

CLARK COUNTY STAFF REPORT

DEPARTMENT: Clark Regional Emergency Services Agency

DATE: October 24, 2017

REQUESTED ACTION: Consider repealing CCC 2.74 to be replaced by 2.74A by approving the ordinance creating Clark Regional Emergency Services Agency as a Public Development Authority; and approving the Charter establishing the articles of incorporation.

Consent Hearing County Manager

BACKGROUND

The requested action ensures Clark Regional Communications Agency's (CRESA's) legal formation: 1) continues to provide emergency communications and emergency management services as outlined in the current Interlocal Agreement (ILA); 2) limits the liability of CRESA and prevents recourse to participating parties of the ILA; and 3) provides the ability to own and sell real and personal property.

CRESA (formally known as Clark Regional Communications Agency) was originally established in 1975 under the state's Interlocal Cooperation Act as a separate legal entity as authorized under RCW 39.34.030(3)(b). Under this legislation, such legal entities can include: a non-profit corporation (RCW 24.03 or 24.06); a limited liability partnership (RCW 25.05); or a limited liability company (RCW 25.15). CRESA included this citation as a separate legal entity in all the following amended and replaced ILAs.

In the process of revising CRESA's current 2001 ILA, it was determined through the Department of Business Licensing that the only active entity is Clark Regional Communication Agency listed as a private corporation. However, no corporate documents are registered with the Secretary of State.

As a result, CRESA explored the options of legal formation. After a series of meetings with an ILA taskforce, the CRESA Administrative Board and current member jurisdictions, there was support for CRESA being established as a special purpose quasi-municipal corporation known as Public Development Authority or PDA authorized under RCW 35.21.730, et seq. PDA's allow cities, towns, and counties to establish public corporations, commissions, or authorities.

COUNCIL POLICY IMPLICATIONS

Repeals CCC 2.74 and replaces it with 2.74A by approving the ordinance and charter creating CRESA as a PDA. This action changes CRESA's status as a legal entity established under the Washington Interlocal Cooperation Act (RCW 39.34.030) to a special purpose quasi-municipal corporation known as Public Development Authority (RCW 35.21.730).

ADMINISTRATIVE POLICY IMPLICATIONS

If approved, the CRESA Interlocal Agreement by Bylaws will be revised to address CRESA being established as a PDA.

COMMUNITY OUTREACH

The CRESA Director has met with county councilors, city managers and other appropriate stakeholders (i.e., police and fire chiefs) and all have expressed support for CRESA becoming a PDA.

BUDGET IMPLICATIONS

YES	NO	
✓		Action falls within existing budget capacity.
	✓	Action falls within existing budget capacity but requires a change of purpose within existing appropriation
	✓	Additional budget capacity is necessary and will be requested at the next supplemental. If YES, please complete the budget impact statement. If YES, this action will be referred to the county council with a recommendation from the county manager.


BUDGET DETAILS

Local Fund Dollar Amount	NA
Grant Fund Dollar Amount	NA
Account	NA
Company Name	NA


DISTRIBUTION:

Board staff will post all staff reports to The Grid. <http://www.clark.wa.gov/thegrid/>

Attachments: Ordinance No. _____
 Charter of the Clark Regional Emergency Services Agency Public Authority




 Doug Smith-Lee
 CRESA Program Manager



 Dave Fuller, Director
 Clark Regional Emergency Services Agency

Primary Staff Contact: Doug Smith-Lee Ext. 992-6276

APPROVED: 
 CLARK COUNTY, WASHINGTON
 BOARD OF COUNTY COUNCILORS

DATE: OCT. 24, 2017

SR# _____



APPROVED: _____
 Jim Rumpeltes, Interim County Manager

DATE: _____

ORDINANCE No. 2017-10-08

AN ORDINANCE creating Clark Regional Emergency Services Agency Public Authority; approving a charter therefor; establishing a Board of Directors to govern the affairs of CRESA; providing how CRESA shall conduct its affairs; and repealing CCC 2.74 to be replaced by CCC 2.74A.

