

**WEST PLAINS/AIRPORT AREA
PUBLIC DEVELOPMENT AUTHORITY**

RESOLUTION NO. 2018-1

[Concerning the Adoption of a Confidentiality Policy]

WHEREAS, the West Plains/Airport Area Public Development Authority finds it desirable for the efficient and effective governance of the Corporation's affairs to adopt a Confidentiality Policy;

WHEREAS, a copy of this policy is attached hereto as "**Exhibit A.**"

WHEREAS, pursuant to Section 3.7 and Section 6.6 of the corporate bylaws, the affirmative vote of a simple majority of board members is required to adopt board policies;

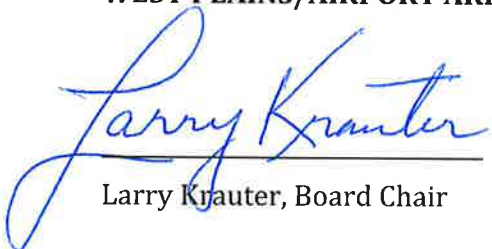
BE IT RESOLVED, that pursuant to the authority provided in the Corporation's bylaws, the Board of Directors hereby adopts the Confidentiality Policy contained in "**Exhibit A.**"

BE IT FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to take all action necessary and proper to effectuate the foregoing.

BE IT FURTHER RESOLVED, any actions of the Board of Directors or staff of the West Plains/Airport Area Public Development Authority prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

ADOPTED by an affirmative majority vote of the Board of the West Plains/Airport Area Public Development Authority on the 18th day of January, 2018.

WEST PLAINS/AIRPORT AREA PUBLIC DEVELOPMENT AUTHORITY


Larry Krauter, Board Chair

CERTIFICATE

I, the undersigned, Secretary of the West Plains/Airport Area Public Development Authority Board of Directors, a municipal corporation organized under the laws of the State of Washington, do hereby certify that the foregoing resolution was duly approved and adopted by the Board of Directors of the corporation at a meeting of the Board of Directors duly called and held on the 18th day of January, 2018, at which meeting a quorum was present; and that said resolution, as set out above, will appear in the minutes of said meeting in the corporation's minute book.

DATED January 18, 2018.



SECRETARY

**WEST PLAINS/AIRPORT AREA
PUBLIC DEVELOPMENT AUTHORITY**

CONFIDENTIALITY POLICY

As a member of the Board of Directors of the West Plains/Airport Area Public Development Authority ("Authority"), you will come into contact with written, electronic and verbal information that is confidential to the business operations of the Authority. Because the Authority is organized as a municipal corporation, the vast majority of its activities and information are made publically available through the Open Public Meetings Act or the Freedom of Information Act. However, you will have opportunities to consider information presented in executive session that is not publically available or intended to be disseminated as such. Regardless, dissemination of any confidential information by board members is not in the best interest of the Authority.

Information and data collected and used by the Authority is the property of the Authority. You must use that data only in the performance of your duties as a Board Member, and must maintain its integrity and confidentiality. The Authority's confidential information includes, without limitation, information relating to trade secrets, research and development, know-how, software (including source code and object code), procedures, purchasing, accounting, marketing, customer lists, financial status or employees ("Confidential Information"). Specific examples of Confidential Information include the following:

1. *Authority Business Information* not generally known to the public or its competitors is considered to be confidential. Information regarding the financial condition of the Authority and other information concerning financial, administrative, or strategic marketing operations, is strictly confidential and may only be discussed by Board Members or employees in connection with their normal job functions, and only to the extent necessary for the performance of such job functions. This information is not to be divulged in whole or in part to anyone outside the Authority, without the express consent of the Board of Directors.
2. *Payroll, Salary and Personnel Data* related to any Authority employee or personnel is strictly confidential. Board members must maintain strict confidentiality with respect to all personnel records and confidential discussions including, but not limited to, salaries, benefits, performance appraisals, counseling and discipline matters.

As a member of the Board of Directors of the Authority, you agree that your obligation to honor the confidential nature of this information will exceed your Board term for an additional two years.

Unauthorized use or disclosure of Confidential Information may result in disciplinary action, up to and including discharge from your obligations as a member of the

Board of Directors, and/or termination of contractual arrangements. Furthermore, nothing herein shall limit the ability of the Authority to seek any remedy available to it under the laws of the State of Washington for damages resulting from the disclosure of Confidential Information.

The Authority will enforce this Policy in order to meet the on-going expectations of its members. The primary responsibility for enforcement of this Policy rests with the Board of Directors. Complaints relating to an alleged violation of this Policy should be reduced to writing and submitted to the Board Chair, or the highest ranking Board Member not implicated by the complaint. All complaints relating to a breach of this Policy will be accorded serious consideration. The resolution of all complaints relating to a breach of this Policy will be documented in the official minutes of the Board.

Any question concerning the application of this Policy, or the use or disclosure of Confidential Information should be directed to the Chairman of the Board of Directors. Each Board Member has the responsibility for demonstrating their compliance with this Policy. An Individual Acknowledgement must be signed by all Board Members as a condition of their service.

INDIVIDUAL ACKNOWLEDGMENT

My signature below signifies that I have read and understand the West Plains/Airport Area Public Development Authority Confidentiality Policy. I will not, under any circumstances, use or disclose confidential information for any purpose, and I will take appropriate steps to protect the confidentiality of corporate information. I agree to adhere to the Policy and understand the consequences of violating it's terms.

DATED: _____ Signature: _____

Printed Name: _____