based upon schedules of the Commissioners, these dates are subject to change, notice of the change to be provided pursuant to applicable law.

6.5 Special Commission Meetings. A special public meeting of the Commission may be called by the President or by any two Commissioners. Any request and subsequent special meeting notices shall state the subjects (e.g., agenda items) to be considered at such special meeting and no other subject shall be acted upon.

The Port Administrative Assistant shall provide notice of special Commission meetings pursuant to applicable law.

6.6 Quorum. At all meetings of the Commission, a majority of the Commission (two members) constitutes a quorum for the transaction of business, but a lesser number may adjourn from day to day or until the time of the next regular meeting.

6.7 Recording Proceedings. The Port Administrative Assistant shall maintain an account of all proceedings of the Commission in accordance with statutory requirements. Port meeting minutes can be corrected but shall not be revised without a majority affirmative vote of the Commission at a regularly scheduled Commission meeting.

6.8 Call to Order. The Presiding Officer shall call each meeting to order. The Presiding Officer will announce the attendance of Commissioners and indicate any Commissioner who is not in attendance.

6.9 Participation by Telephone. The Commission strongly believes that a Commissioner's first priority shall be to the District's constituents as a whole and that this obligation is best fulfilled by direct, face-to-face participation in public meetings rather than via telephone or other medium. Such policy provides access by the public to the Commission, provides for better understanding by the public of the deliberative process, minimizes miscommunication, ensures that each Commissioner sees all applicable documents and sees all in attendance. However, the Commission also understands that there are occasional extenuating circumstances that necessitate the use of teleconference technology and therefore will allow each Commissioner to attend the rare Commission Meeting remotely with the . See Port Remote Attendance Policy updated January 8, 2020.

6.10 Commissioner Attendance at Meetings. Commissioners shall inform the President or Executive Director if they are unable to attend any Commission meeting, or if they will be late to any meeting. A majority vote is required to excuse any Commissioner's absence.

Unless excused, pursuant to RCW 53.12.140 a Commissioner forfeits office by nonattendance at meetings of the Commission for a period of sixty (60) days. The Executive Director shall maintain a record of Commissioner attendance at Commission, and other meetings, to which a Commissioner is assigned or scheduled to attend.

6.11 Commission Meeting Staffing. The Executive Director shall attend all meetings of the Commission, unless excused. At the discretion of the Executive Director, other staff members shall attend. The Executive Director may make recommendations to the Commission and shall have the right to take part in the discussions of the Commission, but shall have no vote.

6.12 General Conduct of Business.

6.12.1 The Port Commission, as a governing body, is charged with making decisions that advances the mission of the Port and which are based on sound information and analysis, respect for views of the public, and each Commissioner's best disinterested judgment. With only three elected Commissioners, the Commission can operate with a high degree of informality and need not be bound to all the provisions spelled out in standard codes of parliamentary procedure. However, some formal procedures need to be followed to respect the rights of all three Commissioners to participate equally and fully in all Commission business. The President of the Port Commission will introduce the issue.

6.12.2 Port staff will briefly discuss the issue.

6.12.3 If a technical report by a consultant or other is to be presented, the presenter will provide a summary of the technical report, generally not to exceed 15 minutes.

6.12.4 At the conclusion of the technical report, staff will return the issue to the President of the Commission for action. The Commissioners may ask staff, any consultants or the public to briefly clarify any matter presented.

6.13 Public Comment. Public comment shall be permitted at Commission meetings only in accordance with these established procedures. Comments shall be received at the beginning of each meeting, and at the end of each meeting, as identified on the agenda. Either the President or staff may read the following guidelines into the record.

6.13.1 Speakers shall move to the lectern/conference room table and shall comment only after being recognized by the President;

6.13.2 Speakers shall state their names and addresses prior to addressing the Commission;

6.13.3 The President may allocate available time among individuals wishing to comment. Generally, the time shall be 3 minutes for each speaker;

6.13.4 Groups are encouraged to express their views through a single spokesperson rather than individually;

6.13.5 Speakers shall limit themselves to matters regarding the issue of concern;

6.13.6 Speakers shall not repeat remarks or points of view made by prior speakers;

6.13.7 The President may overrule impertinent, redundant or disruptive comments;

6.13.8 Applause or other disturbances are discouraged;

6.13.9 All remarks should be directed to the Commission as a whole; and

6.13.10 Individuals should not expect the Commission, staff, consultants, other speakers or any other person, to respond to their comments. Instead, the Commission may direct the matter to staff for comment at a future meeting or for Commission consideration at a future meeting.

6.13.11 The President has discretion to curtail public comment that exceeds allotted time, is beyond the scope of the subject agenda item under consideration, is overly repetitive, or includes disruptive behavior. The President will first request that the commenter follow these guidelines. If an individual fails to comply with the President's request, the President may deem the individual out of order and direct that the individual be removed from the Board meeting. If the individual presents a threat to those present at the meeting, the President may request assistance from law enforcement in removing the individual.

6.14 Executive Sessions. Executive Sessions shall be held in accordance with the provisions of the Washington State Open Public Meetings Act. An Executive Session is a Commission meeting that is closed except to the Commission, Executive Director and others that may be authorized. The public is restricted from attendance. Executive Sessions may be held during Regular or Special Commission meetings and will be announced by the President. Before convening an Executive Session, the President shall announce the purpose of the meeting and the anticipated time when the session will be concluded. Should the session require more time, a public announcement shall be made that the executive session is being extended.

