

Proposed Charter of the Burke-Gilman Place
Public Development Authority

Honorable President:

Your

to which was referred the within
would respectfully report that we have considered the same and respectfully recom

Filed August 11, 1983
Tim Hill, City Comptroller

By Theresa Dunbar
Deputy

ACTION OF THE COUNCIL

Referred	To
Referred	To
Referred	To
Reported	Disposition
Re-referred	To
Reported	Disposition

Office of the Comptroller
City of Seattle



Tim Hill, Comptroller

Honorable Charles Royer, Mayor
City of Seattle
1200 Municipal Building
Seattle, Washington 98104

Attention: Linda Gorton

Dear Mayor Royer:

Chapter 3.110.090 of the Seattle Municipal Code requires that two copies of a proposed public corporation charter be filed with the City Comptroller. "...One copy of the application shall be filed with the Comptroller as a public record open to public inspection and one copy shall be forwarded to a responsible city official designated by the Mayor..."

By this letter, I am submitting to you, a copy of the proposed charter of the Burke-Gilman Place Public Development Authority. The Charter was filed with the City Clerk's Office on August 11, 1983.

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Tim Hill".

Tim Hill
City Comptroller

TH:td
Enclosure

August 2, 1983

Honorable Charles Royer
Mayor, City of Seattle
1200 Municipal Building
Seattle, Washington 98104

Dear Mayor Royer:

We are pleased to submit for your review the proposed Charter for the Burke-Gilman Place Public Development Authority. This Charter is designed to create a public, nonprofit agency authorized to implement the City's adopted plan for Burke-Gilman Place. This entity will also be responsible for providing site-wide management and maintenance services to all site users. In addition, the Burke-Gilman Place PDA will provide an open forum for all users of the site and residents of the surrounding communities.

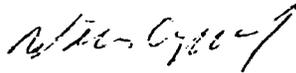
Although its activities will be confined to a relatively limited geographic area, the Burke-Gilman Place PDA will have a broad range of functions within that area. We have taken, therefore, special care in the drafting of this Charter. After input from the three attorneys who are prospective members of the PDA Board, we subjected the draft Charter to the review of local law firms with expertise in the operations of public corporations. These firms assisted in the preparation of this document. The City's Law Department also reviewed the final draft of the Charter as well as the proposed Rules and Regulations. We are confident that these documents contain the provisions which will enable the PDA to fulfill its public purpose.

As you know, a great deal of effort has been contributed to the Burke-Gilman Place planning process by the City, the site-users and residents of surrounding neighborhoods. We have been impressed with the thoroughness of this process and the quality of the development plan it produced. We now look forward to taking the responsibility for the implementation of the Burke-Gilman Place Development Plan and to continuing

Page Two
August 2, 1983
Honorable Charles Royer

the cooperative spirit among all parties involved.

Sincerely,

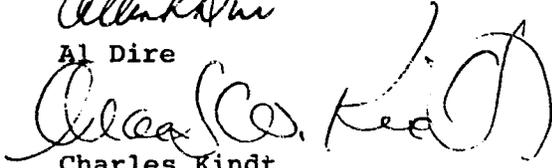


William Appel

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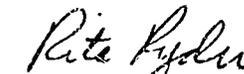


Charles Kindt

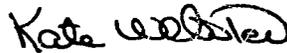
Kellogg Metcalf



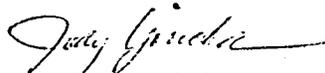
Eric Redman



Rita Ryder



Kate Webster



Judy Yorioka

cc: Tim Hill, City Comptroller

**Burke-Gilman Place
Public Development Authority**

Application for Charter

August 2, 1983

CHARACTER OR PERIOD OF DURATION

The duration of the Authority shall continue so long as the Authority owns any interest in real property.

PRECISE PURPOSES OR FUNCTIONS

The Authority shall be a public corporation created under the provisions of RCW 35.21.730 (as now in effect or hereafter amended) and 3.110 (as now in effect or hereafter amended) (Public Corporations). Its main purpose is to improve governmental efficiency, services, and general living conditions by providing health care facilities, education facilities, and in conjunction therewith, residential housing facilities on sites located in that area of the City of Seattle described in Article XV of this Charter.

The Authority's main purpose will be as follows:

- to provide open forum for discussion of the relationship of uses of the Burke-Gilman Place property to one another and to surrounding communities;
- to become the legal entity which fulfills the objectives and intent of the Burke-Gilman Place Development Plan and P.U.D. adopted by City Council;
- to provide for continued management and maintenance of the Burke-Gilman Place Development Plan and P.U.D.;
- to implement through leases, management agreements and other means all deed covenants placed on the Burke-Gilman Place Property by the City or federal government;
- to own, lease or transfer portions of the Burke-Gilman Place property consistent with agreements made between the City and users of the property.

The Authority shall assure that liabilities it creates in connection with the Burke-Gilman Place Development Plan shall be limited to the Authority's assets and properties and that the Authority's creditors shall not have recourse to the credit or assets of the City of Seattle.

Charter

CHARTER
OF
BURKE-GILMAN PLACE PUBLIC DEVELOPMENT AUTHORITY

ARTICLE I
NAME AND SEAL

The name of this corporation shall be Burke-Gilman Place Public Development Authority. The Authority seal, as set forth below, shall be a circle with the name "BURKE-GILMAN PLACE PUBLIC DEVELOPMENT AUTHORITY" inscribed therein.

The seal may be impressed, stamped or printed and each shall constitute an original seal.

