

**SPECIAL MEETING
NOTICE AND AGENDA**

**SUMNER LIBRARY CAPITAL FACILITY AREA
GOVERNING BODY**

**March 14, 2024
9:00 AM**

**Pierce County Council Chambers
930 Tacoma Ave S, Rm 1046
Tacoma WA 98402-2176**

Remote Participation is provided by calling in to (253) 215-8782 using Webinar ID: 936 2131 8413, or using the zoom link for this meeting: <https://piercecountywa.zoom.us/j/93621318413>

1. Call to order
2. Roll call
3. Review, consideration and possible action regarding proposed Sumner Library Capital Facility Area (“SLCFA”) Bylaws
4. Election of SLCFA Chair and Secretary
5. Review, consideration and possible action regarding a proposed Library Development, Ownership and Management Agreement between the Pierce County Rural Library District and the SLCFA regarding their respective rights and responsibilities with respect to the library facility to be acquired, constructed, furnished and equipped with SLCFA bond proceeds
6. Review, consideration and possible action regarding Resolution No. 2024-01: a resolution of the Governing Body of the Sumner Library Capital Facility Area authorizing issuance of warrants prior to approval by the Governing Body
7. Update regarding bond issuance and project development status
8. Adjournment

SPECIAL MEETING COVER MEMO

Date: February 28, 2024

To: Sumner Library Capital Facilities Area Governing Body

From: Gretchen Caserotti, Executive Director, Pierce County Library System

Subject: District Organizational Meeting

Thank you for offering to serve as the Governing Body for the newly formed Sumner Library Capital Facilities Area (the “SLCFA”). This important role will allow for a new library to be built on Main Street in the City of Sumner, the majority of funding having been authorized by voters.

Pierce County Library System (the “Library”) through its staff will serve as the primary administrative and operational agent for the SLCFA throughout the duration of the bond repayment period, anticipated to be twenty-one (21) years. During this time, the Library will assist in scheduling required meetings, prepare agendas and meeting materials, record meeting minutes, and serve as an advisory guide to the Governing Body. Further, the Library will prepare and present financial information pertinent to the bond and any requirements thereof.

Kicking off the SLCFA requires this organizational meeting, which has a three-fold purpose:

1. Adoption of Bylaws to guide the operations of the SLCFA;
2. Approval of the agreement by and between the SLCFA and the Library for the development, ownership and management of the new Sumner Library; and
3. Adoption of a resolution authorizing the issuance of warrants prior to the approval of the SLCFA Governing Body.

These three instruments have been reviewed by the Pierce County Council’s counsel (Susan Long) and the Library’s counsel (Dan Gottlieb) and are presented to you accordingly. They are attached herein.

We look forward to meeting with you, answering any questions you may have, and getting started with the next steps, which include:

1. Filing and recording the documents as needed;
2. Preparing Pierce County Assessor’s Office with any instructions required to establish the SLCFA as a new taxing district in its electronic systems;
3. Receiving a preliminary certificate for the excess levy in the September 2024 timeframe;
4. Scheduling and holding a November meeting of the Governing Body to review the SLCFA financials for 2025 and passing the preliminary certificate; and
5. Coordinating and conducting SLCFA bond sales at a date to be between December 2024 and mid-2025.

**BYLAWS
OF
SUMNER LIBRARY CAPITAL FACILITY AREA**

ARTICLE I. ORGANIZATION AND POWERS

Section 1.01 Description of Organization. The Sumner Library Capital Facility Area (the “SLCFA”) is a quasi-municipal corporation and independent taxing authority within the meaning of Article VII, section 1 of the state Constitution and a taxing district within the meaning of Article VII, section 2 of the state Constitution, established under the provisions of chapter 27.15 RCW (the “Act”) for the purposes described therein.

Section 1.02 General Powers. The SLCFA may exercise all such powers and do all such lawful acts and things as are authorized by the Act and other applicable law, and these Bylaws.

Section 1.03 Principal Office. The principal office of the SLCFA shall be located at 3005 112th Street E, Tacoma, Washington 98446-2115.

