



## University District Public Development Authority

### Board of Directors' Meeting Agenda

Tuesday, March 5, 2019 – 2:00pm-3:30pm

Guild School, 1016 North Superior Street, Spokane (follow directional signage)

**2:00 Welcome, call to order and administrative actions – Leaver**

- MOTION – Consent Agenda
  - January 8, 2019 and February 13, 2019 draft UDPDA board meeting minutes
  - UDPDA financials as of December 31, 2018 and January 31, 2019
    - Warrant #1016, 12/7/18, to UDDA for CAI invoice reimb, \$17,564.80
    - Warrant #1017, 12/21/18 to Travelers Insurance for public official bond, \$140
    - Warrant #1018, 1/10/19 to UDDA for UDRA management fee Q4 2018, \$8,300
    - Warrant #e-File, 1/30/19 to WA Dept of Rev for business license fee, \$136

**2:05 University District Strategic Master Plan Update (UDSMP-U) and Summary Documents – Murphy/Green/Gilberts**

- Review, discussion of [UDSMP-U](#) and [Summary](#) documents
- PROPOSED MOTION – “The UDPDA board approves the University District Strategic Master Plan Update (UDSMP-U) and Summary documents and supports their promotion and implementation.”
- PROPOSED MOTION – “While promoting and/or implementing the South Subarea content and/or Action Plan within the UDSMP-U, the UDPDA authorizes the CEO to make minor revisions as needed. If the CEO or Development Committee recommend revisions that significantly change the original problem statement or solutions, the UDPDA board will review and approve those revisions.”

**2:40 Ongoing City property negotiations/topics – Hume/Gilberts/Leaver**

**2:45 Procurement procedures aligned with City – Leaver/Eckhardt**

**2:50 Preview of suggested UDPDA bylaws changes – Taylor**

**3:20 Public Comment**

**3:30 Adjourn – Leaver**

### Upcoming 2019 Meetings:

- **May 7** – 1:00pm-2:00pm HOLD for University District Gateway Bridge Celebration Ceremony
- **May 7** - 3:00pm-5:30pm, *WSU Health Sciences Spokane, SAC 5<sup>th</sup> floor*
- **June 4** – 2:00pm-4:30pm, *Avista*
- **Sept 3** – 2:00pm-4:30pm, *TBD*
- **Oct 8** – board retreat, 1:00pm-4:30pm, *Gonzaga, Hemmingson 314*
- **Nov 5** – annual meeting, 2:00pm-4:30pm, *Providence*
- **Dec 3** – 2:00pm-4:30pm, and holiday social 4:30pm-6:00pm, *SIRTI, 4<sup>th</sup> floor*



## University District Public Development Authority (UDPDA)

### Board of Directors' Meeting Minutes - DRAFT

Tuesday, January 8, 2019 – 1:00pm-1:50pm

Whitworth UD Campus, 534 E Spokane Falls Blvd, lower level conference room

**Board Members Present:** Dan Antonietti, Susan Ashe, Bill Bouten, Catherine Brazil, Elaine Couture (via phone), Daryll DeWald, Teresa Dugger, Lou Gust, Latisha Hill, Taudd Hume (non-voting), Cindy Leaver, Amy McCoy (CCS proxy), Mariah McKay, Chuck Murphy (Gonzaga proxy), David O'Brien, Brandon Rapez-Betty, President Ben Stuckart, Beck Taylor, Frank Velazquez

**Board Members Absent:** Mayor David Condon (non-voting), Dr. Mary Cullinan, Ezra Eckhardt, Christine Johnson (see proxy), Dr. Thayne McCulloh (see proxy), Todd Mielke, Mark Richard

**Other Participants and Invited Guests Present:** Chris Green (City)

**Staff Present:** Lars Gilberts, Alden Jones

#### Call to Order:

Chair Leaver called the meeting to order at 1:00pm, thanked Dr. Taylor and Whitworth for hosting and welcomed Dan Antonietti, Susan Ashe and Chris Green to their first official board meeting. Leaver asked the board to review the December 4 UDPDA board meeting minutes and the UDPDA financials as of November 30, 2018. **MOTION to approve minutes and financials** (Taylor); seconded (Ashe) and passed unanimously.

2018 warrants through November 31, 2018 include:

- 1008, Traveler's Insurance, \$140, 1/30/18, for public official bond
- 1009, Philadelphia Insurance Co, \$669, 8/3/18, for general liability
- 1010, VOID
- 1011, UDDA, \$16,600, 9/12/18, for UDRA management contract
- 1012, UDDA, \$33,992.88, 10/12/18, for CAI contract reimbursement
- 1013, HUB International, \$1,075, 10/12/18, for D&O insurance
- 1014, UDDA, \$26,124.01, 11/2/2018, for CAI contract reimbursement
- 1015, UDDA, \$8,300, 11/14/18, for UDRA management contract

#### University District Strategic Master Plan (UDSMP) Update and Sub Area Planning

Gilberts described the components of the recently submitted Community Attributes, Inc. (CAI) final draft of the University District Strategic Master Plan update. At this time, Pearman-Gillman, Worlock, Green, and staff are editing the document for Development Committee review. The board inquired about the steps leading up to the vote (including a City Council vote) to approve the UDSMP update and asked for adequate time to carefully read and discuss the document as a group and with the Development Committee. Green and Stuckart indicated that there are no firm City deadlines, but that the City would like to start Sub Area Planning in the May-June timeframe. The board, therefore, decided to waive the proposed motion giving provisional approval to the CEO and Development Committee to finalize the UDSMP update. Instead, the board requested the option to attend the February 13 Development Committee meeting (3:00pm-5:30pm) and have access to a read-only copy of the final draft document and executive summary via the secure board portal prior to the February 13 meeting.

#### Ongoing City Negotiations/Topics

##### University of Washington Spokane Center property transfer

The City Council was briefed regarding the UW Spokane Center on January 7 and they are scheduled to vote on the actual property transfer on January 14. Gilberts



encouraged board members to attend this upcoming meeting. Following up on the board's previous concern regarding a gap in funding apropos the timing of the due diligence process, the completion of the Purchase & Sale Agreement, and the proposed reversal of the City's 2019 quarterly \$10K contributions to the UDDA; Leaver mentioned that a small group of board members and Gilberts met with the Mayor and City staff on January 3 and there were assurances to look into the City's gap in support until lease income commences. During the board meeting, Stuckart reaffirmed this as well.

#### **Letter to Mayor and City Council Regarding Connectivity**

Leaver called for a **MOTION to approve the letter to the Mayor and City Council President regarding improved connectivity between the University District Gateway Bridge and Martin Luther King Jr. Way** (Hill), seconded (Bouten) and passed unanimously. The concern expressed is the lack of direct/safe bicycle access from MLK Jr. Way (heading eastbound) to the north landing of the bridge.

