

RESOLUTION NO. 2794

A RESOLUTION of the Port Commission of the Port of Seattle adopting a master policy directive on the administrative authority of the Executive Director and his designees and repealing all prior resolutions dealing with the same subject matter.

WHEREAS, the Port Commission of the Port of Seattle has adopted policy directives delegating administrative authority to the Executive Director and his 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 provide an updated master policy directive on the administrative authority of the Executive Director and his designees and to repeal all prior resolutions dealing with the same subject matter:

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

Section 1. The master policy directive of the Port Commission of the Port of Seattle as set forth in Exhibit "A" attached to this Resolution and by this reference incorporated herein, is for the purpose of establishing administrative authority for the Executive Director and his designees.

Section 2. Resolutions No. 2590, 2671, 2707, 2728, 2776, and 2786 previously adopted by the Port Commission and dealing with the same subject matter are hereby repealed.

Section 3. The Revised Code of Washington 53.08.090 authorizes the Port Commission to delegate to the Executive Director, by resolution, the authority to sell and convey port district personal property as outlined in Exhibit "A", Section XXI. Inasmuch as state law requires that this authority be renewed from year to year, the Port Commission is authorized to accomplish the same by motion; provided, however, that in the event this authority is amended or repealed, such amendment or repeal must be by resolution adopted by the Port Commission.

ADOPTED by the Port Commission of the Port of Seattle this 24th day of  
September, 1980, and duly authenticated in open session by the signatures  
of the Commissioners voting and the Seal of the Commission duly affixed.

Mark D. Adlum

Carl S. Fredlund  
Henry A. Rothman  
Port Commissioners

EXHIBIT "A" TO RESOLUTION NO. 2794

PORT OF SEATTLE COMMISSION  
POLICY DIRECTIVES  
ADMINISTRATIVE AUTHORITY OF EXECUTIVE DIRECTOR  
AND HIS 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 the normal Port operations. The phrase "normal Port operations" as used herein, means the regular day-to-day business transactions involving manpower, materials and money.

With the exception of the limitations identified in the specific policies which follow, the Executive Director shall be responsible for the operation, maintenance, and administration of the Port's marine terminals, airport and other properties and facilities; for 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 (i.e., training, grievance procedures, employee improvement, etc.); financial matters; and legal matters.

The Executive Director may delegate to appropriate Port staff such of his administrative authority or reporting requirements herein established as, in his 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 Seattle Policy and Procedure Manuals and other documents such as employee position descriptions, affirmative action plans, office manuals, etc., which shall include such delegations as appropriate.

PORT OF SEATTLE COMMISSION  
SPECIFIC POLICY DIRECTIVES OF ADMINISTRATIVE  
AUTHORITY OF EXECUTIVE DIRECTOR  
AND HIS DESIGNEES

I. REAL PROPERTY RENTALS:

A. Types of Lease Arrangements:

All real property belonging to the Port when available for leasing shall, except as otherwise provided herein, be leased only under an appropriate written lease instrument executed by the Port Commission and accompanied by a lease bond or other form of security in accordance with Port law. However, in the case of a month-to-month lease, the Executive Director may execute the lease subject to all of the following conditions:

1. A minimum of two months' rental shall be paid in advance of the occupancy to cover the agreed rental for the first month and the additional sum equal to one month's rent to be held by the Port as a lease deposit for the full duration of the month-to-month occupancy and to insure compliance with lease terms.
2. The arrangements for month-to-month occupancy shall be evidenced by the Port's standard form of month-to-month lease (except that any clearly inapplicable provision or provisions inconsistent with the policy herein set out shall be deleted from the standard form).
3. The amount of the monthly rental shall be in accordance with the rental revenue standards adopted by the Port for similar Port property of the same or similar class and type and devoted to similar uses.
4. The use to which the property may be put by the tenant shall be expressly stated and shall be in accordance with the standards of use adopted by the Port for the same or similar Port property or properties.

