

RESOLUTION NO. 2018-0245

A RESOLUTION CREATING SPOKANE INTEGRATED COMMUNICATIONS CENTER PUBLIC AUTHORITY (SPOCOM); APPROVING A CHARTER THEREFOR; ESTABLISHING A BOARD OF DIRECTORS TO GOVERN THE AFFAIRS OF SPOCOM; PROVIDING HOW SPOCOM SHALL CONDUCT ITS AFFAIRS; AND OTHER MATTERS RELATING THERETO.

WHEREAS, pursuant to the provisions of RCW 36.32.120(6), Spokane County, acting through the Board of County Commissioners of Spokane County, Washington, has the care of county property and the management of county funds and business; and

WHEREAS, pursuant to the provisions of chapter 36.28 RCW, the Spokane County Sheriff receives funding from Spokane County to perform certain functions including but not limited to dispatch services for not only the unincorporated areas of Spokane County but also other cities, towns, Tribes, and other contracted agencies operating within the geographical boundary of Spokane County through interlocal agreements; and

WHEREAS, pursuant to the provisions of the Charter of the City of Spokane, the City of Spokane appoints a Chief of Police who performs certain functions, including dispatch services; and

WHEREAS, the City of Spokane has entered into an interlocal agreement(s) with various city and town fire departments wherein the City of Spokane provides certain dispatch services; and

WHEREAS, Spokane County through the Spokane County 911-Emergency Communications Department provides certain emergency services for Spokane County as well as certain Crime Check services; and

WHEREAS, pursuant to the provisions of chapter 82.14B RCW, Spokane County has imposed a Spokane County enhanced 911 excise tax, the proceeds of which shall be used by Spokane County to fund emergency services communication systems; and

WHEREAS, pursuant to the provisions of RCW 82.14.420, the voters of Spokane County approved the imposition of a 1/10th of 1% sale and use tax, the proceeds of which shall be used solely for the purpose of providing funds for costs associated with design, acquisition, construction, equipping, operating, maintaining, remodeling, repairing, reequipping, improvement and financing of emergency communication systems and facilities, to include equipment, crime check and the reverse emergency notification system. The Spokane Regional Emergency Communications Systems Department administers the funds received from the tax imposed under RCW 82.14.420; and

WHEREAS, Spokane County, acting through the Board of County Commissioners, desires to create a public development authority that will oversee the delivery of emergency communications services within Spokane County to insure that such emergency communication services are effective, efficient, affordable, adaptable, and sustainable; and

WHEREAS, the Board of County Commissioners of Spokane County, Washington, is desirous of considering the creation of a public development authority for the hereinabove purposes and finds the adoption of this Resolution will further the general public health, safety and welfare.

NOW, THEREFORE, BE IT ORDERED AND RESOLVED BY THE BOARD OF COUNTY COMMISSIOENRS OF SPOKANE COUNTY, STATE OF WASHINGTON, PURSUANT TO THE PROVISIONS OF RCW 35.21.730 THROUGH RCW 35.21.759 AS FOLLOWS:

A new chapter hereby added to the Spokane County Code to read as follows:

SPOKANE INTEGRATED COMMUNICATIONS CENTER PUBLIC AUTHORITY

SECTION NO. 1: Purpose.

As authorized by RCW 35.21.730 through RCW 35.21.759, a public authority, to be known as "SPOKANE INTEGRATED COMMUNICATIONS CENTER PUBLIC AUTHORITY (hereinafter (SPOCOM)", is hereby created exclusively to undertake, assist with, and otherwise facilitate the public function of providing an emergency communications and emergency management services, including but not limited to dispatch, and perform any other public function relating to providing such services. For the purpose of receiving the same immunities or exemptions from taxation as that of the County, SPOCOM constitutes a public agency and a creation of the County (within the meaning of Article VII, § I of the Constitution of the state of Washington and within the meaning of those terms in regulations of the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to Section 103 of the Internal Revenue Code of 1986, as amended).

SECTION NO. 2: Definitions.

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

(1) "SPOCOM Governing Board" or "Board" means the governing body of SPOCOM.

(2) "Bylaws" means the rules adopted for the regulation or management of the affairs of SPOCOM and all subsequent amendments thereto.