#### **EPA (Brownfields) Coalition Assessment Grant Application**

The City of Spokane is leading an EPA (Brownfields) Coalition Assessment Grant application (January 31 application deadline) to address property contamination in the University District via Phase 1 and 2 environmental assessments. The proposed application partners include the UDPDA, Gonzaga University, Washington State University Health Sciences Spokane, and Empire Health Foundation. Stantec (under contract with the City) will manage the grant-writing process at no charge to the partners. The Development Committee will be consulted regarding the initial identification of critical sites. Leaver asked for a **MOTION to approve UDPDA participation as a Coalition Partner in an EPA (Brownfields) Coalition Assessment Grant application led by the City**, (McKay) and seconded (McCoy) and passed unanimously.

#### **Financial Management and Procurement**

Although the State Auditor's Office has provided some purchasing guidance via their semi-annual audits, Leaver and Eckhardt are reviewing the City's recently updated Purchasing Procedure Manual and Purchasing Policy to determine whether the UDPDA will align with City's financial management rules for the acquisition of services and performance of public works. Leaver will report on their assessment at the March 5 UDPDA board meeting.

#### **UDPDA Governance**

Note: An update regarding UDPDA Governance was presented in the UDDA board meeting by the Governance Work Group.

Chair Leaver adjourned the meeting at 1:50pm.

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David O'Brien, MD, board secretary

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Date



## University District Development Association (UDDA) Development Committee and University District Public Development Authority (UDPDA) Board - Combined Meeting

### Meeting Minutes - DRAFT

Wednesday, February 13, 2019 – 3:00pm-5:30pm

Whitworth UD Campus, 534 E Spokane Falls Blvd, lower level conference room

**Board Members Present:** Susan Ashe, Bill Bouten, Catherine Brazil, Mayor David Condon (non-voting), Daryll DeWald, Teresa Dugger, Cindy Leaver, Amy McCoy (CCS proxy), Mariah McKay, Chuck Murphy (Gonzaga proxy and UDDA Development Committee co-chair), David O'Brien

**Board Members Absent:** Dan Antonietti, Elaine Couture, Dr. Mary Cullinan, Ezra Eckhardt, Lou Gust, Latisha Hill, Taudd Hume (non-voting), Christine Johnson (see proxy), Dr. Thayne McCulloh (see proxy), Todd Mielke, Mark Richard, Brandon Rapez-Betty, President Ben Stuckart, Beck Taylor, Frank Velazquez

**Other Participants and Invited Guests Present:** Chris Green (City and UDDA Development Committee co-chair), Rick Romero (City), Charlie Wolff (City), Doug Kapelke (Numerica), Kim Pearman-Gillman (McKinstry), Stacia Rasmussen (GSI), Jon Schad (WSU), Mike Tresidder (STA), Julie Van Wormer (Architects West), Mary Voves (EWU)

**Staff Present:** Lars Gilberts, Alden Jones

#### Call to Order:

UDDA Development Committee co-chair Murphy and UDPDA chair Leaver called the meeting to order at 3:00pm.

#### University District Strategic Master Plan Update (UDSMP-U) and South Subarea Plan

Murphy thanked the group (Gilberts, Green, Pearman-Gillman, Worlock, etc.) responsible for shaping, editing, and advancing the University District Strategic Master Plan Update documents for board review. Gilberts also acknowledged the numerous stakeholders and community members who provided feedback during the UDSMP-U process. Gilberts also noted that all input is needed by this Friday, February 15 so the document can be ready to present to the UDPDA board on March 5.

Murphy shared that the purpose of this meeting is to articulate what we want the UDSMP Update-reading audience “to know” (understand the Reaffirmed Vision, Development Scenarios, and Action Plan) and “to do” (support and continue to inform the execution of the South Subarea Plan; increase incentives and development opportunities; additional resources and support for higher ed and Life Sciences Spokane and health-care community, etc.). Key UDSMP-U audiences include builders and developers, businesses, health systems, education systems, transit providers, lenders, foundations/funders, government, property owners, neighborhood groups, social service agencies, etc.

The Mayor called out past University District-related planning documents as a reminder of how much has been accomplished by the community, and what remains to be done. Some of those documents include: “[University District Parking Study – Phase 1 Final Report](#)” (2018), “[University District South Stormwater Site Suitability Assessment](#)” (2018),



["University District Revitalization Area Business Plan"](#) (2017), ["Central City Line Strategic Overlay Plan"](#) (2016), ["University District Visioning by Miller Hull"](#) (2016), ["City of Spokane Target Investment Areas"](#) (2016), ["City of Spokane Comprehensive Plan"](#) (2015), ["Spokane Housing and Economic Report"](#) (2015), ["University District Integrated Planning Study: Market Assessment"](#) (2014), ["South University District – Sprague Corridor Investment Strategy"](#) (2012), ["East Sprague Redevelopment Plan"](#) (2010), ["South University District Assessment for Downtown Spokane Partnership and City of Spokane by EWU Urban and Regional Planning Program"](#) (2010),

The group discussed the tone, content, and suggested edits to the Summary document and how best to calibrate it to meet the needs of different audiences without creating multiple versions. The consensus was to use a simplified Summary document internally for the board and partners and to create additional marketing and development tools as appropriate.

The group also discussed creating a separate document for the South Subarea to describe the unique opportunities in that area. Suggestions were provided for the general South Subarea map and the "massing" graphic that would better illustrate connectivity, proximity to Downtown, the 395 corridor, the River, and Medical District. Murphy suggested that the six goal areas of the South Subarea Action Plan be annotated to identify the action type (i.e., infrastructure, policy, programming/BID) and be prioritized so the City understands what is most important (i.e., zoning, parking, brownfields remediation, etc.) during the legislative process.

Green talked about the sequence of events leading up to and after City Council review and approval. McKay offered to assist with any community outreach needs.

Murphy and Leaver asked for any public comment. Hearing none, Murphy and Leaver adjourned the meeting at 5:29pm.

