



University District Public Development Authority Board of Directors' Meeting Agenda

Tuesday, May 7, 2019 – 2:30pm-3:30pm

WSU Health Sciences Spokane/EWU Campus, SAC Bldg, Room 501

**2:30 Celebration, welcome, call to order and administrative actions –
Leaver**

- MOTION – Consent Agenda
 - March 5, 2019 draft UDPDA board meeting minutes
 - UDPDA financials as of February 28, 2019 and March 31, 2019 (No warrant activity)

2:35 UDDA Development Committee Report to UDPDA

- UW Spokane Center - *Gilberts/Hume/Murphy*
 - Update on inspection and due diligence
 - Next steps: soliciting bids for roof replacement/resolution
 - Update on lease negotiations and property management
 - PROPOSED MOTION: "The UDPDA Board authorizes the CEO to conclude due diligence on the UW Spokane Center and initiate final purchase with a closing date after June 4, 2019 but before July 1, 2019."
- Letter re Grant and Sherman sale proceeds - *Gilberts*
- South Subarea Planning next steps - *Green*

3:05 Continued review of UDPDA structure changes – Taylor/Leaver

3:25 Public comment

3:30 Adjourn – Leaver

Upcoming 2019 Meetings:

- **June 4 – 9:15am-11:45am, Avista HQ**
- **Sept 3 – 2:00pm-4:30pm, MultiCare Health System**
- **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, SIRTl, 4th floor**



University District Public Development Authority (UDPDA) Meeting Minutes - draft

Tuesday, March 5, 2019 – 2:05pm-3:58pm

Future home of Guilds' School, 1016 N Superior St, Spokane, lower conference room

Board Members Present: Dan Antonietti, Bill Bouten, Catherine Brazil, Ezra Eckhardt, Lou Gust, Latisha Hill, Taudd Hume (non-voting), Christine Johnson, Cindy Leaver, Mariah McKay, Chuck Murphy (Gonzaga proxy and UDDA Development Committee co-chair), David O'Brien, Mark Richard, Brandon Ropez-Betty, Sara Sexton-Johnson (EWU proxy), President Ben Stuckart, Beck Taylor, Frank Velazquez

Board Members Absent: Susan Ashe, Mayor David Condon (non-voting), Elaine Couture, Dr. Mary Cullinan (see proxy above), Daryll DeWald, Teresa Dugger, Dr. Thayne McCulloh (see proxy above), Todd Mielke

Other Participants and Invited Guests Present: Chris Green (City and UDDA Development Committee co-chair), Charlie Wolff (City)

Staff Present: Lars Gilberts, Alden Jones

Call to Order:

Chair Leaver called the meeting to order at 2:05pm, thanked Guilds' School for hosting and asked the board to review the January 8 and February 13, 2019 UDPDA board meeting minutes and the UDPDA financials as of December 31, 2018 and January 31, 2019. **MOTION to approve minutes and financials** (Gust); seconded (Hill) and passed unanimously. Warrants through January 31, 2019 include:

- Warrant #1016, 12/7/18, to UDDA for CAI invoice reimbursement, \$17,564.80
- Warrant #1017, 12/21/18 to Travelers Insurance for public official bond, \$140
- Warrant #1018, 1/10/19 to UDDA for UDDA management fee Q4 2018, \$8,300
- Warrant #e-File, 1/30/19 to WA Dept of Rev for a business license fee, \$136

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

The UDPDA board previewed the UDSMP-U and Summary at a joint meeting with the UDDA Development Committee on February 13, 2019. Murphy (Gonzaga proxy and UDDA Development Committee co-chair) reiterated that the UDSMP-U process and plan—led by Seattle-based consultants Community Attributes, Inc. (CAI)—reaffirmed the original 2004 UDSMP vision and also aligns with the University District's current thematic goal: "The University District uses its unique connectivity to create shared community wellness and vibrancy by developing the infrastructure and programming that enable a globally-recognized hub of education, innovation, research, and health care."

In addition to presenting the UDSMP-U process and timeline, Murphy walked the group through detailed "General Context" and "Innovation District" area maps prepared by CAI that encapsulate input captured via community workshops, 1:1 interviews, an online survey, a public charette, and City/County/State databases.

Murphy then focused on the South Subarea portion of the UDSMP-U: showing a "full buildout" massing graphic and describing the barriers to development, preferred scenario, and action plan for three Subarea sections (Sprague-Sherman, Southwest, and Southeast). Development Committee co-chair Green noted that although critical and



influential, the recommendations in the South Subarea Action Plan (i.e., relating to zoning changes, parking restrictions, etc.) need additional detail and community input.

The MOTION stating that “The UDPDA board approves the University District Strategic Master Plan Update (UDSMP-U) and Summary document and directs their promotion and implementation including seeking adoption via resolution by the Spokane City Council” (Hill) was seconded (Rapez-Betty) and passed unanimously.

University of Washington Spokane Center Update

Hume reported due diligence is underway on the UW Spokane Center property with a desk review of documents, building inspection, and Phase 1 environmental. Due to leaks, it is anticipated that the roof will need to be repaired or replaced and tests for mold and dry rot conducted. Hume will determine the next steps regarding roof replacement quotes. Gilberts mentioned that the parcel directly south of the UW Spokane Center (owned by Umpqua Bank) may be for sale, but specifics are pending from Umpqua.

UDPDA Procurement Procedures

Eckhardt reminded the board that the UDPDA has aligned with the City of Spokane’s purchasing procedures to ensure compliance and mitigate liabilities. Murphy suggested these procedures be reviewed annually.

Preview of Proposed UDPDA Bylaws Changes

Taylor (Governance Work Group co-chair) described UDPDA proposed bylaws changes that range from minor operational clean-up to potentially more extensive revisions resulting from the ongoing negotiations with the City and County re UDPDA structure and funding mechanisms. Thus far, the City and County have expressed an interest in reducing the size of the UDPDA board to approx. 7 members comprised of the UDDA CEO, County Commissioner, City Council rep, City staff rep, two at-large members, and one rep from a taxing district or another at-large. The board discussed the advantages (assured County participation and revenue, no change to UDDA, consistency with other local PDAs) and disadvantages of a smaller board (diminished partners’ role, expertise and investment; uncertainty around a worst-case scenario event and how “public” (aka UDDA) input is weighted; potentially removing City Council from approval process—UDPDA would have immediate spending authority—and risk of creating a political vs stakeholder-driven process; lack of clarity re County vision for UDPDA). Taylor and the Governance Work Group will continue to consider the unintended consequences and plausible outcomes of such a UDPDA structure change and report back to the board at the May 7 meeting.

Leaver asked for any public comment, hearing none, the meeting was adjourned at 3:38pm.

David O’Brien, MD, board secretary

Date

UDPDA US BANK -5313

Balance Sheet

As of February 28, 2019

	<u>Feb 28, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
10115 · UDPDA Checking USB	706.01
Total Checking/Savings	706.01
Accounts Receivable	
12100 · Accounts Receivable	5,651.31
Total Accounts Receivable	5,651.31
Total Current Assets	6,357.32
TOTAL ASSETS	6,357.32
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20200 · Accounts Payable	5,651.31
Total Accounts Payable	5,651.31
Total Current Liabilities	5,651.31
Total Liabilities	5,651.31
Equity	
32000 · Unrestricted Net Assets	796.98
Net Income	-90.97
Total Equity	706.01
TOTAL LIABILITIES & EQUITY	6,357.32