ARTICLE II. GOVERNING BODY

Management and control of the SLCFA shall be vested in its governing body (the “Board”); however, the SLCFA is not authorized by law to raise revenue for the operation of libraries and intends to contract, as permitted by law, with the Pierce County Rural Library District for the operation of the library capital facility that the SLCFA has been empowered to acquire, construct, furnish and equip. The Board shall consist of three members (the “Boardmembers”), each of whom shall be a member of the Pierce County Council (the “Council”), appointed annually by resolution of the Council. Unless such a Boardmember dies, resigns, or is removed from office, he or she shall remain in such position until the earlier of the completion of his or her term of office as a member of the Council or the appointment of his or her successor as a Boardmember.

ARTICLE III. OFFICERS

Section 3.01 Number and Qualifications. The officers of the SLCFA shall be the Chair, the Secretary and the Treasurer. The Chair and the Secretary shall be selected by the Board. The Treasurer shall be the Director of the Finance Department of Pierce County (the “County Finance Director”), serving *ex officio*. Other officers may be elected or appointed by the Board, such officers to hold office for such periods, have such authority and perform such duties as are provided in the Act or other applicable law, or these Bylaws. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 3.02 Chair. The Chair shall preside over meetings of the Board, shall sign all bonds issued by the SLCFA, and shall have such other authority and perform such other duties in the management of the affairs and property of the SLCFA as are provided in the Act or other applicable law, or these Bylaws. The Chair shall have the right to vote on all matters before the Board, just as any other Boardmember.

Section 3.03 Secretary. The Secretary shall keep or cause to be kept the minutes of meetings of the Board and any committees of the Board; shall give or cause to be given notices in accordance with the provisions of these Bylaws or as required by applicable law; shall be the custodian of all records; shall sign, with the Chair, all bonds issued by the SLCFA; and shall have such other authority and perform such other duties incident to the office of Secretary as are provided in the Act or other applicable law, or these Bylaws.

Section 3.04 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the SLCFA; shall deposit all such moneys in the name of the SLCFA in the Pierce County Assessor-Treasurer's main bank; and shall have such other authority and perform such other duties incident to the office of Treasurer as are provided in the Act or other applicable law.

Section 3.05 Election and Term of Office. The Chair and Secretary of the SLCFA shall be elected each year by the Board for a one-year term. Unless such an officer dies, resigns, or is removed from office, he or she shall hold office until the earlier of the completion of such officer's term or until his or her successor is elected.

The Treasurer of the SLCFA shall serve a term that is coincident with his or her term of office as the County Finance Director.

Section 3.06 Resignation. Any officer may resign at any time by delivering written notice to the Chair at the principal office of the SLCFA. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.07 Vacancies. A vacancy in any office shall be filled by the Board. One who is appointed to fill a vacancy in any office shall initially serve for the unexpired portion of the term of office.

ARTICLE IV. EMPLOYEES AND CONTRACTS

Section 4.01 Employees. The Board may authorize the SLCFA to hire such employees, with such duties and responsibilities, as the Board deems necessary to accomplish the purposes of the SLCFA, as may be prescribed by the Board.

Section 4.02 Contracts. The Board may authorize the SLCFA to enter into such contracts with appropriate public and private entities as the Board deems necessary to accomplish the purposes of the SLCFA.

ARTICLE V. MEETINGS

Section 5.01 Special Meetings. All meetings of the Board shall be special meetings within the meaning of chapter 42.30 RCW.

Section 5.02 Notice of Meetings. Notice stating the place, day and hour of each special meeting of the Board, and the purpose or purposes for which the meeting is called shall be given in accordance with the requirements of chapter 42.30 RCW.

Section 5.03 Quorum. A majority of the Boardmembers shall constitute a quorum at any Board meeting.

Section 5.04 Meetings by Telephone. Boardmembers may participate in a Board meeting by means of a conference telephone or similar video, electronic or internet communications equipment whereby all persons participating in the meeting can hear each other at the same time, all in the manner and to the extent permitted pursuant to applicable law. Participation by such means shall constitute presence in person at a meeting.

Section 5.05 Manner of Acting. The Board may act by motion except when authorizing the issuance of bonds, in which case the Board shall act by resolution. The affirmative vote of a majority of the entire Board shall be necessary for the adoption or approval of any resolution or matter voted upon by the Board, unless a greater proportion is required by applicable law or these Bylaws.

