

ORDINANCE NO. 14-1014

AN ORDINANCE of the City Council of the City of SeaTac, Washington, authorizing the creation of a public corporation to be known as the Seattle Southside Regional Tourism Authority and approving a Charter and Bylaws.

WHEREAS, pursuant to RCW 35.21.730 through 35.21.755, the City Council (the “Council”) of the City of SeaTac, Washington (the “City”) may authorize the creation of a public corporation as a separate legal entity to perform any lawful public purpose or public function as therein authorized; and

WHEREAS, the tourism industry is a vital and substantial component of the region’s economy and tourism promotion increases the number of visitors to the region which in turn increases regional sales supporting the local economy; and

WHEREAS, the City of Tukwila (“Tukwila”) currently administers Seattle Southside Visitors Services (“SSVS”), a tourism promotion program funded by lodging taxes imposed and collected within Tukwila, the City, and the City of Des Moines (“Des Moines”), and remitted to SSVS in exchange for tourism promotion services; and

WHEREAS, the Legislature of the State of Washington has recognized the importance of tourism promotion in the State of Washington and in 2003 passed Engrossed Substitute Senate Bill No. 6026, codified as chapter 35.101 RCW, as it may be amended from time to time (the “TPA Act”), authorizing counties with a population greater than forty thousand but less than one million, and any city or town within such a county, to establish a tourism promotion area for the purpose of imposing charges (referred to herein as “Special Assessments”) on the furnishing of lodging to be expended exclusively on tourism promotion; and

WHEREAS, in 2009 the Legislature amended the TPA Act to allow two or more cities located in a county with a population of one million or more acting jointly under chapter 39.34

RCW (the “Interlocal Cooperation Act”) to form a tourism promotion area for such purpose, and the “legislative authority” of a tourism promotion area formed in such county shall be comprised of two or more jurisdictions acting jointly as the legislative authority under an interlocal agreement created under the Interlocal Cooperation Act for the joint establishment and operation of a tourism promotion area; and

WHEREAS, pursuant to RCW 35.101.040, a county, city or town may establish a tourism promotion area that includes within the boundaries of the area portions of its own jurisdiction and another jurisdiction, if the other jurisdiction is a party to an interlocal agreement formed pursuant to the Interlocal Cooperation Act; and

WHEREAS, pursuant to the TPA Act and the Interlocal Cooperation Act, the City, Tukwila, and Des Moines entered into an Interlocal Agreement for the Joint Establishment of a Tourism Promotion Area dated May 6, 2014, as it may be amended from time to time (the “Interlocal Agreement”), for the purpose of, among other things, designating the Council as the “legislative authority” for purposes of the TPA Act, including without limitation for the purpose of receiving a petition to initiate the establishment of a tourism promotion area within the jurisdictional boundaries of the City, Tukwila and Des Moines (the “Seattle Southside TPA”), considering a resolution of intent to form the Seattle Southside TPA, holding a public hearing as required by the TPA Act, and, if certain requirements are satisfied, adopting an ordinance forming the Seattle Southside TPA; and

WHEREAS, operators of Lodging Businesses (as defined in the TPA Act) located in the proposed Seattle Southside TPA presented a petition pursuant to the terms of the TPA Act to the Council (the “Initiation Petition”) to initiate the establishment of the Seattle Southside TPA; and

WHEREAS, depending on the rates of the assessments, the proposed Seattle Southside TPA is projected to provide approximately \$2-2.5 million of additional revenue for tourism promotion each year; and

WHEREAS, the additional revenue stream is expected to help the tourism promotion program currently administered by SSVS remain competitive with other destination marketing organizations in the State of Washington, bring more visitors to the area, bolster hotel occupancy, protect current jobs, create new jobs, increase business at restaurants and retail stores, and increase patronage at arts, cultural and sporting venues in an ever increasingly competitive marketplace; and

WHEREAS, the proposal to form the Seattle Southside TPA raises a number of organizational challenges, and consequently City staff, in collaboration with representatives from SSVS, Tukwila, Des Moines, and the hotel industry, has reviewed a number of options for implementing and managing this potential new revenue source; and

WHEREAS, the entrepreneurial nature of tourism promotion programs requires the active participation of members of the hospitality industry, the multiple revenue streams derived from taxes, donations, tourism promotion area assessment revenue and elsewhere require coordination, and the mix of public and private funding and staffing requires oversight and accountability; and

WHEREAS, the City has determined that chartering a public corporation to function on its behalf for the purpose of receiving and managing lodging tax and Special Assessment revenue and providing tourism promotion services currently provided by SSVS will create a highly focused and dedicated entity that will accelerate progress; allow the City and other interested parties to recruit individuals to the board of directors of the public corporation who will provide

effective leadership and bring valuable expertise to its work; and enhance opportunities for meaningful cooperation with other tourism marketing organizations and others critical to the successful promotion of southwest King County as a tourist destination, all while ensuring appropriate public oversight and accountability; and

WHEREAS, the relationship between the City and the public corporation may be further defined in one or more legally binding agreements between them specifically delineating the work to be undertaken by the corporation and other matters essential to its success while maintaining consistency with City policies, goals and priorities and providing for meaningful accountability; and

WHEREAS, the Council has been presented with drafts of a proposed charter (the “Charter”) and bylaws (the “Bylaws”) for the establishment and chartering of a public corporation to be known as the Seattle Southside Regional Tourism Authority (the “Authority”), which will have as its purpose receiving lodging tax revenue, Special Assessment revenue, and other funding from time to time; managing and operating the Seattle Southside TPA; serving as a destination marketing organization; and providing tourism promotion services pursuant to the terms of this ordinance, the Interlocal Agreement, and the Charter; and

WHEREAS, it appears in the best interest of the City to approve the Charter and Bylaws for the Authority as now proposed;

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF SEATAC DO ORDAIN as follows:

Section 1. Authority Created—City Liability Limited.

A. Authority Created. The Council hereby authorizes the creation of a public corporation pursuant to RCW 35.21.730(5). The public corporation shall have all of the powers

set forth in this ordinance, RCW 35.21.730 through 35.21.755, and its Charter necessary (a) to facilitate the operation and management of the Seattle Southside TPA, (b) to receive and apply funding to accomplish its corporate purposes (including but not limited to lodging taxes collected pursuant to chapter 67.28 RCW as provided for in the Interlocal Agreement and Special Assessments (charges) collected pursuant to the TPA Act in the Seattle Southside TPA), (c) to provide tourism promotion services to the City, Tukwila, Des Moines, and other contracting parties, including but not limited to those services currently provided by SSVS, (d) to serve as a destination marketing organization for the City, Tukwila, Des Moines, and other contracting parties, and (e) to perform any other function specified in this ordinance, the Charter and the Interlocal Agreement.

The Authority is intended to serve as a destination marketing organization, including without limitation, for the purposes of the TPA Act and chapter 67.28 RCW. The Authority is expressly authorized to receive lodging tax revenue and to use such lodging tax revenues for the purposes set forth in chapter 67.28 RCW, the Interlocal Agreement, this ordinance, and the Charter, as each may be amended from time to time.

B. Name. The name of the public corporation shall be the “Seattle Southside Regional Tourism Authority” (referred to as the “Authority”).