6.15 Commission Discussion. All Commission discussion shall be guided by Robert's Rules of Order, Newly Revised. The Port Attorney shall assume the additional duty of Parliamentarian.

6.16 Media Representation at Commission Meetings. All public meetings of the Port shall be open to the media, freely subject to recording by radio, television, electronic, and photographic services at any time, provided that such arrangements do not interfere with the orderly conduct of the meeting.

7. AGENDA PLANNING

The work of the Commission is accomplished in public meetings and all proceedings of the Commission shall be by motion or resolution, recorded in its minute books, which shall be public records. The agenda of the public meeting identifies in general terms the topics to be considered by the Commission.

7.1 Placing Item on the Agenda. Items may be placed on either the business agenda or on the consent agenda. An item may be placed on the preliminary Commission meeting agenda by any Commissioner or by the Executive Director.

7.2 Agenda Preparation. The Executive Director shall prepare a preliminary agenda for each Commission meeting. The preliminary agenda shall set forth a brief general description of each item to be considered by the Commission. The Executive Director shall promptly forward the preliminary agenda to the Commission for review. The Commission shall have the option to delete any item from the preliminary agenda.

7.3 Agenda Materials. Agenda materials will be available on the Friday prior to the Commission meeting. Agenda materials will be delivered to Commissioners via email or other electronic means.

7.4 Adding an Item to a Published Agenda. An item may be placed on a regular Commission meeting agenda after the agenda is closed and the notice published, if the Commissioner or Executive Director explains the necessity and receives a majority vote of the Commission at a public meeting.

7.5 Agenda Item Order. The Commission may address agenda items out of order.

7.6 Consent Agenda. Items placed on the consent agenda may be moved to the business agenda upon a motion passed by the Commission during a Commission Meeting and prior to the vote to approve the consent agenda. The moved item will be placed on the business agenda for further discussion.

8. ROLE OF THE COMMISSION PRESIDENT

The President of the Commission shall:

8.1 Ensure that the Commission jointly and consistently adheres to its own rules and policies, and those imposed upon it by the laws of the State of Washington.

8.2 Ensure that deliberation is fair, open and thorough, but also timely, orderly and stays on topic. The President of the Commission shall preside over and facilitate all Commission Meetings in accordance with these governance principles and Roberts Rules of Order, as needed.

8.3 Assume responsibility of the Commission that is not specifically assigned to another Commissioner.

8.4 Call Special Meetings of the Commission in the event of a business need as provided for by applicable law.

8.5 Establish ad hoc advisory and standing committees.

8.6 Schedule and coordinate the annual process of evaluating the Executive Director.

8.7 Have no authority to supervise or administratively direct the Executive Director or Port staff, apart from authority expressly granted by the Commission.

9. ROLE OF THE COMMISSION VICE-PRESIDENT

The Vice-President of the Commission shall:

9.1 Perform such duties as are assigned by the President.

9.2 Have all the power and duties of the President in the absence or inability of the President to act.

9.3 Have all the powers and duties of the Secretary in the absence or inability of the Secretary to act, when not acting as the President.

10. ROLE OF THE COMMISSION SECRETARY

The Secretary of the Commission shall:

10.1 Attest all contracts, bonds, deeds, leases and other instruments and documents duly authorized by the Commission unless otherwise delegated by the Commission.

10.2 Perform all duties incident to the office of Secretary as may from time to time be required by law or assigned to such office by motion, rule or resolution of the Commission.

10.3 Have all of the powers and duties of the President in the absence or inability of both the President and the Vice President to act.

10.4 Have the option of delegating the obligations and duties of Secretary to the appropriate Port staff member for implementation.

11. COMMISSION COMMITTEES

11.1 General. The Commission may establish ad hoc advisory and standing committees. All committees should include designation of members, chair and a charter describing the committee's purpose. The Commission will review each committee at least annually to determine whether the committee should continue.

11.2 Committee Roles and Responsibilities.

11.2.1 Committees will assist the Commission by gaining education, considering alternatives and implications, and preparing policy alternatives.

11.2.2 Commission committees or any individual Commissioner may not speak or act for the Commission, except when formally given such authority for specific and time-limited purposes.

11.2.3 Commission committees cannot exercise authority over staff or interfere with the delegation from the Commission to the Executive Director.

11.2.4 Participation in Port established committee meetings shall be in compliance with the provisions of the Open Public Meetings Act. Official action should not be taken at committee meetings, but should occur at the next regularly scheduled commission meeting or the next special commission meeting

11.2.5 These policies apply to any group which is formed by action of the Commission of the Port of Benton, whether or not it is called a committee.

12. COMMISSION AND PORT ACTION

12.1 Only decisions of the Commission acting as a body (hereafter defined as 2 or more Commissioners acting in concurrence) are binding upon the Port and Port staff.

12.2 In the case of Commissioners requesting information or assistance without Commission authorization, the Executive Director and staff must refuse such requests that require, upon evaluation by the Executive Director, a material amount of staff time or funds, are disruptive to the Port, or which may involve a conflict of interest between the Port and the Commissioner requesting the information or assistance.

12.3 Commissioners individually may communicate directly with Port employees for the purpose of inquiry only. Commissioners should not directly communicate with contractors. Commissioners shall, on business matters, deal with staff through the Executive Director. However, the Commission as a body and the Commissioners individually do not give direction to persons who report directly or indirectly to the Executive Director. If an individual Commissioner is dissatisfied with the response from the Executive Director or staff, the Commissioner may seek resolution through the Commission as a body.

