AMENDMENT TO
AGREEMENT CREATING THE COVINGTON ECONOMIC DEVELOPMENT PARTNERSHIP COMMITTEE

THIS AMENDMENT TO AGREEMENT CREATING THE COVINGTON ECONOMIC DEVELOPMENT PARTNERSHIP COMMITTEE is made this ___ day of _____________, 2004, by and between the City of Covington [hereinafter the “City”], a Washington municipal corporation, and the Covington Chamber of Commerce [hereinafter the “Chamber”], a Washington nonprofit corporation.

RECITALS

A. On or about July 29, 2002, the City and the Chamber executed an Agreement Creating the Covington Economic Development Partnership Committee [hereinafter the “Agreement”], a true and correct copy of which is attached hereto as Exhibit “A”.

B. By the terms of said Agreement, the Committee is composed of twelve members, ten of whom are voting members. Of those ten, four are appointed by the City to serve one-year terms, and one is appointed to serve a two-year term. The Chamber Board of Directors appoints the remaining five voting members; four serve one-year terms and one serves a two-year term. For both the City and Chamber appointed members, those with two-year terms are designated as co-chairpersons.

C. As structured, the terms of both co-chairpersons expire at the same time, as do the terms of the remaining members.

D. To promote more continuity on the Committee, the City and the Chamber have determined that the terms of the members should be staggered to expire at different times.

The parties do hereby agree as follows:

1. Amendment. Paragraph 4, entitled “Membership,” shall be and hereby is amended to read as follows:

4) Membership.

A) The Committee shall be composed of twelve members. Five members will be appointed by the Council, one of whom shall be designated by the Council as the co-chairperson to serve a two-year term. Beginning with the calendar year 2004 appointments,

i) Two of the remaining members shall each be appointed to serve a two-year term; and

ii) The remaining two members shall each be appointed to serve one year and, thereafter, said members shall each be appointed to serve a two-year term.
B) Five members will be appointed by the Board, one of whom shall be designated by the Board as the co-chairperson. Beginning with the calendar year 2004 appointments,
   i) The initial term of the co-chairperson shall be one year, and, thereafter, the co-chairperson shall be appointed to serve a two-year term;
   ii) Two of the remaining members shall each be appointed to serve a two-year term; and
   iii) The remaining two members shall each be appointed to serve a one-year term and, thereafter, said members shall each be appointed to serve a two-year term.

C) The ten members described in subsections (A) and (B) above shall all be voting members. In addition, there shall be one ex officio member (non voting) appointed from the City staff by the City Manager and one ex officio member (non voting) appointed by the Board.

D) Appointments to fill unexpired terms shall be made by the appropriate appointing organization and be for only the remainder of that term, after which a reappointment may be made.

E) Except for the ex officio members of the Committee that are paid employees of the City and/or Chamber, all members appointed to this committee shall be volunteers and none of them shall be considered as employees or agents of the City or the Chamber.

2. Remaining Terms. Except as amended in paragraph 1 above, all other terms and provisions of the Agreement remain unchanged and in full force and effect.

IN WITNESS WHEREOF the parties have executed this Amendment on the date first above written.

CITY OF COVINGTON
By: ANDREW D. DEMPSEY
Title: City Manager

COVINGTON CHAMBER OF COMMERCE
By:

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AGREEMENT CREATING THE COVINGTON ECONOMIC DEVELOPMENT PARTNERSHIP COMMITTEE

Whereas, the City of Covington (hereinafter referred to as “City”) is a Washington municipal Corporation organized under title 35A of the revised code of Washington; and

Whereas, the Covington Chamber of Commerce (hereinafter referred to as “Chamber”) is a Washington nonprofit corporation organized under the laws of the State of Washington; and

Whereas, the City and Chamber are both significantly interested in the economic vitality of the City of Covington and wish to form a committee to provide advice and information to the Covington City Council (hereinafter referred to as “Council”) and the Covington Chamber of Commerce Board of Directors (hereinafter referred to as “Board), while not acting as a sub agency of the City or a sub committee of the Chamber; and

