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Ordinance No. 103387

AN ORDINANCE authorizing and providing for the establishment, organization and operations of public corporations to implement Chapter 37, Laws of 1974, First Extraordinary Session, specifying certain powers, authority and limitations providing for control and supervision by the City, preventing recourse to the assets, credit or services of the city on account of any debts, obligations, or liabilities of such public corporations and repealing Ordinance No. 100495.

CF-278502

Council Bill No. 95119

INTRODUCED: MAY 13 1974	BY: CHAPMAN MILLER & MR. PRESIDENT
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ORDINANCE

103387

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WHEREAS, Chapter 37, Laws of 1974, First Extraordinary Session

(43rd Leg. 3rd Extra Sess.) empowered the City to: (1) create public corporations, commissions, and authorities to improve governmental efficiency and services and general living conditions within the City, administer and execute federal grants and programs, and receive and administer federal funds; (2) limit the liability of said public corporations, commissions and authorities, in order to prevent recourse to the City's assets, credit or services; and (3) empower said public corporations, commissions and authorities to own and sell real and personal property; to contract with individuals, associations and corporations, and the state and the United States; to sue and be sued; to loan and borrow funds; transfer, with or without consideration, any funds, real or personal property, property interests, or services received from the federal government, private sources or, if other wise legal, from a city or county; to do anything a natural person may do; and to perform all manner and type of community services utilizing federal or private funds; and (4) specify purposes, organization, and activities; and

WHEREAS, the establishment of such public corporations, commissions, and authorities will improve governmental efficiency and services and general living conditions within the City; allow a character of community participation in appropriate

municipal projects and activities that are, in practical effect, restricted by the organizational structure of City government; expedite various projects and activities, and improve the overall performance of the City; and the establishment of such public corporations, commissions, and authorities will not impair but will effectuate the implementation of the City's powers and responsibilities under various federal programs. NOW, THEREFORE,

BE IT ORDAINED BY THE CITY OF SEATTLE AS FOLLOWS:

Section 1. AUTHORIZATION: The City of Seattle hereby authorizes the establishment and chartering of one or more public corporations, commissions and/or authorities (hereinafter "Public Corporations"), each as an independent legal entity, to: improve governmental efficiency and services and general living conditions within the City; administer and execute federal grants and programs, receive and administer federal funds; perform all manner and type of community services; provide and implement such municipal services and functions as the City Council may direct; and allow a character of community participation in appropriate municipal projects and activities that are, in practical effect, restricted by the organizational structure of City government, all as authorized by Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra Sess.).

Such public corporation shall have the power and authority described in Sections 4, 5 and 6 insofar as authorized by its charter; be limited by the restrictions and provisions set forth in Section 7; be organized in accordance with the process outlined in Sections 9, 10 and 11 and with the structure, purposes and organization provided for by Sections 14 through 35 and its charter; observe the constitutional limitations set forth in Sections 36 and 37; incur indebtedness as allowed by Section 42;

and shall be subject to the supervening conditions stated in Sections 44 through 46.

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 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.

Section 2. DEFINITIONS: As used in the ordinance, wherever italicized, the term:

"Bonds" shall mean any bonds, promissory notes, interim certificates, debentures, certificates of indebtedness or other obligations issued by the public corporation pursuant to its charter and this ordinance.

"Charter" shall mean the articles of organization of the public corporation irrespective of the name applied thereto and all amendments thereto.

"City" shall mean The City of Seattle.

"City Council" shall mean the legislative body of the City.

"Comptroller" shall mean the City Comptroller or a person authorized to act on his behalf; and in the event of reorganization of the office of City Comptroller, the successor official performing such duties or a person authorized to act on his behalf.

"Constituency" shall mean the class of persons entitled to participate (whether in a voting or advisory capacity) in the internal processes of the public corporation in accordance with its charter or rules and regulations. It includes but is not limited to such designations as the membership, the electorate,

the public, interested citizens, or residents within a district.

"Constituent" shall mean a member of the constituency.

"Corporate" shall refer or pertain to a public corporation.

"Corporate Office" shall mean an office or official person of the public corporation, irrespective of designation, but excludes membership positions of the council.

"Corporate Officer" shall mean an officer or official of the public corporation, irrespective of designation, but excludes members of the council that do not hold a corporate office.

"Corporate Official" shall mean an officer or official of the public corporation, irrespective of designation, and includes members of the council.

"Council" shall mean the group of persons vested with the management of the affairs of the public corporation, irrespective of the name by which such group is designated. It includes but is not limited to such designations as "Board of Directors," "Trustees," "Managers," "Directorate," "Commission," or "Council."

"Insolvent" - "Insolvency" means an inability of a public corporation to pay debts as they become due in the usual course of its affairs.

"Mayor" shall mean the Mayor of the City of Seattle.

"Public Corporation" shall mean a corporation, commission, or authority organized under this ordinance.

"Real Property" shall include all lands, including improvements and fixtures thereon and property of any nature appurtenant thereto, or used in connection therewith, and every estate, interest and right, legal or equitable, therein, including terms for years and liens by way of judgment, mortgage or otherwise and the indebtedness secured by such liens.

"Resolution" shall mean an action of the council with the quorum required in Section 33.

"Rules and Regulations" shall mean the code or codes of rules adopted for the regulation or management of the affairs of the public corporation irrespective of the name or names by which such rules and regulations are designated.

"State" (when used as a noun) shall mean the State of Washington.

Section 3. CORPORATE LIFE: The charter of the public corporation shall establish the character or term of its existence. The charter may provide:

- (a) The public corporation shall have perpetual existence;
- (b) The public corporation shall exist for a stated period of years, until a fixed expiration date, or during a set time period; or
- (c) The public corporation shall cease to exist upon the occurrence of certain events or upon an expiration date measured from such events; or

the charter may combine any term or condition set forth in subsection (b) with that set forth in subsection (c). Should the charter fail to set forth the character or term of the public corporation's existence, the existence of the public corporation shall expire five (5) years after the date of issuance of its charter.

Section 4. POWERS: Except as otherwise limited by the State Constitution, the City Charter, this ordinance, or by the charter of the public corporation, a public corporation shall, have the power to:

- (a) Own and sell real and personal property;
- (b) Contract and enter into partnership with individuals, associations and corporations, and the State and the United States;
- (c) Sue and be sued;
- (d) Lend and borrow funds;
- (e) Do anything a natural person may do;

- (f) Perform all manner and type of community services and activities utilizing federal or private funds;
- (g) Administer and execute federal grants and programs;
- (h) Receive and administer federal funds;
- (i) Provide and implement such municipal services and functions as the City Council and Mayor may by ordinance direct;
- (j) 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; and
- (k) Receive and administer private funds, goods or services for any lawful public purpose.

