

**TOWN OF ODESSA, WASHINGTON**

**ORDINANCE 546**

AN ORDINANCE relating to the Odessa Public Development and creating the Odessa Public Development Authority; authorizing a charter and bylaws therefor; establishing a Board of Directors to govern the affairs of the authority; providing how the authority shall conduct its affairs and approving an ordinance summary for publication.

PASSED: January 24, 2000

Prepared by:

Brock, Carpenter, McGuire & DeWulf, P.S.  
9 East First Street  
P.O. Box 457  
Odessa, Washington 99159

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AN ORDINANCE relating to the Odessa Public Development and creating the Odessa Public Development Authority; authorizing a charter and bylaws therefor; establishing a Board of Directors to govern the affairs of the authority; providing how the authority shall conduct its affairs and approving an ordinance summary for publication.

WHEREAS, by Chapter 37, Laws of 1974, extraordinary session, as amended by Chapter 322, Laws of 1985, regular session and codified as RCW 35.21.730 through RCW 35.21.757 (the "Act"), the legislature of the State of Washington authorized towns to create public corporations, commissions and authorities; and

WHEREAS, the Town Council of the Town of Odessa, Washington (the "Town Council") has determined that a public authority should be created for the Town of Odessa, Washington pursuant to the Act.

NOW, THEREFORE, THE TOWN OF ODESSA, WASHINGTON DO ORDAIN AS FOLLOWS:

Section 1. Authority Created - Town Liability Limited.

A. Authority Created. A public authority is hereby created to undertake, assist with and otherwise facilitate the acquisition, construction, development, equipping, leasing, operation and maintenance of an industrial park center within the limits of the incorporated area of the Town of Odessa and without said limits to the extent provided by RCW 35.21.740 as enacted or hereafter amended. Unless authorized by ordinance of the Town, the Authority shall have no purpose other than the development, operation and maintenance of the industrial park within or without the Town as set forth above.

B. Town Liability Limited. The Authority is an independent legal entity exclusively responsible for its own debts, obligations and liabilities. All liabilities incurred by the Authority shall be satisfied exclusively from the assets and credit of the Authority; no creditor or other person shall have any recourse to the assets, credit or services of the Town on account of any debts, obligations, liabilities, acts, or omissions of the Authority.

Section 2. Name. The name of the public authority shall be the Odessa Public Development Authority.

Section 3. Definitions. As used herein, the term:

A. "Act" means Chapter 37, Laws of Washington, 1974, extraordinary session, as amended by Chapter 322, Laws of Washington, 1985, regular session and codified as RCW 35.21.730 through RCW 35.21.757.

B. "Authority" means the Odessa Public Development Authority created under this ordinance.

C. "Board of Directors" or "Board" means the governing body vested with the management of the affairs of the Authority.

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

E. "Bylaws" means the rules adopted for the regulations or management or the affairs of the Authority adopted by this ordinance and all subsequent amendments thereto.

F. "Charter" means the articles of organization of the Public Authority adopted by this Ordinance and all subsequent Amendments thereto.

G. "Town " means the Town of Odessa, Washington.

H. "Town Clerk" means the Clcrk of the Town Council or a person authorized to act on his or her behalf.

I. "Town Council" means the legislative authority of the Town.

J. "Director" means a member of the Board.

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

L. "Planning Director" means the Planning Director of the Town.

M. "State" means the State of Washington.

Section 4. Powers - Generally. Except as otherwise limited by the State constitution, state statute, and ordinances of the Town, this ordinance, or the Charter, the Authority shall have and may exercise all lawful power necessary or convenient to effect the purposes for which the Authority is organized and to perform authorized corporate functions, including, without limitation, the power to:

A. Own and sell real and personal property;

B. Contract for any purpose with the United States, the State and any political subdivision or agency of either, and with individuals, associates and corporations;

C. Sue and be sued in its name;

D. Lend and borrow funds;

E. Do anything a natural person may do;

F. Provide and implement such municipal and community services and functions as the Town Council may by ordinance direct;

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

H. Purchase, lease, exchange, mortgage, encumber, improve, use or others transfer or grant security interest in real or personal property or any interest herein; grant or acquire options on real and personal property; and contract regarding the income or receipts from real and personal property;

