

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 and 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](http://www.portofbenton.com/commission)

For those unable to access the internet, please call 509-375-3060 by 8:00 a.m. on January 7, 2026, to receive 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 your hands are raised. Press star + 6 (\*6) when the host calls on you to unmute yourself.

**PORT OF BENTON  
SPECIAL COMMISSION MEETING  
Agenda  
8:30 a.m., January 7, 2026  
3250 Port of Benton Blvd., Richland, WA 99354**

- A. CALL TO ORDER
- B. PLEDGE OF ALLEGIANCE
- C. PUBLIC COMMENT
- D. CONSENT AGENDA
  - 1. Approval of Agenda
- E. ITEMS OF BUSINESS
  - 1. Motion to Amend the Rules of Port of Benton Port Commission Rules of Policy and Procedure.
  - 2. Election of Commission Officers
  - 3. Resolution 26-01, Resolution to Amend the Port's Delegation of Authority
  - 4. Motion To Delegate Authority to the Commission President to Review, Take Action, and Make Recommendations to the Commission at the Commission's next Meeting of January 14, 2026, on Port Organizational & Structure of Business Lines

and Consultant Contracts, which may include directing the Executive Director to initiate any action, prepare any report, or initiate any project or study (Rules 13.2), and which may include communicating with Staff, seeking information from and giving direction to persons who report directly or indirectly to the Executive Director. (Rules 12.3)

F. RECESS TO EXECUTIVE SESSION as legally allowed pursuant to RCW 42.30.110(1)(f), to discuss personnel and “to receive and evaluate complaints or charges brought against a public officer or employee.” The session is expected to take 15 minutes, and action is expected in the public session following, as a result of the Executive Session. (Attendees limited to Commissioner Stevens, Commissioner O’Neil and Port Legal Counsel)

G. RE-OPEN PUBLIC SESSION

H. COMMISSION ACTION AS A RESULT OF EXECUTIVE SESSION

1. Commission Action following Receipt of Investigation Report

I. ADJOURNMENT

The next Port of Benton Commission meeting will be held on **Wednesday, January 14, 2026, at 8:30 AM**, at the Port of Benton Commission Room at 3250 Port of Benton Blvd., Richland, Washington. Visit [portofbenton.com](http://portofbenton.com) for notices and information.

I MOVE TO AMEND THE FOLLOWING PORT COMMISSION RULES OF POLICY AND PROCEDURE LAST ADOPTED AT A REGULAR OPEN MEETING OF THE PORT COMMISSION ON DECEMBER 18, 2024; EFFECTIVE THROUGH \_\_\_\_\_ (FEBRUARY 28, 2026) UNLESS FURTHER EXTENDED BY VOTE OF THE COMMISSION.

THE MOTION INTENDS THE ENTIRE SECTION STATED OF THE FOLLOWING NUMBERED RULES OF PROCEDURE ARE STRICKEN UNLESS JUST A PORTION OF THE SECTION CONTAINS STRICKEN TEXT; UNDERLINED TEXT DENOTES AMENDED TEXT.

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

The following portions of: **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.

**6.1.2 Election.** The officers shall be elected at the first regularly regular or special 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.

**7.2 Agenda Preparation.** The Executive Director and Commission President shall jointly 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. If joint preparation is not feasible, the Commission President may independently prepare the preliminary agenda. The Executive Director shall promptly forward the preliminary and final agenda to the Commission for review. The Commission shall have the option to delete or add any item from the preliminary agenda.

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

**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 Commissioners may seek resolution through the Commission as a body.~~

**The following portions of 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.~~

**The following portions of 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, as amended. 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.~~

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

**17.1.1 Legal Counsel Supervision.** The port attorney's day-to-day service to the port is provided to and supervised by the ~~Commission President~~ ~~Executive Director~~ per the delegation of powers Resolution. The ~~Executive Director~~ Commission is responsible for evaluating the port attorney's performance.

