

**CHARTER
OF THE
DOWNTOWN REDEVELOPMENT
AUTHORITY**

As originally adopted pursuant to
City of Vancouver Ordinance M-3302 (Chapter 2.73 VMC)
and subsequently amended by
City of Vancouver Ordinances M-3517, M-3738 and M-3939

Issued and Certified by
the City Clerk on
December 21, 2009

Vancouver, Washington

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**CHARTER
OF THE DOWNTOWN REDEVELOPMENT AUTHORITY**

**ARTICLE I
NAME AND SEAL**

Section 1.01 Name. The name of this authority shall be (hereinafter referred to as the “Downtown Redevelopment Authority” or “Authority”).

Section 1.02 Seal. The Downtown Redevelopment Authority’s seal shall be a circle with the name Authority” inscribed therein.

**ARTICLE II
AUTHORITY AND LIMIT ON LIABILITY**

Section 2.01 Authority. The Authority is a public authority organized pursuant to RCW 35.21.730.757, as amended (the “Act”) and Ordinance M-3302 (Chapter 2.73 VMC) of the City of Vancouver, Washington, (the “Ordinance”) and subsequently amended by Ordinances M-3517 and M-3738 of the City of Vancouver.

Section 2.02 Limit on Liability. All liabilities incurred by the Authority shall be satisfied: (a) in the case of obligations or liabilities of the Authority which are not limited recourse in nature, exclusively from the assets, credit, and properties of the Authority, or (b) in the case of obligations or liabilities of the Authority which, by their terms, are limited resource obligations, from such assets, properties or revenues of the Authority as shall be specifically pledged thereto or otherwise identified as being the source of payment of such limited recourse obligations or liabilities, and no creditor or other person shall have any right of action against or recourse to the City of Vancouver, Washington (the “City”), its assets, credit, or services, on account of any debts, obligations, liabilities or acts or omissions of the Authority.

Section 2.03 Mandatory Disclaimers. The following disclaimer shall be posted in a prominent place where the public may readily see it in the Authority’s principal and other offices. It shall also be printed or stamped on all contracts, bonds, and other documents that may entail any debt or liability by the Authority.

The Downtown Redevelopment Authority’ is a public authority organized pursuant to Ordinance M-3302 (Chapter 2.73 VMC) and subsequently amended by Ordinances M-3517 and M-3738, of the City of Vancouver and the laws of the State of Washington, RCW 35.21.730 through RCW 35.21.757. RCW 35.21.750 provides as follows: “[A]ll liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority.”

Provided that, in the case of any obligations or liabilities of the Authority which, by their terms, are limited recourse in nature, in lieu of the foregoing disclaimer, the following disclaimer shall be printed or stamp on all contracts, bonds and other documents relating to or evidencing such limited recourse obligations or liabilities of the Authority:

The obligations of the Authority with respect to (describe the contract, bond or other limited recourse obligation) shall be and remain limited recourse obligations of the Authority payable solely and only from [describe the particular properties, assets or revenues of the Authority from which the limited recourse obligation is payable}. In no event shall such obligations be payable from or by recourse against any properties, assets or revenues of the Authority (other than those described in the preceding sentence), nor shall such obligations be payable from or by recourse against any properties, assets or revenues of the City of Vancouver, Washington, the State of Washington or any other political subdivision of the State of Washington. No person to whom such obligations are owed shall have any recourse or right of action against the Authority, the City of Vancouver, Washington, the State of Washington or any other political subdivision thereof on account of such obligations or any liabilities, of whatsoever nature, arising in connection therewith except to enforce for the payment thereof out of [describe the particular properties, assets or revenues of the Authority from which the limited recourse obligation is payable].

ARTICLE III DURATION

The duration of the Authority shall be perpetual except as provided in the Ordinance.

ARTICLE IV PURPOSE

The purpose of the Authority is to provide an independent legal entity under State law and City Ordinance to plan, design, finance, acquire, construct, equip, own, maintain, operate, repair, remodel, expand and promote of the Vancouver Convention Center and Hotel Project.

Such activities shall be consistent with redevelopment plans for the Esther Short Redevelopment Area adopted by the City.

For the purpose of securing the exemption from Federal income taxation for interest on obligations of the Authority, the Authority constitutes an authority and instrumentality of the City of Vancouver (within the meaning of those terms in regulations of the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to Section 103 and Section 145 of the Internal Revenue Code of 1986, as amended).