12.4 The Commission as a body and the Commissioners individually will refrain from evaluating, either formally or informally, the job performance of any Port employee, other than the Executive Director, except when approving compensation and benefits in the course of budget or employment contract considerations.

12.5 The Commission as a whole, when all Commissioners vote in favor of a particular action, or no fewer than two Commissioners, when one Commissioner is absent and the remaining two Commissioners vote in favor of a particular action, shall sign all resolutions, contracts, and other official documents on behalf of the Commission in an open meeting, unless the Commission authorizes the President or the Port's Executive Director to be the sole signatory of an official document on behalf of the Port in an open meeting.

In the event a resolution, contract or other official document requires only two signatures, one of which is that of a Commissioner in their officer capacity (e.g. Secretary) who voted against the action, one of the remaining Commissioners who voted in favor of the action may sign the document on behalf of the Commissioner who voted against the action. Otherwise, in all other instances, where a Commissioner is either absent (excused or unexcused) or votes against an action, the Commission Coordinator should note in the signature line of the document for that Commissioner that they were "Absent" or "Voted Nay". Commissioners who attend Port meetings remotely shall be entitled to sign all relevant documents on which action was taken where they voted "Aye" prior to those documents becoming official Port documents.

13. PORT COMMISSION & STAFF ROLES AND RESPONSIBILITIES

13.1 General Roles. The Commission is the Port's governing authority and policy maker. The Executive Director and Port staff implement and administer the Commission's policies. The Port of Benton has a Commission-Executive Director form of governance. With this structure, the Port Commission's role is to establish port policies and priorities. The Commission hires an Executive Director to implement those policies and undertake the administration of the organization. The Executive Director is hired by the Port Commission to enforce its directives, to direct the daily operations of Port governance, to prepare and monitor the budget, and to implement the policies and programs initiated by the Port Commission. The Executive Director is responsible to the Port Commission, rather than to individual Commissioners, and directs and coordinates all other employees. The Port Commission authorizes positions through the budget process; based upon that authorization, the Executive Director is responsible for hiring all personnel.

13.2 Commissioner's Role. [See also, Section 2.] The Executive Director is authorized to make recommendations on policy matters to the Commission and the Commission retains the authority to accept, reject, or amend the recommendations. Individual Commissioners may not intervene in staff decision-making, scheduling of work, and executing department priorities. This is necessary to allow staff to execute priorities given by the Executive Director. All Commissioners with concerns affecting the Port of Benton should address those concerns with the full Commission or with the Executive Director.

No Commissioner shall direct the Executive Director to initiate any action, prepare any report, or initiate any project or study without the authorization of a majority of the Commission. Commissioner requests for information shall be made to the Executive Director, unless otherwise determined by the Executive Director. Commissioners needing staff assistance shall work through the Executive Director.

13.3 Executive Director's Role.

13.3.1 The Executive Director is the chief administrative officer of the Port. The Executive Director is directly accountable to the Port Commission for the execution of the Port Commission's policy directives as set forth in the Delegation Policy and for the administration and management of all Port activities and staff.

13.3.2 The Executive Director is the administrator and manager of all Port activities and staff; and the information liaison between Commission and Port staff. Requests for information from Commissioners are to be directed to the Executive Director and will be responded to promptly. The information requested will be copied to all members of Commission so that each member may be equally informed. The Executive Director will provide staff support for Commissioners as appropriate in their official roles.

13.3.3 In addition to regular, comprehensive memoranda written by the Executive Director directly to the Port Commission concerning aspects of Port operations (exclusive of confidential personnel issues), all Commissioners shall receive copies of correspondence received by the Executive Director that will assist them in their policy-making

role. The Executive Director also provides other documents to the Commission on a regular basis, such as status reports, executive summaries, and minutes of meetings.

13.3.4 The Executive Director shall have an open-door policy which allows individual Commissioners and the public to meet with the Executive Director on an impromptu, one-on-one basis. Such meetings are highly encouraged. No Commissioner, person or special interest group shall abuse the open-door policy.

13.4 Staff Role. The Commission recognizes the primary functions of staff as 1) executing the policies and actions taken by the Commission as a whole, and 2) keeping the Commission informed. Staff is obligated to take guidance and direction from the Executive Director or appropriate supervisor. This direction follows the policy guidance from the Port Commission to the Executive Director through the Delegation Policy. Port staff will, acting through the Executive Director, make every effort to respond in a timely and professional manner to all individual Commissioner’s requests for information or assistance; providing, in the judgment of the Executive Director, the request is not of such magnitude (in terms of workload, resources, or policy) that it should instead be assigned to the Executive Director through the direction of the full Port Commission.

13.5 Summary. The following is a brief summary from the Washington Public Port Association (“WPPA”) Commissioner Resource Guide, and identifies parallel leadership roles and responsibilities.