**The following portions of 17.1.2 REPRESENTATION OF THE PORT ONLY. IT IS IMPORTANT TO NOTE THAT** the Port Attorney ~~represents~~ ~~does not represent individual members of commission, but rather~~ the port acting through the Port Commission as a whole or as ~~jointly~~ directed by the Executive Director and Commission. Individual commissioners cannot engage the services of the Port Attorney unless approved by the Port Commission; however, all

Commission members may consult with the Port Attorney on matters pertaining to the Port, or the executive director. The executive director may waive the attorney-client privilege of the port vis-à-vis third parties.

**The following portions of: 17.1.3 Information Available To All Commissioners And The Executive Director.** There is no attorney-client privilege between the port attorney and any Commissioner. The best practice for the Port Attorney is to keep all the commissioners and the Executive Director reasonably informed about significant communications with an individual Commissioner so that all port commissioners and the Executive Director receive the same information. However, if the attorney is contacted by a commissioner on behalf of the port commission dealing with a matter that the port commission does not want the Executive Director to know about (for example termination of the Executive Director) then that communication shall not be disclosed by the Port Attorney without the consent of the Port Commission.

**The following portions of 17.2: Port Attorney Responsibilities.** The general legal responsibilities of the Port Attorney are to:

- 17.2.10 provide training on legal matters as requested by the Port Commission or the executive Director.
- 17.2.11 other matters as designated by the Port Commission or the executive director.

## **RESOLUTION 26-01 DELEGATION OF AUTHORITY**

### **A RESOLUTION OF THE PORT OF BENTON AMENDING RESOLUTION 25-01, A MASTER POLICY DIRECTIVE ON THE ADMINISTRATIVE AUTHORITY OF THE EXECUTIVE DIRECTOR AND HER DESIGNEES**

**WHEREAS**, Section 53.12.270 of the Revised Code of Washington provides authority to the Port Commission for delegation of powers to the Executive Director; and

**WHEREAS**, the Port Commission has previously adopted policy directives in Resolution 94-01 and Resolution 25-01 delegating administrative authority to the Executive Director and his/her designees for the purpose of expeditious administration of the Port; and

**WHEREAS**, the Port Commission has from time to time found it necessary to amend and revise such directives due to changes in law and/or operations of the Port; and

**WHEREAS**, the Port Commission now wishes to amend the master policy directive on the administrative authority of the Executive Director and her designees.

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

**SECTION 1. Resolution 25-01**, the master policy directive of the Port Commission of the Port of Benton adopted for the purpose of establishing administrative authority for the Executive Director and her designees is **amended** as set forth as Exhibit "A" attached to this Resolution and incorporated herein by such reference.

**ADOPTED** by the Commission of the Port of Benton this January 2, 2026, at Richland, Washington and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof.

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\_\_\_\_\_, President

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\_\_\_\_\_, Vice President

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\_\_\_\_\_, Secretary

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**EXHIBIT "A" TO RESOLUTION 26-01**

**Port of Benton**

**COMMISSION POLICY DIRECTIVE**

**AUTHORITY OF EXECUTIVE DIRECTOR  
AND DESIGNEES**

The following policy is adopted by the Port Commission for the purpose of establishing the administrative authority of the Executive Director who is responsible for normal Port operations. The phrase "normal Port operations" as used herein, means regular day-to-day business transactions involving personnel, materials and money. The Commission shall retain an Executive Director to implement the objectives of the Port, which shall be established by the Port Commission. The Executive Director derives authority from the Commission acting as the governing body. The Executive Director shall work with ~~retain~~ professional staff, which shall operate and manage according to directives from the Executive Director, as overseen by the Commission. The Executive Director shall regularly inform and consult with the Commission regarding significant information and business transactions, by a method mutually agreeable to the Commission ~~and the Executive Director~~. The Executive Director shall serve as the primary spokesman for management. ~~The Executive Director shall be solely responsible for the conduct of business transactions of the Port.~~

