

CHARTER

SEATTLE WATERFRONT STEERING COMMITTEE

Section 1. Charge. The impending removal of the Alaskan Way Viaduct presents the City of Seattle (the “City”) with an opportunity of incalculable importance to its future by reclaiming its Elliott Bay waterfront for public access and broader uses and purposes. Seattle’s aspiration to become one of the most successful cities in the world will be materially advanced by a Seattle Waterfront Initiative (the “Initiative”) which includes (i) design, development, and construction as well as the programming, operation and maintenance of the public spaces and other public facilities that will be created or identified with the Viaduct’s removal; (ii) reconnecting the waterfront to upland areas and other community assets; and (iii) stimulating compatible public and private development and investment. The Seattle Waterfront Steering Committee (the “SWSC”) is chartered by the City pursuant to City Council Resolution _____, the Mayor concurring, to provide interim civic leadership for the Initiative. Its specific responsibilities are delineated in this Charter. As one feature of its work, the SWSC shall have overall responsibility for stewardship, in an advisory capacity to the Mayor and City Council, of the City’s Central Waterfront Project (the “CWP”) to ensure that the CWP hones to the guiding principles (the “Principles”) established for it by the City Council and the City’s Central Waterfront Partnership Committee (the “CWPC”).

Although advisory to the Mayor and City Council, the City’s elected leadership shall accord the actions, recommendations, comments and initiatives of the SWSC a strong presumption of deference. It is the intent of the Mayor and City Council to collaborate closely and respectfully

with the SWSC in the development and implementation of the Waterfront Initiative and to support the SWSC as it evolves and grows into its civic leadership role.

Consistent with the recommendations of the CWPC, the SWSC shall eventually transition its functions to an independent successor entity that will assume responsibility for civic leadership of the Initiative. When timely and with the consent of the Mayor and City Council, the SWSC shall be the prime mover in the formation of the successor entity, as well as one or more additional supporting entities, as may be necessary and appropriate.

Section 2. Scope. The work of the SWSC will address two overlapping scopes. Consistent with the broader framework planning to be done as part of the waterfront design, the first element of the SWSC’s scope generally embraces the City’s Elliott Bay Waterfront from South Downtown and the Stadium District (excluding Pier 46) in the south to the northern boundary of Myrtle Edwards Park in the north, and may extend farther to address certain essential opportunities or linkages. As generally reflected in Attachment A, Seattle Waterfront Scope Diagram and related materials, the Initiative includes numerous opportunities and linkages, among them the “great streets and places” and “green streets and corridors” noted in the Attachment. The second element of the SWSC’s scope is specific to the budgeted portions of the CWP identified for conceptual design, including Alaskan Way from King Street to the south to Pine Street to the north, and including the Western Avenue corridor connecting the Pike Place Market and Belltown to the waterfront and creating highly important opportunities for public amenities and compatible development. Although the reach of the Initiative exceeds the scope of

the CWP, the CWP and its coordination with the City's Alaskan Way Viaduct and Seawall Replacement Project will be early priorities within the broader scope of the Initiative.

Section 3. Specific Responsibilities.

A. Strategic Plan. The SWSC will give priority attention to the development of a Waterfront Initiative Strategic Plan (the "Strategic Plan"). The Strategic Plan is intended to be a dynamic, evolving plan for the implementation of the Initiative over time and will be subject to periodic updates and amendments. The Strategic Plan and periodic amendments shall be subject to the review and approval of the Mayor and City Council. SWSC staff will coordinate preparation of the Strategic Plan with the support of and in close collaboration with City staff and, as necessary and appropriate, the CWP design team, Stakeholders Group and work groups. The Strategic Plan is envisioned as a comprehensive but relatively basic and general plan encompassing the entire Initiative, including but not limited to the CWP and the City's Seawall Replacement Project. The Strategic Plan should provide more detailed direction with respect to particular elements of the Initiative as such elements are implemented, including the relationship of such elements to other aspects of the Initiative.

