

COMPTROLLER FILE No.

294065

REPORT OF COMMI

CHARTER of HISTORIC SEATTLE PDA

Honorable President:

Your

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

Filed May 28, 1985

Tim Hill, City Comptroller

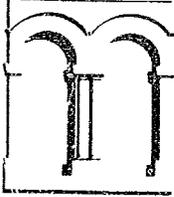
By Theresa Dunbar

Deputy

**ACTION OF THE COUNCIL**

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

REC'D OMB FEB 11 1985



# Historic Seattle

## Preservation and Development Authority

207 1/2 First Avenue South Seattle, Washington 98104 (206) 622-6952

February 8, 1985

Linda Gorton  
Office of Management and Budget  
City of Seattle  
300 Municipal Building  
Seattle, Washington 98104

Dear Linda:

Submitted herewith for approval by the Mayor and filing with the City Comptroller are duplicate copies of proposed amendments to the charter of Historic Seattle Preservation and Development Authority.

The amendments were adopted by Historic Seattle's Council on November 13, 1984 and the Historic Seattle Constituency concurred in the amendments at its meeting of January 29, 1984. Also enclosed is a copy of the charter amendments showing additions and deletions as distributed to the Council and Constituency and approved by them.

If you have any questions regarding these amendments please call me.

Yours truly,

  
Lawson A. Elliott  
Executive Director

LAE:ch

Enclosures

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CHARTER  
OF  
HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

ARTICLE I  
NAME AND SEAL

The name of this corporation shall be Historic Seattle Preservation and Development Authority (hereinafter the "Authority"). The Authority seal, as set forth below, shall be a circle with the name "HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY" inscribed therein.

ARTICLE II  
AUTHORITY AND LIMIT ON LIABILITY

Section 1. Authority.

The Authority is a public corporation organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730-.755, and Seattle Municipal Code Ch. 3.110.

Section 2. Limit on Liability.

All liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City of Seattle on account of any debts, obligations, or liabilities of the Authority.

Section 3. Mandatory Disclaimer.

The following 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 on all contracts, bonds, and other documents that may entail any debt or liability by the Authority.

The Historic Seattle Preservation and Development Authority is organized pursuant to Seattle Municipal Code (SMC) 3.110 and RCW 35.21.660, 35.21.670, and 35.21.730-.755. RCW 35.21.750 provides as follows: "All liabilities incurred by such public corporation, commission or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission, or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority."

ARTICLE III

DURATION

The duration of the Authority shall be perpetual.

ARTICLE IV

PURPOSES

The Authority shall be a legal entity through which citizens may participate in the fulfillment of the aims and objectives of Seattle Historical District Ordinances 98852 and 99846 and the Seattle Landmarks Preservation Ordinance 102229. The general

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purposes of the Authority shall be the preservation and enhancement of the historic heritage of the City of Seattle for the mutual pride and enjoyment of all citizens and the creation of a more livable environment within the historic areas of the city.

Employing the unique powers and capabilities conferred by state and city law, the Authority shall have the following specific purposes: restoration of historic structures; furtherance of increased understanding of the history and significance of the City of Seattle, its neighborhoods and districts; encouragement of a mix of residents representing all income levels; development of both residential and transient housing for low-, middle-, and upper-income levels; assistance to property owners in developing their holdings in keeping with the spirit and proper uses of Seattle's districts and neighborhoods; expansion of supportive services and businesses for residents and tenants; development of a balanced pattern of transportation and pedestrian areas; improvement of landscaping and open spaces in public areas; enhancement of cultural aspects and activities of all types, including visual and performing arts; promotion of quality levels of entertainment and recreation; stimulation of vocational training facilities; rejuvenation of the former vitality of Pioneer Square and other historic areas; and the creation of residential-commercial neighborhoods which will demonstrate the high standards of environment and the quality of life that can be achieved in a diversified urban situation. The cosmopolitan

neighborhoods thus created shall be guided by a sense of humanity, a respect for the aesthetic, and an appreciation of the past.

#### ARTICLE V

#### 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 without limitations, the power to:

1. Own and sell real and personal property;
2. Contract for any Authority purpose with the United States, a state, and any subdivision or agency of either, and with 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 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 state or any of its political subdivisions or agencies;

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 interests therein; grant or acquire options on real and personal property; 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 and applicable provisions of the Uniform Commercial Code and state law in such principal amounts as, in the discretion of the Council, shall be necessary or appropriate to provide sufficient funds for achieving any Authority purposes or to secure financial assistance, including matching funds from the United States, for corporate projects and activities;

14. Contract for, lease, and accept transfers, gifts or loans of funds or property from the United States, a state, and any political subdivision or agency of either, 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 therefor;

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15. Manage, on behalf of the United States, a state, and any political subdivision or agency of either, any property acquired by any such entity through gift, purchase, construction, lease, assignment, default or exercise of the power of eminent domain;

16. Recommend to appropriate governmental authorities public improvements and expenditures in the areas of the City in which the Authority, by its Charter, has a particular responsibility;

17. Recommend to the United States, a state, and any political subdivision or agency of either any property which, if committed or transferred to the Authority, would materially advance the public purpose for which the Authority is chartered;

18. Initiate, carry out, and complete such improvements of benefit to the public consistent with this Charter as the United States, a state, and any political subdivision or agency of either may request;

