FileLocal

Executive Board
Agenda

Executive Board:

Andy Cherullo, ***Chair***
City of Tacoma

Jan Hawn
City of Bellevue

Susy Haugen
City of Everett

Glen Lee
City of Seattle

Special Meeting/Annual Meeting

Monday, March 24, 2014
12:00 p.m.
Seattle Municipal Tower Conference Room 4070
700 Fifth Avenue
Seattle, Washington

1. Call to Order
    a. Introductions

2. Public Comment*

3. Action Items
    a. Elect a temporary chair
    b. Resolution FL2014-01 re: bylaws
    c. Resolution FL2014-02 re: officers
    d. Resolution FL2014-03 re: 2014 meeting schedule
    e. Resolution FL2014-04 re: Legal counsel
    f. Resolution FL2014-05 re: CPA

4. Discussion Items
    a. Program Manager Report

5. Other Business

6. Adjournment

*A public comment period is provided to allow the public to briefly present information, topics or issues that they feel should be considered by the board. Presentation should be limited to three minutes and be summary in nature. The board may decide to discuss the topic briefly at that time or to request its placement on a future agenda.

FileLocal

700 5th Avenue, Suite 4350
PO Box 94669
Seattle, WA 98124-4669

FileLocal Resolution FL2014-01
Briefing Paper

Date: March 4, 2014

Issue: Should bylaws pertaining to the operation of Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") be established?

Recommendation: The Executive Board should pass a Resolution to establish bylaws for Washington Multi-City Business License and Tax Portal Agency ("Portal Agency").

Rationale:

1. Signed Interlocal Agreement calls for the establishment of bylaws.

2. Bylaws contribute to organizational accountability and transparency, and encourage boards to pay close attention to the organization's accountability and transparency.

3. Bylaws are established by an organization to regulate itself. They are an organization's operating manual.

4. Bylaws define the size of the board and how the board functions; the roles and duties of directors and officers; rules and procedures for holding meetings, electing directors, and appointing officers; establish conflict of interest policies and procedures; and other essential governance matters.

Background: State law specifies an organization's bylaws be adopted by its board of directors; and the power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of a corporation not inconsistent with law or the articles of incorporation (RCW 24.03.070).

The initial The Cities of Bellevue, Everett, Seattle, and Tacoma drafted and entered into an Interlocal Agreement (Attachment A) that requires formal bylaws to govern the Portal Agency.

RESOLUTION NO. FL2014-01

A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board establishing bylaws

Whereas, the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") Interlocal Agreement by and between the Cities of Bellevue, Everett, Seattle, and Tacoma dated March 1, 2014, calls for bylaws to govern the operations of the Portal Agency, and

Whereas, the bylaws will govern the operations of the Portal Agency Executive Board, Operations Committee, and the officers thereof; **Now Therefore,**

BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:

SECTION 1. The Executive Board approves the bylaws as they appear in Attachment A to this resolution.

ADOPTED this _____ day of _____, 2014.

ATTEST:

Washington Multi-City Business License and Tax Portal Agency Executive Board
Seattle, Washington

_____ **Board Secretary**

_____ **Board Chair**

BYLAWS

OF

WASHINGTON MULTI-CITY BUSINESS LICENSE AND TAX PORTAL AGENCY

("PORTAL AGENCY")

ARTICLE I. PURPOSES

As set forth in the Washington Multi-City Business License and Tax Portal Agency Interlocal Agreement dated as of March 1, 2014, by and between the Cities of Bellevue, Everett, Seattle and Tacoma (the "Agreement"), the PORTAL AGENCY is organized in accordance with the Interlocal Cooperation Act (Chapter 39.34 RCW) and the Nonprofit Miscellaneous and Mutual Corporations Act (Chapter 24.06 RCW) as a public body and instrumentality of its members to jointly exercise essential governmental functions of its members.

ARTICLE II. DEFINITIONS; CONFLICTING PROVISIONS

All capitalized terms used and not otherwise defined in the Bylaws shall have the meaning set forth in the Agreement. In the event of a conflict between a provision of the Bylaws and a provision of the Agreement, the provision of the Agreement shall prevail.

ARTICLE III. OFFICES

The principal office and place of business of the PORTAL AGENCY in the state of Washington shall be initially located at Seattle City Hall, 600 4th Avenue, Seattle, WA 98104. The name and address of its initial registered agent is Glen Lee, Finance Director, City of Seattle, 700 Fifth Avenue, Suite 4350, Seattle, WA 98104.

ARTICLE IV. BOARD

Section 4.1. General Powers. The business and affairs of the PORTAL AGENCY shall be managed by its Executive Board (referred to in these Bylaws as either the "Executive Board" or "Board"), which shall be deemed a "Board of Directors" as that term is used in RCW 24.06.125. In addition to its other powers and authority set forth in the Agreement and subject to

applicable law, the terms of the Agreement or the terms of any gift, devise, bequest or other transfer, the Board shall have the full power, in its sole discretion, to change the form of any investment and, for that or other purpose of the PORTAL AGENCY, to dispose of any property held by the PORTAL AGENCY. The Board shall have the right to employ or retain persons or entities to carry out the purposes of the PORTAL AGENCY, including but not limited to attorneys, consultants, engineers, contractors and accountants.

