

SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 3

d/b/a Orcas Island Health Care District

RESOLUTION NO. 2018-24

A Resolution of the Board of Commissioners (the "Board") of San Juan County Public Hospital District #3, dba Orcas Island Health Care District, San Juan County, Washington (the "District"), on the subject of adopting the small public works roster for awarding public works contracts, the consulting services roster for architectural, engineering, and other professional services, and the vendor roster for goods and services not related to public works contracts maintained by the Municipal Services and Research Center of Washington (the "MRSC").

WHEREAS, RCW 39.04.155 and other laws regarding contracting for public works by municipalities, allow certain contracts to be awarded by a small works roster process; and

WHEREAS, Ch. 39.80 RCW and other laws regarding contracting for consulting services by municipalities allow certain contracts to be awarded by a consultant roster process; and

WHEREAS, RCW 39.04.190, regarding purchase of materials, supplies, or equipment not connected to a public works project, allows certain purchasing contracts to be awarded by a vendor list process; and

WHEREAS, the Board believes that it would not be a wise use of the District's limited resources to create and maintain the permitted rosters; and

WHEREAS, the MRSC has developed and maintains each of the permitted rosters in an online database through MRSC Rosters and makes them available by application and agreement to municipalities in the State of Washington; and

WHEREAS, the Board agreed at its December 4, 2018 meeting that it would be in the best interests of the District to join MRSC Rosters to use each of the rosters; and

WHEREAS, following that meeting the District's Superintendent (the "Superintendent") contacted the MRSC about joining the MRSC Rosters and discovered that the the District had just missed the December 1 deadline for applying and the next deadline was not until May 1, 2019; and

WHEREAS, the MRSC Rosters agreed to waive the December 1 deadline in light of the District's recent formation provided the Superintendent immediately signed the MRSC Rosters Agreement, a copy of which is attached to this Resolution as Exhibit A (the "MRSC Rosters Agreement") and the Board adopted this Resolution and the Procurement Policy attached to this Resolution as Exhibit B (the "Procurement Policy"); and

WHEREAS, the Superintendent signed the MRSC Rosters Agreement on behalf of the District on December 13, 2018 and now wishes to have the Board ratify her signature and adopt that Agreement, this Resolution and the Procurement Policy.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT #3, dba ORCAS ISLAND HEALTH CARE DISTRICT AS FOLLOWS:

1. The Board hereby ratifies the execution by the Superintendent of the MRSC Rosters Agreement and adopts the MRSC Rosters Agreement as a legal and binding obligation of the District.

2. The Board resolves to use the MRSC Rosters for the District's use for small public works contracts, consulting services, and vendor services in compliance with applicable law and the Procurement Policy following the MRSC's publication of legal notice in January 2019 in a newspaper of general circulation in the District's jurisdiction.

3. The Superintendent is directed to apply each year before December 1 to renew the District's use of the MRSC Rosters until such time as the Board decides to cease using the MRSC Rosters.

4. The small works roster procedures, services roster procedures and vendor list procedures set forth in the Procurement Policy, as supplemented by the provisions below, are established for use by the District pursuant to RCW 39.04.155, Ch. 39.80 RCW, and RCW 39.04.190:

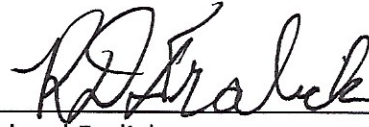
A. **Small Works Roster Publication.** At least once a year, MRSC shall, on behalf of the District, publish in a newspaper of general circulation within the District's jurisdiction a notice of the existence of the small works roster and solicit the names of contractors for the small works roster. MRSC shall add responsible contractors to the small works roster at any time that a contractor completes the online application provided by MRSC and meets minimum State of Washington requirements for roster listing.

B. **Consulting Services Roster Publication.** At least once a year, MRSC shall, on behalf of the District, publish in a newspaper of general circulation within the District's jurisdiction a notice of the existence of the consulting services

roster and solicit the names of consultants for the consulting services roster. MRSC shall add responsible consultants to the consulting services roster at any time that a consultant completes the online application provided by MRSC, upload a Statement of Qualifications, and meets minimum State of Washington requirements for roster listing.

