

## **BYLAWS**

### **ECONOMIC DEVELOPMENT CORPORATION OF PIERCE COUNTY**

#### **ARTICLE I**

##### **Principal Office, Definitions, Organization and Purpose, Seal**

Section 1.01. Principal Office. The principal office of the ECONOMIC DEVELOPMENT CORPORATION OF PIERCE COUNTY (the "Corporation") shall be in the County of Pierce, State of Washington.

Section 1.02. Definitions. As used in these Bylaws, the following terms have the meanings indicated unless the context clearly requires otherwise.

(a) "Act" means 1981 Washington Laws, Chapter 300, as amended and as codified in Chapter 39.84 RCW et seq.

(b) "Board of Directors" means the board of directors of the Corporation.

(c) "Charter" means the Charter of the Corporation, as amended.

(d) "Construction" or "construct" means construction and acquisition, whether by devise, purchase, gift, lease, or otherwise.

(e) "Facilities" means land, rights in land, buildings, structures, docks, wharves, machinery, transmission equipment, landscaping, utilities, approaches, roadways and parking, handling and storage areas, and similar ancillary facilities.

(f) "Financing document" means a lease, sublease, installment sale agreement, conditional sale agreement, loan agreement, mortgage, deed of trust guaranty agreement, or other agreement for the purpose of providing funds to pay or secure debt service on revenue bonds.

(g) "Improvement" means reconstruction, remodeling, rehabilitation, extension, and enlargement; and "to improve" means to reconstruct, to remodel, to rehabilitate, to extend, and to enlarge.

(h) "Industrial development facilities" means those facilities which shall from time to time be included within the definition of "Industrial Development Facilities" set forth in the Act, as amended (RCW 39.84.020(6)).

(i) "Industrial park" means the acquisition and development of land as the site for an industrial park. For the purposes of this definition, "development of land" includes the provision of water, sewage, drainage, or similar facilities, or of transportation, energy, or communication facilities, which are incidental to the use of the site as in industrial park, but does not include the provision of structures or buildings.

(j) "Municipality" means a city, town, county, or port district of the state.

(k) "Ordinance" means any appropriate method of taking official action or adopting a legislative decision by any municipality, whether known as a resolution, an ordinance, or otherwise.

(l) "Project costs" means (a) costs of acquisition, construction, and improvement of any facilities included in an industrial development facility; (b) architectural, engineering, consulting, accounting and legal cost related directly to the development, financing and construction of an industrial development facility, including cost of studies assessing the feasibility of an industrial development facility; (c) finance costs, including discounts, if any, costs of issuing revenue bonds, and costs incurred in carrying out any trust agreement; (d) interest incurred during construction and during

the six (6) months after estimated completion of construction, and capitalized debt service or repair and replacement or other appropriate reserves; (e) the refunding of any outstanding obligations incurred for any of the costs outlines in this subsection; and (f) other costs incidental to any of the costs listed in this subsection

(m) "Revenue bond" means a non-recourse revenue bond, non-recourse revenue note, or other nonrecourse revenue obligation issued for the purpose of financing an industrial development facility on an interim or permanent basis.

(n) "State" means the State of Washington.

(o) "User" means one or more persons acting as lessee, purchaser, mortgagor, or borrower under a financing document and may include a party who transfers the right of use and occupancy to another party by lease, sublease, or otherwise.

Section 1.03. Organization, Purpose and Use of Funds. The Corporation is a public corporation organized under the Act to facilitate economic development and employment opportunities in the State through the financing of the project costs of industrial development facilities. The activities of the Corporation shall be limited to the activities described in the Charter. No part of the net earnings, funds or assets of the Corporation, beyond those necessary for retirement of indebtedness incurred by it, shall inure to the benefit of any director, officer or individual or any other person, firm or corporation, excepting only Pierce County.

Section 1.04. Seal. The corporate seal of the Corporation shall be a circle with the name "ECONOMIC DEVELOPMENT CORPORATION OF PIERCE COUNTY" inscribed therein.

## **ARTICLE II**

### **Board of Directors**

Section 2.01. Powers of Corporation. All corporate powers of the Corporation shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as may be otherwise provided in the Charter, these Bylaws or the provisions of the Act.

### Section 2.02. Number of Directors, Term of Office.

(a) The number of directors of the Board of Directors shall be nine (9), until such number shall be changed by ordinance of the Pierce County Council. The names and addresses of the persons who are appointed to act as the first directors of the Corporation, until the appointment of their successors by the Pierce County Council, are as follows:

<u>Name</u>	<u>Address</u>
Charles Cereghino	7402 North 13th Tacoma, Washington 98406
Jack Fabulich	2101 North Baltimore Tacoma, Washington 98406
Clyde Hupp	1617 South 108th, B.9 Tacoma, Washington 98444
Robert Mizukami	5209 Pacific Highway East Fife, Washington 98424
Peter T. Rasmussen	9 St. Helens Tacoma, Washington 98401
R. "Clint" Richardson	1046 County-City Building Tacoma, Washington 98402
C. Mark Smith	7550 - 86th Avenue West Tacoma, Washington 98467

(b) No person shall be eligible to serve as a director except a person who has been appointed as a director by resolution of the Pierce County Council. Each director so appointed shall serve a term of office not to exceed three years after September 15, 1985; provided, that a member of the Pierce County Council shall serve as a director.

