





1 District shall be automatically dissolved when all indebtedness of the District has been retired,  
2 and when all the District's anticipated responsibilities have been satisfied.

3  
4 **ARTICLE IV**  
5 **POWERS; INDEMNIFICATION**  
6

7 **Section 4.01 Powers.** Except as otherwise provided herein, the District shall have and  
8 may exercise all lawful powers conferred upon a Transportation Benefit District as of the date  
9 hereof by the laws of the State of Washington, limited as provided in the Ordinance. Such  
10 powers shall include, but are not limited to, the following:

11  
12 (a) To hire employees, staff, and services, to enter into contracts, to direct  
13 agents and services acquired pursuant to contract or interlocal agreement, and to sue and be sued.  
14 Public works contract limits applicable to the City of Lynnwood shall apply to any contract  
15 entered into by the District. In the event that City staff is utilized, the general fund of the City  
16 shall be reimbursed to, but only to the extent required by RCW 43.09.210. The annual plan of  
17 the District shall provide estimates of all such charges and the final cost of all projects shall  
18 indicate such charges.

19  
20 (b) To authorize a vehicle tax of up to \$20 per vehicle as provided for by  
21 RCW 82.80.140.

22  
23 (c) When authorized by the voters pursuant to the requirements of Chapter  
24 36.73, to authorize other taxes, fees, charges and tolls or increases in these revenue sources, and  
25 to use such funds assessed for the preservation, maintenance and operation of City streets in  
26 accordance with the provisions of a state or regional plan.

27  
28 (d) The Board shall have and may exercise all powers and functions provided  
29 by the Statute to fulfill the functions of the District.

30  
31 (e) Additional powers and authorities may be conferred upon the District only  
32 in accordance with the requirements of the Statute following a public hearing and other  
33 procedural requirements as set forth in the Statute.

34  
35 (f) To issue its general obligation bonds and revenue bonds pursuant to the  
36 requirements of the Statute.

37  
38 **Section 4.02 Indemnification.** To the extent permitted by law, the District shall protect,  
39 defend, hold harmless and indemnify any Board member, officer, employee or agent of the  
40 District who is a party or threatened to be made a party to a proceeding by reason related to that  
41 person's conduct as a director, officer, employee or agent of the District, against judgments,  
42 fines, penalties, settlements and reasonable expenses (including reasonable attorneys' fees)  
43 incurred by him or her in connection with such proceeding, if such person acted in good faith and  
44 reasonably believed his or her conduct to be in the District's best interests and if, in the case of  
45 any criminal proceedings, he or she had no reasonable cause to believe that his or her conduct  
46 was unlawful. The indemnification and protection provided herein shall not be deemed exclusive

1 of any other rights to which a person may be entitled as a matter of law, by City ordinance, or by  
2 contract or by vote of the Board. The District may purchase and maintain appropriate insurance  
3 covering such risks.  
4

5 **ARTICLE V**  
6 **OFFICERS AND COMMITTEES**  
7

8 **Section 5.01 Board Powers.** All powers of the District shall be exercised by or in the  
9 name of the Board of Directors (the "Board"). The powers of the Board shall include, but are not  
10 limited to, the following:  
11

12 (a) To establish and implement the policies and programs of the District, and  
13 the procedures for the management and administration of the District's affairs;  
14

15 (b) To appoint and remove, at the pleasure of the Board, the District's officers,  
16 agents and employees, (except as expressly provided herein) and to prescribe their respective  
17 powers and duties consistent with the provisions hereof;  
18

19 (c) To borrow money and incur indebtedness in accordance with the Act; and  
20

21 (d) To provide for the investment of the District's funds.  
22

23 **Section 5.02 Board Composition.** The Board shall be composed of the seven (7)  
24 members of the Lynnwood City Council, who shall serve in an ex-officio and independent  
25 capacity. A Board member may be removed only when removed from his or her office as a  
26 Council Member. Any vacancy shall be filled only by the appointment or election of a new City  
27 Council Member.  
28

29 **Section 5.03 Board Officers.** The Board shall include two or more officers. The same  
30 person shall not occupy both the office of President and any office responsible for the custody of  
31 funds and maintenance of finances and accounts. The initial officers of the Board shall be the  
32 President and Vice President. Additional officers may be provided for as approved by the Board.  
33 The President shall be the agent of the District for purposes of receiving service of process;  
34 provided, that the Board may designate additional officers of the District as agents to receive or  
35 initiate process. The District may contract with the City of Lynnwood for such service as it may  
36 require.  
37

38 **Section 5.04 President.** The President shall serve as the ceremonial head of the District  
39 and shall preside over all Board meetings. The President shall, subject to the control of the  
40 Board, exercise general supervision, direction, and control of the business and affairs of the  
41 District. On matters decided by the District, unless otherwise required under Interlocal  
42 Agreement or by this Charter, the signature of the President alone is sufficient to bind the  
43 District.  
44