Port Commission

Governs:
 Guides
 Directs
Decides what
Requests information
Considers issues
Creates, reviews and adopts policy
Reviews and monitors plans
Monitors progress
Contracts with personnel
Approves evaluation criteria, procedures
Reviews and approves budget
Represents public interest

Executive Director

Administers:
 Operates
 Manages
Decides how
Seeks and provides information
Provides recommendations
Recommends and carries out policy
Implements plans
Reports progress
Supervises hiring process, practices
Supervises and evaluates personnel
Formulates budget
Acts in the public’s interest

14. BUDGET AND PROCUREMENT AUTHORITY

14.1 General. By resolution, the Commission shall set forth the authority of the Executive Director to manage and expend Port funds in accordance with financial policies and budgetary limits. Procurement of goods and services shall take place in accordance with applicable legal requirements in a fair, competitive and inclusive manner to maximize the benefit to the Port’s taxpayers/customers.

14.2 Financial Policies. The Commission, by resolution, may from time to time adopt financial policies that provide guidance to the Executive Director in managing the finances of the Port and in developing budgets, financial plans and rates. At a minimum, these policies shall:

14.2.1 Provide for sufficient liquidity relative to the Port's risk profile;

14.2.2 Provide for adequate coverage to meet debt covenants;

14.2.3 Establish criteria for debt and rate-financed capital expenditures;

14.2.4 Require that budgets be developed based on conservative and prudent assumptions consistent with standard industry practice; and

14.2.5 Establish budgetary and procurement controls over expenditures.

14.3 Budgetary Authority. As required by and consistent with law, the Commission, by resolution, shall approve the Port's budget prior to the start of each calendar year. The Executive Director shall manage the Port's operations within the approved budget levels consistent with authority levels set forth in the financial policies.

14.4 Procurement Authority.

14.4.1 The Commission, by resolution and/or through the Delegation of Authority, shall establish procurement authorities and guidelines for the Executive Director consistent with state laws and regulations. The Executive Director shall establish procurement controls that provide reasonable assurance that the procurement of goods and services are made for a valid business purpose and within authorized budget levels.

14.4.2 It is Port policy that procurement decisions shall be made free from actual or perceived conflicts of interest consistent with these Rules of Policy and Procedure.

14.4.3 It is Port policy that due diligence and prudent judgment be exercised in the making of procurement decisions, including conducting a risk assessment. If the Executive Director reasonably determines that a procurement activity presents, regardless of the size of the financial commitment, either: (1) a unique and significant operational risk to the Port; or (2) a significant impact to customers, the Executive Director shall inform the Commission.

15. EVALUATING THE EXECUTIVE DIRECTOR'S PERFORMANCE

15.1 General. The Executive Director's job performance shall be evaluated by comparing the organization's operations and results and the Executive Director's performance to the policies established by the Commission.

15.2 Process.

15.2.1 The Commission shall evaluate the Executive Director's performance on an annual basis.

15.2.2 The evaluation will be based on an evaluation of the organization's performance and the Executive Director's personal performance against the evaluation criteria established by the Commission at the prior year's evaluation.

16. COMMISSION-FINANCE DIRECTOR RELATIONSHIP

16.1 General. Commission – Finance Director Relationship. The Port Finance Director (Auditor) serves the Port to assist in the Port’s compliance with the Local Government Accounting Act, RCW 43.09.200 – 43.09.2855. The auditor reports directly to the commission, and much like the port attorney, provides opinions on compliance matters. The port’s auditor also serves as the chief financial officer. In that financial capacity they report to the executive director and are part of the management team. This dual role and reporting structure—auditor to the commission and chief financial officer to the executive director—can be properly managed with dedication and transparency.

16.2 Hiring and Reporting.

16.2.1 The Commission and Executive Director shall work in tandem to hire the Port Auditor, evaluate the Port Auditor, and the Commission is responsible for terminating the Port Auditor. The Auditor shall perform those duties specified in RCW 43.09.240, Port Policy or job description and shall be granted direct access to the Commission as necessary in the performance of these duties.

16.2.2 The Auditor shall report to the Commission, through the Executive Director, the financial impact of all administrative matters, including hiring, performance evaluations, salary administration, employee benefits, and terminations. The Executive Director may assign additional duties to the Auditor as long as these duties do not interfere with the Auditor’s duties as specified by law.

16.2.3 Keep the Port Commission and staff apprised of any new updates or additions to financial reporting guidelines or legislation affecting the financial interests of the Port.

16.2.4 Inform the Commission of financial issues impacting the Port or the Commission.

16.2.5 Act as the liaison between the Commission and outside auditors and/or financial investigators.

17. COMMISSION-PORT ATTORNEY RELATIONSHIP

17.1 Port Attorney Role. The Executive Director shall hire the Port Attorney. The Executive Director is responsible for evaluating the Port Attorney’s performance. The Commission and Executive Director are jointly responsible for terminating the Port Attorney. The Port Attorney is the legal advisor to the Port, the Commission, its committees, commissions and boards, the Executive Director, and all Port officers and employees with respect to any legal question involving an official duty or any legal matter pertaining to the affairs of the Port. It is important to note that the Port Attorney does not represent individual members of Commission, but rather the Port Commission as a whole. Like the port’s auditor, the attorney reports directly to, and serves at the pleasure of, the commission. The Executive Director shall make provision for and appoint legal counsel for the Port. Port attorneys can be in-house employees or contract attorneys. The attorney’s primary role, as general legal counsel, is to provide legal advice to the

commission as well as the staff regarding port operations, commercial matters, compliance issues, and risk exposure. There are occasions for which the port's general counsel will need to be supplemented by special counsel on a particularly narrow topic or on an effort that takes considerable workload beyond the capacity of general counsel. It is paramount for the attorney to be impartial to the business decisions a port commission makes and advise independently on the legality and risk exposure. The attorney is politically neutral to the actions and priorities of the commission. Regarding staff, a good practice is the common understanding that the port attorney can share any staff-derived information with the commission but is under no obligation to share commission-derived information with the staff. This practice greatly enhances the essence of checks and balances for the port.

