

2 **SSB 5050** - S Amd - 000046  
3 By Senator West

4 ADOPTED 3/16/93

5 On page 20, line 10, after "planning." insert the following:

6       **NEW SECTION.** **Sec. 31.** A new section is added to chapter 36.100  
7 RCW to read as follows:

8       The board of directors of the district shall adopt a resolution to  
9 establish methods and amounts of reimbursement payable to such district  
10 officials and employees for travel and other business expenses incurred  
11 on behalf of the district. The resolution shall, among other things,  
12 establish procedures for approving such expenses; the form of the  
13 travel and expense voucher; and requirements governing the use of  
14 credit cards issued in the name of the district. Such resolution may  
15 also establish procedures for payment of per diem to board members.  
16 The state auditor shall, as provided by general law, cooperate with the  
17 district in establishing adequate procedures for regulating and  
18 auditing the reimbursement of all such expenses.

19       **NEW SECTION.** **Sec. 32.** A new section is added to chapter 36.100  
20 RCW to read as follows:

21       The board of directors may authorize payment of actual and  
22 necessary expenses of officers and employees for lodging, meals, and  
23 travel-related costs incurred when attending meetings or conferences on  
24 behalf of the district and strictly in the public interest and for  
25 public purposes. Officers and employees may be advanced sufficient  
26 sums to cover their anticipated expenses in accordance with rules and  
27 regulations promulgated by the state auditor and which shall  
28 substantially conform to the procedures provided in RCW 43.03.150  
29 through 43.03.210.

30       **NEW SECTION.** **Sec. 33.** A new section is added to chapter 36.100  
31 RCW to read as follows:

32       Each member of the board of directors of the district may receive  
33 compensation of sixty-six dollars per day for attending meetings or  
34 conferences on behalf of the district, not to exceed three thousand

1 dollars per year, if the district board of directors has authorized by  
2 board resolution, at a regularly scheduled meeting, the provision of  
3 such compensation. Any director may waive all or any portion of his or  
4 her compensation under this section as to any month or months during  
5 his or her term of office, by a written waiver filed with the district.  
6 The compensation provided in this section shall be in addition to any  
7 reimbursement for expenses paid to such directors by the district.

8       **NEW SECTION.**   **Sec. 34.** A new section is added to chapter 36.100  
9 RCW to read as follows:

10       The board of directors of the district may purchase liability  
11 insurance with such limits as they may deem reasonable for the purpose  
12 of protecting and holding personally harmless district officers and  
13 employees against liability for personal or bodily injuries and  
14 property damage arising from their acts or omissions while performing  
15 or in good faith purporting to perform their official duties.

16       **NEW SECTION.**   **Sec. 35.** A new section is added to chapter 36.100  
17 RCW to read as follows:

18       Whenever any action, claim or proceeding is instituted against any  
19 person who is or was an officer or employee of the district arising out  
20 of the performance of duties for or employment with the district, the  
21 district may grant a request by such person that the attorney of the  
22 district's choosing be authorized to defend said claim, suit or  
23 proceeding, and the costs of defense, attorney's fees, and any  
24 obligation for payments arising from such action may be paid from the  
25 district's funds: PROVIDED, That costs of defense and/or judgment or  
26 settlement against such person shall not be paid in any case where the  
27 court has found that such person was not acting in good faith or within  
28 the scope of employment with or duties for the district.

29       **NEW SECTION.**   **Sec. 36.** A new section is added to chapter 36.100  
30 RCW to read as follows:

31       The district shall have authority to create and fill positions, to  
32 fix wages, salaries and bonds therefor, to pay costs involved in  
33 securing or arranging to secure employees, and to establish such  
34 benefits for employees, including holiday pay, vacations or vacation  
35 pay, retirement benefits, medical, life, accident, or health disability  
36 insurance, as approved by the board. District board members, at their

1 own expense, shall be entitled to medical, life, accident or health  
2 disability insurance: PROVIDED, That said insurance for employees and  
3 board members shall not be considered compensation. District coverage  
4 for the board is not to exceed that provided district employees.