C. Seal. The corporate seal of the Authority shall carry the name of the Authority.

D. Liability Limited. The Authority is an independent legal entity exclusively responsible for its own debts, obligations and liabilities. Except as specifically agreed in writing by the City, Tukwila, or Des Moines, the Authority shall take no action that might impose liability upon the City, Tukwila, or Des Moines. Pursuant to RCW 35.21.730(5), and in order to prevent recourse against the assets or credits of the City, Tukwila, and Des Moines, all liabilities

incurred by the Authority shall be satisfied exclusively from the assets, credit, and properties of the Authority, and no creditor or other person shall have any right of action against or recourse against the City, Tukwila, or Des Moines, or their assets, credit, or services, on account of any debts, obligations, liabilities or acts or omissions of the Authority.

The Charter of the Authority shall provide that the Authority is organized pursuant to this ordinance and RCW 35.21.730 through 35.21.755 and state as follows: “[A]ll liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City of SeaTac, the City of Tukwila, the City of Des Moines, Washington or any other entity on account of any debts, obligations, or liabilities of the Authority unless explicitly agreed to in writing by such entity.” Such statement shall be displayed in a prominent location in the principal office or other offices of the Authority. It shall also be printed or stamped on all contracts and other documents that may entail any debt or liability by the Authority.

Section 2. Powers--Generally. Except as otherwise limited by Washington State law, this ordinance, or the Charter of the Authority, the Authority shall have and exercise all lawful powers necessary or convenient to affect the purposes for which the Authority is organized and to perform authorized corporate functions, including, without limitations, the power to:

- A. Own, lease, acquire, dispose of, exchange and sell real and personal property;
- B. Contract for any Authority purpose with individuals, associations and corporations, municipal corporations, any agency of the State government or its political subdivisions, and the State, any Indian Tribe, and the United States or any agency or department thereof;
- C. Sue and be sued in its name;

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

E. Do anything a natural person may do;

F. Perform and undertake all manner and type of community services and activities in furtherance of the carrying out of the purposes or objectives of any program or project heretofore or hereafter funded in whole or in part with funds received from the United States or any agency or department thereof, or any other program or project, whether or not funded with federal funds, which the Authority is authorized to undertake by Federal or Washington State law, City ordinance, City resolution, by agreement with the City, or as may otherwise be authorized by the City;

G. Provide and implement such municipal services and functions as the Council may by ordinance or resolution direct;

H. Transfer any funds, real or personal property, property interests, or services, with or without consideration;

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

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

K. Secure financial assistance, including funds from the United States, a state, or any political subdivision or agency of either for corporate projects and activities;

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

M. Manage, on behalf of the United States, a state, and any 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 for areas located within the City;

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

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 political subdivision or agency of either may request;

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

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

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

- T. Invest and reinvest its funds;
- U. Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred;
- V. Maintain books and records as appropriate for the conduct of its affairs and make such books and records available as required by law and the Interlocal Agreement;
- W. Conduct corporate affairs, carry on its operations, and use its property as allowed by law and consistent with this ordinance, its Charter and its Bylaws; designate agents and engage employees, prescribing their duties, qualifications, and compensation; and secure the services of consultants for professional services, technical assistance, or advice;
- X. Identify and recommend to the United States, a state, and any political subdivision or agency of either, the acquisition by the appropriate governmental entity (for transfer to or use by the Authority) of property and property rights, which, if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purpose for which the Authority is chartered;
- Y. Provide for, carry out, and implement the provisions of the Interlocal Agreement, including but not limited to, entering into agreements with the State Department of Revenue (“DOR”) for the purpose of receiving Special Assessment revenue collected by DOR on behalf of the Seattle Southside TPA, and serving as a destination marketing organization;
- Z. Contract with the City, Tukwila, Des Moines, and/or other entities from time to time to accomplish the purposes of the Authority, including but not limited to agreements for the management and operation of the Seattle Southside TPA; agreements to provide tourism promotion services; and agreements for the transfer of assets, equipment, and intellectual property used by SSVS; and

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

The Authority is hereby directed to enter into one or more agreements with DOR, subject to DOR's approval, and other parties as necessary, for the purpose of receiving Special Assessment revenue collected by DOR on behalf of the Seattle Southside TPA.

Section 3. Limitation of Powers. The activities and transactions of the Authority shall be limited in the following respects:

A. The Authority shall have no power of eminent domain nor any power to levy taxes.

B. The Authority may not incur or create any liability that permits recourse by any contracting party or member of the public to any assets, services, resources, or credit of the City, Tukwila, Des Moines or other municipality, unless otherwise expressly agreed to by such entity.

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 Council; provided, however, that funds may be used for representatives of the Authority to communicate with members of Congress, state legislators 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 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 its 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 or other private persons, except that the Authority is authorized and empowered to:

(i) Reimburse board members, employees and others performing services for the Authority reasonable expenses actually incurred in performing their duties, and compensate employees and others performing services for the Authority a reasonable amount for services rendered;

(ii) Assist board members or employees as members of a general class of persons to be assisted by a corporate-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 board members or employees by reason of his or her status or position in the Authority;

(iii) Defend and indemnify any current or former board member or employee and their successors against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been a board member or employee, or by reason of any action alleged to have been taken or omitted by him or her in such position, 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 board members or employees may be entitled as a matter of law;

(iv) Purchase insurance to protect and hold personally harmless any of its board members, 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

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

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.

F. The Authority shall have no power to issue negotiable bonds or notes.

Section 4. Charter. The Charter of the Authority (the "Charter") is hereby approved in substantially the form set forth at Exhibit A, with such changes as determined to be necessary by the City Manager to accomplish the provisions of this ordinance. The Charter shall be issued in duplicate originals, each signed by the Mayor and the City Manager of the City of SeaTac (the "City Manager") and bearing the City seal attested by the City Clerk. One original shall be filed with the SeaTac City Clerk and filed as a public record. A duplicate original shall be provided to the Authority.

The Charter may be amended by the City Manager to comply with changes in Washington State law or to make the Charter consistent with the provisions of this ordinance as it may be amended by the Council from time to time. Charter amendments proposed by the City Manager for such purposes shall not require subsequent approval of the board of directors of the Authority or the Council. The Charter may also be amended by resolution of the board of directors of the Authority subject to approval by the Council. Any Charter amendment adopted by resolution of the board of directors must be consistent with the terms of this ordinance. After adoption of a Charter amendment, the revised Charter shall be issued and filed in the same manner as the original Charter.

Section 5. Effect of Issuance of Charter. The Authority shall commence its existence effective upon issuance of its Charter and appointment and confirmation of the initial board of directors as provided in the Charter. Except as against the state or the City in a proceeding to cancel or revoke the Charter, delivery of a duplicate original Charter shall conclusively establish that the Authority has been established in compliance with the procedures of this ordinance.

Section 6. Board of Directors; Officers. A board of directors (the "Board") is hereby established to govern the affairs of the Authority. The initial Board of the Authority shall consist of at least seven and no more than eleven members as further provided in the Charter. The Board members shall be appointed and serve their terms as provided in the Charter. All corporate powers of the Authority shall be exercised by or under the authority of the Board; and the business, property and affairs of the authority shall be managed under the supervision of the Board, except as may be otherwise provided by law or in the Charter.