Section 4.2 Composition of Board. The Board of the PORTAL AGENCY shall consist of one individual representative from each member entity ("Principal" as that term is defined in the Agreement), except as shared representation of Principals may be required by terms of Section 7.c of the Agreement. In addition, from and after such time as the PORTAL AGENCY has at least one Subscriber, there shall be one (1) non-voting Board Member representing Subscribers. Each representative is a "director" as that term is used in RCW 24.06.130, and is referred to in the Agreement as a "Board Member" and in these Bylaws as a "Board Member." Board Members representing a single Principal or Subscriber agency shall not have terms but rather each such Board Member shall serve at the pleasure of the agency that the Board Member represents. Board Members representing multiple Principals or Subscribers shall be elected biennially in accordance with Section 7.d of the Agreement. In order to serve as a Board Member, an individual must be the Chief Financial Officer (CFO) or deputy or equivalent of the represented agency (or the CFO, deputy or equivalent of one of the represented Principals or Subscribers, in the case of a Board Member representing multiple Principals or Subscribers).

Section 4.3 Designation and Qualifications of Alternates. Each member of the Executive Board shall designate in writing an alternate who shall serve as a member of the Executive Board during his or her absence or unavailability to serve, and in such case the alternate shall have the full rights and privileges of the absent member. Alternates must meet the same qualifications as the designated Board member or have similar financial expertise and be in a management position within their City. All written designations shall become effective upon delivery to the Chair of the Executive Board and shall remain in effect until revoked in writing by the designating member(s). In the event of any question of authority to act as an alternate, the determination of the Chair based upon the records on file with the Chair shall be determinative.

Section 4.4 Tenure. Unless the Board Member resigns or is removed in accordance with these Bylaws, each Board Member shall hold office until replaced by resolution or written motion of the legislative body of the appointing Principal. Notwithstanding the foregoing, no Board Member shall continue in that capacity if he or she no longer holds a position that qualifies him or her for the seat, and Board Members representing multiple Principals or

Subscribers shall be re-appointed every biennium consistent with the terms of Section 7.d of the Agreement.

Section 4.5 Annual and Regular Meetings. The annual meeting of the PORTAL AGENCY shall be held in March of each year, at such time and place as may be determined by the Executive Board, for the transaction of such business as may come before the meeting. The Executive Board may specify by resolution the time and place for holding any other regular Board meetings, and notice for such meetings shall be given as required by the Agreement. Not less than fourteen (14) days advance notice shall be given of regular meetings.

Section 4.6 Special Meetings. Special meetings of the Board may be called by the Chair or by the written request of not less than two Executive Board Members, upon giving all other Board Members not less than ten (10) days prior notice. Notice of special meetings of the Board stating the date, time and place thereof shall be delivered to Board Members in accordance with RCW 24.06.104, as it may be amended and as otherwise required by the Agreement. The notice must be written or by electronic means. Notice shall also be given to any other persons as may be required by the Open Public Meetings Act (Chap. 42.30 RCW) and other applicable law. In an emergency, the Executive Board may dispense with written notice requirements for special meetings but must in good faith implement best efforts to provide fair and reasonable notice to all Executive Board meetings.

Section 4.7 Matters Requiring Notice. Prior written notice meeting the requirements of notice for special meetings shall be required in the case of action on any of the following matters:

A. All elections of the Chair or the recall of the Chair;
B. Budget approval and amendments;
C. Dues and assessments;
D. All final action on any commitment to an expenditure not authorized by an approved budget;
E. Contractual commitments requiring expenditures not previously authorized;
F. Changes in the Bylaws of PORTAL AGENCY;
G. Changes in membership; and
H. Reversal or modification of Executive Board decisions or modification of Executive Board authority or duties.

Section 4.8 Waiver of Notice of Special Meeting. Whenever any notice is required to be given to any Board Member pursuant to applicable law, a waiver in writing signed by the Board Member, entitled to notice, shall be deemed equivalent to the giving of notice. Any Board Member may waive notice of any meeting at any time. The attendance of a Board Member at a

meeting shall constitute a waiver of notice of the meeting except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to specified in the notice or waiver of notice of such meeting.

Section 4.9 Quorum. A simple majority of the Members (or their alternates) in number (excluding any Member which per the Agreement has given notice of withdrawal or which has been terminated by voted of the Executive Board) shall constitute a quorum of the Executive Board for purposes of doing business at any time. Members may attend meetings by telephone conference or equivalent means of voice communication.

Section 4.10 Manner of Acting; Rules of Order. The Board shall strive to operate by consensus. All Board decisions on items not listed in Section 7.k of the Agreement or as otherwise specified in Sections 16, 18 and 19 of the Agreement, require a Simple Majority Vote for approval. A Member may not split her or her vote on an issue. No voting by proxies or mail-in ballots will be allowed. Unless otherwise approved by vote of the Executive Board, upon the request of any Member of the Executive Board, Robert's Revised Rules of Order shall govern any proceeding of the Executive Board. The Board may act by voice votes called for by the Chair but any Member may require a recorded tabulation of votes by making a request either immediately before the vote is taken or immediately after a voice vote is taken.

Section 4.11 Supermajority Voting. Supermajority Voting shall be required on those items listed in Section 7.k of the Agreement. A "Supermajority Vote' means Executive Board approval of an item accomplished by securing affirmative votes of not less than sixty-six percent (66%) of all voting Board Members of the Executive Board in number, and not less than sixty-six percent (66%) in number of the Original Principals (the Cities of Bellevue, Everett, Seattle and Tacoma).