Section 5. POWERS SPECIFIED: Except as otherwise limited by the State Constitution, the City Charter, this ordinance, or the public corporation's charter, the powers granted a public corporation by Section 4 include but are not limited to the power to:

- (a) 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; and contract regarding the income or receipts from real property;
- (b) Issue negotiable bonds and notes in conformity with Section 42 of this ordinance and applicable provisions of the Uniform Commercial Code and State law in such principal amounts, as in the discretion of the public corporation, shall be necessary or appropriate to provide sufficient funds for achieving any corporate purposes or to secure financial assistance, including matching funds from the United States for corporate projects and activities;
- (c) 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;
- (d) Manage, on behalf of the City, any property acquired by the City through gift, purchase, construction, lease, assignment, default or exercise of the City's power of eminent domain;
 - (e) Recommend to the Mayor and City Council appropriate public improvements and expenditures in areas of the City in which a public corporation by its charter has a particular responsibility;
 - (f) Recommend to the Mayor and City Council any property which if committed or transferred to the public corporation would materially advance the public purpose for which the public corporation was chartered;
 - (g) Initiate, carry out and complete such improvements of benefit to the public as the Mayor and City Council may by ordinance assign;
 - (h) Recommend to the Mayor and City Council such tax, financing and security measures as the public corporation may deem appropriate to maximizing the public interest in any area in which a public corporation, by its charter, has a particular responsibility;
 - (i) Lend its funds, property or credit or services for corporate purposes, or act as a surety or guarantor for corporate purposes;
 - (j) Provide advisory, consultative, training, educational and community services or advice to individuals, associations, corporations, or governmental agencies, with or without charge;
 - (k) Control the use and disposition of corporate property, assets, and credit;

- (l) Invest and reinvest its funds;
- (m) Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred;
- (n) Sponsor, lease, manage, construct, own and lease or otherwise participate in housing projects where such activity furthers the public purpose for which the public corporation is chartered;
- (o) Maintain books and records as appropriate for the conduct of its affairs; and
- (p) Conduct corporate affairs, carry on its operations, and use its property as allowed by law and consistent with this ordinance, its charter and its rules and regulations; and to name corporate officials, designate agents and engage employees; prescribe their duties, qualifications and compensation; and secure the services of consultants for professional services, technical assistance or advice.

Section 6. ADDITIONAL POWERS: Except as otherwise limited by this ordinance or by its charter or by law, a public corporation shall have in addition to the powers enumerated above the power and authority:

- (a) To have a corporate seal and alter the same at pleasure;
- (b) To cease its activities and operations and surrender its charter through dissolution procedures provided in Section 48;
- (c) To exercise and enjoy such additional powers as may be authorized by law; and
- (d) To have and exercise all powers necessary or convenient to effect the purposes for which the public corporation was organized and to perform authorized corporate functions.

Section 7. LIMITATION OF POWERS: A public corporation organized under this ordinance shall have no power of eminent domain nor any power to levy taxes or special assessments.

No public corporation may incur or create any liability that permits recourse by any contracting party or member of the public to or upon any assets, services or credit of the City.

No funds, assets, or property of any public corporation 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 any public corporation 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 a public corporation may respond to requests by contacting 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 public corporation or its ability to carry out the purposes for which it is chartered.

Section 8. PURVIEW OF AFFAIRS: All funds, assets or credit of the public corporation shall be applied toward or expended upon municipal and community services and projects and activities authorized by its charter. A public corporation organized under this ordinance shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to corporate officials, or engage in business for profit.

The foregoing limitation does not preclude the following transactions or activities, and a public corporation, unless restricted by its charter, may:

- (a) Compensate corporate officials or constituents a reasonable amount for services rendered, reimburse reasonable expenses

actually incurred in performing their duties, and extend to the constituents derivative benefits or projects and activities accorded to the community generally or to members of community by criteria equally applied, and as appropriate in order to avoid unreasonably impeding attainment of widespread citizen participation in carrying out corporate projects and activities;

- (b) Assist corporate officials or constituents 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 or constituent by reason of his status or position in the public corporation;
- (c) Return to corporate officials or constituents fees, dues or service charges originally contributed by them and surplus to the purposes for which collected;
- (d) Defend any corporate official, or former corporate official (including employees) in any legal or administrative proceeding in which he is made a party by reason of his position or former corporate position, or at the public corporation's option, indemnify such corporate official or former corporate official for expenses actually and necessarily incurred by him in connection with such defense, except as to matters on which he shall be adjudged in such action or proceeding to be liable for an act or omission performed without capacity or power, or willful misconduct in the performance of duty; and
- (e) 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, or carry out any

other transaction or activity, as long as such gain is not the public corporation's general object or purpose and is applied to or expended upon municipal and community services and projects and activities as aforesaid.

Section 9. APPLICATION FOR CHARTER: To initiate proceedings to charter a public corporation under this ordinance, any person or group of persons shall apply in duplicate to the Comptroller therefor. The application shall set forth:

- (a) The proposed name of the public corporation;
- (b) The character or period of its duration;
- (c) The precise purposes or functions to be performed;
- (d) The charter requested;
- (e) The proposed initial rules and regulations;
- (f) The names and addresses of persons nominated as the initial corporate officials;
- (g) The funds and other assets necessary to undertake the activities or functions contemplated within the coming year; the anticipated sources of such funds and assets; and any other supporting data the applicants deem appropriate and necessary to evaluate their application; and
- (h) The name and address of each applicant.

The applicant(s) may amend, correct or supplement the application during review and processing thereof. No applicant shall be an official or employee of the City.

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. To allow for public inspection and review, at least thirty (30) days shall elapse between filing of an application and issuance of a charter.

Section 10. REVIEW OF APPLICATION: The Mayor's designee shall review all applications to determine the following matters, refer to the Mayor his findings, and make recommendations with respect to:

- (a) Whether chartering the public corporation will help to fulfill the purposes set forth in Section 1 of this ordinance and Chapter 37, Laws of 1974, First Extraordinary Session;
- (b) Whether the requested character or duration of the public corporation is reasonably necessary for the activities or functions to be performed;
- (c) Whether changes, revisions, or modifications should be made in the proposed charter or the proposed initial rules and regulations to comply with this ordinance, to encourage citizen participation, or to further the best interests of the City, all as a condition to approval of the application or issuance of the charter;
- (d) Whether the corporate officials nominated are qualified to hold such positions, dedicated to further the best interests of the program and purposes of the public corporation, and as a group have the necessary background and experience to conduct the affairs and operations contemplated by the public corporation;
- (e) Whether any funding described in the application will be made available; and
- (f) Whether the charter should issue as requested, or with changes, revision or modification, or upon certain conditions, restrictions or the occurrence of certain events; or whether the application should be denied.

Section 11. ISSUANCE OF CHARTER: The Mayor, in his discretion, shall issue a charter:

- (a) Upon his concurrence in affirmative findings and favorable recommendations by his designee; or
- (b) Upon acceptance by the applicants of changes, revisions, modifications, conditions, restrictions or contingencies suggested by the Mayor; or
- (c) Upon satisfactory resolution of differences between the applicant and the Mayor.

A charter establishing a public corporation shall be issued in duplicate originals, each signed by the Mayor and bearing the City seal attested by the Comptroller. One original shall be retained by the Comptroller and filed as a public record; and a duplicate original shall be delivered to the applicant(s). The Comptroller shall give notice of the issuance of the charter to the Secretary of State of this State and furnish a copy of the charter and this ordinance upon request therefor.

Section 12. EFFECT OF ISSUANCE OF CHARTER: The public corporation shall commence its existence effective upon filing of its charter as issued and attested, unless a different time be specified therein. Except as against the State or the City in a proceeding to cancel or revoke the charter, or to compel compliance with a representation made in the application, filing of an original charter and delivery of a duplicate original charter shall conclusively indicate that all conditions precedent have been fulfilled and that the public corporation has been established in compliance with the procedures of this ordinance.

Section 13. ORGANIZATIONAL MEETING: Upon issuance of the charter, the applicant(s) shall call an organizational meeting of the persons nominated as corporate officials in the application as approved within thirty (30) days, giving at least ten (10) days advance notice to each, unless waived in writing, provided the organizational meeting may be postponed to a more appropriate

time when the charter provides for a corporate existence contingent on certain events or occurrences or commencing at a future time. At such meeting, the council shall organize itself, may appoint interim officers and nonvoting members of the council to serve until the selection processes provided in or by charter be complied with, select the temporary place of business, and assist in organizing the constituency.