ARTICLE VI. ADMINISTRATIVE PROVISIONS

Section 6.01 Books and Records. The SLCFA shall keep at its principal office copies of its current Bylaws, minutes of the proceedings of its Board, any minutes which may be maintained by committees of the SLCFA, and such other records as may be necessary or advisable. The SLCFA shall keep correct and adequate records of its accounts and finances at its principal office.

Section 6.02 Minutes of Meetings. Minutes shall be kept of the proceedings of the Board.

Section 6.03 Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in *Robert's Rules of Order Newly Revised 12th Edition*, so far as applicable and when not inconsistent with the Act or other applicable law, or these Bylaws.

ARTICLE VII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board by a majority vote.

The foregoing Bylaws were adopted by motion of the Board regularly passed at an open public special meeting held on March 14, 2024.

Secretary

**SUMNER LIBRARY
DEVELOPMENT, OWNERSHIP AND MANAGEMENT AGREEMENT**

I. PARTIES

This Sumner Library Development, Ownership and Management Agreement (this “Agreement”) is entered into by and between the Pierce County Rural Library District, a Washington municipal corporation doing business as the Pierce County Library System (“PCLS”), and the Sumner Library Capital Facility Area, a Washington quasi-municipal corporation (the “SLCFA”) (PCLS and the SLCFA are collectively hereafter referred to herein as the “Parties”).

II. PURPOSE AND RECITALS

- 2.1 Upon the request of the Board of Trustees of PCLS and the approval of the affected voters, all pursuant to chapter 27.15 RCW, the SLCFA was established to acquire, construct, furnish and equip a new library in the City of Sumner (the “Sumner Library”).
- 2.2 The voters authorized the SLCFA to issue bonds in an amount not to exceed \$15,000,000 (the “Bonds”) to acquire, construct, furnish and equip the Sumner Library and to levy the corresponding excess taxes annually to pay the Bonds.
- 2.3 The Parties wish to clearly identify the agreements and understandings among themselves with respect to the development, ownership and management of the Sumner Library to be funded with the proceeds of the Bonds.

III. APPLICABILITY AND TERM

- 3.1 Applicability. This Agreement shall apply to the Sumner Library and the Bonds and otherwise as expressly set forth herein.
- 3.2 Term. This Agreement shall be in effect until the SLCFA is dissolved according to law after all obligations under any general obligation bonds, including, but not limited to, the Bonds, issued by the SLCFA have been discharged and any other contractual obligations of the SLCFA have been discharged or assumed by another governmental entity.

IV. RESPONSIBILITIES OF PARTIES

- 4.1 Funding. The SLCFA shall issue the Bonds in one or more series in an aggregate principal amount not to exceed \$15,000,000, and shall apply the proceeds exclusively to provide funding for the acquisition, construction, furnishing and equipping of the Sumner Library, consistent with the provisions of chapter 27.15 RCW; provided, that PCLS shall select, on behalf of the SLCFA, the underwriter or bank purchaser, bond counsel and any other consultants necessary for the issuance of the Bonds. PCLS shall be responsible for administering the finances of the SLCFA including, but not limited to, the Bond proceeds and excess levy proceeds.
- 4.2 Title to Sumner Library. PCLS holds fee simple legal to the land upon which the Sumner Library will be built. PCLS agrees to provide access to such land to the extent necessary for construction and development of the Sumner Library. Upon completion of the construction and development of the Sumner Library, the SLCFA shall transfer title to its interests in the building, furnishings and equipment comprising the Sumner Library to PCLS by quit claim deed.
- 4.3 Design and Construction. PCLS shall select and contract, on behalf of the SLCFA, with the architects, engineers, contractors and/or other consultants for the development of the Sumner Library, and approve of their work. PCLS shall have the right to make final design decisions, subject to the requirements, if any, of applicable law. PCLS shall be responsible for administering the construction of the Sumner Library. PCLS shall be responsible for the selection and acquisition of the furnishings, library collections and equipment including, but not limited to, those to be acquired with Bond proceeds.
- 4.4 Maintenance and Operation. The Parties intend that, upon completion of construction, PCLS shall own, maintain and operate the Sumner Library.

