

Port of Kennewick Commission Chambers will be open to the public during Commission Meetings.
However, the Port will continue to use GoToMeeting to provide remote access,
and Commissioners and the Port team will attend remotely.

To participate and make public comments remotely, please call in at: [1-877-309-2073](tel:1-877-309-2073), Access Code: 963-104-565
Or, join on-line at the following link: <https://meet.goto.com/963104565>

AGENDA

***Port of Kennewick
Regular Commission Business Meeting
Port of Kennewick Commission Chambers (via GoToMeeting)
350 Clover Island Drive, Suite 200, Kennewick Washington***

August 8, 2023
2:00 p.m.

- I. CALL TO ORDER**
- II. ANNOUNCEMENTS AND ROLL CALL**
- III. PLEDGE OF ALLEGIANCE**
- IV. PUBLIC COMMENT** *(Please state your name and address for the public record)*
- V. CONSENT AGENDA**
 - A. Approval of Direct Deposit and ePayments July 31, 2023
 - B. Approval of Warrant Register Dated August 8, 2023
 - C. Approval of Regular Commission Meeting Minutes July 25, 2023
- VI. REPORTS, COMMENTS AND DISCUSSION ITEMS**
 - A. Vista Field Art Walk Update (**DAVID**)
 - B. Benton Franklin Council of Governments (BFCOG) (**TIM** / **SKIP**)
 - C. Water Rights Update (**LARRY**)
 - D. Commission Meetings (formal and informal meetings with groups or individuals)
 - E. Non-Scheduled Items
(**LISA**/**BRIDGETTE**/**TANA**/**NICK**/**LARRY**/**AMBER**/**MICHAEL**/**DAVID**/**CAROLYN**/**TIM**/**KEN**/**TOM**/**SKIP**)
- VII. PUBLIC COMMENT** *(Please state your name and address for the public record)*
- VIII. ADJOURNMENT**

PLEASE SILENCE ALL NOISE MAKING DEVICES



PORT OF KENNEWICK REGULAR COMMISSION MEETING

DRAFT

JULY 25, 2023 MINUTES

Commission Meeting recordings, with agenda items linked to corresponding audio, can be found on the Port's website at: <https://www.portofkennewick.org/commission-meetings-audio/>

Commission President Skip Novakovich called the Regular Commission Meeting to order at 2:00 p.m. via GoToMeeting Teleconference.

ANNOUNCEMENTS AND ROLL CALL

The following were present:

Board Members: Skip Novakovich, President (via telephone)
Kenneth Hohenberg, Vice President (via telephone)
Thomas Moak, Secretary (via telephone)

Staff Members: Tim Arntzen, Chief Executive Officer (excused absence)
Tana Bader Inglima, Deputy Chief Executive Officer (via telephone)
Nick Kooiker, Deputy Chief Executive Officer/CFO (via telephone)
Larry Peterson, Director of Planning (via telephone)
Amber Hanchette, Director of Real Estate (via telephone)
Michael Boehnke, Director of Operations
Lisa Schumacher, Special Project Coordinator
Bridgette Scott, Executive Assistant (via telephone)
Carolyn Lake, Port Counsel (via telephone)

PLEDGE OF ALLEGIANCE

Commissioner Novakovich led the Pledge of Allegiance.

PUBLIC COMMENT

No comments were made.

CONSENT AGENDA

- A. *Approval of Direct Deposit and E-Payments Dated July 15, 2023***
Direct Deposit and E-Payments totaling \$106,732.97
- B. *Approval of Warrant Register Dated July 25, 2023***
Expense Fund Voucher Number 105006 through 105043 for a grand total of \$111,485.78
- C. *Approval of Regular Commission Meeting Minutes July 11, 2023***
- D. *Approval of Use of Opportunity Funding for the East End of Clover Island; Resolution 2023-21***
- E. *Acceptance of the Container Bathroom Project; Resolution 2023-22***

MOTION: *Commissioner Hohenberg moved to approve the Consent Agenda as presented; Commissioner Moak seconded. With no further discussion, motion carried unanimously. All in favor 3:0.*

PORT OF KENNEWICK REGULAR COMMISSION MEETING

JULY 25, 2023 MINUTES

DRAFT

ACTION ITEMS

A. Vista Field: Commission Guidance related to Master Plan & Development Agreement Compliance; Resolution 2023-23

Mr. Kooiker stated this item is essentially to give clarity to the Port team. This is related to the Special Meeting on June 22, 2023 regarding the Veteran's Administration (VA) proposal; and lack of direction during non-scheduled items at the July 11, 2023 Commission Meeting. At the June 22, 2023 Meeting, Mr. Kooiker does not think the Resolution passed by the Commission was confusing, but the discussion was contradictory in the sense that the Port team did not have a clear path forward. Mr. Kooiker stated the draft Resolution today allows the Commission to direct the Port team to strictly adhere to the Master Plan in relation to the VA proposal, or are proposals expected to be in compliance of the Master Plan. The question is, does the Commission want staff to hold a hard line or do we plan to be more flexible in relation to the VA Clinic? As the Commission can imagine, there are pros and cons for each one. Obviously, if the Port plans to modify the Master Plan and Development Agreement, it would be significant to the Port and also for the City of Kennewick, and it would affect our entire Vista Field project. Mr. Kooiker asked Ms. Lake for further details.

Ms. Lake thanked Mr. Kooiker and the Commission and stated Mr. Kooiker did a great job of highlighting the question that is being presented to the Commission. Ms. Lake added some background and believes the Commission read the materials (*Exhibit A*), but for any members of the public, this does relate to the Port being the owner of the Vista Field property and that property is subject to a Master Plan which governs the future development and that Master Plan was entered into after much public comment and input. It is imbedded not only as the Port's Master Plan, but it is also part of the City code as a contract zoning, as part of it is an Exhibit to the Development Agreement that was approved by both the Port Commission and the Kennewick City Council. What the memo describes and what you have heard from Mr. Peterson, Port Planner, in the past, is the uniqueness of the Vista Field Master Plan. Taking a new approach to zoning and typical development by using a New Urbanism model and the components of that planning mechanism is very interdependent, creating neighborhood scale planning approach, mixed use, public spaces, etc. and it also has impacts on the infrastructure to support that. Turning to more recent times, the VA did issue an Expression of Interest, about the potential site for the new VA Facility. The Commission previously authorized the CEO to agree to allow the property to be considered as part of those Expressions of Interest and there were three of those proposals signed by the CEO and submitted. We will hear later from the VA whether the area fits within the VA's idea of an eligible site, but as we deal with that potential, staff and Mr. Arntzen were looking for a bit more pointed direction from the Commission. Is it the Commission's guidance to fully adhere to the Vista Field Master Plan Design and Concept as part of responding to the VA's proposal, if that moves forward, or is it merely an expectation? At the Special Commission Meeting, through Resolution 2023-16, the Commission affirmed that the Port was authorized to participate in the exploratory step, but that in no way bound the Port to commit it to a change of use or design. Also in Resolution 2023-16, Port staff was directed to continue marketing efforts for the Vista Field property, for uses consistent with the Master Plan and those would have priority for develop. Resolution 2023-23 currently before the Commission is to give additional guidance to the Port staff on whether the Commission's intent is that the

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JULY 25, 2023 MINUTES

DRAFT

Vista Field area would be adhere to the Master Plan or have a little more wiggle room to say is “expected” to comply with the Master Plan design. Ms. Lake and Mr. Kooiker are happy to answer any questions.

Commissioner Hohenberg stated at the Special Meeting, our CEO talked about substantial compliance, keeping in mind, that with any project that gets developed out there, there may be things that will keep it in tune with the Master Plan, but there are things that the CEO or Port staff are able to take into consideration, to make minor tweaks to make the project work. This doesn’t eliminate that opportunity for our Port staff, does it?

Ms. Lake stated that is correct, under either language choice, it would not preclude any slight modifications to the design as anticipated within the Master Plan itself.

Commissioner Novakovich inquired if the “shall adhere” basically means the Port is going along the same lines as we are now, and piggybacking on what Commissioner Hohenberg said, that gives us the opportunity to make slight changes as we have in the past, but it doesn’t open up the whole Vista Field to negotiations that is outside the Master Plan, that was put together by members of the community and exposes us to the potential of renegotiate the Development Agreement with the City.

Ms. Lake thinks Commissioner Novakovich stated that very well and that is correct.

Commissioner Novakovich is concerned about the “expected to” part of this, if that were the motion. He believes it would subject the Port to renegotiate the Development Agreement with the City and we have seen how well the Memorandum of Understanding that was prepared by City Manager Marie Mosley and Mr. Arntzen, how well that went over. Commissioner Novakovich is very concerned by that, and he would really hate to put the Port in that position, after we spent so much time and so much money, and involvement of so many community members to develop that Master Plan, that we would subject it to change by the City of Kennewick. Those are his comments on it and if there are no other Commission comments, he would call for Motion on Resolution 2023-23.

Commissioner Hohenberg followed up on Commissioner Novakovich’s comments with Ms. Lake, to make sure this motion, this language, doesn’t do what he just described.

Ms. Lake stated before the Commission is alternative language in the Motion and Resolution, and that is to choose between the development: number one is “expected to,” or the development “shall adhere” to the Vista Field Master Plan Design and Concept. The “shall adhere” fits more into the description that the Chair gave. If you choose the language the development is “expected to,” meet the Master Plan Design and Concept, that is the language that staff is fearful would open it up to renegotiations, or at least attempt a potential proposer to change the language of the design and Master Plan. Ms. Lake confirmed if she captured that correctly, Commissioner Novakovich?

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DRAFT

Commissioner Novakovich believes so and thanked Ms. Lake and inquired if that answered Commissioner Hohenberg's question.

Commissioner Hohenberg stated yes and was prepared to make a Motion.

MOTION: *Commissioner Hohenberg moved to approve Resolution 2023-23, which affirms that if the Vista Field area is selected as the site for the development described in the VA EOI, the development shall adhere to the Vista Field Master Plan design and concepts; Commissioner Novakovich seconded.*

PUBLIC COMMENT

No comments were made.

Discussion:

Commissioner Moak thought he was very clear at the Special Meeting that he was in support of the VA making a proposal for using Vista Field as a potential site for the Clinic. Commissioner Moak still believes that, even before we had the discussion, it was a long shot, when you look at what we have expected with Vista Field and you look at what the VA said they want, they certainly were not congruent. Commissioner Moak recognizes that and recognizes it was a long shot that they would choose the Port. But Commissioner Moak's feeling was that if they looked at, and the they had agreed we would be sending to the VA a variety of documents of what Vista Field was about, so that they totally understood what the Port, what the vision of Vista Field was, but he felt that if the VA said despite that, they looked at it and said we want to be at Vista Field, then Commissioner Moak thinks we deserve to take a look at that. Now if they take a hard line and say, no we have to do it just the way it is laid out in the proposal, and this is the federal government, and we are going to tell you how we do it, and how many parking spots and how many floors, we are not anywhere in that ballpark. But if the VA looked at it and said no, there is a way, we have a collaborative design process, that if both sides were willing to enter into a collaborative design and try to do things together, we have DPZ and Matt Lambert. Commissioner Moak has high respect for them and thinks if both sides were interested in coming together for something, he would be willing to entertain that. Of course, here, if the Port wants to take a very hardline and know it's our way or the highway with the project, Commissioner Moak does not expect the VA would be interested in being at Vista Field and he thinks that might make some people happy that they weren't there. Commissioner Moak sees an opportunity for jobs, he sees an opportunity for creating vibrancy at Vista Field, people wanting to live there and be a real kick starter for Vista Field development, which has been needing a kick start. Commissioner Moak does not support the hard language that is there, and thinks it is certainly premature, until such time as the VA decides whether they are interested in Vista Field at all. Commissioner Moak does not see any reason to jump in right here, because we are basically saying we don't want VA at Vista Field. Since that wasn't Commissioner Moak's perspective, he will vote no on this.

Commissioner Novakovich stated as he and Ms. Lake explained the "shall adhere" language

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DRAFT

allows the Port to do exactly what we have been doing, which would accommodate slight changes that doesn't have an overall effect on the Master Plan or subject us to renegotiate the Development Agreement. Commissioner Novakovich does not think we close the door, he thinks what we are saying is we are going to adhere to, exactly the way we have been doing things and exactly the way we have been treating other people that are interested in Vista Field. And if we have to make some slight changes, then we talk about those and see if they fit and if so, we move forward. Commissioner Novakovich does not think we slammed the door shut on anybody.

Commissioner Hohenberg does not want to sound like he is riding the fence between both Commissioners, and both have said a lot of things that he agrees with. To follow up on this, as a developer, and it sounds like we have three different people that are representing the VA, he thinks it is good for them to know going in what the rules of the game are, and he thinks it will help vet out whether the VA is serious about Vista Field or not. At the end of the day, if anything, rather than shutting the door, it will open the door if they are serious about building a facility at Vista Field. It is nice to know what the rules are up front, and Commissioner Hohenberg agrees with Commissioner Novakovich, we are not closing the door, at the end of the day, we have a great staff that can figure it out, if appropriate, and that is what we need to do to move this thing forward. Commissioner Hohenberg is still fully supportive and hopeful that Vista Field is where they will want to locate, and as Commissioner Moak said, it will create jobs, and vibrancy and would be good not only for the Port of Kennewick but for the surrounding areas. Commissioner Hohenberg will be voting yes.

With no further discussion, motion carried. All in favor 2 Ayes (Commissioners Hohenberg & Novakovich :1 Nay (Commissioner Moak).

REPORTS, COMMENTS AND DISCUSSION ITEMS

A. Vista Field Hangar Update

Mr. Peterson briefed the Commission on the Vista Field Hangar Pavilion Update and stated we are currently at the 60% design phase working with the team of CKJT and Parametrix. Mr. Peterson outlined the timing of the project and anticipates going out for bid in January 2024 and with the possibility of construction beginning March 2024.

Commission and staff discussion ensued regarding the project and timeline.

B. Kennewick Waterfront- Duffy's Pond Update

Ms. Hanchette outlined the history of Duffy's Pond and our partnership with the USACE and the City of Kennewick. Ms. Hanchette reported that Lakeland Restoration applied an aquatic herbicide treatment to Duffy's Pond to help mitigate the summer algae. Ms. Hanchette stated in time, we will know if the application worked and believes it will require multiple treatments over time.

Commission and staff discussed the application and process.

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C. *Water Rights Update*

Mr. Peterson provided an update to the Commission regarding the Port water rights (*Exhibit B*) and stated no decision is required at this time. Mr. Peterson summarized the previous agreement with Benton County to transfer water rights to the Benton County Fairgrounds. Mr. Peterson has been working with Aspect Consulting to disseminate the water rights at Oak Street and outlined the possible next steps.

Commission and staff reviewed the agreement with Benton County and discussed the water rights at Oak Street, the former Raceway, and Vista Field.

D. *Hybrid Commission Meeting Update*

Ms. Scott reported there are issues with the supply chain and the cameras are on back order. Ms. Scott offered two options for the Commission to consider: wait to hold in-person Commission Meetings until the cameras are professionally installed or utilize web cameras until the cameras arrive and are installed. Ms. Scott tested the web cameras and stated there was a slight delay between the audio and video.

The Commission consensus is to wait until the cameras are professionally installed before holding in-person Commission Meetings.

E. *Commissioner Meetings (formal and informal meetings with groups or individuals)*

Commissioners reported on their respective committee meetings.

F. *Non-Scheduled Items*

Ms. Scott stated Mr. Kooiker was inadvertently left off the Draft July 11, 2023 Commission Meeting Minutes roll call. The final Commission Meeting Minutes for approval have been corrected.

Mr. Kooiker reported that the Port has processed the paperwork for the stage at Clover Island and we are currently que, with an anticipated arrival date of February 2024.

Commissioner Novakovich recently attended Mark Showalter's retirement party and ran into Steve and Julie Wiley. The Wiley's stated the Arts Center Taskforce is currently looking at an area near the Reach Museum for the Arts Center and inquired if the Commission is interested in a presentation on their progress.

Commissioners Hohenberg and Moak are fine with a progress report from the Arts Center Taskforce.

Ms. Scott will contact Mr. Wiley for a presentation date.

PUBLIC COMMENTS

No comments were made.

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JULY 25, 2023 MINUTES

DRAFT

COMMISSION COMMENTS

No comments were made.

ADJOURNMENT

With no further business to bring before the Board; the meeting was adjourned 3:31 p.m.

APPROVED:

**PORT of KENNEWICK
BOARD of COMMISSIONERS**

Skip Novakovich, President

Kenneth Hohenberg, Vice President

Thomas Moak, Secretary

PORT OF KENNEWICK

RESOLUTION No. 2023-21

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE PORT OF KENNEWICK APPROVING OPPORTUNITY FUNDING FOR A&E WORK RELATED TO ADDRESSING EROSION AND INVASIVE PLANTINGS AT THE EAST END OF CLOVER ISLAND

WHEREAS, erosion is occurring on Clover Island's south east shoreline, and invasive weeds are both unsightly and areas for potential future erosion; and

WHEREAS, the Board of Commissioners is investing in a new stage designed to attract large volumes of visitors to concerts and other events at the east end of Clover Island; and

WHEREAS, it is imperative to retain parking for activities at the Clover Island Inn, and ensure the stability of the southern shoreline; and

WHEREAS, the Board of Commissioners desires to create a stable, attractive, welcoming shoreline environment along the east end of Clover Island; and

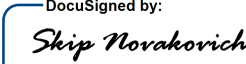
WHEREAS, the Board of Commissioners created an Opportunity Fund for projects of community importance which arise after the adoption of the approved two-year budget.

NOW, THEREFORE, BE IT RESOLVED that the Port of Kennewick Board of Commissioners hereby authorize staff to utilize \$45,000 from the Opportunity Fund for A&E cost estimates and construction documents designed to address current and potential future erosion at the east end of Clover Island.


BE IT FURTHER RESOLVED that the Port of Kennewick Board of Commissioners hereby ratify and approve all action by port officers and employees in furtherance hereof; and authorize the Port Chief Executive Officer to take all action necessary in furtherance hereof.