ARTICLE II
AUTHORITY: LIMIT ON LIABILITY

Burke-Gilman Place Public Development Authority (hereinafter, "Authority") is a public authority organized pursuant to RCW 35.21.730 (as now in effect or hereafter amended) et. seq. and Seattle Municipal Code 3.110 (as now in effect or hereafter amended). RCW 35.21.750 (as now in effect or hereafter amended) provides as follows:

"All liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and credit of such public corporation, commission, or authority; and no creditor or other persons shall have any recourse to the assets, credit, or services of the municipal corporation creating the same on account of any debts, obligations, or liabilities of such public corporation, commission, or authority."

This disclaimer shall be posted in a prominent place where the public may readily see it in the Authority's principal and other offices. It shall also be printed or stamped in all contracts, bonds, and other documents that may entail any debt or liability by the Authority.

ARTICLE III
DURATION

The duration of the Authority shall continue so long as the Authority owns any interest in real property.

ARTICLE IV
PURPOSE

The Authority shall be a public corporation created under the provisions of RCW 35.21.730 (as now in effect or hereafter amended) et. seq. and Seattle Municipal Code 3.110 (as now in effect or hereafter amended) (Public Corporations). Its main purpose is to improve governmental efficiency, services, and general living conditions by providing health care facilities, education facilities, and in conjunction therewith, residential housing facilities on sites located in that area of The City of Seattle described in Article XV of this Charter.

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The Authority shall assure that liabilities it creates in connection with the Burke-Gilman Place Development Plan shall be limited to the Authority's assets and properties and that the Authority's creditors shall not have recourse to the credit or assets of The City of Seattle.

ARTICLE V
DEFINITIONS

When used in this Charter and other records of the Authority the terms set forth herein have the following meanings:

- Authority - Burke-Gilman Place Public Development Authority
- Charter - Charter shall mean the articles of organization of the Authority
- Board - The Board of Directors of the Burke-Gilman Place Public Development Authority vested with the management of Authority affairs.
- Board Meeting - A meeting of the Board.
- Official - A Board member, whether an officer or not, or any staff member of the Authority who holds a position of authority or who is called upon to exercise discretion in the management of Authority affairs.
- Burke-Gilman Place Property - A 19.95 acre site bounded on the east by Sand Point Way NE, on the south by NE 50th Street, on the west by 40th Avenue NE, and on the north by the Burke-Gilman Trail.
- Burke-Gilman Place Planned Unit Development (PUD) - The authorized land use of the Burke-Gilman Place Property as established in Ordinance 110445 (as now in effect or hereafter amended).
- Burke-Gilman Place Development Plan - The official plan for development of Burke-Gilman Place adopted as an attachment to the Burke-Gilman Place PUD.

**ARTICLE VI
POWERS**

The Authority shall have and exercise all powers necessary or convenient to effect the purposes for which the Authority is organized and perform authorized Authority functions, including the power to:

1. Own and sell real and personal property;
2. Contract for any Authority purpose with the State, the United States, and any subdivision or agency of either, individuals, associations and corporations;
3. Sue and be sued in its name;
4. Lend and borrow money;

5. Do anything a natural person may do;
6. Perform all manner and type of community services and activities utilizing federal or private funds;
7. Administer and execute federal grants and programs;
8. Receive and administer federal funds;
9. Provide and implement such municipal services and functions as the City Council and Mayor may by ordinance direct;
10. Transfer, with or without consideration, any funds, real or personal property, property interests or services received from the federal government, private sources or, if otherwise legal, from a city or county;
11. Receive and administer private funds, goods or services for any lawful public purpose;
12. Purchase, lease, exchange, mortgage, encumber, improve, use or otherwise transfer or grant security interests in real or personal property or any interest therein; grant or acquire option; and contract regarding the income or receipts from real property;
13. Issue negotiable bonds and notes in conformity with Seattle Municipal Code 3.110.420 (as now in effect or hereafter amended) and applicable provisions of the Uniform Commercial Code and state law in such principal amounts as, in the discretion of the Authority, shall be necessary or appropriate to provide sufficient funds for achieving the Authority's purposes or to secure financial assistance, including matching funds from the United States, for the Authority's projects and activities;
14. Contract for, lease and accept transfers, gifts or loans of funds or property from the United States, the State, The City, including property acquired by any such governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions thereof;
15. Manage, on behalf of The City, any property acquired through gift, purchase, construction, lease, assignment, default or exercise of The City's power of eminent domain;
16. Recommend to the Mayor and City Council or other appropriate governmental authorities public improvements and expenditures in the vicinity of Burke-Gilman Place in which the Authority, by this charter, has a particular responsibility;
17. Recommend to the Mayor and City Council any property which, if committed or transferred to the Authority would materially

advance the public purpose for which the Authority was chartered;

18. Initiate, carry out and complete such improvements of benefit to the public as the Mayor and City Council may by ordinance assign;
19. Recommend to the Mayor and City Council such tax, financing and security measures as the Authority may deem appropriate to maximizing the public interest in the vicinity of Burke-Gilman Place in which the Authority, by this Charter, has a particular responsibility;
20. Lend its funds, property, credit or services for Authority purposes, or act as a surety or guarantor for Authority purposes; to the extent that the Authority may lawfully exercise such powers and insofar as the exercise of such powers does not violate Article VIII, Section 7 of the Washington State Constitution;
21. Provide advisory, consultative, training, educational and community services or advice to individuals, associations, corporations or governmental agencies, with or without charge; to the extent that the Authority may lawfully exercise such powers and insofar as the exercise of such powers does not violate Article VIII, Section 7 of the Washington State Constitution;
22. Control the use and disposition of Authority property, assets and credit consistent with Burke-Gilman Place deed restrictions, covenants, easements and any prior agreements between the City and participants in the Burke-Gilman Place Development Plan;
23. Invest and reinvest its funds;
24. Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred consistent with Burke-Gilman Place Property deed restrictions and honoring prior agreements between the City and participants in the Burke-Gilman Place Development Plan;
25. Sponsor, lease, manage, construct, own and lease or otherwise participate in housing projects where such activity furthers the public purpose for which the Authority has been established including participation in any component of the Burke-Gilman Place Development Plan.
26. Maintain books and records as appropriate for the conduct of its affairs;
27. Conduct Authority affairs, carry on its operations and use its property as allowed by law and consistent with Seattle Municipal Code 3.110, (as now in effect or hereafter amended)

