Chapter 2.73

DOWNTOWN REDEVELOPMENT AUTHORITY ("DRA")

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Section 2.73.010 Authority created - City liability limited.

A. Authority Created. A public authority is created to plan, design, finance, acquire, construct, equip, own, maintain, operate, repair, remodel, expand, or promote the Vancouver Hotel and Convention Center Project.

B. City Liability Limited. The authority is an independent legal entity exclusively responsible for its own debts, obligations and liabilities. All liabilities incurred by the authority shall be satisfied exclusively from the assets and properties of the authority and no creditor or other person shall have right of action against the city, town, or county creating the authority on account of any debts, obligations, or liabilities of the authority.

(M-3738, Amended, 02/07/2006, Sec 2; M-3302, Added, 05/19/1997)

Section 2.73.020 Name.
The name of the public authority shall be the Downtown Redevelopment Authority ("DRA").
(M-3302, Added, 05/19/1997)

Section 2.73.030 Definitions.
As used in this chapter:

A. "Act" means Chapter 35.21.730 through 35.21.757, RCW.

B. "Board of directors" or "board" means the governing body vested with the management of the affairs of the authority.

C. "Director" means a member of the board.

D. "Bonds" means any bonds, promissory notes, interim certificates, debentures, certificates of indebtedness or other obligations issued by the public authority pursuant to the Act, this chapter and the Charter.

E. "Bylaws" means the rules adopted for the regulation or management of the affairs of the public authority adopted by the ordinance codified in this chapter and all subsequent amendments thereto.

F. "Charter" means the articles of organization of the public authority adopted by the ordinance codified in this chapter and all subsequent amendments thereto.

G. "City" means the City of Vancouver, Washington.

H. "City Clerk" means the clerk of the city council or a person authorized to act on his or her behalf.

I. "City Council" means the legislative authority of the city as established under Article II of the Charter for the City of Vancouver.

J. "Insolvent" or "insolvency" means an inability of the public authority to pay debts as they become due in the usual course of its affairs.

K. "Manager" means the manager of the City of Vancouver.

L. "Mayor" means the mayor of the City of Vancouver.

M. "Open Public Meetings Act" means RCW Chapter 42.30, as now or hereafter amended.

N. "Public authority" or "authority" means the Downtown Redevelopment Authority ("DRA") created under this chapter.

O. "Resolution" means an action of the board of directors with the quorum required in Section 2.73.190 of this chapter.

P. "State" (when used as a noun) means the State of Washington.

Q. "Voting membership" means the total number of voting positions on the board authorized by the Charter, whether filled or vacant.
(M-3302, Added, 05/19/1997)
Section 2.73.040 Powers - Generally.
Except as otherwise limited by the State Constitution, state statute, the Charter for the City of Vancouver, this chapter or the Charter of the authority, or the Indenture and other financing documents executed in connection with the Vancouver Hotel and Convention Center, the authority shall have and may exercise all lawful powers necessary or convenient to effect the purposes for which the authority is organized and to perform authorized corporate functions, including, without limitations, the power to:

A. Own and sell real and personal property;

B. Contact for any corporate purpose with the United States, a state and any political subdivision or agency of either, and with individuals, associations and corporations;

C. Sue and be sued in its name;

D. Lend and borrow funds;

E. Do anything a natural person may do;

F. Perform all manner and type of community services and activities;

G. Provide and implement such municipal and community services and functions as the city council may by ordinance direct;

H. Transfer any funds, real or personal property, property interests or services;

I. Receive and administer federal or private funds, goods or services for any lawful public purpose;

J. Purchase, lease, exchange, mortgage, encumber, improve, use or otherwise transfer or grant security interests in real or personal property or any interests therein; grant or acquire options on real and personal property; and contract regarding the income and receipts from real and personal property;

K. Issue negotiable bonds and notes in conformity with applicable provisions of state law in such principal amounts as in the direction of the public authority shall be necessary or appropriate to provide sufficient funds for achieving any corporate purposes; provided, however, that all bonds and notes or liabilities occurring there under shall be satisfied exclusively from the assets, properties or credit of such public authority, 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;

L. Contract for, lease and accept transfers, gifts or loans of funds or property from the United States, a state and any municipality or political subdivision or agency of either, including property acquired by any such governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions therefore;