Section 14. CHARTER CONTENTS: The charter shall set forth the following:

- (a) The name of the public corporation and its corporate seal;
- (b) The character or period of duration of the public corporation as provided in Section 3;
- (c) This statement in a prominent place:

(name of public corporation) is organized pursuant to Ordinance _____ of The City of Seattle and Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.). Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.) 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 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."

- (d) The purpose and scope of activities of the public corporation;
- (e) The powers of the public corporation and any limitations thereon as provided in Sections 4, 5 and 6;
- (f) The structure or fundamental organization of the public corporation;

- (g) A division of duties within the corporate structure as provided in Section 19;
- (h) The powers and duties of the council;
- (i) The powers and duties of any constituency with advisory or voting rights;
- (j) The method of amending its rules and regulations or adopting another set: and
- (k) The method of proposing amendments to its charter to the Mayor.

The charter shall set forth the following matters in conformity with Sections 24 through 31 and 33 and 34, respectively, or, within stated guidelines, authorize the rules and regulations to define any or all of the following matters:

- (l) The corporate offices and tenure of officers: the number of positions, powers and duties and term of each corporate office; the manner of appointment, selection or election of office holders and the appointing, selecting or electing authority; performance of duties of the office upon illness, death, incapacity or absence of the corporate officer; the filling of vacancies; and any qualifications for the office and conditions upon exercising its powers;
- (m) The composition of the council: its size and numbers; the term and qualifications for member positions; the organization and powers of its positions; the manner of appointment, selection or election and the appointing, selecting or electing authority; council committees and duties; and the filling of vacancies;
- (n) The composition of the constituency, if any: its character, powers and voting rights; any division by classes and the powers of such classes; any referendum to or initiative by the constituency; eligibility of citizens to become a

constituent and the method of acquiring such status; participation by persons in limited capacities, such as honorary or advisory positions or status, affiliation, and the rights and powers of persons in such limited capacity; termination of constituent status;

- (o) The maintenance of corporate records and public access thereto;
- (p) Regular and special meetings of the council and notice requirements;
- (q) Regular and special meetings of any constituency and notice requirements;
- (r) The quorum of the council and of any constituency necessary to conduct affairs;
- (s) The method of voting and for representation of persons absent from meetings if allowed;
- (t) Suspension or removal of corporate officials from an office or position; and conditions which would require such suspension;
- (u) Any other provision pertaining to the internal affairs of the public corporation as deemed appropriate.

The provisions of the charter insofar as consistent with federal and State law and with this ordinance shall control the affairs and operations of the public corporation.

Section 15. LIMITS UPON NAME-SEAL: The corporate name shall not:

- (a) End with "incorporated," "company" or "corporation" or any abbreviation thereof or use the term "grange," "bank," "banking," "trust" or "savings" therein, or any combination of words that are restricted from its usage by State law; and
- (b) Adopt or appear deceptively similar to the name of any corporation, existing or organized under the laws of this

State or authorized to transact business or conduct affairs in this State, or a corporate name reserved or registered as permitted by the laws of this State.

The corporate seal shall carry the name of the public corporation.

Section 16. MANDATORY STATEMENT - RESERVATION: The City Council by resolution may amend the statement required by Section 14(c) from time to time to reflect any subsequent State legislation amending or supplementing Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.), or recodification of such sections, and such amendatory statement shall be attached as an amendment to the charter of the public corporation.

Section 17. SCOPE OF ACTIVITIES - CONSTRAINT: Whenever the laws of the State or of the United States or a City ordinance shall require a license or permit to undertake certain activities or perform an act, the public corporation, prior to undertaking the activity or performing the act, shall comply therewith to the same extent as any other agency, commission or board otherwise established by the City.

If authorized by its charter to do so, a public corporation may undertake projects and activities or perform acts outside the limits of the City only in those areas of another jurisdiction whose governing body by agreement with the City consents thereto.

Section 18. CORPORATE STRUCTURE - BASIC PATTERN: Power and responsibility within the corporate structure shall be distributed among the corporate officers, the council and any constituency.

The corporate officers shall manage the daily affairs and operations of the public corporation. If the charter so provides, corporate officers may be members of the council or as a commission comprise the council.

The council shall oversee the activities of corporate officers, establish and/or implement policy, and participate in

corporate activities as prescribed by the charter at least to the extent provided by Section 20 of this ordinance.

The charter shall establish a constituency with at least the powers set forth in Section 21(a) through (d) unless the Mayor expressly determines that a constituency with such powers would not be in the public interest and approves a charter without a constituency, or a charter amendment to abolish or modify it. A charter that does not provide for a constituency or that prescribes a constituency with advisory capacity only shall repose stewardship for management and determination of all corporate affairs in the council.

If a constituency be provided, the council or a committee thereof shall report to the constituency at a meeting held at least quarterly and receive such advice, counsel or directions as the charter shall designate.

Section 19. OFFICES, DIVISION OF DUTIES: A public corporation shall have two or more corporate officers. The same person shall not occupy both the chief executive office of the corporation and the office responsible for the custody of funds and maintenance of accounts and finances.

Unless the charter provides otherwise, the chief executive officer shall be the agent of the public corporation for service of process; the rules and regulations may designate additional corporate officials as agents to receive or initiate process.

Section 20. COUNCIL CONCURRENCE REQUIRED: General or particular authorization or concurrence of the council 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 less than one year;

- (b) The contracting of debts, issuances 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 public corporation;
- (d) An action by the public corporation as a surety or guarantor;
- (e) All transactions in which the consideration exchanged or received by the public corporation exceeds ten thousand dollars (\$10,000), the performance by the public corporation shall extend over a period of one year from the date of execution of an agreement therefor, or the public corporation assumes duties to the city, the State, or the United States;
- (f) Any project or activity outside the limits of the City;
- (g) Adoption of an annual budget;
- (h) Certification of annual reports and statements to be filed with the Comptroller as true and correct in the opinion of the council and of its members except as noted;
- (i) Proposed amendments to the charter; and
- (j) Such other transactions, duties and responsibilities as the charter shall repose in the council or require council participation by resolution.

Section 21. CONSTITUENCY CONCURRENCE REQUIRED: If the charter provides for a constituency with power to participate in determination of corporate policy in addition to advising, to vote upon corporate affairs or to elect some or all corporate officials, or to pass on action by referendum or commence action by initiative, then the concurrence of the constituency shall be necessary upon any of the following matters:

- (a) Proposed amendments to the charter;
- (b) Proposed amendments to the rules and regulations of the

public corporation on matters within the power and responsibility of the constituency;

- (c) Fixing the compensation of corporate officials and the nature and limit of expenses incurred by corporate officials that may be reimbursed, unless the charter sets the same;
- (d) The election or selection of an independent auditor; and
- (e) Such other matters as the charter may designate.

Section 22. RULES AND REGULATIONS: The rules and regulations shall be subordinate to and consistent with the charter; and may be altered, amended or repealed from time to time as the charter shall prescribe, and shall set forth such matters designated in Section 14, subsections (1) through (u), as the charter shall authorize. The rules and regulations contained in the application for the charter as approved by the Mayor shall be the initial rules and regulations of the public corporation.

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.