ADOPTED by the Board of Commissioners of Port of Kennewick on the 25th day of July, 2023.


PORT of KENNEWICK BOARD of COMMISSIONERS

By: 
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SKIP NOVAKOVICH, President

By: 
89F77EAC8921416...

KENNETH HOHENBERG, Vice President

By: 
A35176A2D2CD413...

THOMAS MOAK, Secretary

PORT OF KENNEWICK

Resolution No. 2023-22

***A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE PORT OF KENNEWICK ACCEPTING THE COLUMBIA GARDENS WINE &
ARTISAN VILLAGE PUBLIC RESTROOM PROJECT***

WHEREAS, Double J Excavating, provided notification that the construction and installation of the public restroom project in Columbia Gardens is substantially complete in accordance with the plans and specifications; and

WHEREAS, CKJT Architects and the Port of Kennewick staff have inspected the work and certified that it has been constructed in accordance with the plans and specifications.

NOW THEREFORE, BE IT RESOLVED that the Board of Commissioners of the Port of Kennewick hereby accepts the work of Double J Excavating as being substantially completed in accordance with the contract documents.


BE IT FURTHER RESOLVED that upon completion of all required documentation for the project, the Chief Executive Officer is authorized to proceed with the necessary requirements to finalize the project account.

ADOPTED by the Board of Commissioners of Port of Kennewick on the 25th day of July 2023.


***PORT OF KENNEWICK
BOARD OF COMMISSIONERS***

By: 0E53A30E1C8E442...

SKIP NOVAKOVICH, *President*

By: 89F77EAC8921416...

KENNETH HOHENBERG, *Vice President*

By: A35176A2D2CD413...

THOMAS MOAK, *Secretary*

PORT OF KENNEWICK
Resolution No. 2023-23

***A RESOLUTION OF THE BOARD OF
COMMISSIONERS
OF THE PORT OF KENNEWICK AFFIRMING THE CONTINUED
APPLICATION OF THE VISTA FIELD MASTER PLAN AND DEVELOPER
AGREEMENT
WITHIN THE PLAN AREA***

WHEREAS the Port is the Owner of the Vista Field Property. The Vista Field Property is governed by the Port's Vista Field Master Plan which governs future development, and is incorporated into Port – City of Kennewick Development Agreement and was approved in 2017 by both the Port Commission (Resolution 2017-18) and City Council, after a public outreach process; and

WHEREAS the Vista Field Master Plan planning and development designs are very different from typical development. As envisioned, Vista Field will be redeveloped using a New Urbanism model—a neighborhood-scale planning approach focused on mixed-uses, vibrant public spaces, private amenities, and multi-modal access where land use and transportation elements are carefully and strategically considered together. The site is expected to have many distinctive features with diverse local businesses, cozy neighborhoods and public plazas. These types of town center development are designed to meld cultures and bring vibrancy to communities; and

WHEREAS the Vista Field property is within the Department of Veterans Affairs' ("VA") defined area for a potential site for the U.S. VA's Expression of Interest No. 36C10F23R0071 ("EOI"). The Port Commission by Resolution 2023-16 authorized the Executive Director to allow Vista Field Property to be included within any Proposal submitted in response to the VA's EOI, upon request of the Proposer; and

WHEREAS in Resolution 2023-16, the Commission affirmed that the Port's authorization for this exploratory step in no way binds the Port to commit the Vista Field Property to a change of use or design as envisioned in the Master Plan and Development Agreement, nor to a sale or lease of the Vista Field Property, all of which could require further approvals(s) from the Port Commission and potentially require amendments to the Port's Master Plan, Development Agreement, Comprehensive Scheme and City zoning and Comprehensive Plan; and

WHEREAS, in Resolution 2023-16, the Port Staff was directed to continue the marketing efforts of the Vista Field property for uses consistent with that Master Plan. Port consideration and approval of such consistent uses shall have priority for development; and

WHEREAS The Commission by this Resolution provides additional guidance to the Port CEO and staff.


NOW THEREFORE, BE IT RESOLVED that the Port of Kennewick Board of Commissioners hereby:

1. Affirm the Commission's intent that if the Vista Field area is selected as the site for the development described in the VA EOI, the development shall adhere to the Vista Field Master Plan design and concepts

ADOPTED by the Board of Commissioners of Port of Kennewick on the 25th day of July 2023.

***PORT of KENNEWICK
BOARD of COMMISSIONERS***

By: 
0E53A30E1C8E442...
SKIP NOVAKOVICH, President

By: 
89F77EAC8921416...
KENNETH HOHENBERG, Vice President

By: Disapprove
THOMAS MOAK, Secretary



AGENDA REPORT

TO: Port Commission

FROM: Tim Arntzen

MEETING DATE: July 25, 2023

AGENDA ITEM: Commissioner Guidance Re: Application of Vista Field Master Plan and Developer Agreement ~ Action Requested.

I. REFERENCE(S): Proposed Adoption of Resolution 2023-23, affirming the continued application of the Vista Field Master Plan and Developer Agreement within the Plan Area.

II. RELATED HISTORY:

- Resolution No. 2017-18, approving the Vista Field Development Agreement
- Resolution 2023-16, authorizing the Port Chief Executive Officer (“CEO”) the authority to allow the Port’s Vista Field area to be included within all proposals for the Department of Veterans Affairs (“VA”) Proposal upon request by a Proposer.

III. FISCAL IMPACT: \$0

IV. DISCUSSION:

The Port is the Owner of the Vista Field Property. The Vista Field Property is governed by the Port’s Vista Field Master Plan which governs future development, and which is incorporated into the Port – City of Kennewick Development Agreement and was approved in 2017 by both the Port Commission (Resolution 2017-18) and City Council, after an extended public outreach process.

The Vista Field Master Plan planning and development designs are very different from typical development. As envisioned, Vista Field will be redeveloped using a New Urbanism model—a neighborhood-scale planning approach focused on mixed-uses, vibrant public spaces, private amenities, and multi-modal access where land use and transportation elements are carefully and strategically considered together. The site is expected to have many distinctive features with diverse local businesses, cozy neighborhoods and public plazas. These types of town center developments are designed to meld cultures and bring vibrancy to communities.

Links to additional Vista Field information are provided:

- Vista Field Master Plan - <https://www.vistafield.com/wp-content/uploads/2022/01/Vista-Field-Master-Plan.pdf>
- Vista Field website: <https://www.vistafield.com/>
- New Urbanism Approach: <https://www.vistafield.com/new-urbanism-approach/>

The Vista Field property is within the VA’s defined area for a potential site for the U.S. VA’s Expression of Interest No. 36C10F23R0071 (“EOI”). The Port Commission by Resolution 2023-16 authorized the Chief Executive Officer to allow Vista Field Property to be included within any Proposal submitted in response to the VA’s EOI, upon request of the Proposer.

In Resolution 2023-16, the Commission affirmed that the Port's authorization for this exploratory step in no way binds the Port to commit the Vista Field Property to a change of use or design as envisioned in the Master Plan and Development Agreement, nor to a sale or lease of the Vista Field Property, all of which could require further approvals(s) from the Port Commission and potentially require amendments to the Port's Master Plan, Development Agreement, Comprehensive Scheme and City zoning and Comprehensive Plan.

In Resolution 2023-16, the Port Staff was directed to continue the marketing efforts of the Vista Field property for uses consistent with that Master Plan. Port consideration and approval of such consistent uses shall have priority for development.

The Commission is asked to provide additional guidance to the Port CEO and staff to affirm the Commission's intent that if the Vista Field area is selected as the site for the development described in the VA EOI, the development is expected to / shall adhere to the Vista Field Master Plan design and concepts.

Attached is a proposed Resolution for Commission consideration. Please select the preferred verbiage underlined below.

IV. ACTION REQUESTED OF COMMISSION:

MOTION: I move approval of Resolution 2023-23 which affirms that if the Vista Field area is selected as the site for the development described in the VA EOI, the development is expected to / shall adhere to the Vista Field Master Plan design and concepts.

WATER RIGHTS TRANSFER

EXHIBIT B

2019

BENTON COUNTY Staff Approach the Port about a Water Rights Transfer from the Port's Tri-City Raceway Water Right to the Benton County Fairgrounds

Port Commission approved Resolution 2019-23 authorizing a Purchase & Sale Agreement for 46.04 Acre Feet (AF) of Water to Benton County.

Benton County Commission approved PSA for transfer of 46.04AF to Benton County Fairgrounds.

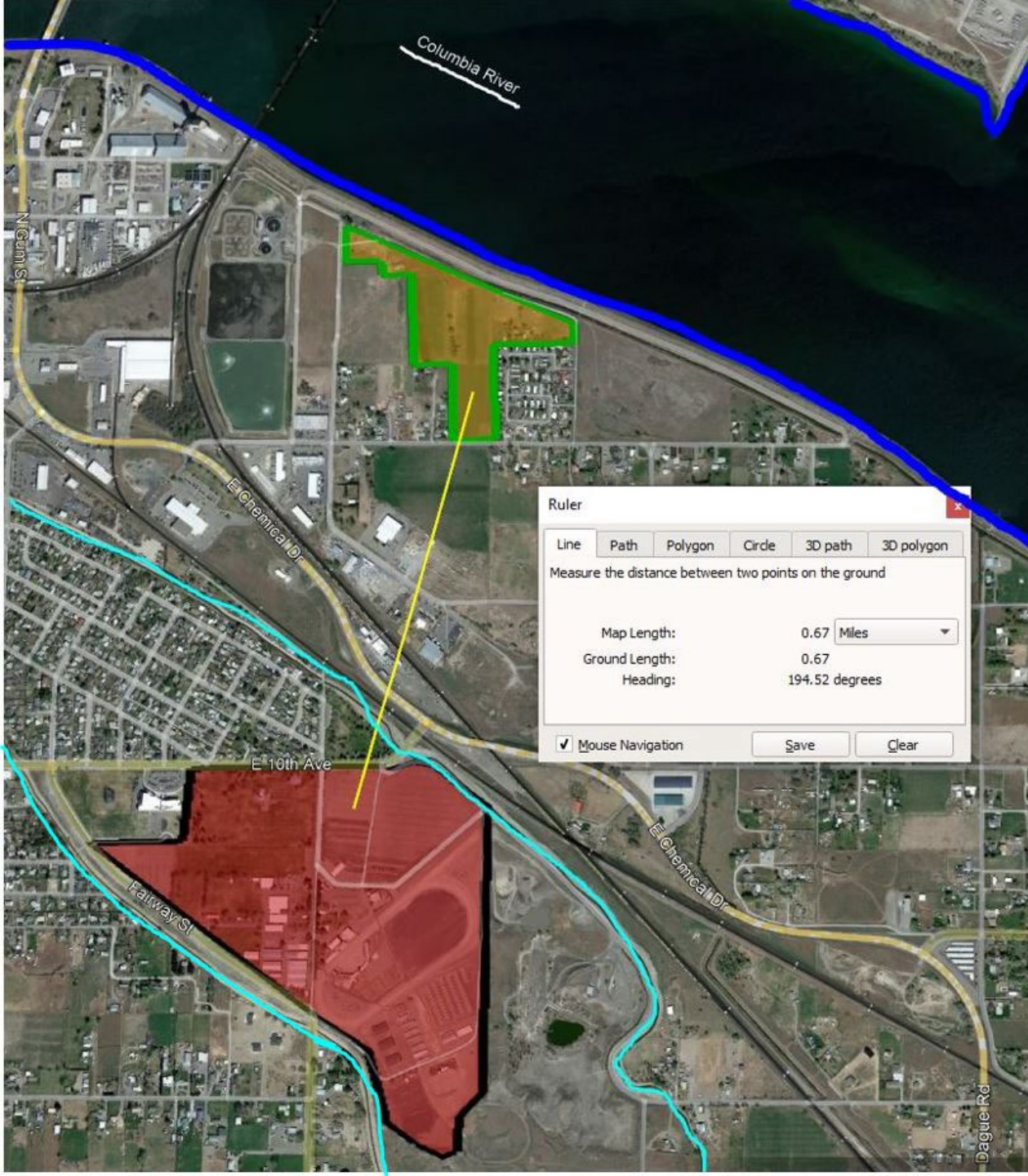
2020

Washington State Dept of Ecology "courtesy review" of the proposed transfer identified Fatal Flaws with the proposal Deal Expired/Pursuit of Transfer Paused

Port Staff engage Water Rights Expert (Aspect Consulting) who investigates potential of transfer other Port Water Rights. Port staff and Benton County staff continue to discuss both need and process.

2023

Aspect Consulting preliminary conclusion of transfer viability allows for cautious reintroduction of the concept.



2023

Aspect Consulting preliminary review yields conclusion that 48AF of the original 120AF water right appears “demonstratable” as being in continuous use, therefore “appears” to also be transferable.

Commission Meeting
July 25, 2023

At this time:

NO Deal Exists with Benton County;
Strong County Interest {per B.C. Staff};
NO Transfer Application has been filed

2023

WATER RIGHTS TRANSFER OPTIONS/NEXT STEPS

1) Do NOTHING and within 5 years the Water Right is Lost **NOT RECOMMENDED!**

2) Pursue:

- a) Transfer to Development Partner for Benton County Fairgrounds
- b) Transferring portion to Vista Field & remainder to “Water Bank”
- c) Transfer to “Water Bank” and decide usage later
- d) Sale of Water Right on Open Market
- e) TBD ??



BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

EXECUTIVE DIRECTOR REPORT

Report To: Benton-Franklin City Managers/County Administrators

Meeting Date: July 21, 2023

Staff Contact: Michelle Holt, Executive Director

Title: Review of Updated BFCOG Organizational Documents

Action: Member Adoption of BFCOG Amended Interlocal Agreement

On May 19, 2023, the BFCOG Board of Directors unanimously approved new Bylaws, amendment of the current Interlocal Agreement to match the language and source legislation, and Standing Committee Policies, as called for in the new Bylaws.

The only document that requires action by the BFCOG member jurisdictions is the ratification of the Interlocal Agreement by Resolution. A signature page and draft resolution language have been provided to help simplify this action. I have included again the summary I provided several months ago that compared the 2020 interlocal agreement with the changes that were being incorporated into the 2023 amendment, which were primarily reformatting and verbiage to match the new Bylaws but do not alter the fundamentals of the agreement between BFCOG and our member jurisdictions.

Please advise me on how I can best provide the information you deem necessary to achieve this action by your elected officials.

Summary of Final Changes

The document drafts went through several revisions with input from the BFCOG and BFEDD Board and the Technical Advisory Committee (TAC), acting on behalf of their respective jurisdictions.

The final documents included several requested adjustments, the most significant regarding the Executive Committee. All TAC recommendations regarding the TAC Standing Committee Policy were incorporated.

Below is a summary of the final adjustments made to the documents based on the Boards decisions in response to the TAC recommendations. The yellow highlights show specific additions or changes.

BFCOG Bylaws Draft (7Bii 2.)

BFCOG Membership Eligibility – Cities under 2,500 population

ARTICLE V – MEMBERSHIP ELIGIBILITY, SECTION 1. REGULAR MEMBERSHIP:



BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

1. **General Units of Government** or Special Units of Government (such as school districts, public utility districts, and port districts) located within the COG's planning area of Benton and Franklin Counties of the State of Washington are eligible for Regular Membership in the COG; however, small cities with a population of less than 2,500, as determined by the Washington Office of Financial Management (OFM), are only eligible for Associate Membership.

BFCOG Executive Committee Changes

ARTICLE VII – OFFICERS, SECTION 1. PRINCIPLE OFFICERS:

SECTION 1. PRINCIPAL OFFICERS: The principal officers of the COG shall be a Chair and a Vice Chair and are referred to in these Bylaws as "Officer/s." All Officers shall be elected to office at the Annual Meeting or at a meeting designated by the Board from among the Board members elected or appointed to the Executive Committee.

ARTICLE VII – OFFICERS, SECTION 3. ELECTION, ELIGIBILITY, and TERM OF OFFICE:

The Officers of the COG shall be elected at the Annual Meeting or a designated meeting for such purpose.

1. The Board shall elect Officers from the Board members elected or appointed to the Executive Committee. The Chair shall call for and accept Officer nominations from the selected Executive Committee representatives.

SECTION 8. CHAIR:

1. The Chair shall serve as Board and Executive Committee Chair, presiding over all Board and Executive Committee meetings.

ARTICLE IX – COMMITTEES, SECTION 1. STANDING COMMITTEES:

The COG will have the following standing committees, the members of which will be elected at the Annual Meeting each year:

1. EXECUTIVE COMMITTEE

Additional standing committees in support of the COG's roles as an MPO, RTP, and EDD are referenced in their respective Articles within these Bylaws.

ARTICLE IX – COMMITTEES, SECTION 4. EXECUTIVE COMMITTEE:

1. **MEMBERSHIP.** The Executive Committee shall consist of five (5) members representing the following COG member sub-categories:
 - a. COUNTY REPRESENTATIVE
 - b. LARGE CITY REPRESENTATIVE (over 20,000 population)
 - c. SMALL CITY REPRESENTATIVE (under 20,000 population)
 - d. PORT DISTRICT REPRESENTATIVE
 - e. TRANSIT AGENCY REPRESENTATIVE

BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

587 Stevens Drive • P.O. Box 217 • Richland, WA 99352 • (509) 943-9185
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BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

RESOLUTION 04-23

A RESOLUTION OF THE BOARD OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS (BFCOG) AUTHORIZING AMENDMENT OF THE INTERLOCAL AGREEMENT OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

WHEREAS, the jurisdictions referred to collectively as Members of the Benton-Franklin Council of Governments (BFCOG) by Interlocal Agreement have previously acknowledged the need to engage in cooperative planning and decision-making on transportation and economic development issues and the benefits to be derived therefrom; AND

WHEREAS, the Interlocal Agreement of the Benton-Franklin Council of Governments (BFCOG), as approved on September 18, 2020, in Article 16 – Amendments, indicates the process by which the Interlocal Agreement may be amended by a majority vote of all members of the Agency; AND

WHEREAS, the BFCOG Board by Resolution 08-21, A Resolution of the Board of the Benton-Franklin Council of Governments Authorizing Bylaws Review, directed the formation of a Bylaws Review Committee recognizing that the current Bylaws amendments “were made expeditiously to meet Federal requirement” and that “a review of the Bylaws is necessary for the purpose of rectifying inconsistencies and is prudent to ensure organizational effectiveness”; AND

WHEREAS, through the Bylaw review process, past and current changes to the Benton-Franklin Council of Governments Bylaws created inconsistencies between those Bylaws and the Interlocal Agreement; AND

WHEREAS, an amended Interlocal Agreement has been developed in cooperation between staff and the BFCOG Board, which rectifies identified inconsistencies between the BFCOG Bylaws and said Interlocal Agreement; AND

WHEREAS, this amended Interlocal Agreement has been reviewed by the BFCOG Bylaws Committee, the BFCOG Executive Committee, and stakeholder agencies; NOW THEREFORE

BE IT RESOLVED that the Board of the Benton-Franklin Council of Governments hereby authorizes amendment of the Benton-Franklin Council of Governments Interlocal Agreement (Exhibit 1); AND

BE IT FURTHER RESOLVED that the Board of BFCOG now authorizes the Executive Director to provide this Interlocal Agreement to all member jurisdictions for execution and ratification by Resolution on behalf of the organization.

