

**RESOLUTION NO. 2018-2**

**A RESOLUTION OF THE TOWN OF NACHES,  
WASHINGTON, APPROVING THE GOVERNANCE  
AGREEMENT FOR THE YAKIMA VALLEY CONFERENCE  
OF GOVERNMENTS (“YVCOG”)**

**WHEREAS**, the Yakima Valley Conference of Governments (“YVCOG”) was established in 1966 as the regional transportation planning organization for Yakima County, Washington. The original agreement was executed by Yakima County, and the cities of Grandview, Granger, Harrah, Mabton, Moxee, Naches, Selah, Sunnyside, Tieton, Toppenish, Union Gap, Wapato, Yakima and Zillah; and

**WHEREAS**, YVCOG’s Articles of Association and Bylaws were adopted as well and have subsequently been revised as needed; and

**WHEREAS**, the members of YVCOG desire to reaffirm the original agreement lost in a fire in the 1990’s with a comprehensive agreement confirming YVCOG’s organizational structure as well as rights and responsibilities as the Yakima County Regional Transportation Planning Organization (RTPO) and the Yakima County Metropolitan Planning Organization (MPO); and

**WHEREAS**, the members of the YVCOG Board of Directors, in consultation with the Executive Director and Legal Counsel have made a detailed review of the available original documents and the Yakima Valley Conference of Governments Governance Agreement and the Bylaws of the YVCOG; and

**WHEREAS**, the members of the YVCOG Board of Directors have voted to recommend approval of the Governance Agreement, with amendments; and

**WHEREAS**, the Town Council of the Town of Naches has reviewed the Governance Agreement, as amended, and finds that it will clarify and solidify the governance of the YVCOG, that it will establish the purposes and activities of YVCOG, and that it should be approved; and

**WHEREAS**, the Town Council of the Town of Naches wishes to commence the effectiveness of the Governance Agreement in an orderly fashion and in harmony with the other member entities;

**NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF NACHES AS FOLLOWS:**

1. The Town of Naches hereby approves and agrees to the terms and conditions of the Yakima Valley Conferenced of Government Governance Agreement, as amended, attached hereto as Exhibit A and authorizes the mayor to execute the same on behalf of the Town of Naches.

2. This Resolution shall take effect on the date of signing if, and only if, the Yakima Valley Conference of Governments Governance Agreement, as amended, of the Yakima Valley Conference of Governments has been ratified without substantial alteration by Yakima County and at least sixty percent (60%) of the cities and towns within the YVCOG area (as described in the Yakima Valley Conference of Governments Governance Agreement) with such cities and towns representing seventy-five percent (75%) of the cities and towns aggregate population ("Ratification"). Upon Ratification, the previous agreement shall be of no further force or effect. Should Ratification not occur by January 8, 2018, this Resolution shall be of no force or effect unless re-adopted.

**Adopted by vote of the Town Council of the Town of Naches this 8<sup>th</sup> day of January, 2018.**



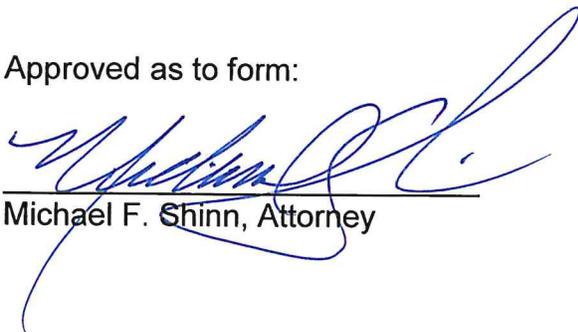
Paul D. Williams, Mayor

Attest:



Elvira Birrueta, Clerk/Treasurer

Approved as to form:



Michael F. Shinn, Attorney

**YAKIMA VALLEY CONFERENCE OF GOVERNMENTS  
GOVERNANCE AGREEMENT**

This Interlocal Cooperation Agreement is made by and between Yakima Valley Conference of Governments (YVCOG) Yakima County, City of Grandview, City of Granger, Town of Harrah, City of Mabton, City of Moxee, Town of Naches, City of Selah, City of Sunnyside, City of Tieton, City of Toppenish, City of Union Gap, City of Wapato, City of Yakima, City of Zillah, and the Confederated Tribes and Bands of the Yakama Nation, (each hereafter referred to as a "Member" or collectively, as "Members") for the purpose of confirming, organizing and maintaining a regional agency known as Yakima Valley Conference of Governments.