Section 23. PROPOSING CHARTER AMENDMENTS: A public corporation may propose to the Mayor that its charter be amended by resolution of its council passed by a procedure outlined in its charter and in conformity with Section 33 at a regular or special meeting of which thirty (30) days advance notice was given; and where concurrence of the constituency be required by the charter or by Section 21, by approval of the constituency through either written ballots by mail or a vote of constituents at a regular or special meeting at which consideration of the proposed amendment was scheduled and thirty (30) days advance notice given. Each method shall comply with procedures prescribed by the charter in accordance with Section 32.

Notice of a proposed charter amendment given to members of the council and to constituents shall set forth the proposed amendment and a statement of its purpose and effect.

Section 24. CORPORATE OFFICES AND OFFICERS: Corporate officers may be elected or appointed by the council, by the constituency, by a nomination-selection process of both the council and the constituency, by other persons or by any other process or combination of the above as the charter may set forth or as may be provided in the rules and regulations.

No term of office shall exceed four (4) years. Unless the charter so provides, indefinite terms conditioning tenure in office upon the continued confidence or pleasure of the council and/or constituency shall not be allowed.

The charter or the rules and regulations shall require that any official responsible for accounts and finances shall file a fidelity bond in an amount determined by the public corporation before taking office, and may hold the corporate office only as long as such a bond continues in effect.

Section 25. CODE OF ETHICS/CONFLICT OF INTEREST: Corporate officials and employees shall comply with the ethical standards prescribed for City officers and employees and refrain from actions prohibited for City officers and employees, respectively, by Ordinance 100435, as now enacted or as hereafter amended, supplemented, or superseded, and with ethical conduct/conflict of interest provisions of federal or State grants or contracts as the public corporation may accept from time to time.

No corporate official shall own or acquire any personal interest in any property, contract, or proposed contract or assume any obligations which would conflict with the performance of his official duties and responsibilities. This restriction shall be interpreted and applied in accordance with the following paragraph.

A corporate official may perform official duties and participate in corporate affairs or activities when:

- (a) The proposed action or activities of the public corporation would not affect him or her in a manner different in kind from that on the public or community generally, or when the corporate official is a member of a class of persons included in a service or assistance program and would be not affected in a manner different in kind from other members of the class; or
- (b) The charter or the rules and regulations repose responsibility with the council for an action that affects all council members in their official capacity alike; or
- (c) After disclosure of his or her personal interest, both the council and the City determine that the official's participation would further the public interest notwithstanding the personal interest disclosed.

In all other instances, any corporate official who may have a direct or indirect financial interest in any matter coming before the council, shall disclose to the council the nature and extent of such interest, and refrain from voting, participating in council deliberations as an official, or attempting to influence any other corporate official on the matter; and any corporate official shall disqualify himself from acting on any matter coming before him in the course of his duties in which he may have a direct or indirect financial interest.

Section 26. DISCRIMINATION PROHIBITED: Neither council membership 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; provided,

that council positions on a public corporation emphasizing Indian arts or culture or services and programs oriented toward American Indians may be filled by persons selected by organizations whose funding is substantially derived from public or private grants or federal appropriations available only to organizations controlled by American Indians.

To assure equality of employment opportunity, the public corporation:

- (a) Will not discriminate in employment because of age, race, color, creed, religion, sex, national origin, marital status, sexual orientation, or political ideology, or against a physically handicapped person capable of performing the work;
- (b) Will take affirmative action to ensure that applicants are employed, and that employees are treated during employment without regard to their age, race, color, religion, sex or national origin. This requirement shall apply to but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment activities; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The public corporation shall post in conspicuous places, available to employees and applicants for employment, notices setting forth the provisions of this nondiscrimination clause. The public corporation will, in all solicitations or advertisements for employees placed by or on behalf of the public corporation, state that all qualified applicants will receive consideration for employment without regard to age, race, color, religion, sex or national origin;
- (c) Will establish and maintain an affirmative action program to provide equality of employment opportunity and to over-

come the effects of past discrimination comparable to that maintained by the City for employment by City departments and agencies, which shall meet the requirements of Ordinance 101548 and be reviewed on a quarterly basis by the City's Department of Human Rights and/or its Office of Women's Rights, or successor agency(s), and secure its approval; provided, that public corporations employing fewer than four (4) persons shall not be required to comply with the reporting requirements of Ordinance 101548, as amended; provided, a public corporation emphasizing Indian arts or culture or services and programs oriented toward American Indians may give preference in employment to American Indians when a grant agreement with the United States of America or an Indian Tribe generating the employment so specifies.

In all housing projects and activities and in all housing related relocation activities, the public corporation shall take affirmative action to further the fair housing laws and regulations of the City.

Section 27. COMPOSITION OF THE COUNCIL: The council shall have three or more members. No term of a position on the council shall exceed four (4) years. If no duration of term be provided by the charter, the term of a position on the council shall be two (2) years.

All appointments to the council shall be confirmed by the City Council, provided that any 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 the full powers and responsibilities of a confirmed council member.

The charter may but need not establish different terms for various positions on the council; stagger the terms; require

special qualifications for certain positions; include corporate officers as ex-officio members or observers; select members by districts or from classes of persons or from community agencies; provide for election, selection, or appointment of all or some positions by the constituency, by other members of the council, or by other appointing authorities; and establish advisory or honorary positions without voting powers or with limited voting powers.

If the charter provides for council committees, the council by resolution may designate and appoint one or more committees consisting of at least three or more members to represent the council and may designate a committee of its membership to present quarterly reports to the constituency, so long as the number of the council's representatives attending and making the report to the constituency equal or exceed two (2) voting members when the voting membership of the council is five (5) or less, or the nearest integer to thirty percent (30%) of the council's voting membership when the council has six (6) or more voting members.

Section 28. COMPOSITION OF THE CONSTITUENCY: Insofar as such differences or provisions are related to the projects and activities to be undertaken by the public corporation, the charter may:

- (a) divide the constituency into classes by district or residence, by adult or minor, or other objective criteria, and assign differing powers or duties to each class;
- (b) confer on certain classes of constituents advisory capacity only, while other classes of constituents may vote on specific matters or have general voting powers; or
- (c) provide for limited membership in the constituency or establish dues or a membership fee.

The charter may provide for open participation; and the charter may provide for affiliation by persons not eligible or unwilling to assume status as a constituent.

Unless the charter provides otherwise, all residents of the City sixteen years of age or older shall be eligible for constituent status upon application; and each constituent shall have the same and equal rights and vote that every other constituent enjoys.

Constituency status shall be personal and may not be transferred by purchase or sale or assignment or by payment of any other consideration.

Section 29. RECORDS; ACCESS THERETO: A public corporation shall keep an official journal containing the minutes of proceedings at all meetings of the council and any meetings of any constituency and the resolutions of the council.

Any constituent, including persons in an advisory status, and corporate officials may examine the official journal; and any citizen shall have access to records and information of the public corporation to the same degree as a citizen enjoys to records and information of any agency of the City.

Section 30. MEETINGS OF THE COUNCIL: The council shall meet at least once per month or at a more frequent interval as provided in or by the charter; special meetings of the council may be called as provided by the charter or in the rules and regulations.

The council of a public corporation shall be the governing body of a public agency as defined in RCW 42.30.020 and all meetings of the council shall be held and conducted in accordance with RCW 42.30.010 et seq., and special meetings may be called as therein provided. In addition 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 council meeting has been scheduled.

All meetings shall be open to the public, except the council may hold an executive session to consider matters enumerated in RCW 42.30.010 et seq., and shall enter the cause therefor upon its official journal.

