

## Board Members

Craig Ottavelli,  
President

Stephen Buxbaum  
Vice President

Steve Langer

Doug Mah

Jeannine Roe

Karen Rogers

Rhenda Iris Strub

Jane Kirkemo  
Treasurer

# TRANSPORTATION BENEFIT DISTRICT BOARD

January 25, 2011  
Olympia Council Chambers  
6:00 p.m.

## AGENDA

1. Roll Call
2. Approval of Agenda
3. Public Comment (Estimated Time: 0-10 minutes). During this portion of the meeting, citizens may address the Board regarding only items related to the Transportation Benefit District, including items on the Agenda. Individual comment may be limited to 3 minutes.
4. [Approve Minutes from September 28, 2010 TBD Board Meeting](#)
5. [Election of President and Vice President of TBD](#)
6. [Review and approve the 2010 Annual Report](#)
7. [Adopt resolution for regularly scheduled meetings for 2011](#)
8. [PUBLIC HEARING and adoption of 2011 Annual Plan for Service](#)
9. [Resolution to adopt 2011 Operating Budget](#)
10. [Adopt proposed amendments to Charter/Bylaws](#)



**TRANSPORTATION BENEFIT  
DISTRICT BOARD  
Olympia, Washington  
September 28, 2010  
MEETING MINUTES**

The September 28, 2010 meeting of the Transportation Benefit District Board was called to order at 6:02 p.m.

PRESENT: Craig Ottavelli, Jeannine Roe, Karen Rogers, Stephen Buxbaum, Steve Langer, Doug Mah.

ABSENT: Rhenda Iris Strub

**1. Public Comment**

There were no public comments.

**2. Approve Minutes from January 26, 2010 TBD Board Meeting.**

**Board Member Mah made a motion to approve the Minutes from the January 26, 2010 TBD Board Meeting. Board Member Buxbaum seconded the motion. Motion approved unanimously.**

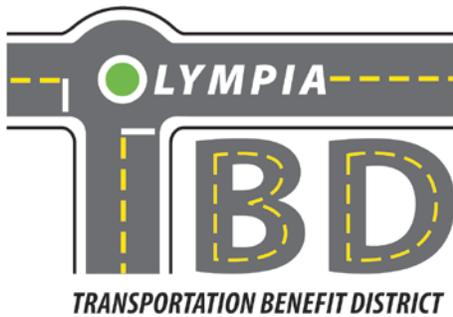
**3. Appropriate the 2010 Operating Budget**

President Ottavelli noted that this is the TBD's first year of operation, and it is difficult to estimate the amount of revenue we will be receiving. For that reason, the TBD Board is being asked to approve the Budget now, in September. In the future, the budget will be adopted in January. **Board Member Langer moved to adopt the 2010 Operating Budget. Board Member Mah seconded. Motion passed unanimously.**

**4. Review proposed amendments to Charter and Bylaws.**

President Ottavelli noted that the proposed recommendations are clerical in nature and in line with the practices and intents of the TBD. Staff is here to address any questions. The amendments are scheduled to be adopted at the next meeting – January 24, 2011. The proposed changes are available on-line for the public to review, and there will be a public comment period at the beginning of the meeting.

Meeting adjourned at 6:13 p.m.



**TRANSPORTATION BENEFIT DISTRICT BOARD**

Olympia, Washington

January 25, 2011

6:00 p.m.

**Election of President and Vice President of TBD**

STAFF CONTACT (s): Jane Kirkemo, TBD Treasurer, 360.753.8499

STAFF RECOMMENDATION: Elect the President and Vice President of the TBD for one year term.

ORIGINATED BY: Section 2.2 of the Bylaws

OTHERS NOTIFIED: *The Olympian* newspaper

ATTACHMENTS: N/A

BUDGET IMPACT/  
SOURCE OF FUNDS: N/A

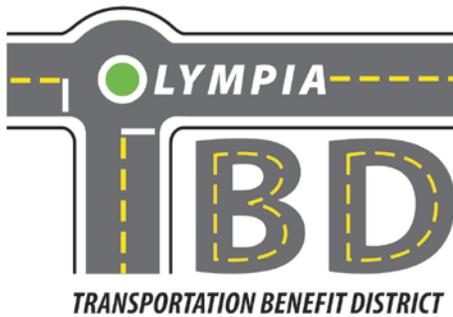
PRIOR BOARD  
REVIEW: N/A

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BACKGROUND: The Bylaws require the District to annually select a President and Vice President for the TBD.

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ANALYSIS: Section 2.2 of the Bylaws requires the election of a President and Vice President of the Board at the first regular meeting each year for a one year term. "Officers may at the discretion of the board, hold their respective offices for successive terms."



**TRANSPORTATION BENEFIT DISTRICT BOARD**

Olympia, Washington

January 25, 2011

6:00 p.m.