The Strategic Plan should prioritize and synthesize the responsibilities of the SWSC under this Charter. It shall incorporate the funding, phasing, partnerships and programming and operation and maintenance planning contemplated by the Charter. Illustrating the need for the Strategic Plan to focus more specifically on Initiative components as such components move toward implementation, the initial Strategic Plan shall focus more specifically on the CWP and, to the

extent appropriate, its coordination with the Seawall Replacement Project. The Strategic Plan shall reflect the role prescribed for the SWSC with respect to the development of the CWP framework plan and conceptual design. As the framework plan and conceptual design are completed, the Strategic Plan shall provide practical direction for their implementation, including specific plans and recommendations for funding scenarios, phasing, optimal external partnership relationships, and eventual provision for programming and operation and maintenance.

An important element of the Strategic Plan shall be identifying steps toward the eventual transition of the SWSC, including postulating meaningful milestones for its principal successor and related entities in order to maximize their potential for success and to warrant investment of continuing and enhanced responsibility for project implementation and stewardship. Following transition of the SWSC to its successor entity or entities, responsibility for the continued evolution of the Strategic Plan shall be a shared between the City and successor entity.

The Strategic Plan shall include specific mechanisms for continuously fulfilling its responsibilities to effectively oversee and encourage meaningful and influential public participation.

B. Shaping the Central Waterfront Design. The SWSC shall function as an integral component of the City's client team with respect to the CWP programming, planning and design process, specifically including but not limited to the following:

- (i) The SWSC shall have a central role in the selection of the CWP design team.
- (ii) In order to foster a holistic vision for the CWP design, the SWSC shall review and validate or recommend changes to each major design phase or component, including the framework plan and conceptual design, generally as reflected in Attachment B, “Conceptual Central Waterfront Timeline & Example Roles.” The SWSC may be invited to and on its own initiative may review progress, including evolving basic assumptions, more frequently. Whenever decisions with respect to the CWP design or its implementation are framed for the City’s elected leadership, SWSC review and validation or recommendations shall precede and be provided to the Mayor and City Council along with any such recommended decision.
- (iii) Generally as reflected in Attachment C, “Central Waterfront Conceptual Roles, Compositions and Relationships,” the SWSC shall participate and closely coordinate with City departments, the project team, the Stakeholder Committee and others. The SWSC shall monitor and consider Stakeholders Committee and public engagement discussions when reviewing the CWP design at key design milestones and facilitate City leadership awareness and timely response to emerging issues throughout the design process.
- (iv) The SWSC shall oversee and evaluate formal public engagement for the design process, including the work of City staff and consultants.

- (v) The SWSC may form and /or collaborate with working groups that bring additional expertise to advise the Committee on meeting its responsibilities.

City departments shall provide the SWSC with such information necessary to fulfill its responsibilities during the CWP design process. The SWSC shall have ready access to department heads and key staff and consultants. The SWSC shall be advised of and may participate in relevant meetings of project managers, CWP consultants and designers, the Stakeholders Committee and the public.

C. Identifying and Evaluating Funding Options. The SWSC shall provide critically important citizen leadership in marshalling the resources that will be required to implement the Initiative, including funding for the initial capital cost of envisioned public spaces and public facilities as well as stable, long-term funding for programming, operations and maintenance of such improvements. The SWSC shall identify and evaluate options for such funding, including reviewing the City's current work in this area. All reasonably available sources of such funding shall be evaluated and a range of options for combining and leveraging such sources shall be considered, including:

- (i) Voter-approved components, including scheduling, magnitude and possible contingencies.

- (ii) Meaningful private support such as mechanisms for participation of benefited property owners (e.g., local improvement districts) and philanthropy.
- (iii) Other public funding sources.

This work will inform and be reflected as specific recommendations in SWSC Strategic Plans.