ADOPTED by the Benton-Franklin Council of Governments Board by affirmative vote at the regularly scheduled Board meeting held on the 17th day of March 2023.

By:  _____; and
BRAD PECK, Chair

By:  _____
NICHOLAS (SKIP) NOVAKOVICH, Vice Chair

Exhibit 1 – BFCOG Interlocal Agreement



INTERLOCAL COOPERATION AGREEMENT OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Amended May 19, 2023

(As a total and complete replacement for all previous Interlocal Agreements)

Pursuant to Revised Code of Washington (RCW) Chapter 36, Laws of 1959, as amended (RCW 36.70.060) and Chapter 84, Laws of 1965, Extraordinary Session, (RCW 36.64.080), and be it resolved that the local governments of:

- Ben Franklin Transit,
- Benton County,
- City of Benton City,
- City of Connell,
- City of Kennewick,
- City of Pasco,
- City of Prosser,
- City of Richland,
- City of West Richland,
- Franklin County,
- Port of Benton,
- Port of Kennewick, and
- Port of Pasco

Each hereafter referred to as a "Member" or collectively, as "Members," do hereby organize and reaffirm the establishment of a regional agency, hereinafter referred to as the Benton-Franklin Council of Governments or "COG"; and further establish, as an integral component thereof, an Economic Development District organization, hereinafter referred to as the "EDD" by this Interlocal Agreement or "Agreement."

This Agreement terminates and supersedes in all respects the Benton-Franklin Council of Governments Interlocal Agreement dated September 18, 2020; the Benton-Franklin Council of Governments Articles of Association amended November 21, 2014; the Benton-Franklin Council of Governments Articles of Association amended May 22, 1998, and original Benton-Franklin Governmental Conference Articles of Association dated November 7, 1966, and any or all such agreements.

RECITAL

WHEREAS, each of the Members hereto is a public agency pursuant to the terms of RCW 39.34 Interlocal Cooperation Act, and it is the intent and purpose of the Members to exercise their powers and authority in accordance with its provisions; and

WHEREAS, pursuant to the provisions of RCW 39.34, two or more public agencies may jointly cooperate to perform functions that each may individually perform. Therefore, Members enter into this Interlocal Cooperation Agreement to provide for the joint and/or cooperative exercise of their powers, privileges, and authorities for the purpose of comprehensive transportation planning; and

WHEREAS, the Members acknowledge the need to engage in cooperative planning and decision-

making on transportation and economic development issues and the benefits to be derived therefrom as demonstrated by the attached signature pages; and

WHEREAS, Federal transportation legislation, Title 23 United States Code 134 and Title 49 United States Code 5303, requires the establishment, by agreement between the Governor of the State of Washington and units of general-purpose local government, of a Metropolitan Planning Organization (MPO), which, in cooperation with the State of Washington, is to develop transportation plans and programs for urbanized areas of Washington State; and

WHEREAS, 23 CFR §450 sets forth the national policy that the MPO designated for each urbanized area is to carry out a continuing, cooperative, and comprehensive multimodal transportation planning process, including the development of a Metropolitan Transportation Plan (MTP) and a Transportation Improvement Program (TIP); and

WHEREAS, the Washington State Growth Management Act, RCW 36.70A, requires local governments to adopt transportation plans that are consistent with comprehensive land use plans; and

WHEREAS, RCW 47.80 authorizes the formation of a Regional Transportation Planning Organization (RTPO) by the voluntary association of local governments within a county, provided each RTPO shall have as members all counties within the RTPO's boundaries and at least sixty percent of the cities and towns collectively, representing a minimum of seventy-five percent of the population of all incorporated municipalities; and

WHEREAS, pursuant to RCW 47.80.023(7), the Benton-Franklin Council of Governments is designated as the lead planning agency and governing body for the MPO and the RTPO; and

WHEREAS, RCW 47.80.40 provides each RTPO formed by local governments is required to create a Transportation Policy Board to provide policy advice to the RTPO and shall allow representatives of major employers within the region, the department of transportation districts, port districts, and member cities, towns, and counties within the region to participate in policy making; and

WHEREAS, the Members acknowledge the need to provide regional economic development planning and have established the Benton-Franklin Economic Development District for these purposes, which will provide these services through the US Department of Commerce Economic Development Administration's Partnership Planning Program and Comprehensive Economic Development Strategy (CEDS) process; and

WHEREAS, the Members acknowledge the need to promote economic development activities for the region in alignment with the Public Works Economic Development Act of 1965 and to provide services as promulgated by the US Department of Commerce Economic Development Administration, US Department of Agriculture, and other funding sources available to the region; and

WHEREAS, each of the Members has previously adopted one or more resolutions authorizing the execution of this Agreement and that such resolutions are in all ways valid and binding; and

WHEREAS, the Members agree to be governed by Bylaws of the COG approved by a two-thirds (2/3) majority vote of all members in good standing;

NOW, THEREFORE, pursuant to the above recitals that are incorporated into this Interlocal Cooperation Agreement as included below, and in consideration of the terms and conditions set forth below, it is hereby agreed as follows:

ARTICLE I

PURPOSE

The purposes which form the basis of this Agreement are as follows:

1. COUNCIL OF GOVERNMENTS: To study regional and governmental problems of mutual interest and concern as agreed to by the Board and consistent with RCW 36.64.80;
2. REGIONAL PLANNING AGENCY: To initiate regional planning programs and accept/receive state and federal grants and funding as agreed to by the Board and consistent with RCW 36.70.060;
3. METROPOLITAN PLANNING ORGANIZATION (MPO): To implement and perform the functions of an MPO for the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future (23 USC 134 and USC 49; CFR 23 and 40)
4. REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO): To implement and perform the functions of an RTPO for Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future (RCW 47.80);
5. Economic Development District (EDD): To implement and perform the functions of an EDD for the Benton and Franklin Counties area as promulgated by the Economic Development Administration of the US Department of Commerce. (40 USC Subtitle V)
6. PUBLIC WORKS AND ECONOMIC DEVELOPMENT ACT (PWEDA) To implement the PWEDA of 1965, PL 89 136 42 USC 3121 et. seq., and all related/subsequent Federal and Washington State legislation related to the purpose of the said Act;
7. To strengthen the regional economy through planning, program development, and economic diversification activities, and
8. Implement and administer other functions and agencies of regional concern as determined by its Board of Directors.

ARTICLE II

BOUNDARIES

The boundaries of the regional planning district shall be the boundaries of Benton County, Franklin County, Washington, and the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future, and any local, county, or state jurisdiction located within. All references to the "region" in this agreement shall mean Benton and Franklin Counties, and the Tri-Cities Urbanized Area unless changed by the Board as authorized by the COG Bylaws. The COG may be expanded to include contiguous geographic and statistically relevant areas and agencies economically and socially related to the region to provide mutual benefit.

ARTICLE III

FUNCTIONS AND AUTHORITIES

1. TRANSPORTATION. In meeting its responsibilities for regional transportation planning, the COG will:
 - a. Produce a Regional Transportation Plan (RTP) as prescribed by federal and state law and regulations and based on local comprehensive planning. The RTP will establish

planning direction for regionally significant transportation projects, as defined in state law, and shall be consistent with the regional growth management strategy, including but not limited to:

- i. Certify that transportation elements of local comprehensive plans are consistent with the regional transportation plan.
 - ii. Certify that all transportation projects within the region that have a significant impact on regional facilities or services are consistent with the RTP.
- b. Carry out MPO functions as prescribed for federally funded projects in the region. These functions include preparing an RTP, an annual or biennial Unified Planning Work Program (UPWP), and a four-year capital plan (with an annual element).
2. ECONOMIC DEVELOPMENT. To further the purposes of regional economic development, pursuant to RCW 39.34, the COG will:
 - a. Cooperatively develop and maintain a regional economic development strategy that complies with the Federal requirements for a Comprehensive Economic Development Strategy (USC 42, Chapter 38 Public Works and Economic Development, Subchapter IV) and is also consistent with the requirements of the state of Washington for comprehensive planning under the Growth Management Act (RCW 47.80).
 - b. Contract for, administer, and manage state and federal economic development programs as authorized in the COG Bylaws.
3. REGIONAL DATABASE DEVELOPMENT. The COG shall provide for the establishment and maintenance of a regional database to:
 - a. Support the development of the Metropolitan Transportation Plan and other regional planning efforts of mutual concern to the Members.
 - b. Forecast and monitor the region's economic, demographic, and travel conditions.
 - c. Develop the database jointly with relevant state agencies for use in the region by local governments and the State of Washington.
 - d. Respond to data prepared by the State Office of Financial Management.
4. TECHNICAL ASSISTANCE. The COG shall provide technical assistance to local, state, and federal governments through regional data collection and forecasting services consistent with the agency's purpose, functions, and budget upon request. In addition, the COG may provide, upon request, general transportation or economic development planning assistance consistent with the COG's purpose and functions to Members.
5. DISCUSSION FORUM. The COG may provide a forum for discussion among local and state officials and other interested parties on common regional issues.
6. RESEARCH AND PLANNING. The COG may act as a research and fact-finding agency for the Members. To that end, it may make such surveys, analyses, research, and reports requested as authorized in the bylaws of the Agency. The COG, upon such authority or requests, may also:
 - a. Make inquiries, investigations, and surveys concerning the resources of Benton and Franklin Counties.
 - b. Assemble and analyze the data thus obtained, the systematic utilization and

development thereof.

- c. Cooperate with other commissions and public and private agencies of the Region, Washington State, and the United States in planning endeavors.
- d. Develop programs of Intergovernmental cooperation for the benefit of Members.

7. OTHER FUNCTIONS. The COG shall, insofar as possible:

- a. Coordinate general planning among and for the Members
- b. Provide a written report to the members each year
- c. Prepare, approve, and administer its own annual budget, which includes setting the amount of cost allocations, member assessments, and dues, hiring an Executive Director (who shall hire and supervise employees), hiring consultants, engaging professional accounting, legal and other services as needed, sue and be sued; and other such additional modified, or removed functions and authorities as authorized in the COG Bylaws.

ARTICLE IV

BYLAWS

The authority to make, amend, or repeal bylaws is vested in the COG so long as such bylaws are consistent with the provisions of these articles and applicable laws. Bylaws for the COG are separately adopted and included in Exhibit A of this Agreement.

ARTICLE V

MEMBERSHIP

General Units of Government (excluding small cities with a population of less than 2,500 population) or Special Units of Government (such as school districts, public utility districts, and port districts) located within the COG's planning area of Benton and Franklin Counties of the State of Washington and the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future is eligible for voting membership in the COG through execution of this Agreement and the payment of such cost allocations as determined by the Board via dues or assessment. COG Membership shall be open to any general or special units of government located within the boundaries. The COG Board shall be comprised of delegates representing voting members as outlined in the Bylaws.

ARTICLE VI

ALLOCATION OF COSTS

Voting members in the COG shall contribute to the expense of the Agency in amounts as established annually by the COG and agreed to by participating jurisdictions pursuant to the budgetary laws outlined in the Revised Code of Washington (RCW). Members shall be assessed according to a per capita ratio or other equitable assessment established by the Board as authorized in the Bylaws. Services and facilities may be provided by participating agencies at a mutually agreed value in lieu of assessment, as authorized in the Bylaws.

ARTICLE VII

DURATION AND DISSOLUTION

The COG shall have perpetual existence until dissolved by: (1) a vote of 2/3 of the voting Members' provided that all members shall receive one month's written notice of the proposed dissolution and all members provided an opportunity for comment on the motion: or (2) withdrawal of such members so that the MPO/RTPO ratification thresholds are no longer met as required by 47.80 RCW and Ch. 468-86 WAC and/or Title 23 USC and Title 49 USC as currently adopted or as amended and 23 CFR Parts 450 and 500 and 40 CFR Part 613.

Upon termination of this Agreement, any money or assets in possession of the COG after payment of all liabilities, costs, expenses, and charges validly incurred under this Agreement shall be returned to all contributing governments in proportion to their assessment determined at the time of termination. The debts, liabilities, and obligations of the COG shall not constitute a debt, liability, or obligation of any member agency.

ARTICLE VIII

WITHDRAWALS

Any Member shall have the right to withdraw from this Agreement by giving written notice to the Board six months prior to the Board's annual meeting establishing the annual assessment. The Members agree that withdrawal will not absolve them of responsibility for meeting financial or other obligations of annual contracts or agreements which exist between the State of Washington or the federal government and the COG at the time of the withdrawal.

The formation of the MPO is based on the population of the metropolitan planning area. Withdrawal by any Member could put the existence of the MPO at risk, resulting in the loss of federal funding for transportation projects. Withdrawal of member jurisdictions could impact the organization with respect to its designation and funding as an RTPO under Washington State law.

ARTICLE IX

GENERAL PROVISIONS

- A. ADOPTION AND EFFECTIVE DATE. The effective date of this Agreement shall be upon ratification by the Counties and at least sixty percent (60%) of the cities and towns within the council area that represent seventy-five percent (75%) of the cities and towns population ("Ratification"). This Agreement shall be binding upon the Members who have executed this Agreement, their successors, and assigns, provided that upon Ratification, all prior agreements and bylaws between the parties shall be deemed terminated and replaced herewith. Thereafter, no city, town, tribe, or special district shall be a voting member of the Benton-Franklin Council of Governments, the Benton-Franklin Metropolitan Planning Organization/Regional Transportation Planning Organization Transportation Policy Board, or the Benton-Franklin Economic Development District until the Board has approved the entity's membership and the entity's governing body has approved this Agreement and paid assessed dues.
- B. AMENDMENTS. This Agreement may be amended by Board action pursuant to the COG Bylaws.
- C. FILING AND STATE APPROVAL. Pursuant to RCW 39.34.040, this Agreement shall be on the COG website or other electronically retrievable public source. To the extent any

state officer or agency has control over the operations which may be the subject of this Agreement, then this Agreement shall be submitted to such state officer or agency for approval pursuant to RCW 39.34.050 prior to its entry into force.

- D. INVALID PROVISIONS. If any portion of this Agreement, or its application to any local government, person, or circumstances, is held or determined to be invalid, such holding or determination shall not affect the validity or enforceability of any other term or provision, and the application of this Agreement to other local government entities, persons or circumstances shall not be affected.
- E. COUNTERPARTS. This Agreement may be executed in counterparts by the parties. Receipt of executed resolutions having the same effect as if all parties had signed the same agreement.

EXHIBITS

Exhibit A – Benton-Franklin Council of Governments Bylaws, Amended 5.19.2023

ADOPTION

These Bylaws were adopted as a total revision to and replacement of all previously existing Bylaws and amendments by the Benton-Franklin Council of Governments Board of Directors at their Meeting on the 19th day of May 2023 by BFCOG Resolution 04-23.



Brad Peck, Board Chair



Skip Novakovich, Board Vice-Chair

PARTICIPANTS

Participants in this agreement shall be whichever of the parties ratify this agreement. If any party fails to ratify this agreement, such action shall not affect this agreement as it pertains to the remaining parties.

WHEREAS, the **[MEMBER JURISDICTION NAME]** authorized the execution of this

Agreement by Resolution No. _____,

Adopted on _____ *[Date]*.

IN WITNESS WHEREOF, the parties hereto have set their hands.

By: _____

Attest: _____

Title: _____

Title: _____

Date: _____

Date: _____



BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

2. **SELECTION.** Each member sub-category representative to the Executive Committee will be selected by the members of that sub-category at their discretion by either election or consensus. Should any sub-category member not agree with the appointment method, they may request a dispute resolution process. If a resolution cannot be reached, the Board has the authority to select the Representative by a vote of the entire Board. In the event there is not a Delegate from the member sub-category able or willing to serve as the Executive Committee Representative, the sub-category members may request that the Board elect an At Large Representative to serve as their Representative.
3. **PURPOSE.** The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as provided by law, these Bylaws, or by Board resolution.
4. **POWER.** The Executive Committee shall have the power to take all required and necessary action on behalf of the Board between regularly scheduled Board meetings on issues and concerns requiring immediate attention. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to revision, alteration, change, or ratification by the Board. Actions that do not allow for revision, alternation, or change shall only be undertaken only by Board action. No action of the Executive Committee shall conflict with action taken by the Board.

BFCOG Interlocal Agreement Draft (7Bii 3.)

BFCOG Membership Eligibility – Cities under 2,500 population

ARTICLE V – MEMBERSHIP

General Units of Government (excluding small cities with a population of less than 2,500 population) or Special Units of Government.....

BFCOG Executive Committee Policy & Delegation of Authority Draft (7Bii 4.)

2.0 PROCEDURE

2.1 SELECTION

Each member sub-category representative to the Executive Committee will be selected by the members of that sub-category at their discretion by either election or consensus. Should any sub-category member not agree with the appointment method, they may request a dispute resolution process. If a resolution cannot be reached, the Board has the authority to select the Representative by a vote of the entire Board. In the event there is not a Delegate from the member sub-category able or willing to serve as the Executive Committee Representative, the sub-category members may request that the Board elect an At Large Representative to serve as their Representative.

BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

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BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

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2.2 ELECTION OF OFFICERS

The Board shall elect Officers from the Board members elected or appointed to the Executive Committee. The Chair shall call for and accept Officer nominations from the selected Executive Committee representatives. *

BFCOG TAC Committee Policy Draft (7Bii 6.)

2.0 PROCEDURE

2.2 MEETINGS

- A. The TAC, as a whole or by sub-committee, will meet monthly, unless due to a lack of agenda items, but not less than quarterly. The MPO staff will determine the meeting date, time, and frequency based on planning and program advisory needs. Unless otherwise required by law to conduct meetings in person, the MPO staff and TAC Chair, in coordination, may conduct TAC meetings in person, entirely virtual, or as a hybrid within-person and virtual participation.
- B.
- C. All MPO/RTPO items of business must be vetted through the TAC before being presented to the BFTPb for consideration.

2.3 PARTICIPATION

All TAC meetings shall be held in facilities available to the public meeting all required provisions of Title VI of the Civil Rights Act of 1964 (Title VI) and the Americans with Disabilities Act (ADA) and will encourage public comments so long as such comments comply with the furtherance of the TAC Committee mission and purpose. TAC meeting agendas will include an item for public comment. If a member of the public wishes to comment, they will need to be recognized by the Chair. They will be asked to state their name for the record, limit their remarks to three minutes unless granted additional time by the Chair, and deliver their comments courteously and efficiently directed to the Chair.

2.6 STAFF DUTIES

- A.
- B. MPO staff and TAC Chair in coordination shall determine the agenda and order of business in coordination with the Chair. MPO staff duties include preparing and distributing meeting agendas, minutes, and public notices.



INTERLOCAL COOPERATION AGREEMENT OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

*Amended May 19, 2023, BFCOG Resolution 04-23
(As a total and complete replacement for all previous Interlocal Agreements)*

PARTICIPANTS

Participants in this agreement shall be whichever of the parties ratify this agreement. If any party fails to ratify this agreement, such action shall not affect this agreement as it pertains to the remaining parties.

WHEREAS, the **[MEMBER JURISDICTION NAME]** authorized the execution of this

Agreement by Resolution No. _____,

Adopted on _____ *[Date]*.

IN WITNESS WHEREOF, the parties hereto have set their hands.

By: _____

Attest: _____

Title: _____

Title: _____

Date: _____

Date: _____



BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

RESOLUTION 03-23

A RESOLUTION OF THE BOARD OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS (BFCOG) ADOPTION OF UPDATED ORGANIZATION BYLAWS

WHEREAS, the Benton-Franklin Council of Governments (BFCOG), by Interlocal Agreement with its member jurisdictions, shall adopt Bylaws to carry out the purposes set forth in that Interlocal Agreement; AND

WHEREAS, the Benton-Franklin Council of Governments (BFCOG) operates under the Bylaws of the Benton-Franklin Council of Governments as amended September 18, 2020, in which Article 10 – Amendments, indicates the process by which Bylaws of the organization may be amended, repealed, or altered in whole or in part; AND

WHEREAS, the Board by Resolution 08-21, A Resolution of the Board of the Benton-Franklin Council of Governments Authorizing Bylaws Review, directed the formation of a Bylaws Review Committee recognizing that the current Bylaws amendments “were made expeditiously to meet Federal requirement” and that “a review of the Bylaws is necessary for the purpose of rectifying inconsistencies and is prudent to ensure organizational effectiveness”; AND

WHEREAS, a comprehensive set of Bylaws has been developed in cooperation between staff and the BFCOG Board, which rectifies identified inconsistencies and improves organizational effectiveness; AND

WHEREAS, this comprehensive set of Bylaws has been reviewed by the BFCOG Bylaws Committee, the BFCOG Executive Committee, and the state and federal program officers of stakeholder agencies; NOW THEREFORE

BE IT RESOLVED that the Board of the Benton-Franklin Council of Governments hereby adopts the attached updated Bylaws of the Benton-Franklin Council of Governments (Exhibit 1); AND

BE IT FURTHER RESOLVED that the Board of BFCOG now authorizes the Executive Director to provide these Bylaws to all member jurisdictions and necessary stakeholders on behalf of the organization.

ADOPTED by the Benton-Franklin Council of Governments Board by affirmative vote at the regularly scheduled Board meeting held on the 19th day of May 2023.

By: ; and
BRAD PECK, Chair

By: 
NICHOLAS (SKIP) NOVAKOVICH, Vice Chair

BYLAWS OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

(As a total and complete Replacement for all previous Bylaws Documents)

ARTICLE I

NAME and TERM

The name of this Agency shall be The Benton-Franklin Council of Governments, and it is referred to in these Bylaws as the "COG."

ARTICLE II

AREA SERVED

Benton and Franklin Counties of the State of Washington, and for the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future by the US Census and designated by the Federal Highway Administration of the US Department of Transportation.

ARTICLE III

ORGANIZATION

SECTION 1. ORGANIZATION: The Benton-Franklin Council of Governments (COG) is organized under the Interlocal Cooperation Act (RCW 39.34) and other federal and state laws as:

1. a **Council of Governments** (RCW 36.64.080);
2. a **Regional Planning Commission** (RCW 36.70.060);
3. a **Metropolitan Planning Organization** (MPO) (23 CFR Part 450.310(b)) designated by agreement between the Washington State Governor and local governments;
4. a **Transportation Management Area** (TMA) (23 CFR Part 450.310(c)) designated by the Secretary of the US Department of Transportation;
5. a **Regional Transportation Planning Organization** (RTPO) (RCW 47.80.020) and;
6. an **Economic Development District** (EDD) promulgated by the Economic Development Administration of the US Department of Commerce under authority granted by the Public Works and Economic Development Act of 1965. (40 USC Subtitle V)

The COG is the designated Metropolitan Planning Organization/Transportation Management Area for the Tri-Cities Urbanized Area as determined by the US Census and defined by the Federal Highway Administration of the US Department of Transportation, and the Regional Transportation Planning Organization as designated by the Washington State Department of Transportation (WSDOT).

The COG is the designated Economic Development District of Benton and Franklin counties as specified by the Economic Development Administration of the United States Department of Commerce.

Separate Interlocal Agreements further establish relationships between the COG and other jurisdictional partners.

ARTICLE IV

PURPOSE

SECTION 1: PRIMARY PURPOSES:

1. As a COUNCIL OF GOVERNMENTS, the COG exists to study regional and governmental problems of mutual interest and concern, and to formulate recommendations for review and action by member jurisdiction's legislative bodies. Pursuant to the Interlocal Cooperation Act (RCW 39.34) and the Interlocal Agreement entered into between member jurisdictions, the COG may also serve as a lead agency in providing programs that serve the mutual interest of member jurisdictions.
2. As a REGIONAL PLANNING AGENCY, the primary purpose is to initiate regional planning programs, accept grants in aid, receive state and federal funds for planning, and to further planning programs for the Benton-Franklin metropolitan area. As such, the COG has accepted state and federal designations supporting this primary purpose.
 - a. METROPOLITAN PLANNING ORGANIZATION/TRANSPORTATION MANAGEMENT AREA (MPO/TMA): The COG is responsible for MPO/TMA and RTPPO activities in Benton, Franklin, and the Burbank area of Walla Walla Counties. As such, the COG Board of Directors serves as both the governing Board and the Transportation Policy Board of the MPO/TMA. (See ARTICLE X. Metropolitan Planning Organization)
 - b. REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO): The COG is responsible for MPO/TMA and RTPO activities in Benton, Franklin, and the Burbank area of Walla Walla Counties. As such, the COG Board of Directors serves as both the governing Board and the Transportation Policy Board of the RTPO. (See ARTICLE XI. Regional Transportation Planning Organization)
 - c. ECONOMIC DEVELOPMENT DISTRICT (EDD): The COG is responsible for the EDD activities in Benton and Franklin Counties. As such, the BCOG Board serves as the governing Board of the EDD, acting on recommendations from the Economic Development District Advisory Committee per CFR 2018 Title 13 Volume 1 Section 304.2(c). (See ARTICLE XII. Economic Development District)

SECTION 2. SECONDARY PURPOSE:

1. The COG may provide administrative support and oversight to other local government entities and special districts. These other entities shall be governed per their own governing documents and be charged a fee for any services provided by the Benton-Franklin Council of Governments.
2. The COG may also provide various other administrative and planning assistance as requested by local government entities on a mutually agreed upon fee for services basis.

ARTICLE V

MEMBERSHIP ELIGIBILITY

SECTION 1. REGULAR MEMBERSHIP:

1. General Units of Government or Special Units of Government (such as school districts, public utility districts, and port districts) located within the COG's planning area of Benton and Franklin Counties of the State of Washington are eligible for Regular Membership in the COG; however, small cities with a population of less than 2,500, as determined by the Washington Office of Financial Management (OFM), are only eligible for Associate Membership.
2. Membership is established through acceptance of the Interlocal Agreement creating the COG and these Bylaws by the Jurisdiction's governing body.
3. Should a Native American tribe possess any trust land or reservation land located within the defined boundaries served by the COG, then such tribe shall be offered Regular Membership.
4. The Delegates of Regular Members shall occupy seats on the COG Board of Directors.

SECTION 2. VOTING RIGHTS: Regular Members each have the right to cast one vote on all matters coming to the Board for action.

1. In order to comply with RCW 47.80 and 23 CFR 450.310(d)(3), the COG as the designated MPO and RTPPO for the Tri-Cities Urbanized Area, will grant Ex Officio membership and the right to designate one Delegate representative to vote on any MPO/RTPPO matter coming to the COG Board for action to entities who are not Regular Members of the COG but require such rights. Currently, this includes:
 - a. Walla Walla County
 - b. Washington State Department of Transportation South Central Region

These Bylaws may be amended as provided in Article XVI of these Bylaws to accommodate other qualified Regular Members and different allocations of voting rights.

SECTION 3. ASSOCIATE MEMBERSHIP: Associate Members are authorized and shall be subject to annual dues in an amount to be determined annually by the Board. Associate Members are non-voting members of the organization. Community organizations and public agencies ineligible for Regular Membership in the COG may petition for Associate Membership. Associate Membership is granted upon application approval by the Board and payment of annual dues. Associate Members' Representatives are not eligible to be officers or voting Board members of the COG. They may participate as non-voting members of committees and may contract with BFCOG for technical assistance at a rate determined by the Board. An Associate Member representative may be appointed as a voting committee member by the Board Chair when deemed appropriate.

SECTION 4. EX OFFICIO MEMBERSHIP:

Ex Officio Membership may be granted upon approval of the Board to representatives of any regional, state, or federal agency representative at the Board's discretion or as required by regional, state, or federal program guidance.

SECTION 5. ALLOCATION OF COSTS, ASSESSMENTS, AND DUES:

1. Regular Members of the COG shall contribute to the expense of the COG by Assessment in amounts as established annually by the Board and agreed to by participating jurisdictions under the Budgetary laws as outlined in the Revised Code of Washington.

- a. Assessments for Regular Members, established annually by the Board, will be such that they ensure adequate operations of the COG and include funds necessary to meet matching requirements for federal or state programs approved by the Board.
 - b. Assessments for Regular Members will be assessed on a per capita ratio or other equitable assessment established by Board resolution.
 - c. Any Regular Member with Assessments outstanding after 120 days will automatically revert to non-voting Associate Member status until Dues are paid current.
2. Associate Members, while not contributing to the pro-rated expenses of the COG, shall be charged membership Dues which shall be established annually by Board at the same time as the Regular Members' contributions are established.
 3. The COG shall provide notice of annual Assessments and Dues for the upcoming fiscal year to all Members no later than November 1st of the current year, with payment due by February 15th of the new calendar year.
 4. The Board may also establish a Fee for Services schedule to be applied to services requested of the COG by individual Members or other organizations.
 5. The Board may also approve a Special or Emergency Assessment to Regular Members beyond the annual Assessment at any period if deemed necessary.

SECTION 6. ACTIVE MEMBER and MEMBER IN GOOD STANDING: An Active Member shall mean any Regular Member whose Delegate (primary or alternate) has been present for the immediate past three (3) consecutive Regular COG Board meetings. A Member in Good Standing shall mean a Regular or Associate Member whose Dues or Assessments are paid current with the COG.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. PURPOSE, POWERS, and DUTIES: The COG shall be managed by a Board of Directors and is referred to in these Bylaws as the "Board." The Board has a general power and fiduciary responsibility to:

1. Formulate and set the policy for the operation of the COG;
2. Control and direct the affairs, funds, and property of the COG;
3. Be responsible for the COG's finances;
4. Set the amount of member dues, fees for service, and annual assessments;
5. Enter into contracts necessary to accomplish COG goals;
6. Disburse the COG's monies and dispose of its property in fulfillment of the COG's purpose;
7. Hire an Executive Director to manage the day-to-day operations as necessary to conduct the affairs of the COG and to evaluate the Executive Director's performance.
The Board may delegate to the Executive Director through a Board-approved Delegation

of Authority document certain specific general powers and fiduciary responsibilities as the Board deems appropriate and in the best interest of the COG mission;

8. Adopt plans and act upon matters not formally delegated to the Executive Director; provided, however, the Board shall not permit any part of any assets or capital of the COG to inure to the benefit of any employee or private individual; and
9. Assure that the COG always operates under the guidelines of Title VI, ADA, and all other civil rights requirements imposed by local, state, and federal laws while providing opportunities for public involvement and participation.

SECTION 2. REPRESENTATION: The Board shall be comprised of Delegates representing Regular Members.

1. Each Regular Member shall be officially represented by one Delegate to the Board who is authorized to act on the Regular Member's behalf on any matter before the COG.
2. Each Regular Member shall designate and provide notice to the COG no later than February 28th of each year of the names and titles of one Primary Delegate and one Alternate Delegate who, in the absence of the Primary Delegate, is also authorized to act on the Regular Member's behalf on any matter which comes before the COG.
3. Primary and Alternate Delegates of Regular Member jurisdictions governed by an elected body must be elected officials of that governing body.
4. Primary Delegates of Regular Member jurisdictions governed by an appointed governing body shall be the chief executive officer of the jurisdiction, and the Alternate Delegate may be either a designated senior staff member or an appointed member of the jurisdiction's governing body.
5. Should it become necessary for a Regular Member to replace an appointed primary or alternate Delegate after their annual appointment, such member shall notify the COG of their appointment of a new Delegate before the next regularly scheduled COG Board meeting.

SECTION 3. TERM OF OFFICE: Delegates shall serve on the Board for such period as determined by their respective jurisdictional governing body.

SECTION 4. RESPONSIBILITIES: Board members will commit themselves to all Board responsibilities prescribed in these Bylaws and comply with all local, state, and federal laws.

1. Board members shall notify the Executive Director to request an excused absence and will coordinate participation by their designated alternate in such case.
2. Board members will advise the Executive Director of any issues of concern or particular interest to such members.
3. No member shall speak or act for the Board without the prior authorization of the Board.

SECTION 5. COMPENSATION: No member of the Board shall receive compensation for their services as a member of the Board. The Board may authorize reasonable reimbursement of expenses to any Board member for actual costs incurred when representing the COG officially to the extent the Board may deem appropriate.

SECTION 6. INVOLVEMENT IN CONTRACTS AND SERVICES: Nothing herein shall preclude a Board member from serving the COG in any other capacity and receiving reasonable

compensation for such service. However, should any Board member have a personal financial interest either directly or indirectly in any contract, transaction, or issue relating to the operations of the COG, the Board member must ensure that they comply with the COG's Procurement Policy and with all applicable conflict of interest and related provisions of federal and state law. Any Board member performing services unrelated to their duties as a Board member shall not request compensation for their services above their standard charges for the same or similar services assessed to others.

SECTION 7. CONFLICT OF INTEREST: Following Washington's Code of Ethics for Municipal Officers, Board members may not engage in any act that conflicts with properly discharging their official duties. Such conflicts of interest include but are not limited to holding a financial interest in a matter before the Board. In the event of a conflict of interest, a Board member must identify the conflict and recuse themselves from voting or taking any other action on the matter. Board members are bound by and shall comply with RCW 42.23, as amended. They shall not use their position on the Board for personal gain. Even where no conflict of interest exists under law, Board members are encouraged to disclose contacts or exposure they have had regarding a matter before the Board and recuse themselves from voting on measures relating to such a matter when they believe that such contact would prevent them from giving the action fair consideration or would injure the credibility of the Board.

SECTION 8. PERSONAL LIABILITY: No Board member or any uncompensated officer of the COG shall be personally liable to the COG or its members, if any, for monetary damages for conduct as a Board member or uncompensated Officer provided that this Article shall not eliminate the liability of a Board member or uncompensated Officer for any act or omission occurring before the date when this Article becomes effective and for any action or omission for which elimination of liability is not permitted under the RCWs of the State of Washington. Any Board member or uncompensated Officer shall be entitled to indemnification for any expenses or liability incurred in their capacity as a Board member or uncompensated Officer as provided by the laws of the State of Washington under which the COG is governed. The COG will maintain such officers and directors' liability insurance as recommended to provide adequate protection against liability.

SECTION 9. REMOVAL OF BOARD MEMBER: If an appointed Board member Delegate and Alternate of the same jurisdiction is absent for three (3) consecutive meetings, the Executive Director will notify the jurisdiction, and the jurisdiction will be invited to appoint another representative and delegate as necessary.

SECTION 10. MEMBER RESIGNATION: Should any Regular Member withdraw their membership relationship in the COG, that member's Delegate to the Board shall be deemed to have resigned effective as of the withdrawal date.

ARTICLE VII

OFFICERS

SECTION 1. PRINCIPAL OFFICERS: The principal officers of the COG shall be a Chair and a Vice Chair and are referred to in these Bylaws as "Officer/s." All Officers shall be elected to office at the Annual Meeting or at a meeting designated by the Board from among the Board members elected or appointed to the Executive Committee.

