



University District Public Development Authority

Board of Directors' Meeting Agenda

Tuesday, December 3, 2019 – 2:00pm-2:50pm

McKinstry, SpokaneHUB SIERR Classroom, 850 E Spokane Falls Blvd, Spokane

2:00 Welcome and call to order – *Eckhardt*

2:01 Administrative actions – *Eckhardt*

- Proposed MOTION – Consent Agenda
 - November 5, 2019 draft UDPDA board meeting minutes
 - UDPDA financials as of October 31, 2019 (with CEO voucher certificate)
 - Warrant 1024, void
 - Warrant 1025, \$8,300 on 10/15 to UDDA for Services Agreement
 - Warrant 1026, \$500 on 10/15 to PBBH, LLC for UW mold inspection
 - Warrant 1027, \$5,000 on 10/15 to GSI for Advantage Spokane website
- UDDA/UDPDA Services Agreement update and MOTION
- 2017-2018 SAO Audit
- 2020 Budget

2:10 UDPDA update – *Gilberts*

- Transition
- Bylaws revision and MOTION
- UDRA cap and cliff

2:20 UDDA Development Committee Report – *Murphy/Gilberts*

2:45 South Subarea Update – *Green*

2:50 Public comment and adjourn – *Eckhardt*

Proposed meetings and locations:

- Jan 8, 2020 – 2:00pm-4:30pm, *Providence*
- March 4 – 2:00pm-4:30pm, *Avista*
- May 6 – 2:00pm-4:30pm, *Bouten*
- June 3 – 2:00pm-4:30pm, *hold for County Medical Examiner*
- Sept 2 – 2:00pm-4:30pm, *WSU*
- Oct 7 (board retreat, extended time) – 1:00pm-5:00pm, *Gonzaga*
- Nov 4 (annual meeting) – 2:00pm-4:30pm, *EWU/Catalyst*
- Dec 2 (includes a holiday social afterward) – 2:00pm-4:30pm and 4:30pm-6:00pm holiday social, *Bouten*



University District Public Development Authority (UDPDA) Annual Meeting Minutes - DRAFT

Tuesday, November 5, 2019 – 2:05pm-3:27pm
Bouten Construction, 627 N Napa St, Spokane, WA

Board Members Present: Susan Ashe, Alisha Benson, Bill Bouten, Catherine Brazil, Mayor David Condon (non-voting), Dr. Daryll DeWald, Teresa Dugger, Ezra Eckhardt, Lou Gust, Latisha Hill, Taud Hume, Brian McClatchey (Council proxy), Mariah McKay, Chuck Murphy (Gonzaga proxy), Dr. David O'Brien, Brandon Rapez-Betty, Mark Richard, Valerie Senatore (CCS proxy), Sara Sexton-Johnson (EWU proxy), Dr. Frank Velazquez

Board Members Absent: Dan Antonietti, Elaine Couture, Dr. Mary Cullinan (see proxy), Dr. Christine Johnson (see proxy), Cindy Leaver (on extended sabbatical), Dr. Thayne McCulloh (see proxy), Council President Ben Stuckart (see proxy), Dr. Beck Taylor (no proxy)

Other Participants and Invited Guests Present: Chris Green (City), Julie Van Wormer (Architects West), Mary Kuney (Spokane County Commissioner), Rep Marcus Riccelli, Rep Timm Ormsby, Noelle Connolly and Kate Dinnison (Sen Andy Billig's office), Lindsey Myhre (STCU), Doug Kapelke (Numerica), Kim Zentz (Urbanova)

Staff Present: Lars Gilberts, Alden Jones

Call to Order

Vice-Chair Bouten called the meeting to order at 2:05pm and welcome legislative and other special guests.