**Review and Approve 2010 Annual Report**

**STAFF CONTACT (s):** Jane Kirkemo, TBD Treasurer, 753-8499 (lead) and David Riker, City of Olympia Transportation Line of Business Director

**ORIGINATED BY:** Section 6.05 of City of Olympia Charter

**OTHERS NOTIFIED:** N/A

**ATTACHMENTS:** [2010 Annual Report](#)

**BUDGET IMPACT/  
SOURCE OF FUNDS:** \$20 tab fees

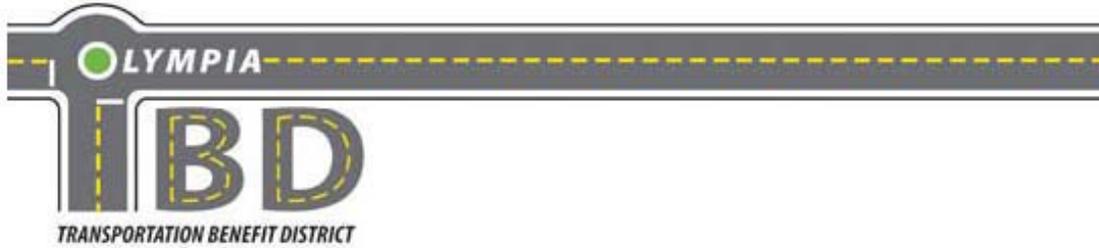
**PRIOR BOARD  
REVIEW:** N/A

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**BACKGROUND:** The charter states, “the District, upon approval of the Board shall issue an annual report, indicating the status of transportation improvement costs, transportation improved expenditures, revenues and construction schedules, to the public and the newspaper of record in the District (the “Plan”).

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**ANALYSIS:** The Olympia Transportation Benefit District began collecting revenues in October 2009. \$350,000 was transferred to the City of Olympia Pavement Management Program (as previously decided by the board). Attached is a report from the City of Olympia outlining how the funds were spent.



Olympia Transportation Benefit District

# Annual Report 2010



*For more information, please contact Addison Appleby at 570-3727.*



City of  
**OLYMPIA**

900 Plum Street, P.O. Box 1967, Olympia, WA 98507-1967

www.olympiawa.gov

Executive/Council: 360.753.8447  
Legal: 360.753.8449  
Administrative Services: 360.753.8325

Community Planning & Development: 360.753.8314  
Fire: 360.753.8348  
Human Resources: 360.753.8442

Parks, Arts & Recreation: 360.753.8380  
Police: 360.753.8300  
Public Works: 360.753.8588

## MEMORANDUM

**TO:** Craig Ottavelli, President  
Transportation Benefit District Board

**FROM:** David C. Riker, Director of Transportation *DCR*  
Public Works Department

**DATE:** December 13, 2010

**SUBJECT:** Use of Transportation Benefit District (TBD) Funds

*The purpose of this memo is to document use of Transportation Benefit District (TBD) funds in 2010 for the Harrison Avenue Road Improvement project.*

TBD funds in the amount of \$350,000 specifically targeted the asphalt paving elements of the project which is estimated at \$674,070. Total project funding is \$10,385,595. A breakdown of funding sources is attached to this memo.

Actual TBD funds spent for asphalt paving on the Harrison Avenue Road Improvement project as of December 10, 2010, amount to \$190,586. The top lift of asphalt has not been completed, and is now scheduled for late spring of 2011. The remaining \$159,414 of TBD funds (Yr 2010 TBD Budget) will be used to finish the paving work on this project.

This project includes:

- Widening Harrison Avenue to two vehicle travel lanes in each direction and a two-way center left-turn lane;
- Bike lanes in both directions of travel;
- Sidewalks and planter/landscape strips;
- Pedestrian crossing islands;
- Transit bus stop improvements;
- Streetlighting;
- Paving;
- Utility undergrounding; and
- A traffic signal at the intersection of Harrison Avenue and Kaiser Road.

**MAYOR:** Doug Mah  
**MAYOR PRO TEM:** Stephen H. Buxbaum  
**CITY MANAGER:** Steven R. Hall

**COUNCILMEMBERS:** Craig Ottavelli  
Rhenda Iris Strub  
Karen Rogers  
Jeannine Roe  
Steve Langer

Craig Ottavelli, President  
December 13, 2010  
Page 2

Benefits of the project include:

- Improvements that provide safe and accessible transportation choices for pedestrians, bicyclists, transit riders and auto users;
- Improved operation and safety at the Kaiser Road intersection;
- Improved vehicle flow means less congestion during peak traffic times improving air quality; and
- Freight mobility through the corridor is improved due to less traffic congestion.

We look forward working with the TBD on future projects to preserve, maintain or expand the City's transportation infrastructure into the future.

If you have any questions concerning the use of the TBD funds, please feel free to email me at [driker@ci.olympia.wa.us](mailto:driker@ci.olympia.wa.us) or call me at (360) 753-8441.

DCR:ci  
DCR121310Ottavelli(TBDFunds).docx  
Attachment

cc: Jane Kirkemo, Director of Administrative Services

# Use of Transportation Benefit District Funds in 2010

## Harrison Avenue Road Improvement Funding Summary



WASHINGTON STATE TRANSPORTATION IMPROVEMENT BOARD \$3,492,414

TRANSPORTATION IMPACT FEES \$5,179,583

S.E.P.A FUNDS \$517,698

WEST OLYMPIA BUSINESS ASSOCIATION \$45,900

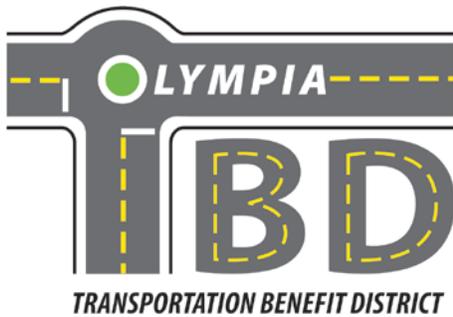


OLYMPIA TRANSPORTATION BENEFIT DISTRICT \$350,000



*CITY OF OLYMPIA (CIP) – Street Repair/Reconstruction Program* \$800,000

**TOTAL** **\$10,385,595**



TRANSPORTATION BENEFIT DISTRICT BOARD

Olympia, Washington

January 25, 2011

6:00 p.m.