5 Rerumber the remaining sections accordingly.

6 **SSB 5050** - S Amd - 000047  
7 By Senator West

8 ADOPTED 3/16/93

9 On page 1, line 13 of the title, after "35.63 RCW;" strike "and"  
10 and after "36.17 RCW" insert ";" and adding new sections to chapter  
11 36.100 RCW"

12 **SSB 5050** - S AMD - 000019  
13 By Senator Pelz

14 ADOPTED 3/16/93

15 On page 20, after line 36, insert the following:

16 "**Sec. 32.** RCW 43.52.374 and 1983 1st ex.s. c 3 s 3 are each  
17 amended to read as follows:

18 (1) With the exception of the powers and duties of the board of  
19 directors described in RCW 43.52.370(2), the management and control of  
20 an operating agency constructing, operating, terminating, or  
21 decommissioning a nuclear power plant under a site certification  
22 agreement under chapter 80.50 RCW is vested in an executive board  
23 established under this subsection and consisting of eleven members.

24 (a) Five members of the executive board shall be elected to four-  
25 year terms by the board of directors from among the members of the  
26 board of directors. The board of directors may provide by rule for the  
27 composition of the five members of the executive board elected from  
28 among the members of the board of directors so as to reflect the member  
29 public utility districts' and cities' participation in the joint  
30 operating agency's projects. Members elected to the executive board  
31 from the board of directors are ineligible for continued membership on  
32 the executive board if they cease to be members of the board of  
33 directors. The board of directors may also provide by rule for the

1 removal of a member of the executive board, except for the outside  
2 directors. Members of the board of directors may be elected to serve  
3 successive terms on the executive board. Members elected to the  
4 executive board from the board of directors shall receive a salary of  
5 one thousand eighty-five dollars per month from the operating agency  
6 ~~((at a rate set by the board of directors))~~. Members of the executive  
7 board are entitled to reimbursement for reasonable expenses actually  
8 incurred in connection with official business, including subsistence  
9 and lodging while away from each member's place of residence, and  
10 mileage for use of a privately owned vehicle, in accordance with  
11 chapter 42.24 RCW. Due to the additional responsibilities of the  
12 chairperson of the executive board, the chairperson shall be entitled  
13 to twice the salary and compensation available to other board members.

14 (b) Six members of the executive board shall be outside directors.  
15 Three shall be selected and appointed by the board of directors, and  
16 three shall be selected and appointed by the governor and confirmed by  
17 the senate. All outside directors shall:

18 (i) Serve four-year terms on the executive board. However, of the  
19 initial members of the executive board, the board of directors and the  
20 governor shall each appoint one outside director to serve a two-year  
21 term, one outside director to serve a three-year term, and one outside  
22 director to serve a four-year term. Thereafter, all outside directors  
23 shall be appointed for four-year terms. All outside directors are  
24 eligible for reappointment;

25 (ii) Receive travel expenses on the same basis as the five members  
26 elected from the board of directors. The outside directors shall also  
27 receive a salary from the operating agency ~~((as fixed by the governor))~~  
28 of one thousand eighty-five dollars per month;

29 (iii) Not be an officer or employee of, or in any way affiliated  
30 with, the Bonneville power administration or any electric utility  
31 conducting business in the states of Washington, Oregon, Idaho, or  
32 Montana;

33 (iv) Not be involved in the financial affairs of the operating  
34 agency as an underwriter or financial adviser of the operating agency  
35 or any of its members or any of the participants in any of the  
36 operating agency's plants; and

37 (v) Be representative of policy makers in business, finance, or  
38 science, or have expertise in the construction or management of such  
39 facilities as the operating agency is constructing or operating, or

1 have expertise in the termination, disposition, or liquidation of  
2 corporate assets.