Any of the actions identified in Section 20(a) may be authorized by the council without a meeting upon the unanimous written concurrence thereto of all members of the council who are entitled to vote on the matter; and upon entry of such action together with the written concurrence upon the official journal the action shall have the force and effect as if taken at a meeting.

Section 31. MEETINGS OF ANY CONSTITUENCY: Meetings of the constituency shall be held at least once every calendar quarter or at more frequent intervals as provided in the charter. Special meetings of the constituency may be called by the council or by petition of the constituents as provided by the charter or the rules and regulations.

Notice of meeting, stating the place, day and hour, shall be mailed to constituents entitled to be present at least ten (10) days and not more than thirty (30) days before the meeting, provided, that if the constituency be the public-at-large or a class in excess of one hundred (100) persons, notice may be made by publication of notice for three (3) days in a newspaper of general circulation in the area together with posting in a prominent place in the public corporation's offices.

Any constituent or corporate official may call a special meeting of the constituency upon the notice aforesaid, with the

expense of notice to be borne by the public corporation, to consider matters appropriate to a quarterly meeting if ninety (90) days have elapsed after the previous meeting and no meeting of the constituency shall have been scheduled within thirty (30) days.

Section 32. MEETINGS - CITY PARTICIPATION: The failure to hold and conduct a regular meeting shall not work a forfeiture of dissolution of the public corporation, but upon notice from the Mayor or City Council, the public corporation shall promptly call and conduct a special meeting to consider matters appropriate to the regular meeting by-passed.

The Mayor and the City Council shall be given notice of any meetings of a constituency and entitled to appear in person or by representative.

Section 33. QUORUM: The charter or the rules and regulations pursuant thereto shall establish the quorum necessary for action by the council or constituency. Such quorum shall equal or exceed the following minimums:

- (a) Any resolution authorizing or approving an action described in Section 20, subsections (a) through (h), may only be passed by a vote representing both a majority of the council members voting on the issue and one-third of the council's voting membership; and
- (b) Proposed charter amendments shall require an affirmative vote representing two-thirds of the council members voting on the issue and a majority of the council's voting membership; and where the charter or Section 21 of this ordinance provide for concurrence of the constituency, such concurrence shall require an affirmative vote representing two-

thirds of the constituents voting on the issue and at least twenty per centum (20%) of any constituency comprising less than one hundred (100) persons.

Section 34. VOTING - REPRESENTATION: The charter or rules and regulations pursuant thereto shall provide for the manner of balloting and any representation of persons absent from meetings. For example, the charter may, but need not provide for or allow: balloting by mail; absentee ballots or written statements received by mail or delivery (before or after a meeting) to supplement balloting at a meeting; or voting as directed in a written proxy taking a position on a particular issue, candidacy, or nomination.

No proxy or voting trusts or pooling arrangements shall be allowed delegating to the holder discretion in casting a ballot or to act for a principal on undisclosed or general matters to be raised at a meeting of the council or of the constituency.

Section 35. TENURE IN OFFICE: A corporate official shall serve for the term designated and until his successor shall have been elected or appointed and qualified.

Any corporate official may be removed from any corporate office or position in such manner as the charter or rules and regulations pursuant thereto shall prescribe. Any position or corporate office may be abrogated or extinguished during an existing term. Upon removal from a corporate office or position or upon the abrogation or extinction thereof, such corporate official shall have no power of office, but the same shall be without prejudice to any vested contract right to compensation for services rendered or tendered.

Section 36. DEPOSIT OF PUBLIC FUNDS: All moneys belonging to or collected for the use of the public corporation coming into

the hands of any officer thereof, shall immediately be deposited with the treasurer or other legal depository to the credit of such public corporation for the benefit of the funds to which they belong.

Section 37. PRIVATE USE OF PUBLIC FUNDS PROHIBITED: The making of profit out of public money or using the same for any purpose not authorized by law by any officer having the possession or control thereof is prohibited.

Section 38. SAFEGUARDING OF FUNDS: The public corporation shall deposit all funds in a depository acceptable to the Mayor and otherwise safeguard such funds pursuant to such instructions as the Mayor may from time to time issue.

Section 39. ESTABLISHMENT AND MAINTENANCE OF OFFICE AND RECORDS: The public corporation 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) Place the statement set forth in Section 14(c) or as amended pursuant to Section 16 in a prominent location in its principal office and at all other offices where the public may readily see it; and print or stamp said statement on all contracts, bonds, and other documents that may entail any debt or liability by the public corporation; and
- (d) Establish and maintain such additional records as may be prescribed by the Mayor. Except as otherwise authorized by the Mayor, the public corporation shall retain such records for a period of three (3) years.

Section 40. REPORTS AND INFORMATION: The public corporation 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;
- (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 projects or activities of the public corporation.
- (c) Answer fully and within a reasonable time any written inquiries by appropriate City officials in the course of their duties about its finances, organization or activities.

Section 41. AUDITS AND INSPECTIONS: The public corporation shall, at any time during normal business hours and as often as the Mayor, the Comptroller or the State Auditor deem necessary, make available to the Mayor, the Comptroller and the State Auditor for examination all of its financial records, and will permit the Mayor, Comptroller and State Auditor to audit, examine and make excerpts or transcripts from such records, and to make audits of all contracts, invoices, materials, payrolls, records of personnel, conditions of employment and other data relating to all the aforesaid matters.

Section 42. BONDS AND NOTES: Bonds and notes issued by the public corporation may be secured by the full faith and credit of the public corporation or may be made payable solely out of certain revenues and receipts as may be designated in the proceedings under which the issuance of the bonds and notes are authorized. All bonds or notes shall carry in a prominent place thereof the statement set forth in Section 14(c) or as amended pursuant to Section 16. All bonds and notes or liabilities

occurring thereunder shall be satisfied exclusively from the assets or credit of such public corporation, and no creditor or other person shall have any recourse to the assets, credit or services of the City thereby, unless the City Council shall by resolution expressly guarantee such bonds or notes.

Bonds and notes of the public corporation may be sold at such price or prices, at public or private sale, in such manner and from time to time as may be determined by the public corporation. Bonds and notes may be made payable at such place or places whether within or without the State, may bear interest at such rate or rates, may be in such form and denominations and of such tenor and maturities, may be in bearer form or in registered form as to principal and interest or as to principal alone, reserve such rights to redeem at such price or prices and after such notice or notices and on such terms and conditions, all as the public corporation may determine and provide in the proceedings under which such bonds and notes shall be issued.

The public corporation may at the time of the issuance of such bonds and notes make such covenants with the purchasers and holders of said bonds and notes as it may deem necessary to secure and guarantee the payment of the principal thereof and the interest thereon, including but not limited to covenants to set aside adequate reserves to guarantee payment of principal and interest; to appoint a trustee or trustees to safeguard the expenditure of the proceeds of sale of such bonds and notes and/or to take possession and use or operate and manage corporate assets securing the bonds and notes in event of default or insolvency of the public corporation, with such powers as may be contained in any covenants relating to the bonds and notes; and to limit the amount, time and/or conditions under which additional bonds and notes may be issued or debts incurred.

The public corporation may pay expenses, premiums and commissions which it may deem necessary in connection with the issuance and sale of its bonds and notes and take such other actions or make such commitments as necessary or convenient in the issuance and servicing of such bonds and notes as are consistent with this ordinance although not enumerated herein.

