

11/28/89  
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## CITY OF BELLEVUE, WASHINGTON

ORDINANCE NO. 4092

AN ORDINANCE relating to the Convention Center and creating the Bellevue Convention Center Authority; approving a charter and initial bylaws therefor; establishing a Board of Directors to govern the affairs of the public authority; providing how the public authority shall conduct its affairs.

THE CITY COUNCIL OF THE CITY OF BELLEVUE, WASHINGTON DOES ORDAIN AS FOLLOWS:

SECTION 1. AUTHORITY CREATED--CITY LIABILITY LIMITED.

A. AUTHORITY CREATED.

As authorized under RCW 35.21.730 through RCW 35.21.755, a public authority is hereby created, with powers and limitations as set forth in its charter and this ordinance, to undertake, assist with and otherwise facilitate or provide for the development, marketing and operation of a convention center facility, and to perform any other function specified in this ordinance on the charter of the Authority.

B. CITY LIABILITY LIMITED.

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

SECTION 2. NAME. The name of the public authority shall be the Bellevue Convention Center Authority.

SECTION 3. DEFINITIONS. As used herein, the term:

- A. "Board of directors" or "board" means the governing body vested with the management of the affairs of the public authority.
- B. "Director" means a member of the board.
- C. "Bylaws" means the rules adopted for the regulation or management of the affairs of the public authority adopted by this ordinance and all subsequent amendments thereto.

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- D. "Charter" means the articles of organization of the public authority adopted by this ordinance and all subsequent amendments thereto.
- E. "City" means the City of Bellevue.
- F. "City Clerk" means the clerk of the City of Bellevue or a person authorized to act on his or her behalf; and in the event of reorganization of the office of clerk, the successor official performing such duties or a person authorized to act on his or her behalf.
- G. "City Council" means the city council of the City of Bellevue, Washington.
- H. "City Manager" means the city manager of the City of Bellevue appointed by the City Council pursuant to RCW 35A.13.010.
- I. "Public Authority" or "Authority" means the authority created under this ordinance.
- J. "Resolution" means an action of the board with the quorum required in Section 10.
- K. "State" (when used as a noun) shall mean the State of Washington.

SECTION 4. POWERS--GENERALLY. Except as limited by the state constitution, state statute, this ordinance, or the charter of the public authority, the public authority shall have and may exercise all lawful powers necessary or convenient to effect the purposes for which the public authority is organized and to perform authorized corporate functions, as provided in its charter.

SECTION 5. CHARTER. The charter of the authority (the "charter"), Exhibit A of this ordinance, is hereby approved. The charter shall be issued in duplicate originals, each bearing the city seal attested by the city clerk. One original shall be filed with the city clerk; a duplicate original shall be provided to the authority. The charter shall be amended only by city ordinance adopted at or after a public hearing held with notice to the public authority and authority directors and affording them a reasonable opportunity to be heard and present testimony.

SECTION 6. EFFECT OF ISSUANCE OF CHARTER. The public authority shall commence its existence effective upon issuance of its 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 public authority has been established in compliance with the procedures of this ordinance.

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SECTION 7. BOARD OF DIRECTORS. A board consisting of seven directors (the "board of directors") is hereby established to govern the affairs of the public authority. The directors shall be appointed and serve their terms as provided in the charter. All corporate powers of the public 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 supervision of the board of directors, except as may be otherwise provided by law or in the charter.

SECTION 8. ORGANIZATIONAL MEETING. Within ten days after issuance of the charter, the city manager or his or her designee shall call an organizational meeting of the initial board of directors, giving at least three days' advance written notice to each, unless waived in writing. At such meeting, the board shall organize itself, may appoint officers, and select the place of business.

SECTION 9. BYLAWS. The initial bylaws (the "bylaws") of the public authority, 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 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 10. QUORUM. At all meetings of the board of directors, a majority of the board of directors then in office shall constitute a quorum.

SECTION 11. DISSOLUTION.

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

B. Upon satisfactory completion of dissolution proceedings, the city clerk shall indicate such dissolution by inscription of "charter cancelled" on the original charter of the public authority, on file with the city and, when available, on the duplicate original of the public authority, and the existence of the public authority shall cease. The city clerk shall give notice thereof pursuant to state law and to other persons requested by the public authority in its dissolution statement.

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C. 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 unless the city council or trustee or court has provided for the transfer of any authority rights, assets or property to a qualified entity or entities which will fulfill the purposes for which the authority was chartered.

SECTION 12. ANCILLARY AUTHORITY. The city manager 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 authority charter.

SECTION 13. CONSTRUCTION. This ordinance shall be liberally construed so as to effectuate its purposes and the purposes of RCW 35.21.730-.755.

SECTION 14. This ordinance shall take effect and be in force thirty days after passage by the Council.

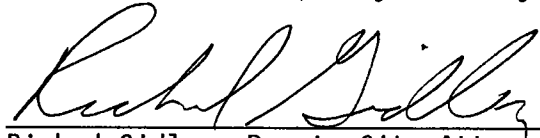
PASSED by the City Council this 4<sup>th</sup> day of December 1989, and signed in authentication of its passage this 4<sup>th</sup> day of December, 1989.

