

DISCOVERY CLEAN WATER ALLIANCE

RESOLUTION NO. 2019 – 06

A RESOLUTION OF DISCOVERY CLEAN WATER ALLIANCE, DELEGATING CERTAIN ADMINISTRATIVE AND BUSINESS DECISION MAKING AUTHORITY TO THE ADMINISTRATIVE LEAD; ESTABLISHING PARAMETERS OVER DELEGATED AUTHORITIES; REPEALING RESOLUTION NO. 2017-03; AND PROVIDING FOR OTHER RELATED MATTERS.

BE IT RESOLVED by the Board of Directors (the “Board”) of the Discovery Clean Water Alliance (the “Alliance”) as follows:

Section 1. Findings and Determinations. The Board takes note of the following facts and makes the following findings and determinations:

(a) Under Section IV.B of the Discovery Clean Water Alliance Interlocal Formation Agreement (the “Alliance Agreement”), the Board exercises policy, oversight and governance functions for the Alliance. The Board performs these functions, in part, by adopting an Operating Budget, a Capital Budget and a Capital Plan (collectively, the “Policy Framework”).

(b) Under Sections V.A and V.B of the Alliance Agreement, the Administrative Lead administers and manages the overall affairs of the Alliance and the Regional Assets, other than operation of the Regional Assets. Under Section 2 of the Discovery Clean Water Alliance Administrative Lead Agreement (the “Administrative Lead Agreement”), the Administrative Lead provides executive, administrative, financial, treasury, capital management, and hiring and personnel services, including “any other services authorized by the Board.”

(c) Consistent with the Alliance Agreement and the Administrative Lead Agreement, the Board desires to focus Board activities on its policy, oversight and governance role and to delegate certain routine administrative and business decision making authority to the Administrative Lead and all appropriate officers of the Administrative Lead to accomplish the purposes of the Alliance consistent with the Policy Framework.

Section 2. Delegation of Authority. The Administrative Lead and its appropriate officers may exercise the following administrative and business functions on behalf of the Alliance and, to the extent applicable, consistent with the procedures specified for the Administrative Lead under the Administrative Lead Agreement:

(a) Enter into public works, construction, professional service or work contracts and materials, supplies or equipment purchase contracts in the name of the Alliance or in the name of the Administrative Lead for the benefit of the Alliance of up to \$50,000 per vendor or consultant in a calendar year or up to any greater amount consistent with the parameters set by the Policy Framework.

(b) Approve invoices and issue warrants or checks in the name of the Alliance or in the name of the Administrative Lead for the benefit of the Alliance of up to \$50,000 or up to any greater amount consistent with the parameters set by the Policy Framework.

(c) Execute documents related to the receipt, purchase, lease, sale or disposition of real and personal property, tangible or intangible, or any right thereunder in the name of the Alliance of up to \$50,000 or up to any greater amount consistent with the parameters set by the Policy Framework.

(d) Declare Alliance personal property of up to \$5,000 surplus (not necessary for Alliance purposes) and sell or dispose of such property.

(e) Execute applications, permits, forms and other routine administrative documents in the name of the Alliance or in the name of the Administrative Lead for the benefit of the Alliance.

(f) Receive grants, insurance payments or direct payments from any source including without limitation from budget or appropriation provisos for the benefit of the Alliance, any Alliance program or any Alliance activities necessary to carry out the Alliance's purposes.

(g) Set Board agendas.

(h) Declare emergencies. The Administrative Lead must provide notice of any emergency declaration consistent with Section 2(B) of Alliance Resolution No. 2014-05, as may be amended.

(i) Adopt and amend procedures consistent with the authorities granted in the Administrative Lead Agreement, this resolution or any other resolution or policy of the Board delegating authority to the Administrative Lead or any of its officers.

(j) Perform any of the tasks authorized in the Administrative Lead Agreement for purposes of exercising the authorities granted by this resolution.

Section 3. Applicable Laws. In performing the duties assigned under this resolution, the Administrative Lead and its appropriate officers may operate under the statutes, resolutions, codes, rules and procedures applicable to the Alliance or any equivalent or more restrictive authority available to or adopted by the entity serving as Administrative Lead under law. Where

applicable, the Administrative Lead may use the Small Works Roster or Consultant Roster maintained by the entity serving as Administrative Lead.

Section 4. Dollar Values Indexed. The dollar amounts specified in this resolution are in year 2012 dollar values and subsequently indexed to the Engineering News Record construction index for Seattle.

Section 5. No Beneficiaries. This resolution does not establish or grant any right to any vendor, bidder, contractor, service provider or any other individual or entity.

Section 6. General Authorization and Ratification. The Administrative Lead, the Alliance attorney and all other appropriate officers of the Alliance or the Administrative Lead, as the case may be, are severally authorized and directed to take all actions and to execute all documents as in their judgment may be necessary or desirable to carry out the provisions of this resolution. All actions taken prior to the effective date of this resolution in furtherance of and not inconsistent with the provisions of this resolution are ratified and confirmed in all respects.

Section 7. Severability. The provisions of this resolution are separate and severable. If a court of competent jurisdiction, all appeals having been exhausted or all appeal periods having run, holds any provision of this resolution invalid or unenforceable as to any person or circumstance, the offending provision, if feasible, is modified to be within the limits of enforceability or validity. If the offending provision cannot be modified, it is null and void with respect to the particular person or circumstance. All other provisions of this resolution in all other respects, and the offending provision with respect to all other persons and all other circumstances, remain valid and enforceable.

Section 8. Repealer. Resolution No. 2017-03 is repealed effective immediately.

Section 9. Effective Date. This resolution is effective immediately upon its adoption.

ADOPTED by the Board of Directors of Discovery Clean Water Alliance at a regular meeting held on December 20, 2019.

DISCOVERY CLEAN WATER ALLIANCE

A handwritten signature in cursive script, appearing to read "Ron Orban", written over a horizontal line.

Chair, Board of Directors