

32 Constitution of the state of Washington and within the meaning of those terms in regulations of
33 the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to
34 Section 103 of the Internal Revenue Code of 1986, as amended).

35 **2.74A.020 Definitions.**

36 Unless the context clearly requires otherwise, the definitions in this section apply throughout this
37 chapter.

38 (1) “Agreement or CRESA Interlocal Agreement” means the agreement entered into under the
39 Interlocal Cooperation Act (Chapter 39.34 RCW) between entities participating in a joint and
40 cooperative emergency communications and emergency management services.

41 (2) “CRESA Administrative Board” or “Board” means the governing body of CRESA.

42 (3) “Bylaws” means the rules adopted for the regulation or management of the affairs of
43 CRESA and all subsequent amendments thereto.

44 (4) “Charter” means the articles of organization of CRESA adopted by this chapter and all
45 subsequent amendments thereto.

46 (5) “County” means Clark County.

47 (6) “Clerk” means the clerk of Clark County Board of Councilors or a person authorized to act
48 on her or his behalf.

49 (7) “Final action” of the CRESA Administrative Board means a collective positive or negative
50 decision or an actual vote by a majority of the Board then in office, upon a motion, proposal, or
51 resolution.

52 (9) “Property” shall have the same meaning as in Article VII, Section 1 of the Washington
53 State Constitution, and includes real and personal property, equipment and furnishings, cash,
54 accounts receivable, and anything tangible or intangible that is capable of being owned or
55 controlled to produce value or generate cash flow.

56 (10) “Public authority” or “authority” means the authority created under this chapter.

57 (11) “Public agency” means any agency, political subdivision, or unit of local government of
58 this state including, but not limited to, municipal corporations, quasi municipal corporations,
59 special purpose districts, and local service districts; any agency of the state government; any
60 agency of the United States; any Indian tribe recognized as such by the federal government.

61 (12) “Resolution” means a final action of a quorum of the Board, evidenced by a written
62 instrument signed by the chair of the Board of directors.

63 (13) “State” (when used as a noun) shall mean the state of Washington.

64 (14) “Smaller City” means the cities of Battle Ground, Camas, LaCenter, Ridgefield,
65 Washougal and Yacolt.

66 (16) “User Cost Allocation formula” means the allocation of costs of CRESA services
67 determined by the Board for the purposes of calculating the fees assessed to entities for the
68 funding of such services.

69 **2.74A.030 General powers.**

70 Except as limited by the State Constitution, laws, regulations, charter, or this chapter, CRESA
71 shall have and may exercise all lawful powers necessary or convenient to effect the purposes for
72 which CRESA is organized, including the powers listed in this section.

73 (1) Acquire, construct, own, sell, lease, exchange, encumber, improve, use, transfer, or grant
74 security interest in property.

75 (2) Contract with public and private entities.

76 (3) Employ and terminate personnel, with or without cause, and contract for personnel and
77 services with public and private entities.

78 (4) Accept transfers, gifts, or loans of funds or property.

79 (5) Sue and be sued.

80 (6) Incur indebtedness and issue bonds and other instruments evidencing indebtedness.

81 (7) Transfer funds, property, property interests, or services.

82 (8) To exercise any other powers that are consistent with the purpose for which CRESA is
83 organized, and are within the express or implied authority of and may be exercised by the
84 County.

85 **2.74A.040 Liability.**

86 CRESA is an independent legal entity exclusively responsible for its own debts, obligations and
87 liabilities. All liabilities incurred by CRESA shall be satisfied exclusively from the assets and
88 credit of CRESA, and no creditor or other person shall have any recourse to the assets, credit, or
89 services of CRESA on account of any debts, obligations, liabilities, acts, or omissions of
90 CRESA.

91 **2.74A.050 Limitation of powers.**

92 In all activities and transactions, CRESA shall be limited as provided in this section.

93 (1) CRESA shall have no power of eminent domain or any power to levy taxes or special
94 assessments.

95 (2) CRESA shall have no power to incur or create any liability that permits recourse by any
96 party or member of the public to any assets, services, resources, or credit of the Parties. All
97 liabilities incurred by CRESA shall be satisfied exclusively from the assets and credit of
98 CRESA, and no creditor or other person shall have any recourse to the assets, credit, or services
99 of CRESA on account of any debts, obligations, liabilities, acts or omissions of CRESA.