**Resolution Scheduling Regular Board Meetings**

STAFF CONTACT (s): Jane Kirkemo, TBD Treasurer, 753-8499

STAFF RECOMMENDATION: Adopt a resolution scheduling regular Board meetings.

ORIGINATED BY: Section 6.01 of Charter, Section 3.1 of the Bylaws

OTHERS NOTIFIED: Annaliese Harksen, 753-8003

ATTACHMENTS: [TBD Resolution](#)

BUDGET IMPACT/  
SOURCE OF FUNDS: N/A

PRIOR BOARD  
REVIEW: N/A

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BACKGROUND: The current Charter and Bylaws require that beginning in its second year, regular Board meetings shall be scheduled by the Board through a resolution in January of each year.

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ANALYSIS & OPTIONS: Option 1: Adopt TBD resolution as written.  
Implications: This satisfies the requirements of the Charter and Bylaws and schedules two regular Board meetings.

Option 2: Amend TBD Resolution and set additional meetings.  
Implications: The Board may choose to hold more frequent meetings in order to monitor revenue.

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE OLYMPIA TRANSPORTATION BENEFIT DISTRICT  
BOARD ESTABLISHING REGULAR MEETINGS**

**WHEREAS**, on December 16, 2008 the Olympia City Council did establish the Olympia Transportation Benefit District (TBD), and

**WHEREAS**, pursuant to the Olympia Transportation Benefit District (TBD) Charter at Section 6.01 and Bylaws at Section 3.1, beginning in the TBD's second year, regular Board meetings shall be scheduled by the Board by resolution in January of each year;

**NOW, THEREFORE, THE OLYMPIA TRANSPORTATION BENEFIT DISTRICT  
DOES RESOLVE:**

**Section 1.** Regular meetings shall be held on the fourth Tuesday of January and the fourth Tuesday of September at 6:00 p.m. in the Olympia Council Chambers at Olympia City Hall, Olympia, Thurston County, Washington.

**Section 2.** Special Board meetings may be scheduled pursuant to the TBD Charter and Bylaws, in accordance with the Law.

PASSED BY THE OLYMPIA TRANSPORTATION BENEFIT DISTRICT this \_\_\_\_\_ day  
\_\_\_\_\_ 2011.

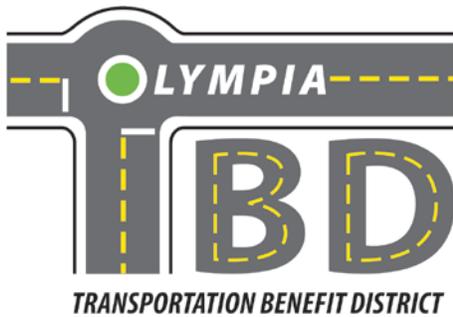
\_\_\_\_\_  
TBD PRESIDENT

ATTEST:

\_\_\_\_\_  
JANE KIRKEMO, TBD TREASURER

APPROVED AS TO FORM:

  
\_\_\_\_\_  
ANNALIESE HARKSEN, ASSISTANT CITY ATTORNEY



**TRANSPORTATION BENEFIT DISTRICT BOARD**

Olympia, Washington

January 25, 2011

6:00 p.m.

**Public Hearing and Adoption of 2011 Annual Plan for Service**

**STAFF CONTACT (s):** Jane Kirkemo, TBD Treasurer, 753-8499

**STAFF RECCOMENDATION:** Hold the public hearing to approve the 2011 Annual Plan for Services and decide how proceeds should be spent.

**ORIGINATED BY:** Section 3.7 of the Bylaws

**OTHERS NOTIFIED:** *The Olympian* newspaper

**ATTACHMENTS:** N/A

**BUDGET IMPACT/  
SOURCE OF FUNDS:** \$600,000 from collection of \$20 license fee

**PRIOR BOARD  
REVIEW:** N/A

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**BACKGROUND:** The Bylaws require the District to hold a public hearing to consider the adoption of its Annual Plan for Service. The Plan should identify transportation improvement costs, revenues and construction schedules.

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**ANALYSIS:** The Olympia Transportation Benefit District began collecting revenues in October 2009. The amount received is insufficient to contract for transportation improvement solely for the district. Therefore, the amount collected is being recommended to the City of Olympia Pavement Management CFP program. The City of Olympia will combine the TBD revenues with their funds to contract for projects. The funds will be spent during the

construction season (April thru October) and detailed in the 2011 Annual Report (distributed in January 2012)

This Plan assumes 2011 net available revenues of \$600,000. The TBD will give the City of Olympia \$545,000 for Pavement Management. If for some reason the revenues are less than anticipated, fund balance could make up a deficit.