(SEAL)

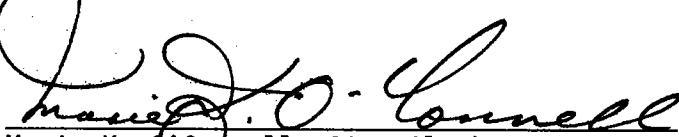
  
Nan Campbell, Mayor

Approved as to form:

Richard L. Andrews, City Attorney

  
Richard L. Andrews, City Attorney

Attest:

  
Marie K. O'Connell, City Clerk

Published December 9, 1989

FILED NO. 15017  
CITY OF BELLEVUE  
DATE 12/22/89  
CITY CLERK Marie  
O. Connell  
Ord. 4092

0210C

11-28-89

ORIGINAL

EXHIBIT A

CHARTER

OF THE

BELLEVUE CONVENTION CENTER AUTHORITY

Issued:

Marie D. O'Connell - Ord. 4092  
City Clerk  
Bellevue, Washington

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CHARTER  
OF THE  
BELLEVUE CONVENTION CENTER AUTHORITY

ARTICLE I

Name and Seal

Section 1.01. Name. The name of this authority shall be the BELLEVUE CONVENTION CENTER AUTHORITY (hereinafter referred to as the "Public Authority" or "Authority").

Section 1.02. Seal. The Public Authority's seal, as set forth below, shall be a circle with the name "BELLEVUE CONVENTION CENTER AUTHORITY" inscribed therein.

ARTICLE II

Authority and Limit on Liability

Section 2.01. Authority. The Authority is a public authority organized pursuant to RCW 35.21.730-.755 and City of Bellevue Ordinance 4092.

Section 2.02. 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 City of Bellevue, its assets, credit, or services, on account of any debts, obligations, liabilities or acts or omissions of the Authority.

Section 2.03. 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, bonds, and other documents that may entail any debt or liability by the Authority.

The Bellevue Convention Center Authority is organized pursuant to City of Bellevue Ordinance 4092 and RCW 35.21.730-.755. 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."

The duration of the Authority shall be perpetual except as provided in City of Bellevue Ordinance 4092.

Section 2.04. Instrumentality of City. 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 City of Bellevue (within the meaning of those terms in federal regulations and rulings pursuant to Section 103 of the Internal Revenue Code of 1954 as amended).

### ARTICLE III

#### Duration

The duration of the Authority shall be perpetual except as provided in City of Bellevue Ordinance No. 4092.

### ARTICLE IV

#### Purpose

The purpose of the Authority is to provide a legal entity under RCW 35.21.730 and City of Bellevue Ordinance 4092 to undertake, assist with or otherwise facilitate or provide for the development, promotion and operation of a convention center to provide economic stimulation to the community through the creation of jobs, tax revenues and commercial activity. The

community will also have use of the convention center facility for community events such as public meetings and local performing arts events. The convention center will include, but not be limited to, the following components.

- a) Operation of a convention center, with related theater, including promotion and marketing thereof.
- b) A restaurant or other food, beverage and banquet service facilities to enhance the attractiveness of the convention center to visitors and increase the visibility of the convention center to the public;
- c) Any other uses reasonably or necessarily related to the operation of a convention center; and
- d) Ancillary parking.

To the extent appropriate and consistent with the needs and objectives of the City and the Authority's purpose, the Authority may acquire and manage real property, including but not limited to City real property dedicated to convention center purposes; secure financing including issuance of bonds or other evidences of indebtedness; undertake or otherwise provide for the construction and development of convention center and related structures integral thereto; enter into leases and other agreements for the management, marketing and operation of the convention center; and otherwise undertake and accomplish all activities and projects reasonable or necessary for the development, marketing and operation of the convention center. The Authority may also engage in the promotion of tourism and in planning for a performing arts center. The Authority shall have no purpose other than the development, marketing and operation of a first class convention center, except as otherwise provided herein.

ARTICLE V

Powers

Section 5.01. Powers. The Authority shall have and may exercise all lawful powers conferred by state law, city ordinance, this Charter and its bylaws, including, without limitation, the power to:

- A. Own and sell real and personal property;

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

C. Sue and be sued in its name;

D. Lend and borrow funds;

E. Do anything a natural person may do;

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

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

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

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

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

K. Issue negotiable bonds and notes in conformity with applicable provisions of state law in such principal amounts as in the discretion of the Authority shall be necessary or appropriate to provide sufficient funds for achieving any corporate purposes; provided, however, that all bonds and notes or liabilities occurring 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 City thereby, unless the City Council shall by ordinance expressly guarantee such bonds or notes;

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

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

N. Recommend to appropriate governmental authorities public improvements and expenditures in areas of the City in which the Authority by this charter has a particular responsibility;

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

P. Recommend to the United States, a state, and any municipality or political subdivision or agency of either, consistent with all applicable laws, such tax, financing, and security measures as the Authority may deem appropriate to maximize the public interest in activities in which the Authority by this charter has particular responsibility;

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

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 whatever charges it deems appropriate for services rendered or to be rendered, and establish the consideration (if any) for property transferred, all in pursuit of corporate purposes.

V. Maintain books and records as appropriate for the conduct of its affairs in accordance with Generally Accepted Accounting Principles;

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

X. Identify and recommend to the United States, a state, and any municipality or political subdivision or agency of either, the acquisition by the appropriate governmental entity--for transfer to or use by the 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; and

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

Section 5.02. Limitation of Powers. The public authority organized under this charter in all activities and transactions shall be limited in the following respects:

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

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

C. No funds, assets, or property of the Authority shall be used for any political activity or to further the election or defeat of any candidate for public office or ballot proposition; nor shall any funds or a substantial part of the activities of the Authority be used for publicity designed to support or defeat legislation pending before the Congress of the United States, or the legislature of the State or the City Council; provided, however, that funds may be used for representatives of the Authority to communicate with members of Congress, state legislators or City Council members, and to provide educational information to the public, 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 elsewhere in this charter or by City ordinance.

D. 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, the board members, officers of the Authority or other private persons, except that the Authority is authorized and empowered to:

