

SKAGIT COUNCIL OF GOVERNMENTS

GOVERNANCE AGREEMENT

(Approved by the SCOG Board May 21, 2014)

Pursuant to Chapter 36, Laws of 1959 as amended, and RCW 36.64.080 be it resolved that the Cities of Anacortes, Burlington, Mount Vernon, Sedro-Woolley, Towns of Concrete, Hamilton, La Conner, Lyman, Skagit County, Skagit PUD #1, Port of Anacortes, Port of Skagit County, Skagit Transit, Swinomish Tribal Community and the Samish Indian Nation (each, a "Member," collectively, the "Members"), do hereby organize and establish a regional agency, hereafter referred to as the Skagit Council of Governments.

This Agreement terminates and supersedes in all respects the Skagit Council of Governments Intergovernmental Agreement dated May 18, 2011; The Interlocal Cooperation Agreement establishing the Skagit Metropolitan Planning Organization dated March 19, 2003; and the Amended Agreement for the Skagit Sub-Regional Transportation Planning Program dated September 21, 1994.

RECITAL:

WHEREAS, the signatories hereto desire to enter into and continue an agreement to make more efficient use of the powers granted to them; to cooperate and collaborate with each other as local governmental units, municipalities and organizations for mutual advantage; and, thereby to provide services, facilities and planning in a manner and in accordance with various geographic, economic and demographic factors influencing the needs and development of the entire communities covered by this Agreement; and

WHEREAS, on July 6, 2012, the President of the United States signed the Moving Ahead for Progress in the 21st Century Act (MAP-21), which provided authorization for highways, highway safety, and mass transportation and enunciated a policy "[t]o develop a National Intermodal Transportation System that is economically efficient, environmentally sound, provide the foundation for the nation to compete in the global economy and will move people and goods in an energy efficient manner;" and

WHEREAS, Federal transportation legislation (Title 23 United States Code 134 and Title 49 United States Code 5303) required the establishment, by agreement between the Governor of the State of Washington and units of general purpose local government, of a Metropolitan Planning Organization (MPO), which in cooperation with the State of Washington was and is to develop transportation plans and programs for urbanized areas of Washington State; and

WHEREAS, Chapter 47.80 RCW authorizes the formation of a Regional Transportation Planning Organization (RTPO) by voluntary association of local governments within a county; provided that each RTPO shall have as members the county and at least sixty percent of the cities and towns within the RTPO's boundaries, representing a minimum of seventy-five percent of the total population of cities and towns within the county and federal law authorizes formation of a MPO where seventy-five percent (75%) of the affected population, including the largest incorporated city ("RPTO and MPO Representation Threshold"); and

WHEREAS, each RTPPO formed by local governments is required to create a transportation policy board in accordance with RCW 47.80.040 to provide policy advice to the RTPPO and shall allow representatives of major employers within the region, the department of transportation, transit districts, port districts, and member cities, towns, and counties within the region to participate in policy making; and

WHEREAS, RCW 47.80.020 provides that the RTPPO in an urbanized area shall be the same as the MPO designated for federal transportation planning purposes; and

WHEREAS, 23 USC §134 and 49 USC §5303 require that a Metropolitan Planning Organization be established to develop transportation plans and programs in Skagit County and to establish a planning process which is continuing, cooperative, and comprehensive; and

WHEREAS, the Growth Management Act, Chapter 36.70 RCW, requires local governments to adopt transportation plans that are consistent with comprehensive land use plans; and

WHEREAS, the Members acknowledge the need to engage in cooperative planning and decision-making on transportation issues and the benefits to be derived therefrom; and

WHEREAS, the Skagit Council of Governments was established to provide regional planning in Skagit County; and

WHEREAS, the Skagit Council of Governments is named as a sub-recipient on grant funds provided to Skagit County by Washington Department of Community, Trade and Economic Development (“CTED”) under the Community Block Grant Program; and

WHEREAS, the Skagit Council of Governments is named as a sub-recipient on federal and state transportation planning grant funds; and

WHEREAS, Skagit Council of Governments is the recipient of grant funds from the United States Department of Commerce, Economic Development Administration (“USDOC”); and

