



Agenda Sheet for City Council Meeting of:
10/29/2012

Date Rec'd	10/17/2012
Clerk's File #	ORD C34933
Renews #	
Cross Ref #	
Project #	
Bid #	
Requisition #	

Submitting Dept	CITY COUNCIL
Contact Name/Phone	BEN STUCKART 6258
Contact E-Mail	BSTUCKART@SPOKANECITY.ORG
Agenda Item Type	First Reading Ordinance
Agenda Item Name	0320 UNIVERSITY DISTRICT PDA

Agenda Wording

An ordinance creating the University District Public Development Authority; authorizing a charter and bylaws therefore; establishing a board of directors to govern the affairs of the Public Development Authority; authorizing the City of Spokane and the Public Development Authority to enter into an interlocal cooperation agreement; providing how the Public Development authority shall conduct its affairs; and for other matters properly related thereto.

Summary (Background)

State law authorized the City to form a revitalization area and to establish certain taxes. The City created the Spokane University District Revitalization Area by Ordinance No. C-34470 on August 17, 2009 and adopted SMC 8.17 to create the Local Revitalization Financing Sales and Use Tax. State also allows the City to create a public development authority to perform certain public purposes or public functions. This ordinance will create the University District Public Development Authority to assist the City in implementing the Spokane University District Revitalization Area. The City and the University District PDA will enter into an interlocal agreement once the PDA Board is established to provide for the terms and conditions of how the City and the PDA will implement the provisions of the revitalization area.

Fiscal Impact	Budget Account
Select \$	#
Select \$	#
Select \$	#
Select \$	#

Approvals		Council Notifications	
Dept Head	STUCKART, BEN	Study Session	
Division Director		Other	
Finance	LESESNE, MICHELE	Distribution List	
Legal	BURNS, BARBARA	<i>Muse Piccob - Legal</i>	
For the Mayor	FEIST, MARLENE	<i>Brandon Betty - DSP</i>	
Additional Approvals			
Purchasing			

FIRST READING OF THE ABOVE ORDINANCE
WAS HELD ON

10/29/2012

AND FURTHER ACTION WAS DEFERRED

[Signature]
CITY CLERK

PASSED BY SPOKANE CITY COUNCIL ON

11/5/2012

[Signature]
CITY CLERK

ORDINANCE NO. C34933

AN ORDINANCE CREATING THE UNIVERSITY DISTRICT PUBLIC DEVELOPMENT AUTHORITY; AUTHORIZING A CHARTER AND BYLAWS THEREFORE; ESTABLISHING A BOARD OF DIRECTORS TO GOVERN THE AFFAIRS OF THE PUBLIC DEVELOPMENT AUTHORITY; AUTHORIZING THE CITY OF SPOKANE AND THE PUBLIC DEVELOPMENT AUTHORITY TO ENTER INTO AN INTERLOCAL COOPERATION AGREEMENT; PROVIDING HOW THE PUBLIC DEVELOPMENT AUTHORITY SHALL CONDUCT ITS AFFAIRS; AND FOR OTHER MATTERS PROPERLY RELATED THERETO.

WHEREAS, the City of Spokane, Washington (City), is a State of Washington first class charter city organized and existing under the Constitution and laws of the State of Washington;

WHEREAS, the City is authorized by RCW 35.21.730 to create public development authorities to (i) administer and execute federal grants or programs, (ii) receive and administer private funds, goods or services for any lawful public purpose; (iii) improve governmental efficiency and services, (iv) improve the general living conditions in the urban areas in and around the City and (v) perform any lawful public purpose or public function;

WHEREAS, the City Council created the Spokane University District Revitalization Area by Ordinance No. C-34470 on August 17, 2009, within the limitations of RCW 39.104.050 and in accordance with RCW 39.104.040;

WHEREAS, the City has imposed a sales and use tax set forth in chapter 8.17 of the Spokane Municipal Code and under the authority of RCW 82.14.510 in accordance with the terms of RCW chapter 82.14

WHEREAS, the creation of the University District Public Development Authority will assist in providing economic development to the University District and provide assistance to the City in implementing the UDRA consistent with state law;

WHEREAS, the City Council hereby further finds that the creation of the University District Public Development Authority will assist the City in its ability to implement the goals of the UDRA and improve the economic conditions of the University District and the entire City; -- Now, Therefore,

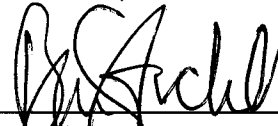
The City of Spokane does ordain as follows:

1. That the University District Public Development Authority is hereby created pursuant to RCW 35.21.730 through RCW 35.21.757 and Chapter 4.25 of the Spokane Municipal Code; and

2. That the City and the University District Public Development Authority shall enter into an interlocal agreement pursuant to Chapter 39.34 RCW (Interlocal Cooperation Act) to set forth the terms and conditions between the City and the Authority to implement the Authority's involvement with the University District Revitalization Area

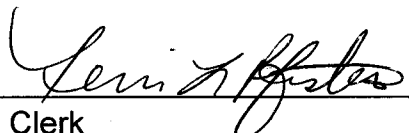
3. That the attached Charter and Bylaws for the University District Public Development Authority are hereby approved.