UDDA Retreat Report

Gilberts reminded the group that the University District's BHAG for several years had been the University District Gateway Bridge. He also reminded the group of the 2019 thematic goal and objectives developed at the 2018 board retreat: *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.*

- *Generate revenue for sustainability, infrastructure, and programming.*
- *Leverage united marketing to increase investment, people, business, and infrastructure.*
- *Activate vacant or under-developed properties and promote connectivity across UD.*
- *Promote vibrant and equitable community, facilitate job growth and affordable housing.*
- *Support coordinated and sustainable higher ed programs to advance mutual goals.*

At the October 2019 board retreat, the board reaffirmed these goals and objectives and prioritized three BHAGs for 2020 based on input from two online advance surveys and in-depth discussions at the retreat. The three BHAGs are Housing, Health Education and Research Complex, and Parking. The board also prioritized three tactics: clear plan, partnerships, and budget/TIF.

With the restructuring of the UDPDA (approved by both the City and County as of November 4, 2019), the UDPDA will focus on a clear plan for the critical



infrastructure BHAGs of Housing and Parking and share an updated budget with the board at the next meeting.

South Subarea Update

Green presented an update on the City's South Subarea planning process including mention of community engagement events, proposed zoning, key differences between the DTU and GC-150, off-street parking requirements, proposed complete street designations, and a project timeline. All acknowledged that parking will be a real concern to property owners, business owners, customers, commuters, etc. The Mayor shared the City's experience with the North Monroe project and spoke of a matrix they developed to help weigh parking impacts in order to strike a balance. Rapez-Betty mentioned that STA is working closely with the higher ed institutions to diversify and grow student transit options. Green welcomed UDPDA board written testimony for upcoming Plan Commission sessions.

Legislative Policy Collaboration

The board talked about a number of issues with Reps Ormsby and Riccelli and Senator Billig's staff including the 2020 capital and transportation budgets, Trent Bridge, parking, brownfields, medical education, broadband, etc. Overall, the legislators indicated that the most effective legislative agenda would include: value for the entire state (e.g., the UW's Behavioral Health program); and new or existing programs with multiple partners with "skin in the game" that increase access and promote equity (e.g., UW/EWU RIDE) or glaring health-care needs (VA and psychiatric support). Ashe and Brazil offered to assist with a legislative affairs strategy and promote it with partners.

Administrative Actions

Bouten asked the board to review the draft September 3, 2019, UDPDA board meeting minutes and the UDPDA financials as of September 30, 2019 (including Warrant 1023 for \$713 to Philadelphia Insurance Co. for UDPDA commercial insurance package).

MOTION to approve consent agenda minutes and financials (McKay); seconded (Ashe), non-voting (Condon), and passed unanimously.

Gilberts described the recent UDPDA/UDDA Joint Financial Services RFP process. Five financial institutions (Gesa Credit Union, Spokane Teacher's Credit Union, Numerica Credit Union, Umpqua and US Bank) submitted RFPs. The proposals were evaluated by staff and two third-party evaluators resulting in Numerica Credit Union as the recommended vendor. Because the UDPDA chair and treasurer lead two of the three credit unions that submitted RFPs, Hill reported that an abundance of caution was taken throughout the RFP process. Neither of these two UDPDA officers was involved in, received any information about, nor was able to influence the decision relating to the selection. Bouten asked for a **MOTION to approve Numerica Credit Union as the UDPDA financial services vendor** (McKay), seconded (Benson), with Eckhardt abstaining and Leaver not present to vote.



Gilberts relayed that through a competitive **Wayfinding RFB** process Baldwin Sign Company was selected (as the lowest responsible bidder) to fabricate and install wayfinding signs in the District at an amount not to exceed \$50K as approved previously by the board. The contract is being finalized and board members may request a copy of the fully executed contract at their convenience.

Gilberts shared that the **UDPDA/UDDA Services Agreement** expires at the end of 2019 and that an updated Agreement is underway with counsel and will be presented to the board at the next meeting.

PDA Restructuring and Nominating Committee Update

In UDPDA chair Leaver's absence (she is on an extended sabbatical), Bouten asked for **MOTION to elect Eckhardt as UDPDA board chair effective immediately and until the UDPDA transition is complete** (Ashe), seconded (Hill) and approved unanimously with a round of applause in appreciation of Eckhardt.