Section 43. CHARTER AMENDMENT: A public corporation proposing an amendment to its charter after approval in accordance with Section 23 shall file the same in duplicate with the Comptroller. One proposed amendment shall be filed as a public record and the other forwarded to the Mayor's designee for review and recommendation thereon with attention to the criteria set forth in Section 10(b) and (c). The Mayor may approve the proposed amendment upon the recommendation of his designee or he may disapprove the same. A charter amendment proposed by a public corporation shall take effect and become a part of the charter upon the filing of the Mayor's approval with the Comptroller.

When required by law, each public corporation chartered pursuant to this ordinance shall propose to the Mayor an amendment to the public corporation's charter that will conform with said law. Constituency approval as provided in Section 23 shall not be required for any proposed charter amendment required by law.

Section 44. INTERVENTION: When authorized by resolution of the City Council after a public hearing held with notice to the public corporation the Mayor or City Council as provided in said resolution may intervene, and exercise such control over a public corporation as is necessary and appropriate to correct any deficiency and/or to assure that the purposes of a program undertaken may be reasonably accomplished, including directing affirmative action, when:

- (a) The council of the public corporation has requested such intervention by resolution;
- (b) The public corporation has failed to set forth the statement required by Section 39(c) and set forth in Section 14(c) in written contracts, bonds or other documents;
- (c) The public corporation has represented to the public or to creditors that recourse may be had to the assets, property or credit of the City on account of acts or omissions of the public corporation, unless such secondary or direct liability be in fact expressly assumed by the City Council;
- (d) The public corporation has failed to file an annual report as required by Section 40(a) after notice of such omission;
- (e) A deadlock has occurred in the council, or the membership of the council is insufficient to constitute a quorum for conduct of affairs so that the public corporation is unable to conduct its operations or perform its projects and activities;
- (f) The council has continuously failed to conduct meetings at least monthly; no quarterly or special meetings of the constituency have been held for a year; or the public corporation has neglected or refused to conduct a meeting after notice from the Mayor or City Council to do so pursuant to Section 32;
- (g) The council has unreasonably impaired public participation in the conduct of projects and activities or oppressed or hindered any constituency in its exercise of its powers and responsibilities;
- (h) The assets of the public corporation have been or are committed to be misapplied or wasted, or illegally expended;
or

- (i) The public corporation has committed or is about to commit a material violation of this ordinance or its charter.

The Mayor or City Council may take such actions as necessary to achieve the object of the intervention stated in the resolution of the City Council and make corrections or revisions ancillary thereto, and shall accomplish the purposes of the intervention as expeditiously as reasonable; corporate officers shall not be displaced nor the conduct of their duties impaired more than necessary to accomplish the purposes of the intervention and the intervention shall cease as soon as the objectives stated in the resolution and corrections ancillary thereto have been accomplished.

Section 45. TRUSTEESHIP: The City by resolution of the City Council after a public hearing held with notice to the public corporation may petition the Superior Court to impose a trusteeship over a public corporation organized pursuant to this ordinance and to appoint the trustees therefor under any of the following circumstances:

- (a) The council of the public corporation has requested the same by resolution;
- (b) The public corporation has filed a statement of dissolution preparatory to termination of its existence;
- (c) The public corporation becomes insolvent or otherwise unable to carry out its contractual obligations to creditors and other persons;
- (d) The charter was procured through fraud or misrepresentation of any material matter that has an effect upon the projects or activities to be undertaken;
- (e) The public corporation has filed an annual report with the Comptroller that is false or deceptively misleading on a material matter;

- (f) The public corporation is incompetent or ineligible to carry out the public purposes for which it was chartered;
- (g) The public corporation has misused, abused, or continuously exceeded the power or authority conferred by this ordinance or its charter, or committed repeated violations of this ordinance or its charter; or
- (h) The assets of the public corporation have been or are committed to be misapplied or wasted, or illegally expended, or a material violation of this ordinance has been committed or is about to be committed, and the City Council determines that intervention as provided in Section 44 would not be feasible under the circumstances.

The trustees appointed by the Superior Court shall take such actions as necessary during the trusteeship to achieve the object thereof as reasonable. The trustees shall have the power and authority to reorganize the public corporation and amend its charter and/or its rules and regulations; suspend and/or remove corporate officials, and manage the assets and affairs of the public corporation; and exercise any and all corporate powers as necessary or appropriate to fulfill outstanding agreements, to restore the capability of the public corporation to perform the functions and activities for which it was chartered, to reinstate its credit or credibility with its creditors or obligees; and, if so authorized by the Superior Court, to oversee its dissolution.

Section 46. TERMINATION: The existence of the public corporation may be terminated by resolution of the City Council at or after a public hearing, held with notice to the public corporation and affording it a reasonable opportunity to be heard and present evidence, under any of the following circumstances:

- (a) The council of the public corporation has requested the same by resolution;

- (b) The public corporation has discontinued its projects and activities for which chartered or remained inactive for a period of six (6) months in succession;
- (c) A judgment of a court of competent jurisdiction shall have become final, which judgment annuls the existence of the public corporation, or prohibits it from conducting all or the major portion of the activities for which chartered or permits recourse by creditors of the public corporation or other persons to the assets, property or credit of the City on account of any debts, obligations or liabilities of the public corporation;
- (d) Any one or more of the circumstances for imposition of a trusteeship stated in Section 45(c) through (h) inclusive, together with an affirmative finding by the City Council that a trusteeship would not be feasible under the circumstances or could not attain its objective; and that termination is warranted;
- (e) Repeal of Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra Sess.), or amendment thereof or supplementary legislation thereto which singularly or cumulatively restricts all or the major portion of the activities for which the public corporation was chartered or permits recourse by creditors of the public corporation or other persons to the assets, property or credit of the City on account of any debts, obligations, or liabilities of such public corporation; or
- (f) Continuous trusteeship of the public corporation for one year, or the imposition of a trusteeship for whatever cause(s) three (3) times in any one year period.

Subject to any limitations that may be imposed by the judgment of a court of competent jurisdiction, provision shall be made in any

termination of the public corporation's existence for causes designated above for payment of any obligations, bonds, notes or other contracts of indebtedness from the rights and assets of the public corporation so that such bonds and contracts be not impaired.

Section 47. DISSOLUTION; STATEMENT: Upon enactment of a resolution by the City Council for dissolution of the public corporation or by the public corporation for its own dissolution other than for purposes of merger or reorganization in a plan approved by the Mayor, the public corporation shall file a dissolution statement signed by its chief executive officer setting forth:

- (a) The name and principal office of the public corporation;
- (b) The debts, obligations and liabilities of the public corporation, 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 council 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.

The Mayor shall review the statement filed and oversee the dissolution to protect the public interest and prevent impairment of obligation, or if so authorized by law, authorize or initiate proceedings in the Superior Court for the appointment and supervision of a Receiver for such purposes. Upon satisfactory completion of dissolution proceedings, the Mayor shall indicate such dissolution by inscription of "charter cancelled" on the original

charter of the public corporation, on file with the Comptroller and, when available, on the duplicate original of the public corporation, and the existence of the public corporation shall cease. The Comptroller shall give notice thereof to the Secretary of State of this State and other persons requested by the public corporation in its dissolution statement.

Section 48. MERGER WITH PUBLIC CORPORATION: An application by a public corporation to merge with or into another public corporation organized under this ordinance shall be processed in the same manner as a charter amendment by the public corporation and as an application for charter in accordance with Sections 9 and 10; and approval by the Mayor shall authorize the merger. In the event of such a merger, all of the rights, assets and property of the public corporation shall vest in the surviving public corporation or successor public corporation.