The Board shall have three or more officers as provided in the Charter. The officers shall manage the daily affairs and operations of the Authority. The same person shall not serve as

both the chairperson of the Authority and the officer responsible for the custody of funds and maintenance of accounts and finances. Any officer responsible for accounts and finances shall file with the Authority a fidelity bond in the amount of \$50,000 and may hold the office only as long as such a bond continues in effect. Any other agent or employee of the Authority, as determined by the Board, shall annually furnish an official bond conditioned on the honest and faithful performance of their official duties, in the amount of \$25,000. All bond premiums shall be paid by the Authority. The chairperson shall be the agent of the Authority for service of process. The Authority may, by resolution, designate other agents to receive or initiate process.

Section 7. Meeting. Within ninety (90) days after issuance of the Charter and appointment and confirmation of the initial Board as provided in the Charter, the City Manager or his/her designee shall call an organizational meeting of the initial Board, giving at least ten (10) days' advance written notice to each, unless waived in writing. At such meeting, the Board shall organize itself, appoint initial officers, select its place of business, and adopt a code of ethics policy. All Board meetings, including executive, all other permanent and ad hoc committee meetings, shall be open to the public to the extent required by chapter 42.30 RCW.

Section 8. Bylaws. The initial bylaws (the "Bylaws") of the Authority are hereby approved substantially in the form set forth at Exhibit B, with such changes as determined to be necessary by the City Manager to accomplish the provisions of this ordinance. The power to alter, amend, or repeal the Bylaws or adopt new ones shall be vested in the Board except as otherwise provided in the Charter. The Bylaws shall be consistent with the Charter. In the event of a conflict between the Bylaws and this ordinance or the Charter, this ordinance or the Charter, as the case may be, shall control.

Section 9. Funds of the Authority. All money belonging to or collected for the use of the Authority coming into the hands of any officer thereof shall immediately be deposited with the treasurer or other legal depository to the credit of the Authority for the benefit of the funds to which they belong. The use of funds of the Authority for any purpose not authorized by law by any officer having possession or control thereof is prohibited.

Section 10. Discrimination Prohibited. Membership to the Board shall not be directly or indirectly based upon or limited by age, sex, marital status, sexual orientation, race, creed, color, national origin, honorably discharged veteran or military status, or the presence of any sensory, mental, or physical disability or the use of a trained dog guide or service animal by a person with a disability. Furthermore, the Authority shall not discriminate in any matter related to employment because of age, sex, marital status, sexual orientation, race, creed, color, national origin, honorably discharged veteran or military status, or the presence of any sensory, mental, or physical disability or the use of a trained dog guide or service animal by a person with a disability. The Authority shall, in all solicitation or advertisements for employees placed by or on behalf of the Authority, if any, state that all qualified applicants will receive consideration for employment without regard to age, sex, marital status, sexual orientation, race, creed, color, national origin, honorably discharged veteran or military status, or the presence of any sensory, mental, or physical disability or the use of a trained dog guide or service animal by a person with a disability.

Section 11. Dissolution.

A. The Authority may be dissolved for any reason by an affirmative finding of the Council that dissolution is warranted. The Council shall make such affirmative finding in a resolution at or after the Council holds a public hearing, held with notice to the Authority and its

Board. Dissolution shall be accomplished as provided in the Charter, and shall not take effect until proper provision has been made for disposition of all Authority assets and liabilities.

B. Upon enactment of a resolution by the Council for dissolution of the Authority, the Authority shall file a dissolution statement signed by its chairperson setting forth:

- (i) The name and principal office of the Authority;
- (ii) The debts, obligations and liabilities of the Authority, and the property and assets available to satisfy the same; the provisions to be made for satisfaction of outstanding liabilities and performance of executory contracts; and the estimated time for completion of its dissolution;
- (iii) Any pending litigation or contingent liabilities;
- (iv) The Board resolution providing for such dissolution, the date(s) and proceedings leading toward its adoption, and requesting that assets of the Authority be transferred to the City to continue the purposes for which the Authority was chartered, whenever the dissolution be voluntary; and
- (v) A list of persons to be notified upon completion of the dissolution.

The City Manager shall review the dissolution 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 City shall indicate such dissolution by inscription of "charter cancelled" on the original Charter of the Authority, on file with the SeaTac City Clerk and, when available, on the duplicate original of the Authority, and the existence of the Authority shall cease. The City shall give notice thereof pursuant to

Washington State law and to other persons requested by the Authority in its dissolution statement.

D. Upon dissolution of the Authority or the winding up of its affairs, title to all remaining assets or property of the Authority shall vest in the City, or when requested to by resolution of the Board of the Authority pursuant to Section B(iv), shall vest in the City. If title to all remaining assets or property of the Authority is to vest in the City, the City or trustee or court may provide for the transfer of any Authority rights, assets or property to a qualified entity or entities to fulfill the purposes for which the Authority was chartered.

Section 12. 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 a primary, non-contributory additional insured. The types and amount of insurance required under this Section shall include:

COMMERCIAL GENERAL LIABILITY

\$2,000,000 per occurrence liability.
Coverage to include Premise and Operations Liability
Blanket Contractual
Products and Completed Operations

AUTOMOBILE LIABILITY

\$2,000,000 per accident bodily injury and property damage liability, including any owned, hired or non-owned automobile.

EMPLOYMENT PRACTICES LIABILITY

\$2,000,000 per claim.

ERRORS AND OMISSIONS

\$2,000,000 per claim.

WORKER'S COMPENSATION

To be insured under Washington State Industrial Insurance.

FIDELITY AND CRIME INSURANCE

\$100,000 limit covering all employees and officers.

The insurance required under this Section may be fulfilled by acquiring excess liability or umbrella liability coverage. However, in all cases, certificates of insurance must be filed with the City and approved by the City Manager. The types and amounts of insurance required in this Section may be amended by the Council.

Section 13. Annual Reports. The Authority shall, prior to the end of three months after the end of its fiscal year, file an annual report with the City Finance Director and the City Manager containing an audited statement of assets and liabilities, income and expenditures and changes in its financial position during the previous year (or unaudited if such audited information is unavailable, to be promptly followed by audited information when it becomes available); 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 members and officers of the Board; and a list of individuals that are bonded (including bond amounts) pursuant to this ordinance. The Authority shall also answer fully and within a reasonable time any written inquiries by City officials in the course of their duties about its finances, organization or activities.

Section 14. Access to Records. The Authority shall keep an official journal containing the minutes of proceedings at all meetings of the Board and any meetings of any membership and the resolutions of the Board. Any person shall have access to records and information of the Authority to the extent required by Washington State law.

Section 15. Public Corporation. The Authority is a public corporation created pursuant to RCW 35.21.730 through 35.21.755 as a separate legal entity from the City.

Section 16. Ancillary Authority. The City Manager or the City Manager's designee is granted all such power and authority as reasonably necessary or convenient to enable him or her

to administer this ordinance efficiently and to perform the duties imposed in this ordinance or the Charter.

Section 17. Liberal Construction. This ordinance shall be liberally construed so as to effectuate its purposes and the purposes of RCW 35.21.730 through 35.21.755.

Section 18. Effective Date. This ordinance shall take effect five (5) days after passage and publication as required by law.

PASSED this 14th day of October, 2014 and signed in authentication thereof on this 14th day of October, 2014.

