PORT of OLYMPIA
Serving All of Thurston County

Commission Work Session
Monday, November 16, 2026
4:00 PM

Percival Plaza - Olympics Room
626 Columbia Street NW, Suite 1-B
Olympia, WA 98501

The meeting agenda is available on the Port's website as of November 13, 2026.
https://www.portolympia.com/commission

AGENDA

A. Call to Order
B. Approval of Agenda
C. Commission Goals and Strategies: Alex Smith, Executive Director
D. Commission Governance: Alex Smith, Executive Director
   1. Resolution – Rules Governing the Transaction of Port Commission Business
   2. Resolution – Delegation of Authority to the Executive Director
   3. Resolution – Establishing a Code of Governance and Conduct for Port Commissioners
E. Adjourn

No public comment or commission action will be taken at this Work Session.

The public may join the meeting from their computer, tablet or smartphone at:

https://us06web.zoom.us/j/83753850004?pwd=TA6XGMnH585WTgH0d9pGQACyaP5vxB.1

or Telephone: 1 253 215 8782

Webinar ID: 837 5385 0004

Passcode: 102986

Port of Olympia Mission

Creating economic opportunities and building community for all of Thurston County through responsible resource use.

PORT of OLYMPIA

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Briefing Date:	November 16, 2026
Staff Contact/Title:	Alex Smith, Executive Director, alexs@portolympia.com, 360-528-8001
Subject:	Commission Goals and Strategies
Purpose:	☒Information Only ☐Decision Needed

Background/Overview:

At the August 12, 2026 Commission Retreat, the Commission reworked the ten goals from Vision 2050. The Commission rewrote the goals and combined two goals (goals 8 and 10) into a single goal focused on good governance. The reworked goals are the following:

GOALS:

Goal 1 — Preserve and enhance Thurston County's working waterfront and connection to trade.

Goal 2 — Strengthen and expand maritime recreation as a signature regional amenity.

Goal 3 — Transform the Port Peninsula into a premier destination for Thurston County and the region.

Goal 4 — Grow investments to create family wage jobs throughout Thurston County.

Goal 5 — Pursue opportunities, and identify the Port's role, in multi-modal transportation.

Goal 6 — Maximize the economic and community value of the Olympia Regional Airport.

Goal 7 — Promote environmental stewardship and innovation through collaborative partnerships.

Goal 8 — Prudently manage public funds and leverage public assets for long-term financial and public benefit.

Goal 9 — Demonstrate excellent public governance through strong administration, workforce excellence, transparent communications, and community engagement.

Following the retreat, staff built out strategies under each of the goals and circulated them to the Commission. A copy of the goals and strategies is attached to this cover memo.

Since then, staff have further segregated the strategies into those that can be completed in 2027, those that are ongoing, and ones that we anticipate having capacity to take on in 2028 and beyond. A copy of the strategies broken out by when staff believe they can be accomplished is also attached.

Staff's goal for the work session is to identify strategies that are priorities for the Commission. Staff will use those priorities to build work plans for 2027.

Alignment with Vision 2050:

Vision 2050 specifically contemplates that it should be updated every five years to reflect current priorities, new opportunities and technologies, and changing demographics within Thurston County. As we are just over six years after Vision 2050's initial adoption, it was a perfect time for this Commission to update the governing goals to reflect the Commission's current priorities for the Port.

Documents Attached:

Commission Goals and Strategies
Commission Goals and Strategies Broken Out by Time They Can Be Taken On

Summary and Financial Impact:

No financial impact, informational only.

August 12, 2026, Commission Retreat Follow Up

Redefined Goals and Strategies

Goals and Strategies:

Goal 1 — Preserve and enhance Thurston County's working waterfront and connection to trade.

Strategies:

- Diversify marine terminal operations to reduce dependency on single cargo or tenants and pursue both local and global cargoes.
- Proactive outreach and communication with the City of Olympia to improve clarity, efficiency, and predictability of permitting for shoreline and marine terminal projects.
- Identify feasible land use options for Port-owned properties near and at the marine terminal through the Port Peninsula Master Plan.
- Actively participate in WPPA and industry efforts to expand maritime industrial development and manufacturing.
- Explore potential participation in Marine Highway 5 planning and funding efforts to support the movement of goods by sea, rather than overland.

Goal 2 — Strengthen and expand maritime recreation as a signature regional amenity.

Strategies:

- Invest in Swantown Marina and Boatworks to ensure they remain premier, accessible, and environmentally sound public assets (e.g., boatyard expansion, stormwater upgrades).
- Support and participate in workforce development for marine-related jobs (e.g., boat repair, diesel mechanics) as well as jobs that help the transition to electric watercraft .
- Support water-based recreation growth — including human-powered watercraft and youth sailing — through facilities, partnerships, and district-level planning.
- Recruit and support recreation-oriented private and non-profit sector partners to enhance visitor experiences.

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Goal 3 — Transform the Port Peninsula into a premier destination for Thurston County and the region.

Strategies:

- Identify and pursue public amenities (e.g., plazas, amphitheater, gathering spaces) supported by public and private sector investment.
- Increase public access and mobility to the peninsula as part of destination development.
- Leverage anchor projects (e.g., waterfront hotel, Hands On Children's Museum expansion, Northpoint development) to catalyze activation of surrounding spaces.
- Maintain safe, clean, and welcoming public environments year-round. Take care of deferred maintenance and thoughtfully plan for facility maintenance and replacement needs.
- Through partnerships with local jurisdictions and non-governmental organizations to improve connectivity between the Port districts and downtown to strengthen tourism and community use.

Goal 4 — Grow investments to create family wage jobs throughout Thurston County.

Strategies:

- Partner with jurisdictions and the EDC to support industrial and commercial development in Yelm, Lacey, Tumwater, and rural communities.
- Complete the Economic Benefit Study and use findings to guide future investment priorities.
- Support industrial symbiosis projects with LOTT and others to reduce costs and increase shared value.
- Evaluate investment and ownership opportunities outside of the current landholdings.
- Participate in planning efforts around the Tumwater Brewery to position the Port to play a meaningful role in brewery redevelopment.

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Goal 5 — Pursue opportunities and identify the Port's role in multi-modal transportation.

Strategies:

- Evaluate ferry, water taxi, and cruise options through private sector funded demand studies and direct engagement with operators and jurisdictions.
- Protect and enhance rail connectivity, including participation in freight mobility studies and rail service advocacy, as well as pursuing funding for improvements to local rail lines.
- Assess the Port's long-term role in regional commuter mobility and transportation planning via aviation and marine transportation.
- Build partnerships with cities and regional transit agencies to advance region-wide mobility planning and funding.

Goal 6 — Maximize the economic and community value of the Olympia Regional Airport.

Strategies:

- Determine critical airfield infrastructure improvements (runways, taxiways, apron rehabilitation).
- Prepare for electric aviation through infrastructure investments, hangar development, and partner engagement.
- Advance the Habitat Conservation Plan and align airport development with FAA layout plan.
- Expand aviation workforce pathways (e.g., New Market Vocational Skills Center).
- Continue pathway to ready the airport to accommodate commercial service.

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Goal 7 — Promote environmental stewardship and innovation through collaborative partnerships.

Strategies:

- Advance the Budd Inlet sediment cleanup through the cleanup process, cost recovery and funding planning, and cross-agency coordination.
- Complete and implement climate and sustainability plans, including GHG inventories and SEPA policy updates.
- Support the Deschutes Estuary Partnership with staff participation, community and legislative outreach, and support for funding opportunities.
- Identify, promote and pursue innovative environmental technologies (clean energy pilots, stormwater management, resiliency projects).
- Develop specific environmental and sustainability incentives for users of Port properties.
- Pursue solar energy projects that support both the Port and county residents.
- Participate in, and support Commissioner participation in, multi-Port efforts to develop sustainability goals and standards

Goal 8 — Prudently manage public funds and leverage public assets for long-term financial and public benefit.

Strategies:

- Develop a long-term funding strategy that blends grants, rates/fees, and predictable capital financing.
- Modernize financial systems and budgeting to clearly reflect community and economic development priorities.
- Align all capital investments with updated planning documents (Comprehensive Scheme, Vision 2050, Destination Waterfront).
- Develop a "Commission Priorities" budget line item that allows the Commission to fund emerging goals and objectives that may not directly fit within existing business units' capital expenses or operational needs.
- Press into service underutilized and undeveloped non-revenue generating lands.

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Goal 9 — Demonstrate excellent public governance through strong administration, workforce excellence, transparent communications, and community engagement.

Strategies:

- Continue efforts to strengthen internal administration through updated governance documents, modernized software, consolidated facilities, and improved planning capacity.
- Continue efforts to create systems and processes that support the quality and transparency of Commission decision-making and meetings.
- Invest in staff development, internal communication tools, and clear organizational processes as we continue efforts to develop and retain a high-quality staff.
- Expand community engagement through a communications strategy that includes Commissioner and staff public engagements, countywide meetings, timely communications support, and consistent, accessible public reporting (such as a Vision 2050 annual report).
- Improve our public communications infrastructure through website updates, social media presence, and policies that support public-benefit groups.
- Provide opportunities for growth and fulfillment for current Port employees.

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Commission Goals and Strategies by Timing

Based on the August 12, 2026 Commission Retreat follow-up: redefined goals and strategies

Timing	Strategies	Goals covered
Completed	2	2
2027	17	9
2028 and Beyond	6	5
Ongoing	21	9
Total	**46**	

Completed

Strategies that have been at least partially completed.

Goal 6: Maximize the economic and community value of the Olympia Regional Airport.

- Expand aviation workforce pathways (e.g., ***New Market Vocational Skills Center***).

Goal 8: Prudently manage public funds and leverage public assets for long-term financial and public benefit.

- Develop a “Commission Priorities” budget line item that allows the Commission to fund emerging goals and objectives that may not directly fit within existing business units’ capital expenses or operational needs.

2027

Strategies that can be completed in 2027.

Goal 1: Preserve and enhance Thurston County’s working waterfront and connection to trade.

- Proactive outreach and communication with the City of Olympia to improve clarity, efficiency, and predictability of permitting for shoreline and marine terminal projects.
- Actively participate in WPPA and industry efforts to expand maritime industrial development and manufacturing.

Goal 2: Strengthen and expand maritime recreation as a signature regional amenity.

- Invest in Swantown Marina and Boatworks to ensure they remain premier, accessible, and environmentally sound public assets (e.g., boatyard expansion, stormwater upgrades).

Goal 3: Transform the Port Peninsula into a premier destination for Thurston County and the region.

- Identify and pursue public amenities (e.g., plazas, amphitheater, gathering spaces) supported by public and private sector investment.

- Through partnerships with local jurisdictions and non-governmental organizations to improve connectivity between the Port districts and downtown to strengthen tourism and community use.

Goal 4: Grow investments to create family wage jobs throughout Thurston County.

- Partner with jurisdictions and the EDC to support industrial and commercial development in Yelm, Lacey, Tumwater, and rural communities.
- Complete the Economic Benefit Study and use findings to guide future investment priorities.

Goal 5: Pursue opportunities and identify the Port's role in multi-modal transportation.

- Evaluate ferry, water taxi, and cruise options through private sector funded demand studies and direct engagement with operators and jurisdictions.

Goal 6: Maximize the economic and community value of the Olympia Regional Airport.

- Determine critical airfield infrastructure improvements (runways, taxiways, apron rehabilitation).
- Advance the Habitat Conservation Plan and align airport development with FAA layout plan.

Goal 7: Promote environmental stewardship and innovation through collaborative partnerships.

- Complete and implement climate and sustainability plans, including GHG inventories and SEPA policy updates.
- Develop specific environmental and sustainability incentives for users of Port properties.

Goal 8: Prudently manage public funds and leverage public assets for long-term financial and public benefit.

- Develop a long-term funding strategy that blends grants, rates/fees, and predictable capital financing.
- Align all capital investments with updated planning documents (Comprehensive Scheme, Vision 2050, Destination Waterfront).
- Press into service underutilized and undeveloped non-revenue generating lands.

Goal 9: Demonstrate excellent public governance through strong administration, workforce excellence, transparent communications, and community engagement.

- Continue efforts to strengthen internal administration through updated governance documents, modernized software, consolidated facilities, and improved planning capacity.
- Expand community engagement through a communications strategy that includes Commissioner and staff public engagements, countywide meetings, timely communications support, and consistent, accessible public reporting (such as a Vision 2050 annual report).

2028 and Beyond

Strategies planned for 2028 and later.

Goal 1: Preserve and enhance Thurston County's working waterfront and connection to trade.

- Identify feasible land use options for Port-owned properties near and at the marine terminal through the Port Peninsula Master Plan.

Goal 3: Transform the Port Peninsula into a premier destination for Thurston County and the region.

- Increase public access and mobility to the peninsula as part of destination development.

Goal 5: Pursue opportunities and identify the Port's role in multi-modal transportation.

- Assess the Port's long-term role in regional commuter mobility and transportation planning via aviation and marine transportation.

Goal 6: Maximize the economic and community value of the Olympia Regional Airport.

- Prepare for electric aviation through infrastructure investments, hangar development, and partner engagement.

Goal 7: Promote environmental stewardship and innovation through collaborative partnerships.

- Identify, promote and pursue innovative environmental technologies (clean energy pilots, stormwater management, resiliency projects).
- Pursue solar energy projects that support both the Port and county residents.

Ongoing

Continuing strategies without a fixed completion date.

Goal 1: Preserve and enhance Thurston County's working waterfront and connection to trade.

- Diversify marine terminal operations to reduce dependency on single cargo or tenants and pursue both local and global cargoes.
- Explore potential participation in Marine Highway 5 planning and funding efforts to support the movement of goods by sea, rather than overland.

Goal 2: Strengthen and expand maritime recreation as a signature regional amenity.

- Support and participate in workforce development for marine-related jobs (e.g., boat repair, diesel mechanics) as well as jobs that help the transition to electric watercraft.
- Support water-based recreation growth — including human-powered watercraft and youth sailing — through facilities, partnerships, and district-level planning.
- Recruit and support recreation-oriented private and non-profit sector partners to enhance visitor experiences.

Goal 3: Transform the Port Peninsula into a premier destination for Thurston County and the region.

- Leverage anchor projects (e.g., waterfront hotel, Hands On Children's Museum expansion, Northpoint development) to catalyze activation of surrounding spaces.

- Maintain safe, clean, and welcoming public environments year-round. Take care of deferred maintenance and thoughtfully plan for facility maintenance and replacement needs.

Goal 4: Grow investments to create family wage jobs throughout Thurston County.

- Support industrial symbiosis projects with LOTT and others to reduce costs and increase shared value.
- Evaluate investment and ownership opportunities outside of the current landholdings.
- Participate in planning efforts around the Tumwater Brewery to position the Port to play a meaningful role in brewery redevelopment.

Goal 5: Pursue opportunities and identify the Port's role in multi-modal transportation.

- Protect and enhance rail connectivity, including participation in freight mobility studies and rail service advocacy, as well as pursuing funding for improvements to local rail lines.
- Build partnerships with cities and regional transit agencies to advance region-wide mobility planning and funding.

Goal 6: Maximize the economic and community value of the Olympia Regional Airport.

- Continue pathway to ready the airport to accommodate commercial service.

Goal 7: Promote environmental stewardship and innovation through collaborative partnerships.

- Advance the Budd Inlet sediment cleanup through the cleanup process, cost recovery and funding planning, and cross-agency coordination.
- Support the Deschutes Estuary Partnership with staff participation, community and legislative outreach, and support for funding opportunities.
- Participate in, and support Commissioner participation in, multi-Port efforts to develop sustainability goals and standards.

Goal 8: Prudently manage public funds and leverage public assets for long-term financial and public benefit.

- Modernize financial systems and budgeting to clearly reflect community and economic development priorities.

Goal 9: Demonstrate excellent public governance through strong administration, workforce excellence, transparent communications, and community engagement.

- Continue efforts to create systems and processes that support the quality and transparency of Commission decision-making and meetings.
- Invest in staff development, internal communication tools, and clear organizational processes as we continue efforts to develop and retain a high-quality staff.
- Improve our public communications infrastructure through website updates, social media presence, and policies that support public-benefit groups.
- Provide opportunities for growth and fulfillment for current Port employees.

COVER MEMO	
Briefing Date:	November 16, 2026
Staff Contact/Title:	Alex Smith, Executive Director, 360.528.8001, alexs@portolympia.com
Subject:	Commission Governance
Purpose:	☒ Information Only ☐ Decision Needed

Type of Agenda Item:

- Briefing

Background:

This is an opportunity for the Commission to discuss three related governance documents:

1) Draft Delegation of Authority to the Executive Director;
2) Potential revisions to Resolution 2026-02—Rules Governing the Transaction of Port Commission Business; and
3) Potential Revisions to Resolution 2021-03—Code of Governance and Conduct for Port Commissioners.

No action will be taken at this work session.

Summary and Financial Impact:

1. Delegation of Authority (proposed draft).

The Delegation of Authority is a new, proposed draft, but it does not delegate new authority to the Executive Director. It reflects, in one document and at a high level, the roles of the Commission and the Executive Director: the Commission sets vision, policy, budgets, and major decisions and acts only as a body, while the Executive Director manages day-to-day operations within delegated limits. One specific clarification is proposed: Commission approval of any lobbyist or government-relations consultant is required, regardless of contract amount.

The Commission has previously delegated authority to the Executive Director and reserved authority to itself through various policies and resolutions. Exhibit A (Delegated Thresholds) to the Delegation of Authority contains a chart that summarizes the dollar and other limits on the Executive Director's authority under existing policies and resolutions on contracts, real property, finance, environmental, and executive matters. It also does not change, add, or remove existing delegations.

If the Commission finds the Delegation acceptable, it will need to be adopted by resolution at a future regular meeting; a draft adopting resolution is attached.

2. Rules Governing the Transaction of Port Commission Business (Resolution 2026-02).

The Rules Governing the Transaction of Port Commission Business are an existing resolution that governs how the Commission conducts its business and meetings, including officers, meeting schedules, work sessions, executive sessions, order of business, public comment, motions, resolutions, and minutes. The Rules should be revisited annually.

Staff are providing some recommended edits to better align with Open Public Meeting Act Requirements. Staff has also highlighted portions that Commission has indicated they may want to revisit—e.g. regular meeting times, work sessions, agenda setting, and the placement and procedures for public comment. Staff are not making any specific recommendations regarding these provisions at this time; staff will instead provide options for consideration.

After receiving Commission feedback, staff will provide a redlined draft resolution for Commission review at a later meeting. If the Commission finds the draft acceptable, it will need to be adopted by resolution at a future regular meeting; the newly adopted resolution would supersede Resolution 2026-02.

3. Code of Governance and Conduct (Resolution 2021-03).

The Code of Governance and Conduct is a separate resolution that sets ethical and governance standards for Commissioners and is relevant to this discussion of governance. The Code calls for annual review of the Commission's performance. There is no need to revise or re-adopt the Code at this time. Staff is, however, offering an optional clarification on how requests and tasks move from the Commission to staff: individual Commissioners may request readily available information through the Executive Director, while significant or new requests that would require substantial staff time or change work priorities would proceed only at the direction of the Commission by majority vote.

If the Commission finds the draft acceptable, it will need to be adopted by resolution at a future regular meeting; the newly adopted resolution would supersede Resolution 2021-03.

Financial impact: None.

Next steps: Staff will incorporate Commission feedback and return any proposed resolutions for consideration at a future regular meeting.

Alignment with Vision 2050:
These governance documents support the Vision 2050 Focus Area on Sustainability, Administration, Communications and Engagement, and specifically the Administration Goal to improve the Port's ability to make decisions, resolve issues, achieve its objectives and mission, and implement Vision 2050 recommendations. They directly advance Action 46 (Evaluate and implement governance structure improvements), which calls for evaluating the Commission's governance structure, agenda and meeting formats and recommending measures to improve the Port's governing processes, and Action 43 (Strengthen communication and trust between Commission and staff), which calls for assessing the roles and relationships between the Commission, the Executive Director and staff.

Environmental Considerations and Review:
Not applicable.