(3) "CAD Incident County Total Percentages" means the total annual volume of incident responses as recorded by the CAD system.

(4) "Charter" means the articles of organization of SPOCOM adopted by this chapter and all subsequent amendments thereto.

(5) "County" means Spokane County.

(6) "Clerk" means the clerk of the Board of County Commissioners of Spokane County, Washington or a person authorized to act on her or his behalf.

(7) "Final action" of the SPOCOM Board means a collective positive or negative decision or an actual vote by a vote of seven (7) of the ten (10) voting members of the Board.

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

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

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

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

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

(13) "Service Fee Formula" means the allocation of costs of services determined by the SPOCOM Board for the purposes of calculating the fees assessed to entities for the funding of such services.

(14) "Third Party Entities" means special purpose district, municipal corporation, political subdivisions, or other public or private entities or organizations, which contract for services from SPOCOM.

SECTION NO. 3: General powers.

Except as limited by the Constitution of the State of Washington, laws, regulations, charter, or this chapter, SPOCOM shall have and may exercise all lawful powers necessary or convenient to affect the purposes for which SPOCOM is organized, including the powers listed in this section.

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

(2) Contract with public and private entities.

(3) Employ and terminate an Executive Director, personnel, with or without cause, and contract for personnel and services with public and private entities.

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

(5) Sue and be sued.

(6) Incur indebtedness and issue bonds and other instruments evidencing indebtedness with prior approval of the County.

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

(8) Exercise any other powers that are consistent with the purpose for which SPOCOM is organized, and are within the express, or implied authority granted by the County subject to the limitation in Section No. 5 hereinafter including but not limited to:

(a) creation of a strategic plan from which all operational activities flow,

(b) determining how allocated revenues by the Board of County Commissioners of Spokane County from County 911 excise tax imposed under chapter 82.14B RCW, and the

Communication Tax imposed under RCW 82.14.420, as well as other revenues administered by SPOCOM are expended,

(c) approval of operational and capital budgets for dispatch, emergency communications, and other allowable services provided by the County or City of Spokane and paid for in whole or part by revenue sources administered by SPOCOM or SPOCOM employees, and

(d) establishment of a fee schedule to users of dispatch, crime check and other communications services to cover costs for such services not paid for from 911 excise tax imposed under chapter 82.14B RCW or the Communication Tax imposed under RCW 82.14.420.

(9) SPOCOM shall have authority to make direct operational decisions with respect to the operation of dispatch, crime check or emergency communications.

(10) SPOCOM shall have authority to bargain directly or indirectly with any bargaining unit who members provide dispatch, crime check, emergency communication or other allowable services.

SECTION NO. 4: Liability.

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

SECTION NO. 5: Limitation of powers.

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

(1) SPOCOM shall have no authority to report to any political subdivision, municipal corporation or entity providing dispatch, crime check, or emergency communication services.

(2) SPOCOM shall have no authority to manage any employees of any political subdivisions, municipal corporation or entity providing dispatch, crime check or emergency communication services.

(3) SPOCOM shall have no power of eminent domain or any power to levy taxes or special assessments.

(4) SPOCOM shall have no power to incur or create any liability that permits recourse by any party or member of the public to any assets, services, resources, or credit of the County or any parties under contract with SPOCOM. All liabilities incurred by SPOCOM shall be satisfied exclusively from the assets and credit of SPOCOM, and no creditor or other person shall have any recourse to the assets, credit, or services of County or any party under contract with SPOCOM on account of any debts, obligations, liabilities, acts or omissions of SPOCOM. The powers, authorities, or rights expressly or impliedly granted to SPOCOM shall not be less than and shall be subject to the County's expressed or implied powers.