I. Issue Bonds in conformity with applicable provisions of State law in such principal amounts as in the discretion of the Authority shall be necessary or appropriate to provide sufficient funds for achieving any corporate purposes; provided, however, that all Bonds or liabilities occurring thereunder shall be satisfied exclusively from the assets, properties or credit of such Authority, and no creditor or other person shall have any recourse to the assets, credit or services of the Town thereby, unless the Town Council shall by resolution or ordinance expressly guarantee such Bonds;

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

K. Manage, on behalf of the Town, any property acquired by gift, purchase, construction, lease, assignment, default or exercise of the power of eminent domain;

L. Initiate, carry out and complete such improvements of benefit to the public consistent with its Charter;

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

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

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

P. Invest and reinvest its funds;

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

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

S. Conduct corporate affairs, carry on its operations, and use its property as allowed by law and consistent with the Act, this ordinance, its Charter and its Bylaws; name corporate officials, designate agents, and engage employees, prescribing their duties, qualifications, and compensation; secure the services of consultants for professional services (including lawyers, accountants and others), technical assistance or advice;

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

Section 5. Limitation of Powers. The Authority in all activities and transactions shall be limited in the following respects:

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

B. The Authority may not incur or create any liability that permits recourse by any party or member of the public to any assets, services, resources or credit of the Town. All liabilities incurred by the Authority shall be satisfied exclusively from the assets and credit of the Authority; no creditor or other person shall have any recourse to the assets, credit or services of the Town on account of any debts, obligations, liabilities, acts or omissions of the Authority.

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

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

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

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

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

5. Sell assets for a consideration greater than their reasonable market value or acquisition costs, charge more for services than the expense of providing

them, or otherwise secure an increment in a transaction, or carry out any other transaction or activity, as long as such gain is not the principal object or purpose of the Authority's transactions or activities and is applied to or expended upon services, projects and activities as aforesaid.

D. The Authority shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to its Directors or employees or otherwise engage in business for private gain.

Section 6. Charter. The Charter of the Authority (the "Charter"), attached hereto and incorporated herein as Exhibit A of this ordinance, is hereby approved. Upon the effective date of this ordinance, the Charter shall be issued in duplicate originals, each bearing the Town seal attested by the Town Clerk. One original shall be retained by the Town Clerk and filed as a public record; a duplicate original shall be provided to the Authority. The Town Clerk shall give notice of the issuance of the Charter to the Secretary of State.

Section 7. Commencement of Authority's Existence; Compliance with Charter. The Authority shall commence its existence upon the issuance of the Charter. The Authority shall conduct its affairs in accordance with the Charter.

Section 8. Board of Directors. A board of directors (the "Board of Directors" or "Board") is hereby established to govern the affairs of the Authority, and shall be composed as set forth in the Charter. All corporate powers of the Authority shall be exercised by or under the authority of the Board of Directors and the business, property and affairs of the Authority shall be managed under the direction of the Board of Directors, except as may be otherwise provided for by law or in the Charter.

Section 9. Organization Meeting. The Town Council shall call an organizational meeting of the initial Board members within thirty (30) days of the effective date of this Ordinance, giving at least two (2) days' advance written notice to each, unless waived in writing. At such meeting, the Board shall organize itself.

Section 10. Board Review and Concurrence.

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

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

1. Adoption of an annual budget and a separate capital budget;
2. Transfer or conveyance of an interest in real estate other than release of a lien or satisfaction of a mortgage after payment has been received and the execution of a lease for a current term more than one year;

3. The contracting of debts, issuances of Bonds, and the mortgaging or pledging of authority assets or credit to secure the same;
4. An action by the Authority as a surety or guarantor;
5. All unbudgeted expenditures and all capital expenditures in excess of Five Thousand (\$5,000.00) , and all other transactions in which: (i) the consideration exchanged or received by the Authority exceeds the greater of one percent (1%) of the previous year's operating budget or Five Thousand (\$5,000.00); (ii) the performance by the Authority shall extend over a period exceeding one (1) year from the date of execution of an agreement therefor; or (iii) the Authority assumed duties of, or assigned duties to, the Town, the State, the United States or other governmental entity;
6. Certification of annual reports and statements to be filed with the Town Clerk as true and correct in the opinion of the Board and of its members except as noted;
7. Proposed amendments to the Charter and Bylaws; and
8. Such other transactions, duties and responsibilities as the Charter shall repose in the Board or the Board may reserve.