WHEREAS, Skagit Council of Governments has utilized the grant funds received from CTED and USDOC to establish and administer a revolving loan fund program to provide financial assistance to businesses and promote economic development in Skagit County; and

WHEREAS, this Agreement is in fact a restatement, extension, and modification of prior Agreements for the organization formerly recognized as the "Skagit Council of Governments"; and

WHEREAS, the parties are now desirous in setting forth this agreement,

NOW THE PARTIES DO HEREBY AGREE AS FOLLOWS:

Section I

The name of the council so organized and established shall be the Skagit Council of Governments (the "Council" or "SCOG"). The address and registered office shall be 204 W. Montgomery Street Mount Vernon WA, 98273 or such place as the Council shall designate by resolution.

Section II
PURPOSES

The purposes which form the basis of this Agreement are set forth as follows:

- A. To implement and perform the functions of a Regional Transportation Planning Organization (RTPO) for Skagit County as set forth in Ch. 47.80 RCW and Ch. 468-86 WAC, as currently adopted or as amended;
- B. To implement and perform the functions of a Metropolitan Planning Organization (MPO) for the Mount Vernon Urbanized Area as such Area's boundaries are defined now or in the future, and as set forth in Title 23 United States Code and Title 49 United States Code as currently adopted or as amended and 23 CFR Parts 450 and 500 and 40 CFR Part 613, as currently adopted or as amended;
- C. To implement the Public Works and Economic Development Act of 1965, P.L. 89 136 42 USC 3121et.seq. and all related/subsequent Federal and Washington State legislation relating to the purposes of the said Act;
- D. To study regional and governmental problems of mutual interest as agreed to by the Board and consistent with those set forth in Ch. 36.64.080 RCW, and pursue Transportation-related regional planning as set forth in RCW 39.92.050, as currently adopted or amended;
- E. To foster economic development by the administration of grant funds for the financing of business enterprises in Skagit County through the management of a revolving loan fund and other means as approved by the Board of Directors;
- F. Such other regional planning activities as directed by the Board.

Section III
FUNCTIONS and AUTHORITIES

A. Transportation. SCOG shall perform the duties and responsibilities of an RTPO and MPO as prescribed in Ch. 47.80 RCW and Title 23 USC §134 and 49 USC §5303 and as a conference pursuant to RCW 36.64.080,as currently adopted or as amended.

- 1. Prepare a regional transportation plan ("RTP") as set forth in RCW 47.80.030 that is consistent with countywide planning policies. The RTP will establish planning direction for regionally significant transportation projects, as defined in state law and shall be consistent with the regional growth management strategy, including but not limited to:
 - a. Certify that transportation elements of local comprehensive plans are consistent with the regional transportation plan.

- b. Certify that all transportation projects within the region that have a significant impact upon regional facilities or services are consistent with the RTP.
2. Carry out Metropolitan Planning Organization (MPO) functions as prescribed in Title 23 USC §134 and 49 USC §5303 for federally funded projects in the region and /or as required by federal and/or state laws and regulations that are applicable to the MPO, now or in the future. These functions include preparation of a RTP, an annual unified planning work program (UPWP), and a four-year capital plan (with an annual element).

B. Economic Development. To further the purposes of regional economic development, pursuant to Chapter 39.34 RCW the Council shall:

1. Cooperatively develop and maintain a regional economic development strategy that complies with the Federal requirements for a Comprehensive Economic Development Strategy (USC 42 Chapter 38 Public Works and Economic Development), and is also consistent with the requirements of the state of Washington for comprehensive planning under the Growth Management Act Ch. 47.80 RCW.
2. Contract for, administer and manage state and federal economic development loan programs as part of the revolving loan fund program.
3. Prepare and maintain a revolving loan fund management plan.

C. Regional Data Base Development. The Council shall provide for establishment and maintenance of a regional data base to:

1. Support development of the RTP and other regional planning efforts of mutual concern to the various participants in the Council when requested to do so from time to time by the participants in the Council.
2. Forecast and monitor economic, demographic, and travel conditions in the region.
3. Develop the database jointly with relevant state agencies for use in the region by local governments and the State of Washington.

D. Technical Assistance. As requested, the Council shall provide technical assistance to local, state and federal governments through regional data collection and forecasting services, consistent with the purpose, functions, and budget of the agency. In addition, the Council may provide general transportation or economic development planning assistance, consistent with the purpose and functions of the Council, to members of the agency.