Gilberts reported that the Spokane County Commissioners and the Spokane City Council have approved the UDPDA restructuring. The Nominating Committee (with review and approval by the Executive Committee) proposes Dan Antonietti and Bill Bouten as the UDDA representatives to the new UDPDA board. The UDDA will vote on this recommendation shortly.

Bouten asked for public comment (which included mention of recent media stories about the UD and the Catalyst project) and then adjourned the meeting at 3:27pm.

David O'Brien, MD, board secretary

Date

UD Public Development Authority
Balance Sheet
As of October 31, 2019

	<u>Oct 31, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
10000 · USB BARS	5,618.41
Total Checking/Savings	<u>5,618.41</u>
Total Current Assets	<u>5,618.41</u>
TOTAL ASSETS	<u>5,618.41</u>
LIABILITIES & EQUITY	
Equity	
32000 · Retained Earnings	346.98
Net Income	5,271.43
Total Equity	<u>5,618.41</u>
TOTAL LIABILITIES & EQUITY	<u>5,618.41</u>

UD Public Development Authority
Profit & Loss Budget vs. Actual

October 2019

	Oct 19	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
3000000 · REVENUES				
3300000 · INTERGOV REVENUES				
3370000 · LOCAL GRANTS ENTITLMNT OTHER	0.00	8,750.00	-8,750.00	0.0%
Total 3300000 · INTERGOV REVENUES	0.00	8,750.00	-8,750.00	0.0%
3400000 · CHARGES GOODS/SERVICES	17,000.00			
3600000 · MISC REVENUES				
3610000 · INTEREST, OTHER EARNINGS				
3614000 · Other Interest receipts	0.01			
Total 3610000 · INTEREST, OTHER EARNINGS	0.01			
3620000 · RENTS AND LEASES	0.00	5,206.25	-5,206.25	0.0%
Total 3600000 · MISC REVENUES	0.01	5,206.25	-5,206.24	0.0%
Total 3000000 · REVENUES	17,000.01	13,956.25	3,043.76	121.8%
Total Income	17,000.01	13,956.25	3,043.76	121.8%
Expense				
5000000 · EXPENDITURES				
5580000 · CMTY PLANNING ECON DEV				
5587000 · Economic Development				
5587040 · Econ Dev Services	8,300.00	8,300.00	0.00	100.0%
5587000 · Economic Development - Other	5,000.00			
Total 5587000 · Economic Development	13,300.00	8,300.00	5,000.00	160.2%
Total 5580000 · CMTY PLANNING ECON DEV	13,300.00	8,300.00	5,000.00	160.2%
5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR				
5940000 · CAPITAL EXPEND/EXPENSES				
5945900 · Cap Expend Property Dev				
5945940 · Cap Exp Property Dev services	0.00	2,706.25	-2,706.25	0.0%
Total 5945900 · Cap Expend Property Dev	0.00	2,706.25	-2,706.25	0.0%
5940000 · CAPITAL EXPEND/EXPENSES - Other	0.00	4,800.00	-4,800.00	0.0%
Total 5940000 · CAPITAL EXPEND/EXPENSES	0.00	7,506.25	-7,506.25	0.0%
Total 5900000 · DBT EXP, CAP OUTLAYS, OTHR DE...	0.00	7,506.25	-7,506.25	0.0%
Total 5000000 · EXPENDITURES	13,300.00	15,806.25	-2,506.25	84.1%
Total Expense	13,300.00	15,806.25	-2,506.25	84.1%
Net Ordinary Income	3,700.01	-1,850.00	5,550.01	-200.0%
Net Income	3,700.01	-1,850.00	5,550.01	-200.0%



University District Public Development Authority Voucher Certification – October 31, 2019 Close

Per the Office of the Washington State Auditor and the BARS Voucher Certification and Approval Process set forth here

https://www.sao.wa.gov/bars_cash/accounting/expenditures/voucher-certification-and-approval/, I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described, or that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the (city/county/district), and that I am authorized to authenticate and certify to said claim.