The Commission is responsible for setting policy and direction for all Port business. It does so by annually adopting a budget and, from time to time, adopting other policy-setting documents. ~~Within the general scope of and in~~ In conformance with the direction established by such documents and with the exception of the limitations identified in the specific policies which follow, the Executive Director shall be responsible for the operation, maintenance, administration and use of the Port's properties and facilities; the development of industrial districts; the implementation of construction work and alterations and improvements to the Port's real estate and physical facilities and necessary planning incidental thereto; the administration of the day-to-day operations which include personnel administration (salary and benefit matters including the fixing of wages and benefits within overall budgetary guidelines, task and project assignments, ~~hiring, firing~~, training, grievance procedures, employee enrichment and improvement, etc.); execution of contracts; the delivery of services essential to the Port's mission; financial and accounting related matters; ~~legal matters~~ and all other administrative matters. The Executive Directors' authority to hire and fire port personnel is temporarily suspended. Legal matters will be managed jointly by the Commission and Executive Director; in case of disagreement, the Commission shall make the final decision. Further, Executive Director is hereby authorized to publish notice of any and all public hearings which are required by law or are necessary for Port Commission action. Except as may be prohibited by state law, all delegations described herein with monetary limitation shall be automatically adjusted at the beginning of each year to conform with the preceding years, etc.

Prior to implementation, the Executive Director will notify the Port Commission of the index

adjustments which will then become effective as of February 1.

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The Executive Director may delegate to appropriate Port staff such of his/her administrative authority or reporting requirements herein established as, in his/her discretion, is necessary and advisable in the efficient exercise of such authority. To implement delegations of authority to Port staff, the Executive Director shall promulgate Port of Benton Policy and Procedure Manuals, monetary delegations, authority to execute contracts, and other documents such as employee position descriptions, affirmative action plans, office manuals, etc., which shall include such delegations as appropriate. ~~The responsibility for all administration and day to day operations of the Port rests solely with the Executive Director. Any Commission directives or initiatives shall be made through the Executive Director and shall be made only by the Port Commission acting as a body, or by a single Commissioner if delegated by the Commission to do so.~~

**PORT OF BENTON  
SPECIFIC POLICY DIRECTIVES OF  
ADMINISTRATIVE AUTHORITY OF EXECUTIVE DIRECTOR  
AND DESIGNEES**

**I. REAL PROPERTY AGREEMENTS**

**A. Types of Agreements**

The following directives of this Article I apply to all agreements for use of Port real property, including but not limited to leases, license agreements, rental agreements, operating agreements and use agreements (all hereinafter referred to as "Real Property Agreements" or "Agreements").

**B. General Real Property Agreement Policy**

Except as provided in Paragraph I(c), all real property of the Port shall be used pursuant to an appropriate written instrument approved by the Port Commission and accompanied by security in accordance with law.

Prior to the execution of such instrument, the Executive Director shall have secured authority to enter negotiations and shall have appraised the Port Commission of the progress of such negotiations; provided for proper security, submitted the Agreement to Port Counsel for approval; and followed all other applicable laws and Port Commission created Lease Policy.

**C. Real Property Agreement Procedures**

The Executive Director is authorized to perform the following actions without Port Commission approval, but must quarterly provide the Port Commission a report

summarizing actions: Agreements having a term (including any options) of ~~five years duration or less than one year~~ may be approved and signed by the Executive Director provided the Port's standard Agreement form is used (except for provisions inapplicable), Agreement terms conform to proper real estate practices and the guidelines set forth in the Lease Policy, and there is no financial obligation of the Port for improvements.

1. To the extent assignments, subleases, or options are permitted in the ~~basic originally approved~~ Agreement the same may be approved by the Executive Director, provided; other substantive terms of the Agreement are unchanged; any option or options do not result in an Agreement term (including options) of more than ~~one year five years~~; rental adjustments consistent with Port Lease Policy are made; and provided an amendment to the Agreement may be approved by the Executive Director if the scope of the amendment is otherwise within the authority of the Executive Director under this Resolution.
2. Easements of ~~five years~~ one year or less, licenses and permits ancillary to the normal operation of the Port may be granted by the Executive Director.
3. The Executive Director is charged with the responsibility to insure that all agreement terms are complied with and is authorized to take necessary measures to cause compliance or to protect the Port's legal position, including but not limited to the giving of all notices provided for in the Agreement.
4. Customary and usual easements granted for installation of utilities to service Port properties or for rights of way for access to Port properties may be executed by the Executive Director on behalf of the Port regardless of the length of the term. Other easements with a term of ~~five years~~ less than one year ~~or less~~, licenses or permits ancillary to the normal operation of the Port may be executed by the Executive Director on behalf of the Port.