and Ordinance 1-0445, (as now in effect or hereafter amended) this Charter and its Rules and Regulations; and name Authority officials, designate agents and engage employees, prescribe their duties, qualifications and compensation; and secure the services of consultants for professional services; and technical assistance or advice;

28. Exercise and enjoy such additional powers as may be authorized by law.

ARTICLE VII LIMITS

The Authority in all activities and transactions, shall be limited in the following respects:

1. All funds, assets or credit of the Authority shall be applied toward or expended upon municipal and community services, projects and activities authorized by this Charter. No part of the net earnings of the Authority shall inure to the benefit of or be distributable to the members of the Board or officers of the Authority or other private persons, except that the Authority is authorized and empowered to:
 - (a) Compensate Authority officials, and others performing services for the Authority, a reasonable amount for services rendered and reimburse reasonable expenses actually incurred in performing their duties;
 - (b) Defend and indemnify any Authority official (including employees), any former Authority official, and their successors, against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been an Authority official or by reason of any action alleged to have been taken or omitted by him or her as such official, provided that he or she was acting in good faith on behalf of the Authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which Authority officials may be entitled as a matter of law.
 - (c) Purchase insurance to protect and hold personally harmless any of its officials (including its employees and agents) from any action, claim, or proceeding instituted against the foregoing individuals arising out of the performance, purported performance, or failure of performance, in good faith, of duties for, or employment

with, the Authority and to hold these individuals harmless from any expenses connected with the defense, settlement, or monetary judgments from such actions, claims, or proceedings.

The purchase of such insurance and its policy limits shall be discretionary with the Authority Board, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance.

- (d) Sell assets for a consideration greater than their reasonable market value or acquisition costs or charge for services more than the expense of providing them or otherwise secure an increment in a transaction as long as such gain is not the object or purpose of the Authority's transactions or activities and is applied to or expended upon community services and projects and activities as aforesaid.
 - (e) Assist Authority Officials as members of a general class of persons to be assisted by a project or activity of an approved program to the same extent as other members of the class and as long as no special privileges or treatment accrues to such Corporate official by reason of his or her status or position in the Authority.
2. No funds, assets or property of the Authority shall be used for any partisan political activity or to further the election or defeat of any candidate for public office; nor shall any funds or substantial part of the activities of the Authority be used for publicity or educational purposes designed to support or defeat legislation pending before the Congress of the United States or the legislature of this State, or the City Council; provided, however, that members and officials of the Authority may respond to requests by members of Congress, state legislators or City Council members for information and appear before any such legislative body in connection with funding and other matters directly affecting the Authority or its ability to carry out the purposes for which it was chartered.
 3. The Authority shall have no power of eminent domain or any power to levy taxes or special assessments.
 4. The Authority may not incur or create any liability that permits recourse by any contracting party or members of the public to any assets, services, resources or any credit of The City of Seattle.
 5. The Authority shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to corporate

officials, or otherwise engage in business for profit.

ARTICLE VIII
BOARD

Section 1. Board Composition

Management of all Authority affairs shall reside in the Board. The Board shall be composed of nine (9) members, each of whom shall be appointed by the Mayor subject to confirmation by the City Council. Representatives of the Board shall be as follows:

Health Related Users

COCARE

(including its successors)

- one (1) member

United Cerebral Palsy Association
of King-Snohomish County
(including its successors)

- one (1) member

Children's Oncology Services
of Washington
(including its successors)

- one (1) member

Greater Community

At-large community representatives

- six (6) members

- a. Within eighteen months of the issuance of this Charter, the initial Board as designated in the application for this Charter shall by resolution divide the members of the Board into three classes of three (3) members each (designated Class I, Class II, and Class III).
- b. At the regular meeting of the Board that coincides most closely with the second anniversary of issuance of this Charter, the terms of those members of the Board that are in Class I shall expire, provided that they shall continue in office until their successors are appointed by the Mayor and confirmed by the City Council.
- c. This reappointment and confirmation procedure shall continue annually as to successive classes, so that at the regular meeting of the Board that coincides most closely with the anniversary of issuance of this charter, a new class of board members shall take office.

Once a corporation is established to manage the early childhood education center, the Mayor shall request that the

sponsor of the center recommend a list of candidates from which the Mayor will select a new Board member. The Mayor may either expand the Board by one person or fill the next vacancy of an at large position with the new Board member.

- d. The term of office of the initial members will be as follows:

Class I: Two years
Class II: Three years
Class III: Four years

With the exception of the initial appointments to each class, each person so selected shall hold office for the three-year term for which he or she is selected and until his or her successor shall have been selected and qualified; and provided that there shall be no restriction on members of the Board serving successive terms.