SECTION 2. DUTIES and POWERS: Each Officer shall perform the duties and exercise the powers usually attendant to their respective offices, including those duties stated in these Bylaws and such additional powers and duties as may be prescribed by the Board by resolution.

SECTION 3. ELECTION, ELIGIBILITY, and TERM OF OFFICE: The Officers of the COG shall be elected at the Annual Meeting or a designated meeting for such purpose.

1. The Board shall elect Officers from the Board members elected or appointed to the Executive Committee. The Chair shall call for and accept Officer nominations from the selected Executive Committee representatives.
2. To be eligible for election as an Officer, nominees must be the Primary Delegate representing a Regular member jurisdiction in Good Standing and have served on the Board for at least one year.
3. The newly elected Officers shall take office at the close of the meeting at which they were elected.
4. Officers shall be elected to serve a one-year term. They shall hold office until their successor has been elected, except in the case of death, resignation, or removal as provided in these Bylaws or the special provisions provided in Section 4 of this Article.

SECTION 4. OFFICE HOLDING LIMITATIONS:

1. No Board member shall hold more than one office at a time.
2. No Board member may serve in any one officer position for more than two consecutive terms; however
3. If no person is qualified or willing to assume an officer position at the end of the term of a current officer, as prescribed by these Bylaws, and the person currently serving in that officer position is willing to continue serving until another member of the Executive Committee becomes qualified and is willing to serve, the term limits for the Officer currently serving as written in Article VI, Section 3 of these Bylaws and Section 3 of this Article, may be suspended for the good of the COG by a two-thirds majority vote of the Board members to allow the Officer currently serving to continue to serve in that capacity as needed, or for a period not to exceed one year. Should this special provision be enacted, it will be the responsibility of the Board to ensure that another of their members becomes qualified and is willing to serve as quickly as possible, but in no event shall this take more than one year.

SECTION 5. REMOVAL OF OFFICERS: Any Officer may be removed for just cause at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Board membership.

SECTION 6. RESIGNATION OF OFFICERS: Any Officer may resign by giving written notice to the Board Chair or Vice Chair. Unless some measure prevents otherwise, the Board shall vote to accept such resignation at the next regularly scheduled Board meeting effective as to the date of the request.

SECTION 7. OFFICER VACANCIES: Vacancies among Officers, however arising, shall be filled by a majority vote of the Board members present at any regular or special meetings of the Board at which a quorum is present or by enacting the special provision provided for in Section 4 of this Article. The Board member filling the vacated officer position will fill that position for the remaining term of the Officer who left.

SECTION 8. CHAIR:

1. The Chair shall serve as Board and Executive Committee Chair, presiding over all Board and Executive Committee meetings.
2. The Chair will do and perform all acts incident to the office of the Chair, including the execution of all instruments on behalf of the COG, such as contracts, agreements, and other documents for which the Chair's signature is necessary or desirable.
3. The Chair shall officially represent the COG before other groups and agencies.
4. The Chair shall have such additional powers and duties as may be assigned to the Chair by resolution of the Board.
5. Unless otherwise provided for in these Bylaws, the Chair shall recommend for Board approval the establishment of committees, the chairperson, and the members for each committee. The Chair will also be an ex officio, non-voting member of each committee.

SECTION 9. VICE-CHAIR:

1. In the absence of the Chair, the Vice Chair shall exercise the powers and perform the Chair's duties.
2. The Vice-Chair shall assist the Chair, have other powers, and perform other duties designated by the Chair or the Board.

ARTICLE VIII

BOARD OF DIRECTORS MEETINGS

SECTION 1: SPECIFIC MEETING REQUIREMENTS:

1. All meetings of the Board and Committees shall provide for public access, participation, and inclusivity unless SECTION 7 of this Article takes effect.
2. Meetings will be held in locations that comply with the American Disability Act (ADA), the Title VI of the Civil Rights Act of 1964, and the Open Public Meeting Act (OPMA) of the State of Washington, as currently amended.
3. To ensure appropriate notice, public involvement, and effective regional decision-making, all meetings and notices will comply with the OPMA requirements.

SECTION 2. ANNUAL MEETING: An Annual Meeting of the Board shall be held on such date as may be fixed by the Board, generally in December. The Annual Meeting may be combined with a regular meeting of the Board. The primary purpose of the Annual Meeting shall be for the election of officers, committee appointments, and to receive annual reports of officers, the Executive Director, and other appropriate staff members designated by the Executive Director. The program agenda and arrangements for the Annual Meeting shall be under the control and direction of the Chair with assistance from the Executive Director.

SECTION 3. REGULAR MEETINGS: Regular meetings of the Board may be held on dates and frequency as fixed from time to time by the Board. Meetings may be held anywhere designated by the Board, with proper notice given to all serving Board members and the public. A list of regular meeting dates for the succeeding calendar year shall be published and adopted at a meeting before the end of each calendar year.

SECTION 4. SPECIAL MEETINGS: Special meetings of the Board may be called at any time by the Chair or at the request of at least three (3) of the Regular Members in Good Standing. The purpose of the Special Meeting, date, time, and location shall be stated in the call for the meeting, providing at least twenty-four (24) hours advance notice to all Board members and the public.

SECTION 5. WORKSHOP MEETINGS: The Board may meet in workshop sessions to review and discuss current or proposed matters, including receiving information from Staff or others. No official final Board action shall be allowed at a workshop.

SECTION 6. EXECUTIVE SESSIONS: The Board may enter an Executive Session at any time during a regular or special meeting and shall convene and conduct such sessions in conformance with all applicable RCWs and all requirements of the Open Public Meeting Act as currently amended.

1. The Board may only discuss in executive session matters allowed by current RCWs and all other applicable laws.
2. No participant in an Executive Session shall disclose to any person the content or substance of any discussion which took place during said Executive Session.
3. The Board may take no action in an Executive Session.
4. Before convening an Executive Session, the Chair shall publicly announce the purpose of the Executive Session, citing applicable RCWs allowing for the Executive Session, announce who, in addition to Board members, will be invited to attend the Executive Session, announce whether a Board action will be taken once the meeting is reconvened, and the anticipated time the Executive Session will be concluded.
5. The announced time limit for an Executive Session may be extended by an announcement from the Chair to all meeting attendees excluded from the Executive Session. The Executive Session may be extended to a stated date and time by the Chair's announcement in an open session.

SECTION 7. VIRTUAL MEETING PARTICIPATION: Unless otherwise required by law to conduct meetings in person, at the discretion of the Board, the COG may conduct meetings in person, entirely virtual, or as a hybrid with both in-person and virtual participation. A Board member, alternate, staff member, or member of the public may virtually participate in a virtually enabled meeting so long as all attending may simultaneously hear each other and participate during the meeting, and proper accommodations for public attendance are provided to the extent reasonably possible.

1. Participation of Board members by such means shall constitute presence in person at a meeting to establish a quorum, vote, and other purposes.
2. Except as otherwise provided in these Bylaws or as prescribed by the Open Public Meetings Act of the State of Washington as currently amended or other applicable state and federal laws, meetings of the Board or any committee may be conducted through the use of the Internet or telephonic meeting services as approved by the Chair that supports audio and visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permit the retrieval of) text of pending motions, and showing the results of votes, and shall at all times provide for public accessibility and participation.

3. Virtual or hybrid meetings may be available if deemed appropriate, and technology and location allow for such.
4. Fully virtual or hybrid meetings of the Board shall be subject to all rules adopted by the Board to govern them, which may include reasonable limitations on and requirements for Board member participation. Any such rules adopted by the Board shall supersede any conflicting rules in parliamentary authority but may not otherwise conflict with or alter any rule or decision of the COG.
5. Any anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.
6. Names of all Board members participating in the meeting by virtual means must be announced, and their presence must be noted in the meeting minutes.

SECTION 8. NOTICE OF MEETINGS:

1. ANNUAL OR REGULAR MEETINGS. Written notice of the time and place of the Annual and Regular meetings shall be sent to each Board member in the care of the last known location of the business, residence, or contact address of the Board member at least seven (7) days, but not more than twenty-one (21) days, before the date of such Meeting and may be sent by electronic mail (Email) or first-class mail.
2. SPECIAL MEETINGS. Written notice of a Special meeting shall be made to each Board member in the care of the last known place of business, residence, or contact address of the Board member at least twenty-four (24) hours in advance of the Special Meeting and may be sent by electronic mail (Email) or first-class mail.
3. Any meeting may be recessed, continued, or adjourned from time to time without additional notice provided proper notice was given for the original Meeting.

SECTION 9. QUORUM: Unless otherwise provided in these Bylaws or required by law, the presence of a majority of the Delegates of Regular Members of the COG in good standing shall constitute a quorum for the transaction of any business before any meeting of the COG. In the absence of a quorum, a majority of the Board members present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members if at least a majority of the required quorum for such a meeting approves any action taken.

SECTION 10. VOTING: At any Board meeting at which a quorum is present, each Board member present shall be entitled to one vote and, except as otherwise provided by law or these Bylaws, the act of a majority of the Board members shall be considered the act of all of the Board. Only Regular Members in Good Standing retain the right to vote. Associate Members, Special Members, and Ex-Officio Members shall not have the right to vote except those specifically designated elsewhere in these bylaws. (See ARTICLE II - MEMBERSHIP, Section 2 Voting Rights, a.)

SECTION 11. OPEN MEETINGS AND PUBLIC PARTICIPATION: All Board meetings shall be held in facilities available to the public meeting all required provisions of Title VI of the Civil Rights Act of 1964 (Title VI) and the Americans with Disabilities Act (ADA), and will encourage public comments, suggestions, and assistance so long as such comments, advice, and assistance comply with the furtherance of the COG missions and purposes.

1. Board meeting agendas will include an item for public comment.
2. If a member of the public wishes to comment, they will need to be recognized by the Chair. They will be asked to state their name for the record, limit their remarks to three minutes unless granted additional time by the Chair, and deliver their comments courteously and efficiently directed to the Chair.
3. Board members will not be expected to engage in conversations with the public but may refer appropriate questions to staff and direct staff to follow up to provide answers. If action is required or has been requested, the Chair may have the request placed on a future agenda for action or investigation and a report.

SECTION 12. PROXIES: The COG does not authorize proxy voting at any board or committee meeting.

ARTICLE IX COMMITTEES

SECTION 1. STANDING COMMITTEES: The COG will have the following standing committees, the members of which will be elected at the Annual Meeting each year:

1. EXECUTIVE COMMITTEE

Additional standing committees in support of the COG's roles as an MPO, RTP, and EDD are referenced in their respective Articles within these Bylaws. All standing committees shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy that outlines the committee's purpose, composition, quorum, leadership, authority, and functions.

SECTION 2. ADDITIONAL COMMITTEES: The Board may, at any Board meeting, designate additional standing committees, ad hoc committees, and special committees of the Board. The Board may appoint advisory committees and honorary groups and set committee terms and expectations.

SECTION 3. COMMITTEE MEMBERSHIP:

1. Unless otherwise provided for in these Bylaws, a Board-adopted Committee Policy, or requirements mandated by any Washington State or Federal designation assumed by the COG, the Board Chair shall recommend for Board approval the establishment of committees, the means of appointing or selecting a chairperson, and the members for each committee from among the Delegates of Regular Members in Good Standing. Each committee shall consist of at least three members, at least one of whom shall be a voting Board member representing a Regular Member in Good Standing.
2. Unless otherwise provided for in these Bylaws or by the laws of the State of Washington, any committee designated by the Board may include as full voting members of such committee, persons regardless of whether they are Board members or Officers of the COG, as the Board shall determine.
3. Each such committee shall have powers to the extent delegated to it by the Board via resolution and by the laws of the State of Washington.

4. Each committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or any member of the Board.
5. At the discretion of the Board, at least one member of the COG staff may be appointed as an ex officio, non-voting, participating member of each Board committee.

SECTION 4. EXECUTIVE COMMITTEE:

1. **MEMBERSHIP.** The Executive Committee shall consist of five (5) members representing the following COG member sub-categories:
 - a. COUNTY REPRESENTATIVE
 - b. LARGE CITY REPRESENTATIVE (over 20,000 population)
 - c. SMALL CITY REPRESENTATIVE (under 20,000 population)
 - d. PORT DISTRICT REPRESENTATIVE
 - e. TRANSIT AGENCY REPRESENTATIVE
2. **SELECTION.** Each member sub-category representative to the Executive Committee will be selected by the members of that sub-category at their discretion by either election or consensus. Should any sub-category member not agree with the appointment method, they may request a dispute resolution process. If a resolution cannot be reached, the Board has the authority to select the Representative by a vote of the entire Board. In the event there is not a Delegate from the member sub-category able or willing to serve as the Executive Committee Representative, the sub-category members may request that the Board elect an At Large Representative to serve as their Representative.
3. **PURPOSE.** The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as provided by law, these Bylaws, or by Board resolution.
4. **POWER.** The Executive Committee shall have the power to take all required and necessary action on behalf of the Board between regularly scheduled Board meetings on issues and concerns requiring immediate attention. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to revision, alteration, change, or ratification by the Board. Actions that do not allow for revision, alternation, or change shall only be undertaken only by Board action. No action of the Executive Committee shall conflict with action taken by the Board.
5. **QUORUM.** The presence of a simple majority of the members of the Executive Committee then serving in office, including either the Chair or Vice-Chair, shall be necessary to constitute a quorum. The act of a majority of the Executive Committee members present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee.
6. **RECORDS.** The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Directors.

SECTION 5. MEETINGS OF COMMITTEES:

1. Unless otherwise provided for in these Bylaws or a Board-adopted Committee Policy, the Committee Chair shall schedule the time, date, location, and number of regular meetings it will hold each year as necessary to accomplish the mission for which each committee was established.
2. Unless otherwise provided for in these Bylaws or a Board adopted Committee Policy, a majority of the members then serving on a committee constitutes a quorum for the Meeting of the committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee.
3. Meetings of all Committees shall be held in locations that comply with the American Disability Act, Title VI of the Civil Rights Act of 1964, and the Open Public Meeting Act of the State of Washington as currently amended. All Committee meetings shall provide for public access, participation, and inclusivity.

SECTION 6. TERM LIMITS: No person shall serve as committee chair for more than two consecutive one-year terms. Following a one-year absence, that person may be reappointed as Chair of the same committee. All committee appointments expire on December 31st of the year for which the appointment is made.

ARTICLE X

BENTON-FRANKLIN METROPOLITAN PLANNING ORGANIZATION

SECTION 1. ORGANIZATION: BFCOG, designated by agreement between the Washington State Governor and the local governments of Benton and Franklin Counties as the Metropolitan Planning Organization (MPO) for the Tri-Cities Urbanized Area. The MPO has further been designated as a Transportation Management Area (TMA) by the Secretary of the US Department of Transportation, based on an urbanized area with a population of over 200,000 as defined by the Bureau of the Census.

SECTION 2. PURPOSE: BFCOG, serving as the MPO/TMA, implements metropolitan planning functions for the Tri-Cities Urbanized Area as outlined in 23 USC 134, 49 USC 5303, 23 CFR Parts 450 and 50, and 40 CFR Part 613 as currently adopted or hereafter amended which outline the following duties:

1. All activities incidental, necessary, convenient, or expedient for maintaining continuing, cooperative, and coordinated transportation plans for Benton County, Franklin County, and the Burbank area of Walla Walla County;
2. Prioritizing and selecting federally funded projects;
3. Responsibilities for all duties required by current and future federal, state, and local transportation planning and coordination laws, in addition to all other applicable federal transportation legislation;
4. Responsibilities for federal and state Clean Air and Growth Management Act requirements; and
5. Responsibilities for the accomplishment of all other duties and requirements that Federal laws may, from time to time, require the laws of the State of Washington and any regional or local applicable laws.

SECTION 3. MEMBERSHIP/VOTING RIGHTS: 23 CFR 450.310(d)(1) stipulates each MPO that serves as a designated TMA shall consist of:

- (i) Local elected officials;
- (ii) Officials of public agencies that administer or operate major modes of transportation in the metropolitan area, including representation by providers of public transportation; and
- (iii) Appropriate State officials.

In accordance with 23 CFR 450.310(d)(3)(i), these bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the MPO/TMA.

In accordance with 23 CFR 450.310(d)(3)(iii), these bylaws further designate that specific entities requiring voting rights will be granted Ex Officio Membership in the COG (Article V. Membership (2)(a) Voting Rights) and are granted the right to appoint one Delegate representative to vote on any MPO/RTPO matter coming to the Council for action. This includes:

- a. Washington State Department of Transportation South Central Region
- b. Any public agency that administers or operates major modes of transportation in the Tri-Cities Urbanized area that is not a Regular Member of the COG by Interlocal Agreement

SECTION 4. BOARD OF DIRECTORS/OFFICERS: These bylaws designate the Board (Article VI. Board of Directors), and its Officers (Article VII. Officers) also serve simultaneously as the BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board).

SECTION 5. DUES ASSESSMENT: COG Regular Members commit to providing any matching funds required for Federal MPO/TMA program participation approved by the Board via annual assessment.

SECTION 6. STANDING COMMITTEES:

BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPB):

MEMBERSHIP: The composition of the BFTPB shall remain consistent with federal and state law as currently adopted or amended. If such state or federal laws change, the composition of the BFTPB will automatically be adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

PURPOSE: To ensure that metropolitan and regional transportation planning is conducted in a coordinated process that minimizes unnecessary duplication of work and oversight, the MPO and RTPO Transportation Policy Boards have been combined into the BFTPB. In addition to governing the metropolitan and regional transportation planning processes, the BFTPB is also charged with allocating the combination of federal, state, and local funds to the numerous projects in the Transportation Improvement Program (TIP).

TECHNICAL ADVISORY COMMITTEE:

MEMBERSHIP: The Technical Advisory Committee (TAC) shall consist of professional and technical planners, engineers, similar disciplines, and other appropriate employees of COG

Regular Members that create the MPO/RTPO and other designated agencies as determined by the Board and in compliance with Federal and State guidance.

At the discretion of the BFTPb, the TAC may be convened in sub-committees to ensure appropriate expertise and guidance based on the nature of the MPO/RTPO's planning and programmatic activities.