1 present at a duly convened meeting may continue to transact business notwithstanding the  
2 withdrawal of enough members to leave less than a quorum; provided, any action shall be  
3 approved by at least three (3) members. Board concurrence may be obtained at any regular or  
4 special meeting by an affirmative vote of a majority of the Board members voting on the issue;  
5 provided that such majority shall include not less than four (4) votes.  
6

7 Voting by proxy shall not be permitted. Electronic meetings or participation are  
8 authorized so long as the meeting, notice and opportunity for public participation comply with  
9 state law.  
10

11 **Section 6.03 Open Public Meetings.** Notice of meetings shall be given in a manner  
12 consistent with the Open Public Meetings Act, Chapter 42.30 RCW, as supplemented and  
13 amended. The District shall provide the opportunity for public comment to be permitted at Board  
14 meetings.  
15

16 **Section 6.04 Procedure.** *Robert's Rules of Order* shall be final authority on all questions  
17 of procedure and parliamentary law not otherwise provided by ordinance, statute, or this Charter;  
18 PROVIDED, that with the concurrence of four (4) members, such rules may be waived or  
19 modified. PROVIDED FURTHER, that failure to follow said rules will not in itself constitute  
20 sufficient grounds for invalidating any Board actions.  
21

22 **Section 6.05 Minutes.** Copies of the minutes of all regular or special meetings of the  
23 Board shall be available to any person or organization that requests them as required by State  
24 law; provided, however, that minutes with respect to closed executive sessions need not be made  
25 available.  
26

27 **Section 6.06 Material Change Policy and Annual Report.** The Board shall develop a  
28 material change policy to address major Plan changes that affect project delivery or the ability to  
29 finance the adopted Plan. At the date of adoption of a plan to execute the functions of the  
30 District, the Board shall adopt a material change plan which addresses material changes to cost,  
31 scope, and schedule, the level of change that will require Board involvement and how the Board  
32 will address those changes. At a minimum, in the event that a transportation improvement cost  
33 exceeds its original cost estimate by more than twenty percent (20%) as identified in the  
34 District's original finance plan, the governing body shall hold a public hearing to solicit  
35 comment from the public regarding how the cost change should be resolved. In addition, the  
36 District, upon approval by the Board, shall issue an annual report, indicating the status of  
37 transportation improvement costs, transportation improved expenditures, revenues, and  
38 construction schedules, to the public and the newspapers of record in the District (the "Plan").  
39 "Newspapers of record in the District" shall include all newspapers which have filed a request  
40 for public notice of meetings with the District.  
41

42 **ARTICLE VII**  
43 **AMENDMENT TO CHARTER**  
44

45 **Section 7.01 Proposals to Amend Charter.** Any Board member may introduce a  
46 proposal to amend the Charter at any regular meeting or special meeting of the Board, provided,

1 however, that all amendments shall comply with the minimum requirements and provisions of  
2 RCW 36.73 and Chapter 12.14 LMC.

3  
4 **Section 7.02 Vote Required for Proposals to Amend the Charter.** Resolutions of the  
5 Board approving proposals to amend the Charter shall require an affirmative vote of a majority  
6 of the Board members voting on the issue; provided, that the total number of Board members  
7 voting on any such proposal shall equal at least four.

8  
9 **Section 7.03 Public Hearings.** Certain amendments of the Charter may require action of  
10 the Lynnwood City Council and a public hearing pursuant to the requirements of the Statute. No  
11 consideration of any charter amendment may occur until the City complies with such  
12 requirements.

13  
14 **ARTICLE VIII**  
15 **COMMENCEMENT**

16  
17 **Section 8.01 Commencement.** The District shall commence its existence effective upon  
18 the adoption of the Ordinance. This Charter shall become effective upon its approval by the  
19 Board.

20  
21 **ARTICLE IX**  
22 **MISCELLANEOUS**

23  
24 **Section 9.01 Liberal Construction and Severability.** This Charter shall be liberally  
25 construed in order to affect its purposes. If any section or part of this Charter is ultimately ruled  
26 invalid or illegal by a court of competent jurisdiction, such invalidity or illegality shall not affect  
27 the remaining sections or parts of this Charter.

28  
29 PASSED this 12<sup>th</sup> day of July, 2010 and signed in authentication of its passage this 14<sup>th</sup>  
30 day of July, 2010.

31  
32 

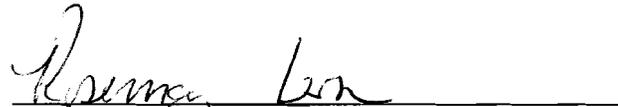
33  
34 Loren Simmonds  
35 TBD President

36  
37 ATTEST:

38 APPROVED AS TO FORM:

39 

40  
41 Patrick L. Dugan  
42 Interim Finance Director, acting as  
43 District Treasurer

44 

45  
46 Rosemary Larson  
47 City Attorney, acting as District Attorney

48  
49 FILED WITH ADMINISTRATIVE SERVICES: \_\_\_\_\_  
50 PASSED BY THE TRANSPORTATION BENEFIT DISTRICT BOARD: 7-12-10  
51 RESOLUTION NUMBER: 1