ARTICLE V
POWERS

Section 5.01 Powers. The Authority shall have and may exercise all lawful powers conferred by state laws, the Ordinance, this Charter and its Bylaws. The Authority in all of its activities and transactions shall be subject to the powers, procedures, and limitations contained in the Ordinance.

Section 5.02 Indemnification. To the extent permitted by law, the Authority shall protect, defend, hold harmless and indemnify any person who becomes a director, officer, employee or agent of the Authority. and who is a party or threatened to be made a party to a proceeding by reason related to that person's conduct as a director, officer, employee or agent of the Authority, against judgments, fines, penalties, settlements and reasonable expenses (including attorneys' fees) incurred by him or her in connection with such proceeding, if such person acted in good faith and reasonably believed his or her conduct to be in the Authority's best interests and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe his conduct was unlawful. The indemnification and protection provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board of Directors. The Authority may purchase and maintain appropriate insurance for any person to the extent provided by the applicable law.

ARTICLE VI
BOARD

Section 6.01 Board Composition. Management of all Authority affairs shall reside in the Board. The Board shall be composed of seven (7) members appointed by the City Council. Commencing on January 1, 2010, the terms of office of such members shall be as follows: (1) two members shall be appointed to terms expiring on December 31, 2010; (2) two members shall be appointed to terms expiring on December 31, 2011; (3) two members shall be appointed to terms expiring on December 31, 2012; and (4) one member shall be appointed to a term expiring on December 31, 2013. Upon the expiration of the foregoing terms of members, members shall be appointed to four-year terms. Members appointed prior to January 1, 2010 shall serve until their successors are appointed and assume their Board positions.

The existing PDA Board members shall recommend new Board members to the City Council who shall appoint the Board members. Members shall be civic or business leaders with experience relevant to the purpose of the Authority in such fields as finance, real estate development, law or construction management. The City Manager may designate City staff support to the Authority as necessary.

Section 6.02 Board Concurrence and Quorum Defined. "Board concurrence," as used in this Article, may be obtained at any regular or special Board meeting by an affirmative vote of a majority of the Board members voting on the issue, provided that such majority equals not less than three (3) votes.

A quorum to commence a Board meeting shall be no fewer than four (4) members. The bylaws of the Authority may prescribe Board quorum restrictions that equal or exceed the quorum restrictions imposed in this Section 6.02. Board members present at a duly convened meeting may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6.03 Officers and Division of Duties. The Authority shall have three or more officers. The same person shall not occupy both the office of President and any office responsible for the custody of funds and maintenance of accounts and finances. The initial officers of the Authority shall be the President, Secretary-Treasurer and Executive Director. Additional officers may be provided for in the Bylaws of the Authority. The President shall be the agent of the Authority for service of process; the Bylaws may designate additional corporate officials as agents to receive or initiate process. The Executive Director shall be the chief administrative staff person to the Board of Directors. The Authority may contract with the City of Vancouver Economic Development Director to serve as its Executive Director. Subject to supervision by the Board of Directors, the Executive Director shall have primary responsibility for all matters involving day-to-day operations of the Authority and shall make recommendations to the Board of Directors on practices, policies and programs of the Authority. He or she shall have such powers and perform such duties as may be prescribed from time to time by the Board and he or she shall be entitled to notices of all meetings of the Board of Directors but shall not be entitled to be present during any discussions relating to his or her employment or performances. The Board shall oversee the activities of the corporate officers, establish and/or implement policy, participate in corporate activity in matters prescribed by city ordinance, and shall have stewardship for management and determination of all corporate affairs.

Section 6.04 Executive Committee. The Bylaws may provide for an Executive Committee, which shall be appointed and/or removed by the Board, and shall have and exercise such authority of the Board in the management between meetings of the Board, as may be specified in the Bylaws.

Section 6.05 Committees. The appointment of other committees shall be provided for in the Bylaws.

Section 6.06 Removal of Board Members. 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.

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.

ARTICLE VII MEETINGS

Section 7.01 Board Meetings.

1. The Board shall meet as necessary but not less than two (2) times a year.
2. Special meetings of the Board may be called as provided in the Bylaws.

Section 7.02 Open Public Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Chapter 42.30 RCW. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meeting, any citizen shall have a reasonable opportunity to address the Board either orally or by written petition. Voting by telephone or by proxy is not permitted.

Section 7.03 Parliamentary Authority. The rules of *Robert's Rules of Order* (revised) shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order of the Authority set forth in the Bylaws.