Section 4.12 Advisory and Board Committees. In addition to the Tax and Finance Operations Committee ("Operations Committee") established by the Agreement, and subject to the terms of the Agreement, the Executive Board may create other special advisory committees as it deems appropriate, and members of such advisory committees shall be appointed by the Executive Board. Persons who serve as members of any advisory committee are not be required to be Board Members or elected officials. The Board also may create standing or special committees of the Executive Board. Chairpersons and other members of standing committees or special committees (which excludes the Operations Committee) shall be Board Members or alternate Board Members and shall be designated by the Board, except that the Treasurer shall chair any Finance Committee. The Board shall attempt to appoint committee members in a manner that encourages diversity of representation on committees that reflects the diversity among Members. Committees shall be governed by the same rules regarding

meetings, action without meetings, notice, waiver of notice, and quorum (but not voting requirements) as applied to the Board; *provided that* meetings of the Operations Committee shall require such notice as required per Article VI, Section 6.8. The designation of any standing or special committee and the delegation to them of any authority shall not relieve the Board, or any Board Members of any responsibility imposed by law. No committee shall have the authority to take any action inconsistent with the Agreement, the Bylaws, or RCW 24.06.145.

Section 4.13 Agendas. Prior to each Executive Board meeting the Chair shall establish an agenda for the meeting. At the beginning of the meeting, any Board member may request that an item be added to the agenda, provided that, items requiring prior notice (See Section 4.7) shall not be so added unless all Board members are present and waive the requirement of notice and agree to entertain the action.

Section 4.14 Open Public Meetings. All meetings of the Board shall be open to the public as and to the extent required by the Agreement, the Open Public Meetings Act (Chap. 42.30 RCW) and other applicable law.

Section 4.15 Resignation; Removal. A Board member may be removed by the appointing agency (or agencies in the case of a Board member representing multiple Principals or Subscribers) which he or she represents, and an individual Board Member may personally resign at any time. Resignation shall be effective upon the Board Member or the appointing agency(s) delivering written notice to the Chair or, if the Chair is resigning, to the Vice-Chair.

Section 4.16 Vacancies. Any vacancy occurring in the Board shall be filled by the appropriate appointing agency or agencies (in event the Member represents multiple Principals or Subscribers).

Section 4.17. Compensation. All Board Members and their alternates shall serve without compensation, however, the PORTAL AGENCY may pay for or reimburse Executive Board Members and alternates for out-of-pocket costs related to service on the Executive Board.

ARTICLE V. OFFICERS

Section 5.1 Number. The PORTAL AGENCY shall have a Chair and a Vice-Chair, each of whom shall be elected by the Board. The Board shall also elect a Secretary and Treasurer, or shall appoint same if non-Board Members are to fill these positions. Such other officers and assistant officers, as set forth in this Section 5.1 or as may be deemed necessary or appropriate may be appointed by the Board. The Chair shall preside at all meetings of the Executive Board

and shall have the additional responsibilities described in Section 5.4. The Vice-Chair shall serve as the Treasurer and Secretary of the Corporation during any times that a separate Treasurer or Secretary have not been appointed by the Board consistent with Section 7.l of the Agreement. Any two or more offices may be held by the same person, with the exception that the Chair and Vice-Chair, the Chair and Treasurer, or the Chair and Secretary may not be held by the same person.

Section 5.2 Election and Term of Office. The Chair and Vice-Chair initially shall be elected by Simple Majority Vote of the Board Members and shall serve through April 1, 2016, whereupon a new Chair and Vice-Chair shall be elected by the Board for a two-year term. Biennially thereafter, the Board shall elect a new Chair and Vice-Chair for two-year terms commencing each April 1. In the event of a vacancy in the Chair position, the Vice-Chair shall assume the Chair for the balance of the term of the departed Chair. In the event of a vacancy in the Vice-Chair position, the Executive Board shall elect a new Vice-Chair to serve the balance of the term of the departed Vice Chair. If the Treasurer and Secretary Officer positions are to be filled by Board Members, these positions shall be elected at the same time as the election of the Chair and Vice-Chair.

Section 5.3 Resignation. Any officer may resign at any time by delivering written notice to the Chair or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified in the notice or, if the time is not specified, upon delivery of the resignation. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.

Section 5.4 Chair (President). The Chair of the Executive Board (who shall be "President" under RCW 24.06.144 and for any required purposes) shall preside at all meetings of the Board and shall exercise and perform such other powers and duties enumerated below, and as may be determined from time to time by resolution of the Board. The Chair shall:

A. Preside at regular and special meetings and may call regular and special meetings of the Executive Board;
B. Select the site and agenda for all meetings;
C. Arrange for preparation and mailing or delivery of all meeting notices to Board member;
D. Arrange the maintenance and circulation of minutes of the meetings of the Board;
E. Act as the spokesperson for PORTAL AGENCY;
F. Execute documents on behalf of the Executive Board; and
G. Such other duties as identified in the Agreement and as may be delegated from time to time by the Executive Board.

In the absence of the Chair, or if there be none, the Vice-Chair shall preside at all meetings of the Board. The Chair may sign deeds, leases, bonds, Agreements, or other instruments which the Board has authorized to be executed, except in cases where the signing or execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of PORTAL AGENCY or shall be required by law to be otherwise signed or executed. In general, the Chair shall perform all duties incident to office of Chair and such other duties as may be prescribed by resolution of the Board.

Section 5.6 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon such officers and shall perform such other duties as from time to time may be assigned to the Chair by resolution of the Board.

Section 5.7 Secretary. The Vice-Chair, serving as Secretary, or a separately appointed Secretary, shall keep or cause to be kept, the minutes of the proceedings of the Board; shall give notices in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the corporate records of the PORTAL AGENCY; shall have charge and custody of and be responsible for maintaining or overseeing maintenance of correct and complete nonfinancial books and records of the PORTAL AGENCY. The Secretary shall perform such other duties as from time to time may be assigned by resolution of the Board. If a person who is not a Board Member is appointed as Secretary, he/she shall not be considered an *ex officio* member of the Board.