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David O'Brien, MD, board secretary

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Date

**Balance Sheet**

As of December 31, 2018

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	<u>Dec 31, 18</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
10115 · UDPDA Checking USB	346.98
<b>Total Checking/Savings</b>	346.98
<b>Accounts Receivable</b>	
12100 · Accounts Receivable	14,401.31
<b>Total Accounts Receivable</b>	14,401.31
<b>Total Current Assets</b>	14,748.29
<b>TOTAL ASSETS</b>	<b>14,748.29</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
20200 · Accounts Payable	13,951.31
<b>Total Accounts Payable</b>	13,951.31
<b>Total Current Liabilities</b>	13,951.31
<b>Total Liabilities</b>	13,951.31
<b>Equity</b>	
32000 · Unrestricted Net Assets	1,164.40
Net Income	-367.42
<b>Total Equity</b>	796.98
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>14,748.29</b>

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**UDPDA US BANK -5313**  
**Profit & Loss Budget Performance**  
**December 2018**

	Dec 18	Budget	Jan - Dec 18	YTD Budget	Annual Budget
<b>Ordinary Income/Expense</b>					
<b>Income</b>					
43100 · INTEREST & INVESTMENTS					
43110 · Interest-Savings, Short-term CD	0.01		0.90		
<b>Total 43100 · INTEREST &amp; INVESTMENTS</b>	<b>0.01</b>		<b>0.90</b>		
46200 · CONTRACT INCOME					
46210 · UDRA Proceeds	14,401.31	8,750.00	118,333.00	35,000.00	35,000.00
<b>Total 46200 · CONTRACT INCOME</b>	<b>14,401.31</b>	<b>8,750.00</b>	<b>118,333.00</b>	<b>35,000.00</b>	<b>35,000.00</b>
49000 · PRIOR YEAR CARRYOVER	0.00	0.00	0.00	750.00	750.00
<b>Total Income</b>	<b>14,401.32</b>	<b>8,750.00</b>	<b>118,333.90</b>	<b>35,750.00</b>	<b>35,750.00</b>
<b>Expense</b>					
60200 · PERSONAL SVCS CONTRACTS					
60202 · Acctg Admin Financial Services	8,300.00	8,300.00	33,269.32	33,200.00	33,200.00
60203 · Contract Mgmt Organiz Services	5,651.31		83,333.00		
<b>Total 60200 · PERSONAL SVCS CONTRACTS</b>	<b>13,951.31</b>	<b>8,300.00</b>	<b>116,602.32</b>	<b>33,200.00</b>	<b>33,200.00</b>
60300 · OTHER CONTRACTUAL SVCS					
60324 · Insurance D&O	0.00	1,052.00	1,075.00	1,052.00	1,052.00
60325 · Insurance Other	140.00	0.00	949.00	836.00	836.00
60329 · Licenses and Permits	0.00	250.00	0.00	250.00	250.00
60335 · Audit svcs, bank fees	15.00	200.00	75.00	200.00	200.00
<b>Total 60300 · OTHER CONTRACTUAL SVCS</b>	<b>155.00</b>	<b>1,502.00</b>	<b>2,099.00</b>	<b>2,338.00</b>	<b>2,338.00</b>
60500 · SUPPLIES & MATERIALS					
60564 · Office Supplies	0.00	100.00	0.00	200.00	200.00
<b>Total 60500 · SUPPLIES &amp; MATERIALS</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>	<b>200.00</b>	<b>200.00</b>
<b>Total Expense</b>	<b>14,106.31</b>	<b>9,902.00</b>	<b>118,701.32</b>	<b>35,738.00</b>	<b>35,738.00</b>
<b>Net Ordinary Income</b>	<b>295.01</b>	<b>-1,152.00</b>	<b>-367.42</b>	<b>12.00</b>	<b>12.00</b>
<b>Net Income</b>	<b>295.01</b>	<b>-1,152.00</b>	<b>-367.42</b>	<b>12.00</b>	<b>12.00</b>

**Balance Sheet**

As of January 31, 2019

	<u>Jan 31, 19</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
10115 · UDPDA Checking USB	782.00
<b>Total Checking/Savings</b>	782.00
<b>Accounts Receivable</b>	
12100 · Accounts Receivable	5,651.31
<b>Total Accounts Receivable</b>	5,651.31
<b>Total Current Assets</b>	6,433.31
<b>TOTAL ASSETS</b>	<b>6,433.31</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
20200 · Accounts Payable	5,651.31
<b>Total Accounts Payable</b>	5,651.31
<b>Total Current Liabilities</b>	5,651.31
<b>Total Liabilities</b>	5,651.31
<b>Equity</b>	
32000 · Unrestricted Net Assets	796.98
Net Income	-14.98
<b>Total Equity</b>	782.00
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>6,433.31</b>

**UDPDA US BANK -5313**  
**Profit & Loss Budget Performance**  
**January 2019**

	Jan 19	Budget	Jan 19	YTD Budget	Annual Budget
<b>Ordinary Income/Expense</b>					
<b>Income</b>					
43100 · INTEREST & INVESTMENTS					
43110 · Interest-Savings, Short-term CD	0.02	0.00	0.02	0.00	0.07
<b>Total 43100 · INTEREST &amp; INVESTMENTS</b>	<b>0.02</b>	<b>0.00</b>	<b>0.02</b>	<b>0.00</b>	<b>0.07</b>
46200 · CONTRACT INCOME					
46210 · UDRA Proceeds	0.00	0.00	0.00	0.00	35,000.00
46220 · City non-UDRA Contract	0.00	2,000.00	0.00	2,000.00	24,000.00
46230 · Other Contract Restricted	0.00	2,000.00	0.00	2,000.00	24,000.00
<b>Total 46200 · CONTRACT INCOME</b>	<b>0.00</b>	<b>4,000.00</b>	<b>0.00</b>	<b>4,000.00</b>	<b>83,000.00</b>
46700 · OTHER INCOME					
47010 · UDDA Contribution	0.00	0.00	0.00	0.00	0.00
47020 · Rental Income	0.00	5,206.25	0.00	5,206.25	62,475.00
<b>Total 46700 · OTHER INCOME</b>	<b>0.00</b>	<b>5,206.25</b>	<b>0.00</b>	<b>5,206.25</b>	<b>62,475.00</b>
46800 · PROGRAM INCOME					
46810 · Membership Dues	0.00	0.00	0.00	0.00	0.00
46820 · Program Service Fees	0.00	0.00	0.00	0.00	0.00
<b>Total 46800 · PROGRAM INCOME</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Income</b>	<b>0.02</b>	<b>9,206.25</b>	<b>0.02</b>	<b>9,206.25</b>	<b>145,475.07</b>
<b>Expense</b>					
60200 · PERSONAL SVCS CONTRACTS					
60203 · Contract Mgmt Organiz Services	0.00	5,209.13	0.00	5,209.13	79,010.07
60205 · Legal Fees	0.00	0.00	0.00	0.00	0.00
60230 · Technical Research Services	0.00	0.00	0.00	0.00	0.00
<b>Total 60200 · PERSONAL SVCS CONTRACTS</b>	<b>0.00</b>	<b>5,209.13</b>	<b>0.00</b>	<b>5,209.13</b>	<b>79,010.07</b>
60300 · OTHER CONTRACTUAL SVCS					
60324 · Insurance D&O	0.00	0.00	0.00	0.00	1,075.00
60325 · Insurance Other	0.00	1,500.00	0.00	1,500.00	2,290.00
60335 · Audit svcs, bank fees	15.00	15.00	15.00	15.00	180.00
60353 · Postage, Mailing Services	0.00	10.00	0.00	10.00	120.00
60360 · Repair, Maintenance, Alteration	0.00	10,000.00	0.00	10,000.00	10,000.00
60362 · Outside Svcs, Subcontracts	0.00	4,000.00	0.00	4,000.00	48,000.00
60364 · Outside Svcs, Maint Contract	0.00	400.00	0.00	400.00	4,800.00
<b>Total 60300 · OTHER CONTRACTUAL SVCS</b>	<b>15.00</b>	<b>15,925.00</b>	<b>15.00</b>	<b>15,925.00</b>	<b>66,465.00</b>
<b>Total Expense</b>	<b>15.00</b>	<b>21,134.13</b>	<b>15.00</b>	<b>21,134.13</b>	<b>145,475.07</b>
<b>Net Ordinary Income</b>	<b>-14.98</b>	<b>-11,927.88</b>	<b>-14.98</b>	<b>-11,927.88</b>	<b>0.00</b>
<b>Net Income</b>	<b>-14.98</b>	<b>-11,927.88</b>	<b>-14.98</b>	<b>-11,927.88</b>	<b>0.00</b>