Alternatives Considered:
Options for the Commission Rules and optional provisions in the Delegation of Authority and Code are presented in brackets in the attached drafts.

Staff Recommendation:
Information only; no action requested. Staff requests Commission feedback on the three documents.

Document(s) Attached:
(1) Draft Delegation of Authority to the Executive Director, with Exhibit A (Delegated Thresholds);
(2) Draft Resolution 2026-__ Adopting Delegation of Authority;
(3) Commission Rules (Resolution 2026-02);
(4) Code of Governance and Conduct (Resolution 2021-03) with proposed clarification.

Port of Olympia Commission

Delegation of Authority to the Executive Director (Draft)

Preamble

The Port of Olympia (the "**Port**") is a municipal corporation of the State of Washington created to foster trade, economic development, environmental stewardship, and community benefit within Thurston County and the South Sound region. The Port operates with both governmental and commercial powers and is committed to transparency, accountability, equity, and responsible stewardship of public resources.

All authority of the Port is vested in the Port Commission acting as a public body where majority rules. By this Delegation of Authority ("**Delegation**"), the Commission delegates specific responsibilities and authorities to the Executive Director, establishes clear governance and management roles, and provides a framework for effective, timely, and accountable operations.

Section I. Objectives of the Delegation

A. **Clarity and Alignment**

1. The Commission is the legislative body of the Port of Olympia. The Commission governs the Port, directs all intergovernmental policy functions and oversees the Executive Director.
2. The Commission's purpose, with the advice and assistance of the Executive Director, is to develop the Port's overall vision, strategies, objectives, policy directives, long range plans, major programs, and budgets.
3. The Executive Director manages day-to-day operations, executes Commission-adopted policies and plans, and advises and makes recommendations to the Commission.

B. **Transparency and Accountability**

This Delegation specifically allows for the development and adoption of Commission policies to guide the Port's efforts in pursuit of its strategic objectives. The Commission policies:

1. Provide high-level guidance about how the Port does its work based on public values and applicable laws, rules and regulations;
2. Inform operational policies regarding specific functions at the Port and set appropriate limits; and

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3. Establish clear decision thresholds and reporting expectations to ensure public accountability, legal compliance, and effective internal controls.

C. **Strategic Execution**

The Delegation supports implementation of the Port of Olympia's strategic plans and Commission priorities through measurable objectives, performance reporting, and regular communication.

D. **Empowered Management**

Clear responsibilities and authorities will enable the Commission and the Executive Director to work in concert and be effective.

Section II. Roles and Responsibilities

A. Commission Responsibilities

Individual Commissioners have no authority to direct Port staff or to commit the Port. Governing as an elected body, the Commission shall:

1. Develop, adopt, and refine the long-term goals of the Port and review mid-term strategic objectives and performance metrics.
2. Develop, adopt, and amend Commission policies.
3. Represent the Port to the public and other governmental entities, acting as a body or through Commissioners designated by Commission action, consistent with the Code of Governance and Conduct (Resolution 2021-03).
4. Establish the Port's positions regarding public policy, legislation, regulation, and strategic direction, including adoption of the Port's legislative agenda, which may include annual review of the Port's adopted strategic plan.
5. Appoint and regularly evaluate the performance of the Executive Director.
6. Adopt and amend the annual operating and capital budgets, annual salary and benefit proposals, annual property tax levy, the Comprehensive Scheme of Harbor Improvements, and the Capital Investment Plan.
7. Approve major programs and projects above the limits in Exhibit A (Delegated Thresholds); authorize all acquisitions of real property; ratify long-term leases, assignments of long-term leases, and long-term agreements that impose a financial obligation on the Port for improvements, as provided in Policy 1101; and approve other real property transactions above the limits in Exhibit A (Delegated Thresholds).

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8. Make decisions to declare Port property surplus, as follows: (a) all real property surplus decisions; and (b) personal property above the per-item value limit and conditions set by the Commission in its annual surplus property resolution.
9. Consider and approve collective bargaining agreements.
10. Consider and authorize Interlocal Agreements.
11. Oversee audit functions, legal matters reserved to the Commission, and Port indebtedness.
12. Approve the engagement of any lobbyist, government-relations firm, or other consultant retained to advocate the Port's positions before legislative or other governmental bodies, regardless of contract amount.
13. Consider and approve the settlement of any legal claims or litigation, in consultation with General Counsel, above the thresholds in Exhibit A (Delegated Thresholds).
14. Review and approve the Port's environmental policies.
15. Consider and establish industrial development districts and utilities.
16. Recognize and exercise individual and collective fiduciary duty to protect and enhance the Port through the exercise of the duty of care, loyalty, and sound business judgment, and enforce upon itself and its members such measures as deemed reasonably necessary to govern with excellence.
17. Reserve to itself all authority not expressly delegated herein or in other Port policies and/or resolutions.

B. Executive Director Responsibilities

Serving the Commission and managing the Port, the Executive Director shall:

1. Implement Commission policies, strategic plans, and adopted budgets.
2. Direct and supervise all Port operations, enterprises, and staff.
3. Prepare and recommend budgets, programs, projects, and policy proposals.
4. Execute contracts, agreements, leases, and other documents within delegated authority, as set forth in Exhibit A (Delegated Thresholds).
5. Negotiate collective bargaining agreements and administer Commission-approved final agreements.
6. Represent the Port to tenants, customers, business partners, and stakeholders in operational matters, and in legislative and intergovernmental policy matters, consistent with positions and direction adopted by the Commission.

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7. Establish internal administrative, financial, and operational policies, consistent with Commission directives and applicable law.
8. Report regularly to the Commission on strategic objectives, performance indicators, risks, and emerging issues.
9. Determine the organizational structure of the organization.
10. Establish operational, administrative, monetary and contractual policies, delegations, rules, tariffs, regulations and procedures in accordance with this Delegation, Commission policies, and applicable laws and regulations.
11. Apply for and accept grants and other funds from federal, state or local governments within delegated limits.
12. Prepare and submit applications for permits, regulatory approvals, entitlements and other authorizations associated with facilities and projects, and ensure compliance with subsequent permit obligations.
13. Negotiate and obtain appropriate policies of insurance to cover Port property, liability, employee coverage, and other areas appropriately included within a comprehensive insurance program.
14. Waive the Port's attorney-client privilege only after consultation with the Commission and upon the recommendation of General Counsel. This authority may not be delegated, and no other staff member or individual Commissioner may waive the privilege.
15. Carry out additional responsibilities as may be further delegated or directed by the Commission acting by motion or resolution in a public meeting.

[**OPTIONAL**: The Executive Director shall provide a quarterly Delegated Actions Report listing contracts, change orders and amendments, real property agreements, settlements and paid claims, write-offs and Emergency actions taken since the prior report. The Commission will review this Delegation and the Exhibit A (Delegated Thresholds) annually.]

Section III. Commission Policies Governing Delegated Authority

In addition to this Delegation, the specific authorities delegated to the Executive Director, and the matters reserved to the Commission, are addressed in greater detail in other Commission and Executive Director policies that have already been adopted and are in effect. These include the Contracts and Acquisitions Policies adopted by Resolution 2019-06 (Policies 1001, 1002, 1004, 1005, 1006, 1007, 1008, 1009, and 1010, with Policy 1004 as amended by Resolution 2022-16); the Real Property Policies adopted by Resolution 2019-07 (Policies 1101, 1102, 1103, 1104, 1105, 1107, and 1108); the Financial Policies adopted by Resolution 2015-16 (Policies 1201 through 1206); the Environmental Policy adopted by Resolution 2013-17 (Policy 1301); the Executive Policies adopted by Resolution 2021-04, including Policies 101, 102, 124, 501, 502, 601, 604, and 801; the delegation of banking

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signature authority in Resolution 2019-02; and the Commission's annual surplus personal property resolution. Each of these policies and resolutions is incorporated into this Delegation by reference and reaffirmed, and, except as expressly provided in Section II.A.12 (Commission approval of lobbyists and government-relations consultants regardless of contract amount), this Delegation does not amend, expand, or repeal any of them. The principal limits on the Executive Director's authority under those policies are summarized in Exhibit A (Delegated Thresholds).

Section IV. General Interpretation

1. **Statutory References**: References to law mean the cited statute as amended or succeeded.
2. **Dollar Limits**: All monetary thresholds are inclusive of taxes and may be amended by Commission action. Work may not be divided into units, phases, or separate contracts for the purpose of avoiding a threshold.
3. **Interpretation**: Questions regarding the interpretation of administrative policies and procedures shall be directed to the Executive Director, consistent with existing Commission resolutions. Any question whether a matter is reserved to the Commission or delegated to the Executive Director under this Delegation shall be resolved by the Commission; pending that resolution, the matter shall be treated as reserved to the Commission.
4. **Conflicts**: In the event of a conflict between this Delegation and an existing Commission resolution or adopted Commission policy, the provision that reserves authority to the Commission or imposes the lower dollar threshold shall control.

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Exhibit A – Delegated Thresholds (last updated October 29, 2026)

Summary reference only. This Exhibit shows what the Executive Director may do without prior Commission approval under existing adopted resolutions and policies. It does not create, expand, or reduce any delegation. In the event of any conflict between this Exhibit and the underlying policy or resolution, the underlying policy or resolution controls.