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

N. Recommend to appropriate governmental authorities public improvements and expenditures in areas
of the city in which the public authority by its Charter has a particular responsibility;

O. Recommend to the United States, a state and any municipality or political subdivision or agency of either, the transfer or commitment of any property which, if committed or transferred to the public authority, would materially advance the public purposes for which the public authority is chartered;

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

Q. Recommend to the United States, a state and any municipality or political subdivision or agency of either such tax, financing and security measures as the public authority may deem appropriate to maximize the public interest in activities in which the public authority by its Charter has a particular responsibility;

R. Lend its funds, property, credit or services for corporate purposes, or act as a surety or guarantor for corporate purposes;

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

T. Control the use and disposition of corporate property, assets and credit;

U. Invest and reinvest its funds;

V. Fix and collect charges for services rendered or to be rendered, and establish the consideration (if any) for property transferred;

W. Maintain books and records as appropriate for the conduct of its affairs;

X. Conduct corporate affairs, carry on its operations, and use its property as allowed by law and consistent with the Act, this chapter, its Charter and its bylaws; name corporate officials, designate agents and engage employees, prescribing their duties, qualifications and compensation; and secure the services of consultants for professional services, technical assistance or advice;

Y. Identify and recommend to the United States, a state and any municipality or political subdivision or agency of either, the acquisition by the appropriate governmental entity, for transfer to or use by the public authority, of property and property rights, which, if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purposes for which the public authority is chartered;

Z. Hire staff and contract with lawyers, accountants and others to provide services;

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

(M-3738, Amended, 02/27/2006, Sec 2; M-3302, Added, 05/19/1997)

Section 2.73.050 Limitation of powers.
The authority in all activities and transactions shall be limited in the following respects:

A. The authority shall have no power of eminent domain nor any power to levy taxes or special assessments.
B. The authority may not incur or create any liability that permits recourse by any party or member of the public to any assets, services, resources or credit of the city. All liabilities incurred by the authority shall be satisfied exclusively from the assets and credit of the authority; no creditor or other person shall have any recourse to the assets, credit or services of the city on account of any debts, obligations, liabilities, acts or omissions of the authority.

C. No funds, assets or property of the authority shall be used for any partisan political activity or to further the election or defeat of any candidate for public office; nor shall any funds or a substantial part of the activities of the authority be used for publicity or educational purposes designed to support or defeat legislation pending before the Congress of the United States, or the legislature of the state or the city council; provided, however, that funds may be used for representatives of the authority to communicate with members of Congress, state legislature or city council members concerning funding and other matters directly affecting the authority, so long as such activities do not constitute a substantial part of the authority's activities and unless such activities are specifically limited in its Charter.

D. All funds, assets or credit of the authority shall be applied toward or expended upon services, projects and activities authorized by the Charter. No part of the net earnings of the authority shall inure to the benefit of, or be distributable as such, to the board members, officers of the authority or other private persons, except that the authority is authorized and empowered to:

1. Compensate authority officials and others performing services for the authority, including legal counsel, a reasonable amount for services rendered and reimburse reasonable expenses actually incurred in performing their duties;

2. Assist authority officials as members of a general class of persons to be assisted by an authority-approved project or activity to the same extent as other members of the class as long as no special privileges or treatment accrues to such corporate official by reason of his or her status or position in the authority;

3. Defend and indemnify any current or former board member or employee and their successors, spouses and marital communities against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been a corporate official, or by reason of any action alleged to have been taken or omitted by him or her as such official, provided that he or she was acting in good faith on behalf of the authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which corporate officials may be entitled as a matter of law;

4. Purchase insurance to protect and hold personally harmless any of its officials (including its employees and agents) from any action, claim, or proceeding instituted against the foregoing individuals arising out of the performance, in good faith, of duties for, or employment with, the authority and to hold these individuals harmless from any expenses connected with the defense, settlement or monetary judgments from such actions, claims or proceedings. The purchase of such insurance and its policy limits shall be discretionary with the board, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance; and

5. Sell assets for a consideration greater than their reasonable market value or acquisition costs, charge more for services than the expense of providing them, or otherwise secure an increment in a
transaction, or carry out any other transaction or activity, as long as such gain is not the principal object or purpose of the authority's transactions or activities and is applied to or expended upon services, projects and activities as aforesaid.

E. The authority shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to its board members or employees or otherwise engage in business for private gain.

