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RESOLUTION NO. 2000-106

A RESOLUTION OF CHELAN COUNTY, WASHINGTON, CREATING THE MISSION RIDGE PUBLIC DEVELOPMENT AUTHORITY; AUTHORIZING A CHARTER AND BYLAWS THEREFORE; ESTABLISHING A BOARD OF DIRECTORS TO GOVERN THE AFFAIRS OF SAID PUBLIC DEVELOPMENT AUTHORITY, AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO

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(This Table of Contents is not a part of this Resolution
and is only for convenience of reference)

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- Exhibit “A”:
Exhibit “B”:
- Charter of Authority
 - Initial Bylaws of the Authority

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BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF CHELAN COUNTY, WASHINGTON, as follows:

WHEREAS, Chelan County, Washington (the "County"), is a third-class county organized and existing under the Constitution and laws of the State of Washington;

WHEREAS, the County is authorized by RCW 35.21.730 to create public authorities to (i) administer and execute federal grants of programs, (ii) receive and administer private funds, goods of services for any lawful public purpose; and (iii) perform any lawful public purpose or public function;

WHEREAS, the County is authorized by RCW 36.68.090 and 67.20.010 to build, construct, care for, control, supervise, improve, operate and maintain recreational facilities;

WHEREAS, the Mission Ridge Ski Area serves the urban and rural areas of the County;

WHEREAS, the Board of County Commissioners (the "Board") hereby finds that the Mission Ridge Ski Area is a recreational facility of major economic importance to the County's residents;

WHEREAS, the Board is aware that the Retro-Plan (completed in 1994 as an update to the 1981 master plan) suggests that the quality of service provided to users of the Mission Ridge Ski Area was substandard for major alpine ski facilities; and

WHEREAS, the Board hereby further finds that the creation of a public authority to assist in upgrading the ski area will aid the County in its ability to improve the general living and economic conditions in Chelan County Washington;

NOW, THEREFORE, IT IS HEREBY FOUND, DETERMINED AND ORDERED
as follows:

SECTION 1. DEFINITIONS

As used in this Resolution, the following terms have the meanings provided in this Section 1. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Words imparting the singular number shall include the plural number and vice versa unless the context shall otherwise indicate.

- A. "Authority" shall mean the Mission Ridge Public Development Authority, created by Section 2 of this resolution.
- B. "Board of County Commissioners" shall mean the County's legislative authority.
- C. "Board of Directors" shall mean the governing body of the Authority.
- D. "Bonds" shall mean any bonds, promissory notes, interim certificates, debentures, certificates of indebtedness or other obligations issued by the Authority pursuant to its Charter.
- E. "Bylaws" shall mean the rules for the regulation or management of the affairs of the Authority adopted by this Resolution, and all subsequent amendments thereto.
- F. "Charter" shall mean the articles of organization of the Authority adopted by this Resolution, and all subsequent amendments thereto.
- G. "Clerk" shall mean the Clerk of the Board of County Commissioners, and all persons authorized to act on his behalf in such capacity.
- H. "County" shall mean Chelan County, Washington, a class A county duly organized and existing under the Constitution and laws of the State.
- I. "County Administrator" shall mean the County Administrator of the County.
- J. "Director" shall mean a member of the Board of Directors.
- K. "Immediate Family" shall mean (1) the spouse of an official or employee of the Authority, (2) any dependent parent, parent-in-law, child, son-in-law, or daughter-in-law of an official or employee of the Authority; and (3) any parent, parent-in-law, child, son-in-law, daughter-in-law, sibling, uncle, aunt, cousin, niece or nephew residing in the household of an official or employee of the Authority.
- L. "Mission Ridge Ski Area" shall mean the alpine ski area commonly known by such name that is located on public lands owned by the U.S. Department of Agriculture, the U.S. Forest Service and the Washington State Department of Fish and Wildlife and Department of Natural Resources, situated approximately 12 miles northwest of Wenatchee, including, but not limited to, all parking and lodge facilities serving such ski area and all equipment and fixtures necessary or desirable in operating a first-class ski area.
- M. "State" shall mean the State of Washington
- N. "Voting Membership" shall mean the total number of voting positions on the Board of Directors authorized by the Charter, whether filled or vacant.