Type of Action	Specific Authority / Action	Threshold or Other Limits	Source
Contracts & Procurement	**General consultant services**	• Up to $49,999: ED • $50,000–$199,999: Commission authorizes before execution (roster process recommended as best practice) • $200,000 and above: formal competitive solicitation required by statutE	*Policy 1001 (Res. 2019-06)*
	Architectural & engineering (A/E) services (specific rule controls over general consultant rule)	• Up to $25,000: ED (roster process recommended as best practice) • $25,001–$99,999: ED only if competitively procured (including by roster); otherwise Commission authorizes before execution • $100,000 and above: Commission authorizes before execution • $200,000 and above: formal competitive solicitation required by statute	*Policy 1001 (Res. 2019-06)*
	Personal services	• Up to $25,000 for non-operational/project: ED • $25,001–$49,999 non-operational/project: Commission authorizes before execution. • Up to $49,999 for operational: ED • $50,000 and above: general consultant rule applies. [Note: Lobbyists require Commission approval at any amount.]	*Policy 1001 (Res. 2019-06)*
	Consultant amendments	Up to aggregate 10% of Commission's last approved total	*Policy 1001 (Res. 2019-06)*
	Small works roster	• $10,000–$300,000: ED authorizes and executes • Commission authorizes any change order if revised total exceeds $300,000 • Port staff in-house work up to $40,000	*Policy 1002 (Res. 2019-06)*
	Public works	• Contracts up to $300,000 • Change orders allowed until revised total exceeds $300,000, or 10% over the last Commission-approved amount	*Policy 1004 (Res. 2019-06; amended Res. 2022-16)*

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Type of Action	Specific Authority / Action	Threshold or Other Limits	Source
	Purchased services	• Up to $300,000/yr or budgeted amount • Max two 1-yr extensions	*Policy 1005 (Res. 2019-06)*
	Emergency public works	May waive bidding; notify Commission within 48 hrs; ratify at next meeting	*Policy 1006 (Res. 2019-06)*
	Open order contracts	Limits follow contract type; 24-month initial term, limited renewals	*Policy 1007 (Res. 2019-06)*
	Accept grants	If in budget/CIP, or new Port contribution up to $300,000; not if grantor requires Commission action	*Policy 1008 (Res. 2019-06)*
	Federal Aviation Administration (FAA) Disadvantaged Business Enterprise (DBE) program	Administer DBE participation on FAA-funded airport projects per 49 CFR Part 26	*Policy 1010 (Res. 2019-06)*
Legal Services & Claims	**Retain counsel/experts**	When necessary; general counsel in consultation with Commission	*Policy 1009 (Res. 2019-06)*
	Settle litigation	Amount in controversy as stated in the pleadings up to $100,000; counsel certification	*Policy 1009 (Res. 2019-06)*
	Settle non-litigated claims	Up to $25,000 from current operating revenue; counsel certification; monthly report; excludes receivables. Claims that may exceed $25,000 must be reported promptly to the Commission.	*Policy 1009 (Res. 2019-06)*
	Waive attorney-client privilege	After Commission consultation, on counsel's recommendation; non-delegable	*Policy 1009 (Res. 2019-06)*
Real Property	**Leases/use agreements**	ED may execute: • Land/space up to 1 yr; • Retail/flex up to 3 yrs; • Technical amendments (no change in use, premises or term, or decrease in financial return); • Other agreements (licenses, operating agreements, MOUs, letters of intent, easements, use agreements, licenses and permits ancillary to normal Port operations). Commission approval required for: • Long-term leases (land/space over 1 yr; retail/flex over 3 yrs) • Assignments of long-term leases • long-term agreements imposing a Port financial obligation for improvements	*Policy 1101 (Res. 2019-07)*

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Type of Action	Specific Authority / Action	Threshold or Other Limits	Source
	Airport hangar/marina tenant agreements	ED can execute short-term leases for airport hangars, marina slips, storage, and special events. [Note: "short-term" not defined.]	*Policy 1101 (Res. 2019-07)*
	Release lease security	Only if not in default and substitute provided	*Policy 1101 (Res. 2019-07)*
	Close acquisitions	Commission approval always required; price paid up to 10% over appraisal, within budget	*Policy 1102 (Res. 2019-07)*
	Sell surplus real property	Commission approval always required; surplus determination also required for all	*Policy 1103 (Res. 2019-07)*
	Broker commissions/finder's fees	No dollar limit; General Counsel approves form; fair market rates	*Policy 1104 (Res. 2019-07)*
	Real estate sale proceeds (reinvestment fund)	Proceeds from property sales are reserved for buying other real estate and infrastructure. ED tracks the proceeds and may invest them with other Port funds if accounted for separately and credited their share of earnings.	*Policy 1105 (Res. 2019-07)*
	Commemorative naming of Port property	ED sets criteria, convenes a Naming Review Team, and recommends. Commission has final approval. Business-unit marketing is not covered.	*Policy 1107 (Res. 2019-07)*
	Real estate investment & development	ED may direct staff to pursue projects consistent with the Comprehensive Scheme and Strategic Plan; property purchases still follow Policy 1102.	*Policy 1108 (Res. 2019-07)*
Financial Administration	**Signature authority**	ED sets staff limits; no purchase over adopted budget/CIP	*Policy 801 (Res. 2021-04)*
	Banking	ED manages accounts; designates signers	*Res. 2019-02*
	Surplus personal property	ED authority up to annual per-item limit; certify to Commission;	*Annual surplus resolution*
	Insurance program	ED can approve changes; report promptly	*Policy 124 (Res. 2021-04)*
	Financial policies	ED can administer; no stand-alone dollar delegation	*Policies 1201–1206 (Res. 2015-16)*
Personnel / Travel	**Approve travel**	Up to $15,000/trip; excludes Commissioners	*Policy 601 (Res. 2021-04)*
	Organization & admin policies	ED can set structure; create procedures; keep Commission apprised	*Policies 101, 102 (Res. 2021-04)*

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Type of Action	Specific Authority / Action	Threshold or Other Limits	Source
Other	**Environmental policies**	ED creates procedures and administrative policies to implement the Environmental Policy and answers interpretation questions. Policy commits the Port to environmental compliance, consistent management, transferable institutional knowledge, and continuous improvement; it sets no dollar thresholds or additional delegations.	*Policy 1301 (Res. 2013-17)*

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PORT OF OLYMPIA COMMISSION
RESOLUTION 2026-[__]

A RESOLUTION OF THE PORT OF OLYMPIA COMMISSION ADOPTING A DELEGATION OF AUTHORITY TO THE EXECUTIVE DIRECTOR AND EXHIBIT A (DELEGATED THRESHOLDS), AND REAFFIRMING EXISTING COMMISSION POLICIES AND RESOLUTIONS GOVERNING DELEGATED AUTHORITY

WHEREAS, the Port of Olympia (the "**Port**") is a municipal corporation of the State of Washington organized under Title 53 RCW, and all authority of the Port is vested in the Port Commission (the "**Commission**") acting as a public body; and

WHEREAS, RCW 53.12.270 authorizes the Commission to delegate to the Port's managing official, the Executive Director, such administrative authority as the Commission deems appropriate; and

WHEREAS, the Commission has previously delegated authority to the Executive Director and reserved authority to itself through policies and resolutions, including the Contracts and Acquisitions Policies adopted by Resolution 2019-06 (with Policy 1004 as amended by Resolution 2022-16), the Real Property Policies adopted by Resolution 2019-07, the Financial Policies adopted by Resolution 2015-16, the Environmental Policy adopted by Resolution 2013-17, the Executive Policies adopted by Resolution 2021-04, the delegation of banking signature authority in Resolution 2019-02, and the Commission's annual surplus personal property resolution (collectively, the "**Existing Policies**"); and

WHEREAS, the Commission wishes to restate in one document, at a high level, its existing delegations and to delineate the roles and responsibilities of the Commission and the Executive Director, to summarize the principal limits on delegated authority, and to promote transparency, accountability, and effective operations; and

WHEREAS, the Commission reviewed the proposed Delegation of Authority to the Executive Director and Exhibit A (Delegated Thresholds) at its work session on November 16, 2026, and the matter was considered at a regular meeting of the Commission held in compliance with the Open Public Meetings Act, chapter 42.30 RCW;

NOW, THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Olympia as follows:

Section 1. Adoption. The Delegation of Authority to the Executive Director attached as Attachment 1, including Exhibit A (Delegated Thresholds) (together, the "**Delegation**"), is hereby adopted.

Section 2. Reaffirmation of Existing Policies. The Existing Policies are incorporated into the Delegation by reference and are hereby reaffirmed. Except as expressly provided in Section II.A.12 of the Delegation (Commission approval of lobbyists and government-relations consultants regardless of contract amount), nothing in this Resolution or the Delegation amends, expands, or repeals any Existing Policy.

Section 3. Conflicts. In the event of a conflict between the Delegation and any Existing Policy or other Commission resolution, the provision that reserves authority to the Commission or imposes the lower dollar threshold shall control, as provided in Section IV.4 of the Delegation.

Section 4. Amendment. The Delegation, including the dollar thresholds in Exhibit A, may be amended only by resolution of the Commission adopted in a public meeting.

Section 5. Reserved Authority. All authority not expressly delegated to the Executive Director in the Delegation or in other Port policies or resolutions is reserved to the Commission.

Section 6. [Reporting and Annual Review. The Executive Director shall provide the Commission a quarterly Delegated Actions Report as described in the Delegation, and the Commission shall review the Delegation and Exhibit A annually.]

Section 7. Ratification. Any action taken by the Executive Director consistent with the authority set forth in the Delegation and the Existing Policies before the effective date of this Resolution is hereby ratified and confirmed.

Section 8. Severability. If any section or provision of this Resolution or the Delegation is held invalid, the remainder shall not be affected.

Section 9. Effective Date. This Resolution shall take effect immediately upon adoption.

ADOPTED by a majority of the members of the Port Commission of the Port of Olympia at a regular meeting held on the ____ day of _____, 2026, and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof.

PORT OF OLYMPIA COMMISSION

By: _____
Name: Jasmine Vasavada
Title: Commission President
Date: _____

By: _____
Name: Sarah Montano
Title: Commission Vice President
Date: _____

By: _____
Name: Joel Hansen
Title: Commission Secretary
Date: _____

Attachment 1: Delegation of Authority to the Executive Director, with Exhibit A (Delegated Thresholds)

PORT OF OLYMPIA COMMISSION
RESOLUTION ~~2026-02~~2026-[ ]

A RESOLUTION OF THE PORT OF OLYMPIA COMMISSION ADOPTING RULES GOVERNING THE TRANSACTION OF PORT COMMISSION BUSINESS AND ~~SUPERSEDING~~SUPERSEDING RESOLUTION ~~2025-03~~2026-02

WHEREAS, the Port of Olympia Commission seeks to adopt rules governing the transaction of Port Commission business as required by RCW 53.12.245;

AND WHEREAS, this Resolution supersedes Port of Olympia Commission Resolution ~~2025-03~~2026-02;

NOW, THEREFORE, BE IT RESOLVED that the Port of Olympia Commission hereby adopts the Rules set forth below, which shall be effective upon adoption.