This agreement terminates and supersedes in all respects the Yakima Valley Conference of Governments Interlocal Cooperation Agreement dated February 7, 1994. The YVCOG's Articles of Association and Bylaws remain in full effect. In the event of conflicting provisions, the Articles and Bylaws shall prevail.

**RECITALS:**

**WHEREAS**, Yakima Valley Conference of Governments was established in 1966 and has served as a regional agency serving the individual and collective interests of participating member cities, towns, communities and political subdivisions within Yakima County, Washington; and

**WHEREAS**, RCW 36.64.080 authorizes counties, cities, towns and other participating political subdivisions to establish a regional agency (i.e. "Conference"), for the purpose of studying, coordinating, assisting and managing matters of regional or governmental interest and concern, including but not limited to transportation, land use planning, codes and ordinances, comprehensive facility and land use planning, government finances, air and water quality, regional and local social services, and other matters of local and regional interest or significance; and

**WHEREAS**, Federal transportation legislation (23 U.S.C. 134 and 49 U.S.C. 5303) requires the designation, 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 is to develop transportation plans and programs for urbanized areas of Washington State; and

**WHEREAS**, YVCOG has been designated as MPO for Yakima County with responsibility for implementing national policy set forth in 23 CFR §§450.300-.338 the local urbanized area including a continuing, cooperative, and comprehensive performance-based multimodal transportation planning process, together with development of a metropolitan transportation plan and a transportation improvement program (TIP); and

**WHEREAS**, State of Washington authorizes formation of a Regional Transportation Planning Organization (RTPO) through the voluntary association of local governments within a county (RCW 47.80.020); provided each RTPO shall encompass at least one complete county, have a population of at least 100,000 and have as members all counties within the region and at least sixty percent of the cities and towns collectively representing a minimum of seventy-five percent of the population of all incorporated municipalities; and

**WHEREAS**, each RTPO formed by local governments is required to create a transportation policy board in accordance with RCW 47.80.040 which board shall provide policy advice to the RTPO 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 RTPO in an urbanized area shall be the same as the MPO designated for federal transportation planning purposes; and

**WHEREAS**, in accordance with applicable federal and state laws, the Members affirm and ratify the formation and continuation of a unified metropolitan and regional transportation planning program to carry out the responsibilities of the MPO and RTPO, as well as other responsibilities determined by YVCOG (Articles of Association and Bylaws, attached as Exhibits A and B); and

**WHEREAS**, Yakima Valley Conference of Governments (YVCOG) has been designated as the lead planning agency and fiscal agent for the Metropolitan Planning Organization and the Regional Transportation Planning Organization; and

**WHEREAS**, the Washington State Growth Management Act, Chapter 36.70A RCW, requires the coordinated countywide planning by counties, cities, towns and other political subdivisions that develops and implements policies for contiguous and orderly growth, provision of urban services, siting of capital facilities, transportation, planning, consideration of needs for affordable housing, economic development and employment, and other comprehensive planning matters; and

**WHEREAS**, the Members executing this Agreement confirm and represent that each of the Members has adopted one or more resolutions authorizing the execution of this Agreement, and that such resolutions are in all ways valid and binding; and

**WHEREAS**, the Yakima Valley Conference of Governments has been and may be named as a subrecipient on federal and state transportation planning grant funds; and

**WHEREAS**, the Yakima County Commissioners authorized the execution of this Agreement by Resolution No. 2017-AA, adopted on December, 2017;