5. The fair rental for the premises shall not be in excess of Two Thousand Dollars (\$2,000.00) per month.
6. No lease bond shall be necessary in view of the above requirement for a full month's rent deposit to be held as cash security in lieu of a bond.
7. An additional sum may be required for purposes of a damage and/or cleaning deposit.

**B. Lease Procedures:**

Prior to execution by the Port Commission the Executive Director shall be responsible for carrying out the following required procedural steps in effecting all other Port leases:

1. Except as provided in sub-paragraph 2. below, the following steps shall be taken in effecting a lease:
  - a. Submittal of information in writing to the Port Commission at the earliest practical time covering proposed lease negotiations.
  - b. Negotiation of lease terms and preparation of the proposed form of lease duly approved as to form by General Counsel.
  - c. Approval of a surety bond or rental insurance by General Counsel or appointed designee and receipt of necessary certificate of insurance.
2. The procedural steps designated hereinabove as a., may be omitted and the lease may be submitted directly to the Port Commission following execution by lessee whenever a proposed final lease meets all of the following conditions:
  - a. The term of the lease (including any options for renewal), shall not exceed five years.
  - b. The use and rental rate of the premises to be leased are within criteria approved from time to time by the Commission.
  - c. All of the proposed final terms of the lease arrangement and the lease bond have been approved as to form by counsel and are generally consistent with other existing Port leases in the same or similar areas.
3. Easements, licenses, permits, and the exercise of options, assignments or lease amendments may be submitted directly to the Port Commission.

**II. HARBOR AREA AND WATERWAY LEASES:**

The Executive Director is authorized to sign on behalf of the Port Commission all harbor area and waterway leases between the Port and the State of Washington which are for harbor areas and waterways adjacent to Port-owned facilities; and in addition all harbor area and waterway leases between the Port and third parties where the rental does not exceed Fifteen Thousand Dollars (\$15,000.00) per year.

**III. LEASE BOND RENTAL INSURANCE:**

The Executive Director is authorized to take all necessary actions on behalf of the Port Commission in connection with lease surety bonds, lease surety, rental insurance, or other insurance coverage required pursuant to any leases of the Port, including any of the following actions:

- A. Where the lease is not in default, to release any surety bond, surety, or rental insurance where an adequate substitute bond has been provided. Whenever the Executive Director releases any bond, surety or rental insurance securing any lease of the Port, he shall act on behalf of the Port Commission.

- B. To approve any surety bond, surety or rental insurance or insurance submitted in fulfillment of the requirements of any lease, including substitute or replacement coverage for any terminated bond, surety or rental insurance.
- C. To approve any substitute or modification of insurance, and to release any insurance company when substitute or replacement insurance coverage has been provided in connection with any outstanding lease of the Port.

IV. REAL PROPERTY ACQUISITIONS AND SALES:

- A. The Executive Director is hereby authorized to publish and post notice on behalf of the Port Commission to the extent required regarding any public hearing on amendment to the Port's Comprehensive Scheme pursuant to RCW 53.20.020 and on possible sale of property within the Lower Duwamish Industrial Development District portion of the Comprehensive Scheme pursuant to RCW 53.25.120.
- B. When the Port Commission authorizes the acquisition of real property by 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 by more than 10% (ten percent). When several parcels are authorized for purchase by the Port Commission the total price paid for all such properties shall not exceed the authorized amount without further specific Commission approval.
- C. 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 of sale 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.

V. CONTRACTS FOR PERFORMANCE OF WORK:

A. Work Contract Awards:

The Executive Director shall have the responsibility for following all required statutory procedures in connection with all contracts which require performance of work (except when the work is to be accomplished by day labor only). The Executive Director is authorized to carry out all procedures required by applicable statutes preliminary to the acts required to be performed by the Port Commission at an open meeting. In all cases where all of the following conditions are met the Executive Director may without prior Commission approval, execute on its behalf contracts involving the performance of work:

1. The total estimated contract price does not exceed the amount authorized by RCW 53.08.120, or as amended.
2. The Executive Director's award of such contract on behalf of the Commission conforms, as nearly as practicable, to the requirements of RCW 53.08.120, or as amended, and the contractor deemed successful has submitted a responsive proposal accompanied by a bid proposal deposit as provided in RCW 53.08.130, or as amended.
3. The successful Contractor has provided a performance bond with sureties which meet criteria established by the Commission in an amount not less than 25% of the contract price or in a higher amount if so established by the Commission in the action authorizing the project. The furnishing of such bond shall establish that the bidder is responsible within the meaning of RCW 53.08 unless the Executive Director concludes otherwise and shall then refer the matter to the Commission for final determination.

B. Change Orders:

Where contracts for the performance of work 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 Thirty Thousand Dollars (\$30,000.00) 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 25% of the original contract amount, 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 project architect or engineer 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 fifteen (15) days.
5. Except as provided in subparagraph B.4. above, the only instances in which a change order for time extension may be granted without prior approval of the Commission are those cases of fire and other casualties not the fault of the contractor; strikes, riots and other civil disorders; and unsuitable weather which results in suspension of work by order of the Chief Engineer, and where the sole remedy available to the contractor is extension of time for completion of contract.

VI. UTILIZATION OF PORT CREWS:

- A. The Executive Director is authorized to employ necessary workers for operations and maintenance of facilities pursuant to Port Commission approved labor agreements and the Pacific Coast Longshoremens' and Warehousemens', Clerks', and Foremens' agreements (provided: long-shore labor may be hired through stevedoring contractors to provide services offered in Port tariffs of approved Commission 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 Sixty Thousand Dollars (\$60,000.00).

VII. CONTRACTS FOR ACQUISITION OF UTILITIES, MATERIALS, EQUIPMENT, SUPPLIES AND SERVICES:

The Executive Director shall have the responsibility for following all required statutory procedures in connection with all contracts for the acquisition of utilities, materials, equipment, supplies and services: Provided, however, that where utilities, materials, equipment, supplies and services are acquired on the open market, pursuant to published tariffs, or are necessary in normal maintenance and operations of the Port, no prior approval shall be required but shall, where appropriate, be approved as a part of normal monthly expenses. However, in all cases where a statutory requirement exists for award of contracts following 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 total contract or purchase order price does not exceed the amount authorized in RCW 53.08.120, or as amended, and

- B. The award is made to a bidder who has submitted a proposal based on the plans and specifications 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 RCW 53.08.120, or as amended.
- C. The successful bidder has provided, where required, a performance bond with sureties which comply with the requirements of the applicable law.

VIII. 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.

IX. ARCHITECTURAL SERVICES:

The Executive Director is authorized to contract with qualified architects licensed in the State of Washington to provide architectural services required for maintenance, preliminary work or small projects of the Port. Such contracts will be on a time and materials basis at appropriate rates considering the nature of the work and the continuing relationship between the Port and the architect. If the fee on any single project or closely related work exceeds Ten Thousand Dollars (\$10,000.00), Port Commission approval shall be required, and the total paid during any year under any such contracts shall not exceed five percent (5%) of the Engineering Department's annual operating budget without specific Port Commission approval. The Executive Director will endeavor to use a variety of architectural firms based on the nature of the work and the expertise of the firms.

X. PROFESSIONAL AND CONSULTANT SERVICES:

The Executive Director shall be responsible for the initiation of appropriate procedures to obtain professional and consultant services where deemed necessary in carrying out normal Port operations. Where necessary, an opinion by General Counsel shall be obtained to determine if it is essential to follow the statutory procedures in connection with arranging for such services. The Executive Director may arrange for such services where the estimated cost of the proposed service does not exceed the amount of Fifteen Thousand Dollars (\$15,000.00), provided all such arrangements shall be reported to the Port Commission quarterly.