SECTION 2. AUTHORITY CREATED

A public authority to be known as the "Mission Ridge Public Development Authority" (the "Authority"), is hereby created exclusively to undertake, assist with and otherwise facilitate the following activities, all as authorized by RCW 35.21.730 through 35.21.757:

1. to improve the general living and economic conditions within the County by en-

- tering into contracts and partnerships with private entities for maintaining, upgrading and improving the Mission Ridge Ski Area;
2. to apply for and administer federal, state and county and private grant programs, and to receive and administer federal, state, county and other public funds relating to the Mission Ridge Ski Area;
 3. to perform all manner and type of community services relating to the Mission Ridge Ski Area; and
 4. to provide and implement such municipal services and functions as the Board of County Commissioners may direct relating to the Mission Ridge Ski Area.

SECTION 3. COUNTY LIABILITY LIMITED.

The Authority is an independent legal entity exclusively responsible for its own debts, obligations and liabilities. All liabilities incurred by the Authority shall be satisfied exclusively from the assets and credit of the Authority; no creditor or other person shall have any recourse to the assets, credits, or services of the County on account of any debts, obligations (including Bonds) liabilities, acts or omissions of the Authority.

SECTION 4. GENERAL POWERS.

Except as otherwise limited by the Constitution of the State, this Resolution and the Charter, the Authority shall have and may exercise all lawful powers necessary or convenient to effect the purposes for which the Authority is organized, and to perform authorized corporate functions, including, without limitations, the power to:

1. own and sell real and personal property;
2. contract for any corporate purpose with the United States of America, the State of Washington, and any political subdivision or agency of either, and with individuals, associations and corporations;
3. sue and be sued in its name;
4. lend and borrow money;
5. do anything a natural person may do;
6. perform all manner and type of community services and activities relating to the Mission Ridge Ski Area;
7. provide and implement such municipal and community services and functions as the Board of County Commissioners may by resolution or application of existing rules direct;
8. transfer any funds, real or personal property, property interests, or services;
9. receive and administer federal or private funds, goods, or services for any lawful public purpose relating to the Mission Ridge Ski Area;
10. purchase, lease, exchange, mortgage, encumber, improve, use, or otherwise transfer or grant security interest in real or personal property or any interest therein; grant or acquire options on real and personal property; and contract regarding the income or receipts from real and personal property;
11. issue Bonds in conformity with applicable provisions of state law in such principle amounts as in the discretion of the Board of Directors shall be necessary or

appropriate to provide sufficient funds for achieving any purposes of the Authority; provided, however, that all Bonds or liabilities of the Authority shall be satisfied exclusively from the assets, properties or credit of the Authority, and no creditor or other person shall have any recourse to the assets, credit or services of the County hereby, unless the Board of County Commissioners shall by resolution expressly guarantee such Bonds;