E. Discussion Forum. The Council may provide a forum for discussion among local and state officials and other interested parties of common regional issues.

F. Research and Planning. The Council may act as a research and fact-finding agency of the members thereof. To that end, it may make such surveys, analyses, researches and reports as are generally authorized or requested by the Board. The Council, upon such authority or requests may also:

1. Make inquiries, investigations, and surveys concerning the resources of Skagit County.
2. Assemble and analyze the data thus obtained, the systematic utilization and development thereof.
3. Cooperate with other commissions and public and private agencies of Skagit County, Washington State, and the United States in planning endeavors.
4. Develop programs of Intergovernmental cooperation for the benefit of members.

G. Other Functions. The Council shall, insofar as possible:

1. Coordinate general planning among and for the participating members;
2. Provide a written report to the members each year;
3. Prepare, approve and administer its own annual budget, which includes setting the amount Voting Members' and non-voting Members' dues, hire an Executive Director (who shall hire and supervise employees), hire consultants, engage professional accounting, legal and other services as needed; sue and be sued; and
4. Other such additional, modified or removed functions and authorities as shall be authorized by the Board of Directors.

Section IV

BYLAWS

The authority to make, amend, or repeal bylaws is vested in the Council so long as such bylaws are consistent with the provisions of these articles and applicable laws. Bylaws for the Council are included in Exhibit A and are adopted as part of this agreement. Amendments to that portion of the Bylaws applying to the Transportation Policy Board must be approved by TPB. New Bylaws and/or amendments to the Bylaws require a "first reading" at a regular meeting of the Board and adoption thereafter at a subsequent regular meeting. Amendment of the Bylaws shall require a two thirds vote of the entire SCOG Board of Directors.

Section V

BOUNDARIES

The Council may be expanded to include areas and agencies which are economically and socially related to the Skagit County area. The initial boundaries of the regional planning district shall be conterminous with the boundaries of Skagit County, Washington. All references to the "region" in this agreement shall mean Skagit County unless changed by the Board.

Section VI

MEMBERSHIP

A. Voting membership on the Council shall be open to Skagit County, all city and town governments, the Ports of Anacortes and Skagit County, federally recognized indian tribes with principal locations in Skagit

County, Skagit Transit and public utility districts in Skagit County. Voting membership for each entity is established by its execution of this Agreement and payment of its dues.

B. Associate membership shall be open to other governmental and non-governmental agencies interested in regional planning and shall be elected to membership by a majority of the Board of Directors and shall be effective upon its delivery of its written assurance that it will comply with this agreement and the Council Bylaws and payment of its dues. Such members shall be non-voting, but shall have all other privileges and duties of membership. Dues to be paid by associate members will be established by the Council through its normal budget setting process.

C. Any member agency shall have the right to withdraw from the Council and this Agreement by giving sixty (60) days written notice to the Council. Withdrawal from the Agreement or non-execution of the Agreement by any one party shall not affect the continuation of the Agreement with regard to the other parties; *provided*, that should the cumulative withdrawal of Members cause the organization to not meet the MPO and or RPTO Representation Threshold, SCOG shall thereafter not act as the Skagit MPO or RPTO until such time as it again meets the MPO and RPTO Representation Threshold. All financial obligations entered into with the Council while the withdrawing party was a member shall remain with the withdrawing party until these obligations are satisfied or a specific release from these obligations are approved by a majority of the whole Council.

Section VII

GOVERNING BODY, POLICY BOARDS and OFFICERS

A. The Council shall be governed by a Board of Directors (also referred to as the “Board”). The Board shall be composed of representatives of the voting members of the county, cities, towns, ports other municipal corporations and Tribal governments and shall be represented on the Board by its duly elected chief executive or by an elected official designated by the governing body of the member. Each member shall have one vote on the Board, with the exception of Skagit County which shall have three votes, one for each Commissioner present or represented.

1. The Board is the governing body for SCOG and makes the decisions related to the authorities and functions described in this Agreement with the exception of the MPO and RTPO functions and authorities.