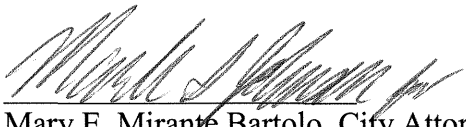
CITY OF SEATAC, WASHINGTON


Mia Gregerson, Mayor

ATTEST:


Kristina Gregg, City Clerk

APPROVED AS TO FORM:


Mary E. Mirante Bartolo, City Attorney

Effective Date: 10/25/14

**CHARTER
OF
SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY**

TABLE OF CONTENTS

		Page
ARTICLE I	NAME AND AUTHORITY SEAL	1
ARTICLE II	AUTHORITY FOR SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY: LIMIT ON LIABILITY	1
	Section 1. Authority	1
	Section 2. Limitation on Liability	1
	Section 3. Mandatory Disclaimer.....	1
ARTICLE III	DURATION OF AUTHORITY	2
ARTICLE IV	PURPOSE OF AUTHORITY	2
ARTICLE V	POWERS OF AUTHORITY	3
ARTICLE VI	LIMITS ON AUTHORITY POWERS	5
ARTICLE VII	ORGANIZATION OF AUTHORITY	7
	Section 1. Board of Directors.....	7
	Section 2. Tenure of Board Members	8
	Section 3. Consecutive Absences.....	8
	Section 4. Removal of Board Members	8
	Section 5. Vacancy on Board of Directors.....	9
	Section 6. Duties of Board Members	9
	Section 7. Voting Requirements/Quorum.....	9
	Section 8. Right to Indemnification	10
ARTICLE VIII	OFFICERS OF AUTHORITY	11
	Section 1. Tenure of Officers.....	11
	Section 2. Duties of Officers.....	12
	Section 3. Incapacity of Officers.....	12
	Section 4. Administration	12
ARTICLE IX	COMMENCEMENT OF AUTHORITY	12
ARTICLE X	BYLAWS	12
ARTICLE XI	MEETINGS OF THE AUTHORITY	13
	Section 1. Time and Place of Meetings.....	13
	Section 2. Notice of Regular Meetings	13
	Section 3. Notice of Special Board Meetings	13
	Section 4. Waiver of Notice.....	14
	Section 5. Notice of Meetings.....	14

	Section 6. Open Public Meetings	14
	Section 7. Telephonic Participation	14
	Section 8. Parliamentary Authority.....	14
	Section 9. Minutes.....	15
ARTICLE XII	CONSTITUENCY	15
ARTICLE XIII	AMENDMENTS TO CHARTER AND BYLAWS	15
ARTICLE XIV	MISCELLANEOUS.....	16
	Section 1. Geographic Limitation	16
	Section 2. Safeguarding of Funds	17
	Section 3. Public Records	17
	Section 4. Reports and Information; Audits.....	17
	Section 5. Dissolution	17
	Section 6. Nondiscrimination.....	18
	Section 7. Nonexclusive Charter.....	18
	Section 8. Mayor and City Manager or His or Her Designee.....	18

**CHARTER
OF
SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY**

ARTICLE I

NAME AND AUTHORITY SEAL

The name of this corporation shall be the “Seattle Southside Regional Tourism Authority” (hereinafter referred to as the “Authority”). The corporate seal of the Authority shall be a circle with the name of the Authority and the word “SEAL” inscribed therein.

ARTICLE II

**AUTHORITY FOR SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY:
LIMIT ON LIABILITY**

Section 1. Authority.

The Authority is a public corporation organized pursuant to Ordinance No. ____ of the City of SeaTac, Washington (the “City”) adopted on _____, 2014, as existing or as hereinafter amended (the “Enabling Ordinance”), and pursuant to the Revised Code of Washington (“RCW”) 35.21.730 through 35.21.755, as the same now exist or may hereafter be amended, or any successor act or acts.

Section 2. Limitation on Liability.

All debts, obligations and liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City, the City of Tukwila (“Tukwila”), the City of Des Moines (“Des Moines”), or any other entity on account of any debts, obligations, or liabilities of the Authority unless explicitly agreed to in writing by such entity.

Section 3. Mandatory Disclaimer.

The following disclaimer shall be posted in a prominent place where the public may readily see it in the Authority’s principal and other offices. It shall also be printed or stamped on all contracts and other documents that may entail any debt or liability by the Authority. Failure to display, print or stamp the statement required by this section shall not be taken as creating any liability for any entity other than the Authority.

The Seattle Southside Regional Tourism Authority (the “Authority”) is organized pursuant to Ordinance No. ____ of the City of SeaTac, Washington adopted on _____, 2014, as existing or as hereinafter amended, and RCW 35.21.730 through 35.21.755. All liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City of SeaTac, the City of Tukwila, the City of Des Moines, Washington or any other entity on account of any debts, obligations, or liabilities of the Authority unless explicitly agreed to in writing by such entity.

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.”

ARTICLE III

DURATION OF AUTHORITY

The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSE OF AUTHORITY

The purpose of the Authority is to provide an independent legal entity under RCW 35.21.730-.755 and the Enabling Ordinance for the purposes of:

1. managing and operating the Seattle Southside Tourism Promotion Area, a tourism promotion area formed pursuant to chapter 35.101 RCW, as it may be amended (the “TPA Act”), in the jurisdictional boundaries of the City, Tukwila and Des Moines, as the same may be revised or expanded from time to time (the “Seattle Southside TPA”);
2. providing tourism promotion services to the City, Tukwila, Des Moines, and other contracting parties in southwest King County. Tourism promotion services shall include, but are not limited to, those services currently provided by Seattle Southside Visitors Services (“SSVS”) and shall be consistent with the Interlocal Agreement for a Joint Establishment of a Tourism Promotion Area by and among the City, Tukwila, and Des Moines, as the same may be amended from time to time (the “Interlocal Agreement”) and the ordinance forming the Seattle Southside TPA, as the same may be amended from time to time (the “TPA Formation Ordinance”);

3. serving as a destination marketing organization for the benefit of the City, Tukwila, Des Moines, and other contracting parties, including without limitation, for the purpose of accepting and using lodging tax revenues pursuant to chapter 67.28 RCW, as it may be amended, and receiving revenues as provided in subsection 4 below;

4. receiving revenues from charges imposed within the Seattle Southside TPA pursuant to the TPA Act (referred to herein as “Special Assessments”) and other sources for the purposes of accomplishing the purposes of the Authority, and applying such revenues as permitted by the Interlocal Agreement, the TPA Act, and the TPA Formation Ordinance; and

5. providing such other services as determined to be necessary to implement the Interlocal Agreement.