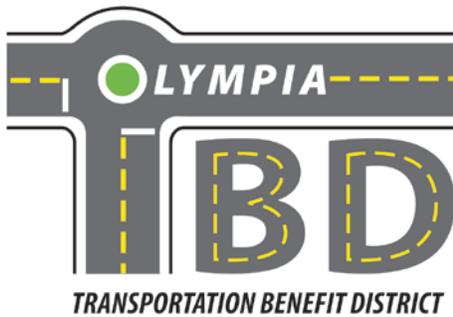
OPTIONS:

Option 1: Hold the public hearing, take public comment and adopt a Plan for 2011 services.

Implications: This allows the public to comment on the 2011 plan for services and the Board to grant the proceeds to the City of Olympia for Pavement Management Projects.

Option 2: Hold the public hearing, take comment but do not adopt the plan.

Implications: This would allow the public to comment but a special meeting of the board would have to be held to adopt a plan. The current plan calls for the funds to be spent on the City of Olympia Pavement Management Program. However, if the board wants to revise the plan a special meeting is needed.



**TRANSPORTATION BENEFIT DISTRICT BOARD**

Olympia, Washington

January 25, 2011

6:00 p.m.

**Resolution to Adopt 2011 Operating Budget**

**STAFF CONTACT (s):** Jane Kirkemo, TBD Treasurer, 753-8499

**STAFF RECOMMENDATION:** Adopt budget for the 2011 fiscal year: January 1 - December 31 (Option 1).

**OTHERS NOTIFIED:** Annaliese Harksen, Assistant City Attorney, 753-8003  
Dean Walz, Olympia Finance Manager, 753-8465  
David Riker, Olympia Transportation Manager, 753-8441

**ATTACHMENTS:** [TBD Resolution](#)

**BUDGET IMPACT/  
SOURCE OF FUNDS:** Fees received from \$20/vehicle charge for transportation impacts.

**PRIOR BOARD REVIEW:** N/A

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**BACKGROUND:** The 2011 budget is based on the first 12 months of revenue collection.

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**ANALYSIS & OPTIONS:** Staff is recommending a budget of \$600,000.

Revenue: \$600,000  
Expenses: \$600,000

Administration (Legal & staff support)	\$50,000
Insurance	5,000
Capital:	<u>545,000</u>
Total expenses	\$600,000

In addition to the funds being appropriated there is approximately \$225,000 in fund balance. Because we have only one year of collection history, staff is recommending a high fund balance. The Board may hold a special meeting at any time to consider appropriating some/all of the fund balance.

The Board held a public hearing in January 2010 and approved using TBD funds for City of Olympia Pavement Management Projects.

In order to help understand this revenue, below is our actual first 12 months of collections:

	<u>2010</u>	<u>2009</u>
January	\$50,569.20	
February	48,202.80	
March	36,412.20	
April	51,183.00	
May	48,490.20	
June	53,242.20	
July	67,557.60	
August	47,856.60	
September		178.20
October		3,009.60
November		31,680.00
December		35,481.60
Refunds	<u>(40)</u>	<u>(20)</u>
	\$403,503.80	\$70,329.40

As you can see from the revenues, there is quite a range in the monthly collections. The numbers are net of the administrative fee charged by the State. The total amount received in calendar year 2010 was \$607,355.

Option 1:

Adopt resolution establishing the 2011 budget.

Option 2:

Amend resolution to expend some or all of the fund balance.

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE OLYMPIA TRANSPORTATION BENEFIT DISTRICT  
BOARD ESTABLISHING THE 2010 BUDGET**

WHEREAS, on December 16, 2008 the Olympia City Council did establish the Olympia Transportation Benefit District (TBD), and

WHEREAS, the Olympia TBD began collecting revenue in September 2009;

**NOW, THEREFORE, THE OLYMPIA TRANSPORTATION BENEFIT DISTRICT  
DOES RESOLVE:**

**Section 1. 2010 Budget.** The budget for calendar year 2011 is hereby approved in the amounts and for the purpose as approved by the Board, and the following sums, or so much thereof as shall severally be found necessary, are hereby appropriated out of any of the monies in the Olympia TBD treasure

<u>Fund</u>	<u>Estimated Revenue</u>	<u>Appropriations</u>	<u>Addition to fund balance</u>
Transportation Benefit District	\$600,000	\$600,000	\$0

Passed by the Olympia Transportation Benefit District this \_\_\_\_\_ day of \_\_\_\_\_  
2011.

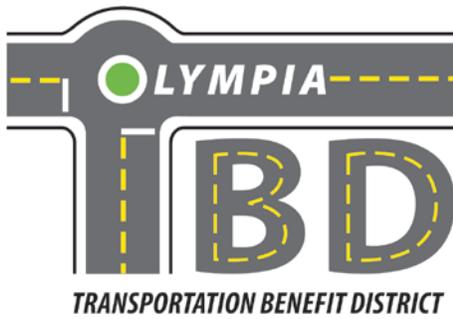
\_\_\_\_\_  
TBD PRESIDENT

ATTEST:

\_\_\_\_\_  
JANE KIRKEMO, TBD TREASURER

APPROVED AS TO FORM:

  
\_\_\_\_\_  
ANNALIESE HARKSEN, ASSISTANT CITY ATTORNEY



TRANSPORTATION BENEFIT DISTRICT BOARD

Olympia, Washington

January 25, 2011

6:00 p.m.