WHEREAS, since 1976 certain governmental entities have been parties (herein after “Parties) to an interlocal agreement (herein after “Agreement”), as amended or replaced, establishing a joint Board known as Clark Regional Emergency Services Agency (herein after “CRESA”), formally known as Clark Regional Communications Agency, providing for the joint and cooperative provision of 911 emergency communications services; and

WHEREAS, since 1981 these same governmental entities have been Parties to an interlocal agreement, as amended or replaced, establishing CRESA for providing joint and cooperative provision of emergency management services; and

WHEREAS, the County desires to continue to provide joint emergency communications and emergency management services by reorganizing and re-establishing CRESA as a Public Authority (herein after “CRESA”) and to transfer certain assets and liabilities to CRESA; and

WHEREAS, the Board of County Councilors is considering this matter at a duly advertised hearing, and finds the adoption of this ordinance will further the public health, safety and welfare; now, therefore,

BE IT ORDERED AND RESOLVED BY THE BOARD OF COUNTY COUNCILORS for the COUNTY OF CLARK, State of Washington, as follows:

Section 1. Repealer. Applicable portions of Res. 1975-09-61 and codified as Chapter 2.74 of the Clark County Code is each hereby repealed.

Section 2. New. A new chapter, 2.74A, is hereby added to the Clark County Code to read:

Chapter 2.74 CRESA Public Authority.

Section 3. New. A new section 2.74A.010 is added to the Code to read:

31 **2.74A.010 Purpose.** As authorized by RCW 35.21.730 through 35.21.759, a public authority,
32 to be known as “Clark Regional Emergency Services Agency (hereinafter CRESA)”, is hereby
33 created exclusively to undertake, assist with, and otherwise facilitate the public function of
34 providing an emergency communications and emergency management services, and perform any
35 other public function relating to providing such services. For the purpose of receiving the same
36 immunities or exemptions from taxation as that of the County, CRESA constitutes a public
37 agency and a creation of the County (within the meaning of Article VII, Section I of the
38 Constitution of the state of Washington and within the meaning of those terms in regulations of
39 the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to
40 Section 103 of the Internal Revenue Code of 1986, as amended).

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42 **Section 4. New.** A new section 2.74A.020 is added to the Code to read:

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44 **2.74A.020 Definitions.**

45 Unless the context clearly requires otherwise, the definitions in this section apply throughout this
46 chapter.

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

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

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

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

55 (5) “County” means Clark County.

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

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

61 (8) "Property" shall have the same meaning as in Article VII, Section 1 of the Washington
62 State Constitution, and includes real and personal property, equipment and furnishings, cash,
63 accounts receivable, and anything tangible or intangible that is capable of being owned or
64 controlled to produce value or generate cash flow.

65 (9) "Public authority" or "authority" means the authority created under this chapter.

66 (10) "Public agency" means any agency, political subdivision, or unit of local government of
67 this state including, but not limited to, municipal corporations, quasi municipal corporations,
68 special purpose districts, and local service districts; any agency of the state government; any
69 agency of the United States; any Indian tribe recognized as such by the federal government.

70 (11) "Resolution" means a final action of a quorum of the Board, evidenced by a written
71 instrument signed by the chair of the Board of directors.

72 (12) "State" (when used as a noun) shall mean the state of Washington.

73 (13) "Smaller City" means the cities of Battle Ground, Camas, LaCenter, Ridgefield,
74 Washougal and Yacolt.

75 (14) "Service Fee Formula" means the allocation of costs of CRESA services determined by the
76 Board for the purposes of calculating the fees assessed to entities for the funding of such
77 services.

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79 **Section 5. New.** A new section 2.74A.030 is added to the Code to read:

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81 **2.74A.030 General powers.**

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

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

87 (2) Contract with public and private entities.

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

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

91 (5) Sue and be sued.

- 92 (6) Incur indebtedness and issue bonds and other instruments evidencing indebtedness.
93 (7) Transfer funds, property, property interests, or services.
94 (8) To exercise any other powers that are consistent with the purpose for which CRESA is
95 organized, and are within the express, or implied authority granted by the County subject to the
96 limitation in CCC 2.74A.050, as amended by Clark County Council.

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98 **Section 6. New.** A new section 2.74A.040 is added to the Code to read:

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100 **2.74A.040 Liability.**

101 CRESA is an independent legal entity exclusively responsible for its own debts, obligations and
102 liabilities. All liabilities incurred by CRESA shall be satisfied exclusively from the assets and
103 credit of CRESA. No creditor or other person shall have any recourse to the assets, credit, or
104 services of Clark County or any Party on account of any debts, obligations, liabilities, acts, or
105 omissions of CRESA.

