

RESOLUTION NO. 1522

A RESOLUTION of the Port Commission of the Port of Pasco approving formation of limited liability company, approving operating agreement and interlocal agreement, approving capital contribution, and approving payment to Port of Whitman County

WHEREAS, The Port of Pasco (“Port”) is authorized to engage in the operation of Telecommunications Facilities pursuant to Chapter 53.08 RCW; and

WHEREAS, The Port is authorized to become a member of a limited liability company with other governmental entities pursuant to the provisions of the Interlocal Cooperation Act, Chapter 39.34 RCW; and

WHEREAS, the Board of Commissioners of the Port (“Board”) has determined that participation as member in NEWCO, LLC, with the Ports of Bellingham, Kalama, Ridgefield, Skagit, and Whitman, (“Other Member Ports”) pursuant to the Joint Organization Interlocal Operating Agreement attached hereto as Appendix No. 1 is in the best interests of the Port; and

WHEREAS, NEWCO, LLC will help develop low cost wholesale broadband across the state, create economic opportunities through broadband partnerships with Ports and other public utilities, and provide centralized network management for ports that have their own broadband infrastructure; and

WHEREAS, the Board has determined that the Port of Whitman County, given its and its employees’ experience with Telecommunications Facilities, is the proper choice to be appointed as the LLC Manager; and

WHEREAS, the Board finds that agreement to the terms and conditions of the Interlocal Agreement between NEWCO, LLC and the Port of Whitman attached hereto as Appendix No. 2 (the “Interlocal”) is in the best interests of the Port and will facilitate the provision of future telecommunications services within the boundary of the Port’s district and across the state; and

WHEREAS, the Board finds that a capital contribution of \$200,000.00 to the LLC is reasonable and appropriate to fund the initial activities of the LLC; and

WHEREAS, the Board finds that the payment of \$15,749.60 to the Port of Whitman in compensation for its contribution of Telecommunications Facilities management services and fiber management facilities constitutes adequate and significant consideration to the Port and the LLC for benefits each will receive pursuant to the Interlocal Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT OF PASCO THAT:

1. The Payment of the Port's capital contribution of TWO HUNDRED THOUSAND AND NO/100 DOLLARS (\$200,000.00) to NEWCO, LLC is hereby approved so long as the amount of such payment is credited to the Port's LLC capital account.

2. The Joint Organization Interlocal Operating Agreement and the Interlocal are hereby approved.


3. Upon the execution of the Interlocal Agreement, payment to the Port of Whitman County in the amount of FIFTEEN THOUSAND SEVEN HUNDRED FORTY-NINE AND 60/100 DOLLARS (\$15,749.60) is hereby approved.

4. Randy Hayden, or his successor as Executive Director, is hereby appointed as the Port's representative on the Executive Council of NEWCO, LLC.

5. The Port's Executive Director is authorized to carry out any and all actions reasonably required to carry out the intent of the Resolution and to execute all documents associated with the implementation of both the NEWCO operating agreement and the Port of Whitman interlocal agreement, with minor changes as approved by legal counsel.

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PORT OF PASCO COMMISSION


Jean Ryckman, President


Jim Klindworth, Vice-President


Vicki Gordon, Secretary