**Adopt Proposed Amendments to Charter/Bylaws**

STAFF CONTACT (s): Jane Kirkemo, TBD Treasurer, 753-8499

STAFF RECOMMENDATION: Move to adopt proposed changes to Charter and Bylaws

ORIGINATED BY: Craig Ottavelli, TBD Board President

OTHERS NOTIFIED: Annaliese Harksen, Assistant City Attorney, 753-8003  
Dean Walz, Olympia Finance Manager, 753-8465  
David Riker, Olympia Transportation Manager, 753-8441

ATTACHMENTS: 1. [Red line copy of Charter with proposed changes](#)  
2. [Red line copy of Bylaws with proposed changes](#)

BUDGET IMPACT/  
SOURCE OF FUNDS: N/A

PRIOR BOARD  
REVIEW: N/A

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BACKGROUND: Amendments may be proposed by Board members, but require a 15-day notice before a vote. The proposed changes were discussed at the September 28, 2010 meeting.

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ANALYSIS: These are not critical changes - just some recommendations after a year of operating the TBD.

### By-Laws

Section 3.1 - Removed “Beginning in its second year...”

Section 3.7 - Eliminates the need for public hearing to discuss annual plan

Section 3.8 - ADDED defines when a public hearing will be required.

Section 6.1 - States annual budget to be adopted by resolution.

### Charter

Section 4.01 Powers - Eliminates requirement for public hearing and follows State statutes.

Section 6.01 - Board Meetings - Eliminates “Beginning in its section year...”

Section 6.05 - Add RCW citation and strike the words “At a minimum.”

### OPTIONS:

Adopt the proposed changes to the Charter and By-Laws.

**CHARTER**

**of the**

**OLYMPIA TRANSPORTATION BENEFIT DISTRICT**

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**CHARTER**

**of the**

**OLYMPIA TRANSPORTATION BENEFIT DISTRICT**

WHEREAS, the City Council (the “Council”) of the City of Olympia, Washington (the “City”) has determined that it is in the best interests of the City and its citizens to create a Transportation Benefit District coextensive with the boundaries of the City in order to exercise the powers available under Chapter 36.73 RCW (the “Statute”); and

WHEREAS, pursuant to Ordinance No. 6611 of the City (the “Ordinance”), passed on December 16, 2008, the City authorized and approved the creation of a Transportation Benefit District, designated as the Olympia Transportation Benefit District (the “District”), coextensive with the boundaries of the City, for the purpose of exercising certain powers available under the Statute as limited by the ordinance, codified as Chapter 12.14 of the Olympia City Code;

NOW, THEREFORE, this Charter is hereby granted to and approved by the District.

**ARTICLE I**

**NAME**

**Section 1.01 Name.** The name of the Transportation Benefit District shall be the “Olympia Transportation Benefit District.”

**ARTICLE II**

**NATURE AND PURPOSES**

**Section 2.01 Nature of the District.** The District shall be a Transportation Benefit District organized pursuant to Chapter 36.73, Ordinance No. 6611 and Chapter 12.14 OMC. The boundaries of the District shall be coextensive with the boundaries of the City. The District shall be a municipal corporation, an independent taxing “authority” within the meaning of Article VII, Section I of the Constitution of the State of Washington (the “Constitution”), and a “taxing district” within the meaning of Article VII, Section 2 of the Constitution. The District shall be an entity independent of and separate from the City.

**Section 2.02 Purposes.** The purpose of the District shall be to provide a separate legal entity pursuant to Statute and Ordinance to exercise the powers available under the Statute to the extent authorized by the Ordinance. The primary purpose of the District shall be the acquisition, construction, improvement, provision and/or funding of transportation improvements within the District that are:

- |         |  |
|---------|--|
| 2.02.01 | Consistent with state, regional, and local transportation plans; and |
| 2.02.02 | Necessitated by reasonably foreseeable congestion levels.            |

**Section 2.03 Limitations on Liability.** All debts, liabilities and other obligations incurred by the District (“Obligations”) shall be satisfied: (a) in the case of Obligations which, by

their terms, are not payable from a special or limited source of funds, exclusively from the revenues, assets and properties of the District, and (b) in the case of Obligations which, by their terms, are payable from a special or limited source of funds, exclusively from such revenues, assets and properties of the District as shall be specifically pledged thereto or otherwise identified as being the source of payment thereof. No creditor, claimant or other person shall have any right of action against or recourse to the City or its revenues, assets or properties on account of or with respect to any such Obligations, or otherwise on account of or with respect to any acts or omissions of the District or its officers, employees or agents.

**Section 2.04 Mandatory Disclaimers.** A disclaimer in substantially the following form shall be posted in a prominent place accessible to the public in the District's principal office which shall be the Olympia City Hall. It shall also be printed or stamped on all contracts, bonds and other documents that evidence or create any Obligation which, by its terms, is not payable from a special or limited source of funds.