100 (3) The powers, authorities, or rights expressly or impliedly granted to CRESA shall not
101 exceed Clark County's expressed or implied powers.

102 (4) CRESA is subject to all general laws regulating the County and its officers and officials,
103 including, but not limited to:

104 (a) Audits by the State Auditor and accounting requirements in Chapter 43.09 RCW;

105 (b) Open public record requirements in Chapter 42.56 RCW;

106 (c) Open public meetings and other public process laws in Chapter 42.30 RCW;

107 (d) Preservation and destruction of public records in Chapter 40.14 RCW;

108 (e) Public works requirements in Chapter 39.04 RCW;

109 (f) Competitive bidding and prevailing wage laws in Chapter 39.04 RCW;

110 (g) Local government whistleblower laws in Chapter 42.41 RCW;

111 (h) The prohibition on using public facilities for campaign purposes in
112 Chapter 42.17A RCW;

113 (i) The Code of Ethics for municipal officers in Chapter 42.23 RCW;

114 (j) Payments and advancements in Chapter 42.24 RCW; and

115 (k) The provisions of Chapter 4.96 RCW for actions against CRESA and its Board,
116 officers, employees, and volunteers.

117 **2.74A.060 Charter.**

118 The charter of CRESA, Exhibit A of the ordinance codified in this chapter, is hereby approved.

119 The charter shall be issued in duplicate originals, each bearing the signature of the County Board
120 of Councilors and attested by the clerk. One original shall be filed with the clerk; a duplicate
121 original shall be provided to CRESA. The charter shall not be codified.

122 **2.74A.070 Effect of issuance of charter.**

123 CRESA shall commence its existence effective upon issuance of its charter. Except as against the
124 State or the County in a proceeding to cancel or revoke the charter, delivery of a duplicate
125 original charter shall conclusively establish that CRESA has been established in compliance with
126 the procedures of this chapter. A copy of the charter, and any amendments thereto, shall be
127 provided to the State Auditor.

128 **2.74A.080 CRESA Administrative Board.**

129 All corporate powers of CRESA shall be exercised by or under the authority of the CRESA
130 Administrative Board (“Board”); and the business, property and affairs of CRESA shall be
131 managed under the supervision of the Board, except as may be otherwise provided by law, this
132 chapter, or the charter.

133 (1) The members of the Board shall be as provided in the charter. The Board of shall be
134 composed of nine (9) persons as follows:

- 135 (a) Clark County Manager or designee, who shall not hold an elected county position;
- 136 (b) Vancouver City Manager or designee who shall hold an elected city position;
- 137 (c) Small city representative appointed by the small city mayors who may hold an elected
138 or non-elected position with one of the small cities;
- 139 (d) Clark County Sheriff or designee;
- 140 (e) Police representative appointed by the Clark County Regional Law Enforcement
141 Planning Council;
- 142 (f) Vancouver Fire Department representative;
- 143 (g) Fire representative appointed by the Clark County Fire Chief’s Association;
- 144 (h) A representative with financial expertise from business or industry doing business in
145 Clark County appointed by the Board with a term not to exceed four years; and
- 146 (i) A representative from an EMS district providing public transportation services in
147 Clark County.

148 (2) Conditions. A Board member may only serve for such time that he or she is the duly
149 appointed, or acting in the capacity they represent. All Board members shall serve without
150 compensation from CRESA.

151 **2.74A.090 Quorum.**

152 At all meetings of the Board, a majority of the Board then in office shall constitute a quorum.

153 **2.74A.100 Meetings of the Board.**

154 The Board shall meet as provided in the charter, but not less than quarterly. Minutes shall be kept
155 in accordance with Chapter 42.32 RCW.

156 **2.74A.110 Bylaws.**

157 Within thirty days after issuance of the charter, the Board shall hold an organizational meeting,
158 appoint a chair and vice chair, and adopt bylaws. The bylaws shall be consistent with the charter.

159 In the event of a conflict between the bylaws and this chapter or the charter, this chapter or the
160 charter, as the case may be, shall control. The power to alter, amend, or repeal the bylaws or
161 adopt new ones shall be vested in the Board except as otherwise provided in the charter.