Section 5.8 Treasurer. The Vice-Chair serving as Treasurer, or a separately appointed Treasurer, shall be responsible for maintaining, or overseeing maintenance of, all financial records of the PORTAL AGENCY, assuring the appropriate handling of all revenues and expenditures, and shall assist the Board in preparation of the annual budget. The Treasurer shall maintain or oversee maintenance of complete books and records of account, for all funds and securities of the PORTAL AGENCY, the transfer of receipts for money due and payable to the PORTAL AGENCY from any source whatsoever, and the deposit of all such money in the name of the PORTAL AGENCY in the banks, trust companies or other depositories as shall be selected in accordance with law. The Treasurer in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge if his or her duties, in such sum and with such surety or sureties as the Board shall determine. If a person who is not a Board Member is appointed as Treasurer, he/she shall not be considered an *ex officio* member of the Board.

Section 5.9 Assistant Officers. The assistant officers, if any are appointed by the Board, shall in general perform such duties as are customary or as shall be assigned to them by resolution of

the Board. If required by the Board, the assistant Treasurers shall respectively give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

Section 5.10 Delegation. In the case of absence or inability to act of any officer and of any person authorized to act in his/her place, the Board, by resolution, may, from time to time, delegate the powers or duties of such officer to any other officer or any Board Member or other person whom it may select. The Chair, by written notice to the Board, may delegate duties or powers, in addition to those listed, to officers of PORTAL AGENCY as necessary or appropriate to the conduct of the affairs of PORTAL AGENCY.

Section 5.11 Vacancies. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting of the Board subject to the notice provisions set forth in Section 4.4 through 4.16 of the Bylaws.

Section 5.12 Indemnification. The PORTAL AGENCY shall indemnify officers and Board Members as set forth in the Articles of Incorporation.

ARTICLE VI. OPERATIONS COMMITTEE

Section 6.1 Powers. The Tax and Finance Operations Committee ("Operations Committee") shall have such powers, as described in Section 9 of the Agreement. No compensation shall be paid by the PORTAL AGENCY for any service as a Representative on the Operations Committee or as its Chair.

Section 6.2 Membership. Membership of the Operations Committee shall include one (1) Representative from each Principal, appointed by that Principal from time to time, plus at least one (1) representative, appointed by the Executive Board, to represent Subscribers. Each Principal shall also appoint in writing a designated alternate to serve on the Operations Committee in case of absence of the primary Representative.

Section 6.3 Qualification to serve on Operations Committee. Representatives and their alternates shall be staff from the Principal they represent, with expertise in city tax policy and administration and/or city financial policy and administration. Persons serving on the Operations Committee are referred to as Representatives (or alternates) and shall serve without compensation from the PORTAL AGENCY.

Section 6.4 Operations Committee Officers. The Operations Committee shall select an Operations Committee Chair and Vice-Chair from among the membership of the Operations Committee. It will be the function of the Operations Committee Chair to preside at the

meetings of the Operations Committee, and the Operations Committee Vice-Chair shall assume this role in absence of the Operations Committee Chair. The officers shall be initially elected at the first meeting of the Operations Committee following the effective date of this Agreement, by majority vote of the Representatives on the Operations Committee and shall serve through March, 2016. Thereafter, the Operations Committee shall biannually elect an Operations Committee Chair and Vice-Chair for two-year terms beginning each April 1. In the event of a vacancy in the Chair position, the Vice-Chair shall assume the Chair for the balance of the term of the departed Chair. In the event of a vacancy in the Vice-Chair position, the Operations Committee shall elect a new Vice-Chair to serve to the balance of the term of the departed Vice-Chair. An officer of the Operations Committee elected to fill the unexpired term of his or her predecessor shall not be precluded from serving one or more full annual terms of office following the end of such unexpired term.

Section 6.5 Quorum. A quorum at any meeting of the Operations Board shall consist of Representatives of the Operations Committee (or their alternates) representing a simple majority of all members of the Committee. Representatives may attend meetings by telephone conference or equivalent means of voice communication.

Section 6.6 Voting. All actions and recommendations of the Operations Committee shall be approved by majority vote of those present and voting. Each Representative shall have one vote. No proxy votes shall be allowed. There shall be no weighted voting.

Section 6.7 Staffing. The Operations Committee shall be staffed by the Portal Agency Manager and such additional agency staffing as the Manager may deem appropriate.

Section 6.8 Meetings. The Operations Committee shall meet not less than once every calendar quarter, at a time and place designated by the Chair of the Operations Committee or by a majority of its Representatives. Not less than ten (10) days advance notice of regular meetings shall be given. Special meetings may be called by the Chair of the Operations Committee or Representatives representing at least two or more members of the Committee representing at least two different Principals and upon giving all other Representatives not less than seven (7) days prior notice of such meeting. In an emergency, the Operations Committee may dispense written notice requirements for special meetings, but must, in good faith, implement best efforts to provide fair and reasonable notice to all Representatives. Representatives (or alternates) may participate in meetings by telephone conference or other equivalent means of voice communication.

Section 6.9 Additional Rules. The Operations Committee may adopt additional rules for its operations that are not inconsistent with the Agreement or these Bylaws.

ARTICLE VII. STAFF AND CONSULTANTS

The staff of PORTAL AGENCY shall consist of the Manager and such other staff positions established by the Board. The Board shall appoint the Manager, pursuant to the provisions of the Agreement. The Manager shall appoint persons to fill other staff positions, subject to such confirmation by the Board as the Board may require. Only the Board shall be authorized to hire or retain legal counsel and independent accountants and auditors. Other consultants may be designated in such manner as the Board may determine, subject to Sections 6 and 7 of the Agreement.