- e. If it is determined for any reason that any or all of the Board members should be removed from office, after a full public hearing and after selection of appropriate replacements by the Mayor and City Council pursuant to this section, the Mayor and City Council may by ordinance remove any or all Board members from office. The term of any Board member removed pursuant to this section shall expire when the member receives a copy of the ordinance removing him or her from office and a letter signed by the Mayor advising him or her that he or she has been removed pursuant to this section. Any person appointed to the Board pursuant to this section shall be appointed by the Mayor and confirmed by the City Council in the same way other persons appointed to positions requiring City Council approval are appointed and confirmed. The term of any person appointed and confirmed pursuant to this section shall begin at the expiration of the term of the person being replaced and shall continue until the regular expiration of the term of the position being filled.
- f. The Rules and Regulations shall provide for the filling of all vacancies other than those caused by the expiration of a regular term as defined herein.

The names of all members of the Board shall be promptly submitted to the City Council for confirmation. Any such person whose name has been submitted to the City Council shall, unless and until his or her name has been rejected by the City Council, have full powers and responsibilities of a confirmed Board member. No such person shall have or purport to have or exercise such powers and responsibilities until his or her name has been submitted to the City Council for confirmation.

Section 2. Board Concurrence Required

General or particular authorization or concurrence of the Board by

resolution shall be necessary for any of the following transactions:

- a. Transfer or conveyance of an interest in real estate other than a release of a lien or satisfaction of a mortgage after payment has been received and the execution of a lease for a current term of less than one year;
- b. The contracting of debts, issuance of notes, debentures or bonds, and the mortgaging or pledging of corporate assets to secure the same;
- c. The donation of money, property or other assets belonging to the Authority as authorized by this charter and by law;
- d. An action by the Authority to become a surety or guarantor as authorized by this charter and by law;
- e. All transactions in which: (i) the consideration exchanged or received by the Authority exceeds Ten Thousand Dollars (\$10,000); (ii) the performance by the Authority shall extend over a period of one year from the date of execution of an agreement therefor; or (iii) the Authority assumes duties to The City, the State or the United States;
- f. Adoption of an annual budget;
- g. Certification of annual reports and statements to be filed with the City Comptroller as true and correct in the opinion of the Board and of its members, except as noted;
- h. Proposed amendments to the Charter; and
- i. Such other transactions, duties and responsibilities as the Charter shall repose in the Board or require Board participation by resolution.
- j. Appointment and removal of the executive committee.

Section 3. Quorum.

At least five members of the Board must be present at any regular or special meeting to constitute a quorum. No business may be transacted unless a quorum is present; provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting. Whenever any meeting is adjourned, a copy of the order or adjournment shall be posted conspicuously immediately after the time of adjournment on or near the door of the place the adjourned meeting was held. When the order of adjournment fails to specify the time and place of the next meeting, it will be held at the time and place specified for regular meetings herein.

Subject to the provisions of Article VIII, Section 2 of this

Charter that relates to actions requiring Board concurrence, an act of a majority of the members present at any meeting of the Board at which a quorum is present shall be an act of the Board.

Section 4. Offices and Divisions of Duties.

The Authority shall have two or more officers. The same person shall not occupy both the chief executive office of the Authority and the office responsible for the custody of funds and maintenance of accounts and finances.

- a. The initial officers of the Authority shall be the Chairperson, Vice-Chairperson, and Secretary/Treasurer of the Board. Additional officers may be provided for in the Rules and Regulations of the Authority.
- b. The Chairperson shall be the agent of the Authority for service of process; the Rules and Regulations may designate additional Authority officials as agents to receive or initiate process.
- c. The Authority officers shall be selected from among the membership of the Board as provided in the Rules and Regulations. The Authority officers shall manage the daily affairs and operations of the Authority.
- d. The Board shall oversee the activities of the Authority officers, establish, and/or implement policy, participate in Authority activity in matters prescribed in Section 2 of this Article VIII, and shall have stewardship for management and determination of all Authority affairs.
- e. Any official responsible for accounts and finances shall file a fidelity bond in an amount determined by the Authority before taking office, and may hold the corporate office only as long as such a bond continues in effect.

Section 5. Removal of Board Members

- a. If any board member resigns, or becomes ineligible to serve, or becomes unable to serve, the Mayor shall select a successor to serve the unexpired term.
- b. If a Board member is absent from 3 consecutive regular and special meetings without being excused in advance by an officer, the other members of the Board may, by affirmative vote, request that the Mayor remove such member and appoint a new member to serve the balance of the unexpired term of such member. Additional reasons for removal of a board member may be prescribed in the Rules and Regulations.
- c. Any officer may be removed from his/her office but not from the Board at such time and in such manner as provided for in the Rules and Regulations.

Section 6. Committees

The appointment of committees shall be provided for in the Rules and Regulations.

Section 7. Executive Committee.

The Rules and Regulations may provide for an Executive Committee, which shall be appointed or removed by, and shall have and exercise such authority of the Board in the management between meetings of the Board as may be specified in the Rules and Regulations.

Section 8. Advisory Committee

Creation of an Advisory Committee and the powers and duties thereof may be provided for in the Rules and Regulations.

ARTICLE IX
COMMENCEMENT

The Authority shall commence its existence effective upon filing its Charter as issued and attested.

ARTICLE X
MEETINGS

Section 1. General Meetings

At least semiannually, a meeting shall be held which shall include a review of all significant decisions and events relating to the programs and activities of the Authority that have occurred since the last public meeting and a preview of significant matters that will be under consideration during the following six months. A notice of the meeting shall be given to the Mayor, City Council and a newspaper of general circulation and such other publications as the Board may direct at least fourteen days and no more than thirty days prior to the meeting.

Section 2. Parliamentary Authority

The rules contained in Roberts Rules of Order (Revised) shall govern the Authority in all cases to which they are applicable where they are not inconsistent with this Charter or the special rules of order of the Authority set forth in the Rules and Regulations.