ARTICLE I
Preamble

These Rules will govern the transaction of business by the Port of Olympia Commission.

ARTICLE II
Organization of the Commission

A. The Commission will annually elect a President, Vice-President, and Secretary.

B. The Commission will elect officers at its first regular meeting at the beginning of each calendar year. The term will run for one (1) year beginning when elected and terminate at the election of a successor. Vacancies in an office may be filled at any regular or special meeting of the Commission.

ARTICLE III
Duties of Officers

A. The President shall:

Preside at all meetings of the Commission and during executive sessions of the Commission in a manner consistent with these Rules; sign all resolutions, contracts, and other instruments on behalf of the Commission as authorized by the Commission; perform all such other duties as are incident to the office or are properly required by the Commission; meet with the Executive Director and other Commissioners to prepare and review agendas as specified in this Resolution; and, when needed, authorize the issuance of notices for regular and special meetings of the Commission as provided for in these Rules.

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B. The Vice-President shall:

During the absence or disability of the President, exercise all the functions of the President; and have such powers and discharge such duties as may be assigned from time to time by the Commission.

C. The Secretary shall:

Ensure the recording of the minutes, motions and resolutions adopted by the Commission by Port of Olympia staff; and otherwise perform such further duties as are incident to the office and as are properly required by the Commission.

D. Temporary Absence:

Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such official.

ARTICLE IV
Meetings

A. Meetings Schedule:

The Commission will adopt a calendar with its year-long schedule for its regular meetings at its first regular meeting of the calendar year, or the soonest meeting possible thereafter. The Commission will post its calendar to provide notice of all meetings on its website at *http://www.portolympia.com* in accordance with the Open Public Meetings Act (Ch. 42.30 RCW). The Commission schedule shall include a recess of approximately two-weeks the second half of the month in August and December. Accordingly, the Commission schedule should reflect one regular meeting in both August and December. The Commission's regular and special meetings shall be open and public except as otherwise provided by these Rules.

B. Regular Meetings:

The Port of Olympia Commission regular meetings are scheduled on the second and fourth Monday evenings of each month at 4:00 p.m. at the Port of Olympia, Percival Plaza, 626 Columbia Street NW, Suite 1-B, Olympia, Washington, unless specified otherwise.– Any regular meeting held at a time or place other than as stated in this Section, or rescheduled to a different date, shall be noticed as a special meeting in accordance with RCW 42.30.080. If a regular meeting falls on a holiday, it shall be held on the next business day (RCW 42.30.070). The Port will post the location of all regular meetings on its website at *http://www.portolympia.com* prior to each meeting date in compliance with the notice requirements of the Open Public Meeting Act. Regular meetings shall be open and public except as otherwise provided by these Rules.

C. Work Sessions:

The Port of Olympia Commission holds work sessions the third Monday of each month at 4:00 p.m. at the Port of Olympia, Percival Plaza, 626 Columbia Street NW, Suite 1-B, Olympia, Washington, unless specified otherwise.

The purpose of work sessions is:

1. To provide an opportunity for the Commissioners to informally discuss Port issues and exchange ideas without the structure of a regular business meeting.

    a. Consistent with this purpose, the Commissioners may propose topics for future work sessions during the "Other Business" agenda item at a regular business meeting. .

2. To provide an opportunity for staff to present topics for preliminary feedback that may be considered later at a regular or special business meeting.

3. To provide an opportunity for the Executive Director to update the Commission on business, operational, and strategic issues for informal discussion. The Executive Director will coordinate with Port staff and Commissioners to add agenda items to work sessions.

The President will identify topics for work sessions with input from Commissioners and the Executive Director. Although the Commission may legally take action at a work session consistent with the Open Public Meetings Act (Ch. 42.30 RCW), it will strive to limit action during work sessions to extraordinary, exigent, or emergency circumstances where action is necessary prior to the Commission's next scheduled regular meeting. In the event action is taken during a work session, a period for public comment will be added to the agenda, after Commission discussion and prior to action being taken.

Meeting materials for work sessions will be provided and made available to the public consistent with these Rules.

D. Special Meetings:

Special meetings of the Commission may be called by the President or the agreement of a majority of the Commission. If the Commission calls a special meeting, the President will notify the Executive Director and Commission Coordinator of the proposed meeting date and business to be transacted at the special meeting. Notice of a requested special meeting under this provision must be provided sufficiently in advance of the requested special meeting date to allow the Port to provide the required twenty-four (24)-hour written notice of the meeting and to provide adequate public notice of the meeting and agenda, as required under the Open Public Meetings Act.

Special meetings shall be open and public except as otherwise provided by these Rules. A special meeting is limited to matters identified in the notice. The Commission may hold an executive session during a special meeting with appropriate notice.

E. Executive Sessions:

An executive session is understood to mean the part of a regular or special meeting of a governing body that is closed to the public. The Commission may meet in an executive session, which shall be closed to the public, during a regular or special meeting for any of the purposes permitted by the Open Public Meetings Act (RCW 42.30) and other laws. Such purposes include, but are not limited to, the following:

1. The consideration of matters affecting national security (RCW 42.30.110(1)(a));

2. The selection of a site or the acquisition of real estate by lease or purchase, when public knowledge regarding such consideration would cause a likelihood of increased price (RCW 42.30.110(1)(b));

3. The sale or lease of real estate when public knowledge regarding such consideration would cause a likelihood of decreased price; provided that final action selling or leasing public property shall be taken in a meeting open to the public (RCW 42.30.110(1)(c));

4. Review of negotiations on the performance of publicly bid contracts when public knowledge would cause a likelihood of increased costs (RCW 42.30.110(1)(d));

5. ~~The appointment,~~To evaluate the qualifications of an applicant for public employment~~,~~ or ~~dismissal~~to review the performance of a public ~~officer or~~ employee; provided that discussion of salaries, wages, and other conditions of employment to be generally applied within the Port shall occur in public, and final action hiring, setting ~~that~~the salary of an individual employee or class of employees, or discharging or disciplining an employee~~, or interviewing or appointing~~ shall be taken in a meeting open to the public (RCW 42.30.110(1)(g)); and to evaluate the qualifications of a candidate for appointment to elective office, provided that final action appointing a candidate shall be ~~at an~~in a meeting open ~~public meeting~~to the public (RCW ~~42.30.110(1)(g) and (h~~42.30.110(1)(h));

6. The hearing of complaints or charges brought against such officer or employee; ~~unless~~provided that, upon the request of such officer or employee ~~requests~~, a public hearing or a meeting open to the public shall be conducted (RCW 42.30.110(1)(f));

7. That portion of a meeting during which the Commission is planning or adopting the strategy or position to be taken by the Commission during the course of any collective bargaining, professional negotiations, or grievance or mediation proceedings, or reviewing the proposals made in such negotiations or proceedings while in progress (RCW ~~42.30.140(4)(a~~42.30.140(4)(b)), and;

8. Communications with legal counsel respecting active or threatened agency enforcement action or ~~,~~ litigation~~; or~~ potential litigation to which the Port, the Commission, and/or a Commissioner or Port employee acting in an official capacity is, or is likely to become, a party; or legal risks of a proposed action or current practice when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the Port (RCW 42.30.110(1)(i)). Port legal counsel is required to attend executive sessions called for this purpose.

The Commission may invite Port staff or others with some relationship to the matter being discussed, or who provide assistance to the Commission, to the executive session.

An executive session may be held only as part of a regular or properly noticed special meeting. To avoid inconvenience to the public ~~during regular meetings~~, the Commission will endeavor to ~~hold~~schedule executive sessions ~~immediately prior to~~at the beginning or end of a regular meeting ~~of the Commission and, if possible, at~~by calling the ~~same location or~~meeting to order in ~~close proximity to~~public, making the ~~location of the regular meeting. Notwithstanding this provision~~announcement required below, ~~the Commission may enter~~and recessing into executive session ~~during any meeting for any purpose consistent with the Open Public Meetings Act~~at the same location or in close proximity to it.

Before convening in executive session, the President or presiding officer shall publicly announce the purpose for excluding the public and the time when the executive session will be concluded. The executive session may be extended to a stated later time only by public announcement of the presiding officer. The announced purpose shall be entered in the minutes (RCW 42.30.110(2)). No final action shall be taken in executive session.

The public meeting will be reconvened following an executive session. Items discussed in the executive session will be considered during the meeting, as appropriate and required by law.

Commissioners will not take notes during executive session using an electronic device such as, but not limited to, a computer, tablet, or cell phone. Commissioners may take handwritten notes during executive session; however, all handwritten notes will be provided to the Executive Director at the conclusion of the executive session for appropriate retention.

F. Adjournment or Continuation to a Special Meeting:

Adjournment or continuation to a special meeting, if necessary, shall be pursuant to notice as required by law.

G. Commissioner Town Hall Guidelines:

A Commissioner Town Hall is a forum convened by an individual Commissioner who desires to meet with members of the public for informal discussion of subjects related to Port business. Individual Commissioners may hold Commissioner Town Halls subject to compliance with the following guidelines:

1. Location and Staffing. A Commissioner Town Hall may be held in a Port facility or meeting room, or other public meeting place in Thurston County. Port staff will not be required to attend a Commissioner Town Hall.

2. Minutes and Recording. The Port will not create or retain minutes or recordings of Commissioner Town Hall sessions.

3. Public Notice. The Port will publish the times and locations of scheduled Commissioner Town Halls on the Port's website, online calendar, and will be sent to the e-mail distribution list for distribution of Commission agenda and meeting materials. Times and locations for Commissioner Town Halls will also be included as part of Port meeting announcements made at the conclusion of regular Commission meetings.

4. Scheduling. Requests to schedule Commissioner Town Hall sessions must be submitted to the Commission Coordinator no later than seven (7) days prior to the Commissioner's desired meeting date. Scheduling is subject to the availability of Port facilities.

5. Attendance by Other Commissioners. Attendance of more than two (2) Commissioners at a scheduled individual Commissioner Town Hall creates a quorum of the Commission and requires compliance with the Open Public Meetings Act. To ensure the Port's compliance with the Open Public Meetings Act, Commissioners shall not attend Commissioner Town Hall sessions being held by other Commissioners without five (5) days' advance notice to the Commission Coordinator.