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107 **Section 7. New.** A new section 2.74A.050 is added to the Code to read:

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109 **2.74A.050 Limitation of powers.**

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

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

113 (2) CRESA shall have no power to incur or create any liability that permits recourse by any
114 party or member of the public to any assets, services, resources, or credit of the Parties. All

115 liabilities incurred by CRESA shall be satisfied exclusively from the assets and credit of
116 CRESA, and no creditor or other person shall have any recourse to the assets, credit, or services
117 of Clark County or any Party on account of any debts, obligations, liabilities, acts or omissions
118 of CRESA.

119 (3) The powers, authorities, or rights expressly or impliedly granted to CRESA less than and
120 subject to Clark County's expressed or implied powers.

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

- 123 (a) Audits by the State Auditor and accounting requirements in Chapter 43.09 RCW;
124 (b) Open public record requirements in Chapter 42.56 RCW;
125 (c) Open public meetings and other public process laws in Chapter 42.30 RCW;
126 (d) Preservation and destruction of public records in Chapter 40.14 RCW;
127 (e) Public works requirements in Chapter 39.04 RCW;
128 (f) Competitive bidding and prevailing wage laws in Chapter 39.04 RCW;
129 (g) Local government whistleblower laws in Chapter 42.41 RCW;
130 (h) The prohibition on using public facilities for campaign purposes in
131 Chapter 42.17A RCW;
132 (i) The Code of Ethics for municipal officers in Chapter 42.23 RCW;
133 (j) Payments and advancements in Chapter 42.24 RCW; and
134 (k) The provisions of Chapter 4.96 RCW for actions against CRESA and its Board,
135 officers, employees, and volunteers.

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138 **Section 8. New.** A new section 2.74A.060 is added to the Code to read:

139 **2.74A.060 Charter.**

140 The charter of CRESA, Exhibit A is attached hereto. The charter shall be issued in duplicate
141 originals, each bearing the signature of the County Board of Councilors and attested by the clerk.
142 One original shall be filed with the clerk with this ordinance; a duplicate original shall be
143 provided to CRESA.

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146 **Section 9. New.** A new section 2.74A.070 is added to the Code to read:

147 **2.74A.070 Effect of issuance of charter.**

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

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155 **Section 10. New.** A new section 2.74A.080 is added to the Code to read:

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157 **2.74A.080 CRESA Administrative Board.**

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

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

- 164 (a) Clark County Manager or designee, who is an appointed county position;
- 165 (b) Vancouver City Manager or designee who is an appointed city position;
- 166 (c) Small city representative appointed by the small city mayors who may hold an elected
167 or non-elected position with one of the small cities;
- 168 (d) Clark County Sheriff or designee;
- 169 (e) Police representative appointed by the Clark County Regional Law Enforcement
170 Planning Council;
- 171 (f) Vancouver Fire Department representative;
- 172 (g) Fire representative appointed by the Clark County Fire Chief’s Association;
- 173 (h) A representative with financial expertise from business or industry doing business in
174 Clark County appointed by the Board with a term not to exceed four years; and
- 175 (i) A representative from an EMS district providing public transportation services in
176 Clark County.

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

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182 **Section 11. New.** A new section 2.74A.090 is added to the Code to read:

183 **2.74A.090 Quorum.**

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

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Section 12. New. A new section 2.74A.100 is added to the Code to read:

2.74A.100 Meetings of the Board.

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

Section 13. New. A new section 2.74A.110 is added to the Code to read:

2.74A.110 Bylaws.

Within thirty days after issuance of the charter, the Board shall hold an organizational meeting, appoint a chair and vice chair, and adopt bylaws. The bylaws shall be consistent with the charter. In the event of a conflict between the bylaws, this chapter, and the charter, this chapter shall control, the Charter shall be second in priority, followed by the bylaws. The power to alter, amend, or repeal the bylaws or adopt new ones shall be vested in the Board except as otherwise provided in the charter.

Section 14. New. A new section 2.74A.120 is added to the Code to read:

2.74A.120 Board review and approval of required items.

