

**PORT OF CHELAN COUNTY RESOLUTION NO. 2020-03
PORT OF DOUGLAS COUNTY RESOLUTION NO. 2020-02
CHELAN DOUGLAS REGIONAL PORT AUTHORITY RESOLUTION NO. 2020-02**

A JOINT RESOLUTION OF THE PORT OF CHELAN COUNTY, THE PORT OF DOUGLAS COUNTY, AND THE CHELAN DOUGLAS REGIONAL PORT AUTHORITY REGARDING PROPERTY MANAGEMENT OF REAL PROPERTY OWNED BY THE PORT OF CHELAN COUNTY, THE PORT OF DOUGLAS COUNTY, OR THE CHELAN DOUGLAS REGIONAL PORT AUTHORITY IN FURTHERANCE OF THE 2019 INTERLOCAL COOPERATION AGREEMENT

Whereas the Port of Chelan County (“POCC”) and Port of Douglas County (PODC”) entered into an Interlocal Cooperation Agreement for the functional consolidation of the POCC and the PODC, including finances, management and operations, dated June 11, 2019 (the “2019 ILA”). The POCC and PODC shall collectively be referred to as the “Ports”;

Whereas the Ports formed the Chelan Douglas Regional Port Authority (“CDRPA”), granting and extending to the CDRPA the full authority to manage, control and maintain the Ports’ real property to the same extent as either Port could do acting alone;

Whereas the Ports agreed to cooperate, execute documents and undertake such acts as are reasonably necessary to implement the purposes of the 2019 ILA, including those acts and authorizations relating to the control, management and maintenance of the Ports’ real property, and the right to establish and receive rents and charges;

Whereas the Ports desire to formally transfer and assign to the CDRPA the right, on behalf of each Port, to: seek, negotiate and enter into contracts, agreements, permits and documents involving the management, control, operation and maintenance of real property, including by way of example and without limitation all leases, licenses, use agreements, consulting and inspection agreements, permits, planning approvals and similar entitlements approved by the local jurisdiction, construction contracts, remediation and mitigation agreements, common area agreements, utility service agreements, parking agreements, management, maintenance and service agreements, and amendments and modifications to such agreements entered into by or on behalf of each Port individually or jointly prior to the date of this Resolution (herein collectively referred to as “Real Property Management Actions”) subject to the terms and conditions set forth in this Resolution;

Whereas the CDRPA accepts and assumes the transfer and assignment of the above-described rights and obligations from each Port as to the Real Property Management Actions, subject to the terms and conditions set forth in this Resolution.

Now, Therefore, Be It Resolved by the Board of Commissioners of the Port of Chelan County, the Board of Commissioners of the Port of Douglas County, and the Board of Directors of the Chelan Douglas Regional Port Authority as follows:


1. The CDRPA is hereby delegated the full and complete authority to manage real property currently owned or acquired in the future by the Ports and undertake all Real Property Management Actions without the necessity of further involvement, act or authorization of the Ports, except as provided below. Specifically, all Real Property Management Actions relating to real property owned by the Ports or the CDRPA shall be undertaken by CDRPA, approved by the CDRPA Board or by delegation of authority to a CDRPA employee, and entered into in the name of the CDRPA, without further approval of either Port, except as provided below. Provided however, that nothing herein shall authorize the CDRPA to (a) sell real property without first obtaining the advance approval of the Port owning said real property, or (b) take any action inconsistent with the 2019 ILA. Provided further, the Port who holds fee title to the real property shall sign any document approved by the CDRPA that will be recorded with the Chelan County Auditor or the Douglas County Auditor.
2. The CDRPA hereby assumes all responsibility associated with any and all current and future Real Property Management Actions related to real property owned by the Ports or the CDRPA and indemnify, defend and hold the Ports harmless from any action or inaction related thereto. It being the intent of the Ports and the CDRPA, that the CDRPA shall be primarily responsible and liable for the performance of any Real Property Management Actions relating to real property currently owned by the Ports, acquired by the Ports in the future (consistent with the Policy Regarding Capital Investments), or owned by the CDRPA in the future.
3. The CDRPA shall invoice, receive, and from time to time establish and account for all rents and charges, maintain all security deposits, collect and remit leasehold excise tax, and otherwise carry out all Real Property Management Actions involving real property owned by the Ports or the CDRPA.
4. In the event of litigation naming either Port as a party that concerns any real property owned by the Ports or the CDRPA, the CDRPA shall undertake the litigation on behalf of the CDRPA and the Ports consistent with CDRPA Resolution 2019-15 Regarding Joint Defense, Insurance and Litigation.
5. This Resolution shall remain in effect so long as the 2019 ILA remains in effect. In the event the 2019 ILA is terminated (for any reason other than a formal consolidation of the Ports), the Chief Executive Officer of the CDRPA is delegated the authority to take all steps and sign all documents reasonable or necessary to effectuate the termination, including but not limited to the assignment of leases and other documents related to Real Property Management Actions to the respective Ports involving real property own by each Port.
6. Nothing herein is intended to modify, limit or alter the CDRPA Policy Regarding Capital Investments dated November 12, 2019, CDRPA Resolution 2019-15 Regarding Joint Defense, Insurance and Litigation, or CDRPA Resolution 2019-18 Delegating Authority to the Chief Executive Officer pursuant to RCW 53.12.270. In addition, the powers and authority granted to the CDRPA herein are limited to the powers and authority of a Port district in the state of Washington.

DATED: February 11, 2020

PORT OF CHELAN COUNTY



J.C. Baldwin, Commissioner



Donn Etherington, Commissioner



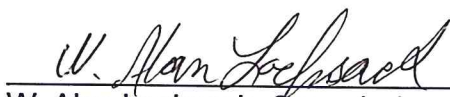
Rory Turner, Commissioner

DATED: February 11, 2020

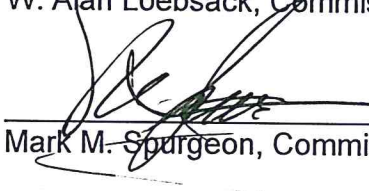
PORT OF DOUGLAS COUNTY



Jim Huffman, Commissioner



W. Alan Loeb sack, Commissioner



Mark M. Spurgeon, Commissioner

DATED: February 11, 2020

CHELAN DOUGLAS REGIONAL PORT AUTHORITY:




J.C. Baldwin, Director



Donn Etherington, Director



Rory Turner, Director



Jim Huffman, Director



W. Alan Loeb sack, Director



Mark M. Spurgeon, Director