ARTICLE V

POWERS OF AUTHORITY

Except as otherwise limited by Washington State law, the Authority shall have all powers necessary or convenient to effect the purposes for which the Authority is organized and to perform authorized Authority functions, including without limitation the power to:

1. Own, lease, acquire, dispose of, exchange and sell real and personal property;
2. Contract for any Authority purpose with individuals, associations and corporations, municipal corporations, any agency of the State of Washington (the “State”) or its political subdivisions, and the State, any Indian Tribe, and the United States or any agency or department thereof;
3. Provide for, carry out, and implement the provisions of the Interlocal Agreement, including but not limited to, entering into agreements with the State Department of Revenue (“DOR”), subject to DOR’s approval, for the purpose of receiving Special Assessment revenue collected by DOR on behalf of the Seattle Southside TPA, and serving as a destination marketing organization;
4. Contract with the City, Tukwila, Des Moines, and/or other entities from time to time to accomplish the purposes of the Authority, including but not limited to agreements for the management and operation of the Seattle Southside TPA; agreements to provide tourism promotion services; and agreements for the transfer of assets, equipment, and intellectual property used by SSVS;
5. Sue and be sued in its name;
6. Lend its funds, property, credit or services, borrow money, or act as a surety or guarantor for corporate purposes;

7. Do anything a natural person may do;
8. Perform and undertake all manner and type of community services and activities in furtherance of the carrying out of the purposes or objectives of any program or project heretofore or hereafter funded in whole or in part with funds received from the United States, state, county, or other political entity, or any agency or department thereof, or any other program or project, whether or not funded with such funds, which the Authority is authorized to undertake by Federal or Washington State law, City ordinance, City resolution, by agreement with the City, or as may otherwise be authorized by the City;
9. Provide and implement such municipal services and functions as the SeaTac City Council may by ordinance or resolution direct;
10. Transfer any funds, real or personal property, property interests, or services, with or without consideration;
11. Receive and administer governmental or private property, funds, goods, or services for any lawful public purpose;
12. Purchase, acquire, lease, exchange, mortgage, encumber, improve, use, manage, or otherwise transfer or grant security interests in real or personal property or any interests therein; grant or acquire options on real and personal property; and contract regarding the income or receipts from real property;
13. Secure financial assistance, including funds from the United States, a state, or any political subdivision or agency of either for corporate projects and activities;
14. Contract for, lease, and accept transfers, gifts or loans of funds or property from the United States, a state, and any political subdivision or agency of either, including property acquired by any such governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions therefor;
15. Manage, on behalf of the United States, a state, and any political subdivision or agency of either, any property acquired by such entity through gift, purchase, construction, lease, assignment, default, or exercise of the power of eminent domain;
16. Initiate, carry out, and complete such improvements of benefit to the public consistent with this Charter as the United States, a state, and any political subdivision or agency of either may request;
17. Recommend to the United States, a state, and any political subdivision or agency of either such tax, financing, and security measures as the Authority may deem appropriate to maximize the public interest in the City;

18. Provide advisory, consultative, training, educational, and community services or advice to individuals, associations, corporations, or governmental agencies, with or without charge;
19. Control the use and disposition of corporate property, assets, and credit;
20. Invest and reinvest its funds;
21. Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred;
22. Maintain books and records as appropriate for the conduct of its affairs and make such books and records available as required by law and the Interlocal Agreement;
23. Conduct corporate affairs, carry on its operations, and use its property as allowed by law and consistent with the Enabling Ordinance, this Charter and the Authority's bylaws (the "Bylaws"); designate agents, and engage employees, prescribing their duties, qualifications, and compensation; and secure the services of consultants for professional services, technical assistance, or advice;
24. Exercise any power granted to the Authority under the Enabling Ordinance, or any other applicable ordinance, and the Interlocal Agreement, except as expressly limited by the terms of this Charter; and
25. Exercise and enjoy such additional powers as may be authorized by law.

ARTICLE VI

LIMITS ON AUTHORITY POWERS

The Authority in all activities and transactions shall be limited in the following respects:

1. The Authority shall have no power of eminent domain nor any power to levy taxes.
2. The Authority may not incur or create any liability that permits recourse by any contracting party or member of the public against any assets, services, resources, or credit of the City, Tukwila, or Des Moines, unless otherwise explicitly agreed to in writing by such entity.
3. 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 any state legislature or any governing body of any political entity; provided, however, that funds may be used for representatives of

the Authority to communicate with governmental entities 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.

4. All funds, assets, or credit of the Authority shall be applied toward or expended upon services, projects, and activities authorized by this Charter. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable as such to, members of the hereinafter defined Board ("Board Members"), officers or other private persons, except that the Authority is authorized and empowered to:

a. Reimburse Board Members, employees and others performing services for the Authority reasonable expenses actually incurred in performing their duties, and compensate employees and others performing services for the Authority a reasonable amount for services rendered;

b. Assist Board Members or employees as members of a general class of persons to be assisted by a corporate-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 Board Members or employees by reason of his or her status or position in the Authority;

c. Defend and indemnify any current or former Board Member or employee and their successors against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been a Board Member or employee or by reason of any action alleged to have been taken or omitted by him or her in such position, 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 Board Members or employees may be entitled as a matter of law;

d. Purchase insurance to protect and hold personally harmless any current or former Board Member or employee and their successors 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 Members, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance; and

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

5. 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.

6. The Authority shall have no power to issue negotiable bonds or notes.

ARTICLE VII

ORGANIZATION OF AUTHORITY

Section 1. Board of Directors.

The management of all Authority affairs shall reside in a Board of Directors (the "Board"). The Board of the Authority shall be composed of at least seven but not more than eleven members. All members of the initial Board shall be individuals meeting the qualifications set forth below and shall be appointed by the SeaTac City Council. Members of the Board shall select from among themselves officers pursuant to Article VIII hereof and shall constitute the initial Executive Committee of the Authority pursuant to the Bylaws.

The Board shall be comprised primarily of ratepayers, representative of a variety of geographic locations, property sizes, and price points of lodging businesses within the Seattle Southside TPA. Board members will generally be representative of the hospitality industry and would not likely be drawn from the existing lodging tax advisory committees. Except as provided above with respect to the initial Board, all appointments to the Board shall be recommended by the then-existing Board and confirmed by the SeaTac City Council. Board recommendations shall be transmitted to the SeaTac City Council no later than September 30 of each calendar year. The Board may seek recommendations from the SSVS Executive Director, the executive director of the Authority, existing lodging tax advisory committees for jurisdictions comprising the Seattle Southside TPA, lodging businesses paying Special Assessments within the Seattle Southside TPA, and from other members of the Board. All members should be civic or business leaders with experience relevant to the purpose of the Authority in such fields as finance, hospitality and conference management, tourism, marketing and public relations, corporate management, real estate development, law, or technology. Members are not required to be residents of the City. No member of the Board may be an official or employee of the City nor hold any elected or appointed public office (City or otherwise) during his or her term on the Board.

Section 2. Tenure of Board Members.

Board Members shall be appointed for three-year terms, except as provided herein. Except as otherwise provided herein, all Board Members shall continue to serve on the Board until a successor is appointed and confirmed in the same manner as the initial appointments. The SeaTac City Council shall divide the initial Board Members into three classes, one class who shall serve an initial term until December 31, 2015, one class who shall serve an initial term until December 31, 2016; and one class who shall serve an initial term until December 31, 2017. At the regular Board meeting in 2015 that coincides most closely with the first anniversary of the issuance of this Charter, the term of the first class of Board Members shall expire, provided that he or she shall continue in office until his or her successor is appointed. Successors shall serve three-year terms. This procedure shall continue annually as to successive classes of Board Members with expiring terms so that at the regular meeting of the Board that coincides most closely with each anniversary of the issuance of this Charter, a new class of Board Members shall take office, provided that each person so selected shall hold office for the three-year term for which he or she is selected and until his or her successor shall have been selected. There shall be no restriction on Board Members serving successive terms.

Section 3. Consecutive Absences.

Any Board Member who is absent for three (3) consecutive regular meetings without excuse may, by resolution duly adopted by a majority vote of the whole Board, be deemed to have forfeited his or her position as Board Member.

Section 4. Removal of Board Members.