The Olympia Transportation Benefit District is a Transportation Benefit District established pursuant to Ordinance No. 6611 of the City of Olympia, Washington, and the laws of the State of Washington, including, but not limited to, Chapter 36.73 of the Revised Code of Washington. All debts, liabilities and other obligations incurred by the District shall be satisfied exclusively from the revenues, assets and properties of the District. No creditor, claimant or other person shall have any right of action against or recourse to the City of Olympia, the State of Washington, or any other political subdivision of the State of Washington on account of or with respect to any debts, liabilities or other obligations of the District, or otherwise on account of or with respect to any acts or omissions of the District or its officers, employees or agents.

### **ARTICLE III** **DISSOLUTION**

**Section 3.01 Dissolution.** The District shall exist until dissolved in accordance with the requirements of RCW 36.73.050. The retirement of debt, notice of dissolution and payment of creditors shall all comply with the provisions of the Statute. The District shall be automatically dissolved when all indebtedness of the District has been retired, and when all the District's anticipated responsibilities have been satisfied.

### **ARTICLE IV** **POWERS; INDEMNIFICATION**

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

(a) To hire employees, staff, and services, to enter into contracts, to direct agents and services acquired pursuant to contract or interlocal agreement, and to sue and be sued. Public works contract limits applicable to the City of Olympia shall apply to any contract entered into by the District. In the event that City staff are utilized, the general fund or the appropriate utility fund of the City shall be reimbursed to, but only to the extent required by RCW 43.09.210 for local government accounting. The annual plan of the District shall provide estimates of all such charges and the final cost of all projects shall indicate such charges.

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

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

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

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

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

**Section 4.02 Indemnification.** To the extent permitted by law, the District shall protect, defend, hold harmless and indemnify any director, officer, employee or agent of the District 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 District, against judgments, fines, penalties, settlements and reasonable expenses (including reasonable attorneys' fees) incurred by him or her in connection with such proceeding, if such person acted in good faith reasonably believed his or her conduct to be in the District's best interests and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe that his or her 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 a matter of law, by City ordinance, or by contract or by vote of the Board of Directors. The District may purchase and maintain appropriate insurance covering such risks.

**ARTICLE V**  
**BOARD OF DIRECTORS; EXECUTIVE DIRECTOR**

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

- (a) To establish and implement the policies and programs of the District, and the procedures for the management and administration of the District's affairs;
- (b) To appoint and remove from his/her position on the Board, at the pleasure of a majority vote of the Board, the District's officers, agents and employees, (except as expressly provided herein) and to prescribe their respective powers and duties consistent with the provisions hereof;
- (c) To borrow money and incur indebtedness in accordance with the Act; and
- (d) To provide for the investment of the District's funds.

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

**Section 5.03 Board Officers.** The Board shall include two or more officers. The same person shall not occupy both the office of President and any office responsible for the custody of funds and maintenance of finances and accounts. The office of President shall not be occupied by the Mayor of the City of Olympia. The initial officers of the Board shall be the President and Vice President. Additional officers may be provided for in the Bylaws of the District. The President shall be the agent of the District for purposes of receiving service of process; provided, that the Bylaws may designate additional officers of the District as agents to receive or initiate process. The District may contract with the City of Olympia for such service as it may require.

**Section 5.04 Treasurer.** The Treasurer of the District shall be the City's Finance Director.

The Finance Director is required by the Statute to serve as Treasurer and is not subject to removal by the Board.

**Section 5.05 Conflict of Interest.** Board members shall comply in all respects with the conflict of interest guidelines and prohibitions of Chapter 42.23 RCW as the same exists or is hereafter amended.

**Section 5.06 Attorney.** The Board shall be represented by either outside Counsel on retainer or the City Attorney's Office of the City of Olympia, provided, however, that the Board

may, in the event of conflict, engage separate legal counsel of its choosing. Any potential conflicts of interest involving the City Attorney shall be determined and resolved by reference to the Rules of Professional Conduct, as they now exist or may be amended. Charges and fees of the attorney, as well as other services provided by City employees, shall be reimbursed in accordance with Section 4.01(a).

## **ARTICLE VI** **MEETINGS**

**Section 6.01 Board Meetings.** ~~Beginning in its second year, regular~~ Board meetings shall be scheduled by the Board through a resolution ~~in January of each year.~~ Special Board meetings shall be held from time to time as determined necessary by a majority of the Board or Board President.

**Section 6.02 Board Quorum and Concurrence.** A quorum to commence a Board meeting shall be no fewer than four (4) members. The Bylaws of the District may prescribe Board quorum restrictions that equal or exceed the quorum restrictions imposed in this Section. Board members present at a duly convened meeting may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum; provided, any action shall be approved by at least three (3) members. Board concurrence may be obtained at any regular or special meeting by an affirmative vote of a majority of the Board members voting on the issue; provided, that such majority shall include not less than four (4) votes. Final action of the Board with respect to the following action shall require the affirmative vote of four (4) members:

- (a) Adoption of an annual plan for services;
- (b) Levy of any tax, charge or fee;
- (c) Adoption of the material change policy; or
- (d) Any response to a material change.

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

**Section 6.03 Open Public Meetings.** Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Laws of Washington 1971, Extraordinary Session, Chapter 250, codified as Chapter 42.30 of the Revised Code of Washington, as supplemented and amended. In addition, the District shall provide reasonable notice of meetings to any individual specifically requesting it in writing. The District shall define in its Bylaws the opportunity for public comment to be permitted at Board meetings.