## **II. REAL PROPERTY AGREEMENT SECURITY AND INSURANCE**

The Executive Director is authorized to take all necessary actions on behalf of the Port Commission in connection with Agreement surety bonds, Agreement surety, rental insurance, or other security (hereinafter referred to as "Agreement Security") and insurance coverage required pursuant to any Agreements of the Port, including any of the following actions:

- A. Where the Agreement is not in default, to release any Agreement Security where an adequate substitute security has been provided.
- B. To approve any Agreement Security or insurance submitted in fulfillment of the requirements of any Agreement, including substitute or replacement coverage for any terminated bond or other Agreement Security.

- C. To approve any substitute or modification of insurance, and to release any insurance company when substitute or replacement insurance coverage has been provided.

### **III. REAL PROPERTY TRANSACTIONS**

- A. When the Port Commission authorizes the acquisition of real property by negotiated purchase or condemnation, the Executive Director shall take all necessary steps, including appraisals, to secure title of such property for the Port. The acquisition price of individual properties (or ownerships) shall in no case exceed the Port's appraisal without further specific Commission approval. When several parcels are authorized for purchase by the Port Commission, the total price paid for all such properties shall not exceed the Port's appraisal without further specific Commission approval.
- B. When the Port Commission authorizes the sale of Port real property, the Executive Director shall be empowered to take all necessary administrative steps including the acquisition of appraisals in order that execution of the conveyance instrument by the Commission may occur. After execution of the instrument by the Commission, the Executive Director is authorized to take any and all other necessary steps, including delivery, to finalize the sale.
- C. The Executive Director is authorized to enter into Non-Disclosure Agreements ("NDAs") to the extent permitted by law in order to provide for the furtherance of the public good in regards to price, technical information, business information, and other competitive real property features in negotiations with entities seeking to do business with the Port.

### **IV. CONTRACTS FOR PERFORMANCE OF WORK**

- A. Contract Awards for Construction and Maintenance
  - 1. The Executive Director may, without prior Commission approval, execute on its behalf small works roster contracts where the total estimated contract price does not exceed Fifty Thousand Dollars (\$50,000), the work is within Capital Budget authorized limits, and so long as all statutory procedures are followed.
  - 2. The Executive Director may, without Port Commission approval, prepare plans and specifications, issue notices calling for bids, award and accept contracts for work where the total estimated contract price does not exceed Fifty Thousand Dollars (\$50,000), provided that all requirements of R.C.W. 53.08.120-135 are met, and the work is within authorized Capital Budget limits. Change order amounts are at the discretion of the Executive Director, provided they do not increase the adjusted contract to an amount in excess of \$50,000. If the project scope varies from the Commission approved Capital Budget, it will be brought before the Commission before obligation of any funds.

3. On contracts for work exceeding Fifty Thousand Dollars (\$50,000), Commission approval shall be required prior to the preparation of plans and specifications for such work. Request for authorization to prepare plans and specifications shall include an estimate as to the total cost of the work. Upon completion of plans and specifications, the Executive Director is authorized to publish notice calling, for bids. Award of contract will be made with Commission approval unless there is a time constraint. In the event of a time constraint, Commission approval for award by the Executive Director will be requested in connection with the request for authorization to prepare plans and specifications. If an award is to be made to other than the lowest responsible bidder; if there is a material deviation from the Port's General Conditions; or if the bid is in dispute, Port Commission approval shall be sought prior to the award. Port Commission approval shall be required for the rejection of all bids.
4. When any emergency shall require the immediate execution of a contract for work, the Executive Director, pursuant to the procedures of R.C.W. 39.04.020 (as it may be amended or succeeded), is authorized to make a finding of the existence of such emergency and execute any contracts necessary to respond to the existing emergency, provided that the Executive Director shall, at the first Port Commission meeting following the Executive Director's finding of the existence of an emergency, request Port Commission ratification of the finding of emergency and any contracts awarded and/or executed pursuant to that finding.