## UDDA Financial Management Internal Procedures

### Introduction

The University District Development Association (UDDA) Board of Directors is entrusted with oversight of the UDDA, which is contracted to administer the University District Public Development Authority (UDPDA). As the steward and fiduciary agent of these assets, the Board seeks to implement internal controls and procedures consistent with Generally Accepted Accounting Principles (GAAP) to protect the organizations and minimize risk. The following are the day-to-day financial management practices of the UDDA and the UDPDA it administers, which will be reviewed and updated on an as-needed basis.

### Revenue

The goal of the UDDA is to safely receive all cash and checks and to ensure they are deposited and recorded expeditiously. The procedures for cash received include:

1. The CEO approves all deposits by reviewing check and initialing deposit slip.
2. The Administrator deposits check within 48 hours and the CEO initials the deposit receipt.
3. The Administrator records transaction in QuickBooks and deposit paperwork is filed chronologically in the monthly financial portfolio in the "deposits" section.
4. At the end of the month, the CEO reviews all deposits again in the monthly financial portfolio, comparing the bank statement with the QuickBooks reports and the original deposit paperwork.

### Expenses

A review and approval process for invoices and payments (see below), in conjunction with a monthly review of financial statements, will ensure that the UDDA stays within its approved annual budget.

1. All expenses should adhere to standards associated with the expenditure of public funds and, unless specifically authorized by the CEO, preclude the purchase of alcohol and entertainment.
2. The Administrator receives and reviews invoices and prepares check payment for the CEO's approval and signature.
3. At the end of the month, the CEO reviews all expenses again in the monthly financial portfolio, comparing the bank statement with the QuickBooks reports and the original invoice paperwork.

### Special Notifications and Signature Authority

The following types of expenses require notification and/or two signatures for approval:

- **Contract, lease, MOU, agreement commitments, and checks disconnected from previously approved agreements over \$10,000 and under \$50,000** may be signed by the CEO but require notification in writing to the Chair and Treasurer.
- **Contract, lease, MOU, agreement commitments, and checks disconnected from previously approved agreements more than \$50,000** require review by Executive Committee (EC) and approval of a simple majority of the board and two signatures by the CEO and either the Chair or Treasurer.



- **In the absence of the CEO**, the Chair or Treasurer will sign checks, contracts, etc.
- **See Attachment A** for more information relating to the procurement process.

### **Expense Reimbursement**

This section explains expense reimbursement practices for those performing business activities on behalf of the UDDA.

1. Any employee or board member who incurs legitimate and allowable expenses while engaged in UDDA business can be reimbursed for expenses. Employees and board members are expected to perform their tasks in a cost-effective manner.
2. The CEO reviews and approves all expense reports. The CEO's contracted, budgeted or reoccurring expenses will be documented by the Administrator who will also sign the check. The Chair or Treasurer may request a summary or detailed report regarding reimbursement to any employee or board member at any time.
3. The Treasurer will review the CEO's non-contractual expenses and reimbursements.

### **Credit Card Control**

This section governs the use of UDDA credit cards and purchases:

1. The CEO may approve credit cards for UDDA employees and board members.
2. Lost or stolen credit cards should be reported immediately to the issuing bank and the UDDA Administrator.
3. Credit card expense approvals use the same process outlined in the Expense Reimbursement section.

### **Payroll**

UDDA employees are paid twice a month (15<sup>th</sup> and last day of the month) via direct deposit facilitated by the QuickBooks/Intuit payroll service. Taxes/benefits are computed on a bi-monthly basis as well. Monthly payroll expenses are verified by the CEO and Treasurer via the monthly financial reconciliation. The compensation and benefits of the CEO shall be determined by the Board. The salaries and compensation ranges of all staff shall be determined by the CEO in consultation with the EC.

### **Journal Entries**

The UDDA tracks employee vacation leave accrual and in-kind donations via monthly journal entries. The CEO reviews all journal entries during the month-end reconciliation.

### **Bank of Record**

As of January 2017, the UDDA (and UDPDA) bank with US Bank, which is also the City of Spokane's bank. The UDDA has both checking and savings accounts. Access to both accounts is available online via the SinglePoint Essentials tool.

### **Wire Transfers**

At this time, no bills are paid using electronic/online payments. If this payment method is implemented, the same procedures and approvals will apply as indicated in "Expenses" section above.

### **Monthly Financial Statements and Reconciliation**

The UDDA financial statements are prepared on an accrual basis in accordance with GAAP. The Administrator prepares a monthly financial portfolio in a format approved by



the CEO and Treasurer. Both individuals review and approve the monthly financial reconciliation, which is presented to the EC for their review and then the financials are shared with the Board for their approval at the next scheduled board meeting.

### **Annual Budget**

The CEO is responsible for developing the annual budget, along with input from the Treasurer and Chair, and for presenting a draft to the EC before Board approval. The budget includes anticipated revenues and expenses by quarter with explanatory notes as appropriate. The annual budget revenues and expenditures should reflect the Board's annual strategic objectives.