19. Recommend to the United States, a state, and any political subdivision or agency of either such tax, financing, and security measures as the Authority may deem appropriate to maximize the public interest in any area in which the Authority, by its 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;

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21. Provide advisory, consultative, training, educational, and community services or advice to individuals, associations, corporations or governmental agencies, with or without charge;
22. Control the use and disposition of Authority property, assets, and credit;
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;
25. Sponsor, lease, manage, construct, own, or otherwise participate in housing projects, where such activity furthers the public purpose for which the Authority is chartered;
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 Ch. 3.110, its Charter, and its Rules and Regulations; name Authority officials, designate agents, and engage employees, prescribing their duties, qualifications and compensation; and secure the services of consultants for professional services, technical assistance, or advice;
28. Identify and recommend to the United States, a state, and any political subdivision or agency of either, the acquisition by the appropriate governmental entity--for transfer to or

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use by the Authority--of property and property rights which, if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purposes for which the Authority is chartered; and

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

## ARTICLE VI

### 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 services, projects, and activities authorized by its Charter. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable as such to, the members of the Council, 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) Assist the Authority officials as members of a general class of persons to be assisted by the Council-approved project or activity to the same extent as other members of the class as long as no special privilege or treatment accrues to

such Authority official by reason of his or her status or position in the Authority;

(c) 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;

(d) 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 Council, 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; and

(e) Sell assets for a consideration greater than their reasonable market value or acquisition costs, charge more for services than the expense of providing them, or otherwise secure an increment in a transaction, or carry out any other transaction or activity, 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 services, projects, and activities as aforesaid;

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 contacting members of Congress, State legislators or City Council members for information and may 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 is chartered.

3. The Authority shall have no power of eminent domain nor 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 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 its corporate officials, or engage in business for private gain.

#### ARTICLE VII

##### COUNCIL

##### Section 1. Council Composition.

Management of all Authority affairs shall reside in the Council. The Council shall be composed of twelve (12) members selected as follows:

1. Within eighteen months of the issuance of this Charter, the initial Council as designated in the application for this Charter shall by resolution divide the members of the Council into four classes of three (3) members each (designated Class I, Class II, Class III, and Class IV).

2. At the regular meeting of the Council that coincides most closely with the second anniversary of the issuance of this Charter, the terms of those members of the Council that are in Class I shall expire, provided that they shall continue in office until their successors are selected and qualified as provided in the Rules and Regulations.

3. The Council vacancies created by the expiration of the term of the Class I members shall be filled with:

- (a) one member selected by the Constituency,
- (b) one member selected by the Mayor, and
- (c) one member selected by the Council.

4. The names of members elected by the Constituency, nominated by the Mayor, or selected by the Council shall be promptly submitted to the City Council for confirmation. Any such person whose name and supporting documentation have 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 Council member. No such person shall have or purport to have or exercise such powers and responsibilities until his or her name and all supporting documentation required by the City Council have been submitted to the City Council for confirmation.

5. This reappointment and confirmation procedure shall continue annually as to successive classes, so that at the regular meeting of the Council that coincides most closely with each anniversary of the issuance of this Charter, a new class of Council members shall take office; provided, however, that each person so selected shall hold office for the four-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 Council serving successive terms.

6. In addition to Intervention and Trusteeship, as provided in Seattle Municipal Code 3.110.440 and 3.110.450, respectively, if it is determined for any reason that any or all of the Council 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 voting Council members from office. The term of any Council 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 Council 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.

7. If a member appointed by the Mayor resigns, or becomes ineligible to serve or becomes unable to serve, the Council shall

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request that the Mayor appoint a new member to serve the balance of the unexpired term of such member.

Section 2. Council Concurrence Required.

General or particular authorization or concurrence of the Council by resolution shall be necessary for any of the following transactions:

1. 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;
2. The contracting of debts, issuance of notes, debentures or bonds, and the mortgaging or pledging of corporate assets to secure the same;
3. The donation of money, property or other assets belonging to the Authority;
4. An action by the Authority as a surety or guarantor;
5. 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, a state or the United States;
6. Any project or activity outside the limits of the City;

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7. Adoption of an annual budget and a separate capital budget, when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000);

8. Certification of annual reports and statements to be filed with the City Comptroller as true and correct in the opinion of the Council and of its members, except as noted;

9. Proposed amendments to the Charter and to the Rules and Regulations; and

10. Such other transactions, duties and responsibilities as the Charter shall repose in the Council or require Council participation by resolution.

Section 3. Council Concurrence and Quorum Defined.

"Council concurrence," as used in this Article, may be obtained at any regular or special Council meeting by an affirmative vote of a majority of the Council members voting on the issue, provided that such majority equals not less than one-third of the Council voting membership.

A quorum to commence a Council meeting shall be no fewer than a majority of the total voting membership. Voting membership means the total number of voting positions on the Council authorized by the Charter. The Rules and Regulations of the Authority may prescribe Council quorum restrictions which equal or exceed the quorum restrictions imposed in this Section 3. Council members present at a duly convened meeting may continue

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to transact business notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4. Council Review.

At least quarterly, the Council shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. When the operating budget is in excess of one million dollars (\$1,000,000), the Council shall also review on a quarterly basis balance sheets for the previous three months. The Council shall review all such information at regular meetings, the minutes of which shall specifically note such reviews, and include such information.

