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April 13, 2016

Honorable Dow Constantine  
King County Executive  
King County Chinook Building  
401 5<sup>th</sup> Avenue, Suite 800  
Seattle, WA 98104

Honorable Joe McDermott  
Chair, King County Council  
516 3<sup>rd</sup> Avenue, Room 1200  
Seattle, WA 98104

**Re: Authority to Conduct Business Outside of the City of Seattle**

Dear Executive Constantine and Chair McDermott:

Our client, the Historic Seattle Preservation and Development Authority (“Historic Seattle”), has asked us to provide our opinion regarding whether Historic Seattle can deliver services related to the “Preservation Action Fund” outside of the City of Seattle. As we understand the concept, Historic Seattle, acting through an agreement with the Historic Preservation Program and 4Culture, would apply Preservation Action Funds to acquire, rehabilitate, sell, and hold property (the “Services”) consistent with Historic Seattle’s chartered purposes and the Preservation Action Fund parameters. Historic Seattle’s performance of the Services would occur in unincorporated King County and/or in cities located within King County. As discussed below, Historic Seattle may engage in such activities as long as the City of Seattle and the jurisdiction(s) in which Historic Seattle will deliver the services enter into an agreement regarding the service delivery.

The City of Seattle created Historic Seattle as a public corporation pursuant to RCW 35.21.730 et seq. and under the authority of Chapter 3.110 SMC with general purposes of “preservation and enhancement of the historic heritage of the City of Seattle for the mutual pride and enjoyment of all citizens and the creation of a more livable environment within the historic areas of the city.” Historic Seattle Charter, Article IV. The Historic Seattle Charter enumerates further specific purposes of, among other things, restoration of historic structures, enhancement of cultural aspects and activities of all types, development of residential and transient housing for all income levels, development of a balanced pattern of transportation and pedestrian areas, improvement of landscaping and open spaces in public areas, and creation of residential-commercial neighborhoods with high standards of environment and quality of life in a diversified urban situation. *Id.* Historic Seattle’s charter provides it with broad authority as may be “necessary or convenient to effect the purposes for which [Historic Seattle] is organized.” Historic Seattle Charter, Article V; *see also* SMC 3.110.040-.060.

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Historic Seattle's Charter authorizes it to conduct activities outside of the City of Seattle where the City Council determines that such activities "will further the purposes of [Historic Seattle]" and where the governing body of the jurisdiction in which Historic Seattle intends to perform such activities consents by agreement with the City. Charter, Article XV, Section 1. This authority is consistent with applicable law. See, RCW 35.21.740 and SMC 3.110.170(B) (a public corporation may only exercise its power beyond the corporate limits of its creating entity if "so provided by contract between the city and another city or county"). While the Charter's general purposes are specific to preservation activities with reference to the City of Seattle, many of the chartered specific purposes are not similarly tethered. Furthermore, there would have been no reason for the City to include in the Charter the potential of extra-territorial work if such work had not been intended. As such, for purposes of this opinion, we assume that the City Council, by an implementing ordinance, would recognize the Services fit within Historic Seattle's purposes as set forth in the Charter.

In sum, in order to provide the Services, the City of Seattle, by ordinance, should confirm that the Services further the purposes of Historic Seattle and must authorize the Mayor to enter into an agreement with the jurisdiction in which Historic Seattle proposes delivery of the Services. If Historic Seattle anticipates delivery of the Services in more than one jurisdiction, the ordinance could provide the Mayor (or other delegate) with authority to enter into such an agreement with more than one jurisdiction. In our opinion, the City may accomplish all of the above in one ordinance. In addition, the jurisdiction in which Historic Seattle wishes to provide the Services must also provide its consent via an agreement with the City of Seattle. Following full execution of any such agreement, Historic Seattle may provide the Services in the jurisdiction.

Please let us know if you have any questions or if we can be of further assistance in this matter.

Sincerely yours,

PACIFICA LAW GROUP LLP



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Denise L. Stiffarm

cc: Kji Kelly, Historic Seattle PDA  
Sung Yang, King County Executive's Office  
Jennifer Meisner, King County Historic Preservation Officer  
Jim Kelly, 4Culture  
Chris Moore, Washington Trust for Historic Preservation