Section 49. TERMINATION - DISPOSITION OF ASSETS: Upon termination of the existence of a public corporation, all of the rights, assets and property of the public corporation shall pass to and be distributed as provided by agreements with donors or other parties at the time of acquisition of the property regarding its disposition. Subject thereto, all of the rights, assets and property of a public corporation shall be tendered to the entity first listed below and, if not applicable or not accepted, to the next listed entity in succession:

- (a) To the surviving or successor public corporation in event of merger as provided in Section 48;
- (b) To the City;
- (c) To some other local municipal corporation that performs similar activities or functions for which the assets were acquired or are devoted;

- (d) To the State of Washington for use in or application upon projects and activities or functions for which the assets were acquired or are devoted;
- (e) To the United States, any of its departments or agencies; a public authority created by the United States; or an organization acting as an authorized agent of the United States;
- (f) To a corporate fiduciary or other trustee, in trust for or use under the direction of any of the aforesaid entities for the purposes, projects and activities for which the assets were acquired or devoted;
- (g) To nonprofit organizations performing community service, charitable or educational activities similar to the projects and activities for which the assets were acquired; provided the City Council may in its discretion by resolution with respect to any particular dissolution:
- (1) Authorize the Mayor for and on behalf of the City to contract with the public corporation for the disposition of its rights, assets and property, and thereby designate the recipient and the terms and purposes of the transfer of assets and property; and
 - (2) Establish procedures and terms and conditions for transfer and acceptance of the rights, assets and property of the public corporation to any of the aforesaid entities; and
 - (3) Request some or all of the aforesaid eligible entities identified in subsections (b) through (e) to submit applications for transfer of such rights, assets and property of the public corporation setting forth the proposed uses thereof, and accept the application and contract with the entity or organization that would make the most appropriate use of such rights, assets and property in performing the projects and activities for which the public corporation was chartered.

All rights, property and assets of the public corporation upon transfer shall be vested in the entity receiving and accepting the same, together with any appurtenant obligations and liabilities.

Section 50. INSURANCE: Each public corporation chartered pursuant to this ordinance 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 City, naming the City as an additional insured.

Section 51. UNAUTHORIZED REPRESENTATION: All persons who assume to act for the public corporation without authority to do so shall be jointly and severally liable for the debts and liabilities incurred or arising as a result thereof.

Section 52. ANCILLARY AUTHORITY: The Mayor and Comptroller are hereby granted all such power and authority as reasonably necessary or convenient to enable them to administer this ordinance efficiently and to perform the duties herein imposed.

Section 53. CONSTRUCTION: This ordinance shall be liberally construed so as to effectuate its purposes and the purposes of Chapter 37, Laws of 1974, 1st Extraordinary Session.

Section 54. WAIVER: When requested by a public corporation in order to secure or carry out federal grants or programs, the City may waive compliance by the public corporation with any particular provision of this ordinance, other than sections 1, 17, 14(c), 16, 36-38, 39(c), 42, 44(b), (c), (h), and 45, which may be inconsistent with the terms and conditions of the federal grant or program insofar as necessary to enable the public corporation to secure and carry out such grant or program.

Section 55. SEVERABILITY: In the event a court of competent

jurisdiction shall adjudge any clause, sentence or paragraph or section of this ordinance to be invalid or unconstitutional, such judgment or decree shall not affect, invalidate or impair the remainder thereof as long as the intent or purpose of such clause, sentence, paragraph or section has not been altered or frustrated thereby; and as long as no recourse is permitted to the assets, credit or services of the City on account of the acts or omissions of the public corporation or of any debts, obligations, or liabilities of such public corporation, the effect of such judgment or decree shall be confined to the clause, sentence, paragraph, section or part of this ordinance so adjudged to be invalid or unconstitutional.

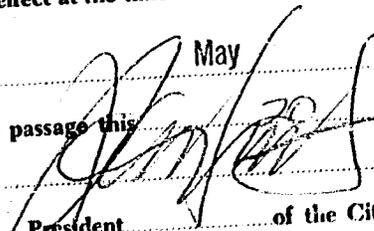
Section 56. RATIFICATION OF EXISTING PUBLIC CORPORATIONS: Any public corporation previously chartered pursuant to Seattle Ordinance 100495 shall, to the extent of its charter, have all the powers and privileges prescribed in this ordinance; provided that any such corporation must comply with and conform to the provisions of this ordinance on or before June 30, 1974; provided, however, that constituency concurrence is not necessary for any charter amendments directed by this ordinance. Any public corporation that has not so complied and conformed by January 1, 1975, shall be immediately subject to trusteeship and termination pursuant to Sections 45 and 46 of this ordinance, provided, however, that the Mayor may grant any previously chartered public corporation up to ninety (90) additional days beyond January 1, 1975, to conform to and comply with this ordinance.

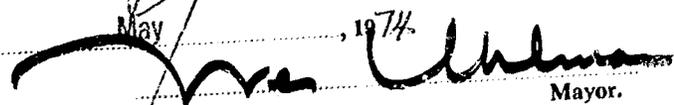
Voluntary acceptance by an existing public corporation, of the provisions of this ordinance shall be accomplished by the filing of an amended charter, if necessary, complying with the provisions of this ordinance and by filing a voluntary acceptance statement with the Comptroller.

Any public corporation chartered pursuant to Ordinance No. 100495 which has filed a statement with the Comptroller accepting and agreeing to comply with the provisions of this ordinance shall thereafter be governed by its provisions and relieved from further compliance with Ordinance No. 100495, except as to duties and obligations to the United States arising from acceptance or use of moneys made available pursuant to the Demonstration Cities and Metropolitan Development Act of 1966, as amended, or supplemental funding, provided that application of the terms and provisions of this ordinance shall not impair the rights of or obligations to creditors of the public corporation.

Section 57. ORDINANCE 100495 REPEALED: Ordinance 100495 is hereby repealed effective March 1, 1975.

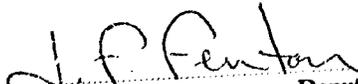
Section..... This ordinance shall take effect and be in force thirty days from and after its passage and approval, if approved by the Mayor; otherwise it shall take effect at the time it shall become a law under the provisions of the city charter.

Passed by the City Council the 20 day of May, 1974
and signed by me in open session in authentication of its passage this 20 day of May, 1974

President of the City Council.

Approved by me this 24 day of May, 1974

Mayor.

Filed by me this 24 day of May, 1974.

Attest: 
City Comptroller and City Clerk.

By: 
Deputy Clerk.

(SEAL)

Published.....

Affidavit of Publication

STATE OF WASHINGTON, KING COUNTY--SS.

The undersigned, on oath states that he is an authorized representative of The Daily Journal of Commerce, a daily newspaper, which newspaper is a legal newspaper of general circulation and it is now and has been for more than six months prior to the date of publication hereinafter referred to, published in the English language continuously as a daily newspaper in Seattle King County, Washington, and it is now and during all of said time was printed in an office maintained at the aforesaid place of publication of this newspaper. The Daily Journal of Commerce was on the 12th day of June, 1941, approved as a legal newspaper by the Superior Court of King County.

The notice in the exact form annexed, was published in regular issues of The Daily Journal of Commerce, which was regularly distributed to its subscribers during the below stated period. The annexed notice, a.....