(M-3302, Added, 05/19/1997)

Section 2.73.060 Charter.
The Charter of the authority (the "Charter"), attached hereto and incorporated herein as Exhibit A of this ordinance, is hereby approved. Upon the effective date of the ordinance codified in this chapter, the Charter shall be issued in duplicate originals, each bearing the city seal attested by the city clerk. One original shall be provided to the authority. The city clerk shall give notice of the issuance of the Charter to the Secretary of State and furnish a copy thereof and of this chapter upon request.

(M-3302, Added, 05/19/1997)

Section 2.73.070 Commencement of authority's existence - Compliance with charter.
The authority shall commence its existence upon the issuance of the Charter. The authority shall conduct its affairs in accordance with the Charter.

(M-3302, Added, 05/19/1997)

Section 2.73.080 Board of directors.
A. A board of directors (the "board of directors" or "board") is established to govern the affairs of the authority whose members shall be appointed by the city council. All corporate powers of the authority shall be exercised by or under the authority of the board of directors; and the business, property and affairs of the authority shall be managed under the direction of the board of directors, except as may be otherwise provided for by law or in the Charter.

B. In addition to trusteeship and termination or dissolution, respectively, if it is determined for any reason that any or all of the board members should be removed, with or without cause, and after selection of appropriate replacements by the city council, the city council may by resolution remove any or all board members. The term of any board member removed pursuant to this section shall expire when the member receives a copy of the resolution removing him or her and a letter signed by the mayor advising him or her that he or she has been removed pursuant to this section.

C. A vacancy or vacancies on the Authority Board of Directors shall be deemed to exist in case of the death, disability, resignation, removal, or forfeiture of membership. Vacancies on the board shall be filled by appointment in the same manner in which members of the board are regularly appointed. Any person selected to fill a vacancy on the board shall serve the balance of the term of the person being replaced.

(M-3517, Amended, 10/16/2000; M-3302, Added, 05/19/1997)

Section 2.73.090 Organizational meeting.
The city council shall call an organizational meeting of the initial board members within thirty days of the effective date of the ordinance codified in this chapter, giving at least three days advance written notice to each, unless waived in writing. At such meeting, the board shall organize itself, may appoint officers and
select the place of business.
(M-3302, Added, 05/19/1997)

Section 2.73.100   Board review and concurrence.
A. At least twice each year, the board shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. The board shall review all such information at its meetings, the minutes of which shall specifically note such review and include such information.

B. At least once per year, the board shall set goals for the next twelve (12) months. The goals will be presented by the board to the city council.

C. General or particular authorization or review and concurrence of the board by resolution shall be necessary for any of the following:

1. Adoption of an annual or biennial budget and separate capital budget;

2. Transfer or conveyance of an interest in real estate other than 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;

3. The contracting of debts, issuance of notes, debentures, or bonds, and the mortgaging or pledging of authority assets or credit to secure the same;

4. An action by the authority as a surety or guarantor;

5. All unbudgeted expenditures and all capital expenditures in excess of twenty-five thousand dollars, and all other transactions in which:

   a. The consideration exchanged or received by the authority exceeds the greater of one percent of the previous year's operating budget or twenty-five thousand dollars;

   b. The performance by the authority shall extend over a period exceeding one year from the date of execution of duties of, or assigns duties to, the city, the state, the United States or other governmental entity;

6. Any substantial project or major activity, outside the limits of the city pursuant to a contract between another city or county as authorized by RCW 35.21.740;

7. Certification of annual reports and statements to be filed with the city clerk as true and correct in the opinion of the board and of its members except as noted;

8. Proposed amendments to the Charter and bylaws;

9. Such other transactions, duties and responsibilities as the Charter shall repose in the board or the board may reserve.
(M-3302, Added, 05/19/1997)

Section 2.73.110   Proposing charter amendments.
A. The authority may propose to the city council that its Charter be amended by resolution of its board passed by a procedure outlined in its Charter at a regular or special meeting of which ten days advance written notice was given to board members.

B. Information regarding a proposed Charter amendment shall be provided to members of the board ten days prior to the meeting at which a vote will be taken and shall include the proposed amendment and a statement of its purpose and effect.