Section 11. Proposing Charter Amendments.

A. The Authority may propose to the Town Council that its Charter be amended by resolution of its Board passed by a procedure outlined in its Charter at a regular or special meeting of which two (2) days' advance written notice was given to Board members.

B. Information regarding a proposed Charter amendment shall be provided to members of the Board two (2) days prior to the meeting at which a vote shall be taken and shall include the proposed amendment and a statement of its purpose and effect.

Section 12. Charter Amendment. After adoption of a proposed Charter amendment by the Board of Directors, the Authority shall file two (2) complete copies of the Charter with the Town Clerk. The Charter may be amended only by ordinance of the Town Council. If the Town Council approves the proposed amendment, the revised Charter shall be issued in duplicate originals, each bearing the Town seal and attested by the Town Clerk. One original copy shall be retained by the Town Clerk as a public record and the other original shall be delivered to the Authority. A Charter amendment proposed by the Authority shall take effect and become a part of the Charter upon issuance of the revised Charter by the Town Clerk.

Section 13. Bylaws.

A. The initial Bylaws (the "Bylaws") of the Authority, attached hereto and incorporated herein as Exhibit B of this Ordinance, are hereby approved. The power to alter, amend or repeal the Bylaws or adopt new ones shall be vested in the Board unless otherwise provided in the Charter or Bylaws.



Section 14. Corporate Treasurer; Fidelity Bond. The Treasurer shall file as soon as practicable with the Authority a fidelity bond in an amount determined by the Authority to be adequate and appropriate, and may hold the corporate office only as long as such bond continues in effect.

Section 15. Code of Ethics - Conflict of Interest.

A. No member of the Board or any officer or employee of the Authority shall derive a personal profit, direct or indirect, from any contract or in the sale to the Authority or to a contractor supplying the Authority of any land or rights or interests in any land, material, supplies, or services except as provided in Chapter 42.23 RCW.

B. The Board may adopt additional conflict of interest and ethical rules it considers appropriate within its bylaws.

Section 16. Equal Employment Opportunity. The Authority shall comply with all applicable federal, state and local laws, regulations, rules and standards relating to equal employment opportunity.

Section 17. Access to Records.

A. The Authority shall keep an official journal containing the minutes of proceedings at all meetings of the Board and the resolutions of the Board.

B. Any person shall have access to records and information of the Authority to the extent required by State law.

Section 18. Meetings of the Board.

A. The Board shall meet at least one (1) time each year; special meetings of the Board may be called as provided by the Charter, the Bylaws and the Open Public Meetings Act.

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

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

Section 19. Quorum. The Charter or Bylaws shall establish the requirements for a quorum. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board; provided, however, that:

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

B. Any resolution authorizing or approving an action described in Section 10 of this Ordinance shall require an affirmative vote of a majority of the Board members voting on the issue.

Section 20. Deposit of Public Funds. All moneys belonging to or collected for the use of the Authority, coming into the hands of any corporate official or officer thereof, shall be deposited in a qualified public depository as determined by the Washington Public Deposit Protection Commission. Such moneys may be invested at the direction of the Board, by resolution, in investments which would be lawful for the investments of Town funds.

Section 21. Establishment and Maintenance of Office and Records. The Authority shall:

A. Maintain a principal office at a location within the limits of the Town;

B. File and maintain with the Town Clerk a current listing of all Authority officials, their positions and their business numbers, the address of its principal office, and a current set of its Bylaws; and

Section 22. Reports and Information. The Authority shall, on or before July 1<sup>st</sup>, 2000 and on or before January 31 of each year thereafter, beginning on or before January 31, 2001, file an annual report with the Town Clerk and the Town Council containing a certified statement of assets and liabilities, income and expenditures and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year; a summary of projects and activities to be undertaken during the current year; a list of Authority officials and a list of officials bonded pursuant to Section 14 of this ordinance.