UDPDA US BANK -5313
Profit & Loss Budget Performance
February 2019

	Feb 19	Budget	Jan - Feb 19	YTD Budget	Annual Budget
Ordinary Income/Expense					
Income					
43100 · INTEREST & INVESTMENTS					
43110 · Interest-Savings, Short-term CD	0.01	0.00	0.03	0.00	0.07
Total 43100 · INTEREST & INVESTMENTS	0.01	0.00	0.03	0.00	0.07
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	4,000.00	24,000.00
46230 · Other Contract Restricted	0.00	2,000.00	0.00	4,000.00	24,000.00
Total 46200 · CONTRACT INCOME	0.00	4,000.00	0.00	8,000.00	83,000.00
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	10,412.50	62,475.00
Total 46700 · OTHER INCOME	0.00	5,206.25	0.00	10,412.50	62,475.00
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
Total 46800 · PROGRAM INCOME	0.00	0.00	0.00	0.00	0.00
Total Income	0.01	9,206.25	0.03	18,412.50	145,475.07
Expense					
60200 · PERSONAL SVCS CONTRACTS					
60203 · Contract Mgmt Organiz Services	0.00	6,709.64	0.00	11,918.77	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
Total 60200 · PERSONAL SVCS CONTRACTS	0.00	6,709.64	0.00	11,918.77	79,010.07
60300 · OTHER CONTRACTUAL SVCS					
60324 · Insurance D&O	0.00	0.00	0.00	0.00	1,075.00
60325 · Insurance Other	0.00	0.00	0.00	1,500.00	2,290.00
60329 · Licenses and Permits	136.00		136.00		
60335 · Audit svcs, bank fees	-60.00	15.00	-45.00	30.00	180.00
60353 · Postage, Mailing Services	0.00	10.00	0.00	20.00	120.00
60360 · Repair, Maintenance, Alteration	0.00	0.00	0.00	10,000.00	10,000.00
60362 · Outside Svcs, Subcontracts	0.00	4,000.00	0.00	8,000.00	48,000.00
60364 · Outside Svcs, Maint Contract	0.00	400.00	0.00	800.00	4,800.00
Total 60300 · OTHER CONTRACTUAL SVCS	76.00	4,425.00	91.00	20,350.00	66,465.00
Total Expense	76.00	11,134.64	91.00	32,268.77	145,475.07
Net Ordinary Income	-75.99	-1,928.39	-90.97	-13,856.27	0.00
Net Income	-75.99	-1,928.39	-90.97	-13,856.27	0.00

1:10 PM

04/05/19

Accrual Basis

UDPDA US BANK -5313

Balance Sheet

As of March 31, 2019

	<u>Mar 31, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
10115 · UDPDA Checking USB	721.02
Total Checking/Savings	721.02
Accounts Receivable	
12100 · Accounts Receivable	34,401.31
Total Accounts Receivable	34,401.31
Total Current Assets	35,122.33
TOTAL ASSETS	35,122.33
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20200 · Accounts Payable	5,651.31
Total Accounts Payable	5,651.31
Total Current Liabilities	5,651.31
Total Liabilities	5,651.31
Equity	
32000 · Unrestricted Net Assets	796.98
Net Income	28,674.04
Total Equity	29,471.02
TOTAL LIABILITIES & EQUITY	35,122.33

UDPDA US BANK -5313
Profit & Loss Budget Performance
March 2019

	Mar 19	Budget	Jan - Mar 19	YTD Budget	Annual Budget
Ordinary Income/Expense					
Income					
43100 · INTEREST & INVESTMENTS					
43110 · Interest-Savings, Short-term CD	0.01	0.00	0.04	0.00	0.07
Total 43100 · INTEREST & INVESTMENTS	0.01	0.00	0.04	0.00	0.07
46200 · CONTRACT INCOME					
46210 · UDRA Proceeds	8,750.00	8,750.00	8,750.00	8,750.00	35,000.00
46220 · City non-UDRA Unrestricted	20,000.00	20,000.00	20,000.00	20,000.00	20,000.00
46230 · Other Restricted - Wayfinding	0.00	0.00	0.00	0.00	50,000.00
Total 46200 · CONTRACT INCOME	28,750.00	28,750.00	28,750.00	28,750.00	105,000.00
46700 · OTHER INCOME					
47010 · UDDA Contribution	0.00	0.00	0.00	0.00	0.00
47020 · Rental Income	0.00	0.00	0.00	0.00	31,237.50
Total 46700 · OTHER INCOME	0.00	0.00	0.00	0.00	31,237.50
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
Total 46800 · PROGRAM INCOME	0.00	0.00	0.00	0.00	0.00
Total Income	28,750.01	28,750.00	28,750.04	28,750.00	136,237.57
Expense					
60200 · PERSONAL SVCS CONTRACTS					
60203 · Contract Mgmt Organiz Services	0.00	8,300.00	0.00	8,300.00	49,437.50
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
Total 60200 · PERSONAL SVCS CONTRACTS	0.00	8,300.00	0.00	8,300.00	49,437.50
60300 · OTHER CONTRACTUAL SVCS					
60324 · Insurance D&O	0.00	0.00	0.00	0.00	1,075.00
60325 · Insurance Other	0.00	0.00	0.00	1,500.00	2,290.00
60328 · Tax - B&O	0.00	0.00	0.00	0.00	400.00
60329 · Licenses and Permits	0.00		136.00		
60335 · Audit svcs, bank fees	-15.00	0.00	-60.00	15.00	105.00
60353 · Postage, Mailing Services	0.00	10.00	0.00	30.00	120.00
60360 · Repair, Maintenance, Alteration	0.00	0.00	0.00	0.00	15,000.00
60362 · Outside Svcs, Subcontracts	0.00	4,166.66	0.00	12,500.06	50,000.00
60364 · Outside Svcs, Maint Contract	0.00	400.00	0.00	1,200.00	4,800.00
Total 60300 · OTHER CONTRACTUAL SVCS	-15.00	4,576.66	76.00	15,245.06	73,790.00
Total Expense	-15.00	12,876.66	76.00	23,545.06	123,227.50
Net Ordinary Income	28,765.01	15,873.34	28,674.04	5,204.94	13,010.07
Net Income	28,765.01	15,873.34	28,674.04	5,204.94	13,010.07



April 18, 2019

Mayor David Condon
Council President Ben Stuckart
City of Spokane
808 W. Spokane Falls Blvd
Spokane, WA 99201

RE: Sherman and Grant Surplus City Property Sales

Dear Mayor Condon and President Stuckart,

In regard to the action taken at the April 15, 2019 City Council meeting to authorize the sale of .55 acres of surplus city property at 304 E Riverside Ave and 15 North Grant St to Cody Development Corporation for \$595,125 (during the Briefing Session Consent Agenda, OPR 2019-0268 and ENG 2012119) and the sale of surplus city property along the Sherman Pedestrian Plaza to Avista for \$204,000 (during the Legislative Agenda, Res 2019-0027), the University District Public Development Authority (UDPDA) Board of Directors asks that the proceeds from the two sales be reinvested in the University District.

On May 1, 2018, the UDPDA Board voted to authorize up to \$4M to expedite the redevelopment of Sprague Avenue and requested that the City, "identify assets, proceeds, and/or revenues to reduce or refund the UDPDA's significant investment."

The sale of the Grant and Sherman properties was specifically discussed at the May 1 meeting since the parcels were requested by the UDPDA through Letters of Intent/Interest dated May 23, 2018 (see enclosed). The Board believed that private development by responsible parties and reinvestment of the proceeds within the University District were the best alternatives. Therefore, they request that as the City receives the proceeds from the Grant and Sherman parcel sales, that they be:

1. returned to the UDPDA's UDRA accounts;
2. used to reduce the UDPDA Board's \$4M commitment to the Sprague redevelopment project; or
3. invested in projects called out in the 2004 University District Strategic Master Plan (UDSMP) and the recent UDSMP-Update such as:
 - a. Additional Bridge and trail connectivity (e.g., along the BNSF tracks)
 - b. Completing Riverside/Grant at the Bridge's south landing
 - c. Infrastructure at the south landing and plaza (e.g., benches, tables, improved bridge lighting)
 - d. Programming in the properties around the sound landing (e.g., Sherman Plaza and grassy triangle area)



- e. Improved bike connectivity between MLK Way and the Bridge
- f. Improvements on Sherman Ave

The UDPDA Board makes this request given its uniquely-qualified position and legacy involvement in guiding development in the south landing area of the University District Gateway Bridge. Additionally, the UDPDA's efforts are intended to facilitate "highest and best use" development and infrastructure investments in the South Subarea that will drive meaningful job growth, tax revenues, and an enhanced quality of life for Spokane's citizens.

Please don't hesitate to contact me if you have any questions or concerns. The UDPDA Board would appreciate your written response no later than May 6.

Kind regards,

A handwritten signature in black ink, appearing to read 'Lars Gilberts'.

Lars Gilberts
CEO

Enclosures: Letter of Interest N Grant Street and E Riverside Ave Properties;
Letter of Intent Properties at the Terminus of Sherman and Sprague
Avenues



May 23, 2018

Council President Ben Stuckart
City of Spokane
808 W. Spokane Falls Blvd
Spokane, WA 99201

RE: NORTH GRANT STREET AND EAST RIVERSIDE AVENUE PROPERTIES

Dear President Stuckart:

On behalf of the University District Public Development Authority (UDPDA) Board of Directors, the purpose of this letter is to express the UDPDA's continued interest in the City-owned surplus property at the corner of North Grant Street and East Riverside Avenue and also to express its wishes in the event that the City chooses to sell the property to another buyer.

The UDPDA has broad powers outlined under Section 5.1 of the UDPDA Charter and RCW 35.81, and knowing that the UDPDA is the City's chosen vehicle for economic development in the University District, the UDPDA is uniquely qualified and positioned to lead the development of property in the Gateway Bridge's south landing area. Additionally, the UDPDA's efforts are intended to facilitate the highest and best development of surrounding properties by private owners and developers that can drive meaningful jobs and tax revenue.

With those powers and objectives in mind, the UDPDA Board of Directors, on May 5, 2018, authorized up to \$4M of UDRA funds for an accelerated redevelopment of Sprague Avenue. This historic investment in the City's infrastructure was made with the full confidence that the City would make every effort to apply the proceeds from the future sale of the Grant property to help defray the UDPDA's \$4M UDRA Sprague investment.

If the City does not plan to use the proceeds from the Grant property sale to defray the UDPDA's \$4M Sprague investment; or, if the City does not secure a developer that would pursue a sizable and aggregated Grant development, the UDPDA will seek to acquire the Grant parcels from the City and aggregate them for the highest and best use to amplify the impacts of redevelopment along Sprague Avenue.

Please don't hesitate to contact me if you have any concerns or questions.

Kind regards,

A handwritten signature in cursive script that reads 'Lars Gilberts'.

Lars Gilberts, CEO
University District Development Association



May 23, 2018

Council President Ben Stuckart
City of Spokane
808 W. Spokane Falls Blvd
Spokane, WA 99201

RE: PROPERTIES AT THE TERMINUS OF SHERMAN AND SPRAGUE AVENUES

Dear President Stuckart:

On behalf of the University District Public Development Authority (UDPDA) Board of Directors, the purpose of the attached Letter of Intent (LOI) is to request transfer of City-owned surplus property at the terminus of Sherman and Sprague Avenues to the UDPDA in partial fulfillment of the City Council's unanimously passed resolution 2018-0010.

With the Gateway Bridge under construction and with the UDPDA as the City's chosen vehicle for economic development in the University District, the UDPDA is uniquely qualified and positioned to leverage the shared community vision for the development of the surplus property adjacent to the Gateway Bridge's south landing for the purposes of smart urban growth, environmental restoration, transportation improvements, affordable housing needs, among others.

In tandem with the property transfer request, the UDPDA asks that a Memorandum of Understanding (MOU) between the UDPDA and the City be drafted for placemaking purposes and programming rights before the Gateway Bridge's and plaza's 2018 completion. The MOU should address the City-owned plaza, as well as the requested surplus property, and specify all relevant terms, responsibilities, timeline, contracting information, etc.

Please don't hesitate to contact me if you have any concerns or questions.

Kind regards,

A handwritten signature in black ink that reads 'Lars Gilberts'.