12. contract for, lease, and accept transfers, gifts or loans of funds or property from the United States of America, the State of Washington, and any municipality or political subdivision or agency of either, including property acquired by any such governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions therefore;
13. manage, on behalf of the United States of America, the State of Washington, and any municipality or political subdivision or agency of either, any property relating to the Mission Ridge Ski Area acquired by such entity through gift, purchase, construction, lease, assignment, default, or exercise of the power of eminent domain;
14. recommend to appropriate governmental authorities public improvements and expenditures relating to the Mission Ridge Ski Area;
15. recommend to the United States of America, the State of Washington, and any municipality or political subdivision or agency of either, the existence of any property that, if committed or transferred to the Authority, would materially advance the public purpose for which the Authority is chartered;
16. initiate, carry out, and complete such improvements of benefit to the public consistent with its Charter as the United States of America, the State of Washington, and any municipality or political subdivision or agency of either may request;
17. recommend to the United States of America, the State of Washington, any municipality or political subdivision or agency of either such tax, financing, and security measures as the Authority may deem appropriate to maximize the public interest in activities in which the Authority by its Charter has a particular responsibility;
18. lend its funds, property, credit or services for purposes of the Authority, or act as a surety or guarantor for such purposes;
19. provide advisory, consultative, training, educational, and community services or advice to individuals, associations, corporations, or governmental agencies, with or without charge;
20. control the use and disposition of property, assets, and credit of the Authority;
21. invest and reinvest funds;
22. fix and collect charges for services rendered or to be rendered, and establish the consideration (if any) for property transferred;
23. maintain books and records as appropriate for the conduct of its affairs;
24. conduct its affairs; carry on its operations, and use its property as allowed by law and consistent with this Resolution, its Charter and its Bylaws;
25. name corporate officials, designate agents, and engage employees, prescribing their duties, qualifications, and compensation; and secure the services of consultants for professional services, technical assistance, or advice;

26. identify and recommend to the United States of America, the State of Washington, any municipality or political subdivision or agency of either, the acquisition by the appropriate governmental entity (for transfer to or use by the Authority) of property rights, which, if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purpose for which the Authority is chartered; and
27. exercise and enjoy such other powers as may be authorized from time to time by law.

SECTION 5. LIMITATION OF POWERS

The Authority, in all activities and transactions, shall be limited in the following respects:

- A. The Authority shall have neither power of eminent domain nor any power to levy taxes or special assessments.
- B. The Authority may not incur or create any liability that permits recourse by any party or member of the public to any assets, services, resources, or credit of the County. All liabilities incurred by the Authority shall be satisfied exclusively from the assets and credit of the Authority, and no creditor or other person shall have any recourse to the assets, credit, or services of the County on account of any debts, obligations, liabilities, acts or omissions of the Authority.
- C. No funds, assets or property of the Authority shall be used for any partisan political activity or to further the election or defeat of any candidate for public office; nor shall any funds of a substantial part of the activities of the Authority be used for publicity or educational purposes designed to support or defeat legislation pending before the Congress of the United States of America, or the Legislature of the State or the Board of the County Commissioners; provided, however, that funds may be used for representatives of the Authority to communicate with members of Congress, state legislators or Board of County Commissioners members concerning funding and other matters directly affecting the Authority, so long as such activities do not constitute a substantial part of the Authority's activities and unless such activities are specifically limited in its Charter.
- D. All funds, assets, or credit of the Authority shall be applied toward or expended upon services, projects, and activities authorized by its Charter. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable as such to, its Directors, its officers or other private persons, except that the Authority is authorized and empowered to:
 1. compensate its officials and others performing services for the Authority, including legal counsel, and reasonable expenses actually incurred in performing their duties;
 2. assist its officials as members of a general class of persons to be assisted by an Authority-approved project or activity to the same extent as other members of the class as long as no special privileges or treatment accrues to such official by reason of his or her status or position in the Authority;
 3. defend and indemnify any current or former Director or employee and

their successors, spouses and marital communities against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action, or proceeding, civil or criminal, in which he or she is or may be a party by reason of being or having been an official of the Authority, or by reason of any action alleged to have been an official of the Authority, or by reason of any action alleged to have been taken or omitted by him or her as such official, provided that he or she was acting in good faith on behalf of the Authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights which officials of the Authority may be entitled as a matter of law;

4. purchase insurance to protect and hold personally harmless any of its officials (including its employees or agents) from any action, claim or proceeding instituted against the foregoing individuals arising out of the performance, in good faith, of duties for, or employment with, the Authority and to hold these individuals harmless from such actions, claims or proceedings; provided, the purchase of such insurance and its policy limits shall be discretionary with the Board of Directors, and such insurance shall not be considered as compensation to the insured individuals; and provided further, the powers conferred by this paragraph 4 shall not be exclusive of any other powers conferred by law to purchase liability insurance; and
5. sell its assets for a consideration greater than their reasonable market value or acquisition costs, charge more for services than the expense of providing them, or carry out any other transaction or activity, as long as such gain is not the principal object or purpose of the Authority's transactions or activities, and is applied to or expended upon services, projects and activities as aforesaid.