The following directorships shall be vacated on September 15, 1985:

Chamber of Commerce Representative

At Large Representative

The following directorships shall be vacated on September 15, 1986:

Port of Tacoma Representative

Small Cities Representative

Labor Representative

The following directorships shall be vacated on September 15, 1987:

City of Tacoma Representative

Minority Representative

Small Business Representative

(c) The following interest groups shall be represented on the Board of Directors:

1. Minority Representative
2. Small Business Representative
3. A member of the Pierce County Council
4. Port of Tacoma Representative
5. City of Tacoma Representative
6. Small Cities Representative
7. Labor Representative
8. Chamber of Commerce
9. At Large Representative

Section 2.03. Organizational Meeting. The first Board of Directors may at any time hold an organizational meeting at which the directors shall organize by electing from their number a President, a Vice President and a Treasurer. In addition, the Board of Directors shall elect a Secretary and may elect such subordinate officers as they may determine, none of whom need be a director of the Corporation. Each officer shall hold office until the election and qualification of his or her successor or until his or her death, resignation or removal.

Section 2.04. Place of Directors' Meetings. Meeting of the directors shall be held at such place in the County of Pierce, or elsewhere, as may be designated in the notice of meeting or by resolution of the Board of Directors.

Section 2.05. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings. Notice of regular meetings need not be given. All meetings shall be conducted in accordance with Section 4.02 hereof.

Section 2.06. Annual Meeting. An annual meeting of the Board of Directors shall be held on the date of the regular meeting of the Board of Directors, as established by resolution of the Board of Directors pursuant to Section 2.05 hereof, next succeeding September 15 of each year or, if no resolution has been adopted providing for regular meetings of the Board of Directors, on the third Monday in September of each year.

Section 2.07. Special Meetings, Notice, Waiver. A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the Board of Directors. Each such meeting shall be held upon notice by delivering at least twenty-four (24) hours before the time of such meeting as specified in the notice personally or by mail, written notice, email or by phone to each member of the Board of Directors and to each local newspaper of general circulation and to each local radio or television station which has on file with the Board of Directors a written request to be notified of such special meeting or of all special meetings. The notice shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meetings by the Board of Directors. Such written notice may be dispensed with as to any director who at or prior to the time the meeting convenes files with the Secretary a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any director who was actually present at the meeting at the time it convenes.

Section 2.08. Adjournments. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all directors are absent from any regular or adjourned regular meeting the Secretary may declare the meeting adjourned to a stated time and place. He or she shall cause a written notice of the adjournment to be given in the same manner as provided in Section 2.07 hereof for special meetings, unless such notice is waived as provided for special meetings. Whenever any meeting is adjourned a copy of the order or notice of adjournment shall be conspicuously posted immediately after the time of the adjournment on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held.

Section 2.09. Quorum and Manner of Action, Attendance by Conference Telecommunication. At all meetings of the Board of Directors, a majority of directors in office at the time shall be sufficient to constitute a quorum. Unless a greater number is expressly required by statute or by these Bylaws, every act or decision done or made by the majority of the directors present at a meeting duly held, at which a quorum is present and acting, shall be regarded as the act of the Board of Directors. Members of the Board may participate in a meeting of such Board by means of a conference telephone, internet webcam (such as Skype, FaceTime or similar internet service) or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

Section 2.10. Conduct of Meetings. The President or, in his or her absence, the Vice President, or, in the absence of the Vice President, a Chairman chosen by a majority of the directors present, shall preside.

Section 2.11. Resignations and Vacancies. Any director of the Corporation may resign at any time by giving written notice to the President, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof and, unless otherwise specified therein, the



acceptance of such resignation shall not be necessary to make it effective. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any director. Any vacancy in the Board of Directors shall be filled by an appointment of the Pierce County Council subject to the provisions of Section 2.02 hereof. Each director so selected shall hold office for the remainder of the term of office of the person he or she replaces or until his or her death, resignation, or removal, whichever occurs earlier.

Section 2.12. Compensation of Directors. No director shall be entitled to receive any compensation for servicing as a director or an officer of the Corporation, except that each director shall be entitled to reimbursement for out-of-pocket expenses incurred in carrying out the duties of a director.

Section 2.13. Removal of Directors. Any director may be removed for cause or at will by the vote of the majority of the Pierce County Council.