Section 3. Public Meetings

Meetings of the Authority shall be open to the public as required under the Open Public Meetings Act. RCW 42.30.010 (as now in effect or hereafter amended) through 42.30.920, (as now in effect or hereafter amended) and all meetings of the Board shall be

called and held in accordance with said law. At any such meeting, any citizen shall have a reasonable opportunity to address the Board either orally or by written memorandum.

Section 4. Meetings of the Board

- a. The board shall meet at least once per month; special meetings of the Board may be called as provided by the Rules and Regulations.
- b. Any member of the Board upon five days notice may call a special meeting of the Board to consider matters appropriate to a regular meeting if twenty-five days have elapsed since the previous Board meeting and no future meeting has been scheduled.
- c. All meetings shall be open to the public, except the Board may hold an executive session to consider matters enumerated in RCW 42.30.010 (as now in effect or hereafter amended) et seq., and shall enter the cause therefor upon its official journal.

ARTICLE XI
RULES AND REGULATIONS

The Board shall adopt Rules and Regulations to provide such rules for governing the Authority and its activities as are not inconsistent with this Charter. The adoption of the Rules and Regulations and any amendments thereto require a majority vote of the whole Board. The Board may provide in the Rules and Regulations for all matters referred to elsewhere in this Charter for inclusion therein, and for the following:

1. The existence of committees of the Authority and the duties of any such committee;
2. Regular and special meetings of the Board of the Authority;
3. Suspension or removal of the Authority officials and conditions which would require such suspension or removal;
4. Any matters set forth in MC 3.110.140B (as now in effect or hereafter amended) not inconsistent with this Charter or not provided for herein.
5. The method of selecting authority officers by the Board.

ARTICLE XII
AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

Section 1. Amendments to Charter.

- a. Proposals to Amend Charter.

Any Board member may propose an amendment to this Charter at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given. Notice of a proposed charter amendment given to members of the Board shall set forth the proposed amendment and a statement of its purpose and effect. It shall be sent to Board members at least 15 days in advance of the Board meeting at which it is to be voted upon.

b. Vote Required for Amendments to Charter.

Resolutions of the Board approving amendments to this Charter require an affirmative vote representing two-thirds of the Board members voting on the issue and a majority of the Board voting membership for adoption.

c. Approval by Mayor

After adoption of a proposed amendment to this Charter, as set forth herein, by the Board, the proposed amendment shall be filed in duplicate with the City Comptroller. The Mayor may approve or disapprove the proposed amendment.

d. Effective Date of Amendments to the Charter.

Amendments to this Charter proposed by the Authority shall take effect and become a part of this Charter upon the filing of the Mayor's approval with the Comptroller.

Section 2. Amendments to Rules and Regulations.

a. Proposals to Amend Rules and Regulations.

Any Board member may propose an amendment to the Rules and Regulations (which may consist of new Rules and Regulations) at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given.

b. Vote Required for Amendments to Rules and Regulations.

The minimum vote that is required for the amendment, alteration or repeal of the Rules and Regulations of the Authority shall be an affirmative vote of a majority of the whole Board. Such vote may be taken at any regular or special meeting of the Board.

c. Effective Date of Amendments to the Rules and Regulations.

Amendments to the Rules and Regulations shall not take effect until ten (10) days after filing of the same with The City Comptroller unless such amendment(s) shall have been passed by unanimous vote of the Board and an earlier effective date be set.

ARTICLE XIII
DISSOLUTION

Section 1. Dissolution Statement

Upon enactment of a resolution by the City Council for dissolution of the Authority or by the Authority for its own dissolution other than for purposes of merger or reorganization in a plan approved by the Mayor, the Authority shall file a dissolution statement signed by its chief executive officer setting forth:

- a. The name and principal office of the Authority;
- b. The debts, obligations and liabilities of the Authority, and the property and assets available to satisfy the same; the provisions to be made for satisfaction of outstanding liabilities and performance of executory contracts; and the estimated time for completion of its dissolution;
- c. Any pending litigation or contingent liabilities;
- d. The Board resolution providing for such dissolution and the date(s) and proceedings leading toward its adoption, whenever the dissolution be voluntary; and
- e. A list of persons to be notified upon completion of dissolution.

Section 2. Disposition of assets

Upon termination of the existence of the Authority, all of the rights, assets and property of the Authority shall pass to and be distributed according to the terms of any applicable grant agreements or covenants with the federal government and as provided by agreements with donors or other parties at the time of acquisition of the property regarding its disposition, and in accordance with M.C.3.110.490 (as now in effect or hereafter amended) to the extent permitted by the Constitution and the laws of the State of Washington.

ARTICLE XIV
RECORDS AND REPORTS

Section 1. Books and Records

The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and of any committees exercising the Board's authority. The minutes of all regular and special meetings, except executive sessions, shall be promptly recorded, and such records shall be open to public inspection pursuant to RCW 42.32.030 (as now in effect or hereafter amended).

The minutes of all Board meetings shall include a record of individual votes on all matters requiring Board concurrence.

Section 2. Establishment and Maintenance of Office and Records

The Authority shall:

- a. Maintain a principal office at a location within the limits of The City;
- b. File and maintain current with the Comptroller a listing of all corporate officials, their positions and their home addresses, the address of its principal office and of all other offices used by it and a current set of its rules and regulations;
- c. Establish and maintain such additional records as may be prescribed by the Mayor.

Section 3. Reports and Information

The Authority shall:

- a. File an annual report with the Comptroller containing an audited and certified statement of assets and liabilities and of income and expenditures during the previous year with a summary of projects and activities conducted. (The annual report shall also include a projected budget for the upcoming year and a summary of projects and activities to be undertaken.)
- b. Furnish the Mayor and City Council with such statements, records, reports, data and information as the Mayor or City Council may request pertaining to matters connected with any project or activity of the Authority.