- E. The Authority shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to its Directors or employees or otherwise engage in business for private gain.

SECTION 6. CHARTER

The Charter, attached to this Resolution as Exhibit "A" and hereby made a part hereof, is hereby approved. The Charter shall be issued in duplicate originals, each bearing the County's official seal attested by the Clerk. One original shall be retained by the Clerk and filed as a public record; a duplicate original shall be provided to the Authority. The Clerk shall give notice of the issuance of the Charter to the Secretary of State and furnish a copy thereof and of this Resolution upon request.

SECTION 7. EFFECT OF ISSUANCE OF CHARTER

The Authority shall commence its existence effective upon issuance of its Charter. Ex-

cept as against the State or the County in a proceeding to cancel or revoke the Charter, delivery of a duplicate original Charter shall conclusively establish that the Authority has been established in compliance with the procedures of the Resolution. The Authority shall conduct its affairs in accordance with Charter.

SECTION 8. BOARD OF DIRECTORS

- A. *Creation of the Board of Directors.* A five-member board of directors (the "Board of Directors") is hereby established to govern the affairs of the Authority. All corporate powers of the Authority shall be exercised by or under the authority of the Board of Directors; and the business, property and affairs of the Authority shall be managed under the direction of the Board of Directors, except as may be otherwise provided for by law or in the Charter.
- B. *Appointment of Board of Directors.* The initial Board of Directors shall be appointed by resolution of the Board of County Commissioners. Except for the initial Board of Directors, members of the Board of Directors shall be appointed as provided in the Charter. No person who serves on the Board of County Commissioners or city council of any city or town in the County may serve on the Board of Directors. No person nominated for membership on the Board of Directors shall be eligible to serve until he or she has been confirmed by motion of the Board of County Commissioners. Directors may be re-appointed to serve consecutive terms on the Board of Directors. A vacancy on the Board of Directors because of death, resignation, removal, disqualification, or any other cause, shall be filled for the remainder of the term of the vacant position in the manner prescribed in the Charter for the position vacated.
- C. *Term of Office.* Except for the initial Directors, the members of the Board of Directors shall serve a term of six years, or until their successor is nominated and confirmed as provided in this Resolution. The terms of office of the Directors shall be staggered in the manner provided in the Charter. A Director shall serve for the term designated and until his or her successor shall have been confirmed, except as provided in paragraph D below of this Resolution.
- D. *Removal of Directors.* If it is determined for any reason that any or all of the Directors should be removed from office, after a full public hearing, and after selection of appropriate replacements by the Board of County Commissioners pursuant to this section, the Board of County Commissioners may by resolution remove any or all voting Directors from office. The term of any Director removed pursuant to this paragraph D shall expire when the removal resolution takes effect. Vacancies created under this section shall be filled in the same manner as provided in the Charter for filling vacancies created upon the regular expiration of terms. The term of any Director nominated and confirmed pursuant to this paragraph D shall begin at the expiration of the term of the Director being replaced and shall continue until the regular expiration of the term of the position being filled.

SECTION 9. ORGANIZATIONAL MEETING

Upon issuance of the Charter, the Clerk shall call an organizational meeting of the initial Directors within 30 days, giving at least three days' advance written notice to each, unless waived in writing. At such meeting, the Board of Directors shall organize itself.

SECTION 10. MEETINGS OF THE BOARD OF DIRECTORS

- A. The Board of Directors shall meet at least six times each year. Special meetings of the Board of Directors may be called as provided by the Charter, the Bylaws or chapter 42.30 RCW.
- B. The Board of Directors of the Authority shall be the governing body of a public agency as defined in RCW 42.30.020, and all meetings of the Board of Directors shall be held and conducted in accordance with chapter 42.30 RCW.
- C. All Board of Directors meetings, including executive meetings, and all other permanent and ad hoc committee meetings, shall be open to the public to the extent required by chapter 42.30 RCW. The Board of Directors and its committees may hold executive sessions to consider matters enumerated in chapter 42.30 RCW, or privileged matters recognized by law, and shall enter the cause therefore upon its official journal.

SECTION 11. QUORUM

The Charter or Bylaws shall establish the requirements for a quorum of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided:

- 1. a quorum to commence a Board of Directors meeting shall be no fewer than a majority of the Board of Director's Voting Membership; and
- 2. any resolution authorizing or approving an action of the Board of Directors described in this Resolution shall require an affirmative vote of a majority of the Directors voting on the issue, provided that such majority equals not less than one-third of the Board of Director's Voting Membership.

SECTION 12. BOARD REVIEW AND CONCURRENCE

- A. At least quarterly, the Board of Directors shall review monthly statements of income and expenses, which compare budgeted expenditures to actual expenditures. The Board of Directors shall review all such information at regular meetings, the minutes of which shall specifically note such reviews and include such information.
- B. General or particular authorization or review and concurrence of the Board of Directors by resolution shall be necessary for any of the following transactions:
 - 1. transfer or conveyance of an interest in real estate other than release of a lien or satisfaction of a mortgage after payment has been received and the execution of a lease for a current term less than one year;

2. the contracting of debts, issuances of notes, debentures or Bonds, and the mortgaging or pledging of authority assets or credit to secure the same;
3. the loan or donation of money, property or other assets belonging to the Authority;
4. an action by the Authority as a surety or guarantor;
5. all capital expenditures in excess of \$25,000, and all other transactions in which: (i) the consideration exchanged or received by the Authority exceeds the greater of one percent of the previous year' operating budget or \$25,000; (ii) the performance by the Authority extends over a period exceeding one year from the date of execution of an agreement therefore; or (iii) the Authority assumes duties to the County, the State, the United States of America or other governmental entity;
6. any substantial project or major activity outside the limits of the County;
7. adoption of an annual budget and a separate capital budget;
8. certification of annual reports and statements to be filed with the Clerk as true and correct in the opinion of the Board of Directors and of its members except as noted;
9. proposed amendments to the Charter and Bylaws; and
10. such other transactions, duties, and responsibilities as the Charter shall repose in the Board of Directors or the Board of Directors may reserve.

SECTION 13. CHARTER AMENDMENTS

- A. The Board of Directors may propose to the Board of County Commissioners that the Charter be amended. Such proposal must be made by resolution of the Board of Directors passed by a procedure outlined in its Charter at a regular or special meeting of which 30 days' advance written notice was given. Information regarding a proposed Charter amendment shall be provided to members of the Board of Directors two weeks prior to the meeting at which a vote will be taken and shall include the proposed amendment and a statement of its purpose and effect.
- B. After adoption of a proposed Charter amendment by the Board of Directors, the Authority shall file three complete copies of the Charter of the Clerk. One copy shall be in a format that strikes over material to be deleted and underlines new material. The Charter may be amended only by resolution. If the Board of County Commissioners approves the proposed amendment, the revised Charter shall be issued in duplicate originals, each bearing the County's official seal and attested by the Clerk. One original and the underlined and overstricken copy shall be retained by the Clerk as a public record and the other original shall be delivered to the Authority. A Charter amendment proposed by the Authority shall take effect and become a part of the Charter upon issuance of the revised Charter by the Clerk.
- C. When required by law, the Authority shall propose to the Board of County Commissioners an amendment to the Authority's Charter that will conform with said law. As necessary and appropriate, the Board of County Commissioners may amend the Authority Charter by resolution.

SECTION 14. BYLAWS

- A. The initial bylaws of the Authority (the "Bylaws"), attached to this Resolution as Exhibit "B" and hereby made a part hereof, are hereby approved. The power to alter, amend or repeal the Bylaws or adopt new ones shall be vested in the Board of Directors unless otherwise provided in the Charter or the Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of the Authority not inconsistent with law or the Charter.
- B. Amendments to the Bylaws shall not take effect until ten days after filing of the same with the Clerk, unless such amendments shall have been passed by unanimous vote or the Board of Directors and an earlier effective date set.
- C. As necessary and appropriate, the Board of County Commissioners may amend the Bylaws by resolution.

SECTION 15. OFFICIALS OF AUTHORITY—FIDELITY BONDS

Each official of the Authority responsible for handling accounts and finances shall file as soon as practicable with the Authority a fidelity bond in an amount determined by the Authority to be adequate and appropriate, and may hold his office only as long as such a bond continues in effect.

SECTION 16. CODE OF ETHICS—CONFLICT OF INTEREST

- A. Except as provided in this Section 16, a Director or employee of the Authority may not participate in a decision of the Authority in which that person or a member of that person's Immediate Family has a financial interest unless the financial interest is a remote financial interest and participation is approved under subsection B of this Section 16.
- B. A Director or employee may participate in a decision if that person or a member of that person's Immediate Family has only a remote financial interest, the fact and extent of the interest is disclosed to the Board of Directors in a public meeting and is noted in the minutes of the Board of Directors before any participation by the Director or employee in the decision, and thereafter in a public meeting the Board of Directors by vote authorizes or approves the participation. If the person whose participation is under consideration is a Director, that person may not vote under this subsection. For purposes of this subsection, "remote financial interest" shall mean:
 - 1. that of a nonsalaried officer or director of a nonprofit corporation;
 - 2. that of an employee or agent of a contracting party where the compensation of the employee or agent consists entirely of fixed wages or salary and the contract is awarded by bid or by other competitive process;
 - 3. that of a landlord or tenant of a contracting party, except in cases where the property subject to the lease or sublease is owned or managed by the Authority;
 - 4. that of a holder of less than one percent of the shares of the corporation or cooperative that is the contracting party; or
 - 5. that of an owner of a savings and loan or bank savings or share account or

credit union deposit account if the interest represented by the account is less than two percent of the total deposits held by the institution.

- C. A Director or employee is not considered to be financially interested in a decision when the decision could not affect that person in a manner different from its effect on the public.
- D. The Board of Directors may adopt such additional conflict of interest and ethical rules as it considers appropriate.
- E. For purposes of this section, "participate in a decision" includes all discussions, deliberations, preliminary negotiations and votes.

SECTION 17. DISCRIMINATION PROHIBITED

- A. Membership on the Board of Directors may not directly or indirectly be based upon or limited by creed, age, race, color, religion, sex, national origin, marital status or the presence of any sensory, mental or physical handicap, unless such limitations are necessary for the performance of the role and no less discriminatory alternatives are available.
- B. To ensure equality of employment opportunity, the Authority shall not discriminate in any matter related to employment because of creed, age, race, color, religion, sex, national origin, marital status or the presence of any sensory, mental or physical handicap, unless such limitations are necessary for the performance of the role and no less discriminatory alternatives are available. The Authority shall, in all solicitations or advertisements for employees placed by or on behalf of the Authority, state that all qualified applicants will receive consideration for employment without regard to creed, age, race, color, religion, sex, national origin, marital status or the presence of any sensory, mental or physical handicap, unless such limitations are necessary for the performance of the role and no less discriminatory alternatives are available.

SECTION 18. DEPOSIT OF PUBLIC FUNDS

All money belonging to or collected for the use of the Authority, coming into the hands of any Director or employee thereof, shall be deposited in a qualified public depository as determined by the Washington Public Deposit Protection Commission. Such money may be invested at the direction of the Board of Directors, by resolution, in investments, which would be lawful for the investments of County funds.