The following voucher/warrants/electronic payments were approved for payment:

Date	Voucher / Warrant #	Description	Amount
NA	1024	VOID	NA
10/15/19	1025	UDDA for Services Agreement	\$8,300
10/15/19	1026	PBBH, LLC for UW property inspection	\$500
10/15/19	1027	Greater Spokane Inc. for Advantage Spokane Website	\$5,000
		TOTAL cleared Warrants	\$13,800


 Lars Gilberts, CEO, UDDA 11/27/19
 Date

UD Public Development Authority
Profit & Loss Budget Overview
 January through December 2020

	Jan - Dec 20
Ordinary Income/Expense	
Income	
3000000 · REVENUES	
3100000 · TAXES - PROP, SALES, B&O	
3132200 · Lcl Rvitalzn Financing SalesUse	50,000.00
Total 3100000 · TAXES - PROP, SALES, B&O	50,000.00
3300000 · INTERGOV REVENUES	
3370000 · LOCAL GRANTS ENTITLMNT OTHER	60,000.00
Total 3300000 · INTERGOV REVENUES	60,000.00
3600000 · MISC REVENUES	
3610000 · INTEREST, OTHER EARNINGS	
3614000 · Other Interest receipts	0.90
Total 3610000 · INTEREST, OTHER EARNINGS	0.90
3620000 · RENTS AND LEASES	67,575.00
Total 3600000 · MISC REVENUES	67,575.90
Total 3000000 · REVENUES	177,575.90
Total Income	177,575.90
Expense	
5000000 · EXPENDITURES	
5100000 · GENERAL GOVERNMENT	
5130000 · Executive Activities	100,000.00
5140000 · Financial Recording and Electn	800.00
5190000 · Risk Mangagement Services	2,088.00
Total 5100000 · GENERAL GOVERNMENT	102,888.00
5580000 · CMTY PLANNING ECON DEV	
5586000 · Planning	10,000.00
5587000 · Economic Development	10,000.00
Total 5580000 · CMTY PLANNING ECON DEV	20,000.00
5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR	
5940000 · CAPITAL EXPEND/EXPENSES	
5945900 · Cap Expend Property Dev	
5945940 · Cap Exp Property Dev services	50,000.00
Total 5945900 · Cap Expend Property Dev	50,000.00
Total 5940000 · CAPITAL EXPEND/EXPENSES	50,000.00
Total 5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR	50,000.00
Total 5000000 · EXPENDITURES	172,888.00
Total Expense	172,888.00
Net Ordinary Income	4,687.90
Net Income	4,687.90

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

(Adoption Date: ~~June 4~~December 3, 2019)

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, #292, 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 Authority. 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 University District Development Association (UDDA) CEO all other directors shall be voting members of the UDDA Board of Directors.

3.2.1. Permanent Board Directors (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 a senior administrative staffer.
- c. The CEO of the UDDA.

~~d. Unless removed in accordance with these bylaws, each permanent board director shall hold office for an indefinite term.~~

d. The County appointee shall hold his/her appointment for the term as designated by a majority of the Board of County Commissioners. The City Council President appointee shall hold his/her appointment so long as he/she is Council President. The City senior administrative staffer shall hold his/her appointment for the term as designated by his/her appointee.

3.2.2 Elected UDDA Board Directors (2):

- a. Two, -UDDA directors selected by the UDDA board from their elected membership.
- b. Unless removed in accordance with these bylaws, each director shall hold office for one year or until the director's successor has been selected and qualified. University representatives or proxies do not qualify for appointment to the UDPDA board.
- c. Elected UDDA directors can be selected to serve indefinitely on the UDPDA board as long as they are active UDDA board members.

3.2.3 Jointly Selected Board Director (1)

- a. A seventh director of the board shall be selected by unanimous vote of the three permanent City and County directors.

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 the director 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 director will serve a year term and are eligible for indefinite annual reappointments.

3.3 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 director 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 must sign and comply with the Authority's Conflict of Interest Policy and the Confidentiality Policy upon election or appointment.

3.4 Regular & Special Meetings

The Board shall meet as necessary, but not less than four (4) times a year. An annual meeting of the Board of Directors shall be held by the end of November at the principal office of the Authority or at such other place within the State of Washington designated by the Board.