Section 2.14. Indemnification. To the extent permitted by law, the Corporation shall indemnify any person who is or was a director, officer, employee or other agent of the Corporation, and who was or is a party or threatened to be made a party to a proceeding by reason of the fact that such person is or was an agent of the Corporation, against judgments, fines, penalties, settlements, and reasonable expenses (including attorneys' fees) actually 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 Corporation's best interest and if, in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. The indemnification provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board of Directors. The Corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

Section 2.15. Incurring of Indebtedness. The Board of Directors, on behalf of the Corporation, may incur such indebtedness for the proper purposes of the Corporation as the Board of Directors may deem necessary or appropriate, may issue revenue bonds and other nonrecourse revenue obligations of the Corporation, may secure the same by mortgage, pledge or other encumbrance of the whole or any part of the assets of the Corporation, and may establish funds and make other provisions for the payment of such indebtedness and interest thereon, all in accordance with the provisions of the Charter and the Act.

Section 2.16. Fees. The Corporation shall adopt by resolution a fee schedule and shall amend such schedule from time to time, to charge and equitably apportion among participating users, its initial organization costs, administrative costs and expenses incurred in the exercise of the powers and duties of the Act in accordance with Sections 8 and 9 of the Act.

### **ARTICLE III**

#### **Officers**

Section 3.01. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such subordinate officers, including one or more assistant secretaries and assistant vice presidents, as the Board of Directors may elect. Only directors shall be qualified to hold the office of President, Vice President or Treasurer, but the Board of Directors may elect any person, whether or not a director of the Corporation, to hold the office of Secretary or any subordinate office. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 3.02. Election, Term of Office. Each officer shall be elected by the Board of Directors at the annual meeting. The term of office shall be one year, and each officer shall hold office until his or her successor shall have been elected and qualified.

Section 3.03. Resignations. Any officer may resign at any time by giving written notice to the President, the Secretary or the Board of Directors of the Corporation. Any such resignation shall take effect at the time specified therein or if the time is not specified upon receipt thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04. Removal. Any officer may be removed for cause or at will by the vote of the majority of the Board of Directors.

Section 3.05. Vacancies. If a vacancy should occur in any office for any cause, the office shall be declared vacant by the President or the Board of Directors at the next regular meeting or special meeting called for such purpose. An election by the Board of Directors to fill the unexpired term shall be held at the next regular meeting or special meeting called for such purpose following the declaration of the vacancy.

Section 3.06. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, 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 Corporation, 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.

Section 3.07. Vice President. At the request of the President or in case of his or her absence or disability, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice President shall perform such other duties as may from time to time be assigned to that office by the Board of Directors or the President.

Section 3.08. Secretary. The Secretary shall:

(a) Certify and keep at the office of the Corporation, or at such other place as the Board of Directors may order, the original or a copy of these Bylaws, as amended or otherwise altered;

(b) Keep at the office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the proceedings thereat;

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) Be custodian of the records and seal of the Corporation;

(e) Exhibit at all reasonable times to any director, upon application, these Bylaws and the minutes of the proceedings of the directors of the Corporation; and

(f) In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 3.09. Treasurer. The Treasurer shall receive and have charge of all funds of the Corporation and shall disburse such funds only as directed by the Board of Directors. The Treasurer shall, in general, perform all duties incident to the office of chief financial officer and such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 3.10. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

## **ARTICLE IV**

### **General**

Section 4.01. Fiscal Year. The fiscal year of the Corporation shall begin January 1st and end December 31st of each year, except the first fiscal year which shall run from the date the Charter was approved by the Pierce County Council to December 31.

Section 4.02. Public Meetings. To the extent practicable, meetings of the Corporation shall be held within the County of Pierce and shall be open to the public as required under the Open Public Meetings Act, RCW 42.30.10, et seq., and all meetings of the Board of Directors shall be called and held in accordance with said law. At any such meeting, any citizen shall have a reasonable opportunity to address the Board of Directors either orally or by written memoranda.

## **ARTICLE V**

### **Amendment of Bylaws**

Amendment of Bylaws. Any of these Bylaws may be amended or repealed and new Bylaws may be adopted by vote of the Board of Directors, which amendments of new Bylaws shall not be inconsistent with the Charter. Any action taken by the Board of Directors under this Article V shall be reported to the Pierce County Council within seven days of the date of such action and shall become effective fourteen days after the date such report is submitted to the Pierce County Council unless the Pierce County Council shall have theretofore disapproved or amended such amendments or Bylaws. In addition, the Pierce County Council shall have authority at any time to amend or adopt new Bylaws.

## **ARTICLE VI**

### **Books and Records**

Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board and such other records as may be necessary or advisable. The finances of the Corporation are subject to examination by the state auditor's office pursuant to RCW 43.09.260.

### **SECRETARY'S CERTIFICATE**

The undersigned hereby certifies that the undersigned is the Secretary of Economic Development Corporation of Pierce County, a public corporation organized under the laws of the State of Washington; that the foregoing is a full, true and correct copy of the Bylaws of said corporation; and that said Bylaws are in full force and effect as of the date hereof.