#### B. Change Orders

Where contracts for the performance of work exceeding \$50,000 have been awarded and under which the work is in progress, and individual changes in plans and/or specifications are necessitated in order to properly accomplish the work, the Executive Director is authorized to execute individual change orders to the contract provided the following conditions are met:

1. The estimated cost of the individual changes in plans and/or specifications will not exceed Ten Thousand Dollars (\$10,000) or 10% of the contract price, whichever is less. However, when an individual change order issued under any contract shall cause the total cash amount of change orders to that contract to exceed a sum equal to 20% of the original contract amount, or Fifty Thousand (\$50,000), whichever is less, such change order shall not be issued without prior Commission approval and no future change orders to said contract may be issued without Commission approval.
2. The contract provides for issuance of change orders.
3. The individual change order has been approved and certified by the Port's Architect or Engineer supervising the contract as being necessary to the proper accomplishment of the work called for in the basic contract.

4. Any time extension for completion of said contract which accompanies said change order does not exceed forty-five (45) days, except a change order extending the contract determined time beyond forty-five (45) days where it is to be a result of fire and other casualties not the fault of the contractor; strikes, riots and other civil disorders; unsuitable weather, or other act of God which results in suspension of work by order of the Port's architect or Engineer supervising the contract.

C. Reports

Notwithstanding the authorities granted in the preceding sections A and B, the Executive Director shall keep the Commission advised in writing of all contracts on a monthly basis.

**V. UTILIZATION OF PORT CREWS**

- A. The Executive Director is authorized to use necessary workers for operations and maintenance of facilities pursuant to Port Commission approved labor agreements.
- B. The Executive Director shall be responsible for obtaining, prior Port Commission approval for work projects which are new construction or major modifications of Port facilities to be carried out by Port crews when the total estimated cost exceeds Fifty Thousand Dollars (\$50,000).

**VI. CONTRACTS FOR ACQUISITION OF UTILITIES, MATERIALS, EQUIPMENT, SUPPLIES, AND SERVICES**

The Executive Director shall have the responsibility for following all statutory requirements and procedures in connection with all contracts for the acquisition of utilities, materials, equipment, supplies and services. Utilities, materials, equipment, supplies and services (including services provided by public agencies) may be acquired on the open market, pursuant to published tariffs, or by competitive bidding when necessary for the normal maintenance and operations of the Port, and no prior Port Commission approval shall be required but shall, where appropriate, be approved as part of normal monthly expenses and shall be within authorized budgets. Where a requirement exists for formal competitive bidding, the Executive Director may execute contracts for the acquisition of utilities, materials, equipment, supplies and services subject to the following conditions:

- A. The contract or purchase order price for one year does not exceed Fifty Thousand Dollars (\$50,000) or, if specifically identified in the annual budget, the amount shown in such budget, and the contract provides for no more than two (2) options to extend the contract for one (1) year periods, provided that the basic contract or purchase order price and any contract extensions must be within appropriate annual budget limits.

- B. The award is made to a bidder who has submitted a proposal based on the plans and specification on file, or, where permissible, based upon his own plans and specifications and accompanied by a bid proposal deposit as may be required, and which is, as nearly as practicable, in accordance with the requirements of R.C.W. 53.08.120, (as it may be amended or succeeded).
- C. The successful bidder has provided, where required, a performance bond with sureties which comply with the requirements of the applicable law.

## **VII. REIMBURSABLE SERVICES**

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

## **VIII. ARCHITECTURAL, ENGINEERING, AND TECHNICAL SERVICES**

The Executive Director is authorized to contract with qualified architectural, engineering, and technical testing and inspection firms licensed in the State of Washington to provide such services as required for maintenance, engineering work or small projects of the Port. Selection and reimbursement for such services shall follow all required statutory procedures and shall be consistent with normal established fees paid for such services. If the fee on any single project or closely related work is estimated to exceed Fifty Thousand Dollars (\$50,000), Port Commission approval shall be required. Where architectural and engineering services are ancillary to capital projects, Port Commission approval shall not be required so long as those fees do not exceed 15% of the estimated contract amount. The Executive Director will endeavor to use a variety of firms (including minority and women-owned business firms) based on the nature of the work and the expertise of the firms.