### **Financial Review**

The UDDA's financials are informally reviewed by current CPA at the end of each calendar year for their preparation of Form 990 which is then reviewed by the Treasurer and signed by the CEO. In the future, the UDDA may consider asking Schoedel & Schoedel to conduct an annual financial review or audit and to report the results to the Board. The CEO would oversee the implementation of the review or audit.

Note: The UDPDA is audited by the State Auditor's office. For additional information see <http://www.sao.wa.gov/state/Pages/Aboutperformanceaudits.aspx> and [Washington State Office of Financial Management's guide to internal control and auditing.](#)

### **Responsibility and Roles**

**Board Responsibility:** The Board is responsible for communicating financial management expectations and goals to staff.

**Officer Roles:** The UDDA's adopted Bylaws also outline the following officer roles:

- The **Chair** "shall have general supervision of the affairs of the corporation."
  - Has signature authority on the all bank accounts and signs checks as stipulated in this document;
  - Provides input on the annual budget;
- The **Treasurer** "shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall oversee the disbursement of funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Corporation (taking proper vouchers for such disbursements) and shall render to the Corporation from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation." As such, the Treasurer:
  - Is an officer of the Corporation and a member of the EC;
  - Co-chairs the Sustainable Funding Work Group;
  - Reviews and approves the monthly financial portfolio after pre-approval by the CEO;
  - Has signature authority on the UDDA bank account and signs checks as stipulated in this document;
  - Provides input on the annual budget;



- Reviews any annual financial review or audit;
- Reviews the annual Form 990; and
- Carries out specific roles as it relates to the UDPDA).

### **Staff Responsibility**

- The **CEO** is the primary fiscal agent of the organization, formulating and directing all financial policies and procedures. The CEO is responsible for the monthly review of financial operations to ensure that control procedures are implemented properly. The CEO develops and presents the annual budget, manages existing assets and invested funds, selects outside auditors and CPAs as directed by the Executive Committee, and approves revenue and expenditure objectives in accordance with the Board's approved long-term plans.
- The **Administrator**, with the oversight of the CEO, is responsible for day-to-day bookkeeping, monthly financial reconciliation preparation for the CEO and Treasurer, maintenance of Chart of Accounts, accounts payable processing, input and processing payroll and payroll taxes, journal entries for general ledger, Form 1099 and 1096 reporting, 990 reporting with CPA, bank deposits and reconciliations, credit card reconciliations, processing expense reports, ordering and maintaining check stock, etc.



## Attachment A – Procurement Process (UDDA vs UDPDA)

The following information and tables provide additional details and comparisons regarding the UDDA and UDPDA purchase of goods and services.

### Sole Source or Proprietary Procurements

“Sole sources” are purchases, public works, and services that are clearly and legitimately limited to a single source of supply; or involve special facilities or market conditions.

Occasions may arise when competition among potential vendors is not possible for a procurement. The UDDA and/or UDPDA shall document the facts that constitute the sole source, specify the necessary procurement and its costs. The documentation shall be kept on file. In some cases, a published “intent to award sole source” notification may be required.

### Purchase Process and UDDA vs UDPDA Procurement Comparisons

Source for tables: *2018 City of Spokane Purchasing Procedure Manual*

Purchases of Goods, Supplies, and Materials	UDPDA Method	UDDA Method	Approval
\$5,000 or less	<ul style="list-style-type: none"> <li>• Competition not required</li> <li>• Selection from MRSC Vendor Roster encouraged</li> </ul>	<ul style="list-style-type: none"> <li>• Competition not required</li> </ul>	CEO
>\$5,000- <\$50,000	<ul style="list-style-type: none"> <li>• Three written quotes</li> <li>• Selection from MRSC Vendor Roster encouraged</li> </ul>	<ul style="list-style-type: none"> <li>• Three written quotes</li> </ul>	CEO with notification to Chair and Treasurer
\$50,000- <\$300,000	<ul style="list-style-type: none"> <li>• Three written quotes</li> <li>• MRSC Roster or Website notification</li> </ul>	<ul style="list-style-type: none"> <li>• Three written quotes</li> <li>• MRSC Roster or Website notification</li> </ul>	Review by Executive Committee (EC), approval of a simple majority of the board, signed by CEO and Chair or Treasurer
\$300,000+	<ul style="list-style-type: none"> <li>• Formal sealed bid</li> <li>• Will be advertised</li> </ul>	<ul style="list-style-type: none"> <li>• Formal sealed bid</li> <li>• Will be advertised</li> </ul>	Review by EC, approval of a simple majority of the board, signed by CEO and Chair or Treasurer

Personal/Purchased Services	UDPDA Method	UDDA Method	Approval
<b>\$10,000 or less</b>	<ul style="list-style-type: none"> <li>• Competition not required</li> <li>• Selection from MRSC Vendor or Consultant Roster encouraged</li> </ul>	<ul style="list-style-type: none"> <li>• Competition not required</li> </ul>	CEO with notification to Chair and Treasurer
<b>&gt;\$10,000-\$50,000</b>	<ul style="list-style-type: none"> <li>• Three Informal Request for Proposals (RFP)</li> <li>• Selection from MRSC Vendor or Consultant Roster encouraged</li> </ul>	<ul style="list-style-type: none"> <li>• Three Informal Request for Proposals (RFP)</li> </ul>	CEO with notification to Chair and Treasurer
<b>&gt;\$50,000-&lt;\$300,000</b>	<ul style="list-style-type: none"> <li>• Informal RFP</li> <li>• MRSC Roster, website notification or formal advertisement</li> </ul>	<ul style="list-style-type: none"> <li>• Informal RFP</li> <li>• MRSC Roster, website notification or formal advertisement</li> </ul>	Review by EC. approval of a simple majority of the board, signed by CEO and chair or Treasurer
<b>\$300,000+</b>	<ul style="list-style-type: none"> <li>• Formal RFP</li> <li>• Will be advertised</li> </ul>	<ul style="list-style-type: none"> <li>• Formal RFP</li> <li>• Will be advertised</li> </ul>	Review by Executive Committee (EC), approval of a simple majority of the board, signed by CEO and Chair or Treasurer

Arch, Engineer and Surveying Services per 39.80 RCW and services like Design, Planning, Mgt, financial, legal, environ, IT and personnel consulting	UDPDA Method	UDDA Method	Approval
39.80 RCW does not allow the price to be considered in the initial selection process for A&E professional services			
<b>\$75,000 or less</b>	<ul style="list-style-type: none"> <li>• MRSC Consultant Roster Required</li> <li>• <u>At least</u> 3 Consultants must be selected to review qualifications</li> </ul>	<ul style="list-style-type: none"> <li>• MRSC Consultant Roster suggested</li> <li>• <u>At least</u> 2 Consultants must be selected to review qualifications</li> </ul>	Review by EC, approval of a simple majority of the board, signed

	<ul style="list-style-type: none"> <li>Printout from roster showing candidates reviewed required</li> </ul>		by CEO and Chair or Treasurer
>\$75,000- \$150,000	<ul style="list-style-type: none"> <li>MRSC Consultant Roster Required</li> <li><u>At least 3</u> Consultants* must be selected and issued RFP</li> <li>Printout from roster showing selected candidates required</li> </ul>	<ul style="list-style-type: none"> <li>MRSC Consultant Roster Required</li> <li><u>At least 3</u> Consultants* must be selected and issued RFP</li> <li>Printout from roster showing selected candidates required</li> </ul>	Review by EC, approval of a simple majority of the board, signed by CEO and Chair or Treasurer
<\$150,000- \$300,000	<ul style="list-style-type: none"> <li>MRSC Consultant Roster issuing RFPs to all consultants in the selected category, <b>or</b></li> <li>Advertised Request for Qualifications</li> </ul>	<ul style="list-style-type: none"> <li>MRSC Consultant Roster issuing RFPs to all consultants in the selected category, <b>or</b></li> <li>Advertised Request for Qualifications</li> </ul>	Review by EC, approval of a simple majority of the board, signed by CEO and Chair or Treasurer
\$300,000+	<ul style="list-style-type: none"> <li>Advertised Request for Qualifications</li> </ul>	<ul style="list-style-type: none"> <li>Advertised Request for Qualifications</li> </ul>	Review by EC, approval of a simple majority of the board, signed by CEO and Chair or Treasurer

**PROJECTS USING FEDERAL FUNDS MAY NOT ALWAYS ALLOW USE OF THE MRSC ROSTER PROCESS FOR CONSULTANT SELECTIONS. CONSULT CEO FOR USE OF THIS PROCESS.**

These roster selection processes require a rotation of selected consultants. It is the responsibility of the using department to develop a written rotation plan and manage the rotation process.

**Alternatively**, RFQs may be issued to all consultants in the selected category.

Public Works /Ordinary Maintenance	UDPDA Method	UDDA Method	Approval
<\$10,000	<ul style="list-style-type: none"> <li>Competition not required</li> <li>Selection from MRSC Small Works Roster Required*</li> </ul>	<ul style="list-style-type: none"> <li>Competition not required</li> </ul>	CEO
>\$10,000-\$35,000	<ul style="list-style-type: none"> <li>MRSC Small Works Roster required</li> <li><u>At least 3</u> Invitations to Bid must be issued</li> <li>Documentation of selected contractors and ITBs required</li> </ul>	<ul style="list-style-type: none"> <li>MRSC Small Works Roster recommended</li> </ul>	CEO with notification to Chair and Treasurer
>\$35,000-\$150,000	<ul style="list-style-type: none"> <li>MRSC Small Works Roster required</li> <li><u>At least 5</u> Invitations to Bid must be issued</li> </ul>	<ul style="list-style-type: none"> <li>MRSC Small Works Roster required</li> <li>Documentation of selected contractors and ITBs required</li> </ul>	Review by EC, approval of a simple majority of the board, signed

	<ul style="list-style-type: none"> <li>Documentation of selected contractors and ITBs required</li> </ul>		by CEO and Chair or Treasurer
>\$150,000- <\$300,000	<ul style="list-style-type: none"> <li>MRSC Small Works Roster or Formal Sealed Bid required</li> <li>If MRSC Small Works Roster is used, ITB sent to all in category</li> </ul>	<ul style="list-style-type: none"> <li>MRSC Small Works Roster or Formal Sealed Bid required</li> <li>If MRSC Small Works Roster is used, ITB sent to all in category</li> </ul>	Review by EC, approval of a simple majority of the board, signed by CEO and Chair or Treasurer
\$300,000+	<ul style="list-style-type: none"> <li>Formal Sealed Bid</li> <li>Will be advertised</li> </ul>	<ul style="list-style-type: none"> <li>Formal Sealed Bid</li> <li>Will be advertised</li> </ul>	Review by EC, approval of a simple majority of the board, signed by CEO and Chair or Treasurer

\*MRSC Small Works Roster is mandatory for this category of purchasing as the registration process verifies:

- Contractor's License
- Professional Licenses (e.g. Electrical License)
- Bonding
- Cannot be debarred from working on public works projects
- Employment Security # (if have employees)
- Pay Prevailing Wages (for the UDPDA)

**AMENDED AND RESTATED BYLAWS  
OF THE UNIVERSITY DISTRICT  
PUBLIC DEVELOPMENT AUTHORITY**

(Adoption Date: ~~November 7, 2017~~TBD)

**ARTICLE 1. DEFINITIONS**

**1.1 Authority**

“Authority” means the University District Public Development Authority organized pursuant to RCW 35.21.730 - .755 and RCW 35.21.757 - .759 as they currently exist and may be amended.

**1.2 Electronic Transmission**

“Electronic transmission” means an electronic communication that indirectly transfers a record in a tangible medium so that the record may be directly reproduced in a tangible medium and may be retained, retrieved, and reviewed by the sender and the recipient.

**1.3 Written Notice**

Any “written notice” may be given by electronic transmission.

**ARTICLE 2. OFFICES**

The registered office of the Authority in the state of Washington is 120 N. Pine Street, #~~2932~~, Spokane, WA 99202. The Authority may have such other offices within the City of Spokane as the Board of Directors may designate.

**ARTICLE 3. BOARD OF DIRECTORS**

**3.1 Power**

The Board of Directors shall manage the business and affairs of the Authority at all times.

**3.2 Number and Qualification**

There shall be no fewer than thirteen (13) and no more than twenty-two (22) voting directors of the ~~Corporation~~Authority. None of the director positions are subject to residency requirements. Some of the directors are categorically appointed and some shall be elected by the Board.

3.2.1 Appointed Directors. The following director positions are perpetually appointed as ex officio directors, or until these bylaws are otherwise amended:

- a. City of Spokane Mayor (as a non-voting director position)
- b. City of Spokane Council ~~Member~~President
- c. The highest ranking local representative, from the following institutions:
  - i. Community Colleges of Spokane
  - ii. Eastern Washington University

- iii. Gonzaga University
- iv. State designated Associate Development Organization (ADO) for Spokane County
- v. Washington State University Health Sciences Spokane
- vi. Whitworth University
- vii. University of Washington

3.2.2 Elected Directors. Fourteen (14) director positions and one (1) Legal Counsel position (as a non-voting director) shall be elected by the Board.