6. Limitations on Use. Commissioner Town Hall sessions may not be used for campaign purposes. Further, to ensure compliance with RCW 42.52.180 governing use of public resources for political campaigns, individual Commissioners may not hold Commissioner Town Hall sessions as defined in this section during any period of the Commissioner's active candidacy for re-election to the Commission or other elected office. The term of "active candidacy" for purposes of this limitation shall run from the date the Commissioner becomes a "Candidate" as defined in RCW 42.17.005(7) and its implementing regulations until the results of the primary, general, or special election on which the Commissioner appears as a candidate on a ballot are certified pursuant to RCW 29A.60.190.

H. Quorum:

Three (3) Commissioners shall constitute a quorum for the convening of a meeting.

I. Cancellation of a Meeting:

The President may direct the cancellation of a regularly scheduled Commission meeting.

J. Administration of Meetings:

Meetings shall be conducted in accordance with these Rules.

K. Commissioner Remote Attendance:

From time to time, a Commissioner may not be able to attend a Board of Commissioners meeting in person. The Commission recognizes the benefits of fullest practicable attendance and participation by its members. Attendance from remote locations is intended to be an alternative and infrequently used method for participation by Commissioners. Attendance by remote communication may occur as follows:

1. Consistent with these rules, any Commissioner may attend a meeting via remote communication to the extent permitted by the Washington Open Public Meetings Act, Ch. 42.30 RCW, as it now exists or as it may be amended in the future.

2. A Commissioner planning to attend via remote communication must provide notice to the Executive Director and Commission Coordinator at least 24 hours prior to the scheduled meeting. The notice must indicate the Commissioner's intent to attend via remote communication and the reason(s) why the Commissioner cannot attend the meeting in person.

3. A Commissioner may not attend remotely unless satisfactory equipment is available at the physical location of the meeting. Satisfactory equipment means any telephone or other communications device equipped with a speaker junction capable of broadcasting the Commissioner's voice clearly and sufficiently enough to be heard by those in attendance at the meeting and allowing a Commissioner attending remotely to hear discussion at the meeting.

4. During any meeting that a Commissioner is attending via remote communication, the Commission President or presiding officer shall state for the record that a particular Commissioner is attending via remote communication and the reasons for such attendance.

5. Commissioners attending via remote communication may participate and vote during the meeting as if they were physically present at the meeting.

6. Commissioners attending via remote communication shall comply with all rules and procedures as if they were physically present at the meeting.

7. In the case of executive sessions, the Commission may permit participation from remote location(s) only when the Commission is confident in the security of such remote communications.

L. Commissioner Absence and Excusal:

Each Commissioner is responsible for requesting to be excused from regular or special meetings of the Port Commission to avoid causing an inadvertent vacancy in the office according to RCW 53.12.140. A Commissioner who is unable to attend a regular or special meeting will

notify the Commission Coordinator no later than two (2) hours before the scheduled start of the meeting, if feasible to do so, to request excusal. The Commission Coordinator will inform the President (or other officer presiding over the meeting) of the Commissioner's excusal request prior to the meeting. The President (or presiding officer) shall note the Commissioner's request for excusal on the record for the minutes and shall also state for that purpose whether the Commissioner's absence is or is not excused. Alternatively, during the initial portion of any meeting, as noted in Article V below, the Commission may act on the Commissioner's excusal request by motion as provided for in Article VI.

The Commission shall automatically excuse the absence of a Commissioner resulting from attendance to other Port business.

M.

ARTICLE V
Order of Business

A. The President of the Commission and the Executive Director determine the placement of items on the Agenda for the Commission. The Commission shall vote to add agenda items to the list for a future work session or regular meeting and allow for the President and Executive Director to schedule the item as appropriate.

B. Regular meetings will ordinarily follow the below prescribed format:

1. Call to Order
2. Pledge
3. Approval of Agenda
4. Special recognition (if needed)
5. Executive Director's Report
6. Litigation Report
   (as needed)
7. Public comment
   a. Commission statement on nature of public comment
   b. The general public comment period is the time for public comments on any item on the agenda, or any other topic related to Port business.
8. Opportunity for Commission Response/Follow Up to Public Comment

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9. Partner Spotlight

10. Consent Calendar
    a. Approval of minutes
    b. Warrants and vouchers
        i. Any warrant or voucher exceeding $200,000 will be listed with the amount and the payee
    c. Other consent items, including, but not limited to: (1) items for which an Advisory was given at a preceding Commission meeting and for which there were no Commission concerns or requests for additional information; and (2) pro forma contract or lease updates.
    d. Should any Commissioner wish to move an item on the consent calendar to be an "Action" item, he or she can make a motion to do so during the "Approval of Agenda" portion of the meeting. If a majority of the Commission votes in favor, the item will be moved from the consent calendar.

11. Agenda action items
    a. Staff presentations, if needed
    b. Action by motion, vote, or resolution

12. Agenda action items – OTHER (matters brought for action without prior advisory)
    a. Staff presentation, if needed
    b. Action by motion, vote or resolution

13. Agenda advisory items
    a. Staff presentations, if needed
    b. Commission discussion

14. Commissioner Reports

15. Additional Public Comment: This time is devoted to individuals who could not arrive at or register for the meeting earlier. It will be conducted in both an in-person and virtual format. The Commission President will ask for participants to raise their hand to indicate they want to speak.
    a. Commission statement on nature of public comment
    b. The general public comment period is the time for public comments on any item on the agenda, or any other topic related to Port business.
    c. Public comment at this time is for those members of the public who did not submit public comment previously during the current meeting.

16. Other business (during this period, Commissioners may also raise and discuss new issue(s), request to add such issue or issues to a future work session agenda or send the issue or issues to the POCAC for review), and

17. Future meeting announcements

18. Adjourn.

C. The Commissioners may agree to change the order of business set forth above at any time.

D. All ~~proceedings~~final actions of the Commission ~~will~~shall be taken by ~~consensus,~~ motion~~,~~ or resolution voted upon in a meeting open to the public and recorded in minutes and books maintained for that purpose, which shall be publicly available. Informal consensus may be used only to guide the order or conduct of a meeting and shall not constitute final action or direction to staff.

E. If any vote is unanimous then it shall be so recorded. A record of the vote on any resolution or motion shall be made by a roll call vote of "yea" or "nay" in the minutes of the Commission. The proceedings of the Commission shall be conducted in such a manner and such dispatch as may be mutually agreeable to the Members of the Commission. Robert's Rules of Order shall be applied for the governing of any proceeding, and thereupon no resolution shall be considered or other action taken, until the same has been duly moved, seconded and carried. All resolutions passed by the vote of the Commissioners present at any meeting shall be deemed to have been moved, seconded and passed in due form.

F. Any Commissioner, ~~the Port Attorney~~General Counsel or the Executive Director may make a point of order if necessary.

ARTICLE VI
Guidelines for Public Comment at Meetings

A. General Procedures: The following general procedures are applicable to public comment at Commission meetings. ~~There is one portion~~Portions of the regular Commission meeting agenda are set aside for public comment, consistent with RCW 42.30.240. ~~This is~~These are the ~~opportunity~~opportunities for members of the public to comment on agenda items before the Commission or any other topic related to Port business, subject to the following procedures:

1. The public comment period held at the beginning of the meeting will generally be limited to 30 minutes;

2. Each commenter will be allowed three (3) minutes for individual comment; commenters may not yield some or all the allotted three (3) minutes resulting in a longer comment period for another commenter. If a commenter is interrupted during the allotted three (3) minutes, the commenter shall be allowed to continue speaking beyond the three (3) minute timer for a period equivalent to the interruption;

3. If there are more than ten (10) commenters who wish to make public comments during the general public comment period, then the Commission reserves the right to defer

additional general public comment to proceed with meeting business, and instead hold an additional general public comment period prior to the conclusion of the meeting;

4. The subject of public comments not directed to a specific agenda item or items must be related to Port business; and

5. The President will enforce these requirements and shall be allowed to curtail any individual public comment that exceeds allotted time, is beyond the reasonable scope of Port business, is overly repetitive or lengthy, or includes disruptive behavior as defined in Section VI-D below.

B. Procedures for Providing Public Comment at In-Person Meetings: The Port will provide a sign-in sheet for those who wish to provide general comment at the beginning of regular in-person Commission meetings. The sign-in period for public comment will begin when the public meeting space opens and will close when the meeting is called to order. Commenters must provide their legal name on the sign-in sheet in order to be called, and may not wear costume masks that obscure the entirety of their face to address the Commission. Commenters may wear face coverings as per public health requirements and/or recommendations. To comment virtually, commenters must pre-register no later than five minutes after the meeting begins using a Zoom link published in the meeting agenda. Those who pre-register will be called to comment by the Commission President during the public comment period. Commenters must provide their legal name.

C. Procedures for Providing Public Comment at Virtual Meetings: Those who wish to provide verbal public comment at a Virtual Meeting must, no later than five minutes after the meeting begins, pre-register using a Zoom link published in the meeting agenda. The Commission President will call those who registered in advance by name to provide comment. After all who have signed up are called, the Commission President may accept further public comment by asking participants to raise their virtual hands to indicate they want to comment.

D. Procedures for Providing Written Comment (In-Person and Virtual Meetings). Members of the public may also provide the Commission with written comment by sending the written comments via email to the Commission Coordinator or by using the form on the Port's website (www.portolympia.com) from the time and date the agenda is published to the public through 12:00 noon the day of the meeting. The Commission Coordinator will compile the public comments received by the above-referenced deadline and forward the compiled public comments to the Commission prior to the related meeting.

E. Use of Electronic Media During Public Comment: Commenters may use electronic media (such as presentations or video) to present information to the Commissioners during the public comment period at regular Commission meetings, subject to the following limitations:

1. Electronic media to be used during public comment must be related to Port business.

2. Commenters must abide by the three (3) minute time limit when using electronic media and should select and edit presentations accordingly. Commenters may not yield some or all their allotted three (3) minutes resulting in a longer presentation time for another commenter.