**Section 6.04 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.

**Section 6.05 Material Change Policy and Annual Report.** The Board shall develop a material change policy to address major Plan changes that affect project delivery or the ability to finance the adopted Plan. At the date of adoption of a plan to execute the functions of the District, the Board shall adopt a material change plan which addresses material changes to cost, scope, and schedule, the level of change that will require Board involvement and how the Board will address those changes. [Pursuant to RCW 36.73.160](#)~~At a minimum~~, in the event that a transportation improvement cost exceeds its original cost estimate by more than twenty percent (20%) as identified in the District's original finance plan, the governing body shall hold a public hearing to solicit comment from the public regarding how the cost change should be resolved. In addition, the District, upon approval by the Board, shall issue an annual report, indicating the status of transportation improvement costs, transportation improved expenditures, revenues, and construction schedules, to the public and the newspapers of record in the District (the "[PlanReport](#)"), [as required by RCW 36.73.160](#).

## **ARTICLE VII** **BYLAWS**

**Section 7.01 Bylaws.** The Board shall adopt Bylaws to provide additional rules, that are not inconsistent with this Charter, governing the District and its activities.

## **ARTICLE VIII** **AMENDMENT TO CHARTER**

**Section 8.01 Proposals to Amend Charter.** Any Board member may introduce a proposal to amend the Charter at any regular meeting or special meeting of the Board, provided, however, that all amendments shall comply with the minimum requirements and provisions of RCW 36.73.

**Section 8.02 Board Consideration of Proposed Amendments.** The Board may vote on the proposal at the same meeting at which the proposal is introduced if notice of a proposal to amend the Charter and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board fifteen (15) days prior to any regular Board meeting. In the case of a special meeting, notice of a proposal to amend the Charter and information, including the text of the proposed amendment and a statement of its purpose and effect, must be provided to members of the Board thirty (30) days prior to the special meeting. If such notice and information is not so provided, the Board may not vote on the proposal until the next regular or special meeting if such notice and information is provided pursuant to the timelines set forth above. Amendments to the proposal within the scope of the original proposal will be permitted at the meeting at which the vote is taken.

**Section 8.03 Vote Required for Proposals to Amend the Charter.** Resolutions of the Board approving proposals to amend the Charter shall require an affirmative vote of a majority of the Board members voting on the issue; provided, that the total number of Board members voting on any such proposal shall equal at least four.

**Section 8.04 Public Hearings.** Certain amendments of the Charter may require action of the Olympia City Council and a public hearing pursuant to the requirements of the Statute. No consideration of any charter amendment may occur until the City complies with such requirements.

**ARTICLE IX**  
**COMMENCEMENT**

**Section 9.01 Commencement.** The District has commenced its existence effective upon the adoption of Ordinance 6611. This Charter shall become effective upon its approval by the Board.

**ARTICLE X**  
**MISCELLANEOUS**

**Section 10.01 Liberal Construction and Severability.** This Charter shall be liberally construed to effect its purposes. If any section or part of this Charter is ultimately ruled invalid or illegal by a court of competent jurisdiction, such invalidity or illegality shall not affect the remaining sections or parts of this Charter.

THIS CHARTER IS EXECUTED AS OF THIS \_\_\_\_ DAY OF \_\_\_\_\_, 2009.

TRANSPORTATION BENEFIT DISTRICT

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

Its: President

APPROVED AS TO FORM:

By: \_\_\_\_\_  
(Attorney for TBD)

**BYLAWS**  
**OF THE**  
**OLYMPIA TRANSPORTATION BENEFIT DISTRICT**

**ARTICLE I**  
**MEMBERSHIP**

Section 1.1 Membership. Each member of the Olympia City Council shall be an ex officio member of the Board of the District.

**ARTICLE II**  
**OFFICERS AND COMMITTEES**

Section 2.1 Officers Designated. The officers of the Board shall be a President, Vice President and Treasurer. 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. The President and Vice President shall be elected by the Board from among its members. The Treasurer shall be the City of Olympia Finance Director. Except for the Treasurer, the officers shall be elected by the Board at the first regular meeting 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 Board shall be elected by the Board at its first meeting. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

Section 2.3 Powers and Duties. The officers of the Olympia Transportation Benefit District ("District") shall have the following duties:

(a) President. The President shall serve as the ceremonial head of the District and shall preside over all Board meetings. The President shall, subject to the control of the Board, exercise general supervision, direction, and control of the business and affairs of the District. On matters decided by the District, unless otherwise required under Interlocal Agreement or by this Charter, the signature of the President alone is sufficient to bind the District. The President of the Board along with the Olympia City Attorney shall be the District's registered agents for purposes of service of process. The President shall not be the same person as the Mayor of the City of Olympia City Council.

(b) Vice President. The Vice President shall serve in the absence of the President as the ceremonial head of the District and shall preside over Board meetings in the President's absence and shall otherwise execute the President's powers and duties.

(c) Treasurer. The Treasurer shall receive and faithfully keep all funds of the District and deposit the same in such bank or banks as may be designated by the District Board of Directors. The Treasurer shall also discharge such other duties as may be prescribed by the District Board of Directors.