- (1) At least quarterly, the Board shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. The Board shall review all such information at regular meetings, the minutes of which shall specifically note such reviews and include such information.
- (2) Review and approval of the Board by resolution shall be necessary for any of the following transactions:
 - (a) Transfer or conveyance of an interest in real estate other than release of a lien or satisfaction of a mortgage after payment has been received and execution of a lease.
 - (b) Contracting of debts, issuance of notes, debentures or bonds, and mortgaging or pledging of CRESA assets or credit to secure the same.

- 216 (c) Donation of money, property, or other assets belonging to CRESA.
217 (d) Action by CRESA as a surety or guarantor.
218 (e) Adoption of an annual budget and a separate capital budget, and amendments thereto.
219 (f) Certification of annual reports and statements by the state auditor, as required under
220 RCW 43.09, to be filed with the clerk as true and correct in the opinion of the Board and of
221 its members except as noted.
222 (g) Adopting and amending the charter and bylaws.
223 (h) Consistent with Chapter 4.96 RCW, adoption of policies and procedures for
224 managing actions against CRESA, the Board, officers, employees, and volunteers.
225 (i) Instituting legal proceedings in CRESA's name.
226 (j) Dissolution of CRESA, upon approval by two thirds of the entire Board.
227 (k) Amending service fee formula.

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230 **Section 15. New.** A new section 2.74A.130 is added to the Code to read:

231 **2.74A.130 Charter amendments.**

- 232 (1) Proceedings Preliminary to Amending the Charter. Any Board member may propose a
233 charter amendment. Final action by resolution of the Board is necessary to consider an
234 amendment to the charter. If the Board approves consideration to amend the charter, information
235 about the proposed charter amendment, including a copy of the proposed amendment in a format
236 that strikes over material to be deleted and underlines new material and a statement of the
237 amendment's purpose and effect, shall be provided to each member of the Board and to the clerk
238 at least thirty (30) days prior to the meeting at which a vote will be taken on a resolution
239 amending the charter.
- 240 (2) Action Amending the Charter. After the preliminary proceedings described in subsection
241 (1) of this section have occurred, final action upon approval by two thirds of the entire Board
242 may be taken amending the charter. If the amendment differs materially from the original
243 proposed amendment considered during preliminary proceedings, then the preliminary
244 proceedings described in subsection (1) of this section shall be repeated. After final action
245 amending the charter, the amended charter shall be issued in duplicate originals, each bearing the

246 signature of the Board members. One original shall be filed with the clerk and a duplicate
247 original shall be retained by CRESA.

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249 **Section 16. New.** A new section 2.74A.140 is added to the Code to read:

250 **2.74A.140 Treasurer.**

251 The Board shall appoint a treasurer to administer a special fund designated “Operating fund of
252 CRESA.” The appointed treasurer shall be responsible for handling CRESA’s accounts and
253 finances. The Board shall file a fidelity bond in an amount determined by the Board to be
254 adequate and appropriate covering the actions and omissions of the Treasurer.

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256 **Section 17. New.** A new section 2.74A.150 is added to the Code to read:

257 **2.74A.150 Funding.**

258 Funding of CRESA operations and activities will include revenue generated by enhanced 911
259 sales, use, and excise taxes as allowed under RCW 82.14B.030 , 38.52.500 et seq., and RCW
260 38.52.070 et seq., and revenue generated from service fees consistent with the charter, the
261 bylaws, and Section 2.74A.010.

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263 **Section 18. New.** A new section 2.74A.160 is added to the Code to read:

264 **2.74A.160 Audits, inspections, and reports.**

265 Local government accounting laws, RCW 43.09.200 through 43.09.2855, shall apply to CRESA,
266 and copies of all reports filed with the State Auditor shall be filed contemporaneously with the
267 clerk. At any reasonable time and as often as the County or State Auditor deem necessary,
268 CRESA shall make available for inspection, examination, auditing, and copying all of its
269 records, including but not limited to contracts, invoices, payrolls, personnel records, inventories,
270 and financial records and other relevant records

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272 **Section 19. New.** A new section 2.74A.170 is added to the Code to read:

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274 **2.74A.170 Insurance.**

275 CRESA shall maintain in full force and effect public liability insurance in an amount sufficient
276 to cover potential claims for bodily injury, death, or disability and for property damage, which

277 may arise in connection with the acts or omissions of CRESA, naming the County as an
278 additional insured.