ARTICLE XV
MISCELLANEOUS

Section 1. Geographic Limitation.

The Authority may conduct activities in that area of the City of Seattle bounded on the east by Sand Point Way N.E., on the north by N.E. 70th Street, on the west by 35th Avenue N.E. and 47th Avenue N.E. and on the south by Sand Point Way N.E. and N.E. 45th Street and in the immediate vicinity of this site upon a determination by the Board that such activity will further the purposes of the Authority.

Section 2. Audits, Dissolutions, etc.

Audits, dissolutions, trusteeships and other matters affecting the Authority are governed by Seattle Municipal Code 3.110 (as now

in effect or hereafter amended) of The City of Seattle.

Section 3. Nonexclusive Charter.

This Charter is nonexclusive and does not preclude the granting by The City of other charters to establish additional public corporations.

Section 4. Deposit of Public Funds

The Authority shall deposit all funds in a depository acceptable to the Mayor, which would be an appropriate depository for city funds, and otherwise safeguard such funds pursuant to such instructions as the Mayor may from time-to-time issue in conformity with applicable law.

Section 5. Insurance

The Authority shall maintain in full force and effect public liability insurance in an amount equal to or greater than that specified by the Mayor sufficient to cover potential claims for bodily injury, death or disability and for property damage, which may arise from or be related to projects and activities of The City, naming The City as an additional insured.

Section 6. Code of Ethics

No current corporate official or employee shall engage in conduct prohibited under Seattle Municipal Code 3.110.560. Uncompensated officials and employees and designated compensated employees shall annually file statements of economic interest as provided in the Code. The Board shall enforce its provisions in the manner provided therein.

Section 7. Discrimination prohibited

As provided in Seattle Municipal Code 3.110.260 (as now in effect or hereafter amended), Board membership may not directly or indirectly be based upon or limited by age, race, color, religion, sex, national origin, marital status, sexual orientation, political ideology, or the physical handicap of a capable person. The Board shall take steps to assure equality of employment opportunity as provided in the Code. With respect to housing projects and activities and in all housing related relocation activities, the Authority shall take affirmative action to further the fair housing laws and regulations of The City.

Approved and issued by me this _____ day of _____, 1983.

Charles Royer, Mayor

Attest:

Tim Hill, City Comptroller

Rules & Regulations

RULES AND REGULATIONS
OF
BURKE-GILMAN PLACE
PUBLIC DEVELOPMENT AUTHORITY

ARTICLE I

BOARD

Section 1. Board Composition

Management of all Authority affairs shall reside in the Board. The composition of the Board is defined in Article VIII Section 1 of the Charter.

Section 2. Term of Office

The term of office will be as set forth in the Charter.

Section 3. Vacancies

A vacancy or vacancies on the board shall be deemed to exist in the case of death, disability, resignation, or removal from office of any Board member as provided herein. Vacancies will be filled in the following manner:

Vacancies that occur in positions that represent the community at large will be filled by the Mayor within 60 days of his receiving written notification from an officer of the Board that a vacancy exists. If the Mayor does not submit a name to the City Council within 60 days, the Board may fill the position by submitting a name to the City Council.

All other vacancies will be filled by the Mayor from a list of names submitted by the organization with the authority to recommend appointments to the Mayor as defined in the Charter. If the organization recommending appointments to the Mayor does not submit a name to the Mayor within 60 days of receiving written notification that a vacancy exists, the Board may recommend a person to the Mayor to fill the vacancy. If the Mayor does not submit a name to the City Council within 60 days then the Board may fill the position by submitting a name to the City Council.

The name of any person filling a vacancy must be submitted to the City Council as defined in Article VIII Section 1(f) of the Charter.

A person selected to fill a vacancy shall serve the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 4. Qualifications for Board Membership

The Board may define qualifications for membership on the Board as long as they are consistent with State and City laws and the Charter of the Authority.

Section 5. Removal from Office

The Board, by majority vote, may declare a position vacant if a Board member is absent from three consecutive regular meetings and was not previously excused by the Board Chairperson or if a board member is absent from more than five regular meetings in a twelve-month period, whether excused by the Board Chairperson or not. A vacancy so created will be filled as prescribed in Article 1 Section 3 of these Rules and Regulations.

ARTICLE II
MEETINGS OF THE BOARD

Section 1. Regular Meetings

Regular meetings of the Board shall be held once a month on the 4th Monday of each month at 4:30 p.m.; provided, however, that the Board may alter such regular meeting time and place by resolution.

Section 2. Special Meetings

A special meeting may be called at any time by the Chairperson or by a majority of Board members following the notice requirements prescribed in Article II Section 3 of these Rules and Regulations.

Section 3. Notice of Meetings

No notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Board as provided above. Notice of such changed regular meeting, and notice of all special meetings, shall be given by the Secretary/Treasurer or by the person or persons calling the meeting by personally delivering or by mailing written notice of the meeting at least twenty-four (24) hours prior to such meeting.

The call and notice of all special meetings shall specify the time and place of all special meetings and the business to be transacted. Final disposition shall not be taken by the Board on any other matters at such special meetings. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 4. Waiver of Notice

Notice as provided in Section 3 hereof may be dispensed with: 1) as to any member of the board who at, or prior to the time the meeting convenes, files with the Board a written waiver of notice, or who is actually present at the meeting at the time it convenes; and 2) as to meetings called to deal with an emergency involving an injury or damage to persons or property, or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

Section 5. Open Meetings

All meetings of the Board shall be held and conducted in accordance with the Open Public Meeting Act RCW 42.30.010 et seq, (as now or hereafter amended) and special meetings must be called as provided herein. The Board may hold executive sessions to consider matters innumarated in RCW 42.30.110 or as otherwise provided by law and shall enter the cause therefor in its minutes.