3.2.3 Voting Members. Any reference to a quorum, simple majority, and/or two-thirds vote herein, always implies voting members of the board. Non-voting members are not counted in establishing a quorum, votes, and actions.

Commented [AJ1]: Or insert in section 6.6 if better fit

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### 3.3 Tenure

3.3.1 Elected Directors. Unless removed in accordance with these bylaws, each elected director shall hold office for the terms indicated in this section. The initial Board of Directors will serve staggered terms. Half of the elected directors of the ~~Corporation Authority~~ will serve three (3) year terms, while the other half will serve two (2) year terms. Thereafter, elected directors will serve three (3) year terms. Elected directors may serve two (2) consecutive terms. Each director shall hold office for the term for which the director is elected or appointed and until the director's successor shall have been selected and qualified. Legal Counsel, a non-voting director position, shall serve an indefinite term at the will of the board.

3.3.2 Appointed Directors. Unless removed in accordance with these bylaws, each appointed director shall hold office for an indefinite term. ~~However, the Spokane City Council shall have the ability to appoint or remove its representative to the board on an annual basis.~~

### 3.4 Duties of a Director

Directors owe the Authority a number of duties. First, directors must act in good faith, meaning act with good intentions. Second, directors must act in the best interest of the Authority. Directors have a special fiduciary relationship with the Authority and have the duty to act for the benefit of the Authority, not for their own personal benefit. Third, directors must act with due care. As a fiduciary, the Board is entrusted with the Authority's money and must be careful with the use of those funds. Among other things, each director must evaluate existing programs to determine if they are run efficiently and examine financial statements to ensure the Authority has adequate funds to pay its debts and that those funds are being used to further the organization's goals and mission. Fourth, each director must act as an ordinarily prudent person would act. Directors are expected to use common sense and practical judgment, not necessarily be experts in every matter the Board considers. However, if a Board member has a particular expertise, then this person will be expected to utilize this greater knowledge and be held to this standard in her/his conduct. Fifth, each director and proxy must sign and comply with the Authority's Conflict of Interest Policy and the Confidentiality Policy upon election or appointment.

### 3.5 Regular & Special Meetings

The Board shall meet as necessary, but not less than six (6) times a year. An annual meeting of the Board of Directors shall be held during the month of November at the principal office of the ~~Corporation Authority~~ or at such other place within the State of Washington designated by the Board. Special meetings of the Board may be called as provided in the Bylaws. The Bylaws may provide that meetings shall be recorded and maintained by the Authority.

- 3.5.1 Open Public Meetings. All meetings of the Board shall be conducted consistent with the Open Public Meetings Act (OPMA), Chapter 42.30 RCW. Notice of meetings shall be given in a manner consistent with the OPMA. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meeting, any citizen shall have a reasonable opportunity to address the Board either orally or by written petition. Participation by a board member by telephone or other electronic communication approved by the Chair shall be permitted with prior notice given to the Chair.
- 3.5.2 Parliamentary Authority. The rules of Robert's Rules of Order (revised) shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order of the Authority set forth in the Bylaws.
- 3.5.3 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. The Authority is required to maintain and provide in its office, at meetings and with the City Clerk a compilation of all minutes and proceedings of the Board and resolutions of the Board.
- 3.5.4 Applicability of General Laws. A public corporation, commission, or authority created under this chapter, and officers and multimember governing body thereof, are subject to general laws regulating local governments, multimember governing bodies, and local governmental officials, including, but not limited to, the requirement to be audited by the state auditor and various accounting requirements provided under chapter 43.09 RCW, the open public record requirements of chapter 42.56 RCW, the prohibition on using its facilities for campaign purposes under RCW 42.17A.555, the open public meetings law of chapter 42.30 RCW, the code of ethics for municipal officers under chapter 42.23 RCW, and the local government whistleblower law under chapter 42.41 RCW.

### **3.6 Quorum**

At all meetings, except as otherwise provided by law or these by-laws, a quorum shall be required for the transaction of any business which shall consist of a simple majority of the directors.

### **3.7 Manner of Acting**

If a quorum is present when a vote is taken, the affirmative vote of a majority of voting directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law, the Charter or these Bylaws. The election of directors, amendment of the Bylaws and expansion of the Board shall be by two-thirds vote of

the Board. Any appointed director may elect to be represented in any and all matters before the board by a proxy, provided such representation is noted in writing to the UDPDA Chair, and approved thereby, prior to any participation by said proxy, and further provided that said proxy need not be a current UDPDA board member. Unless otherwise noted in the written proxy, ~~said proxy shall be valid for a period of 11 months.~~ the term of proxy service shall last through the current calendar year and may be renewed by the lead institutional appointed director for another calendar year via notice to the Chair.

### 3.8 Participation by Telecommunication

Directors may participate in a regular or special meeting of the Board by, or conduct the meeting

by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

### 3.9 Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Authority immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

### 3.10 Board Committees

The Board of Directors may, by resolution adopted by a majority of directors, designate from among its directors one or more committees, each of which must have two (2) or more directors and shall be governed by the same rules regarding meetings, notice, waiver of notice, quorum, and voting as applicable to the Board of Directors. Each such committee shall have and may exercise only the authority specifically granted to it by the Board of Directors, these Bylaws. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any directors thereof, of any responsibility imposed by law on the Board of Directors.

3.10.1 Advisory Committees. In addition to Committees discussed in Section 3.10 above, the officers shall have the ability to appoint advisory committees to the Authority.

3.10.2 Executive Committee. The Authority is authorized to create an Executive Committee consisting of the officer positions described in section 4.1. Legal counsel will serve as a non-voting member of the Executive Committee. The Executive Committee may include invited guests at any time.

Commented [AJ2]: This covers Ben and Chris

3.10.3 Nominating Committee. By October 1<sup>st</sup> of each year, the Executive Committee of the Board of Directors shall appoint a nominating committee of five Directors. The committee shall consist of the Mayor, City Council ~~President~~ Member and three other Directors. The committee shall nominate one (1) candidate for each director whose term is currently expiring.

Additionally, the committee shall nominate one (1) candidate for each officer position according to the term limitations prescribed in Section 4.2.

The Nominating Committee shall ensure that representatives from the following business sectors fill a preponderance of the elected director positions: large business/property owner, small business/property owner, non-profit organization, real estate, development, health-care, and transportation.

The Nominating Committee shall present its recommendation for officers and new members to the Board of Directors before or at the November ~~board-annual~~ meeting. The Board will hold separate votes to a) approve or reject the nominating committee's recommended slate of officers and b) to approve or reject the nominating committee's recommendations for new directors. Upon approval of the nominating committee's recommendations for new directors, that recommendation will be forwarded to the City Council for confirmation.