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280 **Section 20. New.** A new section 2.74A.180 is added to the Code to read:

281 **2.74A.180 Trusteeship.**

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

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291 **Section 21. New.** A new section 2.74A.190 is added to the Code to read:

292 **2.74A.190 Dissolution.**

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

297 Information about the proposed dissolution, including the grounds for dissolution and
298 distribution of CRESA property, shall be provided to each member of the Board, the clerk and
299 every entity receiving services by CRESA at the time at least fourteen (14) days prior to the
300 meeting at which a vote will be taken on the resolution. Within thirty days of adoption of a
301 resolution approving dissolution of CRESA, a copy of the resolution shall be delivered to the
302 clerk. The County may, after a public hearing, dissolve CRESA. Upon dissolution, all CRESA
303 property, net of all outstanding liabilities, shall be distributed as set forth in an agreed plan of
304 distribution adopted by a two-thirds of the entire Board and used only for 911 emergency
305 communications systems consistent with Chapter 82.14B RCW and RCW 38.52.500 et seq. and
306 emergency management services consistent with Chapter 38.52.070 RCW.

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

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

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326 **Section 22. New.** A new section 2.74A.200 is added to the Code to read:

327 **2.74A.200 Construction and order of precedence.**

328 This chapter shall be liberally construed so as to effectuate its purposes and the purposes of
329 RCW 35.21.730 through 35.21.759. In the event of an inconsistency between the charter and this
330 chapter, the inconsistency shall be resolved by giving precedence to this chapter.

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333 **Section 23. New.** A new section 2.74A.210 is added to the Code to read:

334 **2.74A.210 Severability.**

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

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Section 24. Effective Date.

This Ordinance shall be effective ten days following its adoption pursuant to the Clark County Charter.

Section 25. Roll Call Vote. The following persons voted in favor of the above

ordinance amendments: Jeanne Stewart; Julie Olson;
Marc Boldt; John Blom; & Eileen Quiring.

The following persons opposed adoption of the above ordinance amendments:

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Section 26. Note to Code Reviser. Sections 2 through 23 shall be codified with the limitation that the Charter attached pursuant to Section 8 will not be codified but kept on file by the Clerk.

ADOPTED on this 24th day of October, 2017.

BOARD OF COUNTY COUNCILORS
CLARK COUNTY, WASHINGTON

Attest:

Rebecca Jitor
Clerk of the Board

Marc Boldt
Marc Boldt, Chair

Approved as to Form Only:
ANTHONY GOLIK
Prosecuting Attorney

Jeanne E. Stewart
Jeanne E. Stewart, Councilor

By: Christopher Horne
Christopher Horne,
Deputy Prosecuting Attorney

Julie Olson
Julie Olson, Councilor

John Blom
John Blom, Councilor

Eileen Quiring
Eileen Quiring, Councilor



EXHIBIT A

CHARTER

of the

CLARK REGIONAL EMERGENCY SERVICES AGENCY PUBLIC AUTHORITY

1 CHARTER
2 of the
3 CLARK REGIONAL EMERGENCY SERVICES AGENCY PUBLIC AUTHORITY
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7 **ARTICLE I: NAME**

8 The name of the Clark Regional Emergency Services Agency Public Authority shall be
9 Clark Regional Emergency Services Agency, also known as CRESA.
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11 **ARTICLE II: AUTHORITY AND LIMIT ON LIABILITY**

12 **Section II.01. Authority.** CRESA is a public corporation organized pursuant to RCW
13 35.21.730 through 35.21.759, and Ordinance No. _____ (hereinafter “Ordinance”) of
14 Clark County, Washington.