Lars Gilberts, CEO
University District Development Association

Governance Work Group Proposed Bylaws Changes and Pending Issues

Clean-up Issues Addressed in Current Redlined Bylaws:

- **Office address** – (Article 2 in both bylaws) revised to **Suite 292**
- **Clarify that any reference to a quorum and/or vote or action by members always implies “voting” members of the Board** – There are several places in both bylaws documents that talk about quorum or call out voting threshold (i.e., “simple majority,” “two-thirds” vote, etc.). The issue is, these references do not specifically call out that the implication is “voting” members (vs including those members who do not vote such as legal counsel and the Mayor for the UDPDA).
 - **Proposed solution:** New section in Article 3 states that any reference to members or directors or the Board taking action, always implies voting members.
- **Annual meeting** – (Section 3.5 for both bylaws) indicates “an annual meeting of the BoD shall be held during the month of November”. Later, Section 4.2 says that new officers are elected at this meeting, which prevents new members from being confirmed by the annual retreat in October.
 - **Proposed solution:** (Section 4.2 for both bylaws) changed to read, “The officers of the Corporation shall be elected **before or by the end of November...**”
- **Parliamentary authority** – The UDPDA bylaws (Section 3.5.2) indicate “Roberts Rules of Order (revised) shall govern the Authority,” however, the UDDA bylaws is silent on parliamentary process, procedures for verbalizing abstentions, declaring conflicts, etc.
 - **Proposed solution:** Add Section 3.6.1 in UDDA bylaws to align with UDPDA.
- **The notice required to hold a UDDA special meeting** - OPMA allows 24-hours notice for a special meeting for the UDPDA. The UDDA bylaws (Section 3.6) indicate *five days* (Section 3.6) notice for a special meeting.
 - **Proposed solution:** Change UDDA section 3.6 to allow for 24-hours’ notice for the special meeting.
- **Manner of acting** – (Section 3.8 UDDA, Section 3.7 UDPDA) state that, “The *election of directors*, amendment of the Bylaws and expansion of the Board shall be by *two-thirds* vote of the Board” which is inconsistent with (Section 3.15 UDDA, and Section 3.14 UDPDA) which states a vacancy “may be filled by a *simple majority* of the BoD.”
 - **Proposed solution:** Changed sections 3.15 UDDA, and 3.14 UDPDA to ensure all vacancies consistently require a two-thirds majority to fill.
- **Proxy term** - In Section 3.8 UDDA and 3.7 UDPDA, proxy terms are 11 months. Given a proxy can start at staggered times, it would be more efficient tracking-wise to have proxy serve through the end of any given calendar year.
 - **Proposed solution:** In sections 3.8 UDDA and 3.7 UDPDA, revised to say **proxy serves through the end of any given calendar year** and may be renewed by the lead institutional representative for another calendar year via letter/email to the Chair.

Other Issues Addressed in Current Redlined Bylaws:

- Updated Section 3.2.1 in both bylaws to list ex officio “appointed” director for **City of Spokane Council** from *Council Member* to **Council President** and updated title in Section 3.12.3 (UDDA) and 3.10.3 (UDPDA) re **composition of Nominating Committee**.



- In Duties Section 3.4 (both UDDA and UDPDA), included language that directors must comply with **Conflict of Interest and Confidentiality policies** and sign upon election/appointment.
- The UDDA currently requires *unanimous* participation for '**action without meeting**' (Section 3.11) but some of the wording was not clear. Reworded to better express intent, procedure, and to allow absent board members to register votes on action shared in advance of scheduled meetings. Note: This is NOT an option available to the UDPDA due to OPMA.

Pending Issues:

- Establish **reasons to enter into a UDDA executive session** such as the UDPDA's reasons per OPMA.
- UDDA alignment with UDPDA (assuming UDPDA restructure)
 - a. Coordinating purpose and actions
 - b. Appointment of members to the UDPDA
 - c. New member restructuring to accommodate UDPDA membership

**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 seven (7) voting directors of the Corporation. None of the director positions are subject to residency requirements. Some of the directors are categorically and perpetually appointed and some shall be elected by the Board. With the exception of the City staff and UDDA CEO all other members shall be active members of the UDDA Board of Directors.

3.2.1. Permanent Board Members (4):

- a. One County appointment, comprised of either an elected official or an administrative position selected by the County Commissioners.
- b. Two City appointments comprised of the Council President and the City Administrator.
- c. The CEO of the University District Development Association.