Section 5. Officers and Division 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. The initial officers of the Authority shall be the Chairman, Vice-Chairman, Secretary, and Treasurer of the Council. Additional officers may be provided for in the Rules and Regulations of the Authority. The Chairman shall be the agent of the Authority for service of process; the Rules and Regulations may designate additional corporate officials as agents to receive or initiate process. The corporate officers, who shall be selected from among the membership of the Council as provided in the Rules and Regulations, shall as provided in the Rules and Regulations manage the daily

affairs and operations of the Authority. The Council shall oversee the activities of the corporate officers, establish, and/or implement policy, participate in corporate activity in matters prescribed in Section 2 of this Article VII, and shall have stewardship for management and determination of all corporate affairs except as may be specifically reposed in the Constituency under Article VIII hereof.

Section 6. Executive Committee.

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

ARTICLE VIII

CONSTITUENCY

Section 1. Composition.

1. The Constituency of the Authority shall consist of its general membership, which shall be open to all persons sixteen years of age and over who shall pay dues established by the Authority in its Rules and Regulations. The Rules and Regulations shall provide for meetings of members, including notice, quorum and other provisions dealing with the membership.

2. For purposes of notice, the Constituency shall consist of members of record who have paid their dues, as provided in the Rules and Regulations.

Section 2. Constituency Concurrence Required.

The concurrence of the Constituency shall be required on the following matters:

1. Any proposed amendments to the Charter;
2. Any proposed amendments to the Rules and Regulations of the Authority if said amendment deals with matters which are within the power and responsibility of the Constituency as set forth in this section;
3. Proposed amendments of the provisions of the Rules and Regulations governing procedures for meetings of the Constituency;
4. Annually fixing the compensation of Council members, if any, and the nature and limit of expenses incurred by Council members that may be reimbursed;
5. Election or selection of an independent auditor;  
and
6. Appointment of one member to the class of the Council membership expiring each year, as provided herein.

Section 3. Constituency Concurrence Defined.

Constituency concurrence, as used herein, shall be defined in the Rules and Regulations, except that matters requiring Constituency concurrence, as provided in Article VIII, Section 2, shall require an affirmative vote representing two-thirds (2/3) of the constituents voting on the issue, and at least 20 percent of the Constituency if it comprises less than 100 persons. If

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the Constituency comprises 100 persons or more, an affirmative vote of at least 10 percent of the Constituency shall be required.

## ARTICLE IX

### MEETINGS

#### Section 1. Council Meetings.

1. The Council shall meet at least once a month.
2. Special meetings of the Council may be called as provided in the Rules and Regulations.
3. Any member of the Council, upon five (5) days' notice, may call a special meeting of the Council to consider matters appropriate to a regular meeting if twenty-five (25) days have elapsed since the previous Council meeting and no future meeting has been scheduled.

#### Section 2. Open Public Meetings.

All Council meetings, including executive, all other permanent and ad hoc committee meetings, and Constituency meetings shall be open to the public to the extent required by RCW 42.30.010 et seq. The Council and committees may hold executive sessions to consider matters enumerated in RCW 42.30.010 et seq. or privileged matters recognized by law, and shall enter the cause therefor in its official journal. Notice of meetings shall be given in a manner consistent with RCW 42.30.010 et seq. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it

in writing. At such meetings, any citizen shall have a reasonable opportunity to address the Council either orally or by written petition. Voting by telephone is not permitted.

Section 3. Parliamentary Authority.

The rules in Robert's Rules of Order (revised) shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order of the Authority set forth in the Rules and Regulations.

Section 4. Constituency Meetings.

1. A Constituency meeting open to all constituents of the Authority shall be held at least four (4) times each year with the date, time, and place to be selected by the Council. One of such Constituency meetings shall be denominated the annual meeting. The Rules and Regulations shall provide for the time of year and general location for meetings of the Constituency, including notice therefor. The Council or a committee thereof shall report to and receive comment from the Constituency at each quarterly meeting on matters upon which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.

2. If ninety (90) days have elapsed after the previous meeting and no meeting of the Constituency has been scheduled, any constituent or corporate official may call a special meeting to consider matters appropriate for a quarterly meeting

of the Constituency. Notice of such meeting shall be given pursuant to the Rules and Regulations and the expense of such notice shall be borne by the Authority.

3. Special meetings of the Constituency may be called by the Council or by petition of the constituents as provided by the Rules and Regulations.

Section 5. Minutes.

Copies of the minutes of all regular or special meetings of the Council shall be available to any person or organization that requests them. The minutes of all Council meetings shall include a record of individual votes on all matters requiring Council concurrence.

Section 6. Location of Public Meetings.

To the extent practicable, meetings of the Authority shall usually be held within the City of Seattle.

ARTICLE X

RULES AND REGULATIONS

The Council 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 Council. The Council may provide in the Rules and Regulations for all matters related to the governance of the Authority, including but not limited to matters referred to

elsewhere in the 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 Council and Constituency of the Authority;
3. Suspension or removal of Authority officials and conditions which would require such suspension or removal;
4. Any matters set forth in Seattle Municipal Code 3.110.140 not inconsistent with the Charter or not provided for herein;
5. Additional classes of membership.

#### ARTICLE XI

##### AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

##### Section 1. Proposals to Amend Charter or Rules and Regulations.

1. Proposals to amend the Charter or Rules and Regulations shall be presented in a format which strikes over material to be deleted and underlines new material.
2. Any Council member may introduce an amendment to the Charter at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given.
3. Any Council 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.

Section 2. Council Consideration of Proposed Amendments.