3. To protect the integrity of Port information systems, electronic media or a link to internet-based information must be e-mailed to the Commission Coordinator at *CommissionCoordinator@portolympia.com* no later than noon on the day of the Commission meeting when the electronic media is to be used. To be accepted for presentation, email submissions must include (i) the name of the individual who will be providing public comment; (ii) the author of the electronic media being submitted; and (iii) a brief description of the content of the electronic media.

4. Commenters may not use jump drives, external drives, or other direct connection to Port information systems to present electronic media to the Commission during public comment. Links to internet-based information must be accessible using the Port's web browser. The Port will not be responsible for resolving compatibility issues related to electronic media submitted for public comment.

5. The Commission Coordinator will review all timely submitted electronic media prior to the Commission meeting to determine that the content is functional and viewable. Prior to the meeting, the Commission Coordinator will provide the President with a report identifying the electronic media submittals received, if any. The report will include the commenter's name, the author of the electronic media, and the brief description of content provided with the submittal.

6. The President will enforce the above guidelines and shall be allowed to preclude commenters from using electronic media that fails to comply with submittal guidelines, guidelines for public comment, or otherwise contains information unrelated to Port business.

F. Limitations on Use of Public Comment for Campaigning or Advertising: No person may use public comment periods for the purpose of campaigning or promoting a campaign, whether for an election or ballot proposition. In addition, no person may use public comment periods for the purpose of commercial advertising. These limitations do not prevent or preclude any person addressing the Commission from expressing views or opinions over matters related to the Port's business or within the Commission's jurisdiction. In addition, these limitations do not prohibit individuals or organizations from promoting public events.

G. Comments to be Directed to Commission: Comments should be directed to the Commission as a whole and should not include comments about individual Port staff or members of the public.

Courtesy: All speakers (members of the public, Port staff, and Commissioners) shall be courteous in language and demeanor and shall confine remarks to those facts that are germane and relevant to the question or issue under discussion.

H. Disruptive Behavior: Disruptive behavior includes, but is not limited to: speaking beyond the allocated time limit; preventing members of the public from hearing or viewing the discussion of the Commission, whether by standing or holding a banner or sign in a manner that obstructs view of or passage through the meeting room; speaking in a volume louder than low, conversational tone when not recognized by the President for public comment; and any threatening or harassing comments or behavior, whether directed at any or all Commissioners, Port of Olympia staff, or members of the public.

I. Curtailing Public Comment and Disruptive Behavior: The President has discretion to curtail public comment and Disruptive Behavior which violates these guidelines.

1. The President will first request that the individual follow these guidelines. If an individual fails to comply with the President's request, the President may deem the individual out of order and direct that the individual be removed from the Commission meeting. If the individual is engaging in Disruptive Behavior that is threatening or harassing, the President may direct the individual be removed from the Commission meeting regardless of whether the threatening or harassing behavior occurs during the public comment portion of the Commission meeting. If the individual presents a threat to those present at the meeting, the President may request assistance from law enforcement or security in removing the individual.

2. If a meeting is interrupted by an individual or group ~~of individuals disrupts the~~so as to render its orderly conduct ~~of a meeting and~~unfeasible, and order cannot be restored by removal of the ~~President cannot restore order~~individuals interrupting the meeting, the ~~Open Public Meetings Act (RCW 42.20.050) also allows the President to~~Commission may order the meeting room cleared and continue in session, or may adjourn the meeting and reconvene ~~it~~ at another location selected by ~~a~~ majority vote of the Commission~~.~~ (RCW 42.30.050). In such a session, ~~the Commission~~final disposition may ~~only take final action~~be taken only on matters appearing on the agenda, and representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend.

J. Security: In order to promote the safety and efficiency of Commission meetings, the President may request the presence of additional security for meetings expected to address sensitive and/or controversial subjects.

ARTICLE VII
Motions

A. Except as otherwise required by these Rules, the Commission shall transact its business by motion, which may be made by any Commissioner in attendance.

B. Voting on all motions shall be either "yea," "nay," or "abstain." Robert's Rules of Order shall be applied for the governing of any proceeding, and thereupon no motion shall be considered or other action taken, until the same has been duly moved, seconded and carried. All motions passed by the vote of the Commissioners present at any meeting shall be deemed to have been moved, seconded and passed in due form.

Concurrence of three (3) Commissioners shall be necessary and shall be sufficient for the passage of any motion unless otherwise required by Robert's Rules of Order.

C. ~~Commissioners may vote~~The Commission, acting by motion ~~to~~in a public meeting, may direct the Executive Director's work consistent with the Delegation of Authority to the Executive Director. Individual Commissioners have no authority to direct Port staff.

D. Commissioners shall vote on all motions unless required to abstain due to an actual or apparent conflict of interest under Chapter 42.52 RCW and Port of Olympia Commission Resolution 2021-03, which sets ethical standards for Port Commissioners.

ARTICLE VIII
Resolutions

A. All matters which, in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. Text of the proposed resolutions shall be provided prior to the public meeting as set forth in these Rules.

B. Voting on all resolutions shall be either "yea," "nay," or "abstain." Robert's Rules of Order shall be applied for the governing of any proceeding, and thereupon no resolution shall be considered or other action taken, until the same has been duly moved, seconded and carried. All resolutions passed by the vote of the Commissioners present at any meeting shall be deemed to have been moved, seconded and passed in due form.

C. Resolutions shall be numbered consecutively by the year in which they are enacted and the original copy of each resolution shall be duly authenticated in open session by the signatures of the Commission President, Vice-President and Secretary, which shall serve to attest to a majority of the Commission members voting in favor of the Resolution. Adopted resolutions shall be filed, published on the Port's website, and recorded in minutes and a book or books kept for such purposes, which shall be public records.

ARTICLE IX
Minutes

A. Port staff will prepare draft action minutes of each meeting and distribute them to Commissioners for their review as to accuracy of actions taken. The goal will be to provide concise and complete minutes for Commission review no later than thirty (30) days after the subject meeting. The minutes must contain a record of motions, agenda and agenda changes, participants, and actions taken. The minutes may include a summary of each topic's staff

presentation and discussion. Minutes of all regular and special meetings, except executive sessions, shall be recorded and open to public inspection (RCW 42.30.035), and shall include the announced purpose of any executive session (RCW 42.30.110(2)).

B. The Commission Coordinator will send the draft minutes to Commissioners as soon as possible following each meeting and will include a date for Commissioners to return corrections. Commissioners will individually send any corrections back to the Commission Coordinator. If a substantive correction is offered to the draft minutes, the Commissioner offering the correction will include a reference to the place in the Commission video timeline from where the correction originates. The Commission Coordinator will prepare a final draft incorporating corrections. The Executive Director will complete a final review of the draft.

C. In most cases, minutes will be presented for approval at the next regular business meeting. Approval of the minutes will be included in the Consent Agenda.

D. Written public comments submitted directly to Commissioners or to the Commission Coordinator pursuant to Article ~~VI.A.3~~VI.D will not be appended to or included in the minutes. The minutes will reflect the names of commenters only.

E. When the Commission has approved the minutes of a meeting, the minutes as approved shall represent the final and considered determination of the Commission as to the motions and actions set forth therein. Following their approval, minutes shall be signed by the Commission President and Secretary.

ARTICLE X
Publication of Meeting Materials

A. Agendas, reports, cover memos, and any supporting materials will ordinarily be posted on the Port's website no later than 3:00 p.m. two (2) business days before a meeting, which will be the preceding Thursday before a regular Monday business meeting or work session. In no event shall the agenda for a regular meeting be posted online later than twenty-four (24) hours before the published start time of the meeting (RCW 42.30.077). Agendas and materials for special meetings of the Commission called pursuant to Art. IV(D) of this Resolution will be posted no later than 3:00 pm two (2) business days before a meeting as a rule; however, consistent with the Open Public Meetings Act, in no event will agendas for special meetings be posted later than 24 hours prior to the scheduled meeting.

Meeting materials posted on the Port's website may be modified at any time subsequent to posting and prior to the meeting based upon changes to the agenda or to reflect updates to posted materials.

It is the responsibility of Staff to prepare materials for presentations including PowerPoint slides, maps, or other materials for presentation to the Commission. Commissioners will not provide supplementary materials to be considered for inclusion in the meeting materials packet. The exception to this rule is when a Commissioner has information to share regarding a

committee they serve on behalf of the Port. For that exception, the Commissioner must submit the proposed materials to the Commission Coordinator for inclusion by no later than 3:00 pm the preceding Thursday before a Monday meeting.

B. Members of the public may request to be included on a voluntary e-mail list for distribution of Commission agenda and meeting materials. The Port will e-mail the agenda and a link to the meeting materials to those on this voluntary e-mail list on the same day the materials are posted on the Port's website.

C. The Port will provide a hard copy of the agenda and/or meeting materials, if requested, by visiting the Port's administrative office during the Port's regular business office hours.

D. Meeting videos supplement efficient written meeting minutes documenting action taken by the Commission. Video recordings for regular Port meetings held on or after February 18, 2016, will be published and retained on the Port's website, to be readily and available for viewing. This is subject to system capacity and budget authorization by the Commission. Video recordings will be maintained and archived at the Washington State Archives pursuant to applicable state records retention schedules.

ARTICLE XI
Amendment of Rules

These Rules may be amended by Resolution.

ADOPTED by a majority of the members of the Port Commission of the Port of Olympia, a majority being present and voting on this Resolution at a regular Commission meeting on ~~January 26, 2026,~~[DATE], as attested to by the signatures below of the Commissioners this ~~26th day of January, 2026.~~[DATE].