If it is determined by at least a majority of the Board that a Board Member should be removed due to misfeasance or malfeasance or other reason while serving in his or her capacity as a Board Member and such action is concurred in by a majority of the SeaTac City Council, the SeaTac City Council may by resolution remove such Board Member. If it is determined for any reason that any or all of the Board Members should be removed, with or without cause, the SeaTac City Council may by resolution remove any or all Board Members. Such resolution shall state the reasons for the removal and shall be considered by the SeaTac City Council at or after the SeaTac City Council holds a public hearing, held with written notice to the Board Member(s) subject to the removal, stating the reason for the removal and affording the Board Member(s) a reasonable opportunity to be heard and respond to the proposed removal. Notice of such public hearing shall be given to the Board Member(s) at least sixty (60) days prior to the hearing. Provided, nothing prevents the SeaTac City Council from immediately (without public hearing) suspending a Board Member's authority and ability to participate in Board matters pending the public hearing, if the SeaTac City Council determines such action is warranted (for example, due to misfeasance or malfeasance).

Removal of Board Members pursuant to this section shall be effective immediately unless otherwise provided in the resolution. Any successor shall be selected in the same manner as initial appointments and shall hold office for the unexpired term.

Section 5. Vacancy on Board of Directors.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, disability, resignation, removal, or forfeiture of membership as provided herein. Vacancies during and at the expiration of the term of a Board Member shall be filled for the unexpired term as soon as possible in the same manner as initial appointments. The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly appointed and qualified.

Section 6. Duties of Board Members.

A general or particular authorization or review and concurrence of the Board by resolution shall be necessary for any of the following transactions:

1. 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, or the execution of a lease for a current term less than one (1) year;
2. To the extent permitted by Washington State law, donation of money, property or other assets belonging to the Authority;
3. An action by Authority as a surety or guarantor;
4. All capital expenditures in excess of \$50,000, and all other transactions in which:
 - a. The consideration exchanged or received by the Authority exceeds \$50,000,
 - b. The performance by the Authority shall extend over a period of one (1) year from the date of execution of an agreement therefor, or
 - c. The Authority assumes duties to the City, Tukwila, Des Moines, the State, the United States or any other governmental entity;
5. Adoption of the budget;
6. Proposed amendments to this Charter or the Bylaws; and
7. Such other transactions, duties, and responsibilities as this Charter shall repose in the Board or require Board participation by resolution.

Section 7. Voting Requirements/Quorum.

1. Any resolution authorizing or approving an action described in Section 6 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 (1/3) of the Board's total voting membership.

2. A quorum constituting a majority of the then current members of the Board must be present at any regular or special meeting of the Board for the Board to transact any business.

3. Proxy voting shall not be allowed.

4. Proposed amendments to this Charter and the adoption and amendment of Bylaws shall require an affirmative vote of two-thirds (2/3) of the then current members of the Board.

Section 8. Right to Indemnification.

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Board Member or employee of the Authority, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent, or in any other capacity, shall be indemnified and held harmless by the Authority to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be in such position and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in this section, with respect to proceedings seeking to enforce rights to indemnification, the Authority shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors; provided, further, the right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Authority the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceedings shall be made only upon delivery to the Authority of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Section or otherwise.

Provided, further, that the foregoing indemnity shall not indemnify any person from or on account of:

1. Acts or omissions of such person finally adjudged to be intentional misconduct or a knowing violation of law; or

2. Any transaction with respect to which it was finally adjudged that such person personally received a benefit in money, property, or services to which such person was not legally entitled.

If a claim under this Section is not paid in full by the Authority within sixty (60) days after a written claim has been received by the Authority, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Authority to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Section upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Authority), and thereafter the Authority shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the Authority (including the Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper nor a determination by the Authority (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

The right of indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Charter, Bylaws, any agreement, or otherwise.

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, its Board of Directors, staff and employees, naming the City as a primary, non-contributory additional insured.

ARTICLE VIII

OFFICERS OF AUTHORITY

Section 1. Tenure of Officers.

The Board Members shall elect from among themselves the following Authority officers: Chairperson, Vice Chairperson, Treasurer and Secretary. The Chairperson and the Treasurer may not be the same person. The Chairperson and the Vice Chairperson may not be the same person. The term of any officer shall expire at such time as such officer's membership on the Board ceases or terminates, or at such sooner time as the term of office expires and the office has been filled by appointment or reappointment. The Authority may, under Article X of this Charter, adopt Bylaws providing for additional officers, and, to the extent not inconsistent with

this Charter, may adopt Bylaws governing the offices and tenure of officers; the number of positions, powers and duties, and term of each office; the manner of appointment, selection, or election of office holders and the appointing, selection, or electing authority; performance of duties of the office upon illness, death, incapacity, or absence of the officer; the filling of vacancies; and any qualification for the office and conditions upon exercising its powers. Nothing prevents the Board from appointing Co-Chairpersons, or combining the offices of Chairperson and Vice Chairperson into co-chairs.

Section 2. Duties of Officers.

The officers of the Authority shall have the duties as set forth in the Bylaws.

Section 3. Incapacity of Officers.

If the Treasurer or the Chairperson is incapacitated, another officer as provided for in the Bylaws shall be authorized to perform such duties without further authorization. The Treasurer is not authorized to perform the duties of the Chairperson, nor is the Chairperson authorized to perform the duties of the Treasurer.

Section 4. Administration.

The Board may appoint, designate, employ, and remove an executive director of the Authority and such other personnel as determined to be needed by the Board. The executive director and other personnel shall be responsible to the Board for the administration of the affairs of the Authority as may be authorized from time to time by resolution of the Board. The executive director may be authorized or delegated by the Authority to: (i) supervise and be responsible for the effective management of the administrative affairs of the Authority; (ii) sign documents and contracts on behalf of the Authority; and (iii) perform such other duties as delegated or assigned by the Board.

ARTICLE IX

COMMENCEMENT OF AUTHORITY

The Authority shall come into existence and be authorized to take action at such time as this Charter is approved by the SeaTac City Council and members of the Board are appointed and confirmed by the SeaTac City Council, in accordance with Section 5 of the Enabling Ordinance.

ARTICLE X

BYLAWS

The Authority shall adopt Bylaws to provide rules for governing the Authority and its activities that are not inconsistent with this Charter. The initial Bylaws shall be approved by the SeaTac City Council pursuant to the Enabling Ordinance. Thereafter, any amendments to the Bylaws (which may consist of an entirely new set of Bylaws), shall be approved by the Board and shall

require a vote of the Board Members as provided by Article VII, Section 7(4) of this Charter. Among other things, the Authority shall provide in the Bylaws for the following:

1. The creation of committees of the Authority and the responsibilities of any such committee.
2. Suspension or removal of Authority officers and conditions which would require such suspension or removal.
3. Establish the principal office of the Authority.
4. Any matters set forth in the Enabling Ordinance (and any other applicable City ordinances) and not inconsistent with this Charter or not provided for herein.

ARTICLE XI

MEETINGS OF THE AUTHORITY

Section 1. Time and Place of Meetings.

Regular meetings of the Board shall be held at least six times per year at a regular time and place to be determined by the Board by resolution. No later than the last regular meeting of the calendar year, the Board shall adopt a resolution specifying the date, time and place of regular meetings for the upcoming calendar year. A copy of the resolution shall be distributed in the same manner as notice of special meetings is provided pursuant to Section 3 below. Special meetings of the Board may be held from time to time as authorized by law.