If notice of a proposed amendment to the Charter or to the Rules and Regulations, and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Council fifteen (15) days prior to any regular Council meeting or any special meeting of which thirty (30) days' advance notice has been given, then the Council may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not provided, the Council may not vote on the proposed amendment until the next regular Council meeting or special meeting of which thirty (30) days' advance notice has been given, provided that such notice and information is provided to Council members at least fifteen (15) days prior to such meeting. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 3. Vote Required for Amendments to Charter.

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

Section 4. 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 Council.

Section 5. Constituency Consideration of Proposed Amendment.

Notice, that a vote will be taken on a proposed amendment to the Charter or to provisions of the Rules and Regulations which require Constituency concurrence pursuant to Article VIII, § 2, shall be provided to constituents thirty (30) days prior to the Constituency meeting at which a vote will be taken. The text of the proposed amendment and a statement of its purpose and effect shall be provided to constituents fifteen (15) days prior to such meeting. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 6. Approval by Mayor.

After adoption of a proposed amendment to the Charter of the Authority, as set forth herein, by the Council and Constituency, the proposed amendment shall be filed in duplicate with the City Comptroller. The Mayor may approve or disapprove the proposed amendment. If the Mayor approves the proposed amendment, he or she shall cause to be issued duplicate originals of the revised Charter, each signed by the Mayor and bearing the City seal attested by the City Comptroller. One original shall be retained

by the City Comptroller as a public record and the other shall be delivered to the Authority.

Section 7. Effective Date of Amendments to the Charter.

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

Section 8. 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 Council and the Constituency (if affected by the amendment), and an earlier effective date be set.

ARTICLE XII

RECORDS AND REPORTING REQUIREMENTS

Section 1. Establishment and Maintenance of Office and Records.

The Authority shall:

1. Maintain a principal office within the limits of the City;
2. File and maintain current with the City Comptroller a listing of all officials, their positions, and their business and home addresses, their business and home phone numbers, the address of its principal office and all other offices used by it, and a current set of its Rules and Regulations; and

3. Maintain all Authority records in a manner consistent with the Preservation and Destruction of Public Records Act, RCW Chapter 40.14.

Section 2. Annual Report.

The Authority shall:

1. Within three (3) months of the end of its fiscal year, file an annual report with the Comptroller, the City Council, and the Mayor's designee containing a certified statement of assets and liabilities, income and expenditures, and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year and a separate capital budget when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000); a summary of projects and activities to be undertaken during the current year; a list of corporate officials and a list of officers bonded pursuant to Seattle Municipal Code 3.110.240(c); and

2. Within six (6) months of the end of its fiscal year, file an audited and Council-certified statement of assets and liabilities, income and expenditures, and changes in financial position.

Section 3. Public Records.

The public shall have access to records and information of the Authority to the same extent required by state law and City ordinance.

IT IS DUE TO THE QUALITY OF THE DOCUMENT.  
IT IS LESS CLEAR THAN HIS NOTICE

ARTICLE XIII

COMMENCEMENT

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

ARTICLE XIV

DISSOLUTION

Section 1. Dissolution.

Dissolution of the Authority shall be in the form and manner required by law, City ordinance, and the Rules and Regulations. Upon dissolution of the Authority and the winding up of its affairs, all of the rights, assets and property of the Authority shall pass to and be distributed according to the terms of the applicable grant agreements or covenants with the federal government, or agreements with donors, or other parties made at the time of acquisition, or to a qualified entity specified in Seattle Municipal Code 3.110.490.

Section 2. 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:

1. The name and principal office of the Authority;

2. 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;

3. Any pending litigation or contingent liabilities;

4. The Council resolution providing for such dissolution and the date(s) and proceedings leading toward its adoption, whenever the dissolution be voluntary; and

5. A list of persons to be notified upon completion of dissolution.

#### ARTICLE XV

#### MISCELLANEOUS

##### Section 1. Geographic Limitation.

The Authority may conduct activities outside the city of Seattle upon a determination by the Council that each such activity will further the purposes of the Authority but only in those areas of another jurisdiction whose governing body by agreement with the City consents thereto.

##### Section 2. Bonding.

The Treasurer of the Authority, and any other officials responsible for Authority accounts and finances shall file with the Authority fidelity bonds in an amount determined adequate and appropriate by the Council. Such officials may hold such positions only as long as such bonds continue in effect. The

Authority shall notify the Mayor in its annual report of the officials responsible for Authority funds, accounts and finances, the names of such officials and the amounts of the bonds prescribed for them and confirm that such bonds are currently in effect.

Section 3. Safeguarding of Funds.

Authority funds shall be deposited in a depository acceptable to the Mayor and be otherwise safeguarded pursuant to such instructions as the Mayor may from time to time issue.

Section 4. Insurance.

The Authority shall maintain in full force and effect public liability insurance in an amount 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 Authority, naming the City as an additional insured.

Section 5. 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 by April 15 file statements of economic interest as required under Seattle Municipal Code 3.110.570. The Council shall enforce the provisions of Seattle Municipal Code 3.110.580. Additionally, all final Council determinations under Seattle Municipal Code 3.110.580 shall be provided to the City

Board of Ethics for its information. The Board, in its discretion, may comment on any determination and provide its comments to the Council.

Section 6. Discrimination Prohibited.

1. As provided in Seattle Municipal Code 3.110.260, neither Council nor Constituency membership may 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 Council shall take steps to assure equality of employment opportunity as provided in the code.