ARTICLE VIII. EXECUTION OF AGREEMENTS AND OTHER INSTRUMENTS

Execution of Agreements and Deeds. Except as otherwise provided by resolution of the Board authorizing the execution thereof, all agreements, deeds, leases, transfers and other written instruments binding upon the PORTAL AGENCY for amounts involving the expenditure of greater than $50,000, shall be executed on behalf of the PORTAL AGENCY by the Chair and one other officer. The execution of documents involving amounts less than $50,000 may be signed by the PORTAL AGENCY Manager alone, after advising the Board.

ARTICLE IX. FINANCES

Section 9.1 Loans. The PORTAL AGENCY is not authorized to issue debt. No loans shall be made by the PORTAL AGENCY to any officer, Board Member or private entity, nor shall loans be made in violation of the Washington State Constitution or applicable law.

Section 9.2 Checks, Drafts, Warrants, Orders and Credit Cards. All checks, drafts, warrants, credit cards, debit cards or other orders for the payment of money or issued in the name of the PORTAL AGENCY shall be signed by officers of the PORTAL AGENCY or the Manager subject to such limits and in the manner as shall from time to time be prescribed by resolution of the Board and consistent with law applicable to Washington State local government entities. In the absence of such provision by the Board such instrument shall be signed by any two officers of the PORTAL AGENCY, one of whom shall be the Vice-Chair. Use of credit cards by PORTAL AGENCY shall be in compliance with RCW 43.09.285.

Section 9.3 Contributions and Disbursements. All contributions and other funds received by PORTAL AGENCY shall be deposited in a special account or accounts in such banks, trust companies or other depositories as the Board may select. All disbursements shall be made under proper authority of the Board. All contributions, income to and disbursements of

PORTAL AGENCY shall be recorded by the Vice-Chair's (or Treasurer's) designee in appropriate books and records and such records shall be subject to examination at any reasonable time, upon request by any director.

Section 9.4 Budget/Financial Management. An annual budget of proposed receipts, operating income and expenditures shall be prepared by the Manager and submitted to the Board for its approval by May 1 prior to the beginning of the fiscal year in which that budget will take effect, and if not so timely submitted, the Vice-Chair (or Treasurer) shall submit a budget to the Board for its approval as soon as practicable after such date. The budget shall identify the level of rates and charges upon which revenue projects are based. When finally approved by the Board after action by Principals per the Agreement, such budget shall be the authorization for expenditures and operating expenses of the PORTAL AGENCY, subject to subsequent changes in such budget made by the Board.

Section 9.5 Expenditures for Qualifying Purposes Only. Subject to applicable law, the funds of the corporation may be expended or distributed only for the purposes of the PORTAL AGENCY as described in the Agreement and in the Articles of Incorporation.

ARTICLE X. ETHICS

The PORTAL AGENCY, its Board Members, committee members and employees (including loaned staff) shall be subject to and comply with the requirements of Ch. 42.23 RCW ("Code of Ethics for Municipal Officers – Contract Interests") as the same may be amended or replaced from time to time.

ARTICLE XI. SEAL

The PORTAL AGENCY need not have a corporate seal. If the Board adopts a corporate seal, the seal of the PORTAL AGENCY shall be circular in form and consist of the name of the Washington Multi-City Business License and Tax Portal Agency, the state and year of incorporation, and the words "Corporate Seal."

ARTICLE XII. BOOKS AND RECORDS

The PORTAL AGENCY shall keep correct and complete books and records of account, minutes of the proceedings of the Board, and any committees designated by the Board, and such other

records as may be necessary or advisable. All books and records shall be subject to disclosure under the Public Records Act, Chapter 42.56 RCW.

ARTICLE XIII. COPIES OF RESOLUTIONS

Any person dealing with the PORTAL AGENCY may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when such records are certified by the Vice-Chair or Secretary, if a separate Secretary is appointed.

ARTICLE XIV. AMENDMENTS TO BYLAWS.

These Bylaws may be adopted, altered, amended or repealed, and new Bylaws may be adopted, all by Supermajority Vote of the Board.

The undersigned, being the Chair and Vice-Chair of the PORTAL AGENCY, hereby certified that these Bylaws are the Bylaws of the PORTAL AGENCY, adopted by Resolution No. 2014-_____ of the Board on _____, 2014.

Dated this ___ day of _____, 2014.

_____
Chair

_____
Vice Chair

RESOLUTION NO. 2014-04

A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board authorizing the chair to execute a letter of engagement for legal services

Whereas, the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") Executive Board has determined that it is in the best interest of the Portal Agency to retain independent legal counsel, and

Whereas, the Portal Agency conducted a competitive selection process and determined that the firm, Kenyon Disend, PLLC, best meets the needs of the Portal Agency; **Now Therefore,**

BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:

SECTION 1. The Executive Board approves the "Letter of Engagement for Legal Services" attached to this resolution. The chair of the Executive Board is authorized to execute this agreement.

ADOPTED this _____ day of _____, 2014.

ATTEST:

Washington Multi-City Business License and Tax Portal Agency Executive Board
Seattle, Washington

_____
Board Secretary

_____
Board Chair

FileLocal

700 5th Avenue, Suite 4350
PO Box 94669
Seattle, WA 98124-4669

FileLocal Resolution FL2014-02
Briefing Paper

Date: March 4, 2014

Issue: Should the Executive Board of Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") recommend electing officers to the Executive Board?

Recommendation: The Executive Board should pass a Resolution to elect officers for Washington Multi-City Business License and Tax Portal Agency ("Portal Agency").