ORDINANCE NO 103387

was published on May 28, 1974

[Signature]

Subscribed and sworn to before me on

May 28, 1974

[Signature]
Notary Public for the State of Washington,
residing in Seattle.

ably necessary for the activities or functions to be performed;

(c) Whether changes, revisions, or modifications shown made in the proposed CHARTER or the proposed RULES AND REGULATIONS to comply with this ordinance, to encourage citizen participation, to further the interests of the CITY, all as a condition to approval of application or issuance of CHARTER;

(d) Whether the CORPORATE OFFICIALS nominated qualified to hold such positions, dedicated to further the best interests of the public and purposes of the PUBLIC CORPORATION, and a group have the necessary background and experience to conduct the affairs and operations contemplated by the PUBLIC CORPORATION;

(e) Whether any funding desired in the application will be made available; and

(f) Whether the CHARTER would issue as requested, or if changes, revision or modification or upon certain conditions, restrictions or the occurrence of certain events; or whether the application should be denied.

Section 11. ISSUANCE OF CHARTER: The MAYOR, in his discretion, shall issue a CHARTER:

(1) Upon his concurrence in tentative findings and favorable recommendations by his council; or

(2) Upon acceptance by the council of changes, revisions, modifications, conditions, restrictions or contingencies suggested by the MAYOR; or

(3) Upon satisfactory resolution of differences between applicant and the MAYOR.

A CHARTER establishing a PUBLIC CORPORATION shall be in duplicate originals, each filed by the MAYOR and bear the CITY seal attested by the TROLLER. One original shall be retained by the TROLLER and filed as a public record; and a duplicate original shall be delivered to the applicant. The COMPTROLLER shall give notice of the issuance of a CHARTER to the Secretary of State of this STATE and a copy of the CHARTER and its ordinance upon request.

Section 12. EFFECT OF ISSUANCE OF CHARTER: The PUBLIC CORPORATION shall exist from its existence effective upon its CHARTER as issued and tested, unless a different date is specified therein. Except in a proceeding to cancel or to annul the CHARTER, or to annul compliance with a requirement made in the application of an original CHARTER and delivery of a duplicate original CHARTER shall conclusively indicate that all conditions precedent have been fulfilled and that the PUBLIC CORPORATION has been established in compliance with the procedures of this ordinance.

Section 13. ORGANIZATIONAL MEETING: Upon issuance of the CHARTER, the applicant(s) shall call an organizational meeting of the persons nominated as CORPORATE OFFICIALS in the application as approved within thirty (30) days, giving at least ten (10) days advance notice in writing, unless waived in writing, provided the organizational meeting may be postponed to a more appropriate time when the CHARTER provides for a CORPORATE existence contingent on certain events or occurrences or commencing at a future time. At such meeting, the COUNCIL shall organize itself, may appoint interim OFFICIALS and nonvoting members of the COUNCIL to serve until the selection processes provided in or by CHARTER be complied with, select the temporary place of business, and assist in organizing the CORPORATION.

Section 14. CHARTER CONSTRUCTION: The CHARTER shall be

authorities (hereinafter "Public Corporations"), each as an independent legal entity, to improve governmental efficiency and services and general living conditions within the City; administer and execute federal grants and programs; receive in all manner and type of community services; provide and implement such municipal services and functions as the City Council may direct; and allow a character of community participation in appropriate municipal projects and activities that are, in practical effect, restricted by the organizational structure of City government, all as authorized by Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra Sess.).

Such PUBLIC CORPORATION shall have the power and authority described in Sections 4, 5 and 6 insofar as authorized by its CHARTER; be limited by the restrictions and provisions set forth in Section 7; be organized in accordance with the process outlined in Sections 9, 10 and 11 and with the structure, purposes and organization provided for by Sections 14 through 35 and its CHARTER; observe the constitu-

(b) Receive and administer federal funds;

(1) Provide and implement such municipal services and functions as the CITY COUNCIL and MAYOR may by ordinance direct; and

(2) 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.

Section 5. POWERS SPECIFIED: Except as otherwise limited by the STATE Constitution, the CITY Charter, this ordinance, or the PUBLIC CORPORATION'S CHARTER, the powers granted a PUBLIC CORPORATION by Section 4 include but are not limited to the power to:

(a) 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; and contract regarding the income or receipts from REAL PROPERTY;

tion of activities, and a PUBLIC CORPORATION, unless restricted by its CHARTER, may:

(a) Compensate CORPORATE OFFICIALS or CONSTITUENTS a reasonable amount for services rendered, reimburse reasonable expenses actually incurred in performing their duties, and extend to the CONSTITUENTS derivative benefits or projects and activities accorded to the community generally or to members of community by criteria actually applied, and as appropriate in order to avoid unreasonably impeding attainment of widespread citizen participation in carrying out CORPORATE projects and activities;

(b) Assist CORPORATE OFFICIALS or CONSTITUENTS 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 OFFICIALS or CONSTITUENTS by reason of his status or position in the PUBLIC CORPORATION;

(c) Return to CORPORATE OFFICIALS or CONSTITUENTS

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SPONSORSHIP

THE ATTACHED DOCUMENT IS SPONSORED FOR FILING WITH THE CITY COUNCIL BY THE MEMBER(S) OF THE CITY COUNCIL WHOSE SIGNATURE(S) ARE SHOWN BELOW:

John R. Miller

[Signature]

[Signature]

FOR CITY COUNCIL PRESIDENT USE ONLY

COMMITTEE(S) REFERRED TO:

Panel

[Signature]

PRESIDENT'S SIGNATURE

C S. 20.28

Ord.# 103387

LOWELL K. HALVERSON
SIDNEY J. STRONG
EUGENE M. MOEN
PAUL W. CHEMNICK

LAW OFFICES
HALVERSON, STRONG, MOEN & CHEMNICK

650 COLMAN BUILDING
FIRST AND MARION
SEATTLE, WASHINGTON 98104

(206) 629-1560
CABLE ADDRESS: "HALSTROM"

April 17, 1979

Wayne Angevine
Clerk, City of Seattle
600 4th Avenue
Seattle, Washington 98104

Re: Seattle Indian Services Commission
Ordinance 103387

Dear Mr. Angevine:

I am enclosing a copy of Seattle Indian Services Commission acceptance of Seattle Ordinance No. 103387. This resolution was sent by the Commission to the King County Comptroller on June 20, 1977, and forwarded by that office to your office.

It has become necessary for us, as attorneys for the Commission, to have a conformed copy of this resolution. We would appreciate your checking your files and returning a conformed copy to us in the enclosed envelope. We would hope you could do this as soon as possible, as there is some urgency to this request. Please also note the date of filing the resolution.

Thank you very much.

Sincerely yours,

Carolyn M. Voss

Carolyn M. Voss
Legal Assistant

/cv
Enc.

SEATTLE INDIAN SERVICES COMMISSION

Resolution No.

WHEREAS City of Seattle Ordinance No. 103387 requires all public Corporations chartered by the City fo file a statement with the Comptroller showing voluntary acceptance of the provisions of the Ordinance;

WHEREAS the Commission did not learn of the Ordinance and its requirements, until May, 1977,

WHEREAS the Commission wishes to comply Ordinance No. 103387, and although the stated time for Compliance has passed, the Commission understands that the City has not and does not plan to take any action against the Commission for its failure to comply.

NOW THEREFORE IT IS RESOLVED:

The Commission elects to accept the provisions of City of Seattle Ordinance No. 103387 and authorizes its president to file a statement of Compliance with the City Comptroller and to perform such other acts on behalf of the Commission as may be required by the City to fully comply with the ordinance.

Passed by the Seattle Indian Services Commission on _____
_____ 1977, at a _____ meeting.

President

Secretary

274431

— Ord. # 103387

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