2. Authority use of funds provided to it by the City after January 1, 1985, shall be subject to the requirements of Seattle Municipal Code Chapter 20.46 (Women's and Minority Business Utilization).

Section 7. Nonexclusive Charter.

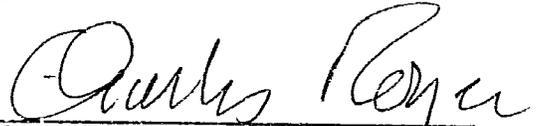
This Charter is nonexclusive and does not preclude the granting by the City of other charters to establish additional public corporations.

Section 8. Advisory Committees.

Creation of advisory committees and the powers and duties thereof may be provided for in the Rules and Regulations.

This revised charter reflects the charter as issued November 23, 1973 and amended on September 21, 1976, together with

amendments proposed by the Historic Seattle Preservation and  
Development Authority Council and Constituency and approved  
by me this \_\_\_\_ day of February, 1985.

  
\_\_\_\_\_

Mayor

Attest

  
\_\_\_\_\_

City Comptroller

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DEVELOPMENT AUTHORITY CHARTER

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CHARTER  
OF  
HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

ARTICLE I  
NAME AND SEAL

The name of this corporation shall be Historic Seattle Preservation and Development Authority (hereinafter the "Authority"). The Authority seal, as set forth below, shall be a circle with the name "HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY" inscribed therein.

ARTICLE II  
AUTHORITY AND LIMIT ON LIABILITY

Section 1. Authority.

The Authority is a public corporation organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730-.755, and Seattle Municipal Code Ch. 3.110.

Section 2. Limit on Liability.

All liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City of Seattle on account of any debts, obligations, or liabilities of the Authority.

Section 3. Mandatory Disclaimer.

The following 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 on all contracts, bonds, and other documents that may entail any debt or liability by the Authority.

The Historic Seattle Preservation and Development Authority is organized pursuant to Seattle Municipal Code (SMC) 3.110 and RCW 35.21.660, 35.21.670, and 35.21.730-.755. RCW 35.21.750 provides as follows: "All liabilities incurred by such public corporation, commission or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission, or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority."

ARTICLE III

DURATION

The duration of the Authority shall be perpetual.

ARTICLE IV

PURPOSES

The Authority shall be a legal entity through which citizens may participate in the fulfillment of the aims and objectives of Seattle Historical District Ordinances 98852 and 99846 and the Seattle Landmarks Preservation Ordinance 102229. The general

purposes of the Authority shall be the preservation and enhancement of the historic heritage of the City of Seattle for the mutual pride and enjoyment of all citizens and the creation of a more livable environment within the historic areas of the city.

Employing the unique powers and capabilities conferred by state and city law, the Authority shall have the following specific purposes: restoration of historic structures; furtherance of increased understanding of the history and significance of the City of Seattle, its neighborhoods and districts; encouragement of a mix of residents representing all income levels; development of both residential and transient housing for low-, middle-, and upper-income levels; assistance to property owners in developing their holdings in keeping with the spirit and proper uses of Seattle's districts and neighborhoods; expansion of supportive services and businesses for residents and tenants; development of a balanced pattern of transportation and pedestrian areas; improvement of landscaping and open spaces in public areas; enhancement of cultural aspects and activities of all types, including visual and performing arts; promotion of quality levels of entertainment and recreation; stimulation of vocational training facilities; rejuvenation of the former vitality of Pioneer Square and other historic areas; and the creation of residential-commercial neighborhoods which will demonstrate the high standards of environment and the quality of life that can be achieved in a diversified urban situation. The cosmopolitan

neighborhoods thus created shall be guided by a sense of humanity, a respect for the aesthetic, and an appreciation of the past.

## ARTICLE V

### 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 without limitations, the power to:

1. Own and sell real and personal property;
2. Contract for any Authority purpose with the United States, a state, and any subdivision or agency of either, and with 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 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 state or any of its political subdivisions or agencies;

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 interests therein; grant or acquire options on real and personal property; 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 and applicable provisions of the Uniform Commercial Code and state law in such principal amounts as, in the discretion of the Council, shall be necessary or appropriate to provide sufficient funds for achieving any Authority purposes or to secure financial assistance, including matching funds from the United States, for corporate projects and activities;

14. Contract for, lease, and accept transfers, gifts or loans of funds or property from the United States, a state, and any political subdivision or agency of either, 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 therefor;

15. Manage, on behalf of the United States, a state, and any political subdivision or agency of either, any property acquired by any such entity through gift, purchase, construction, lease, assignment, default or exercise of the power of eminent domain;

16. Recommend to appropriate governmental authorities public improvements and expenditures in the areas of the City in which the Authority, by its Charter, has a particular responsibility;

17. Recommend to the United States, a state, and any political subdivision or agency of either any property which, if committed or transferred to the Authority, would materially advance the public purpose for which the Authority is chartered;

18. Initiate, carry out, and complete such improvements of benefit to the public consistent with this Charter as the United States, a state, and any political subdivision or agency of either may request;

19. Recommend to the United States, a state, and any political subdivision or agency of either such tax, financing, and security measures as the Authority may deem appropriate to maximize the public interest in any area in which the Authority, by its 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;

21. Provide advisory, consultative, training, educational, and community services or advice to individuals, associations, corporations or governmental agencies, with or without charge;