PURPOSE: At the direction of the BFTPb, the TAC works in an advisory capacity on technical matters relating to transportation planning and programming. The guidance provided by the TAC is intended to help the Board understand complex engineering and planning concepts and to provide advisory recommendations on how Board decisions on projects and programs of a technical nature are likely to impact local and regional constituencies.

SECTION 8. MISCELLANEOUS: Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin Metropolitan Planning Organization.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and Title VI of the Civil Rights Act of 1965.

ARTICLE XI

BENTON-FRANKLIN-WALLA WALLA

REGIONAL TRANSPORTATION PLANNING ORGANIZATION

SECTION 1. ORGANIZATION: Under RCW 47.80.20 Regional Transportation Planning Organizations (RTPO) authorized, BFCOG has been designated as the lead planning agency for the Benton-Franklin-Walla Walla RTPO. By interlocal agreement, a Walla Walla Sub-RTPO was created, with Walla Walla Valley MPO serving as its lead agency and assuming all RTPO duties and responsibilities for Walla Walla County.

SECTION 2. PURPOSE: Per RCW 47.80.10, the legislature finds that while the transportation system in Washington is owned and operated by numerous public jurisdictions, it should function as one interconnected and coordinated system. Transportation planning, at all jurisdictional levels, should be coordinated with local comprehensive plans. Further, local jurisdictions and the state should cooperate to achieve statewide and local transportation goals. To facilitate this coordination and cooperation among state and local jurisdictions, the legislature declares it to be in the state's interest to establish a coordinated planning program for regional transportation systems and facilities throughout the state.

RCW 47.80.023 outlines the following RTPO duties:

1. Prepare and periodically update a transportation strategy for the region. The strategy shall serve as a guide in preparing the regional transportation plan.
2. Prepare a regional transportation plan outlined in RCW 47.80.030 consistent with countywide planning policies if such has been adopted under chapter 36.70A RCW, with county, city, and town comprehensive plans and state transportation plans.
3. Certify that the transportation elements of comprehensive plans adopted by counties, cities, and towns within the region reflect the guidelines and principles developed under

RCW 47.80.026, are consistent with the adopted regional transportation plan, and, where appropriate, conform with the requirements of RCW 36.70A.070.

4. Where appropriate, certify that countywide planning policies adopted under RCW 36.70A.210 and the adopted regional transportation plan are consistent.
5. Develop, in cooperation with the Department of Transportation, public transportation services operators, and local governments within the region. This six-year regional transportation improvement program proposes regionally significant transportation projects, programs, and transportation demand management measures.
6. Include specific opportunities and projects to advance special needs coordinated transportation, as defined in *RCW 47.06B.012, in the coordinated transit-human services transportation plan, after providing an opportunity for public comment.
7. Designate a lead planning agency to coordinate the preparation of the regional transportation plan and fulfill the other responsibilities of the organization. The lead planning agency may be a regional organization, a component county, city, or town agency, or the appropriate Washington state department of the transportation district office.
8. Review the level of service methodologies used by cities and counties planning under chapter 36.70A RCW to promote a consistent regional evaluation of transportation facilities and corridors.
9. Work with cities, counties, transit agencies, the department of transportation, and others to develop level-of-service standards or alternative transportation performance measures.

SECTION 3. MEMBERSHIP/VOTING RIGHTS:

1. To ensure consistency between the MPO/RTPO, these Bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the MPO/RTPO.
2. In accordance with RCW 47.80, as currently adopted or amended, these bylaws further designate that specific entities requiring voting rights will be granted Ex Officio Membership in the COG (Article V. Membership (2)(a) Voting Rights) and are granted the right to appoint one Delegate representative to vote on any RTPO matter coming to the Council for action. This includes:
 - a. Washington State Department of Transportation South Central Region
3. Under RCW 47.80.040, as currently adopted or amended, any members of the Washington State House of Representatives or Senate whose district is wholly or partly within the boundaries of the COG planning area boundary are granted Ex Officio, non-voting membership in the COG and the Transportation Policy Board by the COG's designation as RTPO.

SECTION 4. BOARD OF DIRECTORS/OFFICERS: These bylaws designate the COG Board (Article VI. Board of Directors), and its Officers (Article VII. Officers) also serve simultaneously as the BENTON-FRANKLIN TRANSPORTATION POLICY BOARD. (Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board)

SECTION 5. DUES ASSESSMENTS:

Regular Members commit to meet any matching funds required for State RTPPO program participation approved by the Board via annual assessment.

SECTION 7. STANDING COMMITTEES

BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPb): Acting as the Transportation Policy Board, the COG Board, plus the designated representatives from WSDOT and Walla Walla County, have the authority to conduct the RTPPO functions outlined in RCW 47.80 and WAC 468-86, as currently adopted, or hereafter amended. The composition of the Transportation Policy Board shall remain consistent with federal and state law as presently adopted or amended. If such state or federal laws change, the composition of the Transportation Policy Board will be automatically adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

SECTION 8. MISCELLANEOUS

Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin-Walla Walla Regional Transportation Planning Organization.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all ADA and Title VI requirements.

ARTICLE XII

BENTON-FRANKLIN ECONOMIC DEVELOPMENT DISTRICT

SECTION 1. ORGANIZATION: The COG is the designated Economic Development District of Benton and Franklin counties as specified by the United States Department of Commerce Economic Development Administration. The Benton-Franklin Economic Development District (BFEDD) is a distinct and separate entity operated by the COG, as promulgated by the Economic Development Administration of the US Department of Commerce under authority granted by the Public Works and Economic Development Act of 1965.

SECTION 2. PURPOSE: The BFEDD Economic Planning Program helps lead a locally based, regionally driven economic development planning process that leverages the involvement of the public, private, and non-profit sectors to establish a strategic blueprint (Comprehensive Economic Development Strategy - CEDS) for regional collaboration to guide economic prosperity and resiliency for the Benton-Franklin area. Additionally, the BFEDD may engage in other approved programs that align with the goals of the Public Works Economic Development Act of 1965 (PWEDA).

SECTION 3. MEMBERSHIP:

1. To ensure consistency, these bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the BFEDD.
2. Community organizations and public agencies ineligible for Regular Membership in the COG, whose interests and mission align with those of the BFEDD, may petition for Associate Membership. Associate Membership is granted upon application approval by the Board of Directors and payment of annual dues.

SECTION 4. BOARD OF DIRECTORS: These Bylaws designate the Board (Article VI. Board of Directors) and its Officers (Article VII. Officers) also serve simultaneously as the governing body of the Benton-Franklin Economic Development District.

1. As the BFEDD governing body, the Board is responsible for all actions and activities of an Economic Development District as specified by the Economic Development Administration of the United States Department of Commerce per CFR 2018 Title 13 Volume 1 Part 304 Economic Development Districts.
2. The Board acts on recommendations from the Economic Development District Advisory Committee, ensuring compliance with CFR 2018 Title 13 Volume 1 Part 304.2(c).

SECTION 4. VOTING RIGHTS: Representatives of Associate Members are not eligible to be officers or voting Board members of the COG but may be appointed voting members of committees and may also contract with the COG for technical assistance at the prevailing rate.

SECTION 5. DUES ASSESSMENTS:

1. Regular Members commit to meet any matching funds required for Federal or State EDD program participation approved by the Board via annual assessment.
2. Associate Members are authorized and shall be subject to annual dues in an amount to be determined annually by the Board.

SECTION 6. MEETINGS: At its sole discretion, the Board may conduct business for the BFEDD as part of any scheduled COG meeting or convene a separate meeting of the BFEDD.

Following CFR 2018 Title 13 Volume 1 Section 304.2(4)(i), public meetings where the business of the BFEDD is conducted must be held at least twice per calendar year.

SECTION 7. STANDING COMMITTEES

ECONOMIC DEVELOPMENT DISTRICT ADVISORY COMMITTEE (EDDAC):

MEMBERSHIP: The Economic Development District Advisory Committee (EDDAC) is appointed by the COG Board and is comprised of community stakeholders broadly representative of the principal economic interests of the Benton-Franklin region.

PURPOSE:

1. The EDDAC will provide advisory recommendations and advice on how the EDD can help lead a locally-based, regionally-driven economic development planning process involving active participation from the private sector, public officials, non-profit organizations, educational institutions, and private citizens.
2. The EDDAC will also serve as the Comprehensive Economic Development Strategy (CEDS) Committee, ensuring the creation of a CEDS to guide economic prosperity and resilience in the region.
3. The EDDAC will advise the COG, as the EDD governing board, on decisions related to projects and programs under the EDD.

SECTION 8. ADDITIONAL COMMITTEES:

REGIONAL REVOLVING LOAN FUND COMMITTEE (RRLFC):

MEMBERSHIP: The RRLFC will comprise a maximum of twelve members appointed by the Board. The three participating communities (Richland, Kennewick, and Pasco) and the two

counties will each appoint one designated primary representative and one alternate. The Board will appoint six (6) members-at-large; three (3) of whom will be selected for their commercial lending experience/legal acumen and experience, and three of whom will have small business ownership/management experience.

PURPOSE: The RRLFC's purpose is to provide oversight and direction to the revolving loan fund program administered by the COG. The primary function shall be to make recommendations to the Board regarding the following:

1. After Review, Recommend Loan Applications for Approval
2. Decision to call due, delinquent loans.
3. Decision to liquidate assets held as fund collateral.
4. Procedural changes in day-to-day fund operations and paperwork.

SECTION 9. MISCELLANEOUS: Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin Economic Development District.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and Title VI of the Civil Rights Act of 1965.

ARTICLE XIII

MISCELLANEOUS

SECTION 1. FISCAL YEAR: The fiscal year of the COG shall begin on January 1st and end on December 31st of each year.

SECTION 2. FISCAL PROCEDURES: The COG shall maintain fiscal records and accounts consistent with the procedures established by the Auditor of the State of Washington as they are presented in the Budgeting, Accounting, Reporting System (BARS) Manual and under the accounting rules prescribed for and applicable to, counties (RCW Chapter 36).

1. Non-salary expenditures of the COG shall be made by warrant, based upon a voucher summary bearing the signature of the Executive Director and at least two officers of the COG.
2. Salary and related expenditures shall be made by warrant, based upon a payroll voucher bearing the signature of the Executive Director.
3. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the COG. The Board shall determine who shall be authorized on the COG's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

SECTION 3. CONTRACTS AND CONTRACTUAL SERVICES: The Board may authorize the COG to enter into any contract or reasonable agreement with a private or corporate individual, a private firm or association, the Federal government, the State of Washington, or any other governmental jurisdictions necessary to execute the designated organizational purposes described in these Bylaws. The Board, except as otherwise provided in these bylaws, may

authorize any officer or officers, agent or agents, in the name of and on behalf of the COG to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the COG by any contract or engagement or to pledge its credit or to render it financially liable in any amount for any purpose.

SECTION 4. LOANS: The Board may authorize loans to be contracted on behalf of the COG as determined necessary by resolution of the Board.

SECTION 5. CHECKS, DRAFTS, ETC: All checks, drafts, and other orders for the payment of money out of the funds of the COG, and all notes or other evidence of indebtedness of the COG, shall be signed on behalf of the COG in such manner as determined by resolution of the Board.

SECTION 6. DEPOSITS: All funds of the COG not otherwise employed shall be deposited to the credit of the COG in such banks, trust companies, or other depositories as the Board may select.

SECTION 7. SEVERABILITY: Should any of the covenants, terms, or provisions imposed in these Bylaws be or become unenforceable at law or in equity, the remaining provisions of these Bylaws shall, nevertheless, be and remain in full force and effect.

ARTICLE XIV INDEMNIFICATION

The COG may indemnify any current or former member of the Board, any current or former member of the Executive Committee, any current or former uncompensated Officer, any other Board member, Officer, or former Board member or Officer, their heirs or assigns, for any judgments, settlement amounts, attorney's fees and litigation expenses incurred by them because of their having been made a party to litigation due to their current or former capacity as a member of the Executive Committee, member of the Board of Directors or current or former Board member or Officer of the COG. The provisions of ARTICLE VI, SECTION 8 also apply to this Article where those provisions are not repetitive or contradictory.

1. The COG may advance expenses where appropriate. Payment of indemnification must be reported at the Board's next regular Meeting.
2. The provisions of this section apply to any cause of action arising before the adoption of these Bylaws.
3. The indemnification rights set forth herein are not exclusive.
4. An Executive Committee member or Board of Director member is not entitled to indemnification if the COG itself brings the cause of action against an Executive Committee member or Board of Director member or if it is determined in judgment that the Executive Committee member or Board of Director member was derelict in the performance of their duties or had reason to believe their action was unlawful.
5. No Executive Committee member or Board of Director member, or any uncompensated Officer of the COG shall be personally liable to the COG for monetary damages for conduct as an Executive Committee member or Board of Director member, or uncompensated Officer provided that this Article shall not eliminate the liability of an Executive Committee member, Board of Director member, or uncompensated Officer for

any act or omission occurring before the date when this Article becomes effective and for any act of omission for which elimination of liability is not permitted under the laws of the State of Washington as well as all local and federal applicable laws.

ARTICLE XV

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the COG in all cases in which they are applicable and in which they are inconsistent with these Bylaws and any special rules of order the COG may adopt.

ARTICLE XVI

AMENDMENT OF BYLAWS

These Bylaws may be amended, modified, or replaced in whole or part by an affirmative vote of two-thirds of Regular Members in Good Standing of the Board at any Regular or Special meeting. Written notice of any proposed amendment or modification shall be given to all voting Board members at least ten (10) days before the Meeting at which the proposed amendment or modification is voted upon.

ADOPTION

These Bylaws were adopted as a total revision to and replacement of all previously existing Bylaws and amendments by the Benton-Franklin Council of Governments Board of Directors at their Meeting on the 19th day of May 2023 by BFCOG Resolution 03-23.



Brad Peck, Board Chair



Skip Novakovich, Board Vice-Chair



BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

RESOLUTION 05-23

A RESOLUTION OF THE BOARD OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS (BFCOG) ADOPTING STANDING COMMITTEE POLICIES

WHEREAS, the Benton-Franklin Council of Governments (BFCOG) operates under the Bylaws of the Benton-Franklin Council of Governments as amended May 19, 2023, which outline the powers of the Board of Directors to manage the business affairs of the COG; AND

WHEREAS, the Bylaws, Article IX Committees, Section 1. Standing Committees identify the following standing committees for BFCOG: Executive Committee and Nominating Committee; AND

WHEREAS, the BFCOG Board of Directors serves simultaneously as the governing body of the Benton-Franklin Metropolitan Planning Organization as the Transportation Policy Board, and the Benton-Franklin Economic Development District; AND

WHEREAS, the Bylaws, Article X Benton-Franklin Metropolitan Planning Organization, Section 6. Standing Committees identify the following standing committee: Technical Advisory Committee; AND

WHEREAS, the Bylaws, Article XII Benton-Franklin Economic Development District, Section 7. Standing Committees identify the following standing committee: Economic Development Advisory Committee; AND

WHEREAS, the aforementioned Bylaws, Article IX Committees, Section 1. Standing Committees states, "All standing committees will have a Board-adopted Committee Policy outlining the committee's purpose, composition, quorum, leadership, authority, and functions."

WHEREAS, the Executive Director, the Executive Committee, the Bylaws Committee, and the TAC have collaborated in drafting and reviewing these referenced policies; AND

NOW THEREFORE BE IT RESOLVED that the Board of the Benton-Franklin Council of Governments hereby adopts the attached Standing Committee Policies:

- BFCOG Executive Committee Policy & Delegation of Authority
- BFCOG Transportation Policy Board Committee Policy
- BFCOG MPO/RTPO Technical Advisory Committee Policy
- BFCOG Economic Development District Advisory Committee Policy

ADOPTED by the Benton-Franklin Council of Governments Board by affirmative vote at the regular scheduled Board meeting held on the 19th day of May 2023.

By: ; and
BRAD PECK, Chair

By: 
NICHOLAS (SKIP) NOVAKOVICH, Vice Chair

BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

587 Stevens Drive • P.O. Box 217 • Richland, WA 99352 • (509) 943-9185
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BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Regional Planning Agency for Benton & Franklin Counties

Benton-Franklin Metropolitan Planning Organization • Regional Transportation Planning Organization
Benton-Franklin Economic Development District

Exhibits:

1. BFCOG Executive Committee Policy & Delegation of Authority
2. BFCOG Transportation Policy Board Committee Policy
3. BFCOG MPO/RTPO Technical Advisory Committee Policy
4. BFCOG Economic Development District Advisory Committee Policy

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BFCOG STANDING COMMITTEE POLICY & DELEGATION OF AUTHORITY FOR THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Policy Number: ##

Authority: Executive Director
Adopted: May 19, 2023, Resolution 05-23
Reviewed:
Updated:

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that the COG will have a standing Executive Committee, which will be elected at the Annual Meeting each year.

This committee “shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.”

1.1 PURPOSE

The Executive Committee of the Board of Directors is referred to in this policy as the “Executive Committee.” *The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as otherwise by law, these Bylaws, or by Board resolution. **

1.2 COMPOSITION

- A. The Executive Committee shall consist of five (5) members representing the following COG member sub-categories:
 - a. COUNTY REPRESENTATIVE
 - b. LARGE CITY REPRESENTATIVE (over 20,000 population)
 - c. SMALL CITY REPRESENTATIVE (under 20,000 population)
 - d. PORT DISTRICT REPRESENTATIVE
 - e. TRANSIT AGENCY REPRESENTATIVE
- B. The Executive Director is a non-voting participant in Executive Committee meetings; however, may be excluded from meetings at the Chair’s determination.

1.3 QUORUM

The presence of a majority of the members of the Executive Committee then serving in office, including either the Chair or Vice-Chair, shall be necessary to constitute a quorum. The act of a majority of the members of the Executive Committee present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee. *

1.4 LEADERSHIP

The Board Chair shall serve as Chair of the Executive Committee. *

1.5 DELEGATED AUTHORITY

- A. The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as provided by law, these Bylaws, or by Board resolution. *
- B. The Executive Committee shall have the power to take all required and necessary action on behalf of the Board between regularly scheduled Board meetings on issues and concerns requiring immediate attention. *
- C. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to revision, alteration, change, or ratification by the Board.*
- D. The Executive Committee shall have the authority to act upon routine matters of an executive or administrative nature without ratification, providing that all agency-wide policy and legislative matters shall be approved or ratified by the Board.
- E. The Executive committee is empowered to review and make recommendations to the Board in all COG matters.