PASSED BY THE CITY COUNCIL ON November 5, 2012.



Council President

Attest:

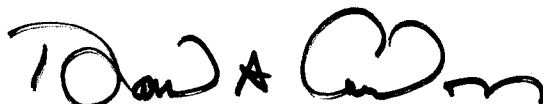


City Clerk

Approved as to form:



Assistant City Attorney



Mayor

November 14, 2012

Date

December 13, 2012

Effective Date



**CHARTER OF THE
UNIVERSITY DISTRICT
PUBLIC DEVELOPMENT AUTHORITY (UDPDA)**

ORD C34933
Rec'd 10/25/2012

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**CHARTER OF THE
UNIVERSITY DISTRICT PUBLIC DEVELOPMENT AUTHORITY**

ARTICLE 1: Name and Seal

Section 1.1: Name

The name of this Authority shall be the University District Public Development Authority (the "Authority").

Section 1.2: Seal

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

ARTICLE 2: Authority and Limit on Liability

Section 2.1: Authority

The Authority is a public authority organized pursuant to RCW 35.21.730 - .755 and RCW 35.21.757 - .759 as they currently exist and may be amended.

Section 2.2: Limit on Liability

The Authority is an independent legal entity exclusively responsible for its own debts, obligations and liabilities. All liabilities incurred by the Authority shall be satisfied exclusively from the assets, credit, and properties of the Authority, and no creditor or other person shall have any right of action against or recourse to the City of Spokane, Washington (the "City"), its assets, credit or services, on account of any debts, obligations, liabilities or acts or omissions of the Authority.

Section 2.3: Mandatory Disclaimers

The following disclaimer shall be printed or stamped on all contracts, bonds and other documents that may entail any debt or liability by the Authority.

The University District Public Development Authority is a public authority organized pursuant to the laws of the State of Washington, RCW 35.21.730 - .755 and RCW 35.21.757 - .759. RCW 35.21.750 provides as follows:

[A]ll liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission, or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority.

ARTICLE 3: Duration

The duration of the Authority shall be perpetual except as provided in the Spokane Municipal Code (SMC).

ARTICLE 4: Purpose

The City of Spokane hereby delegates to the Authority the responsibility to undertake, assist with and otherwise facilitate the acquisition, construction, installation, operation and management of the public improvements authorized by Ordinance C34470 consistent with the interlocal agreement entered into between the City and the Authority.

To the extent appropriate and consistent with the needs and objectives of the City, and to facilitate or provide for the public improvements associated with development projects, the Authority will undertake and accomplish all activities necessary or convenient for the planning, operation and implementation of public improvements associated with specific development projects. Subject to Ordinance C34470, the Authority may initiate and execute agreements to finance and improve eligible public improvements within the University District Revitalization Area utilizing revenue mechanisms described therein. Expenses associated with administering the Authority may be funded by revenue generated by Ordinance C34470 consistent with state law and the interlocal agreement between the City and the Authority.

For the purpose only of securing the exemption from federal income taxation for interest on obligations of the Authority, the Authority constitutes an authority an instrument of the City of Spokane (within the meaning of those terms in regulations of the United States Treasury and ruling of the Internal Revenue Service prescribed pursuant to Section 103 of the Internal Revenue Code of 1998, as amended).

ARTICLE 5: Powers

Section 5.1: Powers

The Authority shall have and may exercise all lawful powers conferred by state laws, the SMC, this Charter and its Bylaws including the power to own and sell real and personal property; to contract with a city, town, or county to conduct community renewal activities under chapter 35.81 RCW; to contract with individuals, associations, and corporations, and the state and the United States; to sue and be sued; to loan and borrow funds and issue bonds and other instruments evidencing indebtedness; transfer any funds, real or personal property, property interests, or services; to do anything a natural person may do; and to perform all manner and type of community services. However, the Authority shall have neither power of eminent domain nor any power to levy taxes or special assessments. The Authority shall administer and implement the University District Revitalization Area (UDRA) program authorized by RCW 39.104 (Local Revitalization Financing), created by RCW 82.14.505 (Local Revitalization Financing Demonstration Projects) and implemented by City Ordinance C34730 (Creating Spokane University District Revitalization Area) as well as revenues collected for the UDRA by the City under SMC Chapter 8.17 and City Ordinance C34470.

