

**PORT OF COLUMBIA**

**1 Port Way  
Dayton, WA 99328**

**RESOLUTION No. 2025-01**

A RESOLUTION of the Port of Columbia Board of Commissioners ("Port Commission") delegating administrative powers and duties to the Executive Director of the Port of Columbia ("Port") and his/her designees and repealing all prior resolutions dealing with the same subject matter.

**WHEREAS**, RCW 53.12.270 authorizes the Port Commission to delegate administrative powers and duties to the Executive Director, and

**WHEREAS**, the Port Commission has in the past adopted policy directives delegating administrative powers and duties to the Executive Director and designees for the purpose of expeditious administration of the Port, and

**WHEREAS**, the 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**, this master policy directive of the Port Commission as set forth herein, is adopted for the purpose of establishing the delegated administrative powers and duties of the Executive Director and designees. This policy directive will remain in effect until January 2026 unless it is extended prior to that date; and

**NOW, THEREFORE, BE IT RESOLVED** by the Port of Columbia Board of Commissioners that the Executive Director of the Port of Columbia is authorized on behalf of the Port to:

**I. PREAMBLE:**

A. The following policy is adopted by the Port Commission for the purpose of establishing the administrative powers and duties of the Executive Director who is responsible for Port operations. The Executive Director may delegate to Port personnel such administrative authority or reporting requirements herein established as is necessary and advisable in the efficient exercise of the Executive Director's powers and duties.

B. This policy sets forth specific delegations of power and duties from the Commission to the Executive Director. This policy shall not be interpreted to limit the duties or responsibilities of the Executive Director as those duties are determined from time to time by the Commission. In case of absence, the Executive Director may designate one or more senior Port staff to act in the place of the Executive Director with regard to the powers and duties herein. Subject to the limits within this delegation, the responsibility for all administration and Port operations of the Port rests with the Executive Director.

C. To implement delegations of authority to Port personnel, the Executive Director shall promulgate policy and procedural manuals, monetary and budgetary directives, and other such documents as personnel position descriptions, affirmative action plans, safety manuals, etc.

which shall provide a clear span of authority and responsibility to the designees of the Executive Director.

D. Any Commission directives or initiatives shall be made through the Executive Director and shall be made only by the Commission acting as a body of the whole. Those directives include, but are not limited to, the separately adopted travel policy, tariff schedules, financial guidelines, promotional hosting policy, and standard rental rates/practices.

E. The phrase "administration and Port operations", as used herein, means the regular day-to-day business of the Port, including, but not limited to, operating, maintaining, and administering all of its properties, leasehold properties, facilities services and programs; including the implementation of construction work, alterations, repairs, maintenance, and improvements of the Port's real estate and physical facilities; and, the necessary planning incidental thereto; the conduct of financial accounting and legal matters as they relate to the Port's operation; the administration of all other operations which include personnel administration (*i.e.*, hiring, firing, salary and benefits, training, grievance procedures, task and project assignments, employee training and incentive programs, etc.); the execution and administration of contracts; publish legal notices; and, all other pertinent functions.

F. The Executive Director shall inform the Commission regarding significant information, incidents, and business transactions by methods agreeable to the Commission. The Executive Director shall report to the Commission those actions as within this delegation. The Executive Director is the managing official of the Port, appointed by the Commission, and holds office as their representative. Nothing herein should be construed in any way as abrogating the duties and the responsibilities of the Commission.

## **II. GENERAL & ADMINISTRATIVE:**

A. The Executive Director shall represent the Port to the public, consistent with the Commissioners' direction and/or adopted Port policy.

B. The Executive Director has the authority to engage and direct consultants and advisors to the Port, including attorneys, auditors, engineers, and planners, consistent with the historical use of such services by the Port and as directed by the Commissioners.

C. The Executive Director has the authority to prepare proposed budget and capital improvement plans and amendments thereto.

D. The Executive Director has the authority to set salaries, job descriptions, and responsibilities for all Port employees, and interview and hire for all vacant employee positions; provided, however, that salaries shall not collectively exceed the budgeted amount approved by the Commission for employee salaries without the approval of the Commission.

E. The Executive Director has the authority to implement the direction of the Commissioners and supervise and direct the employees, consultants, activities and expenditures of the Port, consistent with responsibilities of the Executive Director of the Port,

except as otherwise set forth herein.

F. The Executive Director has the authority to dispose of surplus Port property other than to Port staff or Commissioners, consistent with RCW 53.08.090, having a value not greater than \$5,000; provided, however, that pursuant to RCW 53.08.090, the authority set forth in this paragraph shall expire one-year from the adoption of this Resolution, unless the authority set forth in this paragraph is renewed by the Commission by adopting a Resolution extending the authority set forth in this paragraph on an annual basis.

### **III. REAL PROPERTY:**

A. Lease Procedures: The executive Director is authorized to negotiate real property leases and bring to the commission for execution. Executive director shall negotiate rental rates consistent with area market rates, building type and condition, and similar properties, and shall discuss rates with commissioners from time to time.

B. Sublease Procedures: Leases, concession agreements, operating agreements, and related contracts between the Port and its tenants, concessionaires, and other parties shall include restrictions on the subleasing and require at a minimum the prior written consent of the Port to such subleases. The Executive Director is authorized to negotiate subleases, which for the purposes hereof shall include suboperating agreements and subconcession agreements.

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

### **IV. PUBLIC WORK:**

A. Public Work Contract Awards: The Executive Director shall have the responsibility for following all required statutory procedures in connection with all public work contracts. The Executive Director is authorized to carry out all procedures required by applicable statutes preliminary to the acts required to be performed by the Commission at an open meeting. The Executive Director may, without prior Commission approval, execute on behalf of the Port public work contracts for \$35,000 or less so long as the expenditure is within the limits of overall budgetary authority. In addition, the Executive Director may, without prior Commission approval, execute on behalf of the Port, public work contracts for public work identified in a specific budgetary line item and where the contract price and all other charges do not exceed the amount authorized in that specific budgetary line item by ten percent (10%), but in no case in excess of \$100,000.

B. Emergency Public Work Contracts: When any emergency shall require the immediate execution of a public work contract, the Executive Director, pursuant to the procedures of RCW 39.04.020 (and as amended), is authorized to make a finding of the existence of such emergency and execute any public work contract necessary to respond to the existing emergency, provided that the Executive Director shall, at the first Commission meeting following the Executive Director's finding of the existence of an emergency, request Port Commission ratification of the finding of an emergency and any contract awarded or executed pursuant to this authority. From the inception of any such emergency, the Executive Director shall continuously advise the Commission of the status of the emergency situation and the progress of any such public work contracts executed to remedy the emergency. Emergency public work contracts executed pursuant to the authority herein shall contain a clause which states that the contract is subject to ratification by the Commission and that if ratification does not follow, the contract shall terminate, and the Contractor shall be compensated for his work and materials used to the time of termination.

C. Change Orders: Execute change orders on public works contracts, not to exceed the greater of \$15,000 or 20% of the amount stated in the public works contract for any individual change order, up to a cumulative total of \$50,000 for any single project, provided that funds are available in the most recently approved capital expenditure portion of the Port budget (taken as a whole) and at the time a change order is executed; provided further that the change order is in furtherance of the approved public works project and recommended by the architect or engineer of record. In the event a change order is recommended by the architect or engineer of record for an approved public works project and an immediate decision is required because the contractor is on-site (often referred to as a "field change order") and the delay in scheduling a special meeting of the Commission to approve the recommended change order will increase the expense thereof, then the Executive Director may approve such change order, provided the change order does not exceed the greater of \$50,000 or 5% of the contract amount of the public works contract at issue. The Executive Director shall advise the Commission of the execution of any change order described herein within a reasonable time after execution of the change order, not later than the next regular Commission meeting.

D. Federal Procurement: When the Port is the recipient of federal grant monies, the Port must follow the same policies and procedures it uses for procurements from its non-federal funds unless they conflict with the general federal procurement procedures and thresholds. In addition, there may be grant-specific requirements that would be required on a grant-by-grant basis. The Port will follow federal procurement procedures and outlined in 2 CFR 200 – Procurement Standards. Each grant is typically accompanied by a set of procurement guidelines outline any federal requirements in addition to the ones required by the Uniform Grant

**V. CONTRACTS & PROFESSIONAL AND CONSULTANT SERVICES:**

A. Negotiate and execute (1) contracts, maintenance contracts, personal services contracts, and other agreements; and (2) amendments to any existing contracts and agreements where the total cost to the Port is projected to be no greater than \$25,000 per year, provided

that such funds have been allocated in the Port budget for the year of the expenditure and are available at the time of the execution of the contract or other agreement and that current Port policy is followed. The Executive Director shall advise the Commission of any such action within a reasonable period of time, not later than the next regular Commission meeting.

B. Negotiate contracts and other agreements, and amendments to existing contracts and agreements, including, without limitation, leases and purchase agreements, for presentation to and approval by the Commissioners in situations where the Executive Director has not otherwise been authorized to negotiate and execute contracts by this Resolution or by other direction or policy of the Commission.

## **VI. EXECUTIVE DIRECTOR'S AUTHORITY FOR PROPERTY ACQUISITIONS AND SALES:**

A. Authority of the Executive Director for Acquisitions Authorized by the Commission: When the Port Commission authorizes the acquisition of real property by purchase or condemnation, the Executive Director shall take all necessary steps, including the securing of appraisals, to secure title of such property for the Port. Acquisition price of individual properties (or ownerships) shall in no case exceed the Port's appraisal by ten percent (10%), nor shall the total price paid for all properties exceed the estimates of the Port Commission's authorization without further specific Commission authorization.

B. Execution of Documents of Sale: The sale of real property is reserved to the specific Commission authorization. When the Commission authorizes the sale of real property, the Executive Director shall take all necessary steps to complete the transaction, including, but not limited to, accepting deposits, opening escrow, and signing all necessary documents.

## **VII. UNCOLLECTIBLE ACCOUNTS:**

A. Definition of "Write-off": The term "write-off" means the adjustment of the accounting records of the Port to reflect the fact that the account is uncollectible in the normal course of operations. The Executive Director may authorize Legal Counsel to initiate or continue with legal action to collect an account without regard to whether the account has been written off the accounting records of the Port.

B. Procedures: The Executive Director is authorized to establish procedures for and to write off any uncollectible account in the amount of \$5,000 or less provided that the Executive Director is satisfied that every reasonable effort has been made by the Port to accomplish the collection of the account.

## **VIII. INVESTMENT OF TEMPORARILY IDLE PORT FUNDS:**

A. Authority of the Executive Director: For purposes of this paragraph, "Temporarily Idle Port Funds" shall mean those funds which are not required for immediate expenditure. In accordance with applicable law relating to the investment of public funds, the Executive Director is authorized to direct the investment of temporarily idle Port funds. These directives shall permit, but shall not be limited to, investments in authorized government securities, sale of such investment and necessary



interfund transfers. A summary report of all investments, sales, and interfund transfers shall be provided to the Commission quarterly.

Adopted this 8<sup>th</sup> day of January, 2025 by the Port of Columbia Board of Commissioners

PORT OF COLUMBIA BOARD OF COMMISSIONERS

By:



Seth Bryan, Chair

By:



Johnny Watts

By:



Mike Spring