Section 7.04 Minutes. Copies of the minutes of all regular or special meetings of the Board shall be available to any person or organization that requests them as required by state law; minutes with respect to closed executive sessions need not be made available. The minutes of all Board meetings shall include a record of individual votes on all matters requiring Board concurrence.

ARTICLE VIII BYLAWS

The initial Bylaws may be amended to provide additional or different rules governing the Authority and its activities as are not inconsistent with this Charter. The Board may provide in the Bylaws for all matters related to the governance of the Authority, including but not limited to matters referred to elsewhere in the Charter for inclusion therein.

ARTICLE IX

AMENDMENT TO CHARTER AND BYLAWS

Section 9.01 Proposals to Amend Charter and Bylaws.

1. Proposals to amend the Charter or Bylaws shall be presented in a format which strikes over material to be deleted and underlines new material.

2. Any Board member may introduce a proposed amendment to the Charter or to the Bylaws (which may consist of new Bylaws) at any regular meeting or at any special meeting of which ten (10) days' advance notice has been given to members of the Board.

Section 9.02 Board Consideration of Proposed Amendments. If notice of a proposed amendment to the Charter or to the Bylaws, and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board fifteen (15) days prior to any regular Board meeting or any special meeting of which thirty (30) days' advance notice has been given, then the Board may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not so provided, the Board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which thirty (30) days' advance notice has been given and at least fifteen (15) days prior to which meeting such notice and information is provided to Board members, Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 9.03 Vote Required for Amendments to Charter or Bylaws. Resolutions of the Board approving proposed amendments to the Charter or Bylaws require an affirmative vote of a majority of the Board members voting on the issue, provided that such majority equals not less than four (4) votes.

Section 9.04 City Council Approval of Proposed Charter Amendments. Proposed Charter amendments adopted by the Board shall be submitted to the City Council. The Authority's Charter may be amended only by ordinance as provided in M-3302 (VMC Chapter 2.73 VMC).

ARTICLE X COMMENCEMENT

The Authority shall commence its existence effective upon the issuance of its Charter as sealed and attested by the City Clerk and the holding of the initial board meeting.

ARTICLE XI DISSOLUTION

Dissolution of the Authority shall be in the form and manner required by state law, City ordinance, and the Bylaws. 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 of Vancouver for use for public purposes.

ARTICLE XII APPROVAL OF CHARTER

ORIGINAL CHARTER APPROVED by Ordinance M-3302 (Chapter 2.73 VMC) adopted by the City Council of the City of Vancouver on May 19, 1997 and subsequently amended by City of Vancouver Ordinances M-3517 and M-3738.

CERTIFICATE

I, the undersigned, City Clerk of the City of Vancouver, Washington (the "City") DO HEREBY CERTIFY that the attached CHARTER OF THE DOWNTOWN REDEVELOPMENT AUTHORITY is a true and correct original of such charter as authorized by Ordinance M-3302 (Chapter 2.73 VMC) of the City and subsequently amended by City of Vancouver Ordinances M-3517 and M-3738.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the City this 27th day of February, 2006.

/s/

R. Lloyd Tyler, City Clerk
By: Carrie Lewellen, Deputy City Clerk

EXHIBIT B
BYLAWS
OF
THE DOWNTOWN REDEVELOPMENT AUTHORITY

ARTICLE I

Board

Section 1.01 Quorum. At least four (4) members of the Board must be present at any regular or special meeting to comprise a quorum. A lesser number in attendance at such a meeting may adjourn the meeting and reconvene it within forty-eight (48) hours of the adjourned meeting without further notice.

ARTICLE II

Officers and Committees

Section 2.01 Officers Designated. The officers of the Authority shall be a President, Secretary-Treasurer and Executive Director. Such other offices as may be deemed necessary may be created by resolution of the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2.02. Election Qualifications and Term of Office. The President and Secretary-Treasurer shall be elected by the Board at the first regular meeting of each year, for a one-year term, and each Elected Officer shall hold office during said one-year term and until his or her successor is elected. The first Elected Officers of the Board shall be elected by the Board at its organizational meeting or as soon as practicable following the Board's creation of such Elected Office.