162 **2.74A.120 Board review and approval.**

163 (1) At least quarterly, the Board shall review monthly statements of income and expenses
164 which compare budgeted expenditures to actual expenditures. The Board shall review all such
165 information at regular meetings, the minutes of which shall specifically note such reviews and
166 include such information.

167 (2) Review and approval of the Board by resolution shall be necessary for any of the following
168 transactions:

169 (a) Transfer or conveyance of an interest in real estate other than release of a lien or
170 satisfaction of a mortgage after payment has been received and execution of a lease.

171 (b) Contracting of debts, issuance of notes, debentures or bonds, and mortgaging or
172 pledging of CRESA assets or credit to secure the same.

173 (c) Donation of money, property, or other assets belonging to CRESA.

174 (d) Action by CRESA as a surety or guarantor.

175 (e) Adoption of an annual budget and a separate capital budget, and amendments thereto.

176 (f) Certification of annual reports and statements by the state auditor, as required under
177 RCW 43.09, to be filed with the clerk as true and correct in the opinion of the Board and of
178 its members except as noted.

179 (g) Adopting and amending the charter and bylaws.

180 (h) Consistent with Chapter 4.96 RCW, adopt policies and procedures for managing
181 actions against CRESA, the Board, officers, employees, and volunteers.

182 (i) Instituting legal proceedings in CRESA's name.

183 (j) Dissolution of CRESA, upon approval by two thirds of the entire Board.

184 (k) Amending service fee formula.

185 **2.74A.130 Charter amendments.**

186 (1) Proceedings Preliminary to Amending the Charter. Any Board member may propose to
187 amend the charter. Whether to consider a proposal to amend the charter requires final action by
188 resolution of the Board adopted at a regular or special meeting of which thirty (30) days advance
189 written notice was given to each Board member. If the Board approves consideration of the
190 proposal to amend the charter, information about the proposed charter amendment, including a
191 copy of the proposed amendment in a format that strikes over material to be deleted and
192 underlines new material and a statement of the amendment’s purpose and effect, shall be
193 provided to each member of the Board and to the clerk at least thirty days prior to the meeting at
194 which a vote will be taken on a resolution amending the charter.

195 (2) Action Amending the Charter. After the preliminary proceedings described in subsection
196 (1) of this section have occurred, final action upon approval by two thirds of the entire Board
197 may be taken amending the charter. If the amendment differs materially from the proposed
198 amendment considered during preliminary proceedings, then the preliminary proceedings
199 described in subsection (1) of this section shall be repeated. After final action amending the
200 charter, the amended charter shall be issued in duplicate originals, each bearing the signature of
201 the Board members. One original shall be filed with the clerk and a duplicate original shall be
202 retained by CRESA.

203 **2.74A.140 Treasurer.**

204 The Board shall appoint a treasurer to administer a special fund designated “Operating fund of
205 CRESA.” The appointed treasures shall be responsible for handling CRESA’s accounts and
206 finances and shall file a fidelity bond in an amount determined by the Board to be adequate and
207 appropriate.

208 **2.74A.150 Funding.**

209 Funding of CRESA operations and activities will include revenue generated by enhanced 911
210 sales, use, and excise taxes as allowed under RCW 82.14B.030 , 38.52.500 et seq., and RCW
211 38.52.070 et seq., and revenue generated from service fees consistent with the charter, the
212 bylaws, and Section 2.74A.010.

213 **2.74A.160 Audits, inspections, and reports.**

214 Local government accounting laws, RCW 43.09.200 through 43.09.2855, shall apply to CRESA,
215 and copies of all reports filed with the State Auditor shall be filed contemporaneously with the

216 clerk. At any reasonable time and as often as the County or State Auditor deem necessary,
217 CRESA shall make available for inspection, examination, auditing, and copying all of its
218 records, including but not limited to contracts, invoices, payrolls, personnel records, inventories,
219 and financial records.

220 **2.74A.170 Fidelity bonds.**

221 **2.74A.180 Insurance.**

222 CRESA shall maintain in full force and effect public liability insurance in an amount sufficient
223 to cover potential claims for bodily injury, death, or disability and for property damage, which
224 may arise in connection with the acts or omissions of CRESA, naming the County as an
225 additional insured.