Section 2. Notice of Regular Meetings.

No notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Board as provided above. Notice of such changed regular meeting shall be given by the Chairperson or by the person or persons calling the meeting by email or by personal communication over the telephone to each Board Member least 24 hours prior to the time of the meeting or by at least three (3) days' notice by mail, telegram or written communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board Member.

Section 3. Notice of Special Board Meetings.

Notice of all special meetings of the Board shall be given by the Chairperson or by the person or persons calling the special meeting in accordance with RCW 42.30.080 by delivering personally, by email or by mail written notice at least 24 hours prior to the time of the meeting to each Board Member, to each local newspaper of general circulation and to each radio or television station that has requested notice and to any other individual specifically requesting it in writing. The call and notice of all special meetings shall specify the time and place of all

special meetings and the business to be transacted. Final disposition shall not be taken by the Board on any other matters at such special meetings. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 4. Waiver of Notice.

Notice as provided in Sections 2 and 3 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 or 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.

Section 5. Notice of Meetings.

Notice of all meetings shall be provided as required under chapter 42.30 RCW. Agendas of all meetings shall be posted or provided to the extent required by RCW 42.30.077. Notice of all meetings and proposed agendas of all meetings of the Board shall also be given to the City Clerk of the City. In addition, the Authority shall provide reasonable notice of meetings to any individual specifically requesting it in writing.

Section 6. Open Public Meetings.

All Board meetings, including executive, all other permanent and ad hoc committee meetings, shall be open to the public to the extent required by chapter 42.30 RCW. At such meetings, any person shall have a reasonable opportunity to address the Board either orally or by written petition. The Board and committees may hold executive sessions to consider matters enumerated in chapter 42.30 RCW or matters as authorized by law.

Section 7. Telephonic Participation

Board Members may participate in a regular or special meeting through the use of any means of communication by which all Board Members and members of the public participating in such meeting can hear each other during the meeting. Any Board Member participating in a meeting by such means is deemed to be present in person at the meeting for all purposes including, but not limited to, establishing a quorum.

Section 8. Parliamentary Authority.

The rules in the current edition of Robert's Rules of Order Newly Revised shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with this Charter or with the special rules of order of the Authority set forth in the Bylaws.

Section 9. 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. The minutes of all Board meetings shall include a record of individual votes on all matters requiring Board approval.

ARTICLE XII

CONSTITUENCY

There shall be no constituency of the Authority.

ARTICLE XIII

AMENDMENTS TO CHARTER AND BYLAWS

1. This Charter may be amended by the City Manager to comply with changes in Washington State law with subsequent notice to the SeaTac City Council or to make this Charter consistent with the provisions of the Enabling Ordinance as it may be amended from time to time. Such amendments shall be provided to the Board at least thirty (30) days' prior to the effective date of the proposed amendment. Such amendments will not require Board or City Council approval. Notice of any proposed amendment shall include the text of the amendment presented in a format with strikes over material to be deleted and underline under new material and shall be accompanied by a statement of its purpose and effect.

This Charter may also be amended by resolution of the Board subject to approval by the SeaTac City Council. Any Charter amendment adopted by resolution of the Board must be consistent with the terms of the Enabling Ordinance. Any Board Member may propose an amendment to this Charter at any meeting (regular or special) of which thirty (30) days' advance notice has been given to each member of the Board, to each member of SeaTac City Council and to the City Manager for review and recommendations. Notice of any proposed amendment shall include the text of the amendment presented in a format with strikes over material to be deleted and underline under new material and shall be accompanied by a statement of its purpose and effect. The SeaTac City Council and the City Manager shall, within fifteen (15) days of receipt of the proposed amendment, make a recommendation to the Board concerning the acceptability or otherwise of the amendment.

If notice of a proposed amendment to this Charter is given as provided in the preceding paragraph, and information including the text of the proposed amendment and a statement of its purpose and effect, 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. 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. Resolutions of the Board approving proposed amendments to this Charter require an affirmative vote of Board Members as provided in Article VII, Section 7 of this Charter.

All amendments shall be issued duplicate originals, each signed by the City Manager and bearing the City Seal attested by the City Clerk, at which time such amendment of this Charter shall be effective. One original shall be filed by the City Clerk and filed as a public record. A duplicate original shall be delivered to the Authority.

2. Any Board Member may propose an amendment to the Bylaws (which may consist of a new set of Bylaws) at any meeting (regular or special) of which thirty (30) days' advance notice has been given to each Board Member and the City Manager. Notice of any proposed amendment shall include the text of the amendment presented in a format with strikes over material to be deleted and underline under new material and shall be accompanied by a statement of its purpose and effect. If notice of a proposed amendment to this Charter is given as provided in the preceding paragraph, and information including the text of the proposed amendment and a statement of its purpose and effect, 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. 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.

Resolutions of the Authority approving amendments to the Bylaws by unanimous vote may be implemented at such time as selected by the Authority in the Resolution without further action. Resolutions approving amendments to the Bylaws with less than a unanimous vote cannot take effect until ten (10) days after filing with the City Finance Director. The Chairperson of the Authority shall file such resolution within three (3) days of its adoption. In any event, copies of the amendments shall be filed with the City Finance Director as a public record.

ARTICLE XIV

MISCELLANEOUS

Section 1. Geographic Limitation.

The Authority may conduct activities outside of the City, subject, however, to the applicable limitations set forth in RCW 35.21.740. Pursuant to the Interlocal Agreement, Tukwila and Des Moines expressly authorized the Authority to conduct activities in each of their respective jurisdictional boundaries.

Section 2. Safeguarding of Funds.

Authority funds shall be deposited in a qualified public depository as determined by the Washington Public Deposit Protection Commission. The Board may by resolution designate the City as the fiscal agent and/or interim treasurer of the Authority with the authority to hold and invest funds on the Authority's behalf and make payments for approved expenditures.

Section 3. Public Records.

The Authority shall maintain all of its records in a manner consistent with the Preservation and Destruction of Public Records Act, chapter 40.14 RCW. The public shall have access to records and information of the Authority to the extent as may be required by applicable laws. All costs associated with complying with the Public Records Act, chapter 42.56 RCW, shall be borne by the Authority.

Section 4. Reports and Information; Audits.

Within three months after the end of the Authority's fiscal year, the Authority shall file an annual report with the Finance Directors of the City, Tukwila and Des Moines containing an audited statement of assets and liabilities, income and expenditures and changes in the Authority's financial position during the previous year (or unaudited information if an audit is not yet available, to be promptly followed by audited information); a summary of significant accomplishments; a list of depositories used; a projected operating budget (which may be an annual budget, a biennial budget or other form as authorized by State law); a summary of projects and activities to be undertaken during the budget period; a list of members and officers of the Board; and a list of individuals that are bonded pursuant to Section 6 of the Enabling Ordinance.

The Authority shall, at any time during normal business hours make available to the City Manager, Mayor and the Finance Director of each of the City, Tukwila and Des Moines, and the State Auditor for examination all of the Authority's financial records, and shall permit the City Manager, Mayor and the Finance Director of each of the City, Tukwila and Des Moines 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 5. Dissolution.