Rationale:

1. Interlocal Agreement and agency bylaws call for the election of officers.

2. Officers of an organization are responsible for the day-to-day operations of the organization.

3. Organizational officers include a president, one or more vice presidents, a secretary, and a treasurer.

4. Officers improve the effectiveness of a board through overseeing board affairs, developing agendas, presiding over meetings, and serving as a representative of the board to staff, community, and media (president/vice president); oversees the board's financial responsibilities and ensures the appropriate reports are available to the board for review (treasurer); and serving as the custodian of an organization's record and archives and ensuring the accuracy of all records as well as adequate notice of meetings and distribution of materials (secretary).

Background: According to RCW 24.03.125, a corporation has a president, one or more vice presidents, a secretary, and a treasurer, as officers. They can be elected or appointed, but must be according to the terms noted in the articles of incorporation or the bylaws. The Portal Agency bylaws require the Portal Agency to elect a chair and vice-chair (Article V section 5.1), and appoint a treasurer and secretary (Article V sections 5.7 and 5.8). Interlocal agreement signed by the cities of Seattle, Bellevue, Everett and Tacoma to form agency call for the election of officers, it is also stated in the bylaws.

RESOLUTION NO. FL2014-02

A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board electing officers

Whereas, the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") bylaws Article 5 section 5.1 calls for the Portal Agency to elect a chair and vice-chair;

Whereas, the Portal Agency bylaws Article V section 5.2 sets a one-year term for the chair and vice-chair, and

Whereas, the Portal Agency bylaws Article V sections 5.7 and 5.8 provide for the appointment of a secretary and treasurer; **Now Therefore,**

BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:

SECTION 1. The slate of officers for the Portal Agency for a one-year term commencing on March 24, 2014 shall be:

Andy Cherullo, City of Tacoma, Chair
Glenn Lee, City of Seattle, Vice Chair
Jan Hawn, City of Bellevue, Treasurer
Susy Haugen, City of Everett, Secretary

ADOPTED this _____ day of _____, 2014.

ATTEST:

Washington Multi-City Business License and Tax Portal Agency Executive Board
Seattle, Washington

_____ _____

Board Secretary **Board Chair**

FileLocal

700 5th Avenue, Suite 4350
PO Box 94669
Seattle, WA 98124-4669

FileLocal Resolution FL2014-03
Briefing Paper

Date: March 4, 2014

Issue: Should the Executive Board of Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") establish regular meetings of the Board as proposed in the attached meeting schedule?

Recommendation: The Portal Agency Executive Board should pass a Resolution to have regular board meetings on a consistent date at a consistent location.

Rationale:

1. Regular meetings of an organization's board of directors keeps an organization's board engaged in an organization and invested in its success.

2. A regular meeting of an organization's board of directors contributes to the transparency and improves the accountability of an organization.

3. Regular meetings of an organization's Board of Director's helps an organization stay on track with respect to the mission, vision, strategic plan, and work plan.

4. Consistent dates and locations facilitate participation of an organization's board of directors by simplifying planning that improves attendance.

Background: According to State law, the Board of Directors or any committee designated by the Board of Directors can hold regular meetings with or without notice as noted in the bylaws. Should either need to call a special meeting, the bylaws determine the manner in which notice is given. Board and committee members can attend meetings through teleconference or other similar means in which all participants can hear one another except where restricted by the organizations articles of incorporation or bylaws (RCW 24.03.075, RCW 24.03.120).

Recommended schedule for the Board of Director's meetings is attached.

700 5th Avenue, Suite 4350
PO Box 94669
Seattle, WA 98124-4669

FileLocal
Executive Board and Operations Committee Meeting Schedule

FileLocal Committee	Meeting Date	Meeting Time	Meeting Room
Executive Board	Monday, March 24, 2014	12 PM-1 PM	SMT 4070
Executive Board	Monday, April 28, 2014	12 PM-1 PM	SMT 4070
Executive Board	Tuesday, May 27, 2014	9-10 AM	SMT 4070
Executive Board	Monday, June 23, 2014	12 PM-1 PM	SMT 4070
Executive Board	Monday, September 22, 2014	12 PM-1 PM	SMT 4070
Executive Board	Monday, December 15, 2014	12 PM-1 PM	SMT 4070

RESOLUTION NO. FL2014-03

A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board Establishing the Place and Times for Regular Meetings of the Board

Whereas, the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") Bylaws Section 4.5 establishes that meetings of the Executive Board shall be held not less than once each calendar quarter, and

Whereas, the Portal Agency is required to hold an annual meeting each year; **Now, therefore**

BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:

SECTION 1. The regular meetings of the Executive Board and the Operations Committee of the Executive Board shall be held at the times and places described in Attachment A to this Resolution.

SECTION 2. If by reason of fire, flood, earthquake or other emergency, it shall be unsafe to meet in the place designated in Section 1 above, the meetings of the Executive Board may be held for the duration of the emergency at such a place as is designated by the Chair of the Board.

ADOPTED this _____ day of _____, 2014.

ATTEST:

Washington Multi-City Business License and Tax Portal Agency Executive Board
Seattle, Washington

_____ _____

Board Secretary **Board Chair**

FileLocal Committee	Meeting Date	Meeting Time	Meeting Room
Executive Board	Monday, March 24, 2014	12 PM-1 PM	SMT 4070
Executive Board	Monday, April 28, 2014	12 PM-1 PM	SMT 4070
Executive Board	Tuesday, May 27, 2014	9-10 AM	SMT 4070
Executive Board	Monday, June 23, 2014	12 PM-1 PM	SMT 4070
Executive Board	Monday, September 22, 2014	12 PM-1 PM	SMT 4070
Executive Board	Monday, December 15, 2014	12 PM-1 PM	SMT 4070

FileLocal

700 5th Avenue, Suite 4350
PO Box 94669
Seattle, WA 98124-4669

FileLocal Resolution FL2014-04
Briefing Paper

Date: March 4, 2014

Issue: Should the Executive Board of Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") authorize the chair to execute a letter of engagement for legal services with Kenyon Disend Group?