**WHEREAS**, the Confederated Tribes and Bands of the Yakama Nation Tribal Council authorized the execution of this Agreement by Resolution No. 2017-BB adopted on December, 2017;

**WHEREAS**, the City of Grandview Council authorized the execution of this Agreement by Resolution No. 2017-CC adopted on December, 2017;

**WHEREAS**, the City of Granger Council authorized the execution of this Agreement by Resolution No. 2017-DD adopted on December, 2017;

**WHEREAS**, the Town of Harrah Council authorized the execution of this Agreement by Resolution No. 2017-EE adopted on December, 2017;

**WHEREAS**, the City of Mabton Council authorized the execution of this Agreement by Resolution No. 2017-FF adopted on December, 2017;

**WHEREAS**, the City of Moxee Council authorized the execution of this Agreement by Resolution No. 2017-GG adopted on December, 2017;

**WHEREAS**, the Town of Naches Council authorized the execution of this Agreement by Resolution No. 2017-HH adopted on December, 2017;

**WHEREAS**, the City of Selah Council authorized the execution of this Agreement by Resolution No. 2017-II adopted on December, 2017;

**WHEREAS**, the City of Sunnyside Council authorized the execution of this Agreement by Resolution No. 2017-JJ adopted on December, 2017;

**WHEREAS**, the City of Tieton Council authorized the execution of this Agreement by Resolution No. 2017-KK adopted on December, 2017;

**WHEREAS**, the City of Toppenish Council authorized the execution of this Agreement by Resolution No. 2017-LL adopted on December, 2017;

**WHEREAS**, the City of Union Gap Council authorized the execution of this Agreement by Resolution No. 2017-MM adopted on December, 2017;

**WHEREAS**, the City of Wapato Council authorized the execution of this Agreement by Resolution No. 2017-MM adopted on December, 2017;

**WHEREAS**, the City of Yakima Council authorized the execution of this Agreement by Resolution No. 2017-NN adopted on December, 2017;

**WHEREAS**, the City of Zillah Council authorized the execution of this Agreement by Resolution No. 2017-PP adopted on December, 2017;

**NOW, THEREFORE**, pursuant to the above recitals that are incorporated into this Interlocal Cooperation Agreement as if included below, and in consideration of the terms and conditions set forth below, it is hereby agreed as follows:

### **Section 1 PURPOSES**

This Interlocal Cooperation Agreement is authorized by Interlocal Cooperation Act (RCW Ch. 39.34) for the following purposes:

- A. To establish, organize and maintain a regional agency pursuant to RCW 36.64.080 for the purpose of implementing study of regional and governmental issues of mutual interest and concern including transportation study and planning;
- B. To implement and perform the function and duties of a Regional Transportation Planning Organization (RTPO) for Yakima County as set forth in RCW 47.80.023 and WAC Ch. 468-86, as currently adopted or hereafter amended;
- C. To implement and perform the duties and functions of a Metropolitan Planning Organization (MPO) for the Yakima Valley Urbanized Area as such Area's boundaries are defined now or in the future, and as set forth in 23 U.S.C. 134 and 49 U.S.C. 5303 as currently adopted or hereafter amended and 23 CFR Parts 450 and 500 and 40 CFR Part 613, as currently adopted or as amended;
- D. To carry out the purposes outlined in its Articles of Association, as amended, attached as Exhibit A and fully incorporated herein;
- E. To assist in the planning and coordination of projects and programs which may involve federal and/or state financial participation and to assist in review of such projects and programs to assure compliance with area wide comprehensive plans;
- F. To contract or hire technical and administrative staff to provide and perform services with respect to conference programs, plans and activities including planning, grant administration and other services.