- 3.4.1 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 director by telephone or other electronic communication approved by the Chair shall be permitted with prior notice given to the Chair.
- 3.4.2 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.
- 3.4.3 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.
- 3.4.4 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.
- 3.4.5 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 Authority. 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 Authority. 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 Authority 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.

3.5 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.

3.6 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, a~~ amendment of the Bylaws ~~and expansion of the Board~~ shall be by two-thirds vote of the Board.

3.7 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.

~~3.8 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.~~

3.9 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.

3.9.1 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.

3.9.2 Executive Committee. The Authority is authorized to create an Executive Committee consisting of the officer positions described in section 4.1. The Executive Committee may include invited guests at any time, who shall be non-voting.

3.10 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.

3.11 Removal

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

3.12 Dissolution

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

3.13 Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director. Any vacancy shall be filled consistent with the provisions of 3.2 herein.

3.14 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.

3.15 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 Authority shall be elected by a majority of 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 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 Authority.

4.2 Appointment and Term of Office

The officers of the Authority shall be elected by 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 Authority, shall have general supervision of the affairs of the Authority, and shall perform such other duties as are incident to the office or are properly required of the Chair by the 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 Authority.

4.6 Treasurer

The Treasurer shall have the custody of all monies and securities of the Authority and shall keep regular books of account. The Treasurer shall oversee the disbursement of funds of the Authority in payment of the just demands against the Authority or as may be ordered by the Authority (taking proper vouchers for such disbursements) and shall render to the Authority from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Authority. The Treasurer shall perform such other duties as are incident to the office or are directed by the Chair or by the 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 Authority which are called by the requisite directors, shall arrange and distribute minutes of all meetings, shall have charge of the seal and the

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 Authority.

4.8 Past Chair

The Past Chair shall serve on the 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.

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 in so much as they are consistent with the Interlocal Agreement and Charter.

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 _____, 2019.

DATED this _____ day of _____, 2019.

Secretary



University District Public Development UDRA TIF/Profit Sharing Brief

November 11, 2019

Background

In April 2009 the state approved Local Revitalization funding legislation and in August the Spokane City Council created the University District Revitalization Area (UDRA). That same year the Department of Revenue (DOR) approved a Spokane UDRA application awarding \$250K for 25 years.

While Spokane County did not opt to participate at that time, the Council leveraged the state sales tax and issued general obligation bonds (\$3.9M) to catalyze the Division Street Gateway as well as the UD Gateway Bridge.

The recession and structure of the City sales and property tax increment prevented any UDRA revenue for nearly seven (7) years. Revenue started to accrue in 2015 but DOR calculations lagged by two-plus years.

In early 2018 the UDPDA board voted to invest \$4M in expediting Sprague Ave redevelopment to support and advance development in the south UD. In 2019 the UDRA reached the City cap of \$650K and the County also voted to contribute to the UDRA and participate in the UDPDA.

Factors/Timing

- The UDPDA lost nearly seven (7) years of funding due to the Great Recession.
- But for the UDPDA's initiative and funds the UD Gateway Bridge, Sprague Ave, and surrounding development would not have occurred.
- The City's current UDRA commitment continues through the end of 2033.
- The County's commitment continues through the end of 2039, however, they will not participate in a City PDA if the City is not also participating.
- The current \$650K City cap prevents the UDPDA from making strategic investments that lead to shared gains that can be reinvested for new growth.
- Parking and housing solutions are needed shortly to ensure the continued development of the largely industrial and fragmented southern UD.
- Placemaking is valuable, but with capped funds, projects like river access or enhancements to Don Kardong Bridge fall to higher priority infrastructure.
- The sooner funds can be confirmed and invested the longer and greater the return to the City and community.

Recommended Next Steps

- Convert the \$650K City cap to a profit-sharing agreement. Suggested to move from 100% of sales tax to 50/50 shared growth with the City; property tax sharing held constant at 75% and no change to the base year.
- Match the County's 20-year participation to maximize the County's contribution.