Whereas, the City and Chamber wish to be equally involved in the selection of those individuals who will serve on the committee; and

Whereas, the City and Chamber believe that by entering into this agreement they can create an organization which will act in an advisory capacity to improve the City of Covington economy by facilitating and encouraging the development of economic opportunities in the industrial, commercial business services, professional services, retail and public sectors; now, therefore, is hereby agreed by the parties as follows:

1) Committee Created. There is hereby created a City of Covington Economic Development Partnership Committee (the “Committee”) which shall be constituted, organized and have the duties as set forth in this agreement.

2) Purpose. The purpose for creation of the Committee is to have an organization which acts in an advisory capacity to the Council and the Board in striving to improve the Covington economy by facilitating and encouraging the development of economic opportunities in the industrial, commercial business, retail and public sectors, and to help create a stable, healthy and diversified economy and employment base.

3) Limited Authority.

A) It is not intended that, nor shall the Committee be a sub agency of the City. The Committee shall possess no aspect of policy or rule making authority for the City. Advice or information from the Committee shall not be binding upon the City, nor shall any action of the Council be dependant first upon any recommendation or review by the Committee. It is the specific intent of the parties that the Committee not be subject to the regulations and/or restrictions of RCW Ch. 42.30.
B) The Committee shall possess no aspect of policy or rule making authority for the Chamber. Advice or information from the Committee shall not be binding upon the Board, nor shall any action of the Board be dependant first upon any recommendation or review by the Committee.

C) The Committee may not incur any debt nor contract for any goods and services in the name of the City or the Chamber.

4) Membership.

A) The Committee shall be composed of twelve members. Five members will be appointed by the Council, one member for a two-year term and four members with a one-year term. The member with the two-year term to be designated as co-chairperson. Five members will be appointed by the Board, one member for a two-year term and four members with a one-year term. The member with the two-year term to be designated a co-chairperson. These ten members shall all be voting members. In addition there shall be one ex officio member (non voting) appointed from the City staff by the City Manager and one ex officio member (non voting) appointed by the Board. Appointments to fill unexpired terms shall be made by the appropriate appointing organization and be for only the remainder of that term, after which a reappointment may be made.

B) Except for the ex officio members of the Committee that are paid employees of the City and/or the Chamber, all members appointed to this committee shall be volunteers and none of them shall be considered as employees or agents of the City or the Chamber.

5) Organization. The Committee shall hold meetings as deemed necessary by the Committee to carry out its duties. The Committee shall adopt rules of procedure and conduct as the Committee deems appropriate.

6) Duties. The duties of the Committee shall include the following:

a) Promote current business and businesses within the City of Covington and the region.

b) Review and investigate economic development opportunities that will benefit the local economy, make recommendations to the Council and the Board as to prioritization of such opportunities, recommend to the Council and the Board an action plan for achieving the City's economic development priorities and assist the Council and the Board in implementing and monitoring said action plan.
c) Meet with current and potential businesses to discuss inducements and barriers to conducting business in Covington and to make recommendations to the Council and Board to improve those inducements and reduce the barriers.

d) Review and recommend policies, regulations, procedures, etc. to the Council and the Board regarding business issues that may be adopted by the appropriate agency to implement.

e) Coordinate the Committee’s efforts with other development groups within King County.

f) Review and make recommendations to the Council and Board regarding options for downtown improvements and enhancements.

g) Pursue grants that may be available to assist in economic development.

h) Other duties as may be jointly requested by the Council and the Board.