226 **2.74A.190 Trusteeship.**

227 The County may, after a public hearing with notice to CRESA, petition the superior court to
228 impose a trusteeship over CRESA. Any trustee appointed by the superior court shall take such
229 actions as necessary during the trusteeship to achieve the object thereof as reasonable, including
230 suspend and/or remove CRESA officials, manage the assets and affairs of CRESA, exercise any
231 and all CRESA powers as necessary or appropriate to fulfill outstanding obligations, restore the
232 capability of CRESA, and, if so authorized by the superior court, to oversee its dissolution in
233 accordance with RCW 35.21.750.

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235 **2.74A.200 Dissolution.**

236 (1) The Board may propose to the County that CRESA be dissolved. Such proposal must be
237 made by resolution adopted by two-thirds of the entire Board at a regular or special meeting of
238 which thirty (30) days advance written notice was given to each Board member, the clerk and
239 every entity receiving services by CRESA at the time.

240 Information about the proposed dissolution, including the grounds for dissolution and
241 distribution of CRESA property, shall be provided to each member of the Board, the clerk and
242 every entity receiving services by CRESA at the time at least fourteen (14) days prior to the
243 meeting at which a vote will be taken on the resolution. Within thirty days of adoption of a
244 resolution approving dissolution of CRESA, a copy of the resolution shall be delivered to the
245 clerk. The County may, after a public hearing, dissolve CRESA. Upon dissolution, all CRESA
246 property, net of all outstanding liabilities, shall be distributed as set forth in an agreed plan of

247 distribution adopted by a two-thirds of the entire Board and used only for 911 emergency
248 communications systems consistent with Chapter 82.14B RCW and RCW 38.52.500 et seq. and
249 emergency management services consistent with Chapter 38.52.070 RCW.

250 (2) Upon the action taken under 2.74A.200 (1), the County may, after a public hearing with
251 notice to CRESA, petition the superior court to dissolve CRESA in accordance with
252 RCW 35.21.750. Upon dissolution of CRESA and the winding of its affairs, and as determined
253 by order of the Court, any remaining rights, assets, and property may be transferred to a qualified
254 public entity or entities which will fulfill the purposes for which CRESA was chartered.
255 Otherwise, all remaining rights, assets, and property shall vest in the county. Upon completion of
256 dissolution proceedings, the clerk shall indicate such dissolution by inscription of “charter
257 cancelled” on the charter of CRESA, and the existence of CRESA shall cease. The clerk shall
258 give notice thereof to the State Auditor and to other persons as provided in the dissolution
259 statement.

260 (3) In the event of the insolvency or dissolution of a CRESA, the superior court of the county
261 in which CRESA is or was operating shall have jurisdiction and authority to appoint trustees or
262 receivers of corporate property and assets and supervise such trusteeship or receivership:
263 Provided, that all liabilities incurred by CRESA shall be satisfied exclusively from the assets and
264 properties of CRESA and no creditor or other person shall have any right of action against the
265 city, town, or county creating CRESA on account of any debts, obligations, or liabilities of such
266 public corporation, commission, or authority.

267 **2.74A.210 Construction and order of precedence.**

268 This chapter shall be liberally construed so as to effectuate its purposes and the purposes of
269 RCW [35.21.730](#) through [35.21.759](#). In the event of an inconsistency between the charter and this
270 chapter, the inconsistency shall be resolved by giving precedence to this chapter.

271 **2.74A.220 Severability.**

272 If any provision of this Ordinance or its application to any person or circumstance is held
273 invalid or unconstitutional, the remainder of the Ordinance or its application to other persons or
274 circumstances shall not be affected.

275 **2.74A.230 Effective Date.**

276 This Ordinance shall take effect immediately.

277 ADOPTED this _____ day of _____ 2017.

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BOARD OF COUNTY COUNCILORS
CLARK COUNTY, WASHINGTON

ATTEST: _____
Rebecca Tilton, Clerk of the Board

Marc Boldt, Chair

Jeanne E. Stewart, Councilor

Julie Olson, Councilor

John Blom, Councilor

Eileen Quiring, Councilor

APPROVED as to form and legality this
day of _____, 2017.

Chris Horne, Chief Civil Deputy