## **IX. PROFESSIONAL AND CONSULTANT SERVICES**

Except as provided in Section VIII of this Exhibit A, the Executive Director shall be responsible for obtaining professional and consultant services where deemed necessary in carrying out normal Port operations and provided all applicable legal requirements are met. The Executive Director may arrange for such services where the estimated cost of the proposed service does not exceed the amount of Fifty Thousand Dollars (\$50,000), provided all such arrangements shall be reported to the Port Commission monthly.

## **X. LEGAL SERVICES AND OTHER REPRESENTATION**

The ~~Executive Director and~~ Commission appointed Port Counsel in consultation with the Executive Director and Commission or/or a Commission appointed single Commissioner shall be responsible for management and supervision of all legal services required by the Port and for litigation in which the Port has an interest, direct or indirect. For purposes of this section, "litigation" shall mean

the assertion of any position, right or responsibility by or against the Port (or in which the Port may have an interest) which has been filed in any court of general jurisdiction, be it state or federal, or any quasi judicial or administrative forum.

A. Legal Services

The ~~Executive Director~~ Commission retains its authority ~~is authorized~~ to retain law firms, through Port Legal Counsel as necessary, to provide legal services. Retained legal counsel may act solely on behalf of the Port or jointly with other interested parties. Payment for legal services other than litigation shall be by reimbursement not to exceed established hourly rates plus expenses. In litigation matters, legal counsel shall be reimbursed at a rate not to exceed their established hourly rate plus expenses.

B. Engagement of Other Representatives

In connection with litigation or other legal matters in which the Port has a direct or indirect interest, the ~~Executive Director~~ Commission may engage, or cause to be engaged through the Port Counsel, other representatives to act solely on behalf of the Port or jointly with other interested parties. Such representatives shall be reimbursed at their established hourly rates plus expenses or on another basis which is standard for their services.

C. Engagement of Experts

The ~~Executive Director~~ Commission may engage or cause to be engaged through the Port Counsel, such experts as may be necessary to the orderly preparation of litigation in which the Port has a direct or indirect interest, within limitations otherwise prescribed in Section IX above. Such engagement shall be upon ~~the Commission's satisfaction~~ authorization ~~given by the Executive Director after having been satisfied~~ that such expenditure is necessary to the adequate preparation and representation of the Port's position in such litigation and shall wherever practicable include evaluation of the litigation and an estimate of the probable cost of such experts.

D. Settlement

~~Unless otherwise specified herein any~~ Any matter which is the subject of litigation may be compromised and settled ~~by the Executive Director by the Commission~~ provided ~~that the settlement amount does not exceed .1% of the Port's estimated current year gross operating revenues and~~ that the Port Counsel shall certify to the ~~Executive Director~~ Commission the following:

a. Claims filed against the Port

- I) the likelihood that a judgment rendered in the case would be in the amount claimed, or higher than the amount claimed, or that there is

reasonable cause to believe that there is considerable exposure of liability for the Port; or

ii) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed, or the likely result.

b. Claims filed on behalf of the Port

i) that the determination to settle the claim outweighs the risk of resorting to litigation; or

ii) that the settlement of the claim would provide prompt payment to the Port and eliminate extensive delays; or

iii) that the proposed offer of settlement is reasonable in light of the claim asserted.

## **XI. ADJUSTMENT AND SETTLEMENT OF CLAIMS (except those as referenced above)**

The Commission retains its authority to ~~Executive Director shall be responsible for the observance of necessary procedures whereby the adjustment and final settlement of all claims, either against or on behalf of the Port, shall be carried out. Necessary procedures in the handling of such claims shall include the following:~~

A. For purposes of this section, "Claim" shall mean the assertion of any position, right or responsibility by or against the Port, but not including (1) accounts receivable to the extent covered in Section XII, or (2) claims asserted by or against the Port which have become the subject of litigation as defined in Section X above.

B. No claims against the Port shall be considered unless and until proper notice has been served by the claimant upon the Port.