The Authority in all of its activities and transactions shall be subject to the powers, procedures and limitations contained in the SMC. Nothing in the Authority's Charter and Bylaws may contradict state law, the SMC or the interlocal agreement entered into between the City and the Authority.

Section 5.2: Indemnification

To the extent permitted by law, the Authority shall protect, defend, hold harmless and indemnify any person who becomes a director, officer, employee or agent of the Authority, and who is a party or threatened to be made a party to a proceeding by reason related to that person's conduct as a director, officer, employee or agent of the Authority, against judgments, fines, penalties, settlements and reasonable expenses (including attorneys' fees) incurred by him or her in connection with such proceeding, if such person acted in good faith and reasonably believed his or her conduct to be in the Authority's best interests and if, in the case of any criminal proceedings, he or she has no reasonable cause to believe his conduct was unlawful. The indemnification and protection provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as matter of law or by contract or by vote of the Board of Directors. The Authority may purchase and maintain appropriate insurance for any person to the extent provided by applicable law.

ARTICLE 6: Board of Directors

Section 6.1: Board Composition

Management and control of all Authority affairs shall reside in the Board of Directors (the "Board"). The initial Board shall be composed of eighteen (18) members who shall be appointed by the Mayor and confirmed by City Council. Board membership types will consist of two classifications – categorically Appointed Members and Elected Members – as further provided for in the Bylaws.

Section 6.2: Legal Counsel; Tenure.

The Board shall include the position of Legal Counsel, which shall be a non-voting position of the Board. Legal Counsel shall serve at the will of the Authority, and shall hold office for an indefinite term unless he/she resigns or is otherwise removed by an affirmative majority vote of the Authority. The position of Legal Counsel shall also serve as a non-voting member of the Executive Committee, if any is provided by the Bylaws of the Authority.

Section 6.3: Terms of Office

- A. Tenure of Appointed members: Appointed Members shall hold office for an indefinite term.
- B. Tenure of Elected members: When the first Board is initially seated, half of the Elected Members of the Authority will serve three (3) year terms, while the other half will serve two (2) year terms. Thereafter, elected members will serve three (3) year terms. Elected Members may serve two consecutive terms. Terms of newly Elected Members shall start immediately following their election, or as otherwise more specifically provided for in the Bylaws of the Authority. Each elected member shall hold office for the term for which the position is elected or until the member's successor shall have been selected.

Section 6.4: Officers and Division of Duties

The Authority shall have four (4) officers. The same person shall not occupy both the office of Chair and any office responsible for the custody of funds and maintenance of accounts and finances. The initial officers of the Authority shall be the Chair, Vice Chair, Secretary and Treasurer. These officers shall be members of the Board. The Chair shall be the agent of the Authority for service of process; the Bylaws may designate additional officials as agents to receive or initiate process. Further duties of all officers may be provided for in the Bylaws. The Board shall oversee the activities of the corporate officers, establish and/or

implement policy, participate in corporate activity in matters prescribed by City ordinance, and shall have stewardship for management and determination of all corporate affairs.

Section 6.5: Committees of the Board

In addition to the provision of an Executive Committee as outlined in Section 6.6 below, the officers shall have the ability to appoint advisory committees to the Authority. The appointment of other committees shall be provided for in the Bylaws.

Section 6.6: Executive Committee

The Bylaws may provide for an Executive Committee, which shall be appointed and or removed by the Board, and shall have and exercise such authority of the Board in the management between meetings of the Board as may be specified in the Bylaws.

Section 6.7: Removal of Board Member

Board members shall be removed according to the following provisions:

- A. 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.
- C. Vacancies created under this section are filled in the same manner as provided in section 3.10.3 of the bylaws.
- D. The term of any member nominated and confirmed pursuant to this section begins at the expiration of the term of the member being replaced and continues until the regular expiration of the term of the position being filled.

ARTICLE 7: Meetings

Section 7.1: Board Meetings

The Board shall meet as necessary but not less than six (6) times a year. 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.

Section 7.2: 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. Voting by proxy is not permitted. 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.

Section 7.3: 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.

Section 7.4: 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.