2. The Board has the powers and duties, including but not limited to, the following:

- a. To adopt Council budget and establish Member dues;
- b. To adopt and amend Bylaws;
- c. To approve expenditures;
- d. To address personnel policies and issues in cooperation with the Executive Director;
- e. To approve the revolving loan fund management plan;

- f. To manage the revolving loan fund program;
- g. To establish a revolving loan fund (RLF) committee and appoint members of the committee;
- h. To develop and approve a regional economic development strategy;
- i. To initiate, advise, and aid in the establishment of cooperative arrangements, including interlocal agreements, among local governments and member agencies within the region;
- j. To propose, initiate, or approve any study, policy discussion, plan, or other Council matters;
- k. To approve new memberships and resolve membership questions;
- l. To make recommendations to any local government or member agency, or to other appropriate agencies or entities;
- m. To propose amendments to the SCOG Agreement for ratification of members;
- n. To elect a Chairperson and Vice-Chairperson and other officers required;
- o. To establish committees;
- p. To hire, terminate and/or evaluate an Executive Director and set the compensation there for; and authorize such Director to engage, and set compensation with the framework of the Council's approved budget, such personnel, including planners, planning consultants, attorneys, accountants, engineers, or other firms or individuals as may be required to carry out the purposes of the Council.

B. Transportation Policy Board. The Transportation Policy Board shall be composed of representatives and voting membership as shown in Table 1, provided the member has entered into this agreement, with the exception of WSDOT, which shall be a voting member of the TPB while not being a member of the Council. Each entity shall be represented on the Transportation Policy Board by its duly elected chief executive or by an official designated by the governing body of the member. The Transportation Policy Board is hereby designated a "governing body" for purposes of RCW 42.30.020 (2).

Appointment to the TPB, representation on the TPB and the TPB voting allocations among representatives for the individual Ports, Tribes, and Towns shall be established and amended as set forth in the Bylaws, *provided*, that only member jurisdictions have entered into this agreement shall be members of the TPB.

The composition of the TPB shall remain consistent with federal and state law as currently adopted or amended. Should such state or federal law change, the composition of the TPB shall be automatically adjusted to comply with such changes without requiring this agreement to be amended or approval by the membership. However, should a party hereto not accept such adjustment to the composition of the TPB, it may on thirty days' notice withdraw from the TPB.

Table 1 Transportation Policy Board Representation

Member/Agency	Representatives	Votes
Skagit County	3 (one for each Commissioner)	3
City of Anacortes	1	1
City of Burlington	1	1
City of Mount Vernon	1	1
City of Sedro-Woolley	1	1
Towns Representative	Determined by Bylaws ¹	1
Ports Representative	Determined by Bylaws ¹	1
Tribes Representative	Determined by Bylaws ¹	1
WSDOT	1	1
Major Employer Representative	1	Ex officio
Skagit PUD	1	Ex officio
Skagit transit	Represented by the County, City and Town members	
Legislative Delegation	9	Ex officio
Total		11

¹ Towns, Ports and Tribes each have a total of one vote. The number representatives and sharing of the vote is determined by the Bylaws.

1. The Transportation Policy Board has the authority to carry out the RTPO functions as set forth in Ch. 47.80 RCW and Ch. 468-86 WAC, as currently adopted or as amended for Skagit County and the MPO functions for the Mount Vernon Urbanized Area as set forth in Title 23 United States Code and Title 49 United States Code as currently adopted or as amended and 23 CFR Parts 450 and 500 and 40 CFR Part 613, as currently adopted or as amended.

2. The Transportation Policy Board shall function as the Skagit Sub-Regional Transportation Policy Board for the Skagit-Island Regional Transportation Planning Organization.

3. The Transportation Policy Board has the powers and duties, including but not limited to, the following:

- a. To be the representatives of Skagit County to the SIRTPO Transportation Policy Board;
- b. To approve the transportation work program (Unified Planning and Work Program);
- c. To approve consultant contracts consistent with the Unified Planning and Work Program;
- d. To make recommendations to the SIRTPO Transportation Policy Board regarding the Skagit County components of:
 - i. Regional Transportation Plan;
 - ii. Projects to be considered for Transportation Alternative Program funds, that are adopted by the Skagit-Island Regional Transportation Policy Board;
- e. To certify local comprehensive plans are consistent with the Regional Transportation Plan;
- f. To select projects in Skagit County to be funded with regionally managed funds, except those projects seeking Transportation Alternative Program Funds;
- g. To manage the transportation improvement program for projects within Skagit County as per state and federal law;
- h. To elect a Transportation Policy Board Chairperson and Vice-Chairperson;
- i. To establish committees;
- j. To perform transportation planning activities for members as described in the approved work program.