XI. LEGAL SERVICES AND OTHER REPRESENTATION:

The Executive Director or the General Counsel, shall be responsible for the procedures necessary for management and supervision of all legal services required by the Port and 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 is authorized to retain the law firms of Bogle & Gates and Preston, Thorgrimson, Ellis, & Holman, or in cases of emergency or conflict of interest where such firms are unavailable, such other counsel as he deems appropriate, to provide necessary 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 fixed annual retainers or by reimbursement at established hourly rates plus expenses. Fixed annual retainers shall be set by the Executive Director based on the level of services required and the current cost of legal services in the area: Provided that such retainer may not in any year exceed .3% of the Port's Gross Operating Revenues. In litigation matters, legal counsel shall be reimbursed at 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 may engage 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 may engage, or cause to be engaged through the General Counsel, such experts as may be necessary to the orderly preparation of litigation in which the Port has a direct or indirect interest, without limitations otherwise prescribed in Section X of this Exhibit "A" to Resolution No. 2794; such engagement shall be upon authorization given by the General Counsel 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. Reserve for Administrative Proceedings:

There is established a "Reserve for Administrative Proceedings" from which the costs of all Civil Aeronautics Board, Washington State Transportation and Utilities Commission, Interstate Commerce Commission, and Federal Maritime Commission proceedings shall be charged. The rate at which the reserve shall accrue shall be as established in the Port's annual budget. Any proceeding costs which are estimated to exceed the annual budget allocation shall be approved by the Port Commission. "Costs" as referenced in this section are those costs which exceed the annual budget allocation, but shall not include expenses such as retainers, employee compensation, or fees paid to special consultants otherwise approved by the Port Commission.

E. Settlement:

Any matter which is the subject of litigation may be compromised and settled by the Executive Director provided that all of the following conditions are met:

1. The amount in controversy, as stated in the pleadings, does not exceed One Hundred Fifty Thousand Dollars (\$150,000.00); and
2. The actual cost to the Port, excluding the Port's attorneys' fees, litigation cost and expert witness fees, of any such settlement does not exceed 50% of the amount in controversy or Fifty Thousand Dollars (\$50,000.00) whichever is less; and
3. The General Counsel shall certify to the Executive Director that such compromise and settlement 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;
    - 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.



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.

XII. ADJUSTMENT AND SETTLEMENT OF CLAIMS (except those as referenced below):

The 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) "uncollectible accounts" to the extent covered in this section, or (2) claims asserted by or against the Port which have become the subject of litigation as defined in Section XI of this Exhibit "A" to Resolution No. 2794.
- 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 does not exceed .05% of the Port's Gross Operating Revenues may be processed in all respects (except for final approval and payment) by the Executive Director or the General Counsel. No such claims shall be submitted to the Port Commission until a tentative agreement has been reached with the parties concerned for settlement. Claims exceeding .05% of the Port's Gross Operating Revenues shall be reported to the Port Commission promptly.
- D. Except as provided under Paragraph E of this Section XII, no claims shall be finally approved for settlement except by the Port Commission and no claims shall be paid except as authorized by the Port Commission.
- E. Any single claim arising from normal Port operations and not exceeding .03% of the Port's Gross Operating Revenues may be adjusted and settled by the Executive Director or the General Counsel provided that all of the following conditions are met:
  1. The General 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;
      - 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.
    - 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 settled, shall be reported to the Port Commission monthly.

XIII. ACCOUNTING AND AUDITING SERVICES:

The Executive Director is authorized to retain the accounting and auditing services of Touche, Ross & Company and Branch, Richards and Associates. Such services shall include the annual audit, audit of leases and other contracts, and appropriate accounting services as required, at established rates for such services in the area: Provided payments for such services do not exceed .2% of the Port's Gross Operating Revenues.

XIV. DISPOSITION OF UNCOLLECTIBLE ACCOUNTS:

The Executive Director is authorized to establish procedures for and to write off any uncollectible account which does not exceed .03% of the Port's Gross Operating Revenues subject to the following general guidelines:

Prior to writing off any account receivable or uncollectible, the Executive Director shall be satisfied that every reasonable effort has been made by the staff to accomplish the collection of the account, and he shall in appropriate circumstances, authorize the General 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 180 days or more, the Executive Director shall be authorized to provide for writing off such an account. Any account in excess of .03% of the Port's Gross Operating Revenues which is deemed to be uncollectible shall be referred to the Port Commission for final approval of writing off that account.