15 **Section II.02. Limit on Liability.** All liabilities incurred by CRESA shall be satisfied
16 exclusively from the assets, credit and properties of CRESA, and no other creditor or other
17 person shall have any right of action against or recourse to Clark County or any of the Parties,
18 their assets, credit or services on account of any debts, obligations, liabilities or acts or omissions
19 of CRESA.
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21 **ARTICLE III: DEFINITIONS**

22 The words and phrases in this Charter shall have the same meanings as defined in the
23 Ordinance.
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25 **ARTICLE IV: DURATION**

26 The duration of CRESA shall be perpetual except as provided in the Ordinance.
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28 **ARTICLE V: PURPOSE**

29 As authorized by RCW 35.21.730 through RCW 35.21.759, CRESA is established
30 exclusively to undertake, assist with, and otherwise facilitate the public function of providing an
31 emergency communications and emergency management services, and perform any other public
32 function relating to providing such services as authorized by state law or county code. For the
33 purpose of receiving the same immunities or exemptions from taxation as that of the county,

34 CRESA constitutes a public agency and a creation of the county (within the meaning of Article
35 VII, Section I of the Constitution of the State of Washington and within the meaning of those
36 terms in regulations of the United States Treasury and rulings of the Internal Revenue Service
37 prescribed pursuant to Section 103 of the Internal Revenue Code of 1986, as amended).

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39 **ARTICLE VI: POWERS AND RESPONSIBILITIES**

40 **Section VI.01. Powers.** CRESA shall have and may exercise all lawful powers
41 conferred by State laws, the Ordinance, this Charter and its Bylaws. CRESA in all of its
42 activities and transactions shall be subject to the powers, procedures subject to the limitations
43 contained in the Ordinance.

44 **Section VI.02. Provision of Services.** CRESA shall provide 9-1-1 emergency
45 communications services, a regional radio system and regional emergency management services
46 to entities desiring the same. Entities receiving such services shall pay fees for those services as
47 established by the CRESA Administrative Board (“Board”).

48 **Section VI.03. Federal Communications Commission Licenses.** CRESA shall
49 review, renew and update CRESA’s FCC licenses and will assist entities receiving emergency
50 communications services from CRESA, in reviewing, renewing and updating their FCC licenses
51 as requested.

52 **Section VI.04. Actions against CRESA, the Board, Officers, Employees and**
53 **Volunteers.** The provisions of RCW 4.96 shall apply to actions against CRESA, its directors,
54 officers, employees and volunteers.

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56 **ARTICLE VII: ADMINISTRATIVE BOARD**

57 **Section VII.01. Authority and Responsibilities of the Board.** The Board shall have
58 the authority and responsibilities to provide policy oversight and legislative direction for CRESA
59 and its administration, and assure the purposes described in the Ordinance, this Charter are
60 reasonably accomplished.

61 **Section VII.02. Board Composition.** The Board shall consist of nine (9) persons as
62 follow:

- 63 (a) Clark County Manager or designee, who holds an appointed position with the county;
- 64 (b) Vancouver City Manager or designee who holds an appointed position at the City;

- 65 (c) Small City representative appointed by the small city mayors who may hold an elected
66 or non-elective position with one of the Small Cities;
- 67 (d) Clark County Sheriff or designee;
- 68 (e) Police representative appointed by the Clark County Regional Law Enforcement
69 Planning Council;
- 70 (f) Vancouver Fire Department representative;
- 71 (g) Fire representative appointed by the Clark County Fire Chief's Association;
- 72 (h) A representative with financial expertise from a business or industry doing business in
73 Clark County appointed by the Board with a term not to exceed four years; and a
- 74 (i) Representative from an EMS district providing public transport services in Clark
75 County.

76 **Section VII.03. Conditions.** A member of the Board may only serve for such a time
77 that he or she is the duly appointed and acting in the capacity they represent. All members of the
78 Board serve without compensation from CRESA.

79 **Section VII.04. Quorum.** At all meetings of the Board, a majority of the members shall
80 constitute a quorum.

81 **Section VII.05. Committees.** The Board may appoint committees as provided for in the
82 Bylaws.

83 **Section VII.06. Voting.** The Board shall strive to operate by consensus. Each
84 individual member shall have one vote. Unless otherwise required, passage of Board decisions
85 shall require a majority of the nine members but no less than (or 4) of the quorum (or five).

86 **Section VII.07. Officers.** The Board shall have two officers, a Chair and Vice-Chair.
87 Appointment, removal and term of office shall be established in the bylaws.

88 **Section VII.08. Actions Requiring Approval by Resolution of the Board.** Review
89 and approval of Board by resolution shall be necessary for any of the following actions:

- 90 (a) Establishment and amending bylaws that govern the procedures of the Board;
- 91 (b) Recommended action to the legislative bodies of the participating parties;
- 92 (c) Amendments to the charter.
- 93 (d) Consistent with the Ordinance, this charter determines what services by CRESA shall
94 be offered and under what terms they shall be offered. Any change service provided or
95 a material change to the term of a service shall be by resolution.