C. The officers of the Council shall consist of a Chairperson, Vice-Chairperson of the Board of Directors. The Executive Director or his or her designee shall act as Secretary to the Board and to the Transportation Policy Board.

Section VIII

Meetings

Meetings of the Board of Directors of the Council and the Transportation Policy Board shall be held at such times and places as determined and specified in the Council's Bylaws. Meeting of both boards shall be called and held in compliance with Chapter 42.30 RCW, the Washington Open Public Meetings Act.

Section IX
ALLOCATION OF COSTS

A. Skagit County, cities, and towns, or any other entities holding membership in the Council shall contribute to the expenses of the Council if any, pursuant to the budgetary laws set forth in the Revised Code of Washington, to applicable resolutions and/or ordinances of such member entities, and to such bylaws as may be adopted by the Council; provided, however, that services and facilities may be provided by such participating agencies at a mutually agreed value in lieu of assessment.

B. The County and all cities and towns shall be assessed dues according to a per capita ratio or through an equitable assessment established by the Board of Directors. Special purpose districts and the tribes and associate members in good standing shall be assessed at rates to be established annually by the Board of Directors.

Section X
DEPOSITS and DISBURSEMENTS

Pursuant to RCW 43.09.285 all funds and appropriations paid to the Council shall be deposited with the Skagit County Treasurer to the account of the Skagit Council of Governments. Disbursements shall be made only by the Skagit County Treasurer upon warrants drawn by the Skagit County Auditor and approved in accordance with the Skagit Council of Governments Bylaws.

Section XI
EXECUTIVE DIRECTOR and CONSULTANTS

The Council by action designated in the bylaws, may appoint an Executive Director and employ any attorneys, consultants and/or staff deemed necessary to carry out the purpose and functions of the Council. No part of the earnings or property of the Council shall inure to the benefit of any private person, except that the Council is authorized to pay reasonable compensation for services rendered and make payments in furtherance of its purposes. The Executive Director or his or her designee shall act as Secretary to the Board and Transportation Policy Board and carry other duties as assigned by the Board of Directors.

Section XII
CONTRACTS and CONTRACTUAL SERVICES

The Council may contract generally and enter into any contract or reasonable agreement with the Federal Government, the State, any municipal corporation and/or other governmental or private agency consistent with its purposes of SCOG and may receive grants and gifts and make loans in furtherance of such programs.

Section XIII
DURATION and DISSOLUTION,

The Council shall have perpetual existence, until dissolved by: (1) a vote of 2/3 of the voting Members; *provided*, that all members shall receive one month written notice of the proposed dissolution, and all members provided an opportunity for comment on the motion; or (2) withdrawal of such members so that the MPO and RTPO ratification thresholds are no longer met as required by 47.80 RCW and Ch. 468-86 WAC and/or Title 23 United States Code and Title 49 United States Code as currently adopted or as amended and 23 CFR Parts 450 and 500 and 40 CFR Part 613.

Section XIV
DISTRIBUTION OF ASSETS and LIABILITIES

Upon termination of this Agreement, the debts, liabilities, and obligations shall be paid from the Council assets. The remaining net assets of the Council shall be distributed to member agencies in proportion to their respective contributions to the Council.

Section XV
LIABILITY

No Member or Member representative shall be personally liable for any monetary damages for conduct, action, or inaction as a member representative, unless such conduct involves intentional misconduct or a knowing violation of law.

Section XVI
AMENDMENT

This agreement may be amended by Board action in whatever manner the Council shall determine and specify in its bylaws, subject to ratification by the Governing Bodies of all the voting Members within one hundred eighty (180) days of action by the Board.

