

ORDINANCE NO. 3396

AN ORDINANCE relating to the Kent Downtown Market and creating the Kent Downtown Public Market Development Authority; approving a charter and initial bylaws therefor; establishing a Board of Directors to govern the affairs of the Authority; providing how the Authority shall conduct its affairs.

THE CITY COUNCIL OF THE CITY OF KENT, WASHINGTON, DOES HEREBY 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 with powers and limitations as set forth in state law, this ordinance and its charter, is hereby created to undertake, assist with and otherwise facilitate or provide for the acquisition, renovation, operation, and management, including leasing, of the landmark Lumberman Barn located at 212 Railroad Avenue North as the new home for the Kent Downtown Market, and to perform any other function specified in this ordinance or 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 Kent Downtown Public Market Development Authority.

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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.
- 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 Kent.
- F. "City Clerk" means the clerk of the City of Kent 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 Kent, Washington.
- H. "Mayor" means the mayor of the City of Kent.
- 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 and the holding of its initial board meeting. 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.

SECTION 7. Board of directors. A board consisting of five (5) 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 (10) days after issuance of the charter, the mayor or his or her designee shall call an organizational meeting of the initial board of directors, giving at least three (3) 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 canceled" 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.

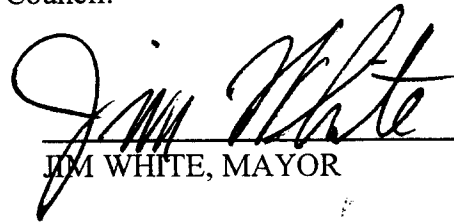
C. Upon dissolution of the authority or the winding up of its affairs, title to all remaining assets or property of the authority shall vest in the city unless the city council or trustee or court has provided for the transfer of any authority rights, assets or property to a qualified entity or entities which will fulfill the purposes for which the authority was chartered.

SECTION 12. Ancillary authority. The mayor is granted all such power and authority that is 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. Severability. If any one or more sections, subsections, or sentences of this Ordinance are held to be unconstitutional or invalid, such decision shall not affect the validity of the remaining portion of this Ordinance and the same shall remain in full force and effect.

SECTION 15. Effective Date. This ordinance shall take effect and be in force thirty (30) days after passage by the Council.


JIM WHITE, MAYOR

ATTEST:


BRENDA JACOBER, CITY CLERK

APPROVED AS TO FORM:


ROGER A. LUBOVICH, CITY ATTORNEY

PASSED: 3 day of March, 1998.

APPROVED: 4 day of March, 1998.

PUBLISHED: 6 day of March, 1998.

I hereby certify that this is a true copy of Ordinance No. 3396, passed by the City Council of the City of Kent, Washington, and approved by the Mayor of the City of Kent as hereon indicated.

 (SEAL)
BRENDA JACOBER, CITY CLERK

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