

1
2 BOARD OF COUNTY COMMISSIONERS
3 LEWIS COUNTY, WASHINGTON
4
5

6 RE: Appointment of Initial Board of Directors)
7) RESOLUTION NO. 07- 248
8 to the Lewis County Public Facilities District)
9

10 A resolution providing for the appointment of the initial Board of Directors for the
11 Lewis County Public Facilities District.

12
13 WHEREAS, Chapter 36.100 RCW (the "County PFD Act") authorizes Lewis
14 County ("the County") to create a public facilities district coextensive with the
15 boundaries of the County for the purposes, among others, of acquiring, constructing,
16 owning, remodeling, maintaining, equipping, reequipping, repairing, operating and/or
17 financing public facility(ies) together with related parking facilities; and
18

19 WHEREAS, the Lewis County Public Facilities District (hereafter the District) was
20 lawfully created as authorized under RCW 36.100 and RCW 82.14.390 by Resolution
21 07-247; and
22

23 WHEREAS, the Board of County Commissioners for Lewis County as the
24 legislative authority, shall appoint five (5) directors as the initial Board of Directors for
25 the District pursuant to RCW 36.100. These five (5) directors shall be appointed and
26 selected by the Board of County Commissioners to reflect the interests of cities and
27 towns in the County, as well as the unincorporated area of the County. Of the initial
28 Board of Directors for the District, two (2) shall be appointed to two (2)-year terms of
29 office, and the remainder shall be appointed to four (4) year terms of office. Thereafter,
30 all directors shall be appointed to four (4)-year terms of office;
31

32
33 NOW, THEREFORE, BE IT RESOLVED:
34

35 Section 1. The following individuals shall be appointed as the initial Board of
36 Directors for the District, with their respective terms of office.

37
38 Paul W. (Bill) Schulte for two (2) years from the date of this Resolution.

39
40 Rodney Murschel for two (2) years from the date of this Resolution.

41
42 Pete Corwin for four (4) years from the date of this Resolution.

43
44 David Kuper for four (4) years from the date of this Resolution.

45
46 Tom Lerchen for four (4) years from the date of this Resolution.

1
2 Section 3. Removal. Pursuant to RCW 36.100, a Director(s) of the District may
3 be removed by the Lewis County Board of County Commissioners (BOCC) by action of
4 at least two-thirds (2/3) of the members of the BOCC.

5 Vacancies due to removal, resignation or any other reason shall be filled in the
6 same manner as the original appointment and the person appointed, shall serve the
7 remainder of the unexpired term of the position to which he or she was appointed.

8
9 Section 4. Organizational Meeting. Within a reasonable amount of time
10 following appointment of the initial Directors of the District, the Chairman of the BOCC
11 for Lewis County, or his designee, shall hold an organizational meeting of the District's
12 initial Board of Directors, giving at least three (3) days advance notice to each of the
13 Directors of the District, unless waived in writing. At such meeting, the Board of
14 Directors shall organize itself, may appoint officers, and shall select the District's place
15 of business.

16
17 Section 5. Powers, Duties, and Limitations. For the purpose among others, of
18 providing for the design, construction, ownership, operation and/or financing of a public
19 facility (ies) or public project(s), the District shall have the powers, duties, and limitations
20 specified by the County PFD Act, RCW 82.14.390, and other applicable law, that are
21 consistent with Formation Resolution 07-248.

22
23 Section 6. Organization. The District shall adopt and maintain rules of
24 procedure and governance of its activities through bylaws duly adopted by the Board of
25 Directors of the District. The power to alter, amend, or repeal the bylaws and adopt new
26 bylaws shall be vested in the Board of Directors of the District, except the bylaws shall
27 be consistent with Formation Resolution 07-248.

28
29 Section 7. Dissolution. The Lewis County Public Facilities District shall dissolve
30 in the event it is deemed inactive as that term is defined in RCW 36.96.010. Any
31 dissolution of the District will be effectuated consistent with RCW 36.96.

32
33 Section 8. Conflicts of Interest. The District shall adopt and abide by the
34 following conflict of interest provision.