**Section 2**  
**FUNCTIONS AND AUTHORITIES**

**A. Transportation.** YVCOG shall perform the duties and responsibilities of an RTPO and MPO as prescribed in applicable federal and state laws and regulations and serve as a conference pursuant to RCW 36.64.080. Transportation planning and responsibilities are specifically delegated to the Transportation Policy Board. Such responsibilities with respect to transportation shall include but not be limited to the following:

1. Prepare and periodically update a transportation strategy for the region. The strategy shall address alternative transportation modes and transportation demand management measures in regional quarters and shall recommend preferred transportation policies to implement adopted growth strategies. The strategy shall serve as a guide in preparation of the regional transportation plan.
2. Prepare a Regional Transportation Plan ("RTP") that is consistent with countywide planning policies, county, city and town comprehensive plans, and state transportation plans. The RTP will be developed in accordance with RCW 47.80.030 and will establish planning direction and strategies 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.
3. Develop in cooperation with WSDOT, local governments and operators of public transportation services a six-year regional transportation improvement plan.
4. 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).
5. Develop, coordinate, collect and maintain transportation related databases and transportation-related information for the members.
6. Develop and review transportation system level of service methodologies and standards, and work with cities, county, WSDOT and transit agencies on level of service standards and alternative transportation performance measures.
7. Perform such other transportation planning related functions as the Policy Board may hereinafter determine to be in the best interests of the Members.

## **B. Homelessness.**

The Conference shall work with member agencies to reduce homelessness within the Yakima Valley. The Conference shall develop and update as needed a strategic plan to reduce homelessness. The Conference shall participate with the Continuum of Care (CoC), as defined by the Department of Housing and Urban Development (HUD), for Yakima County. The Conference shall also work with agencies seeking to aid homeless individuals and families and other community stakeholders, where appropriate, on the following:

1. Develop, implement, and update as needed a comprehensive countywide five-year homeless plan with input and participation from the CoC, the Homeless Network of Yakima, the HPPC and other community stakeholders;
2. Regularly review and evaluate homeless and housing data to determine the effectiveness of the local strategies and objectives identified in the five year plan and bring data to the CoC and HPPC for review and comment;
3. Establish performance outcomes and targets to measure and evaluate the effectiveness of funded programs tailored to those programs funded through the YVCOG process;
4. Establish and publish a transparent funding distribution process to solicit, screen, review, score and rank potential projects to equitably distribute federal, state and local funding to programs addressing homelessness and homeless individuals in Yakima County.
5. Support or serve as the "Collaborative Applicant" for the HUD Continuum of Care program by annually reviewing, scoring and prioritizing new and renewal projects.
6. Additional purposes of the HUD Continuum of Care program (as may be administered by YVCOG or another HUD-approved entity) are to:
  - a. Serve as the annual homeless assistance application to HUD for funding to support housing and services targeted for homeless sub-populations;
  - b. Serve as a strategic planning body for addressing homelessness in our region, through the Homeless Policy and Planning Committee (HPPC), consisting of stakeholders and service providers;
  - c. Coordinate the annual Point in Time count of the homeless;
  - d. Maintain the Homeless Management Information System (HMIS) and provide training to service providers when necessary;
  - e. Maintain the Coordinated Entry and Referral System;

**C. Research and Planning.** The Conference may act as a research and fact-finding agency of the members. To that end, it may make such surveys, analyses, studies and reports as authorized or requested by the Executive Committee. The Conference upon such authority or request may also:

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

**D. Technical Assistance.** The Conference may 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 Conference may provide technical assistance with respect to transportation, economic development, land use and other planning and program functions as authorized by the Executive Committee. The Conference may also provide technical assistance to other agencies not listed herein, provided such agency is an approved Associate Member in good standing per the Articles of Association.

**E. Discussion Forum.** The Conference may provide a forum for discussion among local, state and federal officials together with other interested parties on issues or matters of common regional interest or significance.

**F. Other Functions.** The Conference 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 an 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 Executive Committee.

### **Section 3**

#### **BYLAWS**

The authority to make, amend, or repeal bylaws is vested in the Conference so long as such bylaws are consistent with the provisions of the Articles of Association and applicable laws. Bylaws for the Conference, as revised, are included in Exhibit B, attached hereto and fully incorporated herein.