Section 6. Proxies Prohibited

No Board member may vote on any Board business by proxy or by mail.

ARTICLE III

OFFICERS AND COMMITTEES

Section 1. Officers Designated

The officers of the Authority shall be a chairperson, vice chairperson, and secretary/treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2. Election, Qualifications, and Terms of Office

Each of the officers shall be elected by the Board from among its members. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board member commences for a two-year term and each officer shall hold office during this said two-year term and until his or her successor is elected. The first officers of the Board shall be elected by the Board at its organizational meeting.

Section 3. Powers and Duties

Chairperson. The chairperson shall exercise the usual executive powers pertaining to the office of chairperson. He or she shall be the chief executive officer of the Authority and shall preside at all meetings of the Board and shall schedule and develop the agendas of all Board meetings. He or she shall be the designated agent of the Authority to receive service of process. When authorized by the Board he or she shall have the power to sign and execute all deeds, contracts, or like instruments in the name of the Authority. All such instruments shall be effective, valid, and binding upon his or her signature alone, without the necessity of adding thereto the signature of any other officer or officers of the Authority unless Seattle Municipal Code 3.110 (as now or hereafter amended) requires otherwise or unless otherwise required by the Charter. The chairperson with the concurrence of the Secretary/Treasurer shall have the authority to endorse for transfer in blank or otherwise in any stocks, bonds, securities, or evidences of indebtedness owned or standing in the name of the Authority. He or she shall provide leadership to the Board and ensure that the Authority's activities are consistent with the Charter and these Rules and Regulations. He or she shall appoint the members of all Board committees. He or she will review annually the performance of the executive director and report on this review to the Board in executive session.

Vice Chairperson. The Vice Chairperson shall act in place of the Chairperson in the absence of the Chairperson or upon the disability or refusal of the Chairperson to act. The Vice Chairperson shall have such other duties as the Chairperson and Board shall designate.

Secretary/Treasurer. The Secretary/Treasurer shall be responsible for notices of all meetings of the Board, for keeping its minutes, for custody of the Authority's seal and records, for affixing the corporate seal and signing with the Chairperson of the Board such instruments as require the seal or the Secretary/Treasurer's signature. The Secretary/Treasurer shall have the care and custody of, and be responsible for, all funds and investments of the Authority, and shall cause regular books of account to be kept. He or she shall cause all funds and other valuable effects to be deposited in the name of

Authority in such depositories as may be required by law, or, if not required, as designated by the Board. The Secretary/Treasurer shall be responsible for drawing all checks and drafts and other financial instruments, but may delegate ministerial functions to the Executive Director. The Secretary/Treasurer shall submit to the Board each month for the Board's approval all vouchers to be paid in the coming month. In general, he or she shall perform all of the duties incident to the office of Secretary/Treasurer. The Secretary/Treasurer, together with any other officer of the Authority responsible for accounts and finances, shall file a fidelity bond in an amount determined by the Board before taking office, and may hold office only so long as such bond continues in effect.

Section 4. Removal

Provided that reasonable prior notice of the alleged reasons for dismissal is given to all Board members, a majority of the whole Board shall have the right to remove any officer from his/her office, but not, under this section, from his/her position on the Board, whenever in its judgment the best interests of the Authority will be served thereby.

Section 5. Vacancies

The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 6. Appointment of Committees

The Board may, by resolution, designate one or more committees.

ARTICLE IV

ADMINISTRATIVE PROVISIONS

Section 1. Fiscal Year

The Authority's fiscal year shall begin on January 1 and end on December 31.

Section 2. Amendment of Rules and Regulations

Subject to the provisions of Article XII, Section 2 of the Charter, these Rules and Regulations may be amended, altered, or repealed by the affirmative vote of a majority of the whole Board at any regular or special meeting of the Board.

Corporate Officials

Burke-Gilman Place Public Development Authority
Prospective Board Members

Mr. William Appel
6031 33rd Avenue N.E.
Seattle, Washington 98115
625-0650

Mr. Blair Bernson
3900 N.E. 38th Street
Seattle, Washington 98105
624-3470

Mr. Allen Dire
35512 41st Avenue S.
Auburn, Washington 98002
632-2827

Mr. Charles Kindt
7304 51st N.E.
Seattle, Washington 98115
284-5344

Mr. Kellogg Metcalf
4805 88th S.E.
Mercer Island, Washington 98040
324-3040

Mr. Eric Redman
3300 Lakewood Avenue S.
Seattle, Washington 98144
447-0900

Ms. Rita Ryder
2520 Warren Avenue N.
Seattle, Washington 98109
447-4851

Ms. Kate Webster
15369 Broom N.E.
Bainbridge Island, Washington 98110
842-4622 526-2001 (COHMC)

Ms. Judy Yorioka
4917 47th Avenue S.
Seattle, Washington 98118
623-1186

Financial Plan/Work Program

BURKE-GILMAN PLACE
Public Development Authority

Proposed Financial Plan

The Burke-Gilman Place Public Development Authority (PDA) has been conceived as an independent public body which will implement and manage the development of the City's adopted plan for Burke-Gilman Place. Financial self-sufficiency is a key to the PDA's independence.