17.2 Port Attorney Responsibilities.

The general legal responsibilities of the Port Attorney are to:

17.2.1 Provide legal assistance necessary for formulation and implementation of legislative policies and projects.

17.2.2 Represent the Port's interest, as determined by the Executive Director, in litigation, administrative hearings, negotiations, and similar proceedings.

17.2.3 Prepare or approve as to form resolutions, contracts, and other legal documents to best reflect and implement the purposes of the Port.

17.2.4 Keep the Port Commission and staff apprised of court rulings and legislation affecting the legal interest of the port.

17.2.5 Shall advise the Commissioners regarding potential conflict of interest issues or ethical matters. Port Attorney shall provide assistance to individual Commissioners in complying with applicable statutes and laws only when such advice does not conflict with the Port Attorney's obligations to the Port or to specific direction of the Commission.

17.2.6 Give advice or opinion when required by the Commission or Executive Director.

17.2.7 Inform the Commission of material legal issues impacting the Port or the Commission.

17.2.8 Assist the Commissioners and staff in complying with applicable statutes and laws.

17.2.9 Serve as the parliamentarian at all commission meetings and other port-related meetings as requested by the Executive Director.

17.2.10 Other matters as designated by the Executive Director.

18. INDEMNIFICATION AND DEFENSE POLICY

18.1 Policy Stated. As authorized by RCW 4.96.041 and Port of Benton Resolution 18-23 adopted on September 12, 2018, the Port created a procedure to provide for indemnification and defense of claims of liability arising from acts or omissions of officials and employees of the Port, including volunteers, while performed or in good faith purported to have been performed in the scope of their official duties. See Addendum A for Resolution 18-23.

18.2 Application to Recall Proceedings.

Consistent with RCW 4.96.041(3), the necessary expenses of defending a Port Commissioner in a judicial hearing to determine the sufficiency of a recall charge as provided in RCW 29.82.023 shall be paid by the Port if the Commissioner requests such defense and approval is granted by both the Commission and the Port's legal counsel or attorney appointed by the Executive Director to review the request. The expenses paid by the Port may include costs associated with an appeal of the decision rendered by the superior court concerning the sufficiency of the recall charge.

As authorized by the Supreme Court in the case of *In Recall of Olsen*, 154 Wn.2d 606 (2005), the Port's decision to indemnify and pay the costs of a recall defense does not constitute a contract under RCW 42.23.030, and, as a result, a Commissioner requesting payment of such expenses may vote on the Commission's consideration of the request.

19. GENERAL COMPLAINT RESOLUTION

19.1 Administrative Complaints Made Directly to Individual Commissioners. When administrative policy or administrative performance complaints are made directly to individual Commissioners, the Commissioner shall then refer the matter directly to the Executive Director for review and/or action. The individual Commissioner may request to be informed of the action or response made to the complaint.

19.2 Administrative Complaints – “Best Practice”. Although citizen's direct access to Port Commissioners is to be encouraged, Port Commissioners should be cautious in making statements or taking actions that may delay a timely customer service response. The best policy is to put the citizen into direct contact with the Executive Director.

20. OFFICIAL PORT SEAL

20.1 Pursuant to RCW 53.12.245, the Port's official seal shall be used for official Port related business, as sanctioned by the Board. In addition, the official Port logo, as indicated below, shall not be used for purposes other than official Port business without the express consent of the Board.



ADDENDUM A

RESOLUTION NO. 18-23

A RESOLUTION OF THE PORT OF BENTON ESTABLISHING A PROCEDURE REGARDING PAYMENT OF DEFENSE COSTS TO OFFICERS, EMPLOYEES AND VOLUNTEERS PER RCW 4.96.041

WHEREAS, RCW 4.96.041 provides that whenever an action or proceeding for damages is brought against any past or present officer, employee or volunteer of a local governmental entity and such action or proceeding arises from acts or omissions of such officer, employee or volunteer while performing or in good faith purporting to perform his or her official duties, such officer, employee or volunteer may request the local governmental entity to authorize the defense of the action or proceeding at the expense of the local governmental entity;

WHEREAS, RCW 4.96.041 further provides that if the legislative authority of the local governmental entity, or the local governmental entity using a procedure created by ordinance or resolution, finds that the acts or omissions of the officer, employee or volunteer were, or in good faith purported to be, within the scope of his or her official duties, the request shall be granted; and

WHEREAS, RCW 4.96.041 further provides that if the request is granted, the necessary expenses of defending the action or proceeding shall be paid by the local governmental entity and any monetary judgment against the officer, employee or volunteer shall be paid on approval of the legislative authority of the local governmental entity or by a procedure for approval created by ordinance or resolution; and

WHEREAS, the commissioners of the Port of Benton wish to establish a procedure to implement the provisions of RCW 4.96.041; NOW, THEREFORE,

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

Section 1. Definitions. Unless the context clearly indicates otherwise, the words and phrases used in this resolution shall have the following meanings:

“Commission” means the board of commissioners of the Port of Benton.

“Port” means the Port of Benton.

“Employee” means any person who is or has been employed by the Port.

“Officer” means all elected and appointed officers of the Port and all persons exercising or undertaking to exercise any of the powers or functions of an officer of the Port.