22. Control the use and disposition of Authority property, assets, and credit;

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;

25. Sponsor, lease, manage, construct, own, or otherwise participate in housing projects, where such activity furthers the public purpose for which the Authority is chartered;

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 Ch. 3.110, its Charter, and its Rules and Regulations; name Authority officials, designate agents, and engage employees, prescribing their duties, qualifications and compensation; and secure the services of consultants for professional services, technical assistance, or advice;

28. Identify and recommend to the United States, a state, and any political subdivision or agency of either, the acquisition by the appropriate governmental entity--for transfer to or

use by the Authority--of property and property rights which, if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purposes for which the Authority is chartered; and

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

## ARTICLE VI

### 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 services, projects, and activities authorized by its Charter. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable as such to, the members of the Council, 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) Assist the Authority officials as members of a general class of persons to be assisted by the Council-approved project or activity to the same extent as other members of the class as long as no special privilege or treatment accrues to

such Authority official by reason of his or her status or position in the Authority;

(c) 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;

(d) 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 Council, 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; and

(e) Sell assets for a consideration greater than their reasonable market value or acquisition costs, charge more for services than the expense of providing them, or otherwise secure an increment in a transaction, or carry out any other transaction or activity, 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 services, projects, and activities as aforesaid;

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 contacting members of Congress, State legislators or City Council members for information and may 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 is chartered.

3. The Authority shall have no power of eminent domain nor 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 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 its corporate officials, or engage in business for private gain.

## ARTICLE VII

### COUNCIL

#### Section 1. Council Composition.

Management of all Authority affairs shall reside in the Council. The Council shall be composed of twelve (12) members selected as follows:

1. Within eighteen months of the issuance of this Charter, the initial Council as designated in the application for this Charter shall by resolution divide the members of the Council into four classes of three (3) members each (designated Class I, Class II, Class III, and Class IV).

2. At the regular meeting of the Council that coincides most closely with the second anniversary of the issuance of this Charter, the terms of those members of the Council that are in Class I shall expire, provided that they shall continue in office until their successors are selected and qualified as provided in the Rules and Regulations.

3. The Council vacancies created by the expiration of the term of the Class I members shall be filled with:

- (a) one member selected by the Constituency,
- (b) one member selected by the Mayor, and
- (c) one member selected by the Council.

4. The names of members elected by the Constituency, nominated by the Mayor, or selected by the Council shall be promptly submitted to the City Council for confirmation. Any such person whose name and supporting documentation have 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 Council member. No such person shall have or purport to have or exercise such powers and responsibilities until his or her name and all supporting documentation required by the City Council have been submitted to the City Council for confirmation.

5. This reappointment and confirmation procedure shall continue annually as to successive classes, so that at the regular meeting of the Council that coincides most closely with each anniversary of the issuance of this Charter, a new class of Council members shall take office; provided, however, that each person so selected shall hold office for the four-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 Council serving successive terms.

6. In addition to Intervention and Trusteeship, as provided in Seattle Municipal Code 3.110.440 and 3.110.450, respectively, if it is determined for any reason that any or all of the Council 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 voting Council members from office. The term of any Council 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 Council 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.

7. If a member appointed by the Mayor resigns, or becomes ineligible to serve or becomes unable to serve, the Council shall

request that the Mayor appoint a new member to serve the balance of the unexpired term of such member.

Section 2. Council Concurrence Required.

General or particular authorization or concurrence of the Council by resolution shall be necessary for any of the following transactions:

1. 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;
2. The contracting of debts, issuance of notes, debentures or bonds, and the mortgaging or pledging of corporate assets to secure the same;
3. The donation of money, property or other assets belonging to the Authority;
4. An action by the Authority as a surety or guarantor;
5. 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, a state or the United States;
6. Any project or activity outside the limits of the City;

7. Adoption of an annual budget and a separate capital budget, when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000);

8. Certification of annual reports and statements to be filed with the City Comptroller as true and correct in the opinion of the Council and of its members, except as noted;

9. Proposed amendments to the Charter and to the Rules and Regulations; and

10. Such other transactions, duties and responsibilities as the Charter shall repose in the Council or require Council participation by resolution.

Section 3. Council Concurrence and Quorum Defined.

"Council concurrence," as used in this Article, may be obtained at any regular or special Council meeting by an affirmative vote of a majority of the Council members voting on the issue, provided that such majority equals not less than one-third of the Council voting membership.

A quorum to commence a Council meeting shall be no fewer than a majority of the total voting membership. Voting membership means the total number of voting positions on the Council authorized by the Charter. The Rules and Regulations of the Authority may prescribe Council quorum restrictions which equal or exceed the quorum restrictions imposed in this Section 3. Council members present at a duly convened meeting may continue

to transact business notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4. Council Review.

At least quarterly, the Council shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. When the operating budget is in excess of one million dollars (\$1,000,000), the Council shall also review on a quarterly basis balance sheets for the previous three months. The Council shall review all such information at regular meetings, the minutes of which shall specifically note such reviews, and include such information.

Section 5. Officers and Division 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. The initial officers of the Authority shall be the Chairman, Vice-Chairman, Secretary, and Treasurer of the Council. Additional officers may be provided for in the Rules and Regulations of the Authority. The Chairman shall be the agent of the Authority for service of process; the Rules and Regulations may designate additional corporate officials as agents to receive or initiate process. The corporate officers, who shall be selected from among the membership of the Council as provided in the Rules and Regulations, shall as provided in the Rules and Regulations manage the daily

affairs and operations of the Authority. The Council shall oversee the activities of the corporate officers, establish, and/or implement policy, participate in corporate activity in matters prescribed in Section 2 of this Article VII, and shall have stewardship for management and determination of all corporate affairs except as may be specifically reposed in the Constituency under Article VIII hereof.