(5) SPOCOM is subject to all general laws regulating the County and its officers and officials, including, but not limited to:

- (a) Audits by the State Auditor and accounting requirements in chapter 43.09 RCW;
- (b) Open public record requirements in chapter 42.56 RCW;
- (c) Open public meetings and other public process laws in chapter 42.30 RCW;
- (d) Preservation and destruction of public records in chapter 40.14 RCW;
- (e) Public works requirements in chapter 39.04 RCW;
- (f) Competitive bidding and prevailing wage laws in chapter 39.04 RCW;

- (g) Local government whistleblower laws in chapter 42.41 RCW;
- (h) The prohibition on using public facilities for campaign purposes in chapter 42.17A RCW;
- (i) The Code of Ethics for municipal officers in chapter 42.23 RCW;
- (j) Payments and advancements in chapter 42.24 RCW; and
- (k) The provisions of chapter 4.96 RCW for actions against SPOCOM and its Board, officers, employees, and volunteers.

SECTION NO. 6: Charter.

The charter of SPOCOM, Exhibit A is attached hereto. The charter shall be issued in duplicate originals, each bearing the signature of the Board of County Commissioners of Spokane County, Washington and attested by the Clerk. One original shall be filed with the Clerk with this resolution; a duplicate original shall be provided to SPOCOM.

SECTION NO. 7: Effect of issuance of charter.

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

SECTION NO. 8: SPOCOM Governing Board / Executive Committee / Subcommittees.

All corporate powers of SPOCOM shall be exercised by or under the authority of the SPOCOM Governing Board ("Board"); and the business, property and affairs of SPOCOM shall be managed under the supervision of the Board, except as may be otherwise provided by law, this chapter, or the charter.

(1) The members of the Board shall be as provided in the charter. The Board shall be composed of ten (10) persons as follows:

- (a) City of Spokane Administrator;
- (b) Spokane County Chief Executive Officer;
- (c) City of Spokane Fire Chief;
- (d) Spokane Valley Fire Department Chief;
- (e) One (1) Fire Chief representing other Fire Departments/Districts, appointed by the Inland Empire Fire Chief's Association;
- (f) One (1) member appointed by the Spokane County Emergency Management Services (EMS) & Trauma Care Council;
- (g) Spokane County Sheriff;
- (h) City of Spokane Valley Police Chief;
- (i) City of Spokane Police Chief;
- (j) One (1) Police Chief representing smaller cities/towns, appointed by the Inland Northwest Law Enforcement Leadership group; and
- (k) Citizen at large appointed by the Governing Board (non-voting member).

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

(3) The Board shall have an Executive Committee. The Executive Committee shall be composed of three (3) persons as follows:

- (a) Chair of the Board;
- (b) Vice-Chair of the Board; and

(c) Past Chair of the Board.

The Executive Committee shall be responsible for evaluating the SPOCOM Director and forwarding its evaluation to the Board as well as Strategic Plan Development.

(4) The following three (3) Working Subcommittees shall be established by the Board which shall have the following corresponding membership, responsibilities and voting principles where identified:

Working Subcommittee	Membership on Working Subcommittee	Duties of Working Subcommittee
Finance Committee	<ul style="list-style-type: none"> • Finance Director of Spokane County • Finance Director of City of Spokane • Center Finance Manager • SPOCOM Executive Director • Representative from the Executive Committee 	<ul style="list-style-type: none"> • Yearly Budget Development with Director • Capital Planning; • Fee Structure Development; and • User Engagement
<p>Operations Committee(s)</p> <ul style="list-style-type: none"> • Law / Fire Operations Committee <p>Note: The Law / Fire Operations Committee shall strive to operate by consensus. Each individual member of the Committee shall be a voting member. In those instances where unanimous consent cannot be reached, and where diverse customizable operational approaches are not possible, the Committee shall bring the issue to the Governing Board for resolution.</p> <ul style="list-style-type: none"> • Infrastructure and Radio Operations Committee <p>Note: The Infrastructure and Radio Operation Committee shall strive to operate by consensus. Each individual member of the Committee shall be a voting member. In those instances where unanimous consent cannot be reached, and where diverse customizable operational approaches are not possible, the Committee shall bring the issue to the Governing Board for resolution.</p>	<ul style="list-style-type: none"> • All Police Chiefs, Sheriff or Operations Designees • All Fire Chiefs or Operations Designees • SPOCOM Executive Director and/or Designee <ul style="list-style-type: none"> • SPOCOM IT Director • SPOCOM Executive Director and/or Designee • One Fire Chief, One Police Chief 	<ul style="list-style-type: none"> • Operational Improvements • Integrated Efficiencies
Labor Relations Advisory Committee	<ul style="list-style-type: none"> • SPOCOM Executive Director • Governing Board Chair • Law Operations Committee Member • Fire Operations Committee Member 	<ul style="list-style-type: none"> • (After initial labor relations contracts are in place, labor relations contract renewal discussion will be negotiated through the Executive Committee on an as needed basis.)