- 96 (e) Appointment of the CRESA Director. For emergency management services only,
97 the Board will recommend their selection for director to the executive heads of the
98 participating political subdivisions (county, cities, and towns). The executive heads
99 of the participating political subdivisions by joint action may appoint the director
100 for purposes of emergency management services pursuant to RCW 38.52.070.
- 101 (f) For 9-1-1 Dispatch Services and 800 MHz and Conventional Radio System
102 Services, review and approval of cost allocation formulas, rates, and appropriate
103 service charges for such services;
- 104 (g) Establishment of a fund or funds as authorized by law for the operation of CRESA,
105 provided that with respect to funds for Emergency Management Services those
106 funds shall be administered pursuant to RCW 38.52;
- 107 (h) Entry into agreements with, and receiving and distributing funds from any federal,
108 state or local agencies, provided that with respect to funds for Emergency
109 Management Services those funds shall be administered pursuant to RCW 38.52;
- 110 (i) Review and adoption of the annual budget and amendments, provided that with
111 respect to Emergency Management Services its budget shall be adopted pursuant to
112 RCW 38.52; Reviewing and approving budget expenditures and, in the case of
113 expenditures related to financing for which bonds were issued, including any
114 expenditures for arbitrage rebate liability associated with those bonds;
- 115 (j) Entry into agreements with third parties for services necessary to fully implement
116 the purposes of the Ordinance and this charter;
- 117 (k) Purchase, receipt, lease, receipt by gift, or other acquisition, ownership,
118 improvement, use and other management of and with real or personal property, or
119 any interest therein, in the name of CRESA;
- 120 (l) Sale, conveyance, mortgage, pledge, lease, exchange, transfer, or other disposition
121 of CRESA property and assets;
- 122 (m) Approval of CRESA as a surety or guarantor;
- 123 (n) Suit and defense of litigation in all courts of competent jurisdiction in CRESA's
124 name;

- 125 (o) Entry into contracts or agreements with future participating customers to provide 9-
126 1-1 dispatch, 800 MHz and conventional radio, and/or emergency management
127 services;
- 128 (p) Operation and Control of the radio frequency licenses to enable CRESA to operate
129 radio communications and dispatch systems to meet its public safety
130 responsibilities;
- 131 (q) Operation and control of 800 MHz and conventional radio owners and customers
132 access to the system; and
- 133 (r) Review and adoption of purchasing and financial policies.
- 134 (s) Establishment of appropriate fees for services provided by contract to other non-
135 participating entities of the CRESA Interlocal Agreement.
- 136 (t) Contracts incurring debt, issuance of notes, debentures or Bonds, and mortgaging or
137 pledging CRESA assets or credit to secure the same.
- 138 (u) Hire or engagement of legal counsel and independent accountants and auditors.
- 139

140 **ARTICLE VIII: MEETINGS**

141 **Section VIII.01. Frequency of Meetings.** The CRESA Administrative Board shall
142 meet as established in the bylaws, but not less than quarterly. Special meetings of the Board
143 may be called as provided in the bylaws.

144 **Section VIII.02. Open Public Meetings.** The Open Public Meetings Act, RCW 42.30,
145 shall apply to all meetings of the Board or any committee thereof when the committee acts on
146 behalf of the Board, conducts hearings or takes testimony or public comment.

147 **Section VIII.03. Parliamentary Authority.** Robert's Rules of Order shall guide
148 meetings where they are consistent with this charter or bylaws.

149 **Section VIII.04. Minutes.** The Board shall cause minutes to be kept of all regular and
150 special meetings of the Board. Minutes shall include a record of individual votes on all matters
151 requiring approval of the Board. Minutes shall be kept in accordance with RCW 42.32.

152

153 **ARTICLE IX: BYLAWS**

154 The Board shall review, approve and amend bylaws for all matters related to the
155 governance of CRESA. The bylaws provide rules governing CRESA and its activities consistent
156 with the laws of the State, the Ordinance and this Charter.