Section 2.4 Establishment of Committees.

(a) Committees of the Board. The Board may, by resolution, designate from among its members one or more committees, each consisting of at least two members, to represent the Board and, where consistent with these Bylaws, the Charter, and Chapter 36.73 RCW, 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 from any responsibility imposed by law. All actions of the District require the vote of the Board.

(b) Citizen Committees. The Board may, by resolution, designate from outside its membership one or more committees, each consisting of at least two members, to advise the Board.

Section 2.5 Removal From Office. 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 quorum, may remove any officer of the Board from his or her office whenever in its judgment the best interests of the District will be served thereby. An officer so removed shall continue to serve on the Board.

### ARTICLE III MEETINGS

Section 3.1 Regular Board Meetings. ~~Beginning in its second year, R~~regular Board meetings shall be scheduled by the Board through a resolution ~~in January of each year~~. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

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

Section 3.3 Notice of Regular Board Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Laws of Washington 1971, Extraordinary Session, Chapter 250, codified as Chapter 42.30 of the Revised Code of Washington, as supplemented and amended. In addition, the District shall provide reasonable notice of meetings to any individual specifically requesting it in writing.

Section 3.4 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Treasurer or by the person or persons calling the special meeting by delivering personally or by mail written notice at least 24 hours prior to the time of the meeting to each Board member, and to each local newspaper of general circulation and to each radio or television station that has requested notice of meeting of the City Council with the City of

Olympia as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings to the City Manager of the City of Olympia and to any individual specifically requesting such notice in writing. 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 at a special meeting on any matter not referenced in the notice.

Section 3.5 Waiver of Notice. Notice as provided in Sections 3.3 and 3.4 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 District 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 address 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 or severity of such injury or damage. Notice concerning proposed amendments to Bylaws, and votes on such amendments, may not be waived.

Section 3.6. Procedure. *Robert's Rules of Order* shall be final authority on all questions of procedure and parliamentary law not otherwise provided by ordinance, statute, Charter or these Bylaws; PROVIDED, that with the concurrence of four (4) members, such rules may be waived or modified. PROVIDED FURTHER, that failure to follow said rules will not in itself constitute sufficient grounds for invalidating any Board action. Where consistent with the Statute, the procedures of the City of Olympia City Council will govern the procedures of the Board.

Section 3.7. Public Comment. Opportunity for public comment at Board meetings shall be required ~~through a public hearing~~ when the Board considers adoption of (1) its annual plan for service, ~~(2) a material change policy, (3) and~~ imposition of any tax, charge or fee, ~~and Pursuant to RCW 36.73.160, a public hearing shall be held (4) any response to a material change in the event that a transportation improvement cost exceeds its original cost by more than twenty percent as identified in a district's original finance plan, to solicit comment regarding how the cost change should be resolved.~~ .; PROVIDED, that ~~T~~the Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

Section 3.8 Public Hearings. A public hearing will be held: (1) to modify the boundaries of the existing district (RCW 36.73.050); (2) in the event that a transportation improvement cost exceeds its original cost by more than twenty percent as identified in a district's original finance plan, to solicit comment regarding how the cost change should be resolved (RCW 36.73.060); (3) to dissolve the district (RCW 36.73.050); (4) when required by law; or (5) as desired by the Board.

Section 3.89. Proxies Prohibited. Votes may be cast at Board meetings only by members of the Board in attendance at the meeting either in person or by electronic means. Voting by proxy shall be prohibited.

## ARTICLE IV AMENDMENTS TO BYLAWS

Section 4.1    Proposals to Amend Bylaws.

Any Board member may introduce a proposed amendment to the Bylaws (which may consist of new Bylaws) at any regular meeting, or at any special meeting for which 30 days' advance notice has been given.

Section 4.2    Board Consideration of Proposed Amendments. If notice of a proposed amendment to the Bylaws, and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board 15 days prior to any regular Board meeting or any special meeting of which 30 days' advance notice has been given, 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 30 days' advance notice has been given and at least 15 days prior to which meeting such notice and information is provided to Board members. Changes to the proposed amendment that are within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 4.3    Board Approval of Amendments to Bylaws. Resolutions of the District approving amendments to the Bylaws by affirmative vote of a majority of the Board may be implemented at such time as selected by the District in the Resolution without further action. Copies of the all amendments to the Bylaws shall be filed with City of Olympia City Clerk as public records.

**ARTICLE V**  
**ADMINISTRATIVE PROVISIONS**

Section 5.1    Books and Records. The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees.

Section 5.2    Principal Office. The principal office and mailing address of the Olympia Transportation Benefit District shall be located in Olympia, Washington, as specified by resolution.

Section 5.3    Fiscal Year. The Fiscal Year of the District shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date the Charter was adopted to December 31, 2009.

Section 5.4    Policies Applicable to Board Members and Employees. The administrative policies of the City of Olympia shall be the policies of the Board.

ARTICLE VI  
BUDGET

Section 6.1    The annual budget shall be adopted each year by resolution.

**ARTICLE VI**  
**APPROVAL OF BYLAWS**

Approved by Resolution No. \_\_\_\_\_ adopted by the \_\_\_\_\_  
District Board of Directors on \_\_\_\_\_, 2009.