Commented [LG1]: The wording may be off and may need to embed it in multiple sections but it is important to note this for at least the new County and jointly appointed position.

Commented [LG2]: Will need to confirm with the City to confirm if they want to identify a specific position like City Administrator or leave it to appointment (administration or council).

Commented [LG3]: To your question yes, the CEO would be one of the 3 UDDA appointed and voting positions (not sure where non-voting came from but please let me know if you heard of anything changing) and yes I agree it should be spelled out below. We also had talked about putting other direction regarding appointment (e.g. vice chair and Development Committee chair). The one issue we may need to navigate on that is the issue of proxies. I would be inclined to remove proxies from the PDA if we go down to 7 members.

- ~~d. Legal Counsel shall be a non voting board member. Legal Counsel, shall serve an indefinite term at the will of the board.~~
- ~~e. Unless removed in accordance with these bylaws, each permanent board member shall hold office for an indefinite term.~~

3.2.2 At-large Board Members (2):

- ~~a. Two at-large representatives selected by the University District Development Association Board (UDDA) from their active membership.~~
- ~~b. Unless removed in accordance with these bylaws, each at large director shall hold office for a three year term. At large directors may serve two 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. University representatives or proxies do not qualify for appointment to the UDPDA board.~~

Commented [LG4]: There has been consideration of specifying specific positions, however, the most important factor seems to be a representative from the Executive Committee and from the Development Committee and that may change year to year depending on a variety of factors.

3.2.3 Jointly Selected Board Member (1)

- ~~a. **OPTION #1** A seventh member of the board shall be selected by a majority vote of the three permanent board members representing the City and County.~~
- ~~**OPTION #2** A seventh member of the board shall be selected by unanimous vote of the three permanent board members representing the City and County.~~
- ~~**OPTION #3** A seventh member of the board shall be selected by a majority vote of the board.~~
- ~~**OPTION #4** A seventh member of the board shall be selected by a unanimous vote of the board.~~

~~However, and notwithstanding the provisions in 3.2.3(a) above, this position shall automatically be filled, or as soon thereafter as is practical, by any governmental entity representative that otherwise chooses to contribute incremental tax to the University District TIF. Should this event occur, the tenure of member chosen pursuant to this section shall be phased out within the ensuing 12 months or as otherwise deemed appropriate by a majority vote of the Board.~~

- ~~b. Unless this position is otherwise occupied by a governmental entity that has chosen to participate in the University District TIF, in which case the duration of its term shall be consistent with Section 3.2.1 above, the jointly selected board member will serve a term as described in Section 3.2.2(b) above.~~

~~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 [AJ5]: 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~~ by the end 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.~~

Commented [LG6]: If the board is smaller, more nimble and making infrequent decisions do we want to reduce this to four (4) meetings a year.

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- 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.

3.5.5 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any director. Notice of special meetings of the Board of Directors stating the date, time, and place thereof shall be given at least twenty-four hours prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, electronic mail address, or other number appearing on the records of the Corporation. If notice of a regular or special meeting is provided by electronic transmission, it must satisfy the requirements of RCW 24.03.009. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Corporation. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Any director may waive notice of any meeting at any time. Whenever any notice is required to be given to any director of the Corporation pursuant to applicable law, a waiver thereof in writing signed by the director entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

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.

Commented [LG7]: With fewer members does the board want/need proxies?

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 or 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, who shall be non-voting.

~~3.10.3 Nominating Committee. By October 1st 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~~

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~~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.~~ Notwithstanding the forgoing, elections or appointments of board members to fulfill an unexpired term shall be undertaken consistent with the provisions of 3.2 herein. 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 ~~3.2.23.1~~ herein.

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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.

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 end of~~ November in an 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, ~~or cause to be issued,~~ 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, if so created and existing, and 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. If the Past Chair's board term has otherwise expired, this requirement shall not compel extending his or her term on the board. If the term has ended, the Past Chair may participate on the Executive Committee as a non-voting "guest," but is not otherwise compelled to do so.

Commented [TH8]: Trying to find a balance where the Past Chair doesn't end up taking up a board seat past his/her term, but can still participate.

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.

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

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