V. DISPUTE RESOLUTION

- 5.1 The Parties mutually agree to enter into mediation through an agreed upon mediator and process, if agreement cannot be reached regarding interpretation or implementation of any provision of this Agreement. The parties shall use the mediation process in good faith to attempt to come to agreement early in the process, and prior to any appeals or litigation which either might otherwise be entitled to bring.

VI. CONTACTS FOR PARTIES

Executive Director
Pierce County Rural Library District
3005 112th Street E,
Tacoma, WA 98446-2115
(253) 548-3421

Chair
Sumner Library Capital Facility Area
c/o Pierce County Rural Library District
3005 112th Street E,
Tacoma, WA 98446-2115
(253) 548-3420

IN WITNESS WHEREOF, the parties have signed this Agreement, effective on the latest date indicated below.

DATED this _____ day of _____, 2024.

PIERCE COUNTY RURAL LIBRARY DISTRICT,
doing business as PIERCE COUNTY LIBRARY SYSTEM

Chair, Board of Trustees

Date: _____

ATTEST:

SUMNER LIBRARY CAPITAL FACILITY AREA

Chair

Date: _____

ATTEST:

Secretary

**SUMNER LIBRARY CAPITAL FACILITY AREA
PIERCE COUNTY, WASHINGTON**

RESOLUTION NO. 2024-01

A RESOLUTION OF THE GOVERNING BODY OF THE SUMNER
LIBRARY CAPITAL FACILITY AREA AUTHORIZING ISSUANCE
OF WARRANTS PRIOR TO APPROVAL BY THE GOVERNING
BODY

WHEREAS, in the normal course of business it is best to expedite the payment of claims;
and

WHEREAS, claims must be processed and paid on a regular basis in order for the
Sumner Library Capital Facility Area (the “SLCFA”) to timely discharge its obligations to
claimants, contractors, service providers and others; and

WHEREAS, the SLCFA Governing Body desires to provide for expedited payment of
claims; and

WHEREAS, RCW 42.24.180 permits a taxing district to authorize the issuance of
warrants or checks before approval by the legislative body in order to expedite the payment of
claims; and

WHEREAS, there is an official bond or insurance bond for both the SLCFA auditing
officers and the County officer designated to sign the SLCFA checks or warrants as required by
RCW 42.24.180; and

WHEREAS, pursuant to an agreement with Pierce County Rural Library District, doing
business as the Pierce County Library System (“PCLS”), PCLS undertakes any contracting,
hiring, purchasing and disbursing activities for and on behalf of the SLCFA; and

WHEREAS, the PCLS Board of Trustees has adopted policies relating to contracting,
hiring, purchasing and disbursing that implement effective internal control as required by RCW
42.24.180, which policies are periodically reviewed by the State Auditor;

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the Sumner Library
Capital Facility Area:

1. The auditing officers for PCLS, shall serve as the auditing officers for the SLCFA
and shall maintain the official bond required by RCW 42.24.180.

2. Claims incurred by the SLCFA in the normal course of business shall be pre-audited
and certified by an auditing officer for the SLCFA and submitted to Pierce County for payment.

3. The PCLS Board of Trustees shall review and approve all claims paid at its next
regularly scheduled public meeting.

4. The SLCFA Governing Body shall review and approve all claims paid at its next
scheduled public meeting.

5. If, upon review, either the PCLS Board of Trustees or the SLCFA Governing Body
disapproves any or all claims, the auditing officer and the officer designated to sign the checks or

warrants shall jointly cause the disapproved claims to be recognized as receivables of the SLCFA and will pursue collection diligently until the amounts disapproved are collected or until the PCLS Board of Trustees and the SLCFA Governing Body are satisfied and approve the claims.

6. The authority granted by this resolution shall continue until revoked, amended, or changed by the SLCFA Governing Body.

Passed this 14th day of March, 2024.

**GOVERNING BODY
SUMNER LIBRARY CAPITAL FACILITY AREA
PIERCE COUNTY, WASHINGTON**

Chair

Secretary

Member