“Official Duty” means those duties within the specific Scope of Service or Employment of the Employee, Officer or Volunteer as defined by the Commission or by statute.

“Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

“Scope of Service or Employment” shall be determined by the Commission with reference to the relevant job description and/or employee or volunteer manual and or the usual and accustomed duties assigned or performed by others in a similar situation.

“Volunteer” means a person who performs any assigned or authorized duties for the Port brought about by one's own free choice, receives no wages and is registered and accepted as a Volunteer by the Port for the purpose of engaging in authorized Volunteer service at the time of the act or omission giving rise to a Proceeding for which representation or indemnification is claimed under this resolution; PROVIDED, that such person shall be deemed to be a Volunteer although he or she may be granted maintenance and reimbursement for actual expenses necessarily incurred in performing his or her assigned or authorized duties.

Section 2. Request for Representation and Indemnification; Conditions. The provisions of this resolution shall be subject to the following conditions:

(a) Any past or present Employee, Officer, or Volunteer may submit a request to the Commission for representation and indemnification in any Proceeding resulting from the acts or omissions of such Employee, Officer or Volunteer that meet the criteria of this resolution by presenting a written request to the Executive Director of the Port or his or her designee at the administrative offices of the Port during regular business hours.

(b) A request for representation and indemnification shall be submitted as soon as is practicable and in no event later than 15 days after notice of the commencement of any Proceeding, or 25 days after any incident or course of conduct potentially resulting in any Proceeding, and shall include:

(i) the name and current contact information of the Employee, Officer, or Volunteer requesting representation;

(ii) all information known to the Employee, Officer or Volunteer regarding the relevant acts or omissions, including the dates, times, places, and surrounding circumstances;

(iii) the names and addresses of all persons claiming injury or damage in the Proceeding; and

(iv) the names, addresses, and current contact information, if known, of all witnesses or persons having knowledge of the circumstances involved in the Proceeding.

(c) The Employee, Officer or Volunteer shall respond to all reasonable requests for information from the Port's legal counsel and shall otherwise cooperate with the Port's legal counsel, including but not limited to:

(i) delivering any claim, demand, notice, summons or other process relating to the Proceeding;

(ii) attending interviews, depositions, hearings and trials as required and shall assist in securing and giving evidence and obtaining attendance of witnesses, assisting in making settlements of any suits; and

(iii) enforcing any claims for any right of subrogation against any persons or organizations that may be liable to the Port because of any damage or claim of loss arising from such incident or course of conduct.

(d) The Employee, Officer or Volunteer shall not receive any additional compensation for any activities related to the Proceedings, and if the Employee, Officer or Volunteer has left the employment or service of the Port, no fee or compensation shall be provided. Failure of the Employee, Officer or Volunteer to cooperate with the defense as required shall constitute a withdrawal of the request for representation and indemnification and relieves the Port of further liability.

(e) The Employee, Officer or Volunteer shall not accept or voluntarily make any payment, assume any obligation, or incur any expense related to the Proceedings or the acts or omissions giving rise to the Proceedings, other than to administer first-aid to others at the time of any incident or engage in a reasonable attempt to avoid or mitigate injury or damage to persons or property.

(f) Prior to undertaking any representation or agreeing to any indemnification, the Port may require the Employee, Officer or Volunteer to sign an agreement indicating that he or she will reimburse the Port, consistent with the agreement, for defense costs including attorney's fees, should the trier of fact determine that the Employee, Officer or Volunteer committed a willful, wanton or intentionally wrongful act or acted outside his or her Official Duty.

(g) The provisions of this resolution are intended to be secondary to any contract or policy of insurance owned or applicable to any Employee, Officer or Volunteer. The Port shall have the right to require any Employee, Officer or Volunteer to use any such policy protection prior to requesting the protection afforded by this resolution.

Section 3. Availability of Legal Representation and Indemnification.

(a) Subject to the requirements of this resolution, the Port shall provide to an Employee, Officer or Volunteer such legal representation as may be reasonably necessary to defend such Employee, Officer or Volunteer in a Proceeding resulting from any conduct, act or omission of such Employee, Officer, or Volunteer, when such conduct, act or omission was performed or omitted:

(i) on behalf of the Port in his or her capacity as a Port Employee, Officer or Volunteer, and

(ii) within the scope of his or her Official Duties.

The fact that an Employee, official, or Volunteer has concluded employment or service with the Port shall not affect the availability of legal representation under this resolution.

(b) Except as may be provided in any applicable insurance policy, the legal representation described in this section shall be provided by an attorney designated by the Commission or its designee.

(c) Notwithstanding any other provision of this resolution, no representation or indemnification shall be provided to any person if in the opinion of the Port's legal counsel payment of such indemnification would cause the Port to violate any applicable law or jeopardize any of its licenses, grants, or agreements.

Section 4. Exclusions; Standard of Conduct. The Port shall not assume any obligation under this resolution in defense of:

(a) any dishonest, fraudulent, criminal, willful, intentional, grossly negligent, or malicious act, omission, or course of conduct by an Employee, Officer, or Volunteer;

(b) any act, omission, or course of conduct of an Employee, Officer, or Volunteer that is not performed on behalf of the Port;

(c) any act, omission, or course of conduct outside the scope of the Official Duties of the Employee, Officer or Volunteer; or

(d) any lawsuit brought against an Employee, Officer, or Volunteer by or on behalf of the Port.