SECTION 19. ESTABLISHMENT AND MAINTENANCE OF OFFICE AND RECORDS

The Authority shall: (1) maintain a principal office at a location within the limits of the County; (2) file and maintain with the Clerk a current listing of all Authority officials, their positions and their home addresses, their business and home phone numbers, the address of its principal office and of all other offices used by it, and a current set of its Bylaws; and (3) maintain all of its records in a manner consistent with the Preservation and Destruction of Public Records Act (chapter 40.14-RCW).

SECTION 20. REPORTS AND INFORMATION

The Authority shall, within three months after the end of its fiscal year, file an annual report with the Clerk containing a certified statement of assets and liabilities, income and expenditures and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year; a summary of projects and activities to be undertaken during the current year; a list of Authority officials and a list of officials bonded pursuant to Section 15 of this Resolution.

SECTION 21. AUDITS AND INSPECTIONS

The Authority shall, at any time during normal business hours and as often as the Board of County Commissioners or the State Auditor deem necessary, make available to the Board of County Commissioners and the State Auditor for examination all of its financial records, and shall permit the Board of County Commissioners and State Auditor to audit, examine and make excerpts or transcripts from such records, and to make audits of all contracts, invoices, materials, payrolls, records of personnel, conditions of employment and other data relating to all the aforesaid matters. The Board of County Commissioners and State Auditor shall have no right, power or duty to supervise the daily operations of the Authority, but shall oversee such operations only through their powers to audit, modify the Authority Charter and Bylaws and to remove Directors all as set forth in this Resolution, all for the sole purpose of correcting any deficiency and assuring that the purposes of the Authority are reasonably accomplished.

SECTION 22. ACCESS TO RECORDS

The Authority shall keep an official journal containing the minutes of proceedings at all meetings of the Board of Directors and the resolutions of the Board of Directors. Any person shall have access to records and information of the Authority to the extent permitted by state law.

SECTION 23. TRUSTEESHIP

If it is determined for any reason that a trusteeship should be imposed over the Authority, the County may, after a public hearing held with notice to the Authority, petition the Superior Court by resolution to impose a trusteeship over the Authority and to appoint the trustees therefore. Any trustee appointed by the Superior Court shall take such actions as necessary during the trusteeship to achieve the object thereof. The trustee shall have the power and authority to reorganize the Authority and recommend amendment of its Charter and/or its Bylaws; suspend and/or remove Authority officials, and manage the assets and affairs of the Authority; and exercise any and all Authority powers as necessary or appropriate to fulfill outstanding agreements, to restore the capability of the Authority, to perform the functions and activities for which it is chartered, to reinstate its credit or credibility with its creditors or obligees, and, if so authorized by the Superior Court, to oversee its dissolution.

SECTION 24. TERMINATION OF THE AUTHORITY

If the Board of County Commissioners makes an affirmative finding that termination is

warranted for any reason, the existence of the Authority may be terminated by resolution of the Board of County Commissioners at or after a public hearing, held with notice to the Authority and affording it a reasonable opportunity to be heard and present testimony. Among other occurrences or non-occurrences, the Board of County Commissioners may terminate the existence of the Authority if the Authority fails to make the biannual reports to the Board of County Commissioners that it has committed to complete, with the first report to be provided on or before April 1, 2001, and each six (6) months thereafter.