ARTICLE 8: Bylaws

The initial Bylaws may be amended to provide additional or different rules governing the Authority and its activities as are not inconsistent with this Charter, state law or the SMC. The Board may provide in the Bylaws for all matters related to the governance of the Authority, including but not limited to matters referred to elsewhere in the Charter for inclusion therein.

ARTICLE 9: Amendments to Charter and Bylaws

Section 9.1: Proposals to Amend Charter and Bylaws

Any Board member may introduce a proposed amendment to the Charter or to the Bylaws (which may consist of new Bylaws) at any regular meeting or at any

special meeting for which two (2) days advance written notice has been given to members of the Board. Proposals to amend the Charter or Bylaws shall be presented in a format that strikes over material to be deleted and underlines new material.

Section 9.2: Board Vote Required for Amendments to Charter or Bylaws

Resolutions of the Board approving proposed amendments to the Charter or Bylaws require an affirmative vote of a majority of the Board members voting on the issue, provided that such majority equals not less than ten (10) votes.

Section 9.3: City Council Approval of Proposed Charter Amendments

Proposed Charter amendments adopted by the Board shall be submitted to the City Council for approval by ordinance as provided in the SMC. The power to alter, amend or repeal the bylaws and adopt new ones is vested in the board. The bylaws may contain any provisions for the regulation and management of the affairs of the authority not inconsistent with law or this charter.

ARTICLE 10: Commencement

The Authority shall commence its existence effective upon approval of its Charter by the City Council. The Charter shall be issued in duplicate originals, each bearing the City's official seal attested by the Clerk. One original shall be retained by the Clerk and filed as a public record; a duplicate original shall be provided to the Authority. The Clerk shall give notice of the issuance of the Charter to the Secretary of State and furnish a copy thereof and of this ordinance upon request.

ARTICLE 11: Dissolution

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

ARTICLE 12: Approval of Charter

APPROVED by Ordinance No. C34933 adopted by the City Council of the City of Spokane, Washington on November 5, 2012.

[Handwritten Signature]

Council President

ATTEST:

[Handwritten Signature]

City Clerk

Approved as to form:

[Handwritten Signature]

Assistant City Attorney



OFFICIAL BYLAWS OF THE UNIVERSITY DISTRICT PUBLIC DEVELOPMENT AUTHORITY

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 221 N. Wall Street, Suite 300, Spokane, WA 99201. 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 eighteen (18) voting directors of the Authority. All directors must be at least eighteen (18) years of age. 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, or until these bylaws are otherwise amended:

- a. City of Spokane Mayor
- b. City of Spokane Council Member
- c. City of Spokane staff member (as recommended by the Mayor and approved by the Board)
- d. The highest ranking employee, or his/her designee, from the following institutions:
 - i. Community Colleges of Spokane
 - ii. Eastern Washington University
 - iii. Gonzaga University
 - iv. Managing entity of the Downtown Parking & Business Improvement Area
 - v. State designated Associate Development Organization (ADO) for Spokane County
 - vi. Washington State University Spokane
 - vii. Whitworth University

3.2.2 Elected Directors. At a minimum, the following director positions shall be elected by the Board:

- a. Large Business/Property Owner
- b. Small Business/Property Owner
- c. Non-Profit Organization
- d. Real Estate
- e. Development
- f. Transportation
- g. At Large
- h. At Large

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 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 consecutive terms. Terms of newly elected directors shall start immediately following their election. 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.

3.3.2 Appointed Directors. Unless removed in accordance with these bylaws, each appointed director shall hold office for an indefinite term.

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.

3.5 Regular & Special Meetings

The Board shall meet as necessary, but not less than six (6) times a year. 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. Voting by proxy is not permitted. 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 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.

3.8 Participation by Telecommunication

Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the 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.

3.10.3 Nominating Committee

By August 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 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 present its recommendation for officers and new members to the Board of Directors at the October board 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

Board members shall be removed according to the following provisions:

- A. 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 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.

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.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Corporation shall be elected by the directors and shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer. Additional Officers, as deemed necessary by the Corporation, 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.

4.2 Appointment and Term of Office

The officers of the Corporation shall be elected at the 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, shall have general supervision of the affairs of the corporation, and shall perform such

other duties as are incident to the office or are properly required of the Chair by the Corporation.

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.

4.6 Treasurer

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

4.7 Secretary

The Secretary shall issue notices for all meetings, except for notices of special meetings of the directors and the Corporation 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 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.

4.8 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 Treasurer and the Secretary will have 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 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 _____, 2012.

DATED this _____ day of _____, 2012.

Secretary