XV. 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 King County Comptroller, 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 interfund transfers. A summary report of all investments, sales and interfund transfers shall be provided to the Port Commission quarterly.

XVI. INSURANCE PROGRAMS:

The Executive Director shall be authorized to work with the Port's designated insurance broker 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 self-insurance or deductible provisions, so long as such programs are promptly and regularly reported to the Port Commission so they are kept informed of basic changes made in the overall insurance program of the Port.

XVII. TRADE DEVELOPMENT PROGRAMS:

The Executive Director is authorized, consistent with the limitations of RCW 53.08.160, 53.08.290-295 and 53.36.120-150 to develop and carry out programs of trade development, advertising (including the use of advertising firms within budgetary authority), and promotion. These may include participation in programs and agreements designed to provide shippers using the Port of Seattle with the most competitive service and lowest possible freight rates including 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 they may be informed as to changes which occur.

XVIII. ISSUANCE OF TARIFFS:

Tariff items of any nature may be recommended at any regular or special meeting and shall be approved by motion of the Port Commission: Provided, however, that the Executive Director is hereby delegated authority to issue tariff amendment directives as he deems necessary: Provided, however, that within thirty days of issuing a tariff directive, the Executive Director shall submit the same to the Port Commission at a regular or special meeting for ratification by motion. Such tariff items shall be considered issued and effective on the dates shown thereon whether issued initially by Tariff Amendment Directive or by Port Commission action.

XIX. AFFIRMATIVE ACTION AND EQUAL OPPORTUNITY:

A. It is the basic policy of the Port of Seattle 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 extends to all areas of employment and to all relations with employees including but not limited to recruitment, selection and placement, compensation, promotion and transfer, disciplinary measures, demotion, layoffs and terminations, testing and training, daily working conditions, awards and benefits, and all other terms and conditions of employment.

It is further established as policy of the Port of Seattle that Minority Business Enterprises will be afforded the maximum opportunity to participate in Port contracts as subcontractors and suppliers to contractors performing work or rendering services as prime contractors or subcontractors on Port contracts.

- B. The administrative and official authority to effectuate the "basic" policy of the Port in the areas of affirmative action and equal opportunity, as referenced in Paragraph A. of this Section XIX, is hereby delegated to the Executive Director.
- C. The Executive Director may amend, update and revise the "basic" policy of Paragraph A. of this Section XIX as may be necessary due to changes in law and/or operations of the Port.
- D. The Executive Director is hereby empowered to settle any individual claim of discrimination that does not exceed .03% of the Port's Gross Operating Revenues. All such settlements shall be reported to the Port Commission. The settlement of any claim of discrimination in excess of .03% of the Port's Gross Operating Revenues shall be referred to the Port Commission in a manner consistent with Sections XI (Legal Services and other Representation), and XII (Adjustment and Settlement of Claims) of this Exhibit "A" to Resolution No. 2794.
- E. The Executive Director is hereby authorized to engage such special counsel at fees as may be negotiated to assist in the handling of any claims of discrimination or other matters necessary to implement the intent of this section. This authorization for the selection of legal counsel to represent the Port on claims of discrimination shall supplement the Executive Director's powers as referenced in Section XI of this Exhibit "A" to Resolution No. 2794.

**XX. 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 order to effectuate necessary normal Port operations, provided that reimbursable personal travel expenses for an individual trip shall not exceed Five Thousand Dollars (\$5,000.00), and provided that the Commission shall be advised quarterly of major travel made by Port staff.