C. Any individual claim ~~which exceeds .1% of the Port's estimated current year gross operating revenues~~ may be processed in all respects (except for final approval and payment) by the Executive Director and Port Counsel. No such claims shall be submitted for approval to the Port Commission until a tentative agreement has been reached with the parties concerned for settlement. ~~Claims which in the opinion of the Executive Director may exceed .1% of the Port's estimated current year gross operating, revenues shall be reported to the Port Commission promptly.~~

D. ~~Any single claim not exceeding .1% of the Port's estimated current year across operating revenues may be adjusted and settled and paid by the Executive Director provided that all of the following conditions are met:~~

~~1. The Port Counsel shall certify to the Executive Director that payment of the claim is justified on the basis of the following:~~

~~a. Claims filed against the Port:~~

- ~~i) a substantial likelihood that the Port is or could be found liable; or~~
- ~~ii) the likelihood that a judgment rendered in the case would be in the amount claimed, or higher than the amount claimed or that there is reasonable cause to believe that there is considerable exposure of liability for the Port;~~
- ~~iii) the likelihood that the expenses involved in litigation would be unnecessarily high in relation to the amount claimed, or the likely result.~~

~~b. Claims filed on behalf of the Port:~~

- ~~i) that the determination to settle the claim outweighs the risk of resorting to litigation;~~
- ~~ii) that the settlement of the claim would provide prompt payment to the Port and eliminate extensive delays;~~
- ~~iii) the proposed offer of settlement is reasonable in light of the claim asserted.~~

~~2. All such claims, when paid, shall be reported to the Port Commission monthly.~~

## **XII. ADJUSTMENT AND WRITE-OFF OF ACCOUNTS RECEIVABLE**

The Executive Director is authorized to establish procedures to (1) make adjustments to accounts receivable for valid business reasons which do not constitute a gift of public funds, or (2) to write off any uncollectible account which does not exceed .05% of the Port's estimated current year gross operating revenues.

Prior to adjusting or writing off of any account receivable or uncollectible, the Executive Director shall be satisfied that every reasonable effort has been made by the staff to resolve or accomplish the collection of the account. For those accounts that fail to make payment, the Executive Director shall authorize the Port Counsel to bring action in courts of law, or if more appropriate, to assign the same to collection agencies in an attempt to collect such accounts. If, after attempting all normal account collection procedures, the account is still uncollectible after 90

days or more, the Executive Director shall be authorized to provide for writing off such an account. Any account in excess of .05% of the Port's estimated current year gross operating revenues which is deemed to be uncollectible shall be referred to the Port Commission for final approval of writing off that account.

### **XIII. INVESTMENT OF TEMPORARILY IDLE PORT FUNDS**

For purposes of this section, "Temporarily Idle Port Funds" shall mean those funds which are not required for immediate expenditure. The Executive Director is authorized to direct the Port Treasurer, in accordance with applicable law relating to the investment of public funds, in the investments of temporarily idle Port funds. These directives include, but shall not be limited to, investments in authorized government securities, sale of such investments, and necessary inter-fund transfers. A summary report of investments shall be provided to the Port Commission monthly.

### **XIV. INSURANCE PROGRAMS**

The Executive Director shall be authorized to negotiate and obtain appropriate policies of insurance to cover Port property, liability, employee coverages, and other areas appropriately included within a comprehensive insurance program. The Executive Director is authorized to approve changes or modifications within the policies of insurance, including programs to provide deductible provisions, so long as such programs are promptly and regularly reported to the Port Commission so it is kept informed of basic changes made in the overall insurance program of the Port.

### **XV. TRADE DEVELOPMENT PROGRAMS**

The Executive Director is authorized, consistent with statutory limitations, to develop and carry out programs of trade development (which may include tourism and tourism promotion), advertising (including the use of advertising firms within budgetary authority and promotion of the Port, including its properties, facilities and services. This may include, participation in programs and agreements designed to provide shippers which use or may use the Port of Benton with the most competitive service and lowest possible, freight rates including negotiation of warehouse rates, consolidation of traffic and prepayment of freight charges by the Port, and all necessary activities related to the intermodal movement of interstate and foreign cargo. Such programs of trade development and promotion shall be reviewed by the Port Commission from time to time so it may be informed as to chances which occur.