Section 6. Executive Committee.

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

ARTICLE VIII

CONSTITUENCY

Section 1. Composition.

1. The Constituency of the Authority shall consist of its general membership, which shall be open to all persons sixteen years of age and over who shall pay dues established by the Authority in its Rules and Regulations. The Rules and Regulations shall provide for meetings of members, including notice, quorum and other provisions dealing with the membership.

2. For purposes of notice, the Constituency shall consist of members of record who have paid their dues, as provided in the Rules and Regulations.

Section 2. Constituency Concurrence Required.

The concurrence of the Constituency shall be required on the following matters:

1. Any proposed amendments to the Charter;
  2. Any proposed amendments to the Rules and Regulations of the Authority if said amendment deals with matters which are within the power and responsibility of the Constituency as set forth in this section;
  3. Proposed amendments of the provisions of the Rules and Regulations governing procedures for meetings of the Constituency;
  4. Annually fixing the compensation of Council members, if any, and the nature and limit of expenses incurred by Council members that may be reimbursed;
  5. Election or selection of an independent auditor;
- and
6. Appointment of one member to the class of the Council membership expiring each year, as provided herein.

Section 3. Constituency Concurrence Defined.

Constituency concurrence, as used herein, shall be defined in the Rules and Regulations, except that matters requiring Constituency concurrence, as provided in Article VIII, Section 2, shall require an affirmative vote representing two-thirds (2/3) of the constituents voting on the issue, and at least 20 percent of the Constituency if it comprises less than 100 persons. If

the Constituency comprises 100 persons or more, an affirmative vote of at least 10 percent of the Constituency shall be required.

## ARTICLE IX

### MEETINGS

#### Section 1. Council Meetings.

1. The Council shall meet at least once a month.
2. Special meetings of the Council may be called as provided in the Rules and Regulations.
3. Any member of the Council, upon five (5) days' notice, may call a special meeting of the Council to consider matters appropriate to a regular meeting if twenty-five (25) days have elapsed since the previous Council meeting and no future meeting has been scheduled.

#### Section 2. Open Public Meetings.

All Council meetings, including executive, all other permanent and ad hoc committee meetings, and Constituency meetings shall be open to the public to the extent required by RCW 42.30.010 et seq. The Council and committees may hold executive sessions to consider matters enumerated in RCW 42.30.010 et seq. or privileged matters recognized by law, and shall enter the cause therefor in its official journal. Notice of meetings shall be given in a manner consistent with RCW 42.30.010 et seq. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it

in writing. At such meetings, any citizen shall have a reasonable opportunity to address the Council either orally or by written petition. Voting by telephone is not permitted.

Section 3. Parliamentary Authority.

The rules in Robert's Rules of Order (revised) shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order of the Authority set forth in the Rules and Regulations.

Section 4. Constituency Meetings.

1. A Constituency meeting open to all constituents of the Authority shall be held at least four (4) times each year with the date, time, and place to be selected by the Council. One of such Constituency meetings shall be denominated the annual meeting. The Rules and Regulations shall provide for the time of year and general location for meetings of the Constituency, including notice therefor. The Council or a committee thereof shall report to and receive comment from the Constituency at each quarterly meeting on matters upon which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.

2. If ninety (90) days have elapsed after the previous meeting and no meeting of the Constituency has been scheduled, any constituent or corporate official may call a special meeting to consider matters appropriate for a quarterly meeting

of the Constituency. Notice of such meeting shall be given pursuant to the Rules and Regulations and the expense of such notice shall be borne by the Authority.

3. Special meetings of the Constituency may be called by the Council or by petition of the constituents as provided by the Rules and Regulations.

Section 5. Minutes.

Copies of the minutes of all regular or special meetings of the Council shall be available to any person or organization that requests them. The minutes of all Council meetings shall include a record of individual votes on all matters requiring Council concurrence.

Section 6. Location of Public Meetings.

To the extent practicable, meetings of the Authority shall usually be held within the City of Seattle.

ARTICLE X

RULES AND REGULATIONS

The Council 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 Council. The Council may provide in the Rules and Regulations for all matters related to the governance of the Authority, including but not limited to matters referred to

elsewhere in the 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 Council and Constituency of the Authority;
3. Suspension or removal of Authority officials and conditions which would require such suspension or removal;
4. Any matters set forth in Seattle Municipal Code 3.110.140 not inconsistent with the Charter or not provided for herein;
5. Additional classes of membership.

#### ARTICLE XI

##### AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

##### Section 1. Proposals to Amend Charter or Rules and Regulations.

1. Proposals to amend the Charter or Rules and Regulations shall be presented in a format which strikes over material to be deleted and underlines new material.
2. Any Council member may introduce an amendment to the Charter at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given.
3. Any Council 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.

Section 2. Council Consideration of Proposed Amendments.

If notice of a proposed amendment to the Charter or to the Rules and Regulations, and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Council fifteen (15) days prior to any regular Council meeting or any special meeting of which thirty (30) days' advance notice has been given, then the Council may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not provided, the Council may not vote on the proposed amendment until the next regular Council meeting or special meeting of which thirty (30) days' advance notice has been given, provided that such notice and information is provided to Council members at least fifteen (15) days prior to such meeting. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 3. Vote Required for Amendments to Charter.