Recommendation: The Portal Agency Executive Board should pass a Resolution to authorize the chair to execute a letter of engagement for legal services with Kenyon Disend based on their experience and overall projected yearly costs.

Rationale: The Portal Agency Executive Board has determined that it is in the best interest of the Portal Agency to retain independent legal counsel and Kenyon Disend will meet the needs of the agency.

Background:

1. The Portal Agency conducted a competitive selection process and identified a legal services firm that best meets the needs of the organization and Kenyon Disend is the recommended firm.
2. Kenyon Disend has the broad knowledge and experience required to fufill the scope of legal services work required for the agency. Kenyon Disend has the lowest hourly rate of all proposals.
3. To execute an agreement between the Portal Agency and a legal services firm, the Executive Board must authorize the Chair to do so.

RESOLUTION NO. FL2014-04

A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board authorizing the chair to execute a letter of engagement for legal services

Whereas, the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") Executive Board has determined that it is in the best interest of the Portal Agency to retain independent legal counsel, and

Whereas, the Portal Agency conducted a competitive selection process and determined that the firm, Kenyon Disend, best meets the needs of the Portal Agency; **Now Therefore,**

BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:

SECTION 1. The Executive Board approves the "Letter of Engagament for Legal Services" attached to this resolution. The chair of the Executive Board is authorized to execute this agreement.

ADOPTED this _____ day of _____, 2014.

ATTEST:

Washington Multi-City Business License and Tax Portal Agency Executive Board
Seattle, Washington

_____
Board Secretary

_____
Board Chair

KENYON DISEND

Michael R. Kenyon
Bruce L. Disend
Shelley M. Kerslake
Kari L. Sand
Chris D. Bacha
Rachel B. Turpin
Ann Marie J. Soto
John P. Long, Jr.
Danielle M. Evans
Kim Adams Pratt

March 17, 2014

Ms. Jamie Carnell
Program Manager
Portal Agency
700 Fifth Avenue, Suite 4350
P.O. Box 94669
Seattle, WA 98124-4669

Re: Portal Agency – Pre and Post Formation Legal Services – Engagement Letter

Dear Ms. Carnell:

This letter confirms that Kenyon Disend, PLLC has been retained to provide pre- and post-formation legal services for, and thereafter as general counsel to, the Washington Multi-City Business License and Tax Portal ("Portal Agency").

In accordance with our proposal, Kenyon Disend, PLLC will provide legal services to the Portal Agency regarding its formation as a non-profit municipal corporation. Upon formation and approval or ratification by the Board, Kenyon Disend, PLLC will provide legal services to the Portal Agency as general legal counsel. Kenyon Disend, PLLC will seek remuneration for such legal services solely from the Portal Agency. Chris Bacha will be the attorney primarily responsible for providing legal services under this agreement. His hourly rate is $245.00. Paralegal hourly rates range from $100.00 to $115.00. Travel time on behalf of the Portal Agency will be billed hourly. We also will bill for reimbursement of legal messenger service expenses, court filing fees, transcript fees, and other similar expenses that are advanced on the Portal Agency's behalf. We do not bill for telephone and mileage expenses incurred.

Please do not hesitate to contact me if you have any questions, or if your understanding of our retainer discussion differs from what is set forth in this letter. Otherwise,

we would appreciate your signature, below, consenting to our engagement as set forth herein. Thank you.

Very truly yours,

KENYON DISEND, PLLC

for Chris D. Bacha

Enclosure
cc: Michael R. Kenyon

We have read this letter and consent to the terms set forth therein.

PORTAL AGENCY:

By: _____

Its: _____

Date: _____

KENYON DISEND, PLLC
HOURLY RATE SCHEDULE FOR YEAR 2014

ATTORNEYS:

Partners and Senior Attorneys:	
Michael R. Kenyon	$280.00
Bruce L. Disend	$280.00
Shelley M. Kerslake	$250.00
Chris D. Bacha	$245.00
Kim Adams Pratt	$245.00
Kari L. Sand	$230.00
John "Jay" P. Long Jr.	$230.00

Associate Attorneys:	
Rachel B. Turpin	$155.00
Danielle M. Evans	$155.00
Ann Marie Soto	$150.00

PARALEGALS:

Margaret C. Starkey	$115.00
Sheryl A. Loewen	$100.00
Pam M. Odegard	$100.00
Mary A. Swan	$100.00
Terry T. Curran	$100.00
Kathy I. Swoyer	$100.00

FileLocal

700 5th Avenue, Suite 4350
PO Box 94669
Seattle, WA 98124-4669

FileLocal Resolution FL2014-05
Briefing Paper

Date: March 4, 2014

Issue: Should the Executive Board of Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") authorize the chair to execute a letter of engagement for accounting services with Francis & Company PLLC?

Recommendation: The Portal Agency Executive Board should pass a Resolution to authorize the chair to execute a letter of engagement for accounting services with Francis & Company PLLC based on their experience and overall projected yearly costs.

Rationale: The Portal Agency Executive Board has determined that it is in the best interest of the Portal Agency to retain professional accounting services to ensure that internal controls are consistent with sound fiscal and business practices. Francis & Company PLLC is a reputable midsize accounting firm who will provide all the accounting services the agency needs at a reasonable cost.

Background:

1. The Portal Agency conducted a competitive selection process and identified an accounting firm that best meets the needs of the organization.