### **3.11 Resignation**

Any director may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Authority, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent 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.

### **3.12 Removal**

If it be determined for any reason that any of the members should be removed from office, the Board, by a two-thirds (2/3) majority vote, may vote to have any member removed from the Board. The term of any member removed pursuant to this section expires immediately upon an affirmative vote of the Board.

### **3.13 Dissolution**

Dissolution of the Authority shall be in the form and manner required by state law, the SMC, and the Bylaws.

### **3.14 Vacancies**

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director, and may be filled by a ~~simple two-thirds~~ majority vote of the Board of Directors after receiving a recommendation from the Nominating Committee. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The fulfillment of an unexpired term shall not prejudice any director from subsequently fulfilling up to two three-year terms on the board, as described in Paragraph 3.3.1 herein.

### **3.15 Compensation**

No director shall receive any compensation, either by way of salary or fees for attendance at meetings or otherwise, nor shall any director be reimbursed for expenses, except pursuant to the authorization of the Board of Directors. This section shall not preclude any director from serving the Authority in any other capacity or from receiving reasonable compensation for such services and reasonable reimbursement for related expenses.

### **3.18 Chief Executive Officer**

The board is authorized to engage the services of a Chief Executive Officer who shall serve at the pleasure of the Authority. The Chief Executive Officer shall function as a representative of the board in the management of the Authority, shall have the authority to operate the business of the Authority pursuant to guidelines established by the Authority, and shall have full authority for direction of the employees of the Authority.

Commented [AJ3]: Just in case and mimics the UDDA

Commented [LG4R3]: This may need to be saved for future edits or further refined by GWG since this was not on their agenda. The wording seems that 'engages the services' could work for the current situation... engaging a CEO as part of a management contract with the UDDA.

## ARTICLE 4. OFFICERS

### 4.1 Number and Qualifications

The officers of the ~~Corporation~~ Authority shall be elected by the directors and shall include a Chair, a Vice-Chair, a Secretary, a Treasurer and a Past Chair. Additional Officers, as deemed necessary by the ~~Corporation~~ Authority, shall not vote, and shall exercise only such powers and perform such duties as specifically delegated to them by the Board of Directors. Furthermore, unless specifically authorized by the Board of Directors, no "Additional Officers" shall have authority to sign documents on behalf of the ~~Corporation~~ Authority.

### 4.2 Appointment and Term of Office

The officers of the ~~Corporation~~ Authority shall be elected ~~at the by or before the November~~ annual meeting of the directors and shall hold office for one (1) year or until their successors are elected and have qualified. Any officer may be removed at any time, with or without cause, by majority vote of the directors. No officer shall hold the same office position for more than two (2) terms in the same capacity. Vacancies in any office shall be filled by majority vote of the directors for the unexpired term of the vacant office.

### 4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Authority, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent 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.

### 4.4 Chair

The Chair shall preside at all meetings of the ~~Corporation~~ Authority, shall have general supervision of the affairs of the ~~corporation~~ Authority, and shall perform such other duties as are incident to the office or are properly required of the Chair by the ~~Corporation~~ Authority.

### 4.5 Vice-Chair

During the absence or disability of the Chair, the Vice-Chair shall exercise all the functions of the Chair. The Vice-Chair shall have such powers and discharge such duties as may be assigned to the Vice-Chair from time to time by the ~~Corporation~~ Authority.

### 4.6 Treasurer

The Treasurer shall have the custody of all monies and securities of the ~~Corporation~~ Authority and shall keep regular books of account. The treasurer shall oversee the disbursement of funds of the ~~Corporation~~ Authority in payment of the just demands against the ~~Corporation~~ Authority or as may be ordered by the ~~Corporation~~ Authority (taking proper vouchers for such disbursements) and shall render to the ~~Corporation~~ Authority from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the

~~corporation~~Authority. The treasurer shall perform such other duties as are incident to the office or are directed by the Chair or by the ~~Corporation~~Authority.

#### **4.7 Secretary**

The Secretary shall issue notices for all meetings, except for notices of special meetings of the directors and the ~~Corporation~~Authority which are called by the requisite number of directors, shall arrange and distribute minutes of all meetings, shall have charge of the seal and the ~~corporate~~ Authority's books, and shall make such reports and perform such other duties as are incident to the office, or are directed of the Secretary by the Chair or by the ~~Corporation~~Authority.

#### **4.8 Past Chair**

The Past Chair shall serve on the ~~corporation's~~ Authority's Executive Committee, shall provide guidance and historic perspective to the Executive Committee during the one--year period after his or her term as Chair, and shall perform other such duties as the board shall require.

#### **4.9 Temporary Transfer of Powers and Duties**

In case of the absence or illness of any officer of the Authority, or for any other reason that the directors may deem sufficient, the directors may delegate and assign, for a specified time, the powers and duties of any officer to any other director.

### **ARTICLE 5. CONTRACTS, LOANS, CHECKS, DEPOSITS**

#### **5.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and that authority may be general or confined to specific instances.

#### **5.2 Loans**

No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

#### **5.3 Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by the officer or officers, or agent or agents, of the Authority and in the manner as shall from time to time be prescribed by resolution of the Board of Directors.

#### **5.4 Deposits**

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in an Authority controlled financial account.- The Board of Directors may authorize any officer or officers, agent or agents, with signature rights to the account.

#### **5.5 Loans to Directors and Officers**

No loans shall be made by the Authority to any officer or to any director.

### **ARTICLE 6. MISCELLANEOUS PROVISIONS**

#### **6.1 Books and Records**

The Authority shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and, if desired, any committees designated by the Board of Directors, and such other records as may be necessary or advisable.

**6.2 Fiscal Year**

The fiscal year of the Authority shall be the calendar year or such other fiscal year as may be determined by resolution adopted by the Board of Directors.

**6.3 Copies of Resolutions**

Any person dealing with the Authority may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors when such records are certified by the Chair or Secretary.

**6.4 Amendments to these Bylaws**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the two-thirds affirmative vote of the Board of Directors.

**6.5 Form of Seal**

The seal of the Authority shall be in such form as the directors shall determine.

**6.6 Voting Requirement**

Unless specifically declared otherwise, all matters affecting the Authority may be determined by a vote of the directors, voting either in person or by telecommunication in compliance with section 3.5.1.

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**SECRETARY'S CERTIFICATION**

The undersigned, being the Secretary of the Authority, hereby certifies that these bylaws are the bylaws of the University District Public Development Authority, adopted by resolution of the directors on \_\_\_\_\_ day of \_\_\_\_\_, 20197.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20197.

\_\_\_\_\_  
Secretary