SECTION NO. 9: Quorum.

At all meetings of the Board, a supermajority of seven (7) voting members of the Board shall constitute a quorum.

SECTION NO. 10: Meetings of the Board.

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

SECTION NO. 11: Bylaws.

Within thirty (30) days after issuance of the charter, the Board shall hold an organizational meeting, appoint a chair and vice chair, and adopt bylaws. The bylaws shall be consistent with the Charter. In the event of a conflict between the bylaws, this resolution, and the Charter, this resolution shall control, the Charter shall be second in priority, followed by the bylaws. The power to alter, amend, or repeal the bylaws or adopt new ones shall be vested in the Board except as otherwise provided in the Charter.

SECTION NO. 12: Board review and approval of required items.

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

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

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

- (b) Contracting of debts, issuance of notes, debentures or bonds, and mortgaging or pledging of SPOCOM assets or credit to secure the same.
- (c) Donation of money, property, or other assets belonging to SPOCOM.
- (d) Action by SPOCOM as a surety or guarantor.
- (e) Adoption of an annual budget and a separate capital budget, and amendments thereto.
- (f) Certification of annual reports and statements by the state auditor, as required under chapter 43.09 RCW, to be filed with the clerk as true and correct in the opinion of the Board and of its members except as noted.
- (g) Adopting and amending the bylaws.
- (h) Consistent with chapter 4.96 RCW, adoption of policies and procedures for managing actions against SPOCOM, the Board, officers, employees, and volunteers.
- (i) Instituting legal proceedings in SPOCOM's name.
- (j) Dissolution of SPOCOM, upon approval by two thirds of the entire Board.
- (k) Amending service fee formula.
- (l) Recommending amendments to the charter.

SECTION NO. 13: Charter amendments.

(1) Proceedings Preliminary to Recommending Amendments to the Charter. Any Board member may propose a charter amendment(s) to the County. Final action by resolution of the Board is necessary to consider recommending proposed amendment(s) to the charter. If the Board approves consideration of a proposed amendment(s) to the charter, information about the proposed charter amendment(s), including a copy of the proposed

amendment(s) in a format that strikes over material to be deleted and underlines new material and a statement of the amendment's purpose and effect, shall be provided to each member of the Board at least thirty (30) days prior to the meeting at which a vote will be taken on a resolution recommending to the County amending the charter.

(2) Action Amending the Charter. After the preliminary proceedings described in subsection (1) of this section have occurred, final action upon approval by two thirds of the entire Board may be taken recommending to the County amending the charter. If the amendment(s) differs materially from the original proposed amendment(s) considered during preliminary proceedings, then the preliminary proceedings described in subsection (1) of this section shall be repeated. After final action recommending amending the charter, the amended charter recommendation shall be forwarded to the County for action. The County shall consider any recommendation of the Board received under this Section and either approve, disapprove or modify the recommendation as the County deems appropriate. Any amendment to the Charter shall be issued in duplicate originals, each bearing the signature of the Chairman of the Board of County Commissioners of Spokane County. One original shall be filed with the clerk and a duplicate original shall be forwarded to and retained by SPOCOM. PROVIDED, however this Section shall not in any way limit the ability of the County to amend or modify the charter at any time without processing an amendment with the Board.

SECTION NO. 14: Treasurer.

The Board shall appoint the Spokane County Treasurer to administer a special fund designated "Operating fund of SPOCOM." The appointed treasurer shall be responsible for handling SPOCOM's accounts and finances. The Board shall file a fidelity bond in an amount determined by the Board to be adequate and appropriate covering the actions and omissions of the Treasurer.

SECTION NO. 15: Funding.