**XXI. SALE OF PERSONAL PROPERTY:**

The Executive Director is authorized pursuant to RCW 53.08.090 to sell and convey surplus personal property of the Port subject to the following conditions:

- A. That the value of such personal property does not exceed Two Thousand Five Hundred Dollars (\$2,500.00).
- B. Prior to any such sale or conveyance, the Executive Director shall itemize and list the property to be sold and make written certification to the Port Commission that the listed property is no longer needed for Port District purposes;
- C. That offers for purchase are solicited from at least three parties wherever possible;
- D. Any large block of such property having a value in excess of Two Thousand Five Hundred Dollars (\$2,500.00) shall not be broken down into components of a lesser value and sold unless done so by public competitive bid.
- E. No property which is part of the comprehensive plan of improvement or modification thereof shall be disposed of until the comprehensive plan has been modified pursuant to RCW 53.20.010 and such property is found to be surplus to Port needs.
- F. That in no case shall surplus personal property of the Port be sold to any Port Commissioner, non-graded employee, or employees directly responsible for the sale, or to members of their immediate families. Wage or graded employees may, however, purchase surplus personal property of the Port provided the sale of such personal property is by public auction or public competitive bid.

**XXII. AIRPORT OPERATING AGREEMENTS:**

The Executive Director shall be responsible for initiating and carrying out appropriate procedures to prepare Airport Operating Agreements with airline users. He is further authorized to execute such agreements subject to the following conditions:

- A. Operating Agreements shall be approved as to form by the General Counsel.
- B. Agreements shall be on a month-to-month basis.
- C. Security for such agreements shall be established giving appropriate consideration to projected revenues.

ADOPTED by the Port Commission of the Port of Seattle this 24th day of September, 19 80, and duly authenticated in open session by the signatures of the Commissioners voting and the Seal of the Commission duly affixed.

MERLE D. ADLUM

PAUL S. FRIEDLANDER

HENRY L. KOTKINS  
Port Commissioners

V. CONTRACTS FOR PERFORMANCE OF WORK:

A. Work Contract Awards:

1. The Executive Director shall have the responsibility for following all required statutory procedures in connection with all contracts which require performance of work (except when the work is to be accomplished by day labor only). The Executive Director is authorized to carry out all procedures required by applicable statutes preliminary to the acts required to be performed by the Port Commission at an open meeting. 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 the amount authorized by R.C.W. 53.08.120 (or as amended).
2. 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 (and as amended), 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. From the inception of any such emergency, the Executive Director shall continuously advise the Port Commission of the development of the emergency situation and the progress of any contracts executed to remedy the emergency.

VII. CONTRACTS FOR ACQUISITION OF UTILITIES, MATERIALS, EQUIPMENT, SUPPLIES AND SERVICES:

The Executive Director shall have the responsibility for following all required statutory procedures in connection with all contracts for the acquisition of utilities, materials, equipment, supplies and services: Provided, however, that where utilities, materials, equipment, supplies and services are acquired on the open market, pursuant to published tariffs, or are necessary in normal maintenance and operations of the Port, no prior approval shall be required but shall, where appropriate, be approved as a part of normal monthly expenses. However, in all cases where a statutory requirement exists for award of contracts following formal competitive bidding, the Executive Director may execute on behalf of the Port Commission 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 \$200,000 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 specifications 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, or as amended.
- C. The successful bidder has provided, where required, a performance bond with sureties which comply with the requirements of the applicable law.

XI. LEGAL SERVICES AND OTHER REPRESENTATIONS:

- D. Reserve for Administrative Proceedings. There is established a "Reserve for Administrative Proceedings" from which the costs of all Civil Aeronautics Board, Washington State Transportation and Utilities Commission, Interstate Commerce Commission, and Federal Maritime Commission proceedings shall be charged. The rate at which the reserve shall accrue shall be established in the Port's annual budget. Any proceeding costs which are estimated to exceed the amounts available, or estimated to be available in the reserve fund, shall be approved by the Port Commission. "Costs" as referenced in this section are those costs which are expended on such proceedings but shall not include expenses such as retainers, employee compensation, or fees paid to special consultants otherwise approved by the Port Commission.