### **XVI. ISSUANCE OF TARIFFS**

Except in the case of the port operated marina, the Executive Director is authorized to issue tariffs and tariff amendments as necessary, provided the Port Commission will be given a report of adjustments on a quarterly basis.

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## **XVII. RULES AND REGULATIONS**

The Executive Director is authorized to adopt any administrative rules and regulations necessary for the efficient operation of the Port so long as such rules and regulations are reported to and approved by the Port Commission quarterly.

## **XVIII. AFFIRMATIVE ACTION AND EQUAL EMPLOYMENT**

It is the basic policy of the Port of Benton to provide equal opportunity to the users of all Port services and facilities, all contracting entities, Port employees and applicants for employment, and to assure that there be absolutely no discrimination against any persons on grounds of race, creed, color, national origin, sex, sexual preference, marital status, age, or the presence of any sensory, mental, or physical handicap. This policy is to be implemented by the Executive Director as more specifically set forth by Resolution of the Port Commission (as it may be amended from time to time) and Port policies covering affirmative action, equal employment opportunity and minority and women-owned business participation in Port contracts.

## **XIX. TRAVEL OF EMPLOYEES AND OTHER AUTHORIZED REPRESENTATIVES OF THE PORT**

The Executive Director is authorized to approve travel by employees and/or other authorized representatives of the Port in accordance with the established travel policy in order to effectuate necessary normal Port operations, provided that reimbursable personal travel expenses for an individual trip shall not exceed Ten Thousand Dollars (\$10,000) within the continental United States and provided that the Commission shall be advised monthly of major travel made by Port staff. Any International Travel must be approved by the Executive Director, as to Port employees, and the Port Commission in an open public meeting, as to Commissioners. All travel must abide by Resolution 23-31, "A Resolution of the Port of Benton Commission Regarding Travel Policies & Procedures."

International trade missions will receive Port Commission review and approval.

The President of the Commission shall be notified in advance of any absence greater than 48 hours of the Executive Director and be furnished a report of major travel monthly.

## **XX. SALE OF PERSONAL PROPERTY**

The Executive Director is authorized pursuant to R.C.W. 53.08.090 to sell and convey surplus personal property of the Port pursuant to the requirements of R.C.W. 53.08.090-092 (as amended or succeeded) and authorized pursuant to Port Resolution No. 20-36, "A Policy Of The Port Of Benton For The Sale And Disposal Of Surplus Personal Property." In no case shall surplus personal property of the Port be sold to any Port Commissioner or Port employee or to members of their immediate families without the specific approval of the Port Commission. This provision

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does not prohibit commissioners, employees, and members of their immediate families from bidding on excess Port property sold at public auction.

## **XXI. BANKING SERVICES**

The Executive Director is authorized to negotiate for banking services and enter into agreements for such services for terms not to exceed five years. Procedures shall be established for the deposit/disbursal of Port funds recognizing the requirements cited in R.C.W. 53.36.010 and providing for an adequate system of internal control. Funds may be deposited in an impress bank account for miscellaneous expenditures in an amount not to exceed Four Thousand Dollars (\$4,000). Warrants/checks may require single or dual signatures as is deemed appropriate.

## **XXII. AUTHORIZATION OF EXPENDITURES**

The Executive Director is authorized to establish an adequate system to control purchases of materials, supplies and services. Such system should take into consideration the nature of the purchases and the dollar amounts involved. No funds shall be expended unless the purchase invoices have been properly approved in accordance with the provisions of the system established.

## **XXIII. IMPRESS WORKING FUNDS (PETTY CASH/CHANGE FUNDS)**

The Executive Director is authorized to establish various working funds, provided that the total amount of any such fund shall not exceed Five Hundred Dollars (\$500). The working funds provide for petty cash purchases/change funds, and the dollar amount thereof shall be recorded on the Port's balance sheet. The Executive Director is also authorized to establish and maintain procedures for the creation and control of such funds.