Section 5. Determination of Exclusions.

(a) The Commission shall grant a request for representation or indemnification under this resolution only after a determination has been made that:

(i) representation or indemnification of the Employee, Officer or Volunteer is permissible in the circumstances because the Employee, Officer or Volunteer has met the standard of conduct set forth in Sections 3 and 4;

(ii) the acts or omissions giving rise to the Proceeding were done on behalf of the District and within, or in good faith purported to be within, the scope of the Official Duties of the Employee, Officer or Volunteer; and

(iii) all applicable conditions of this resolution have been met.

(b) The determination shall be made by the Commission upon advice of legal counsel appointed by the Commission to investigate the request for representation. In reaching a determination, the Commission shall consider the opinion of legal counsel and any additional information that the Employee, Officer, or Volunteer wishes to submit to the Commission. No commissioner who is a party to the Proceeding for which representation and indemnification is being requested shall take part in the determination. The determination of the Commission

pursuant to this section shall be a final legislative action, from which there shall be no appeal, except to superior court by means of a declaratory judgment action.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible.

Section 6. Effect of Compliance with Conditions. If all of the conditions of representation required by this resolution are met, legal representation of an Employee, Officer, or Volunteer is undertaken by the Port, and a judgment is entered against the Employee, Officer or Volunteer, or a settlement made, then the Port shall pay such judgment or settlement; PROVIDED, that the Port may, at its discretion, appeal as necessary any judgment.

Section 7. Failure to Comply with Conditions. If an Employee, Officer, or Volunteer refuses to comply with any of the conditions set forth in this resolution with respect to any Proceeding, the Port shall not be obligated to offer any representation or indemnification under this resolution and this resolution shall be inapplicable with respect to such Proceeding.

Section 8. Reimbursement of incurred expenses.

(a) If the Commission determines that representation or indemnification is not available to the Employee, Officer or Volunteer under the terms of this resolution, and a court of competent jurisdiction later determines that a claim does come within the provisions of this resolution, then the Port shall pay any judgment rendered against the Employee, Officer or Volunteer along with reasonable attorney's fees incurred in obtaining the determination that such claim is covered by this resolution.

(b) If the Commission determines that representation or indemnification is available to the Employee, Officer or Volunteer under the terms of this resolution, and a court of competent jurisdiction later determines that a claim does not come within the provisions of this resolution, then the Port shall be reimbursed by the Employee, Officer or Volunteer or his or her assigns for costs or expenses incurred in obtaining the determination that such claim is not covered by this resolution.

Section 9. Conflict with provisions of insurance policies.

(a) The intent of this resolution is to provide complete coverage outside and beyond any insurance policy that may be in effect while not compromising the terms and conditions of any such policy.

(b) Nothing contained in this resolution shall constitute an insurance policy. This resolution shall not be construed as creating a contract or a policy of insurance between the Port and any Employee, Officer or Volunteer. This resolution is subject to amendment or repeal at the sole discretion of the Commission without prior notice to the Employee, Officer or Volunteer.

(c) The provisions of this resolution shall have no force or effect with respect to any accident, occurrence or circumstance for which the Port or any Employee, Officer or Volunteer is insured against loss or damages under the terms of any valid insurance policy, provided that this resolution shall provide protection, subject to its terms and limitations, above any loss limit of such policy.

(d) Nothing contained in this resolution shall be construed to modify or amend any provision of any policy of insurance where the Port or any Employee, Officer or Volunteer is a named insured. In the event of any conflict between this resolution and the provisions of any such policy of insurance, the provisions of the policy of insurance shall control.

Section 10. Pending claims. This resolution shall apply to any Proceeding against an Employee, Officer or Volunteer now pending or hereafter filed regardless of the date of the events or circumstances giving rise to such Proceeding.

Section 11. Not a waiver. Nothing in this resolution shall be construed to waive or impair the right of the Commission to institute suit or counterclaim against any Employee, Officer or Volunteer nor to limit its ability to discipline or terminate an Employee, Officer or Volunteer.

THIS RESOLUTION OF THE PORT OF BENTON ADOPTED by the Commission at its regular meeting held in Prosser, Washington this 11th day of September 2024.

	Project	Description	Grants Pursued/Received	Comments
1	Innovation Cluster Accelerator Program Application, Phase 2	Washington Dept of Commerce, next evolution of POB, IPZ. Goal to support creation of clean energy industry lead alliance.	State - \$300,000	Contracting completed this grant will be closed out September.
2	National Highway Freight Program (WSDOT portion)	SR 240 rail signal and crossing reconstruction. WSDOT is planning on widening SR 240 from bypass highway to Hagen.	WSDOT \$865,000 POB \$135,000	Received approval to advertise for bid. Bids are due September 24th.
3	Railroad Improvements – Freight Rail Assistance Program grant	Provide grant funding of railroad crossings - Airport Way, Saint St, and Kingsgate Way signal cabinet.	FRAP - \$1,030,000 POB \$250,000	Railworks Track Systems was the lowest responsive bidder and they are working on materials orders. Plan to construct the crossings as soon as materials arrive.
4	Clean Energy Fund-state	Provide grant funding for EV charging stations north Richland, Prosser	POB land site in kind	The proposal was not successful and will be removed going forward.
5	2023-2025 State Capital Appropriation	"White Bluffs Rail" remaining crossings, ties, panels and rail to support CRISI	\$1,212,500 State Grant	Tie bids are due Sept 4th. Plan to advertise for bid the tie installation by Sept 22nd.
6	RAISE	White Bluffs Southern Connection Rail	Federal \$8 million POB \$2 million	Awaiting CRISI decision