7) Funding. The City and the Chamber will jointly provide administrative services to the Committee. The City will budget funds for reasonable administrative costs (supplies, providing meeting space, etc.) for this committee. Expenditure of these City budgeted funds will be subject to pre-approval by the City. Funding for additional project costs (brochures, events, etc.) that are recommended by the Committee and approved by the City and the Chamber will come from the City and the Chamber based on an agreed allocation of costs between the City and the Chamber. The cost allocation may take into consideration the following: the nature of the project, actual out of pocket costs, staff time, in-kind contributions and other intangibles.

8) Termination. This agreement may be terminated by either the City or the Chamber at any time, and the act of termination by either shall immediately dissolve the Committee created by this agreement. Notice of any action to terminate this agreement shall be provided to the other party in writing by actual delivery or by U.S. Mail. Any notice pursuant to this agreement to City of Covington should be mailed to the following address:

City of Covington
17210 SE 272nd St.
Covington, WA 98042
Any notice pursuant to this agreement for the Covington Chamber of Commerce should be mailed to the following address:

Covington Chamber of Commerce
17051 SE 272nd Street, Suite 35
Covington, WA 98042

DATED this ___ day of ___ , 2002.

Covington Chamber of Commerce
by: President

Andrew D. Dempsey
Covington City Manager

ATTESTED TO:

Jackie Cronk
Covington City Clerk

APPROVED AS TO FORM

Duncan C. Wilson
Covington City Attorney
AMENDED AGREEMENT ESTABLISHING THE COVINGTON ECONOMIC DEVELOPMENT COUNCIL

Whereas, the City of Covington (hereinafter referred to as “City”) is a Washington municipal Corporation organized under title 35A of the revised code of Washington; and

Whereas, the Covington Chamber of Commerce (hereinafter referred to as “Chamber”) is a Washington nonprofit corporation organized under the laws of the State of Washington; and

Whereas, the City and Chamber are both significantly interested in the economic vitality of the City of Covington and previously formed an Economic Development Council to provide advice and information to the Covington City Council (hereinafter referred to as “City Council”) and the Covington Chamber of Commerce Board of Directors (hereinafter referred to as “Chamber Board), while not acting as a sub-agency of the City or a sub-committee of the Chamber; and

Whereas, the City and Chamber have been very satisfied with the activities and accomplishments of the Covington Economic Development Council (“CEDC”); and

Whereas, the CEDC has requested some minor changes to the structure of the organization to facilitate more efficient use of their time and the City and Chamber agree with these changes; and

Whereas, the City and Chamber wish to be equally involved in the selection of those individuals who will serve on this council; and

Whereas, the City and Chamber believe that by entering into this agreement they can create an organization which will act in an advisory capacity to improve the City of Covington economy by facilitating and encouraging the development of economic opportunities in the industrial, commercial business services, professional services, retail and public sectors; now, therefore, is hereby agreed by the parties as follows:

1) **Council Created.** There is hereby created a Covington Economic Development Council (“CEDC”) which shall be constituted, organized and have the duties as set forth in this agreement.

2) **Purpose.** The purpose for creation of the CEDC is to have an organization which acts in an advisory capacity to the City Council and the Chamber Board in striving to improve the Covington economy by facilitating and encouraging the development of economic opportunities in the industrial, commercial business services, professional services, retail and public sectors, and to help create a stable, healthy and diversified economy and employment base.
3) **Limited Authority.**

A) It is not intended that, nor shall CEDC be a sub-agency of the City. CEDC shall possess no aspect of policy or rule making authority for the City. Advice or information from CEDC shall not be binding upon the City, nor shall any action of the City Council be dependant first upon any recommendation or review by the CEDC. It is the specific intent of the parties that CEDC not be subject to the regulations and/or restrictions of RCW Ch. 42.30.

B) The CEDC shall possess no aspect of policy or rule making authority for the Chamber. Advice or information from CEDC shall not be binding upon the Chamber Board, nor shall any action of the Chamber Board be dependant first upon any recommendation or review by CEDC.

C) The CEDC may not incur any debt or contract for any goods and services in the name of the City or the Chamber.

