

**SEATTLE POPULAR MONORAIL AUTHORITY
BOARD OF DIRECTORS**

RESOLUTION NO. 08-01

**Authorizing the Transfer of All Remaining Assets
of the Seattle Monorail Project**

WHEREAS, the Seattle Popular Monorail Authority (the “Seattle Monorail Project” or the “SMP”) is a duly organized city transportation authority existing under RCW 35.95A; and

WHEREAS, the Board of Directors of the SMP (the “Board”), at an open public meeting on September 23, 2005, approved Resolution 05-36A, Submitting Proposition 1 to Seattle voters; and

WHEREAS, Resolution 05-36A provided that in the event voters did not approve Proposition 1, “the Board shall terminate [the Seattle Monorail Project] as quickly as practicable, consistent with maximizing the realized value of SMP assets and efficiently discharging all obligations of [the Seattle Monorail Project]”; and

WHEREAS, on November 8, 2005, Seattle voters rejected Proposition 1; and

WHEREAS, the Board, at an open public meeting on November 9, 2005, approved Resolution 05-39, Authorizing Staff to Take Steps Necessary to Terminate the Seattle Monorail Project; and

WHEREAS, pursuant to Resolution 05-39, the Board has taken steps necessary to terminate the Seattle Monorail Project, including, but not limited to,

- terminating the Motor Vehicle Excise Tax for vehicle registrations due after June 2006, resulting in only an additional seven months of collection following the November 2005 election;
- retiring its \$110 million of bonded indebtedness;
- holding meetings with numerous public agencies in the region to ascertain their interest in the SMP’s property and assets;
- selling 33 of its 34 parcels of property in a competitive process which maximized value for the taxpayers;
- selling the remaining parcel to Sound Transit, WSDOT and BNSF Railway, which asked to purchase it for track expansion at King Street Station;

- terminating all of its contracts with vendors and consultants in a manner that kept them available for the orderly dissolution and termination of the agency;
- completing relocation assistance to displaced owners and tenants of properties SMP acquired;
- concluding, by court decision, settlement or otherwise, all of its outstanding litigation;
- reducing staff rapidly and keeping administrative costs low;
- transferring SMP records to the State Archivist;
- selling personal property;
- concluding its lease obligations on favorable terms;
- transferring historical material to the Museum of History and Industry; and
- receiving independent audits of its 2005, 2006 and 2007 financial statements with “clean” opinions; and

WHEREAS, RCW 35.95A.120(2) provides, in relevant part, that a city transportation authority is dissolved and terminated if all of the following events have occurred

- A majority of the qualified electors voting at a regular or special election determine that new public monorail transportation facilities must not be built;
- The governing body of the authority adopts a resolution and publishes a notice of the proposed dissolution at least once every week for three consecutive weeks in a newspaper of general circulation published in the authority area and the resolution and notice (i) describe information that must be included in a notice of claim against the authority including, but not limited to, any claims for refunds of special motor vehicle excise tax levied under RCW 35.95A.080 and collected by or on behalf of the authority; (ii) provide a mailing address where a notice of claim may be sent; (iii) state the deadline, which must be at least ninety days from the date of the third publication, by which the authority must receive a notice of claim; and (iv) state that a claim will be barred if a notice of claim is not received by the deadline;
- The authority resolves all claims timely made; and
- The governing body adopts a resolution (i) finding that the conditions required for termination have been met and (ii) dissolving and terminating the authority; and

WHEREAS, RCW 35.95A.120(3) provides, in relevant part, that a claim against a city transportation authority is barred if (a) a claimant does not deliver a notice of claim to the authority by the deadline stated in the newspaper notice or (b) a claimant whose claim was rejected by the authority does not commence a proceeding to enforce the claim within sixty days from receipt of the notice rejecting its claim; and

WHEREAS, in August 2006, the Board published a notice in 15 newspapers in Seattle notifying the public that the SMP would be soon dissolved and that anyone having a claim should file it before December 4, 2006, which date was more than 90 days after

the third and last publication of that notice in two newspapers of general circulation in the City; and

WHEREAS, all claims identified through the aforesaid process and any and all claims arising from the activities of the Seattle Monorail Project have been paid or settled to the satisfaction of the SMP and the claimants and no claims are currently pending; and

WHEREAS, RCW 35.95A.120(4) provides, in relevant part, that the governing body of a city transportation authority may transfer any net assets to one or more other political subdivisions with instructions as to their use or disposition and such transfer shall be authorized in the resolution that dissolves and terminates the authority; and

WHEREAS, the proposed Green Line, approved by the electors of Seattle in November 2002 and for which the MVET was levied, would have been constructed along a route running from Ballard southerly through Interbay, Downtown and SODO and thence westerly into West Seattle ("**Green Line Corridor**"); and

WHEREAS, King County Metro operates bus service in the Green Line Corridor; and

WHEREAS, it is therefore appropriate that the remaining assets of the SMP be transferred to King County to be held in trust for and used solely for the purpose of supporting transportation uses in the Green Line Corridor; and

WHEREAS, the SMP and King County have drafted an Asset Transfer and Trust Agreement by which the SMP would transfer to the County all remaining assets, both tangible and intangible, currently held by the SMP and the County would hold those assets and apply them solely for the sole purpose of supporting transportation uses in the Green Line Corridor thus acknowledging and supporting of the proposed Green Line route that was approved by the electors in November 2002; and

WHEREAS, because this Board has completed all the steps necessary to provide for the orderly dissolution and termination of the SMP, it is now necessary and appropriate formally and finally to provide for the transfer of the remaining assets in contemplation of and as a necessary corollary to such dissolution and termination;

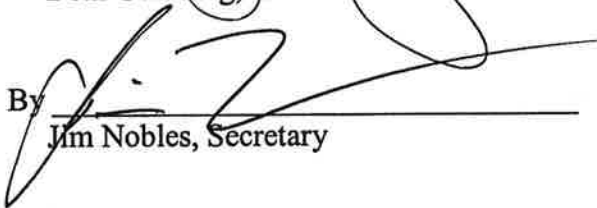
NOW, THEREFORE, BE IT

RESOLVED: That, for the reasons stated in the preambles hereto and in anticipation of the dissolution and termination of the SMP, the Board hereby finds, determines and declares that the Asset Transfer and Trust Agreement relating to the transfer of the remaining SMP assets to King County is approved in the form presented to the Board and the Board Chair is hereby authorized and directed to sign such Asset Transfer and Trust Agreement on behalf of the SMP and to take any and all acts and

actions and execute and deliver any such other documents as are necessary to transfer the remaining assets of SMP as therein set forth.

**BOARD OF DIRECTORS,
SEATTLE POPULAR MONORAIL AUTHORITY**

By 
Beth Goldberg, Chair

By 
Jim Nobles, Secretary

Adopted by the vote of the majority of the total members of the Seattle Popular Monorail Authority Board of Directors, pursuant to Section 3.4 of the Bylaws, at an open public meeting of said Board on the 17th day of January, 2008, at which a quorum was present.