157

158 **ARTICLE X: AMENDMENTS OF CHARTER AND BYLAWS**

159 Amendments to the charter shall be as provided in the Ordinance. Amendments to the
160 bylaws shall be as provided in Article IX of the charter and Article 4 of the bylaws.

161

162 **ARTICLE XI: ADOPTION OF FISCAL YEAR AND BUDGET**

163 **Section XI.01. Fiscal Year.** The fiscal year shall coincide with the calendar year.

164 **Section XI.02. Funding.** Funding for CRESA operations and activities include funds
165 distributed to CRESA as allowed under RCW 82.14B.030, RCW 38.52.500 et seq., and RCW
166 38.52.070 et seq. The bylaws shall prescribe the User Cost Allocation Formula. By resolution,
167 the Board shall establish and amend upon approval by two thirds of the entire Board, provided
168 that at least sixty (60) days prior to the meeting at which a vote will be taken, written notice of
169 the proposed amendments to the User Cost Allocation Formula provided to members of the
170 Board, the Clerk and every entity receiving services by CRESA at that time.

171 **Section XI.03. Budget Process.** Within the timelines prescribed in the bylaws, the
172 Director shall provide to the Board a preliminary budget for the ensuing fiscal year.

173 **Section XI.04. Budget Adoption.** Within the timelines prescribed in the bylaws, the
174 Director shall provide to the Board for review and approval of a final budget for the ensuing
175 fiscal year. This budget shall include: proposed service levels, baseline operations budget, any
176 proposed enhancements, recommended capital equipment/facility acquisition and proposed
177 financing methodologies. No increase or decrease to the final budget shall occur without the
178 approval of the Board.

179 **Section XI.05. Accounting, Budgeting and Reporting.** CRESA shall be subject to the
180 Budgeting Accounting & Reporting System (BARS) applicable local government and shall
181 comply with local government accounting laws, including but not limited to RCW 43.09.

182

183 **ARTICLE XII: REGISTERED AGENT, CLAIMS AND SERVICES**

184 **Section XII.01. Registered Agent.** The registered agency for CRESA is the Director.
185 The identity of the agent and the address where he/she may be reached during normal business
186 hours must be recorded with the County Auditor. A statement of the registered agent
187 designation, executed by the Chair of the Board shall be filed with the Secretary of State.

188 **Section XII.02. Claims.** Claims made for the damages made under RCW 4.96 shall be
189 filed with the Director. The identity of the agent and the address where he/she may be reached
190 during normal business hours must be recorded with the County Auditor.

191 **Section XII.03. Service of Process.** Service of process under RCW 4.28.080 shall be by
192 delivering a copy of the summons and complaint to the Director. The identity of the agent and
193 the address where he/she may be reached during normal business hours must be recorded with
194 the County Auditor.

195 **Section XII.04. Filing.** Within thirty (30) days of receipt of the filings described in this
196 Article XII, CRESA shall file copies with the Clerk.

197

198 **ARTICLE XIII: COMMENCEMENT**

199 CRESA shall commence its existence effective upon the issuance of its charter, as sealed
200 and attested by the Clerk.

201

202 **ARTICLE XIV: DISSOLUTION**

203 Dissolution of CRESA shall be in the form and manner required by State law and the
204 Ordinance.

205

206 **ARTICLE XV: ORDER OF PRECEDENCE**

207 In the event of an inconsistency between the Charter and the Ordinance, the inconsistency
208 shall be resolved by giving precedence to the Ordinance.

209

210 **ARTICLE XVI: APPROVAL OF CHARTER**

211 This charter was APPROVED by Ordinance No 2017-10-08, adopted by the Board of
212 County Councilors of Clark County, Washington on the 24th day of OCT., 2017.

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Adopted this 24th day of October 2017

BOARD OF COUNTY COUNCILORS
CLARK COUNTY, WASHINGTON

ATTEST: Rebecca Tilton
Rebecca Tilton, Clerk of the Board

Mare Boldt
Mare Boldt, Chair

Jeanne E. Stewart, Councilor

Julie Olson, Councilor

John Blom, Councilor

Eileen Quiring, Councilor

Approved as to Form Only:
ANTHONY GOLIK
Prosecuting Attorney

By: Christopher Horne
Christopher Horne
Deputy Prosecuting Attorney



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Rebecca J. [unclear]