(M-3302, Added, 05/19/1997)

Section 2.73.120 Charter amendment.
A. After adoption of a proposed Charter amendment by the board of directors, the authority shall file two complete copies of the Charter with the city clerk. One copy shall be in a format that strikes over material to be deleted and underlines new material to be deleted and underlines new material. The Charter may be amended only by ordinance of the city council. If the city council approves the proposed amendment, the revised Charter shall be issued in duplicate originals, each bearing the city seal and attested by the city clerk. One original and the underlined and overstricken copy shall be retained by the city clerk as a public record and the other original shall be delivered to the authority. A Charter amendment proposed by the authority shall take effect and become a part of the Charter upon issuance of the revised Charter by the city clerk.

B. When required by law, the authority shall propose to the city council an amendment to the authority's Charter that will conform with the law. As necessary and appropriate, the city council may amend the Charter by ordinance.

(M-3302, Added, 05/19/1997)

Section 2.73.130 Bylaws.
A. The initial bylaws (the "bylaws") of the authority, attached hereto and incorporated herein as Exhibit B of this ordinance, are hereby approved. The power to alter, amend or repeal the bylaws or adopt new ones shall be vested in the board unless otherwise provided in the Charter or the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of the authority not inconsistent with law or the Charter.

B. Amendments to the bylaws shall not take effect until ten days after filing of the same with the city clerk, unless such amendment(s) shall have been passed by unanimous vote of the board and an earlier effective date be set.

C. As necessary and appropriate, the city council may amend the bylaws by ordinance.

(M-3302, Added, 05/19/1997)

Section 2.73.140 Corporate offices and officers - Fidelity bond.
Each corporate official responsible for handling accounts and finances shall file as soon as practicable with the authority a fidelity bond in an amount determined by the authority to be adequate and appropriate, and may hold the corporate office only as long as such a bond continues in effect.

(M-3302, Added, 05/19/1997)

Section 2.73.150 Code of ethics - Conflict of interest.
A. Every member of the board and every officer and employee of the authority shall be subject to Article XI, Section 11.07 of the Charter for the City of Vancouver, as amended and all other applicable statutes and ordinances.

B. The board may adopt additional conflict of interest and ethical rules it considers appropriate.

(M-3302, Added, 05/19/1997)

Section 2.73.160  Equal employment opportunity.
The authority shall comply with all applicable federal, state and local laws, regulations, rules and standards relating to equal employment opportunity.

(M-3302, Added, 05/19/1997)

Section 2.73.170  Access to records.
A. The authority shall keep an official journal containing the minutes of proceedings at all meetings of the board and the resolutions of the board.

B. Any person shall have access to records and information of the authority to the extent required by state law. Minutes with respect to closed executive sessions need not be made available.

(M-3302, Added, 05/19/1997)

Section 2.73.180  Meetings of the board.
A. The board shall meet at least two (2) times each year; special meetings of the board may be called as provided by the Charter, the bylaws and the Open Public Meetings Act.

B. The board shall be the governing body of a public agency as defined in the Open Public Meetings Act, and all meetings of the board shall be held and conducted in accordance with the Open Public Meetings Act.

C. All board meetings, including executive sessions, all other permanent and ad hoc committee meetings shall be open to the public to the extent required by the Open Public Meetings Act or otherwise by law. The board and committees may hold executive sessions to consider matters enumerated in the Open Public Meetings Act, or privileged matters recognized by law, and shall enter the cause therefore upon its official journal.

(M-3302, Added, 05/19/1997)

Section 2.73.190  Quorum.
The Charter or bylaws shall establish the requirements for a quorum. The act of a majority of the board present at a meeting at which a quorum is present shall be the act of the board; provided, however, that:

A. A quorum to commence a board meeting shall be no fewer than a majority of the board's total membership.

B. Any resolution authorizing or approving an action described in Section 2.73.080 of this chapter shall require an affirmative vote of a majority of the board members voting on the issue, provided that such majority equals not less than one-third of the board's total membership.