Funding of SPOCOM operations and activities shall come from Board of County Commissioners approved and designated revenues from the County generated by Enhanced 911 sales, use, and excise taxes as allowed under RCW 82.14B.030 and, the 1/10th of 1% Communication tax as approved by the voters under RCW 82.14.420 as well as other revenue generated from service fees consistent with the charter, and the bylaws and Section No. 2.

SECTION NO. 16: Audits, inspections, and reports.

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

SECTION NO. 17: Insurance.

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

SECTION NO. 18: Trusteeship.

The County may, after a public hearing with notice to SPOCOM, petition the superior court to impose a trusteeship over SPOCOM. Any trustee appointed by the superior court shall take such actions as necessary during the trusteeship to achieve the object thereof as reasonable, including suspend and/or remove SPOCOM officials, manage the assets and affairs of

SPOCOM, exercise any and all SPOCOM powers as necessary or appropriate to fulfill outstanding obligations, restore the capability of SPOCOM, and, if so authorized by the superior court, to oversee its dissolution in accordance with RCW 35.21.750.

SECTION NO. 19: Dissolution.

(1) The Board may propose to the County that SPOCOM be dissolved. Such proposal must be made by resolution adopted by two-thirds of the entire Board at a regular or special meeting of which thirty (30) days advance written notice was given to each Board member, the Clerk and every entity receiving services by SPOCOM at the time. Information about the proposed dissolution, including the grounds for dissolution and distribution of SPOCOM property, shall be provided to each member of the Board, the Clerk and every entity receiving services by SPOCOM at the time at least fourteen (14) days prior to the meeting at which a vote will be taken on the resolution. Within thirty days of adoption of a resolution approving dissolution of SPOCOM, a copy of the resolution shall be delivered to the Clerk. The County may, after a public hearing, dissolve SPOCOM. Upon dissolution, all SPOCOM property, net of all outstanding liabilities, shall be distributed as set forth in an agreed plan of distribution adopted by a two-thirds of the entire Board and used only for 911 emergency communications systems consistent with chapter 82.14B RCW.

(2) Upon the action taken under Section No. 19 (1), the County may, after a public hearing with notice to SPOCOM, petition the superior court to dissolve SPOCOM in accordance with RCW 35.21.750. Upon dissolution of SPOCOM and the winding of its affairs, and as determined by order of the Court, any remaining rights, assets, and property may be transferred to a qualified public entity or entities which will fulfill the purposes for which SPOCOM was chartered. Otherwise, all remaining rights, assets, and property shall vest in the County. Upon completion of

dissolution proceedings, the Clerk shall indicate such dissolution by inscription of "charter cancelled" on the charter of SPOCOM, and the existence of SPOCOM shall cease. The Clerk shall give notice thereof to the State Auditor and to other persons as provided in the dissolution statement.

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

SECTION NO. 20: Construction and order of precedence.

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

SECTION NO. 21: Severability.

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

SECTION NO. 22: Effective Date.

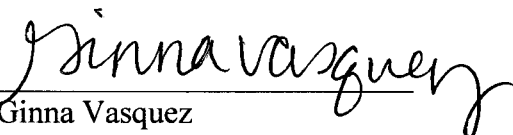
This Resolution shall be effective upon adoption and passage by the Board of County Commissioners.

PASSED AND ADOPTED this 27th day of March, 2018.

**BOARD OF COUNTY COMMISSIONERS
OF SPOKANE COUNTY, WASHINGTON**



ATTEST:


Ginna Vasquez
Clerk of the Board


JOSH KERNS, Chair


MARY KUNEY, Vice-chair



AL FRENCH, Commissioner

EXHIBIT A

CHARTER OF THE SPOKANE INTEGRATED COMMUNICATIONS CENTER PUBLIC AUTHORITY

ARTICLE I: NAME

The name of the SPOKANE INTEGRATED COMMUNICATIONS CENTER PUBLIC AUTHORITY shall be SPOKANE INTEGRATED COMMUNICATIONS CENTER PUBLIC AUTHORITY, also known as SPOCOM.

ARTICLE II: AUTHORITY AND LIMIT ON LIABILITY

Section II.01. Authority. SPOCOM is a public corporation organized pursuant to RCW 35.21.730 through 35.21.759, and Resolution No.18-0245 (hereinafter "Resolution") of Spokane County, Washington.