35
36 A Board member or employee of the District may not participate in Board
37 decisions if that person or a member of that person's immediate family has a financial
38 interest in the issue being decided unless the financial interest is a remote financial
39 interest and participation is approved hereunder.

40 A Board member or employee may participate in a decision if that person or a
41 member of that person's immediate family has only a remote financial interest, the fact
42 and extent of the interest is disclosed to the Board in a public meeting and is noted in
43 the minutes of the Board before any participation by the member in the decision, and
44 thereafter in a public meeting the Board by vote authorizes or approves the
45 participation. If the person whose participation is under consideration is a Board

1 member, that person may not vote under this subsection. For purposes of this
2 subsection, "remote financial interest" means:

- 3 i) that of a non-salaried officer or director of a nonprofit corporation
- 4 ii) that of an employee or agent of a contracting party where the compensation of
5 the employee or agent consists entirely of fixed wages or salary and the contract
6 is awarded by bid or other competitive process;
- 7 iii) that of a landlord or tenant of a contracting party, except in cases where the
8 property subject to the lease or sublease is owned or managed by the public
9 corporation;
- 10 iv) that of a holder of less than one (1) percent of the shares of the corporation or
11 cooperative that is the contracting party; or
- 12 v) that of an owner of a savings and loan or bank savings or share account or
13 credit union deposit account if the interest represented by the account is less
14 than two percent (2%) of the total deposits held by the institution.

15 A Board member or employee is not considered to be financially interested in a decision
16 when the decision could not affect that person in a manner different from its effect on
17 the public.

18 No Board member or employee of the district shall accept, directly or indirectly, any gift,
19 favor, loan, retainer, entertainment or other thing of monetary value from any person,
20 firm or corporation having dealings with the District when such acceptance would
21 conflict with the performance of a Board member or employee's official duties. A
22 conflict, or possibility of conflict, shall be deemed to exist where a reasonable and
23 prudent person would believe that it was given for the purpose of obtaining special
24 considerations or influence; provided that application of this provision shall take into
25 consideration the established customs and practices of the District.

26 The Board may adopt additional conflict of interest and ethical rules it considers
27 appropriate.

28 For purposes of this section, "participate in a decision" includes all discussions,
29 deliberations, preliminary negotiations, and votes.

30 For purposes of this section, "immediate family" means:

- 31 i) a spouse;
- 32 ii) any dependent parent, parent-in-law, child, son-in-law, or daughter-in-
33 law; and
- 34 iii) any parent, parent-in-law, child, sibling, uncle, aunt, cousin, niece or
35 nephew residing in the household of the corporate official or employee.

36
37
38 Section 9. Limit on Liability. The District shall not take action that might impose
39 liability upon the County. All liabilities incurred by the District shall be satisfied
40 exclusively from the assets, credit, and properties of said District, and no creditor or
41 other person shall have any right of action against or recourse to the County, its assets,
42 credit, or services, on account of any debts, obligations, liabilities or acts or omissions of
43 said District.

44
45 Section 10. Severability. If any section, sentence, clause, or phrase of this
46 Resolution should be held invalid or unconstitutional by a court of competent jurisdiction

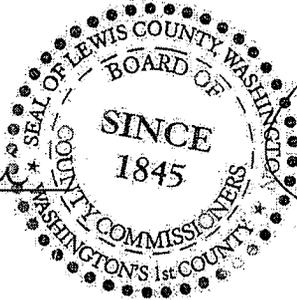
1 such invalidity or unconstitutionality shall not affect the validity or the constitutionality of
2 any other section, sentence, clause, or phrase of this Resolution.

3
4 Section 11. Effective Date. This Resolution shall go into effect immediately upon
5 adoption.

6
7 ADOPTED this 13th day of August, 2007.

8
9
10 ATTEST:

11 *Karri Murr*
12
13 Clerk of the Board



BOARD OF COUNTY COMMISSIONERS
LEWIS COUNTY WASHINGTON

Richard P. Hahn
Chairperson

14
15
16
17
18 Approved as to form only:

[Signature]
Member

[Signature]
Member

19
20
21
22
23 *[Signature]*
24 Deputy Prosecuting Attorney
25