SECTION 25. DISSOLUTION OF THE AUTHORITY

- A. Upon enactment of a resolution by the Board of County Commissioners for termination of the Authority, or upon adoption of a resolution by the Authority for its own dissolution, the Authority shall file with the Clerk a dissolution statement setting forth:
1. the name and principal office of the Authority;
 2. the debts, obligations and liabilities of the Authority, including conditions of grants and donations, and the property and assets available to satisfy the same; the provisions to be made for satisfaction of outstanding liabilities and performance of executory contracts; and the estimated time for completion of its dissolution;
 3. any pending litigation or contingent liabilities;
 4. the resolution of the Board of Directors providing for such dissolution and the proceedings leading toward its adoption, if such dissolution is voluntary; and
 5. a list of persons to be notified upon completion of dissolution.
- B. The County Administrator shall review the statement filed and oversee the dissolution to protect the public interest, or if so authorized by law, authorize or initiate proceedings in the Superior Court for the appointment and supervision of a receiver for such purposes. Upon satisfactory completion of dissolution proceedings, the County Administrator shall indicate such dissolution by inscription of "Charter canceled" on the original Charter, on file with the Clerk and, when available, on the duplicate original of the Authority, and the existence of the Authority shall cease. The Clerk shall give notice thereof to the Secretary of State and other persons requested by the Authority in its dissolution statement.
- C. Upon dissolution of the Authority and the winding up of its affairs, the Board of County Commissioners may provide for the transfer of the rights, assets, and property of the Authority to a qualified entity or entities which will fulfill the purposes for which the Authority was chartered. Otherwise, title to all remaining property or assets of the Authority shall vest in the County upon the dissolution of the Authority.

SECTION 26. INSURANCE

The Authority shall maintain in full force and effect public liability insurance in an amount sufficient to cover potential claims for bodily injury, death or disability and for property damage, which may arise from or be related to projects and activities of the Authority, naming the County as an additional insured.

SECTION 27. UNAUTHORIZED REPRESENTATION

All persons who assume to act for the Authority without actual authority to do so shall be liable for the debts and liabilities incurred or arising as a result thereof.

SECTION 28. ANCILLARY AUTHORITY

The County Administrator and Clerk are granted all such power and authority as reasonably necessary or convenient to enable them to administer this Resolution efficiently.

SECTION 29. CONSTRUCTION

This Resolution shall be liberally construed so as to effectuate its purposes.

SECTION 30. RATIFICATION

All action heretofore taken by the Board of County Commissioners and the employees of the County (not inconsistent with the provisions of this Resolution) in connection with the formation of the Authority are hereby ratified, confirmed and approved.

SECTION 31. EFFECTIVE DATE

This Resolution shall be in effect from and after the date of its passage.

ADOPTED by the Board of County Commissioners of Chelan County, Washington, at a regular meeting held on the 18th day of September, 2000.



BOARD OF CHELAN COUNTY COMMISSIONERS
CHELAN COUNTY, WASHINGTON

[Signature]

JOHN A. HUNTER, CHAIRMAN

[Signature]

ESTHER STEFANIW, COMMISSIONER

[Signature]

JIM C. LYNCH, COMMISSIONER

ATTEST: KATHLEEN L. WARD

[Signature]

Clerk of the Board

* * * * *

CERTIFICATE

I, Kathleen L. Ward, Clerk of the Board of County Commissioners of Chelan County, Washington, hereby certify that the foregoing resolution is a full, true, and correct copy of a resolution duly adopted at a regular meeting of the Board of County Commissioners duly and regularly held at the regular meeting place thereof on September 18, 2000, of which meeting all members of said Board had due notice and at which a majority thereof was present; and that at said meeting said Resolution was adopted by the following vote:

AYES, and in favor thereof, Commissioners: Hunter, Stefaniw, Lynch

NAYS, Commissioners:

ABSENT, Commissioners:

ABSTAIN, Commissioners:

I further certify that I have carefully compared the same with the original Resolution on file and of record in my office; that said Resolution is a full, true, and correct copy of the original Resolution adopted at said meeting; and that said Resolution has not been amended, modified, or rescinded since the date of its adoption, and is now in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the official seal of said Chelan County on 18th day of September, 2000.



CHELAN COUNTY, WASHINGTON

Kathleen L. Ward
Kathleen L. Ward, Clerk of the Board
Chelan County Commissioners