4) **Membership.**

A) The CEDC shall be composed of twelve members. Five members will be appointed by the City Council and five members shall be appointed by the Chamber Board of Directors. Each member shall serve for a two-year term. The terms of each office shall be staggered so that five vacancies shall occur each year. These ten members shall all be voting members. In addition there shall be one ex officio member (non voting) appointed from the City staff by the City Manager and one ex officio member (non voting) appointed by the Board. Appointments to fill unexpired terms shall be made by the appropriate appointing organization and shall be for the remainder of that term, after which a reappointment may be made. Any member may be removed from CEDC, at any time, by the entity responsible for their appointment, with or without cause.

B) Except for the ex officio members of the CEDC that are paid employees of the City and/or the Chamber, all members appointed to CEDC shall be volunteers and none of them shall be considered as employees or agents of the City or the Chamber.

5) **Organization.** The CEDC shall hold meetings as deemed necessary by the CEDC Members to carry out its duties. The CEDC shall adopt Rules of Procedure and Conduct (hereinafter “Rules”) as the CEDC deems appropriate. The CEDC shall appoint from amongst the ten voting members two co-chairpersons. One Co-Chair shall be selected from the members appointed by the City Council and the other Co-Chair shall be selected from the members appointed by the Chamber Board. Each Co-Chair shall serve for a term of one year but may be reappointed for additional consecutive terms. The Co-Chairs shall be appointed by the process set forth in their Rules.
Duties. The duties of the CEDC shall include the following:

a) Promote current business and businesses within the City of Covington and the region.

b) Review and investigate economic development opportunities that will benefit the local economy, make recommendations to the City Council and the Chamber Board as to prioritization of such opportunities, recommend to the City Council and the Chamber Board an action plan for achieving the City's economic development priorities and assist the City Council and the Chamber Board in implementing and monitoring said action plan.

c) Meet with current and potential businesses to discuss inducements and barriers to conducting business in Covington and to make recommendations to the City Council and Chamber Board to improve those inducements and reduce the barriers.

d) Review and recommend policies, regulations, procedures, etc. to the City Council and the Chamber Board regarding business issues that may be adopted by the appropriate agency to implement.

e) Coordinate their efforts with other development groups within King County.

f) Review and make recommendations to the City Council and Chamber Board regarding options for downtown improvements and enhancements.

g) Pursue grants that may be available to assist in economic development.

h) Other duties as may be jointly requested by the City Council and the Chamber Board.

Funding. The City and the Chamber will jointly provide administrative services to the CEDC. The City will budget funds for reasonable administrative costs (supplies, providing meeting space, etc.) for CEDC. Expenditure of these City budgeted funds will be subject to pre-approval by the City. Funding for additional project costs (brochures, events, etc.) that are recommended by the CEDC and approved by the City and the Chamber will come from the City and the Chamber based on an agreed allocation of costs between the City and the Chamber. The cost allocation may take into consideration the following: the nature of the project, actual out of pocket costs, staff time, in-kind contributions and other intangibles.

Termination. This agreement may be terminated by either the City or the Chamber at
any time, and the act of termination by either shall immediately dissolve the CEDC created by this agreement. Notice of any action to terminate this agreement shall be provided to the other party in writing by actual delivery or by U.S. Mail. Any notice pursuant to this agreement to City should be mailed to the following address:

City of Covington  
16720 SE 271st Street, Suite 100.  
Covington, WA 98042

Any notice pursuant to this agreement for the Covington Chamber of Commerce should be mailed to the following address:

Covington Chamber of Commerce  
P.O. Box 8041  
Covington, WA 98042

DATED this 25th day of April, 2006.

Covington Chamber of Commerce  
by: Adrien Zeumault  
Chairman of the Board of Directors

Andrew D. Dempsey  
Covington City Manager

ATTESTED TO:  
Jackie Cronk, Covington City Clerk

APPROVED AS TO FORM

Duncan C. Wilson  
Covington City Attorney