Section 23. Audits and Inspections. The Authority shall, at any time during normal business hours and as often as the Town Council or the State Auditor may deem necessary, make available to the Town Council and the State Auditor for examination all of its financial records, and shall permit the Town Council and State Auditor to audit, examine and make excerpts or transcripts from such records, and to make audits of all contracts, invoices, materials, payrolls, records of personnel, conditions of employment and other data relating to all the aforesaid matters. The Town Council and State Auditor shall have no right, power or duty to supervise the daily operations of the Authority, but shall oversee such operations only through their powers to audit, modify the Charter and Bylaws and to remove Board members all as set forth in this ordinance, all for the sole purpose of correcting any deficiency and assuring that the purposes of the Authority are reasonably accomplished.

Section 24. Termination. If the Town Council makes an affirmative finding that termination is warranted for any reason, the existence of the Authority may be terminated by ordinance of the Town Council at or after a public hearing, held with notice to the Authority and affording it a reasonable opportunity to be heard and present testimony.

Section 25. Dissolution - Statement. Upon enactment of an ordinance by the Town Council for termination of the Authority, the Authority shall file a dissolution statement setting forth:

A. The name and principal office of the Authority;

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

C. Any pending litigation or contingent liabilities; and

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

The Town Council shall review the statement filed and oversee the dissolution to protect the public interest, or if so authorized by law, authorized 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 Town Council shall indicate such dissolution by inscription of "charter canceled" on the original charter of the Authority, on file with the Town Clerk and, when available, on the duplicate original of the Authority, and the existence of the Authority shall cease. The Town Clerk shall give notice thereof to the Secretary of State and other persons requested by the Authority in its dissolution statement.

Section 26. Dissolution - Disposition of Assets. Upon dissolution of the Authority and the winding up of its affairs, the Town Council may provide for the transfer of the rights, assets and property of the Authority to a qualified entity or entities which will fulfill the purposes for which the authority was chartered. Otherwise, title to all remaining property or assets of the authority shall vest in the Town upon the dissolution of the Authority.

Section 27. 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 Town as an additional insured; provided, however, the Town may pursuant to a lease or contract with the Authority agree to provide all or part of such insurance.

Section 28. Unauthorized Representation. All persons who assume to act for the Authority without actual authority to do so shall be liable for the debts and liabilities incurred or arising as a result thereof.

Section 29. Ancillary Authority. The Mayor, Town Council, appropriate Town Committees, and Town Clerk are granted all such power and authority as reasonably necessary or convenient to enable them to administer this ordinance efficiently and to perform the duties imposed in this Ordinance.

Section 30. Construction. This Ordinance shall be liberally construed so as to effectuate its purposes and the purposes of the Act.

Section 31. Effective Date. This Ordinance shall be effective immediately upon its passage and publication by the Town Clerk of a summary hereof.

PASSED, by the Town Council of the Town of Odessa, Washington, at a regular meeting thereof, held this 24 day of January, 2000.

TOWN OF ODESSA, WASHINGTON

By: \_\_\_\_\_  
Mayor

ATTEST:

\_\_\_\_\_  
Town Clerk

APPROVED AS TO FORM:

\_\_\_\_\_  
Mark DeWulf  
Town Attorney

**EXHIBIT A**

**CHARTER  
OF THE  
ODESSA PUBLIC DEVELOPMENT AUTHORITY**

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CHARTER  
OF  
THE ODESSA PUBLIC DEVELOPMENT AUTHORITY

ARTICLE I

Name and Seal

Section 1.1 Name. The name of this Authority shall be the ODESSA PUBLIC DEVELOPMENT AUTHORITY (the "Authority").

Section 1.2 Seal. The Authority's seal shall be a circle with the name "Odessa Public Development Authority" inscribed therein.

ARTICLE II

Authority and Limit on Liability

Section 2.1 Authority. The Authority is a public authority organized pursuant to RCW 35.21.730 - .757, as amended (the "Act") and Ordinance 546 of the Town of Odessa, Washington (the "Ordinance").

Section 2.2 Limit on Liability. 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 to the Town of Odessa, Washington (the "Town"), its assets, credit or services, on account of any debts, obligations, liabilities or acts or omissions of the Authority.

Section 2.3 Mandatory Disclaimers. The following disclaimer shall be printed or stamped on all contracts, bonds and other documents that may entail any debt or liability by the Authority.