D. Developing Partnership Opportunities and Relationships. Consistent with the recommendations of the CWPC, the SWSC shall complete identification of, confirm and specifically develop meaningful partnerships with interested entities important to the success of the Waterfront Initiative, specifically including the CWP. The SWSC is expecting to develop partnerships with both public and private sector entities. As contemplated by the CWPC, partnership opportunities should be available with major players in particular areas along the waterfront such as the Seattle Art Museum , the Port of Seattle; the Seattle Aquarium Society; the Pike Place Market Preservation and Development Authority; and Washington State Ferries, among others. In addition to physical development partnership opportunities along the waterfront and within the broader scope of the CWP such as the Western Avenue connection to the Market and Belltown, the SWSC shall work to identify and facilitate partnerships to help create additional meaningful physical connections between the waterfront and upland areas. The SWSC shall forge mutually supportive relationships between the waterfront and other communities of interest and other public and private organizations interested in the success of the Initiative such as the Seattle Parks Foundation; People for Puget Sound; and the Cascade Land Conservancy, to mention a few.

E. Overseeing and Encouraging Meaningful and Influential Public Participation.

The SWSC shall oversee and encourage public participation in all phases of the Initiative. In order to ensure that such participation is both meaningful for the public and influential in its deliberations, the SWSC will take care to understand and consider the perspectives of citizen participants and the issues they may raise in conducting its work generally and, in particular, when making recommendations. It also shall be a SWSC responsibility to ensure that it fairly communicates such information to the City's elected leadership when providing its recommendations to them. Specifically with respect to the CWP, the SWSC shall oversee the development by project staff and consultants of a vigorous public participation plan for the CWP design process and work to ensure that its execution is credible and robust, generally as structured in Attachment D, Public Oversight and Engagement.

In addition, the SWSC shall work to broaden public interest in the Waterfront Initiative and build supportive relationships with constituencies city-wide and regionally. The SWSC should remain mindful that one feature of citizen leadership is to advocate on behalf of the Waterfront Initiative and to identify and take positions on issues relevant to the project as necessary and appropriate.

F. Long-term Programming, Operations and Maintenance Planning. In addition to developing specific recommendations for providing stable, long-term funding for programming, operations and maintenance of the public spaces and public improvements to be provided through the Waterfront Initiative, the SWSC shall outline principles, standards and protocols for use and upkeep of such public assets. Particularly if the Initiative is as successful in the creation

of spectacular public spaces and facilities as is hoped, such spaces and assets will be heavily used and create steep public expectations for their performance and maintenance. Consistently meeting such expectations should be a City priority. Delineating how that is accomplished should be reflected in the SWSC's Strategic Plans. SWSC recommendations in this regard should be mindful of the need to sustain waterfront improvements without compromising support for the City park system generally and other public spaces and facilities elsewhere in the City.

G. Accountability. The SWSC shall be responsive to the Mayor and City Council when asked for recommendations or advice and, to the extent practical, to undertake additional roles or responsibilities with respect to the Initiative. Specifically with respect to the SWSC's role in the CWP design process, the SWSC shall timely perform its responsibilities as contemplated under this Charter and be proactive in raising significant issues and concerns with City department heads and staff and the City's elected leadership.

Annually, commencing after the conclusion of its first full year in operation, the SWSC shall submit to the Mayor and City Council an Annual Report that also will be widely circulated to interested consistencies. Such report shall include the following:

- (i) An overview of the status of Initiative, specifically including the CWP design process.
- (ii) A review and self-evaluation of the SWSC's efforts to fulfill its responsibilities under this Charter and the status of the implementation of its Strategic Plan.

- (iii) Review of CWP design process public participation and outreach efforts.
- (iv) Such other matters as the SWSC may determine appropriate or as the Mayor and City Council may request.

Section 4. Resources. The City shall provide the SWSC with sufficient resources and support to fulfill its responsibilities under this Charter. The SWSC will be staffed by the City's project management team and the consultant team selected to complete the Central Waterfront Project, including staff specifically dedicated to the support of the SWSC. Such dedicated staff shall be acceptable to the SWSC. The SWSC may request that the City engage independent staff and consultants, in addition to receiving support from City departments, subject to the availability of funding in the overall project budget.

Section 5. Limits. Consistent with its role and responsibilities under this Charter, the SWSC will not be responsible for day-to-day management of the CWP design process, including review of design team performance, final approval of construction drawings or overseeing project construction.