PORT OF OLYMPIA COMMISSION

_____
Jasmine Vasavada, President

_____
Sarah Montano, Vice President

_____
Joel Hansen, Secretary

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PORT OF OLYMPIA COMMISSION
RESOLUTION ~~2021-03~~2026-[ ]

A RESOLUTION OF THE PORT OF OLYMPIA COMMISSION ESTABLISHING A CODE OF GOVERNANCE AND CONDUCT FOR PORT COMMISSIONERS AND REPEALING RESOLUTION ~~S 2008-16, 2015-19, AND 2016-02~~2021-03

WHEREAS, adoption of a Code of Governance and Conduct for Port Commissioners promotes and strengthens the faith and confidence of the people of Thurston County in their elected Port Commissioners, and assists the Commissioners in the performance of their public duties; and

WHEREAS, the Port Commission believes that the Port of Olympia should hold its Commissioners to the highest moral and ethical standards; and

WHEREAS, the members of the Port Commission wish to commit themselves to a written Code of Governance and Conduct; and

WHEREAS, the Port Commission previously adopted a Code of Ethics for Commissioners through the adoption of Resolution No. ~~2008-16 and a Commission Code of Conduct through the adoption of Resolution No. 2015-19, as amended by Resolution 2016-02~~2021-03 (which repealed and superseded 2008-16, 2015-19, and 2016-2); and

WHEREAS, the Port Commission now wishes to ~~repeal these prior resolutions and adopt a consolidated~~update its Code of Governance and Conduct for Commissioners.

NOW, THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Olympia as follows:

1. The attached Code of Governance and Conduct for Port Commissioners is hereby adopted.

2. Resolution No. ~~2008-16 and Resolution No. 2015-19, as amended by Resolution 2016-02,~~2021-03 is ~~are~~ hereby repealed.

ADOPTED by the Port Commission of the Port of Olympia at a duly noticed meeting thereof, held this ____ day of ~~June, 2021~~ ____, and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof and the seal of the Port Commission.

PORT OF OLYMPIA COMMISSION

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PORT OF OLYMPIA CODE OF GOVERNANCE AND CONDUCT FOR PORT COMMISSIONERS

PREAMBLE

It is assumed and expected that a Commissioner will act in accordance with applicable federal, state, and local laws, and will strive to avoid even the appearance of impropriety in the conduct of his/her/their office. Upon election or appointment, Port Commissioners will review, at a minimum, Chapter 42.20 RCW, Misconduct of Public Officers; Chapter 42.23 RCW, Code of Ethics for Municipal Officers – Contract Interests; Chapter 42.30 RCW, Open Public Meetings Act; Chapter 42.36 RCW, Appearance of Fairness Doctrine, and Chapter 42.52 RCW, Ethics in Public Service. This Code of Governance and Conduct ("Code") is intended to implement and supplement, where necessary, these established legal standards.

Ultimately, ethics are a matter of honesty, common sense, and judgment. Neither this nor any other code can be an adequate substitute for those attributes.

Commissioners are elected officials entrusted with public confidence, and ultimately questions involving a Commissioner's behavior are a matter to be judged by the electorate. Our intent is to establish a sustainable model of appropriate behaviors to build public trust, confidence, and credibility and maintain and enhance the Port of Olympia's effectiveness.

Section 1
General Standards of Conduct

A. A Port Commissioner shall not transact any business of the Port Commission or act on behalf of the Port Commission with respect to any matter that requires Port Commission approval, without first obtaining the Port Commission's approval pursuant to a public vote of the Port Commission or other Port Commission direction as provided in a meeting open to the public.

B. A Port Commissioner shall abide by the Port of Olympia's policies of equal opportunity and non-discrimination and is prohibited from engaging in unlawful sexual or non-sexual harassment, workplace violence or retaliation against whistleblowers.

C. A Port Commissioner shall not use Port of Olympia resources for personal benefit. Incidental, limited or occasional use of Port resources, especially electronic media, are acceptable so long as the use is not for personal gain or benefit.

D. A Port Commissioner shall not use his/her/their position to secure special privileges or exemptions.

E. A Port Commissioner shall not knowingly use his/her/their office for personal or family gain or profit.

F. A Port Commissioner shall not disclose confidential information gained because of the Port Commissioner's position, nor may the Port Commissioner otherwise use such information for personal or family gain or benefit.

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G. A Port Commissioner shall not accept employment or engage in business or professional activities that the Port Commissioner might reasonably expect would require or induce him/her/them to disclose confidential information acquired because of the Port Commissioner's position.

H. Except for incidental electronic and telephone communication, Port Commissioners shall not use public resources that are not available to the public in general, such as Port staff time, equipment, supplies or facilities, for other than a Port purpose.

I. If a Port Commissioner participates in litigation contrary to an official Port position or action as adopted or ratified by a majority of the Port Commission, the Commissioner shall recuse himself/herself/themself and not participate in any vote, deliberation, or executive session, or receive confidential information regarding further consideration or action in that matter once litigation regarding the matter has been served or filed. The fact that a Commissioner voted in opposition or expressed his/her/their opinion in opposition to the official action or position of the Port prior to the filing or service of litigation shall not, by itself, be sufficient to trigger the need for future recusal or nonparticipation.

J. Once litigation has been served or filed to which the Port is a party, communication by Commissioners regarding the case with anyone other than Port staff or the Port's Legal Counsel is discouraged. Commissioners shall not in their official capacity make any comment, provide any information, or otherwise involve themselves in the matter without the assistance and advice of the Port's Legal Counsel.

K. Topics discussed by the Port Commission during executive sessions must not be discussed outside of the executive session except with duly authorized participants (i.e. the Executive Director, Port Staff assigned to the matter, and Port Legal Counsel). Port Commissioners shall keep all executive session information and discussions confidential to ensure that the Port's interests are not compromised.

L. The standards of conduct for Ethics in Public Service established in RCW 42.52 are hereby adopted and incorporated by reference into this Code and shall be applicable to Port Commissioners to the fullest extent allowed by law.

Section 2
General Standards of Governance

A. We will serve the interests of all the citizens of Thurston County and the interests of the entire Port organization. We recognize these responsibilities to the whole to be greater than;

1. Any loyalty to a particular constituency a Commissioner may have as an elected official.

2. Any loyalty based on public perception or affiliations.

B. We will build and maintain the trust amongst ourselves and between the public and the Port Commission to ensure an environment conducive to effective governance by:

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1. Conducting the Port's business with social and fiduciary responsibility that fosters and maintains public trust.

2. Being honest and transparent with the public in all our actions recognizing that effective governance does require confidentiality in some matters.

3. Setting the highest standard of personal and organizational ethics.

4. Conducting our public meetings and hearings in a respectful and open manner and insisting that others at the meeting act in the same manner.

5. Focusing on governance as opposed to management.

6. Focusing on issues rather than personalities and insisting that others at our meetings do the same.

7. Communicating honestly in all written and interpersonal interactions, never intentionally misleading or misinforming the public or each other.

8. Seeking to understand and appreciate each other's perspective and find commonality of purpose.

9. Respecting the decisions of the Port Commission and not undermining those decisions.

10. Recognizing that Commissioners may express their view of the vote on an issue while underscoring that the decision of the Port Commission has been made and will move forward.

11. Coming prepared to meetings, reading materials in advance and, where possible, engaging staff with questions prior to the meetings.

12. Making every reasonable effort to protect the integrity and promote the positive image of the Port, the Commission, and the Commissioners.

13. Annually reviewing our performance as a Commission in achieving the goals described herein.

C. We will not attempt to exercise individual authority over the organization. We recognize that this undermines the effectiveness of the Commission and the Port of Olympia. We note that the Commission has hired an Executive Director to manage the day-to-day business of the Port and that the Executive Director is accountable to the Port Commission. In support of this:

1. We will not attempt to assume personal responsibility for managing or resolving operational problems or complaints;

2. We will not personally direct any part of the operational organization;

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3. We will not personally, without Commission direction, seek to represent the interest of the Port to our customers, tenants or other governments;

4. We recognize that it is important for individual Commissioners to be able to obtain information and review Port records; however, we will follow the established process to obtain that information or review the records;

5. We will not individually publicly express negative judgments about a particular staff member or their performance, recognizing that those opinions are best expressed individually with the Executive Director or, if appropriate, discussed amongst ourselves as the Commission determines;

6. We will preserve public records under our control and promptly refer any request for access to Port records to the Executive Director;

7. We will treat Port employees with respect, using appropriate tone and language, when personal interaction is involved; and

8. We will provide periodic and appropriate evaluations of the Executive Director.

D. [**OPTIONAL**: The Commission acts only as a body and the following process governs communications between individual Commissioners and Port staff:

1. Information Requests. Individual Commissioners may request general, readily-available information from staff through the Executive Director or Department Directors.

2. Significant or New Requests. A significant or new request that, in the Executive Director's judgment, would require significant staff time, the preparation of a report or analysis, or a change in staff work priorities shall not proceed without direction of the Commission by majority vote. The Executive Director shall so inform the requesting Commissioner, and the request may be scheduled for a future agenda in accordance with the Commission Rules.

3. Conduct and Timing. Commissioner contact with staff other than the Executive Director should occur during regular business hours, except in an emergency, and shall be consistent with this Code.

4. Legal Advice. Requests for legal advice shall be directed to General Counsel with a copy to the Executive Director. General Counsel represents the Port and the Commission as a body, not individual Commissioners.]

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Section 3
Violations and Enforcement

The Commission and each of its Commissioners are committed to faithful compliance with the provisions of this Code. We recognize that the failure to deal with deliberate or continuing

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violations of this Code risks the loss of public confidence in the Port and in the Commission's ability to govern effectively. Therefore the Commission establishes the following procedures in the event of an allegation of a Commissioner's willful and/or continuing violation of this Code:

1. The Commission may conduct its own investigation of the allegation or, in its sole discretion, direct Port Legal Counsel or the Executive Director to retain an outside investigator to investigate the allegation and provide a written report to the Commission for review.

2. The Commission may discuss the allegation and/or the results of any investigation performed into the allegation in executive session between the alleged offending Commissioner and the Commission as provided for in RCW ~~42.30.110(1)(f~~42.30.110(1)(f), if appropriate; provided that, upon the request of the Commissioner who is the subject of the allegation, the matter shall be heard in a meeting open to the public.

3. If the Commission determines the alleged violation(s) of this Code are well founded, and that the circumstances of the alleged violation(s) warrant enforcement action, the Commission may take appropriate action in public session. Appropriate action may include, but is not limited to, further Commission discussion, a verbal warning, a written warning, a letter of censure, and/or removal by the Commission from one or more leadership or committee positions to which the offending Commissioner has been appointed (such as removal from President or Vice President standing, and removal from representing the Port on local or community boards and committees).

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