The Odessa Public Development Authority is a public authority organized pursuant to Ordinance No. 546 of the Town of Odessa and the laws of the State of Washington, RCW 35.21.703 through RCW 35.21.757. RCW 35.21.750 provides as follows: "[A]l 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 Town, town or country creating such corporation, commission or authority on account of any debts, obligations or liabilities of such public corporation, commission or authority."

### 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 a legal entity organized under the Act and Town of Odessa Ordinance No. 546, to undertake, assist with and otherwise facilitate the acquisition, construction, development equipping, leasing, operation and maintenance of a Public Development Authority within or without Odessa, Lincoln County, Washington (the "Project"). To the extent appropriate and consistent with the needs and objectives of the Town, the Authority will acquire and manage real property, secure financing, undertake the construction and development of and otherwise accomplish all purposes required for development and operation of the Project.

To the extent appropriate and consistent with the needs and objectives of the Town and to facilitate or provide for the Project, the Authority will undertake and accomplish all activities necessary or convenient for the development, operation and implementation of the Project.

For the purpose only of securing the exemption from federal income taxation for interest on obligations of the Authority, the Authority constitutes an authority and instrumentality of the Town of Odessa (within the meaning of those terms in regulations of the United States Treasury and ruling of the Internal Revenue Service prescribed pursuant to Section 103 of the Internal Revenue Code of 1998, as amended).

### ARTICLE V

#### Powers

Section 5.1 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 5.2 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 judgements, 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 has 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 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 applicable law.

## ARTICLE VI

### Board

Section 6.1 Board Composition. Management of all Authority affairs shall reside in the Board. The Board shall be composed of seven (7) members who shall be persons proposed by the Mayor and approved by Town Council.

Section 6.2 Terms of Office.

(A) The terms of office of the initially appointed members of the Board shall commence on the effective date of this charter and shall be staggered as follows:

Group I. Two member for a two-year term;

Group II. Two members for three-year terms; and

Group III. Three members for four-year terms.

(B) In making the appointments of the initial board members, the Mayor shall designate which members are assigned to the three groups identified in subsection A above for purposes of determining the length of terms of such initial board members.

(C) Except for the initial members of the board, each member shall be appointed to serve for a four-year term. Each member shall continue to serve until his or her successor has been appointed and qualified.

(D) Terms shall expire at the end of the day prior to the anniversary of the effective date of the Charter of the year in which the respective group is scheduled to terminate. New appointees or reappointees shall be processed in the manner provided herein.

Section 6.3 Officers and Division of Duties. The Authority shall have four (4) 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, Vice President, Secretary and Treasurer. These officers shall be members of the Board. 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. Further duties of all officers may be provided for in the Bylaws. The Board shall oversee the activities of the corporate officers, establish and/or implement policy, participate in corporate activity in matters prescribed by Town ordinance, and shall have stewardship for management and determination of all corporate affairs.

Section 6.4 Committees. The appointment of other committees shall be provided for in the Bylaws.

## ARTICLE VII

### Meetings

#### Section 7.1 Board Meetings.

- (A) The Board shall meet as necessary but not less than one (1) time a year.
- (B) Special meetings of the Board may be called as provided in the Bylaws. The Bylaws may provide that meetings shall be tape recorded.

Section 7.2 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 proxy is not permitted.

Section 7.3 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 7.4 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. 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

### Amendments to Charter and Bylaws

#### Section 9.1 Proposals to Amend Charter and Bylaws.

(A) Proposals to amend the Charter or Bylaws shall be presented in a format that strikes over material to be deleted and underlines new material.

(B) 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 for which two (2) days' advance written notice has been given to members of the Board.

Section 9.2 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 three (3) votes.

Section 9.3 Town Council Approval of Proposed Charter. Proposed Charter amendments adopted by the Board shall be submitted to the Town Council. The Authority's Charter may be amended only by ordinance as provided in the Ordinance.

ARTICLE X

Commencement

The Authority shall commence its existence effective upon the issuance of its Charter as sealed and attested by the Town Clerk.

ARTICLE XI

Dissolution

Dissolution of the Authority shall be in the form and manner required by state law, the Ordinance, and the Bylaws.

ARTICLE XII

Approval of Charter

APPROVED by Ordinance No. 546 adopted by the Town Council of the Town of Odessa, Washington on January 24, 2000.