The formation of the PDA at this time is critical for two reasons: First, the PDA must play a direct role in the financing strategy needed to assure project feasibility for the elderly and family housing. Second, the financing strategy and the PDA's land lease to Emerald Trails Associates must be in place before the U. S. Department of Housing and Urban Development will make a firm commitment to Section 8 housing assistance for the project. The firm commitment must be secured by September 25, 1983, to avoid cancellation of the Section 8 assistance.

As a result of this critical timing, the PDA does not yet have all the information needed to determine the amount of revenue which it will generate. One of the principal elements of the proposed development agreement between Emerald Trails Associates and the City is a land lease payment of \$255,000 which could be used to offset PDA operating expenses. This amount plus interest will be paid in one lump sum five years after the lease is signed. In addition, the following two revenue sources could supplement this payment to cover PDA expenses:

1. Fees for tax-exempt financing - amount undetermined; will depend on size of mortgage and interest rates;
2. Management and maintenance fees from users - amounts undetermined but will be prorated to all site users.

Although these three revenue sources combined may generate a significant amount, the PDA has deliberately kept its projected budget to a minimum. This budget and accompanying work program have been prepared for the period from September, 1983, through December, 1984. The budget anticipates initial startup costs for legal and accounting assistance, but proposes to limit staffing to one administrative assistant until late 1984, when construction on the site is almost complete. This assumes that the PDA will continue to receive its current level of assistance from City staff representing the Department of Community Development and the Office of Management and Budget. An executive director with expertise in property management would be hired just prior to occupancy of the elderly and family housing to enable the PDA to take a direct role in the management of the housing.

The City has determined the timing and amount of the land lease payment, a significant revenue source to the PDA. The PDA will not be able to define future revenue from other sources until after the financing for the housing is in place. For this reason, the PDA's

financial plan must propose an interim measure. Until the revenue generated by the development of Burke-Gilman Place is sufficient to cover the PDA's operating expenses, the PDA must borrow any annual short fall which may occur. These loans would be secured by the lump sum payment the PDA will receive from the developer after the fifth year of the lease.

Throughout the end of 1984, PDA revenues will be limited to a fee for securing tax-exempt financing and a small amount from management contracts for facilities already completed. Therefore, the PDA proposes to borrow \$60,000 in Community Development Block Grant funds to supplement this revenue through the end of 1984. This amount would be repaid to the City upon receipt of the lump sum payment from the developer after the fifth year of the lease.

7/29/83

BURKE-GELMAN PLACE

Public Development Authority (Prospective)

Proposed Budget
September, 1983 - December, 1984

Personal Services

Salaries	Executive Director (2 months)	\$ 6,200
	Admin. Assistant (16 months)	24,000
Benefits ¹	(15.73% + 2,670/employee)	8,755
		<u>\$ 38,955</u>

Supplies

Office Equipment ²		\$ 5,750
Operating		250
Repair and Maintenance		100
		<u>\$ 6,100</u>

Other Services & Charges

Rent (14 months @ \$350)		\$ 4,900
Professional Services	Legal ³	11,000
	CPA ⁴	9,500
Telephone ⁵		2,000
Postage		300
Advertising ⁶		600
Printing and Duplicating ⁷		1,000
Insurance		1,000
Miscellaneous		4,500
		<u>\$ 34,800</u>

TOTAL \$ 79,855

Footnotes

¹Benefits: based on City of Seattle benefit package; include FICA retirement (8%), death insurance, health, dental and unemployment.

²Equipment: assumes purchase of used equipment - 2 desks, 2 chairs, 1 4-drawer file cabinet, 1 personal computer, answering service, conference table, chairs

³Legal: includes review of charter, bylaws, tax-exempt finance package, land leases and management agreements, IRS Tax letter and development contracts

Footnotes (continued)

- ⁴CPA: includes annual audited financial statement, audit by Washington State, audit by HUD, and set up of accounting and financial file systems
- ⁵Telephone: installation plus two lines
- ⁶Advertising: notices for personnel and requests for proposal
- ⁷Printing and Duplicating: charges and copying an annual newsletter
- ⁸Insurance: \$10,000 Security Bond for Secretary/Treasurer;
\$1,000,000 liability for PDA Board including errors and omissions

BURKE-GILMAN PLACE

Public Development Authority (Prospective)

Proposed Work Program
August, 1983 - December, 1984

Objectives:

- A. To become the chartered organization authorized to implement and manage the Burke-Gilman Place Development.
- B. To design and provide a site-wide management and maintenance plan for the elderly and family housing and all common areas of the site.
- C. To achieve financial self-sufficiency using land lease revenues, user fees and tax-exempt financing activities.

<u>Activities</u>	<u>Completion Date</u>
1. Submit charter application	8/2/83
2. Begin review of tax-exempt financing strategy	8/15/83
3. City Council confirms PDA	9/6/83
4. First PDA organization meeting	9/6/83
5. PDA receives land title	9/12/83
6. Analyze alternative user-fee schedules	9/12/83
7. Advertise for, interview and select administrative assistant	9/20/83
8. Adopt user-fee schedule	9/26/83
9. Negotiate housing management contract with Emerald Trails	9/26/83
10. Enter into land leases with users	9/26/83
11. Implement tax-exempt financing strategy	10/15/83
12. Monitor construction activities	9/30/83-12/31/84
13. Establish office near site	10/15/83
14. Draft development plan for childcare center	12/83
15. Negotiate maintenance contract with Parks and Engineering Departments	1/84
16. Draft housing cooperative by-laws and articles of incorporation	5/84
17. Establish housing cooperative	6/84
18. Advertise for, interview and select housing and site-wide management firm	7/84
19. Review proposed housing co-op marketing program	8/84
20. Advertise for, interview and select executive director	11/84