Section II.02. Limit on Liability. All liabilities incurred by SPOCOM shall be satisfied exclusively from the assets, credit and properties of SPOCOM, and no other creditor or other person shall have any right of action against or recourse to Spokane County or any of the parties under contract with SPOCOM, their assets, credit or services on account of any debts, obligations, liabilities or acts or omissions of SPOCOM.

ARTICLE III: DEFINITIONS

The words and phrases in this Charter shall have the same meanings as defined in the Resolution.

ARTICLE IV: DURATION

The duration of SPOCOM shall be perpetual except as provided in the Resolution.

ARTICLE V: PURPOSE

As authorized by RCW 35.21.730 through RCW 35.21.759, SPOCOM is established exclusively to undertake, assist with, and otherwise facilitate the public function of providing an emergency communications and emergency management services, including but not limited to dispatch, and perform any other public function relating to providing such services as authorized by state law or county code. For the purpose of receiving the same immunities or exemptions from taxation as that of the County, SPOCOM constitutes a public agency and a creation of the County (within the meaning of Article VII, Section I of the Constitution of the State of Washington and within the meaning of those terms in regulations of the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to Section 103 of the Internal Revenue Code of 1986, as amended).

ARTICLE VI: POWERS AND RESPONSIBILITIES

Section VI.01. Powers. SPOCOM shall have and may exercise all lawful powers conferred by State laws, the Resolution, this Charter and its Bylaws. SPOCOM in all of its activities and transactions shall be subject to the powers, procedures subject to the limitations contained in the Resolution.

Section VI.02. Provision of Services. SPOCOM shall provide 9-1-1 emergency communications services, including but not limited to dispatch to public agencies or third party entities desiring the same. Public agencies or third party entities receiving such services shall pay fees for those services as established by the SPOCOM Governing Board ("Board").

Section VI.03. Federal Communications Commission Licenses. SPOCOM will assist the Spokane Regional Emergency Communications Systems Department in updating and renewing all Federal Communication Licenses which are presently held by the Spokane Regional Emergency Communications Systems Department.

Section VI.04. Actions against SPOCOM, the Board, Officers, Employees and Volunteers. The provisions of chapter 4.96 RCW shall apply to actions against SPOCOM, its directors, officers, employees and volunteers.

ARTICLE VII: GOVERNING BOARD

Section VII.01. Authority and Responsibilities of the Board. The Board shall have the authority and responsibilities to provide policy oversight and legislative direction for SPOCOM and its administration, and assure the purposes described in the Resolution, this Charter are reasonably accomplished.

Section VII.02. Board Composition. The Board shall consist of eleven (11) persons as follow:

1. City of Spokane Administrator;
2. Spokane County Chief Executive Officer;
3. City of Spokane Fire Chief;
4. Spokane Valley Fire Department Chief;
5. One (1) Fire Chief representing other Fire Departments/Districts, appointed by the Inland Empire Fire Chief's Association;
6. One (1) member representing the Spokane County Emergency Management Services (EMS) Trauma Care Council;
7. Spokane County Sheriff;
8. City of Spokane Valley Police Chief;
9. City of Spokane Police Chief;
10. One (1) Police Chief representing smaller cities/towns, appointed by the Inland Northwest Law Enforcement Leadership group; and
11. Citizen at large appointed by the Governing Board (non-voting member).

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

Section VII.04. Quorum. At all meetings of the Board, a supermajority of seven (7) voting members shall constitute a quorum.

Section VII.05. Committees. The Board shall have an Executive Committee and Working Subcommittees as provided for in the Resolution.

Section VII.06. Voting. The Board shall strive to operate by consensus. Each individual member of the Board, other than the citizen at large, shall be voting members. Any decision before the Board must be approved by a super majority of seven (7) votes or greater.