Section 2.03. Powers and Duties.

a. President. The President shall be the chief executive officer of the Public Authority and shall have general supervision over the business of the Public Authority, subject, however, to the control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign and execute, in the name of the Public Authority, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board of Directors, and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to such office by the Board of Directors.

b. Secretary-Treasurer. The Secretary-Treasurer shall:

1. Certify and keep at the office of the Public Authority, or at such other place as the Board of Directors may order, the original or a copy of the Bylaws, as amended or otherwise altered;
2. Keep at the office of the Public Authority, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors and of the resolutions of the Board, recording therein the time and place of holding such meetings, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings there at;
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. Be custodian of the records and seal of the Public Authority;
5. Exhibit at all reasonable times to any director, upon application, the Bylaws and minutes of the proceedings of the directors of the Public Authority;
6. Receive and have charge of all funds of the Public Authority and shall disburse such funds only as directed by the Board of Directors;
7. Perform all duties incident to the office of Chief Financial Officer; and
8. In general perform such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 2.04. Removal. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board by an affirmative vote of the majority of the whole Board may remove any Elected Officer from his or her office whenever in its judgment the best interests of the Authority will be served thereby.

Section 2.05 Vacancies. The Board shall fill any Elected Office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 2.06. Establishment of Committees. The Board, by resolution adopted by a majority of the full Board, may designate from among its members one or more committees, each consisting of at least three or more members, to represent the Board and, on matters other than those described in Section 2.73.100 of the Ordinance, act for and on behalf of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board of any responsibility imposed by law.

Section 2.07 Executive Committee. The Executive Committee of the Authority, if established, shall consist of the President, the Secretary-Treasurer of the Board and one member-at-large elected by the Board, The provisions for election, qualifications, term of office and removal of the member-at-large of the Executive Committee shall be identical to those of Elected Officers of the Board as provided herein in Section 2.02, 2.04, and 2.05 of this Article II.

Except as provided in Section 2.73.100 of the Ordinance, the Executive Committee shall have and exercise such powers of the Board of the Authority as the Board may from time to time provide by resolution.

Section 2.08. The Board may from time to time establish advisory committees to report on possible projects or activities and shall fill such committees by appointment of suitable persons.

Section 2.09 Executive Director. The Executive Director shall be the chief administrative officer of the Authority responsible for the day-to-day operations of the Authority and for carrying out the policies and directives of the Board. The Executive Director shall make recommendations to the Board on practices, policies and programs of the Authority. He or she shall have such powers and perform such duties as may be prescribed from time to time by the Board. The Executive Director is an employee at-will, and as such, may be removed, with or without cause, by the Board.

ARTICLE III

Meetings

Section 3.01 Regular Board Meetings. Regular meetings of the Board shall be held at such place and time or shall be fixed by resolution of the Board.

Section 3.0 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Secretary-Treasurer or by the person or persons calling the special meeting by delivering personally or by mail written notice at least seven days prior to the time of the meeting to each Board member and to each local newspaper of general circulation and to each radio or television station that has requested notice as provided in the Open Public Meetings Act, Chapter 42.30 RCW, as now or hereafter amended. In addition, the Authority shall provide notice of special meetings to any individual specifically requesting it in writing. If the President deems that an emergency exists, the President may shorten the notice of a special meeting to not less than twenty-four hours.

The time and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken on any other matter at such meetings.

Section 3.03 Waiver of Notice. Notice as provided in Section 3.04 hereof may be dispensed with as to any member of the Board who at or prior to the time the meeting convenes files with the Board of the Authority a written waiver of notice or who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to deal with an emergency involving injury or damage to persons or property of the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage. Notice, as provided in Article IX of the Charter concerning proposed amendments to the Charter or Bylaws and votes on such amendments, may not be waived.

Section 3.04 Notice to the City Council of the city of Vancouver. Notice of all meetings and minutes of such meetings Of the Board shall be given to the Clerk of the City Council of the City of Vancouver.

ARTICLE IV

Administrative Provisions

Section 4.01 Books and Records. The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any of the Authority of the Board.

Section 4.02 Indemnification of Board Members. The Authority elects to defend and indemnify its present and former officials and their successors, spouses and marital communities to the full extent authorized by law. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouses and marital communities upon his or her appointment to the Board and in the event of his or her death shall extend to his or her heirs, legal representatives and estate. Each person who shall act as Board member or officer or the Authority shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which he or she may have.

Section 4.03 Principal Office. The initial principal office of the Authority shall be the Economic Development Division of the City Manager's Office, Third Floors City Hall, 210 East 13th Street, Vancouver, Washington 98668-1995. The Authority may establish by resolution a different location as its principal office.