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Carl Ryan, Mayor of the Town of Odessa

ATTEST:

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E. Sharon Hester, City Clerk

**EXHIBIT B**

**BYLAWS  
OF  
THE ODESSA PUBLIC DEVELOPMENT AUTHORITY**

## ARTICLE I

### Board

Section 1.1 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 2.1 Election, Qualifications and Term of Office. If offices other than the President, Vice President, Secretary and Treasurer are hereinafter created, these offices shall be referred to as "Elected Offices." The holders of Elected Offices ("Elected Officers") 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 (1) 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 2.2 Powers and Duties.

(A) President. The President shall be the chief executive officer of the Authority and shall have general supervision over the business of the 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 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) Vice President. The Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. In addition, the Vice President shall perform such other duties and have such other powers as the Board of Directors shall designate and the Vice President shall assist the President in all other respects.

(C) Secretary. The Secretary shall:

(1) Certify and keep at the office of the 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 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 holding such meetings, whether regular or special, and if special how authorized, the notice thereof given, and the proceedings thereat;

(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 Authority;

(5) Exhibit at all reasonable times to any Director, upon application, the Bylaws and minutes of the proceedings of the Directors of the Authority; and

(6) Perform such other duties as may be assigned to such office by the Board of Directors or the President.

(D) Treasurer. The Treasurer shall:

(1) Receive and have charge of all funds of the Authority and shall disburse such funds only as directed by the Board of Directors;

(2) Perform all duties incident to the office of the Chief Financial Officer; and

(3) 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.

(4) Shall audit before payment all claims presented by persons furnishing materials, rendering services, performing labor, or for any other contractual purpose.

Section 2.3 Removal. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, and after an opportunity for the Elected Officer to be heard, the Board by an affirmative vote of a majority of the whole Board may remove any Elected Officer from his or her office whenever in its judgment the best interest of the Authority will be served thereby.

Section 2.4 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 2.5 Establishment of Committees. The Board, by resolution adopted by a majority of the full Board, may designate from among its members one (1) or more committees, each consisting of at least three (3) or more members, to represent the Board and, on matters other than those described in Section 10 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 2.6 Advisory Committees. 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.

## ARTICLE III

### Meetings

Section 3.1 Regular Board Meetings. All meetings of the Board shall be special meetings.

Section 3.2 Special Board Meetings. Subject to Article VII of the Charter of the Authority and Section 18 of the Ordinance, special meeting of the Board may be held at any place at any time whenever called by the President or a majority of the members of the Board.

Section 3.3 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Secretary or by the person or persons calling the special meeting by delivering personally or by mail written notice at least two (2) days prior to the time of the meeting to each Board member and to each local newspaper of the 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 (24) 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 3.4 Waiver of Notice. Notice as provided in Section 3.3 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. 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.

#### ARTICLE IV

##### Administrative Provisions

Section 4.1 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.

Section 4.2 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 the Charter. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouse 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 a Board member or officer of 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 4.3 Principal Office. The initial principal office of the Authority shall be at the Odessa Town Hall, 21 E. 1<sup>st</sup> Avenue, P.O. Box 218, Odessa, Washington 99159, or such other place as hereinafter designated.

These Bylaws approved by Town of Odessa Ordinance No. 546, adopted by the Odessa Town Council on January 24, 2000.

**SUMMARY OF ORDINANCE NO. 546**

of the Town of Odessa, Washington

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On January 24, 2000, the Town Council of the Town of Odessa, Washington, approved Ordinance No. 546, the main point of which may be summarized by its title as follows:

AN ORDINANCE CREATING THE ODESSA PUBLIC DEVELOPMENT AUTHORITY; AUTHORIZING A CHARTER AND BYLAWS THEREFOR; ESTABLISHING A BOARD OF DIRECTORS TO GOVERN THE AFFAIRS OF THE AUTHORITY; PROVIDING HOW THE AUTHORITY SHALL CONDUCT ITS AFFAIRS AND APPROVING AN ORDINANCE SUMMARY FOR PUBLICATION.

The full text of this Ordinance will be mailed upon request.

APPROVED by the Town Council at their meeting on January 24, 2000.

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Town Clerk, E. Sharon Hester