Dissolution proceedings may be initiated by the SeaTac City Council or, if the Board makes an affirmative finding that dissolution is necessary or appropriate, the Board may adopt a resolution requesting the City to dissolve the Authority. In either case, dissolution of the Authority requires an affirmative finding of the SeaTac City Council that dissolution is warranted. The SeaTac City Council shall make such affirmative finding in a resolution at or after the SeaTac City Council holds a public hearing, held with notice to the Authority and affording the Authority a reasonable opportunity to be heard and present evidence. Notice of such public hearing shall be given to the Authority at least thirty (30) days prior to the hearing.

If the Authority is dissolved, the Authority shall file a dissolution statement pursuant to Section 11(C) of the Enabling Ordinance and assets of the Authority shall be distributed pursuant to Section 11(D) of the Enabling Ordinance.

Section 6. Nondiscrimination.

The Authority, its employees, agents and subcontractors, if any, shall at all times comply with any and all federal, state or local laws, ordinances, rules or regulations with respect to non-discrimination and equal employment opportunity, which may at any time be applicable to the City by law, contract or otherwise, including but not limited to all such requirements which may apply in connection with employment or the provision of services to the public.

Specifically, the following matters or activities shall not be directly or indirectly based upon or limited by age, sex, marital status, sexual orientation, race, creed, color, national origin, honorably discharged veteran or military status, or the presence of any sensory, mental, or physical disability or the use of a trained dog guide or service animal by a person with a disability:

1. Membership on the Board
2. Employment, including solicitation or advertisements for employees.
3. Provisions of services to and contracts with the public.

Section 7. Nonexclusive Charter.

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

Section 8. Mayor and City Manager or His or Her Designee

The terms "Mayor" or "City Manager" or his or her designee as used in this Charter shall mean the Mayor or the City Manager of the City of SeaTac, as appropriate, any successor official, and any other person authorized to act in his or her stead.

This Charter is APPROVED this ____ day of _____, 2014.

Mayor, City of SeaTac

City Manager, City of SeaTac

[SEAL]

ATTEST:

City Clerk

**BYLAWS
OF
SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY**

ARTICLE I. MEMBERSHIP

Section 1.1 Board Tenure. For the purpose of determining tenure for members of the Seattle Southside Regional Tourism Authority (the “Authority”) Board of Directors (the “Board”) the anniversary of the issuance of the Authority Charter (the “Charter”) shall be _____ of each year.

Section 1.2 Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, disability, resignation or removal of any Board Member as provided in the Authority’s Charter, or expiration of a Board Member’s term.

ARTICLE II. OFFICERS AND COMMITTEES

Section 2.1 Officers Designated. The officers of the Board shall be a Chairperson, Vice-Chairperson, Treasurer, and Secretary, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by 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 2.2 Election, Qualification and Term of Office. Each of the officers shall be elected by the Board from among its members pursuant to the Charter. The officers shall be elected by the initial Board at the first regular meeting after the term of new or reappointed Board members commences each year, for a one-year term, and each officer shall hold office during said one-year term and until his or her successor is elected. The first officers of the initial Board shall be elected by the initial Board at its original meeting. Terms of each officer shall end on December 31 of each calendar year.

Section 2.3 Powers and Duties. The officers of the Authority shall have the following duties:

- (a) **Chairperson.** Subject to the control of the Board, the Chairperson shall have general supervision, direction and control of the business and affairs of the Authority. On matters decided by the Authority, unless otherwise required pursuant to Ordinance No. _____ of the City of SeaTac, Washington (the “City”) adopted on _____, 2014 (the “Enabling Ordinance”) or by the Charter, the signature of the Chairperson alone is sufficient to bind the corporation.

(b) Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson without further authorization in the event the Chairperson is unable to perform the duties of the office due to absence, illness, death, or other incapacity, and shall discharge such other duties as pertain to the office as prescribed by the Board.

(c) Treasurer. The Treasurer shall receive and faithfully keep all funds of the Authority and deposit same in such bank or banks as may be designated by the Board. The Treasurer shall discharge such other duties as prescribed by the Board. In the event the Treasurer is incapacitated, the Vice-Chairperson of the Authority is authorized to perform such duties without further authorization.

(d) Secretary. The Secretary shall keep or authorize others to keep a full and complete record of the meetings of the Board, committees, when acting on behalf of the Board, and to the extent they are separate, the meetings of the officers with appropriate minutes; shall keep the seal of the Authority and affix the same to such papers and such instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books and other records and ledgers and other written documents comprising the business and purpose of the Authority, and shall discharge such other duties as pertain to the office as prescribed by the Board.

Before taking office, the Officers shall procure a bond in an amount, if any, determined by the City Council. An officer may not continue in office unless such bond is in effect.

Section 2.4 Removal From Office. Pursuant to the terms of the Charter and 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 Board Members may remove any officer of the Board from his or her office whenever in its judgment the best interests of the Authority will be served thereby.

Section 2.5 Vacancies. The Board shall fill any 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 appointed and qualified.

Section 2.6 Disclosure Statement. The Authority shall adopt a code of ethics policy for Board Members and employees which shall require an individual annual disclosure statement that requires the disclosure of any ownership of property or employment/affiliation with any lodging business located in the Seattle Southside TPA (as defined in the Charter). Any Board Member with such ownership interest, employment or affiliation shall recuse him or herself from participating in discussions, deliberations, preliminary negotiations, and votes if such property or lodging business is directly benefiting from such action. All candidates for Board membership will be required to disclose any information concerning actions or activities of the candidate or his/her immediate family that present a potential conflict of interest as a Board Member. Candidates whose employment, financial interests, and/or other transactions are

determined by the Board to be in conflict with the interests of the Authority will be ineligible for Board membership.

Section 2.7 Reimbursement. The Board may reimburse Board Members, employees and others performing services for the Authority reasonable expenses actually incurred in performing their duties.

Section 2.8 Establishment of Committees. The Board may, by resolution, designate one or more other committees, each consisting of one or more members, to advise the Board or, on matters other than those described in the Charter to 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 Board Member of any responsibility imposed by law.

Section 2.9 Executive Committee. The Executive Committee of the Authority shall consist of the Chairperson (who also serves as chair of the Executive Committee), Vice-Chairperson, Treasurer and Secretary of the Board, the Executive Director of the Authority, and such other members of the Board as the Chairperson may select. Except as provided in those provisions of Article VII, Section 6 of the Charter, the Executive Committee shall have general supervision, direction and control of the business and affairs of the Authority and shall have and exercise such powers of the Board as the Board shall from time to time provide by resolution.

Regular meetings of the Executive Committee shall be held at least quarterly at a regular time and place to be determined by the Board by resolution. At the last regular meeting of the calendar year, the Board shall adopt a resolution specifying the date, time and place of regular meetings for the upcoming calendar year. Special meetings of the Executive Committee may be held at any place at any time whenever called by the Chairperson or a majority of the Committee members. All Executive Committee meetings shall be open to the public to the extent required by chapter 42.30 RCW, and shall be subject to the same provisions as meetings of the Board as provided in Article XI of the Charter.

ARTICLE III. ADMINISTRATIVE PROVISIONS

Section 3.1 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 3.2 Principal Office. The principal office of the Authority shall be _____, _____, Washington.

Section 3.3 Fiscal Year. The fiscal year of the Authority shall begin January 1 and end December 31 of each year.

ARTICLE IV. APPROVAL OF BYLAWS

Approved by Ordinance No. _____ of the City, adopted on _____, 2014.