2. Francis & Company PLLC has the broad knowledge and experience required to fulfill the scope of accounting services work required for the agency.

3. To execute an agreement between the Portal Agency and an accounting firm, the Executive Board must authorize the Chair to do so.

RESOLUTION NO. FL2014-05

A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board authorizing the chair to execute a letter of engagement for accounting services

Whereas, the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") Executive Board has determined that it is in the best interest of the Portal Agency to retain financial accounting expertise;

Whereas, the Portal Agency conducted a competitive selection process and determined that the firm, Francis & Company, best meets the needs of the Portal Agency, and

Whereas, the Portal Agency shall ensure that internal controls are consistent with sound fiscal and business practices; **Now Therefore,**

BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:

SECTION 1. The Executive Board approves the "Letter of Engagement for Accounting Services" attached to this resolution. The chair of the Executive Board is authorized to execute this agreement.

ADOPTED this _____ day of _____, 2014.

ATTEST:

Washington Multi-City Business License and Tax Portal Agency Executive Board
Seattle, Washington

_____
Board Secretary

_____
Board Chair

FRANCIS & COMPANY PLLC

March 19, 2014

Jamie Carnell, Program Manager
Washington Multi-City Business License and Tax Portal Agency
700 5th Avenue, Suite 4350
Seattle, WA 98124-4669

We look forward to working with Washington Multi-City Business License and Tax Portal Agency in a consulting, financial management capacity, effective April 1, 2014, through calendar year 2015. During this period we will serve the financial management role, performing accounting and related financial management functions for Washington Multi-City Business License and Tax Portal Agency.

Our work for Washington Multi-City Business License and Tax Portal Agency will include ongoing financial management service activities, review of internal accounting controls, procedures to help in preparation for the annual audit, and internal audit monitoring activities. Below is an outline of types of activities that could be performed:

Full Service Accounting

Accounting System and Financial Reporting

- Establish and maintain financial record keeping system.
- Identify internal control policies and procedures and prepare accounting manual.
- Track and verify revenues and expenditures.
- Conduct account reconciliations.
- Prepare monthly financial statements for internal reporting purposes.
- Work with Washington Multi-City Business License and Tax Portal Agency to properly adjust and close the accounting records for the fiscal year.
- Prepare year-end financial statements including management discussion and footnotes disclosure in accordance with generally accepted accounting principles (GASB) and state BARS manual.

Meetings with Internal Stakeholders

- Meet with the Program Manager and Washington Multi-City Business License and Tax Portal Agency's management staff regarding identification of accounting and/or compliance issues.
- Attend meetings with the Board, legal counsel, and State Auditor.

External Audit Preparation

- Prepare schedules and other documentation needed for annual audit by the State, or others.
- Be present to work with the state, during each annual audit on behalf of Washington Multi-City Business License and Tax Portal Agency.

206.282.3720 T
206.282.3949 F

701 Dexter Ave. N., Suite 404
Seattle, Washington 98109

francis-company.com

- Fully represent Washington Multi-City Business License and Tax Portal Agency in financial management matters as its CFO.

On-going Consulting

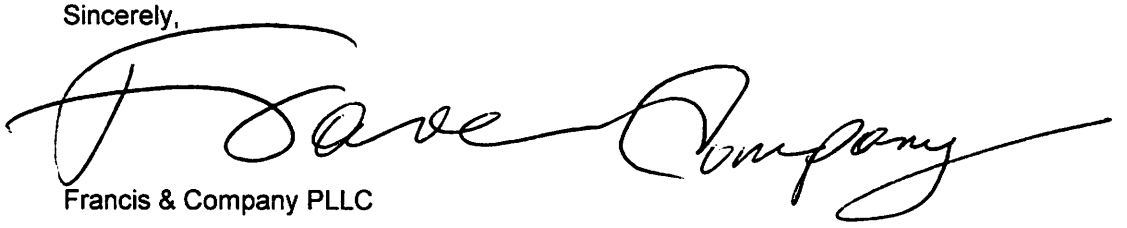
- Conduct compliance monitoring; advise Washington Multi-City Business License and Tax Portal Agency's management staff on financial compliance issues.
- Implement internal controls, accounting procedures and standards according to changes in operations and regulations.
- Assist with banking, budgeting, forecast, cash flow analysis.
- Conduct internal audits, as needed, to ensure effective controls.

All services will be consulting, management advisory. In performing these services, we will rely on the accuracy and reliability of financial transactions that you submit to us for recording, your forecast of future operations, and other financial data of Washington Multi-City Business License and Tax Portal Agency. We will not audit or review this financial information and will not express an opinion or any form of assurance on it. Please also note that our engagement cannot be relied on to disclose errors, fraud, or other illegal acts that may exist. However, we will inform you of any such matters that come to our attention, unless clearly inconsequential.

Our fees for these services will be based on the actual time spent at our standard hourly rates for consulting services, plus other out-of-pocket costs. Billing rates for this work will range from $120 to $200 per hour. We estimate total fees for the first months of service in 2014 not to exceed $20,000. For the full year of 2015, we estimate that the total monthly fees should be approximately $1,650 per month, not to exceed $20,000 in a 12 month period. We will bill Washington Multi-City Business License and Tax Portal Agency each month.

We sincerely appreciate this opportunity to be of service to you. If the foregoing is in accordance with your understanding, please sign the copy of this letter in the space provided and return the signed letter to us.

Sincerely,



Francis & Company PLLC

RESPONSE:

This letter correctly sets forth the understanding of Washington Multi-City Business License and Tax Portal Agency.

By: _____

Title: _____

Date: _____