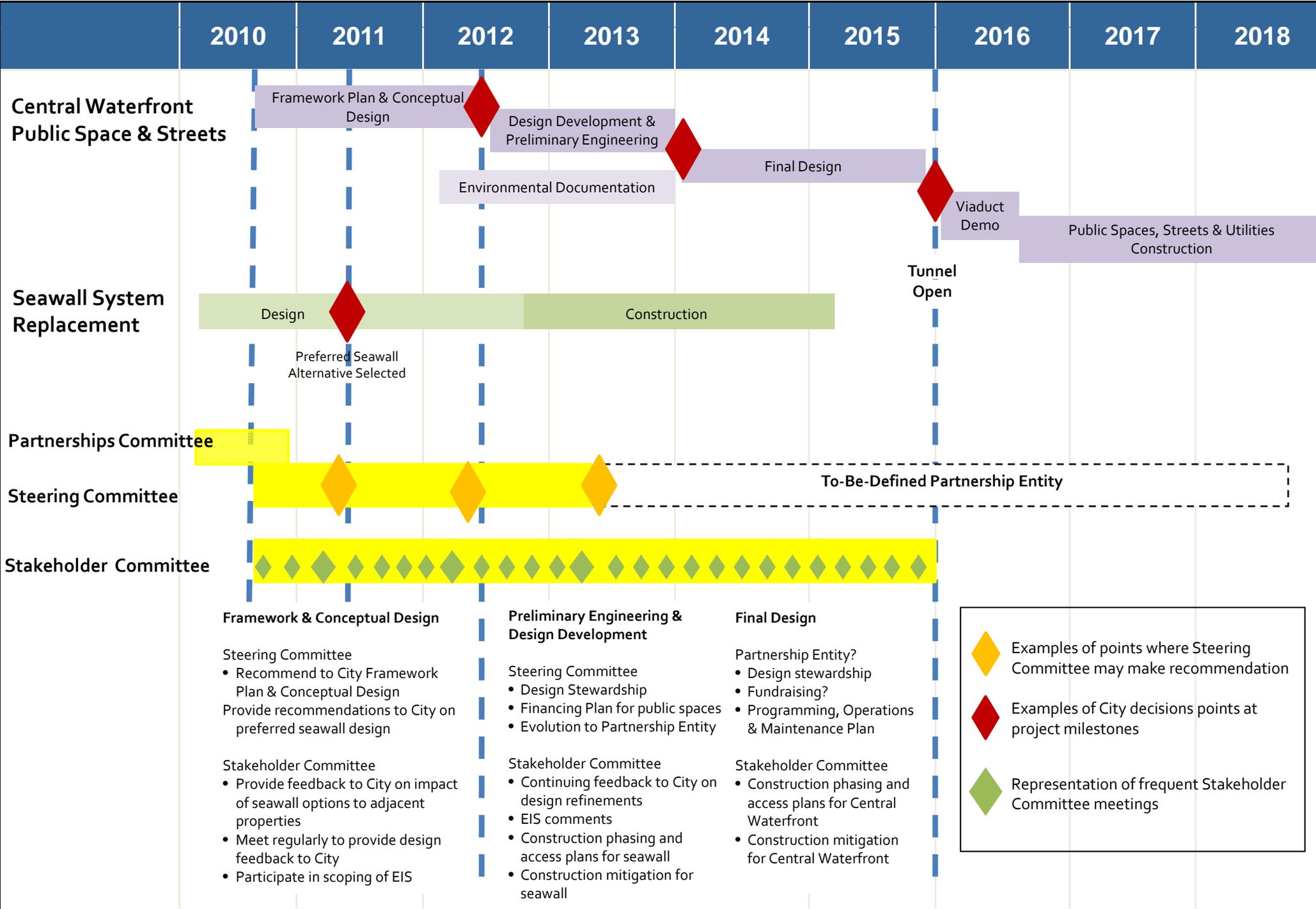
Section 6. Evolution and Transition. The SWSC is expected to transition its Initiative leadership role to an independent successor entity or entities. Toward that end the SWSC shall continue to define the long-term roles and responsibilities it envisions for the successor entity or entities. The SWSC shall itself continue to develop its capacity to evolve into an effective, independent successor entity or entities, including cultivation of leadership and broad support for such entity or entities. Progress toward transition is expected to be measured but continuous. The SWSC shall identify preconditions for the formation of and transition to the successor entity

or entities, including available or anticipated capabilities of the nascent entity and City concurrence in the timeliness of the planned handover. The SWSC shall be expected to provide for the formation of and transition to the successor or successors when such preconditions have been satisfied.

