

RESOLUTION NO. 14-_____

**A RESOLUTION OF THE OF THE BOARD OF DIRECTORS OF THE FORT
WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY
(FWPDA) AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE THE
INTERLOCAL COOPERATION AGREEMENT WITH NOANET**

RECITALS:

- A. The FWPDA's Charter and implementing ordinance (adopted in September 2011) specifically directs the FWPDA to undertake, assist with, and facilitate the implementation of a Lifelong Learning Center at Fort Worden State Park consistent with the 2008 Long-range Plan and to develop the necessary agreements and partnerships for the use, operation, management and development of State-owned facilities and properties within the Park.
- B. The Washington State Parks and Recreation Commission ("Commission") and the FWPDA have entered into a 50-year Master Lease under which the FWPDA is the Tenant primarily responsible for management and operation of the hospitality services within the Campus. State Parks will continue to manage and operate the balance of the Park not leased to the PDA.
- C. Prior to the FWPDA taking over the hospitality operations from the Commission in May 1, 2014, the Master Lease sets forth specific milestones the FWPDA must accomplish, including but not limited to, securing \$300,000 to fund certain start-up activities that will allow for a smooth transition to FWPDA operations.
- D. One critical element to begin the transition to FWPDA operations and management of coordinated hospitality services in the Campus is to evaluate the existing internet system and evaluate the need to upgrade the internet and wi-fi system serving the campus.
- E. In September 2013, NoaNet installed high speed broadband to the Park office at 200 Battery Way. Since installation, NoaNet has provided broadband internet service to State Parks office at 200 Battery Way. In January 2014, NoaNet contracted to provide high-speed internet service to Centrum through CentrumNet. CentrumNet provides internet services to other Fort Worden tenants, such as Copper Canyon, Port Townsend Marine Science Center and Madrona Mind and Body as well as the FWPDA offices at 200 Battery Way.
- F. Centrum staff and the FWPDA have evaluated the existing Fort Worden internet and telephony systems and have concluded that in order for the FWPDA to perform its hospitality and associated services to support its new ATRIO reservation system it must upgrade the existing CentrumNet and provide broader internet and wifi coverage for the Campus portion of Fort Worden. Centrum and the FWPDA anticipate that the FWPDA will enter into a MOU with Centrum to take over the administration and operation of

CentrumNet. The FWPDA would then become the internet service provider for Campus tenants. State Parks will have a separate contract with NoaNet for its internet services.

- G. The FWPDA has determined that the negotiation to install the existing NoaNet broadband system took more than one year to finalize utility easements with State Parks. Fort Worden is a National Landmark Historic District and trenching, vegetation disturbance and installation for conduits for communications should be kept at minimum to avoid impacts to historic resources. Pursuing another internet provider at this point would add delay, expense and may create other potential adverse impacts.
- H. It is generally FWPDA's preference to distribute, via competitive selection and rotating invitations, outside contracting work for similar specialties among several qualified firms, in order to maintain quality performance and competitive pricing. However, given the unique attributes of the NoaNet system and the need for the FWPDA to provide a quick and seamless transition to a new internet, wi-fi and telephony system at Fort Worden, the FWPDA has determined that there is only one internet provider who can provide the service without an unreasonable delay or prohibitive cost necessary for a seamless transition to FWPDA operations.
- I. As a result of the specialty nature of the internet and wi-fi services; the State's requirement that the FWPDA provide its own internet and telephony systems by May 1, 2014, the date of possession; the impracticality of utilizing an internet service provider other than the State's current internet provider (NoaNet) to perform such upgrade and other compelling reasons affecting the cost and quality of the project, the Board of Directors authorizes the FWPDA Director to contract with NoaNet to become the internet service provider at Fort Worden in cooperation with NoaNet without opening the project to competitive procurement.
- J. NoaNet is a Washington nonprofit mutual corporation whose members are ten (10) public utility districts and one (1) joint operating agency, all of which are municipal corporations of the State of Washington ("State"). NoaNet was formed pursuant to an Inter-local Cooperation Agreement entered into under the Inter-local Cooperation Act, RCW 39.34 ("Act"), for the purpose of assisting in bringing high-speed communications to underserved areas of the State.
- K. The Act permits public entities to cooperate with one another on the basis of mutual advantage to make the most efficient use of their powers, thereby providing services and facilities in a manner that accords best with geographic, economic, population, and other factors influencing the needs and development of local communities. Under the Act, public agencies, including municipalities, may enter into agreements with one another for joint or cooperative action.
- L. This authorizing resolution and Interlocal Cooperative Agreement and Exhibits includes the name and nature of the project, the name of the vendor for the project, if approved by the Board, the maximum authorized amount of the contract, and the justification for the sole source contract. The contract is authorized pursuant to FWPDA Board of Directors resolution and shall be signed by the Executive Director.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority as follows:

The Board authorizes the Director to execute the Interlocal Cooperative Agreement substantially in accordance with Interlocal Cooperative Agreement and Exhibit 1, 2 and 3.

ADOPTED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority at a special meeting of the Board, held this ____ day of April, 2014.

Cindy Hill Finnie
Chairperson

Attest:

Gee Hecksher
Secretary