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

Section 4. 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 Council.

Section 5. Constituency Consideration of Proposed Amendment.

Notice, that a vote will be taken on a proposed amendment to the Charter or to provisions of the Rules and Regulations which require Constituency concurrence pursuant to Article VIII, § 2, shall be provided to constituents thirty (30) days prior to the Constituency meeting at which a vote will be taken. The text of the proposed amendment and a statement of its purpose and effect shall be provided to constituents fifteen (15) days prior to such meeting. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 6. Approval by Mayor.

After adoption of a proposed amendment to the Charter of the Authority, as set forth herein, by the Council and Constituency, the proposed amendment shall be filed in duplicate with the City Comptroller. The Mayor may approve or disapprove the proposed amendment. If the Mayor approves the proposed amendment, he or she shall cause to be issued duplicate originals of the revised Charter, each signed by the Mayor and bearing the City seal attested by the City Comptroller. One original shall be retained

by the City Comptroller as a public record and the other shall be delivered to the Authority.

Section 7. Effective Date of Amendments to the Charter.

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

Section 8. 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 Council and the Constituency (if affected by the amendment), and an earlier effective date be set.

ARTICLE XII

RECORDS AND REPORTING REQUIREMENTS

Section 1. Establishment and Maintenance of Office and Records.

The Authority shall:

1. Maintain a principal office within the limits of the City;
2. File and maintain current with the City Comptroller a listing of all officials, their positions, and their business and home addresses, their business and home phone numbers, the address of its principal office and all other offices used by it, and a current set of its Rules and Regulations; and

3. Maintain all Authority records in a manner consistent with the Preservation and Destruction of Public Records Act, RCW Chapter 40.14.

Section 2. Annual Report.

The Authority shall:

1. Within three (3) months of the end of its fiscal year, file an annual report with the Comptroller, the City Council, and the Mayor's designee containing a certified statement of assets and liabilities, income and expenditures, and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year and a separate capital budget when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000); a summary of projects and activities to be undertaken during the current year; a list of corporate officials and a list of officers bonded pursuant to Seattle Municipal Code 3.110.240(c); and

2. Within six (6) months of the end of its fiscal year, file an audited and Council-certified statement of assets and liabilities, income and expenditures, and changes in financial position.

Section 3. Public Records.

The public shall have access to records and information of the Authority to the same extent required by state law and City ordinance.

ARTICLE XIII

COMMENCEMENT

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

ARTICLE XIV

DISSOLUTION

Section 1. Dissolution.

Dissolution of the Authority shall be in the form and manner required by law, City ordinance, and the Rules and Regulations. Upon dissolution of the Authority and the winding up of its affairs, all of the rights, assets and property of the Authority shall pass to and be distributed according to the terms of the applicable grant agreements or covenants with the federal government, or agreements with donors, or other parties made at the time of acquisition, or to a qualified entity specified in Seattle Municipal Code 3.110.490.

Section 2. 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:

1. The name and principal office of the Authority;

2. 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;

3. Any pending litigation or contingent liabilities;

4. The Council resolution providing for such dissolution and the date(s) and proceedings leading toward its adoption, whenever the dissolution be voluntary; and

5. A list of persons to be notified upon completion of dissolution.

#### ARTICLE XV

#### MISCELLANEOUS

##### Section 1. Geographic Limitation.

The Authority may conduct activities outside the city of Seattle upon a determination by the Council that each such activity will further the purposes of the Authority but only in those areas of another jurisdiction whose governing body by agreement with the City consents thereto.

##### Section 2. Bonding.

The Treasurer of the Authority, and any other officials responsible for Authority accounts and finances shall file with the Authority fidelity bonds in an amount determined adequate and appropriate by the Council. Such officials may hold such positions only as long as such bonds continue in effect. The

Authority shall notify the Mayor in its annual report of the officials responsible for Authority funds, accounts and finances, the names of such officials and the amounts of the bonds prescribed for them and confirm that such bonds are currently in effect.

Section 3. Safeguarding of Funds.

Authority funds shall be deposited in a depository acceptable to the Mayor and be otherwise safeguarded pursuant to such instructions as the Mayor may from time to time issue.

Section 4. Insurance.

The Authority shall maintain in full force and effect public liability insurance in an amount 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 Authority, naming the City as an additional insured.

Section 5. 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 by April 15 file statements of economic interest as required under Seattle Municipal Code 3.110.570. The Council shall enforce the provisions of Seattle Municipal Code 3.110.580. Additionally, all final Council determinations under Seattle Municipal Code 3.110.580 shall be provided to the City

Board of Ethics for its information. The Board, in its discretion, may comment on any determination and provide its comments to the Council.

Section 6. Discrimination Prohibited.

1. As provided in Seattle Municipal Code 3.110.260, neither Council nor Constituency membership may 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 Council shall take steps to assure equality of employment opportunity as provided in the code.

2. Authority use of funds provided to it by the City after January 1, 1985, shall be subject to the requirements of Seattle Municipal Code Chapter 20.46 (Women's and Minority Business Utilization).

Section 7. Nonexclusive Charter.

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

Section 8. Advisory Committees.

Creation of advisory committees and the powers and duties thereof may be provided for in the Rules and Regulations.

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