Section 7. Appointment of SWSC Members. SWSC members will be appointed by the City through City Council resolution, the Mayor concurring. The City may also designate the Chair of the SWSC in such resolution and in event it declines to do so, the SWSC shall appoint a Chair from among its members. Members serve indefinite terms but at the pleasure of the City and may be removed by City through City Council resolution, the mayor concurring. Any vacancies will be filled by the City through City Council resolution, the Mayor concurring.

Section 8. Bylaws. The SWSC shall adopt bylaws and such other procedural rules consistent with this Charter as the SWSC may determine necessary and appropriate for its work. The bylaws will provide for transparency in its procedures and operations, specifically including compliance with public records and meeting requirements. The SWSC will endeavor to decide matters by consensus of all of its members. However, if consensus is not available or if less than all members are present at a meeting at which a decision is proposed to be taken, the SWSC may decide matters by the affirmative vote of an absolute majority of its members. The bylaws may provide for the appointment of subcommittees consisting of SWSC members and working groups consisting of one SWSC member and such other non-members selected by the SWSC.

Attachment B: Conceptual Central Waterfront Timeline & Example Roles **Draft**



Attachment C: Central Waterfront Conceptual Roles, Compositions & Relationships – Draft

	Roles	Composition	Relationships
Project Team	<ul style="list-style-type: none"> Contractual Client for design and construction of Central Waterfront Legally responsible for design decision related to public spaces, streets etc. 	<ul style="list-style-type: none"> Parks Department of Transportation Planning and Development 	<ul style="list-style-type: none"> Report to Mayor and Council Manage consultant Provides staff Steering Committee and Stakeholder Committee Works with Consultant Team to engage Stakeholder Committee during design
Steering Committee	<ul style="list-style-type: none"> Holistic oversight of waterfront design including seawall, public spaces and other related projects Ensures robust and innovative public engagement Participates in consultant selection Expected to evolve in to Partnership Entity Will deliberate as a group and advise city at key milestones 	<ul style="list-style-type: none"> Approximately 8-10 members Members bringing strategic experience, demonstrated ability to lead, and broad perspective SDOT, DPD and Parks Department ex officio 	<ul style="list-style-type: none"> Advisory, making recommendations to the City elected officials and Project Team Recommendations given substantial weight – set direction unless in conflict with City policy, regulations or procedures Coordinates with broad civic engagement, Stakeholder Committee, discussions and work groups as appropriate May advocate and take positions on issues Evolves into long-term partnership entity(ies)
Stakeholder Group	<ul style="list-style-type: none"> Creates a stable membership that provides direct and frequent feedback to the city staff and consultant team as the design is being developed. Forum for specific stakeholders' issues to be heard and for the city/consultant team to respond; group may articulate common views and differences on project elements. Group will last for the duration of the project; membership may change over time as key issues change. 	<ul style="list-style-type: none"> Large group of approximately 25 - 30 <ul style="list-style-type: none"> Property and business owners Residents and employees Freight and mobility Advocacy Groups Other user Groups Membership established by Department heads since membership/attendance may be fluid 	<ul style="list-style-type: none"> Provides ongoing and direct feedback to City departments (Project Manager) during the design process Provide points of contact for Project on specific issues Coordination with Steering Committee, especially when relevant to a potential recommendation point Enables Steering Committee to focus on high level issues
City Boards & Commissions	<ul style="list-style-type: none"> Advise City Council and City departments on the planning and design of capital improvements, parks and art Reviews are coordinated with planning and design phases 	<ul style="list-style-type: none"> Planning Commission Design Commission Board of Park Commissioners Arts Commission Bicycle and Pedestrian Advisory Board 	<ul style="list-style-type: none"> Advise department heads

Attachment D: Public Oversight and Engagement **DRAFT**