### **Section 4**

#### **JURISDICTIONAL BOUNDARY**

The Regional Transportation Planning Organization (RTPO) boundaries include all of Yakima County, which area is designated as the Yakima Valley Metropolitan Statistical Area (MSA) by the federal Office of Management and Budget Office. The Metropolitan Planning Area (MPA) boundary consists of the Urbanized Area ("UZA") as defined by the US Census, the contiguous geographic areas likely to become urbanized in the next 20 years, plus the adopted Urban Growth Areas of Selah, Moxee, Naches, Yakima and Union Gap. The MPO was established in 1974 by the Governor of the State of Washington. The RTPO was established in 1991. All references to the "region" or "Valley" in this agreement shall mean the political boundaries of Yakima County unless changed by the Policy Board.

### **Section 5**

#### **MEMBERSHIP, EXECUTIVE COMMITTEE AND POLICY BOARDS.**

**A. Governing Body – Members.** The Conference shall be governed by its membership in accordance with its organizational documents (the Articles of Association and Bylaws, as revised; Exhibits A and B) in this agreement. Membership in the Conference shall include representatives of the participating members including the county, cities, towns, ports or other municipal corporations and Tribal governments with its representative being the elected chief executive or designated official by the governing body of the member.

**B. Executive Committee.** The internal administration, programming, procedures and practices of the Conference, together with any other duties and responsibilities as delegated by the general membership, shall be vested in an Executive Committee. The Executive Committee shall not, however, exercise authority or responsibilities with respect to MPO and RTPO functions and authorities which shall be the responsibility of the Transportation Policy Board.

**C. Transportation Policy Board.** The Transportation Policy Board (also referred to herein as "Policy Board") is established by the Conference with authority to carry out (1) the RTPO functions set forth in RCW Ch. 47.80 and WAC Ch. 468-86, as currently adopted or hereafter amended, and (2) the MPO functions for the Yakima Valley Urbanized Area as set forth in 23 USC 134, 49 USC 5303, 23 CFR Parts 450 and 50, and 40 CFR Part 613, as currently adopted or hereafter amended. The composition of the Policy Board shall remain consistent with federal and state law as currently adopted or amended. Should such state or federal law change, the composition of the Policy Board shall be automatically adjusted to comply with such changes without requiring this agreement to be amended or approval by the membership.

1. Designation of Policy Board Representative. The Transportation Policy Board shall consist of the seven (7) members of the YVCOG Executive Committee plus three (3) additional voting members as described below. Each participating member shall be represented by its duly elected chief executive or by an official designated by the governing body of the member. The member-at-large shall be a resident of Yakima County. The representative of the major employer group will be recommended by the governing board of the Yakima County Development Association (YCDA, or New Vision), or a Chamber of Commerce, and shall be confirmed and appointed by the Policy Board. WSDOT shall designate a high-level staff person to serve on the Policy Board. WSDOT shall designate its representative appointment in January of each year.
2. Ex Officio Members. Any member of the Washington State House of Representatives or Senate whose districts are wholly or partly within the boundaries of the regional transportation planning organization shall be an ex officio, nonvoting member of the Transportation Policy Board.
3. Voting and Ex Officio Members. Each such membership shall either be a Voting Membership or an Ex-Officio Membership as set forth below.

a. Voting representation on the Policy Board of the MPO/RTPO shall be as follows:

Table 1 - Transportation Policy Board Representation

<b>Member/Agency</b>	<b>Policy Board</b>
YVCOG Executive Committee	7
WSDOT	1
YCDA/Major Employer Representative	1
Transit or Paratransit Provider	1
Legislative Delegation	Ex officio
<b>Total</b>	<b>10</b>