3 (c) The governor may remove outside directors from the executive  
4 board for incompetency, misconduct, or malfeasance in office in the  
5 same manner as state appointive officers under chapter 43.06 RCW. For  
6 purposes of this subsection, misconduct shall include, but not be  
7 limited to, nonfeasance and misfeasance.

8 (2) In addition to salary, the board of directors of the operating  
9 agency may provide by resolution for the payment of per diem  
10 compensation to each member of the executive board at a rate of sixty-  
11 six dollars for each day or major part thereof devoted to the business  
12 of the operating agency and days upon which he or she attends meetings  
13 on behalf of the operating agency, but such compensation paid during  
14 any one year to a member of the executive board shall not exceed nine  
15 thousand nine hundred dollars.

16 (3) Nothing in this chapter shall be construed to mean that an  
17 operating agency is in any manner an agency of the state. Nothing in  
18 this chapter alters or destroys the status of an operating agency as a  
19 separate municipal corporation or makes the state liable in any way or  
20 to any extent for any preexisting or future debt of the operating  
21 agency or any present or future claim against the agency.

22 ((+3))) (4) The eleven members of the executive board shall be  
23 selected with the objective of establishing an executive board which  
24 has the resources to effectively carry out its responsibilities. All  
25 members of the executive board shall conduct their business in a manner  
26 which in their judgment is in the interest of all ratepayers affected  
27 by the joint operating agency and its projects.

28 ((+4))) (5) The executive board shall elect from its members a  
29 chairman, vice chairman, and secretary, who shall serve at the pleasure  
30 of the executive board. The executive board shall adopt rules for the  
31 conduct of its meetings and the carrying out of its business. All  
32 proceedings shall be by motion or resolution and shall be recorded in  
33 the minute book, which shall be a public record. A majority of the  
34 executive board shall constitute a quorum for the transaction of  
35 business.

36 ((+5))) (6) With respect to any operating agency existing on April  
37 20, 1982, to which the provisions of this section are applicable:

38 (a) The board of directors shall elect five members to the  
39 executive board no later than sixty days after April 20, 1982; and

1       (b) The board of directors and the governor shall select and  
2 appoint the initial outside directors and the executive board shall  
3 hold its organizational meeting no later than sixty days after April  
4 20, 1982, and the powers and duties prescribed in this chapter shall  
5 devolve upon the executive board at that time.

6        ((+6)) (7) The executive board shall select and employ a managing  
7 director of the operating agency and may delegate to the managing  
8 director such authority for the management and control of the operating  
9 agency as the executive board deems appropriate. The managing  
10 director's employment is terminable at the will of the executive board.

11        ((+7)) (8) Members of the executive board shall be immune from  
12 civil liability for mistakes and errors of judgment in the good faith  
13 performance of acts within the scope of their official duties involving  
14 the exercise of judgment and discretion. This grant of immunity shall  
15 not be construed as modifying the liability of the operating agency.

16        The operating agency shall undertake the defense of and indemnify  
17 each executive board member made a party to any civil proceeding  
18 including any threatened, pending, or completed action, suit, or  
19 proceeding, whether civil, administrative, or investigative, by reason  
20 of the fact he or she is or was a member of the executive board,  
21 against judgments, penalties, fines, settlements, and reasonable  
22 expenses, actually incurred by him or her in connection with such  
23 proceeding if he or she had conducted himself or herself in good faith  
24 and reasonably believed his or her conduct to be in the best interest  
25 of the operating agency.

26 In addition members of the executive board who are utility  
27 employees shall not be fired, forced to resign, or demoted from their  
28 utility jobs for decisions they make while carrying out their duties as  
29 members of the executive board involving the exercise of judgment and  
30 discretion."

31       Renumber the remaining sections consecutively and correct any  
32 internal references accordingly.

33    **SSB 5050** - S AMD  
34              By Senator Pelz

ADOPTED 3/16/93

1        On page 1, line 5 of the title, after "41.04.180," insert  
2    "43.52.374,"

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