1.6 LIMITATION OF AUTHORITY

- A. Actions that do not allow for revision, alternation, or change shall only be undertaken only by Board action.*
- B. No acts of the Executive Committee shall conflict with action taken by the Board. *
- C. The Executive Committee shall not exercise authority or responsibilities concerning MPO/RTPO functions and powers, which shall be the responsibility of the Transportation Policy Board.
- D. Unless otherwise provided for in this Policy, the functions, and operations of all BFCOG committees are defined in the BFCOG Bylaws.

* See **BFCOG Bylaws, Article IX - Committees, Section 4 – Executive Committee**

2.0 PROCEDURE

2.1 SELECTION

Each member sub-category representative to the Executive Committee will be selected by the members of that sub-category at their discretion by either election or consensus. Should any sub-category member not agree with the appointment method, they may request a dispute resolution process. If a resolution cannot be reached, the Board has the authority to select the Representative by a vote of the entire Board. In the event there is not a Delegate from the member sub-category able or willing to serve as the Executive Committee Representative, the sub-category members may request that the Board elect an At Large Representative to serve as their Representative.

2.2 ELECTION OF OFFICERS

The Board shall elect Officers from the Board members elected or appointed to the Executive Committee. The Chair shall call for and accept Officer nominations from the selected Executive Committee representatives. *

To be eligible for election as a Board Officer, a Board Member must be a Primary Delegate of a Regular Member in Good Standing. *

Elections will be held by ballot with one vote per Regular Board member. **(BFCOG Bylaws, Article VII - Officers, Section 3 – Election, Eligibility & Term of Office)**

2.3 MEETINGS

The Committee will meet monthly to transact the business of a routine nature on behalf of the organization. The Committee may meet at other times as deemed necessary by the Chair.

2.4 PARTICIPATION

Meetings of the Executive Committee are open to any member of the Board; however, voting will be limited to the Executive Committee members exclusively.

2.5 VOTING AND MEETING CONDUCT

Each member of the Executive Committee shall be entitled to one (1) vote on any matter that comes before the Committee. A vote of the majority of the quorum present at any meeting of the Committee is required to decide any question.

2.6 MINUTES

The Board Chair will ensure that minutes of Executive Committee meetings are kept and presented to the Board at their next regularly scheduled meeting.

2.7 ANTICIPATED ACTIONS

The internal administration items below are anticipated to be procedurally handled by the Executive Committee on behalf of the Board:

A. ADMINISTRATION AND OPERATIONS

1. All matters relating to fiscal policy, organization, re-organization, or public policy, as distinguished from matters of internal administration, shall be processed through the Executive Committee for their review and recommendation to the Board.
2. Review all proposed programs or projects submitted to the COG for comment and recommendations.
3. Approve all programmatic reporting and actions of a routine nature, including Transportation Improvement Program amendments.

B. EMPLOYEE ADMINISTRATION

1. Direct oversight and evaluation of the performance and duties of the Executive Director.
2. Direct staff activities as appropriate through the Executive Director.
3. Approve the annual staffing plan.
4. Approve staffing changes not expressly delegated to the Executive Director, including addition or reduction of staff positions, compensation ranges, and employee benefits within the currently adopted annual budget.

C. CONTRACTS AND AGREEMENTS

1. Accept and authorize contracts and contract revisions in line with the annual budget and the COG's work program, including allocating revenue made available through new or revised contracts.
2. Approve submission of grant funding applications by staff.

D. POLICIES AND PROCEDURES

1. Authorization to approve policies and procedures of an administrative and operational nature.
2. Review governance policies for recommendation to the Board for adoption by resolution.

E. FISCAL AUTHORITY

1. Review the proposed annual budget, direct the Executive Director on necessary adjustments, and make the final recommendation to the Board.
2. Approve routine revisions to any budget category within the adopted budget so long as the individual expenditure and revenue revisions are in keeping with the overall work program of the COG.
3. Review and approve COG financial reports.
4. Approve vouchers and warrant registers.
5. Provide the Board with recommended member dues and assessments for the following year by considering all relevant circumstances, including a review of the proposed draft budget for the next fiscal year, the amount of reserves on hand, the COG's Work Plan for the current and projected next fiscal year, and the anticipated receipts from all funding sources including grants.
6. Assure compliance with all receipt and allocation of funds according to Washington State law, Federal law, and requirements of all funding agencies.

BFCOG STANDING COMMITTEE POLICY
METROPOLITAN PLANNING ORGANIZATION (MPO) &
REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO)
BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPB)

Policy Number: ##

Authority: Executive Director
Adopted: May 19, 2023, Resolution 05-23
Reviewed:
Updated:

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that this committee *“shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.”*

**** BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board**

1.1 PURPOSE

- A. The Benton-Franklin Transportation Policy Board (BFTPB) is referred to in this policy as the “BFTPB.” *To ensure that metropolitan and regional transportation planning is conducted in a coordinated process that minimizes unnecessary duplication of work and oversight, the MPO and RTPO Transportation Policy Boards have been combined into the BFTPB. In addition to governing the metropolitan and regional transportation planning processes, the BFTPB is also charged with allocating the combination of federal, state, and local funds to the numerous projects in the Transportation Improvement Program (TIP).***

1.2 COMPOSITION

- A. Per **BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board (BFTPB)**; the BFCOG Board serves simultaneously as the Benton-Franklin Transportation Policy Board.
- B. The composition of the BFTPB shall remain consistent with federal and state law as currently adopted or amended. If such state or federal laws change, the composition of the BFTPB will automatically be adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

1.3 LIMITATION OF AUTHORITY

- A. Unless otherwise provided for in this Policy, the authority of the BFTPb is limited to governance matters of the MPO/RTPO.

1.4 FUNCTIONS

- A. Unless otherwise provided for in this Policy, the functions and operations of all BFCOG committees are defined in the BFCOG Bylaws.

2.0 PROCEDURE

2.1 MEETINGS

- A. The BFTPb will conduct business as part of scheduled COG Meetings.
- B. If necessary, the Board may convene a meeting specifically to conduct business as the BFTPb.

2.3 PARTICIPATION

Meetings of the BFTPb are open to the public. Public participation will be up to the discretion of the Chair.

2.5 MINUTES

The committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or by any Board member.

BFCOG STANDING COMMITTEE POLICY
METROPOLITAN PLANNING ORGANIZATION (MPO) &
REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO)
TECHNICAL ADVISORY COMMITTEE (TAC)

Policy Number: ##

Authority: Executive Director
Adopted: May 19, 2023, Resolution 05-23
Reviewed:
Updated:

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that this committee “shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.”

**** BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Technical Advisory Committee**

1.1 PURPOSE

- A. The MPO/RTPO Technical Advisory Committee (TAC) is referred to in this policy as the “TAC.” At the direction of the Benton-Franklin Transportation Policy Board (BFTPB)*, the TAC works in an advisory capacity on technical transportation planning matters. The advice provided by the TAC is intended to help the Board understand complex engineering and planning concepts and to advise how potential Board decisions on projects and programs of a technical nature are likely to impact local and regional constituencies.**
- B. The TAC may be convened in sub-committees to ensure appropriate expertise and guidance based on the nature of the MPO/RTPO’s planning and programmatic activities.**

*Per **BFCOG Bylaws, Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board (BFTPB)**; the BFCOG Board serves simultaneously as the Benton-Franklin Transportation Policy Board.

1.2 COMPOSITION

- A. The Technical Advisory Committee (TAC) shall consist of professional and technical planners, engineers, or similar disciplines, and other appropriate employees of COG Regular Members that create the MPO/RTPO and other designated agencies as determined by the BFTPB and in compliance with Federal and State guidance.**

- B. The TAC shall be composed of appointed representatives from COG Regular Members that comprise the MPO/RTPO and non-voting advisors from designated public agencies, local governments, or major employers.
- C. The COG Regular Members that comprise the MPO/RTPO may each appoint two (2) representatives to the TAC; one (1) with responsibility for comprehensive planning and one (1) with responsibility for the operation, control, development, or improvement of the transportation or transit system.
- D. Appointed representatives to the TAC must be technically qualified and employed by that agency, department, or division for planning, engineering, and/or administration purposes. If a COG Regular Member is not of a size that has separate staff functions for planning and public works, they may request to either have a single individual serve in both capacities or request to be represented by a contracted agency (e.g., engineering firm).
- E. In compliance with RCW 47.80 and 23 CFR 450.310(d)(3), the Washington State Department of Transportation South Central Region may appoint two (2) people to the TAC; one (1) with responsibility for comprehensive planning and one (1) with responsibility for the operation, control, development or improvement of the transportation or transit system.
- F. Each COG Regular Member shall designate and provide notice to the COG by December 15th of each year of the names and titles of their TAC representative(s).
- G. At the discretion of the BFTPb, Non-voting staff advisors representing transportation and regional planning interests, public agencies, local governments, or major employers who are not COG Regular Members may be invited to appoint a TAC representative(s). These may include but are not limited to:
 - a. School District Transportation Departments
 - b. Department of Energy, Hanford Operations
 - c. Local Airport/Rail Infrastructure Interests
 - d. Other Major Employers
 - e. Walla-Walla MPO
- H. Alternate representatives may be designated to act on behalf of the represented agency members when necessary.
- I. TAC representatives serve at the pleasure of their respective governing bodies or agencies.
- J. A list of the membership of the TAC shall be maintained and updated by the MPO.
- K. The MPO Deputy Director and COG Executive Director are non-voting members of the TAC.

1.3 QUORUM

The presence of one appointed representative from a majority of the COG Regular Member jurisdictions at a TAC or TAC sub-committee meeting will constitute a quorum.

1.4 LEADERSHIP

The TAC membership shall elect a TAC Chair and two Vice-Chairs.

1.5 FUNCTIONS

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and the Title VI of the Civil Rights Act of 1965.

The functions of the TAC shall include, but are not limited to, the following:

- A. Educate and brief their BFTPB member counterpart
- B. Provide a continuing forum for collaboration with local, state, and federal agencies involved in the transportation planning process.
- C. Provide a forum for sharing transportation information that can be used and coordinated with other planning efforts.
- D. Provide a forum for developing, discussing, and exchanging best practices utilized in transportation planning, including new techniques, technology, or methods.
- E. Promote communication and coordination among members to identify and resolve common transportation-related problems and concerns.
- F. Review and provide advice concerning transportation studies, reports, plans, amendments, or programs.
- G. Make priority recommendations to the MPO/RTPO based on the agreed-upon transportation needs of the area.

1.6 LIMITATION OF AUTHORITY

Unless otherwise provided for in this Policy, all BFCOG committees' functions and operations are defined in the BFCOG Bylaws.

2.0 PROCEDURE

2.1 ELECTION OF OFFICERS

- A. A Chair and two Vice-Chairs, one for each sub-committee of the TAC, shall be elected at the first regularly scheduled meeting of the calendar year and shall serve for that calendar year or until the next election is held.
- B. Any Regular Member may nominate or be nominated as Chair or a Vice-Chair. All elections shall be by the majority vote of the Regular Members present.
- C. The Chair shall preside over all full TAC meetings and shall be responsible for the conduct at meetings. In the absence of the Chair, the Vice-Chair shall have and exercise the duties and powers of the Chair.
- D. Any vacancy in office created by resignation or replacement of the Chair or Vice-Chair by the appointing agency shall be filled by a majority vote of members present at the next

regularly scheduled meeting. The new officeholder will serve the remainder of the unexpired term of the vacant office.

2.2 MEETINGS

- A. The TAC, as a whole or by sub-committee, will meet monthly, unless due to a lack of agenda items, but not less than quarterly. The MPO staff will determine the meeting date, time, and frequency based on planning and program advisory needs. Unless otherwise required by law to conduct meetings in person, the MPO staff and TAC Chair, in coordination, may conduct TAC meetings in person, entirely virtual, or as a hybrid within-person and virtual participation.
- B. Sub-committees of the TAC will be convened by COG staff to support the planning processes of the MPO/RTPO, including:
 - i. Transportation Technical Advisory Sub-committee (TTASC)
 - ii. Planning Technical Advisory Sub-Committee (PTASC)
- B. All MPO/RTPO items of business must be vetted through the TAC before being presented to the BFTPb for consideration.

2.3 PARTICIPATION

All TAC meetings shall be held in facilities available to the public meeting all required provisions of Title VI of the Civil Rights Act of 1964 (Title VI) and the Americans with Disabilities Act (ADA) and will encourage public comments so long as such comments comply with the furtherance of the TAC Committee mission and purpose. TAC meeting agendas will include an item for public comment. If a member of the public wishes to comment, they will need to be recognized by the Chair. They will be asked to state their name for the record, limit their remarks to three minutes unless granted additional time by the Chair, and deliver their comments courteously and efficiently directed to the Chair.

2.4 VOTING AND MEETING CONDUCT

- A. The TAC will work by consensus when providing advice to the BFTPb. If an agreement cannot be reached, the TAC Chair may call for a vote of the Committee.
 - i. When the TAC is convened as a whole, each COG Regular Member shall be entitled to one (1) vote on any matter before the Committee, even if that Regular Member has two appointed TAC representatives.
 - ii. When a TAC sub-committee is convened, the appropriate COG Regular Member TAC representative (Planning or Transportation) shall be entitled to one (1) vote on any matter before the Sub-committee.
 - iii. A vote of a simple majority of the quorum present at any meeting of the TAC is required to decide any question.
 - iv. Votes shall be voice votes except that an individual member can have their vote recorded in the minutes if desired.

2.5 MINUTES

The committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or any Board member.

2.6 STAFF DUTIES

- A. MPO staff will ensure that minutes of TAC meetings are kept and presented at the next regularly scheduled TAC meeting.
- B. MPO staff and TAC Chair in coordination shall determine the agenda and order of business in coordination with the Chair. MPO staff duties include preparing and distributing meeting agendas, minutes, and public notices.
- C. Agendas for meetings and minutes of the previous meeting should be transmitted to TAC members at least seven (7) days in advance of the meeting.
- D. MPO staff will prepare and present reports for the BFTPB of TAC committee activities.

BFCOG STANDING COMMITTEE POLICY
ECONOMIC DEVELOPMENT DISTRICT (EDD)
ADVISORY & COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY
COMMITTEE (EDDAC)

Policy Number: ##

Authority: Executive Director
Adopted: May 19, 2023
Reviewed: XXXX
Updated: XXXX

1.0 POLICY

BFCOG Bylaws, Article IX - Committees, Section 1 – Standing Committees designates that this committee *“shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy outlining the committee’s purpose, composition, quorum, leadership, authority, and functions.”*

***BFCOG Bylaws, Article XII - Benton-Franklin Economic Development District, Section 7 Standing Committees, Economic Development District Advisory Committee.**

1.1 PURPOSE

- A. The EDD Advisory Committee is referred to in this policy as the “EDDAC.” *The EDDAC will provide advisory recommendations and advice on how the EDD can help lead a locally-based, regionally-driven economic development planning process involving active participation from the private sector, public officials, non-profit organizations, educational institutions, and private citizens.**
- B. *The EDDAC will also serve as the Comprehensive Economic Development Strategy Committee, ensuring the creation of a CEDS to guide economic prosperity and resilience in the region.**
- C. *The EDDAC will advise the COG, as the EDD governing board, on decisions related to projects and programs under the EDD.**

1.2 COMPOSITION

- A. *The Economic Development District Advisory Committee (EDDAC) is appointed by the COG Board and is comprised of community stakeholders broadly representative of the principal economic interests of the Benton-Franklin region.**
- B. The COG may utilize appointment and/or open application processes to designate representatives from economic interest areas in the region, which may include:
 - Advanced Manufacturing
 - Agriculture
 - Arts & Culture

- Clean Energy
- Commercial Lending
- Construction
- Food Processing
- Freight/Distribution
- Healthcare
- Higher Education
- Hospitality/Entertainment
- K-12 Education
- Labor
- Minority-Owned Business
- Outdoor Recreation
- Real Estate
- Small Business
- Social Services (Non-Profit)
- Utilities
- Workforce Development

C. The COG may choose to appoint a regional committee outside of the COG to meet the responsibilities of the EDDAC in lieu of creating a duplicative committee.

1.3 QUORUM

A minimum of eight (8) members of the appointed EDDAC representatives present will constitute a quorum.

1.4 LEADERSHIP

- A. The EDDAC membership shall elect a Chair and Vice-Chair.
- B. If the EDDAC responsibilities are delegated to another regional committee, the Chair of that committee will be ratified by the COG board as the EDDAC Chair.

1.5 FUNCTIONS

- A. BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and the Title VI of the Civil Rights Act of 1965.
- B. Unless otherwise provided for in this Policy, the functions, and operations of all BFCOG committees are defined in the BFCOG Bylaws and apply to the execution of the Benton-Franklin Economic Development District.

2.0 PROCEDURE

2.1 ELECTION OF OFFICERS

- A. A Chair and Vice-Chair of the EDDAC shall be elected at the first regularly scheduled meeting of the calendar year and shall serve for that calendar year or until the next election is held.
- B. Any regular member may nominate or be nominated as Chair or Vice-Chair. All elections shall be by the majority vote of the regular members present.
- C. The Chair shall preside over all meetings and shall be responsible for the conduct at all meetings. In the absence of the Chair, the Vice-Chair shall have and exercise the duties and powers of the Chair.
- D. Any vacancy in office created by resignation or replacement of the Chair/Vice-Chair by the appointing agency shall be filled by a majority vote of members present at the next regularly scheduled meeting. The new officeholder will fill the remainder of the unexpired term of the vacant office.