- b. At the Policy Board's discretion, ex-officio membership shall also be open to other governmental and non-governmental entities when elected to membership by a majority of the Policy Board, and shall be effective upon their delivery of their written assurance that they will comply with this Agreement and the YVCOG bylaws. Ex-Officio members of the Organization are non-voting.
4. Purpose. The purpose of the Transportation Policy Board shall be to exercise on behalf of and in association with the Yakima Valley Conference of Governments the authority pursuant to this Agreement and under federal and state laws as the Yakima Valley Metropolitan Planning Organization and the Regional Transportation Planning Organization for Yakima County.
5. Duties. The Policy Board has the powers, duties, authority, functions and responsibilities set forth

herein and otherwise prescribed by law, including but not limited to the following:

- a. To approve the transportation work program (Unified Planning Work Program);
- b. To approve consultant contracts consistent with the Unified Planning Work Program;
- c. To certify local comprehensive plans are consistent with the Regional Transportation Plan;
- d. To select projects in Yakima County to be funded with regionally managed funds, except those projects seeking Transportation Alternative Program Funds;
- e. To manage the transportation improvement program for projects within Yakima County as per state and federal law;
- f. To elect a Transportation Policy Board Chairperson and Vice-Chairperson
- g. To establish committees consistent with Section 9 above;
- h. To perform transportation planning activities for members as described in the approved work program

6. **Transportation Work Program and Budget.** The Policy Board shall prepare, adopt, and amend as necessary a proposed work program and budget for each fiscal year beginning July 1 of every year. The detailed Unified Planning Work Program shall list specific work projects to be undertaken by the MPO/RTPO in keeping with the requirements of the biennial Metropolitan/Regional Transportation Planning Organization Agreement with WSDOT. The Executive Director shall confer with and inform members concerning the preparation of and progress on the implementation of work programs and projects.

MPO/RTPO administration and operations shall be funded through such federal, state, local and/or private funding as may become available and as appropriated therefore by statute, resolution or ordinance. The biennial appropriation from WSDOT to carry out the regional transportation planning program shall be distributed to the YVCOG, the RTPO's lead planning agency.

## **Section 6**

### **INDEMNIFICATION INSURANCE AND LIABILITY**

A. The Conference 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 Conference shall cause its members to be named as insured under such policy(ies).

B. 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 involved intentional misconduct or a knowing or willful violation of law.

## **Section 7**

### **GENERAL PROVISIONS**

**A. Adoption and Effective Date.** The effective date of this Agreement shall be as of the date last signed by the County and, at least sixty percent (60%) of the cities and towns within the Conference boundaries that represent seventy-five percent (75%) of the cities' and towns' population. This Agreement shall be binding upon the members who have executed this Agreement, their successors and assigns; provided, that upon such execution, all prior agreements relating to the formation of the YVCOG or its predecessors shall be deemed terminated and replaced herewith. Thereafter, no city, town, tribe or special district shall be a member of the YVCOG or the Yakima Valley Transportation Policy Board until its governing body shall have approved this Agreement.

**B. Amendment.** This Agreement may not be amended, supplemented or otherwise modified unless expressly set forth in a written agreement executed by all members and adopted by resolution of each member's legislative authority or governing body.

**C. Savings.** If any portion of this Agreement, or its application to any person or circumstances, is held or determined to be invalid, such holding or determination shall not affect the validity or enforceability of any other term or provision and the application of this Agreement to other persons or circumstances shall not be affected.

**D. Counterparts.** This Agreement may be executed by the members using duplicate counterparts.

## **Exhibits**

Exhibit A. YVCOG Articles of Association, as revised

Exhibit B. YVCOG Bylaws, as revised

PARTICIPANTS. Participants in this agreement shall be whichever of the parties ratify this agreement. In the event any party fails to ratify this agreement, such action shall not affect this agreement as it pertains to the remaining parties.

IN WITNESS WHEREOF, the parties hereto have set their hands.

TOWN OF NACHES

By: Paul D. Will

Attest: Chloe Bunn

Title: MAYOR Date: 01/09/17

Title: Clerk Treasurer Date: 1.8.18