- C. **Vendors List Publication.** At least twice per year, MRSC shall, on behalf of the District, publish in a newspaper of general circulation within the municipality's jurisdiction a notice of the existence of the vendor list roster and solicit the names of vendors for the vendor list roster. MRSC shall add responsible vendors to the vendor list roster at any time when a vendor completes the online application provided by MRSC and meets minimum State of Washington requirements for roster listing.
5. The District's President and/or Superintendent are authorized to execute and deliver in the name of, and on behalf of, the District any and all agreements, instruments, certificates or documents and to do any and all acts or things as they, or either of them, deem necessary or advisable to document, evidence, carry out fully the terms of, the MRSC Rosters Agreement and the intent and purpose of the resolutions contained herein.

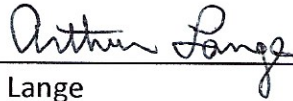
ADOPTED AND APPROVED by the Board of Commissioners of San Juan Public Hospital District No. 3 dba Orcas Island Health Care District at a regular meeting thereof this 18th day of December, 2018, the following Commissioners being present and voting:



Richard Fralick
President/Commissioner



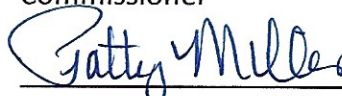
Pegi A. Groundwater
Commissioner



Art Lange
Commissioner



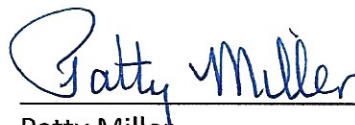
Diane Boteler, M.D.
Commissioner



Patty Miller
Secretary/ Commissioner

I, Patty Miller, Secretary of the Board of Commissioners of San Juan Public Hospital District No. 3 d/b/a/Orcas Island Health Care District certify that the attached copy of Resolution No. 2018-21 is a true and correct copy of the original resolution adopted December 18th, 2018, as that resolution appears on the Minute Book of the District.

DATED this 18th day of December, 2018.



Patty Miller
Secretary

EXHIBIT A
Contract for MRSC Rosters



Washington Public Agency Contract Small Works, Consultant, and Vendor Rosters

This contract (the "Contract") is made by and between Municipal Research and Services Center of Washington ("MRSC"), a not-for-profit corporation, and the Washington local government (the "Public Agency"),

1. Purpose. The purpose of this Contract is to provide the Public Agency with membership in MRSC Rosters.
2. Scope of Services. MRSC shall host the entire Public Agency's individual Small Public Works Roster ("Small Works Roster"), individual Consultant Roster ("Consultant Roster"), and individual Vendor Roster ("Vendor Roster") (collectively "Rosters"). MRSC shall advertise at least annually for the Small Works Roster, Consultant Roster, and Vendor Roster in accordance with statutory requirements on behalf of the Public Agency. MRSC will assist small public works, consultant, and vendor business (collectively, "businesses") with roster registration throughout the year, receive applications, review applicant eligibility for compliance with basic statutory eligibility requirements, and maintain business applications in an online database.
3. Effective Date and Term. This Contract shall be effective in the year in which it is signed on either May 1 if signed prior to May 1 or December 1 if signed prior to December 1, for a period of one year.
4. Access to MRSC Rosters by Public Agency Prior to Legal Notice. As of the Contract effective date, the Public Agency may access the MRSC Rosters database at www.mrscrosters.org by entering its account login information, as will be provided by MRSC. The Public Agency may search for and view business applications as of the effective date of the Contract, but it may not contact businesses about roster projects until after the legal notice is posted.
5. Notification of Transition to MRSC Rosters. As of the contract effective date, the Public Agency may begin notifying interested businesses that they may register with the Public Agency at any time in the MRSC Rosters, but that the Public Agency will not begin using the hosted rosters until after the legal notice is posted.
6. Roster Legal Notice. MRSC shall post the statutorily-required roster legal notice on behalf of the Public Agency in a newspaper of general circulation relative to the location of the Public Agency. The notice will occur the first Monday of January or June, or during the week of the first Monday of January or June for weekly newspapers.
7. Use of MRSC Rosters by Public Agency. As of the date of the applicable legal notice in January or June, all departments of the Public Agency will discontinue use of any previously-maintained rosters and begin using the MRSC Rosters exclusively when choosing to follow a roster contracting process, in accordance with the following statutory requirements:
 - (a) Small Works Roster. The Public Agency will use the Small Works Roster to select businesses for public work projects in accordance with RCW 39.04.155, as now or hereafter amended. The Public Agency shall be responsible for its own and the selected businesses' compliance with all other laws and regulations governing public works contracting, including retainage and bonds, prevailing wages, and any other applicable requirements.
 - (b) Consultant Roster. The Public Agency will use the Consultant Roster to select businesses for consultant projects in accordance with the laws and ordinances applicable to the Public Agency, including Chapter 39.80 RCW when contracting for architectural and engineering services. The Public Agency shall be responsible for its own and the selected businesses' compliance with all laws and regulations governing the purchase of services.