Section XVII
ADOPTION and EFFECTIVE DATE

The effective date of this Agreement shall be upon ratification of this Agreement by the County and, at least, sixty percent (60%) of the cities and towns within the Council area that represent seventy-five percent (75%) of the cities' and towns' population ("Ratification"). This Agreement shall be binding upon the Members who have executed this Agreement, their successors and assigns; provide, that upon Ratification, all prior agreements and bylaws between the parties shall be deemed terminated and replaced herewith. Thereafter, no city, town, tribe or special district shall be a member of SCOG or the TPB until its governing body shall have approved this agreement.

Section XVIII
INDEMNIFICATION and INSURANCE

The Council shall defend, indemnify, and hold harmless all employees. No member representative shall be personally liable for any monetary damages for conduct, action, or inaction as a member representative, unless such conduct involves intentional misconduct or a knowing violation of law. The Council shall obtain and keep in force third party liability insurance related to its activities with commercially reasonable liability limits and deductibles. To the extent practicable, the Council shall cause its members to be named as insured under such policy(ies).

Section XIX
MISCELLANEOUS

- A. No Assignment. No party hereto may assign its rights or interests hereunder to any other person party and attempt to make any such assignment be deemed void *ab initio*.
- B. Savings. If any provision hereof shall be invalidated by a court of law, all other provisions hereof shall remain in full force and effect.
- C. Counterparts. This agreement may be executed in counterparts by the parties with the effect the same as if all parties hereto had signed the same document.

[Balance of page intentionally blank, signature pages follow]

CITY OF ANACORTES



Laurie Gere, Mayor

Date June 20, 2014

Attest:



Steve Hognlund, Finance Director

Approved as to form:



Bradford E. Furlong, WSBA #12924
City Attorney

CITY OF BURLINGTON



Steve Sexton, Mayor

Date 6-13-2014

Attest:



Crystil Robinson, Finance Director

Approved as to form:



Leif Johnson, WSBA #38291
Acting City Attorney

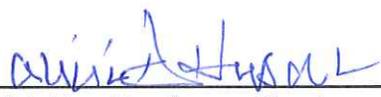
CITY OF MOUNT VERNON



Jill Boudreau, Mayor

Date 6/25/14

Attest:



Alicia Huschka, Finance Director

Approved as to form:



Kevin Rogerson, WSBA #31664
City Attorney

CITY OF SEDRO WOOLLEY



Mike Anderson, Mayor

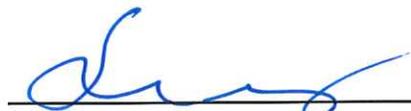
Date 6/11/2014

Attest:



Patsy Nelson, Finance Director
Christine Salseina, Deputy Clerk

Approved as to form:



Eron M. Berg, WSBA #29930
City Attorney

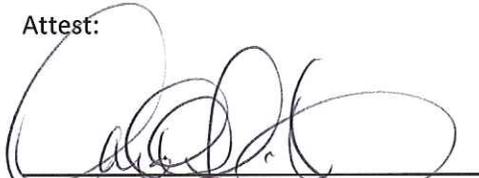
TOWN OF CONCRETE



Jason Miller, Mayor

Date 6.11.14

Attest:



Andrea Fichter, Clerk/Treasurer

Approved as to form:



David Day, WSBA #8361
Town Attorney

TOWN OF HAMILTON

Joan Cromley
Joan Cromley, Mayor

Date June 16, 2014

Attest:

Angela Evans
Angela Evans, Town Clerk

Approved as to form:

_____, WSBA # _____
Town Attorney

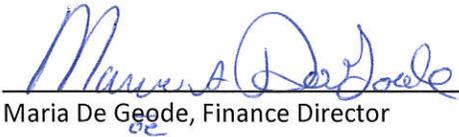
TOWN OF LA CONNER



Ramon Hayes, Mayor

Date 8.1.2014

Attest:



Maria De Geode, Finance Director

Approved as to form:

Bradford E. Furlong, WSBA #12924
Town Attorney

TOWN OF LYMAN


Debra Heinzman, Mayor

Date 6/10/14

Attest:


Debbie Boyd, Clerk/Treasurer

Approved as to form:

_____, WSBA # _____
Town Attorney

**BOARD OF COUNTY COMMISSIONERS
SKAGIT COUNTY**

Ron Wesen
Ron Wesen, Commissioner

Date June 30, 2014

Ken Dahlstedt
Ken Dahlstedt, Commissioner

Date June 30, 2014

Sharon Dillon
Sharon Dillon, Commissioner

Date June 30, 2014

Attest:

Linda Hammons
Print Name: Linda Hammons
Clerk of the Board

Recommended:

Print Name: _____
Department Head

Approved as to form

Melinda Miller
Print Name: Melinda Miller
Civil Deputy Prosecuting Attorney

Approved as to indemnification:

Downie Lalente
Print Name: Downie Lalente
Risk Manager

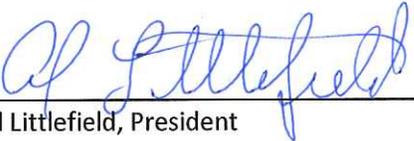
Approved as to budget:

Trisha Logue
Print Name: Trisha Logue
Budget & Finance Director

For contracts under \$5,000:
Authorization per Resolution R20030146

Print Name: _____
County Administrator

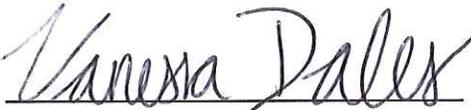
SKAGIT PUD #1



Al Littlefield, President

Date 7/11/14

Attest:



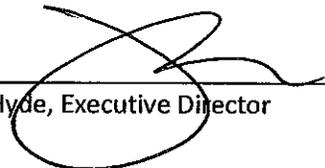
Vanessa Dales, Treasurer

Approved as to form:



Peter Gilbert, WSBA #28894
Skagit PUD #1 Attorney

PORT OF ANACORTES



Bob Hyde, Executive Director

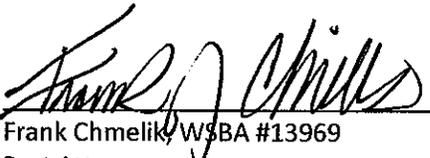
Date 7-29-2014

Attest:



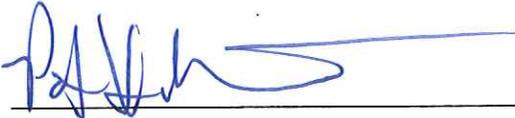
Jill Brownfield, Administration and
Finance Services Manager

Approved as to form:



Frank Chmelik, WABA #13969
Port Attorney

PORT OF SKAGIT COUNTY



Patricia Botsford-Martin, Executive Director

Date 6/10/14

Attest:



Kristin Garcia, Director of Finance

Approved as to form:

Bradford E. Furlong, WSBA #12924
Port Attorney

SKAGIT TRANSIT



Dale O'Brien, Executive Director

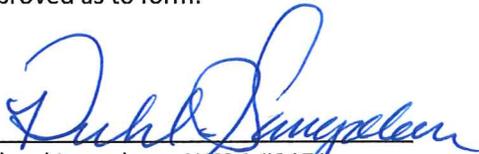
Date 7-29-14

Attest:



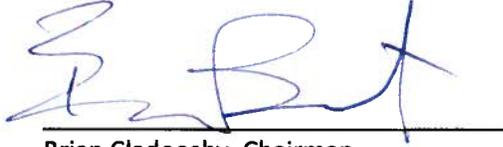
Motoko Pleasant, Manager of Finance
and Administration

Approved as to form:



Richard Langabeer, WSBA #3171
Skagit Transit Attorney

SWINOMISH TRIBAL COMMUNITY



Brian Cladoosby, Chairman

Date 7/9/14

Attest:

Barbara James, Treasurer

Approved as to form:

Alix Foster, WSBA #4943
Swinomish Tribal Attorney

SAMISH INDIAN NATION



Tom Wooten, Chairman

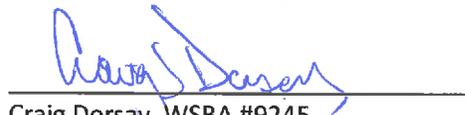
Date June 19 2014

Attest:



Tamara Rogers, Treasurer

Approved as to form:



Craig Dorsay, WSBA #9245
Samish Indian Nation Attorney

Exhibit A

BYLAWS OF THE SKAGIT COUNCIL OF GOVERNMENTS

Approved May 21, 2014

[on following page]