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

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

- (a) Establishment and amending bylaws that govern the procedures of the Board;
- (b) Recommended action to the legislative bodies of the participating parties;
- (c) Recommending amendments to the charter.
- (d) Consistent with the Resolution, this charter determines what services SPOCOM shall offer and under what terms they shall be offered. Any change in any service provided or a material change to the term of a service contract shall be by resolution.
- (e) Appointment of the SPOCOM Director.
- (f) For 9-1-1 Dispatch Services and 800 MHz and Conventional Radio System Services, review and approval of cost allocation formulas, rates, and appropriate service charges for such services;
- (g) Establishment of a fund or funds as authorized by law for the operation of SPOCOM;
- (h) Entry into agreements with, and receiving and distributing funds from any federal, state or local agencies;
- (i) Review and adoption of the annual budget and amendments. Reviewing and approving budget expenditures and, in the case of expenditures related to financing for which bonds were issued, including any expenditures for arbitrage rebate liability associated with those bonds;
- (j) Entry into agreements with third parties for services necessary to fully implement the purposes of the Resolution and this charter;
- (k) Purchase, receipt, lease, receipt by gift, or other acquisition, ownership, improvement, use and other management of and with real or personal property, or any interest therein, in the name of SPOCOM;
- (l) Sale, conveyance, mortgage, pledge, lease, exchange, transfer, or other disposition of SPOCOM property and assets;
- (m) Approval of SPOCOM as a surety or guarantor;
- (n) Suit and defense of litigation in all courts of competent jurisdiction in SPOCOM s name;
- (o) Review and adoption of purchasing and financial policies;
- (p) Establishment of appropriate fees for services provided by contract to other public agencies or third party entities;
- (q) Contracts incurring debt, issuance of notes, debentures or Bonds, and mortgaging or pledging SPOCOM assets or credit to secure the same; and
- (r) Hire or engagement of legal counsel and independent accountants and auditors.

ARTICLE VIII: MEETINGS

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

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

Section VIII.03. Parliamentary Authority. The most current version of Robert's Rules of Order shall guide meetings where they are consistent with this charter or bylaws.

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

ARTICLE IX: BYLAWS

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

ARTICLE X: AMENDMENTS OF CHARTER AND BYLAWS

Amendments to the charter shall be as provided in the Resolution. Amendments to the bylaws shall be as provided in Article IX of the charter.

ARTICLE XI: ADOPTION OF FISCAL YEAR AND BUDGET

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

Section XI.02. Funding. Funding for SPOCOM operations and activities include funds distributed to SPOCOM as allowed under RCW 82.14B.030 and RCW 82.14.420. The Board shall determine any User Cost Allocation Formula.

Section XI.03. Budget Process. Within the timelines prescribed in the bylaws, the Director shall provide to the Board a preliminary budget approved by the Financial Sub-committee for the ensuing fiscal year.

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

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

ARTICLE XII: REGISTERED AGENT, CLAIMS AND SERVICES

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

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

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

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

ARTICLE XIII: COMMENCEMENT

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

ARTICLE XIV: DISSOLUTION

Dissolution of SPOCOM shall be in the form and manner required by State law and the Resolution.

ARTICLE XV: ORDER OF PRECEDENCE

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

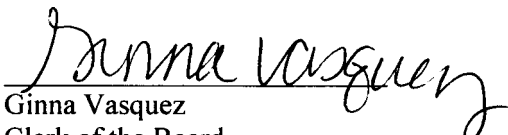
ARTICLE XVI: APPROVAL OF CHARTER

This charter was APPROVED by Resolution No. 18-0245 adopted by the Board of County Commissioners of Spokane County, Washington of the 27th day of March, 2018.

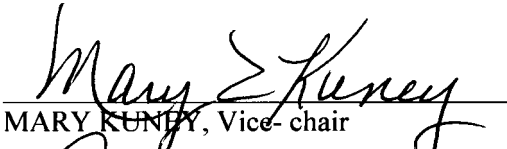
BOARD OF COUNTY COMMISSIONERS
OF SPOKANE COUNTY, WASHINGTON

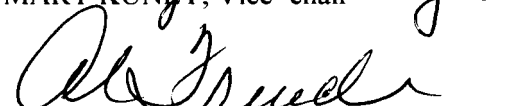


ATTEST:


Ginna Vasquez
Clerk of the Board


JOSH KERNS, Chair


MARY KONEY, Vice- chair


AL FRENCH, Commissioner