(c) Vendor Roster. The Public Agency will use the Vendor Roster to select businesses to award contracts for the purchase of supplies, materials, and equipment not being purchased in connection with public works contracts in accordance with RCW 39.04.190, and any ordinances and other laws applicable to the Public Agency. The Public Agency shall be responsible for its own and the selected business' compliance with all laws governing such purchases.

8. Compensation of Businesses. The Public Agency shall be responsible for payments to any business that it selects as a result of its use of MRSC Rosters. The Public Agency shall make all such payments directly to the businesses selected by the Public Agency.

9. Annual Membership Fee. The Public Agency will pay MRSC an annual membership fee based on the five-year average of the Public Agency's total capital expenditures. Payment of the annual membership fee is due within thirty (30) days of the Contract effective date.

Based on the following Membership Fee Scale, the Public Agency will pay an annual membership fee of \$_____.

Total Capital Expenditures	Annual Membership Fee
Less than 5 million	\$135
5 to 10 million	\$275
10 to 15 million	\$425
15 to 25 million	\$575
25 to 50 million	\$745
More than 50 million	\$1145

10. Relationship of Parties. MRSC will perform the services under this Contract as an independent contractor and not as an agent, employee, or servant of the Public Agency. Nothing in this Contract shall be construed to render the parties partners or joint ventures.

11. Limitation of MRSC Liability. MRSC shall not be, directly or impliedly, a party to any contract with small works, consulting, or vendor businesses which the Public Agency may enter into as a result of the Public Agency's use of the MRSC Rosters. MRSC does not accept responsibility or liability for the performance of any business used by the Public Agency as a result of its use of the MRSC Rosters.

12. Hold Harmless and Indemnification. Each party shall defend, indemnify, and hold the other party harmless from any and all claims, injuries, damages, losses, or suits, including attorney fees, to the extent arising from any negligent act or omission of that party's officers, employees, volunteers, and agents in connection with the performance of this Contract.

13. Termination. This Contract may be terminated, with or without cause, by written notice of either party to the other. Termination shall be effective thirty (30) days after written notice. Termination of the contract by the Public Agency does not entitle the Public Agency to a refund of the membership fee prorated as to the time remaining in the contract term following termination.

14. Renewal. This Contract may be renewed annually by completing the online renewal process that includes confirming that the Public Agency will continue abiding by the terms outlined in this Contract and making payment within thirty (30) days from the effective date of either May 1 or December 1.

15. Non-assignment. MRSC shall contract with Strategies 360 for the hosting of the Public Agency rosters in the online database. MRSC shall not otherwise subcontract or assign any of the rights, duties, or obligations imposed upon it by this Contract without the prior express written consent of the Public Agency.

16. Governing Law and Venue. This Contract shall be governed by the laws of the State of Washington.
17. Severability. Should any clause, phrase, sentence or paragraph of this Contract be declared invalid or void, the remaining provisions of this Contract shall remain in full force and effect.
18. Complete Agreement. This Contract constitutes the entire understanding of the parties. Any written or verbal agreements that are not set forth herein or incorporated herein by reference are expressly excluded.
19. Public Agency Information. For purposes of Contract administration, the Public Agency provides the following information:

Official Public Agency Name: San Juan County Public Hospital District #3

Common Public Agency Name (if different): Orcas Island Health Care District

Mailing Address: P.O. Box 226
Eastland, WA 98245

County: San Juan

Type of Public Agency: PHD

Website: www.orcashealth.org

Primary Contact:

Name: Anne L. Presson

Title: Superintendent

Email: annep@orcashhealth.org

Telephone: 415-999-5611

Facsimile: _____

Additional Contact:

Name: Richard Fralick

Title: President/Commissioner

Email: richardf@orcashhealth.org

Telephone: 360 317-8292

Facsimile: _____

20. Signatures. By signing this Contract, the Public Agency signatory below certifies that he/she has the authority to enter into this Contract on behalf of the entire Public Agency.

PUBLIC AGENCY

Anne L. Presson
[Signature]

Superintendent
[Title]

12-13-18
[Date]

MRSC

[Signature]

MRSC Rosters Manager
[Title]

[Date]

EXHIBIT B

PROCUREMENT POLICY