2.2 MEETINGS

- A. The EDDAC will be convened at least quarterly to discuss and/or brief members on EDD planning activities. The COG staff will determine the date, time, and frequency of meetings based on planning and program advisory needs.
- B. Working groups will be convened by staff to support the planning processes of the CEDS.
- C. A COG staff member will be assigned as the liaison to the EDDAC and will facilitate meetings in cooperation with the EDDAC Chair.

2.3 RESPONSIBILITIES

The EDDAC will provide the following service in support of the EDD:

- A. Actively provide information and feedback supporting the creation of the CEDS and its annual updates.
- B. Make recommendations to the COG Board, including:
 - i. Adoption of the CEDS and its updates;
 - ii. Application for funding opportunities in support of CEDS priorities; and
 - iii. Creation of new economic development programs

2.4 PARTICIPATION

Meetings of the EDDAC are open to the public. Public participation will be up to the discretion of the Chair. COG Board members are welcome to attend any EDDAC meetings; however, Board members do not serve on the EDDAC.

2.5 VOTING AND MEETING CONDUCT

- A. The EDDAC will work by consensus when making recommendations for the COG Board. If an agreement cannot be reached, the EDDAC Chair may call for a vote of the Committee.
 - i. Each Committee member shall be entitled to one (1) vote on any matter before the Committee.
 - ii. A vote of a simple majority of the quorum present at any meeting of the Committee is required to decide any question.
 - iii. Votes shall be voice votes except that an individual member can have their vote recorded in the minutes if desired.

2.6 MINUTES

The committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or by any Board member.

2.7 STAFF DUTIES

- A. COG staff will ensure that minutes of EDDAC meetings are kept and presented at the next regularly scheduled EDDAC meeting.
- B. COG staff shall determine the agenda and order of business in coordination with the Chair. COG staff duties include preparing and distributing meeting agendas, minutes, and public notices.
- C. Agendas for meetings and minutes of the previous meeting should be transmitted to EDDAC members at least seven (7) days in advance of the meeting.
- D. COG staff will prepare and present reports for the COG Board of EDDAC committee activities.

INTERLOCAL AGREEMENT
BENTON-FRANKLIN COUNCIL OF GOVERNMENTS
(As Approved on September 18, 2020)

This Interlocal Agreement is made by, and among Ben Franklin Transit, Benton County, Benton PUD, City of Benton City, City of Connell, City of Kahlotus, City of Kennewick, City of Mesa, City of Pasco, City of Prosser, City of Richland, City of West Richland, Franklin County, Port of Benton, Port of Kennewick, Port of Pasco, Walla Walla County, and the Washington State Department of Transportation (WSDOT), each hereafter referred to as a Member or collectively, as Members.

WHEREAS, the Members acknowledge the need to engage in cooperative planning and decision-making on transportation and economic development issues and the benefits to be derived therefrom as demonstrated by the attached signature pages and;

WHEREAS, each of the Members hereto is a "public agency" pursuant to the terms of the Revised Code of Washington (RCW 39.34), and it is the intent and purpose of the Members to exercise their powers and authority in accordance with the provisions of the Revised Code of Washington Title 39, Chapter 34 - "Interlocal Cooperation Act;" and

WHEREAS, Federal Transportation legislation (Title 23 United States Code 134 and Title 49 United States Code 5303) requires the establishment, by agreement, between the Governor of the State of Washington and units of general purpose local government, of a Metropolitan Planning Organization (MPO), which, in cooperation with the State of Washington, is to develop transportation plans and programs for urbanized areas of Washington State; and

WHEREAS, 23 CFR §450 sets forth the national policy that the MPO designated for each urbanized area is to carry out a continuing, cooperative, and comprehensive multimodal transportation planning process, including development of a metropolitan transportation plan (MTP) and a transportation improvement program (TIP); and

WHEREAS, the Washington State Growth Management Act, Chapter 36.70A RCW requires local Governments to adopt transportation plans that are consistent with comprehensive land use plans; and

WHEREAS, Chapter 47.80 RCW authorizes the formation of a Regional Transportation Planning Organization (RTPO) by the voluntary association of local governments within a county; provided each RTPO shall have as members all counties within the RTPO's boundaries and at least sixty percent of the cities and towns collectively, representing a minimum of seventy-five percent of the population of all incorporated municipalities; and

WHEREAS, pursuant to RCW 47.80.023(7) the Benton-Franklin Council of Governments is designated as the lead planning agency and governing body for the Metropolitan Planning Organization and the Regional Transportation Planning Organization; and

Commented [MH1]: The 2023 Version amends this section to 1. reference the originating laws under which BFCOG was created, and 2. Removes WSDOT & Walla Walla County as Interlocal Participants. Their participation is captured in other interlocal agreements.

Commented [MH2]: Unless otherwise noted, the WHEREAS' are the same in 2020 and 2023, just in a different order.

WHEREAS, the Members acknowledge the need to provide regional economic development planning and have established the Benton-Franklin Economic Development District for these purposes, which will provide these services through the Department of Commerce Economic Development Administration's Planning Programs and CEDS process; and

WHEREAS, the Members acknowledge the need to provide and administer loan funds for the region and have established the Benton-Franklin Economic Development District for these purposes, and to provide these services as promulgated by the U.S. Department of Commerce Economic Development Administration, U.S. Department of Agriculture, and other funding sources available to the region; and

WHEREAS, pursuant to the provisions of Chapter 39.34 RCW, two or more public agencies may jointly cooperate to perform functions which each may individually perform. Therefore, Members enter into this Interlocal Cooperation Agreement to provide for the joint and/or cooperative exercise of their powers, privileges and authorities for the purpose of comprehensive transportation planning; and

WHEREAS, the Members executing this Agreement agree that each of the Members has previously adopted one or more resolutions authorizing the execution of this Agreement, and that such resolutions are in all ways valid and binding;

NOW, THEREFORE, pursuant to the above recitals that are incorporated into this Interlocal Cooperation Agreement as if included below, and in consideration of the terms and conditions set forth below, it is hereby agreed as follows:

ARTICLE 1 NAME

The name of the Council of Governments so organized and established shall be the Benton-Franklin Council of Governments (BFCG) and is referred to in this document as the Agency.

ARTICLE 2 PURPOSE

It shall be the purpose of the Agency to (a) maintain a continuing, cooperative and coordinated transportation planning/program process, (b) adopt a metropolitan/regional transportation plan for Benton County, Franklin County, and a portion of Walla Walla County, (c) prioritize and select federally funded projects, (d) carrying out all responsibilities and duties required by current and future federal state and local transportation planning and coordination law, (e) and other applicable federal transportation legislation and federal and state Clean Air and Growth Management Act requirements, (f) strengthen the regional economy through planning, program development, and economic diversification, (g) for the accomplishment of the duties and responsibilities imposed upon the BFCG by the laws of the State of Washington, federal laws and by BFCG's Bylaws. The Agency is the designated Metropolitan Planning Organization (MPO) for the Tri-Cities Urbanized Area (CFR 23 and 49) and Regional Transportation Planning Organization (RTPO) for Benton County, Franklin County, and a portion of Walla Walla County (RCW 47.80). The Agency also

Commented [MH3]: Since BFCOG is phasing out its loan fund programs, this WHEREAS was amended to reference the Public Works Economic Development Act of 1965, which provides the agency authority to not only loan funds but other types of economic development activities.

Commented [MH4]: In 2023, WHEREAS #9 was added by preference of FHWA/FTA to include the Transportation Policy Board, which was not specified in the 2020 version. WHEREAS #13 was added that specifies the 2/3 vote requirement for bylaws amendments missing in the 2020 version.

Commented [MH5]: Included in the introduction section of 2023 version.

provides the services of an Economic Development District (EDD) as promulgated by the Economic Development Administration of the U.S. Department of Commerce. The Agency may also administer other functions and agencies of regional concern as determined by its Board of Directors.

ARTICLE 3 BOUNDARIES

The Agency may include any local, county, or state governmental jurisdiction located within Benton County, Franklin County, and a portion of Walla Walla County known as Burbank. As boundaries are redefined or changed, the boundaries of the Agency may change.

ARTICLE 4 MEMBERSHIP

Membership to the Agency shall be general and special units of government and include voting members, associate members, and ex-officio members. Voting members of the Agency include the following jurisdictions: Ben Franklin Transit, Benton County, Benton PUD, City of Benton City, City of Connell, City of Kahlotus, City of Kennewick, City of Mesa, City of Pasco, City of Prosser, City of Richland, City of West Richland, Franklin County, Port of Benton, Port of Kennewick, Port of Pasco, Walla Walla County, and Washington State Department of Transportation South Central Region.

Associate members are not subject to annual dues of the Agency and are non-voting members of the Agency. Community organizations and public agencies not part of a voting member of the Agency may become associate members upon the approval of the Agency and payment of annual fees. Representatives of Associate Members are not eligible to be officers of the Agency.

Ex-officio members of the Agency consist of the Nine (9) state legislative members of the 8th, 9th, and 16th districts that are wholly or partly within the Agency's planning boundaries. Ex-officio members are non-voting members and are not eligible to be officers of the Agency. As future boundaries are adjusted, the legislative members within the Agency's planning boundaries will be eligible to be included as the ex-officio members.

ARTICLE 5 OFFICERS

The officers of the Council of Governments shall consist of Chair, Vice Chair and Past Chair.

ARTICLE 6 REPRESENTATION

Each voting member shall be represented by a representative who will be appointed by the elected body of the jurisdiction. Appointees of jurisdictions with elected bodies will appoint one of their members to be their representative with the Agency.

Commented [MH6]: Article I Purpose in the 2023 version was formatted to match the 2023 Bylaws language and to provide clarity about which authorities go with which purpose.

Commented [MH7]: Article III Functions and Authorities in 2023 version, provides clarification building on the purposes described in Article I of 2023. This information was previously in the 2020 Bylaws and is reflected throughout the 2023 Bylaws. It was decided to add it to the Interlocal to draw the Member's attention to the responsibilities of BFCOG.

Commented [MH8]: Clarified in 2023 version to reference the Tri-Cities Urbanized area and factors that might impact the definition of the Boundarie in the future.

Commented [MH9]: This section removed the redundancy of relisting the members. It limits the referenced membership information to which agencies are eligible for membership via Interlocal Agreement. Everything else is in the Bylaws and not necessary to repeat in the Interlocal.

Each voting member shall also select an alternate, who will also be from the elected body of the jurisdiction.

Representatives to the Board of the Agency shall constitute the voting body of the Agency.

ARTICLE 7 AGENCY'S BOARD OF DIRECTORS

The representatives designated to represent voting members of the Agency shall comprise the Agency's Board. The Agency's Board shall establish the Bylaws of the Agency, policies of the Agency, approve budgets, adopt plans and act upon all matters not formally delegated to the Executive Director.

ARTICLE 8 MEETINGS

Meetings of the Agency shall be held at such times and places as the Agency shall determine and specify in its Bylaws.

ARTICLE 9 ALLOCATION OF COSTS

Voting members in the Agency shall contribute to the expense of the Agency in amounts as established annually by the Agency and agreed to by participating jurisdictions pursuant to the budgetary laws set forth in the Revised Code of Washington (RCW).

Associate members, while not contributing to the pro-rated expenses of the Agency, shall be charged an annual service fee which shall be established annually by the Agency at the same time voting members' contributions are established.

ARTICLE 10 ADMINISTRATION AND CONSULTANTS

The Agency may employ and discharge an Executive Director and any consultants as the Agency deems necessary to carry out the purpose and function of the Agency.

ARTICLE 11 CONTRACTS AND CONTRACTUAL SERVICES

The Agency may enter into any contract or reasonable agreement with a private or corporate individual, a private firm or association, the Federal government, the State, or any other governmental jurisdictions for the purpose of planning or conducting studies of area-wide problems of mutual concern and may receive grants and gifts in furtherance of such programs.

Commented [MH10]: Articles 5 - 8 in 2020 version are not necessary for the Interlocal Agreement and are addressed in the 2023 version of the bylaws.

Commented [MH11]: Allocation of Costs is Article VI of the 2023 version and worded to match the language in the 2023 Bylaws. The associate member dues info is inappropriate for the interlocal as they are not members by interlocal. That information is, however in the 2023 version of the Bylaws.

Commented [MH12]: Articles 10 & 11 are administrative items in the Bylaws and unnecessary in the Interlocal Agreement.

ARTICLE 12 BYLAWS

The Agency shall adopt Bylaws to carry out the purposes set forth in this Interlocal Agreement.

Commented [MH13]: Article IV Bylaws in the 2023 version provides better governance clarification on the bylaws that the Board can amend the bylaws as they are consistent with the Interlocal and applicable laws.

ARTICLE 13 INVALID PROVISIONS

If any portion of this Agreement, or its application to any person or circumstances, is held or determined to be invalid, such holding or determination shall not affect the validity or enforceability of any other term or provision and the application of this Agreement to other persons or circumstances shall not be affected.

Commented [MH14]: Under Article IX General Provisions in the 2023 version.

ARTICLE 14 COMMENCEMENT AND TERMINATION OF AGREEMENT

The Term of this Agreement shall be ten (10) years. The member jurisdictions agree that this Agreement shall be extended for successive ten (10) year periods until terminated or upon re-designation according to federal law or amended as required by changes in federal law, state law, rule or regulation.

The Agreement may be terminated by the action of not less than a majority of the total Member Agencies, unless participation is required by federal law. 5.03. Withdrawal. Any Member Agency may withdraw and terminate this Agreement to that Member Agency on six (6) months prior written notice to the Agency. A withdrawing Member Agency shall remain liable for its share of the remaining fiscal year's contributions to the Agency annual operating budget. Since the formation of the MPO is based on the population of the metropolitan planning area, withdrawal by any member could put the existence of the MPO at risk. As a result, the area would likely lose federal funding for transportation projects. Withdrawal of member jurisdictions could impact the organization with respect to its designation and funding as an RTPO under Washington State law.

Commented [MH15]: This article is broken out into two articles in the 2023 version Article VII Duration and Dissolution, and Article VIII Withdrawals. It is more detailed and pulled in some language from the previous bylaws more appropriate to the Interlocal.

ARTICLE 15 FILING AND STATE APPROVAL

Pursuant to RCW 39.34.040, this Agreement shall be on the Agency website or other electronically retrievable public source. To the extent any state officer or agency has control over the operations which may be the subject of this Agreement, then this Agreement shall be submitted to such state officer or agency for approval pursuant to RCW 39.34050 prior to its entry into force.

ARTICLE 16 AMENDMENTS

This Interlocal Agreement may be amended by a majority vote of all voting members of the Agency. Any proposal to amend the Interlocal Agreement may be initiated by a voting Board

Member in writing to the Chair and be considered after providing notice to the Board to be addressed at a Board meeting.

Adopted by motion and passed by the Benton-Franklin Council of Governments at a meeting duly called and held on the 18th day of September 2020, and signed in authentication of its approval on the dates listed below.

Commented [MH16]: Under Article IX General Provisions in the 2023 version. General Provisions also added the ability for the document to be executed in counterparts with separate signature pages and also provides a place to document the resolution information from each member jurisdiction.

Ben Franklin Transit

Signature: _____ Date: _____
Name, Bob Koch Title, Commissioner

Benton County

Signature: _____ Date: _____
Name, Jim Beaver Title, Commissioner

Benton PUD

Signature: _____ Date: _____
Name, Lori Sanders Title, Commissioner

City of Benton City

Signature: _____ Date: _____
Name, Linda Lehman Title, Mayor

City of Connell

Signature: _____ Date: _____
Name, Lee Barrow Title, Mayor

City of Kahlotus

Signature: _____ Date: _____
Name, Chad Davis Title, Mayor

City of Kennewick

Signature: _____ Date: _____
Name, Chuck Torelli Title, Council Member

City of Mesa

Signature: _____ *Date:* _____
Name, Gayle Carrasoo Title, City Clerk

City of Pasco

Signature: _____ *Date:* _____
Name, Ruben Alvarado Title, Council Member

City of Prosser

Signature: _____ *Date:* _____
Name, Mary Ruth Edwards Title, Council Member

City of Richland

Signature: _____ *Date:* _____
Name, Ryan Lukson Title, Council Member

City of West Richland

Signature: _____ *Date:* _____
Name, Kate Moran Title, Council Member

Franklin County

Signature: _____ *Date:* _____
Name, Brad Peck Title, Commissioner

Port of Benton

Signature: _____ *Date:* _____
Name, Robert Larson Title, Commissioner

Port of Kennewick

Signature: _____ *Date:* _____
Name, Skip Novakovich Title, Commissioner

Port of Pasco

Signature: _____

Date: _____

Name, Viki Gordon Title, Commissioner

Walla Walla County

Signature: _____

Date: _____

Name, Greg Tompkins Title, Commissioner

Washington State Department of Transportation

Signature: _____

Date: _____

Name, Todd Trepanier Title, Regional Administrator

DRAFT RESOLUTION LANGUAGE FOR MEMBER JURISDICTIONS

RESOLUTION ADOPTING AMENDMENT OF THE INTERLOCAL COOPERATION AGREEMENT AND BYLAWS OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

WHEREAS, Pursuant to Revised Code of Washington (RCW) Chapter 36, Laws of 1959, as amended (RCW 36.70.060) and Chapter 84, Laws of 1965, Extraordinary Session, (RCW 36.64.080), ***[Member Jurisdiction Name]*** is by Interlocal Agreement, a member of the regional agency known as the Benton-Franklin Council of Governments; and

WHEREAS, the Board of the Benton-Franklin Council of Governments (BFCOG) determined that amendments made to the Interlocal Cooperative Agreement and Bylaws documents amended September 18, 2020, required review and revision to rectify inconsistencies prudent to ensure organizational effectiveness; and

WHEREAS, on May 19, 2023, the BFCOG Board adopted the amended documents **Interlocal Cooperation Agreement of the Benton-Franklin Council of Government**, and **Bylaws of the Benton-Franklin Council of Governments**, as a total and complete replacement for all previous Interlocal Agreements and Bylaws of BFCOG, by the process outlined in the previously adopted Bylaws; and

NOW THEREFORE BE IT RESOLVED that the governing body of ***[Member Jurisdiction Name]*** hereby authorizes the execution and ratification of these documents as attached hereto.