(M-3302, Added, 05/19/1997)
Section 2.73.200  Deposit of public funds.
All moneys belong to or collected for the use of the authority, coming into the hands of any corporate official or officer thereof, shall be deposited in a qualified public depository as determined by the Washington Public Deposit Protection Commission. Such moneys may be invested at the direction of the board, by resolution, in investments which would be lawful for the investments of city funds.
(M-3302, Added, 05/19/1997)

Section 2.73.210  Establishment and maintenance of office and records.
A. Maintain a principal office at a location within the limits of the city;
B. File and maintain with the city clerk a current listing of all authority officials, their positions and their home addresses, their business and home phone numbers, the address of its principal office and of all other offices used by it, and a current set of its bylaws; and
C. Maintain all of its records in a manner consistent with the Preservation and Destruction of Public Records Act, RCW Chapter 40.14, as now or hereafter amended.
(M-3302, Added, 05/19/1997)

Section 2.73.220  Reports and information.
The authority shall:
A. On April 15th of each year, beginning on April 15, 1998, file an annual report with the city clerk and the city council containing a certified statement of assets and liabilities, income and expenditures and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year; a summary of projects and activities to be undertaken during the current year; a list of authority officials and a list of officials bonded pursuant to Section 2.73.140 of this chapter.
(M-3302, Added, 05/19/1997)

Section 2.73.230  Audits and inspections.
The authority shall, at any time during normal business hours and as often as the city council or the state auditor deem necessary, make available to the city council and the state auditor for examination all of its financial records, and shall permit the city council 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. The city council and state auditor shall have no right, power or duty to supervise the daily operations of the authority, but shall oversee such operations only through their powers to audit, modify the Charter and bylaws and to remove board members all as set forth in this chapter, all for the sole purpose of correcting any deficiency and assuring that the purposes of the authority are reasonably accomplished.
(M-3302, Added, 05/19/1997)

Section 2.73.240  Trusteeship.
A. If it is determined for any reason that a trusteeship should be imposed over the authority, the city
council, by ordinance, after a public hearing held with notice to the authority, may petition the superior court to impose a trusteeship over the authority and to appoint the trustees therefore.

B. 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 authority and recommend amendment of its charter and/or its bylaws; suspend and/or remove authority officials, and manage the assets and affairs of the authority; and exercise any and all authority powers as necessary or appropriate to fulfill outstanding agreements, to restore the capability of the authority, to perform the functions and activities for which it is chartered, to reinstate its credit or credibility with its creditors or obligees, and, if so authorized by the superior court, to oversee its dissolution.

(M-3302, Added, 05/19/1997)

Section 2.73.250 Termination.
If the city council makes an affirmative finding that termination is warranted for any reason, the existence of the authority may be terminated by ordinance of the city council at or after a public hearing, held with notice to the authority and affording it a reasonable opportunity to be heard and present testimony.

(M-3302, Added, 05/19/1997)

Section 2.73.260 Dissolution-Statement.
Upon enactment of an ordinance by the city council for termination of the authority or upon adoption of a resolution by the authority for its own dissolution, the authority shall file a dissolution statement setting forth:

A. The name and principal office of the authority;

B. The debts, obligations and liabilities of the authority, including conditions of grants and donations, and the property and assets available to satisfy the same; the provisions to be made for satisfaction of outstanding liabilities and performance of executory contracts; and the estimated time for completion of its dissolution;

C. Any pending litigation or contingent liabilities;

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

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

The city council shall review the statement filed and oversee the dissolution to protect the public interest, 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 city council shall indicate such dissolution by inscription of "Charter canceled" on the original Charter of the authority, on file with the city clerk and, when available, on the duplicate original of the authority, and the existence of the authority shall cease. The city clerk shall give notice thereof to the secretary of state and other persons requested by the authority in its dissolution statement.

(M-3302, Added, 05/19/1997)
Section 2.73.270  Dissolution - Disposition of assets.
Upon dissolution of the authority and the winding up of its affairs, title to all remaining property or assets of the authority shall vest in the city for use for public purposes.
(M-3302, Added, 05/19/1997)

Section 2.73.280  Insurance.
The authority shall maintain in full force and effect public liability insurance in an amount sufficient to cover potential claims for bodily injury, death or disability and for property damage, which may arise from or be related to projects and activities of the authority, naming the city as an additional insured.
(M-3302, Added, 05/19/1997)

Section 2.73.290  Unauthorized representation.
All persons who assume to act for the authority without actual authority to do so shall be liable for the debts and liabilities incurred or arising as a result thereof.
(M-3302, Added, 05/19/1997)

Section 2.73.300  Ancillary authority.
The manager and city clerk are granted all such power and authority as reasonably necessary or convenient to enable them to administer this chapter efficiently and to perform the duties imposed in this chapter.
(M-3302, Added, 05/19/1997)