	Project	Description	Grants Pursued/Received	Comments
7	State Capital Request	Phase 1 intermodal rail yard	\$6 - \$10 million	Request to support federal grant applications and initial phase 1 of intermodal rail yard; \$240,000 awarded contracting has begun.
8	Records Room Organization	Temp help to organize records room and identify records to destroy or retain.	\$20,000	The Port was one of the 25 applicants out of 122 submissions to receive this award and was one of the few to be fully funded. Contract is in place and work has started and will continue through year end.
9	Congressional Directed Spending Requests	Port of Benton White Bluffs Rail Project Modernization and Intermodal Facility.	\$5 million	Submitted to Senator Murray and Cantwell's office connected to RAISE and CRISI request. \$3.55M has been marked to support this project awaiting final bill approval
10	Congressional Directed Spending Requests	White Bluffs Center Phase II	\$5 million	Ad Hoc Subcommittee of Manhattan National Park was created to support this project. CDS via Community Project Funding submitted to Congressman Newhouse's office.
11	Port Electrification	Intermodal Facilities	\$2.7 million, 10% match \$300K POB	\$2.7M awarded contracting underway
12	CERB/EDA-updated	2579 offices and update remodel (RBP)	\$2.4 million CERB \$3-5 million EDA \$1.5 million POB	Meeting with CERB and EDA held to discuss project, application planned fall 2024 and EDA in 2025 will require 20% match and POB budget discussion/approval.

Airports				
	Project	Description	Grants Pursued/Received	Comments
13	Richland Airport - Airfield Signage and Lights (PH1)	Replace Airfield Signs, Replace runway lights on RW 8/26 & 1/19 MIRL	FAA - \$3,200,000 No Match Required	Grant closeout completed
14	FAA and State Airport discretionary funds - Richland Airport	Runway and Apron Crack and Fog Seal	FAA NPE \$290,000 State \$800,000 Awarded FAA Grant amount 2023 = \$178,000 (Design Work)	Contract Awarded. Maxwell to start work 9/16.
15	WSDOT 5% Match	WSDOT assistance in paying half of Sponsors grant obligation	\$60,000 Match	Applied for Richland Runway and Apron Crack repair. Should hear back week of 9/2.
16	FAA Airport Funds - Prosser Airport	Runway and Apron Crack and Fog Seal and Airport Lighting	FAA NPE \$200,000 FAA DI \$1,300,000 Awarded FAA Grant amount 2023 = \$245,000 (Design Work)	FAA funding delayed. Port Funded project (\$55K) awarded to PSC, work to start mid-September.
17	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 Taxilane construction	Richland Airport \$1,200,000	Project on indefinite hold. Money that was allocated for this project (and was set to expire end of '25 was transferred to Richland pavement project.

	Project	Description	Grants Pursued/Received	Comments
18	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
19	FAA Airport Funds – Richland Airport	Wildlife fencing around airport. Complete fencing around entire airport	FAA NPE \$205,000	Approved
20	FAA Airport Funds – Prosser Airport	Construct Heliport/Helipad with service road – design	FAA NPE \$155,000	Approved

For the Good of the Order

September

Date	What	Where	When	Who
September 11	Port of Benton Commission Meeting	Walter Clore Center	8:30 a.m.	All
September 17	1:1 Budget Review	Port	10 a.m.	Lori
September 17	Richland Chamber of Commerce Monthly Luncheon	La Bella Vita Kitchen, 1515 George Washington Way	11:30 a.m.	Scott
September 18	1:1 Budget Review	Port	9 a.m.	Scott
September 18	Benton Franklin WW Good Roads & Transportation Association Open House to discuss TIP projects	587 Stevens Drive, Richland	3 – 5 p.m.	Roy
September 19	1:1 Budget Review	Port	8:30 a.m.	Roy
September 23	Abraham Lincoln Rail Tour	2579 Stevens Dr.	2 p.m.	Scott, Lori?
September 24	Tri-City Regional Chamber Monthly Luncheon – Athena Awards Luncheon	Three Rivers Convention Center, 7016 W. Grandridge Blvd.	11:30 a.m.	Staff
September 25	Visit Tri-Cities Board Meeting	7130 W. Grandridge Blvd., Kennewick	7:30 a.m.	Scott
September 25	Port of Pasco Airport Tenant Appreciation BBQ	641 Grumman St., Pasco	12 p.m.	Scott (tentative), Staff
September 26	TRIDEC Board	7130 W. Grandridge Blvd., Kennewick	4 p.m.	Roy
October 2	WSU Tri-Cities Open House for Inst. for NW Energy Futures	2892 Pauling Ave., Richland	4:30 – 6 p.m.	
October 2	Prosser Economic Development Association Board Meeting		5:30 p.m.	Lori
October 7	Port of Benton Special Commission Budget Workshop	Port	8:30 a.m.	All
October 15	Richland Chamber of Commerce Monthly Luncheon	La Bella Vita Kitchen, 1515 George Washington Way	11:30 a.m.	Scott

October 16	Port of Benton Commission Meeting	Port	8:30 a.m.	All
October 24	WPPA Small Ports	Campbell's Resort, Lake Chelan		Roy

