



## University District Public Development Authority

### Board of Directors' Meeting Agenda

Wednesday, February 12, 2020 – 3:15pm-4:30pm

City of Spokane, 808 Spokane Falls Blvd, Spokane - Tribal Conference Room, 1st Floor

**3:15 Welcome and call to order** – *Gilberts*

**3:16 Administrative Actions** – *Gilberts*

- Proposed MOTION – Consent Agenda
  - December 3, 2019 draft UDPDA board meeting minutes
  - UDPDA financials as of December 31, 2019 (with CEO voucher certificate)
    - Warrant 1028, 11-22-19, \$1,093 to Hub International for D&O insurance
    - Warrant 1029, 12-16-19, \$800.80 to SAO for audit
    - Cashier's Check #3300524033, 12-31-19, \$31,147.67 for USB bank account closure
- 2020 Budget review and adoption MOTION

**3:30 UDPDA Restructuring Update** – *Gilberts*

- Final transition items (e.g., orientation and UDDA coordination)
- Bylaws revision and MOTION
- Review and finalize draft slate of officers and MOTION
- Review cap and cliff
- Pooling Agreement and Authorization to Invest in the Spokane County Investment Pool (SCIP) and MOTION

**3:50 UDDA Development Committee Report** – *Bouten/Gilberts*

- City proposal regarding Sherman Avenue Improvements - discussion and MOTION regarding funding design phase
- Don Kardong Bridge recommendation and MOTION
- General update and plan

**4:15 UDPDA 2020 Planning** – *Gilberts*

**4:25 Public Comment** – *Gilberts*

**4:30 Adjourn** – *Gilberts*

### Proposed UDPDA meetings and locations:

- **March 4** – 2:00pm-4:30pm, *Avista*
- **May 6** – 2:00pm-4:30pm, *Bouten Construction*
- **June 3** – 2:00pm-4:30pm, *TBD*
- **Sept 2** – 2:00pm-4:30pm, *WSU Health Sciences Spokane*
- **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) Meeting Minutes - **DRAFT**

Tuesday, December 3, 2019 – 2:05pm-3:06pm

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

**Board Members and/or Proxies Present:** Susan Ashe, Alisha Benson, Catherine Brazil (via phone), Mayor David Condon (non-voting), Dr. Mary Cullinan, Teresa Dugger, Ezra Eckhardt, Latisha Hill, Brian McClatchey (Council proxy), Mariah McKay, Chuck Murphy (Gonzaga proxy), Brandon Rapez-Betty, Sara Sexton-Johnson (EWU proxy), Council President Ben Stuckart, Dr. Frank Velazquez

**Board Members Absent:** Dan Antonietti, Bill Bouten, Elaine Couture, Dr. Daryll DeWald (see proxy), Lou Gust, Dr. Christine Johnson (no proxy), Cindy Leaver (on extended sabbatical), Dr. Thayne McCulloh (see proxy), Dr. David O'Brien, Mark Richard, Dr. Beck Taylor (no proxy)

**Other Participants and Invited Guests Present:** Lisa Brown (Dept of Commerce), Chris Green (City), Taudd Hume (legal counsel), Margaret Holt (WSU), Doug Kapelke (Numerica), Lindsey Myhre (STCU), Eric Smith (new WSU proxy for UDDA only), Julie Van Wormer (Architects West)

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

### Call to Order

Chair Eckhardt called the meeting to order at 2:05pm, thanked McKinstry for hosting, and welcomed special guests. Eckhardt reflected on the numerous 2019 University District achievements such as the opening of the University District Gateway Bridge, the publication of the University District Strategic Master Plan Update (UDSMP-U), Sprague Avenue revitalization, Martin Luther King Jr. Way completion, wayfinding underway, the EPA Brownfields Coalition Grant, etc.

### Administrative Actions

Eckhardt asked the board to review the draft November 5, 2019, UDPDA board meeting minutes and the UDPDA financials as of October 31, 2019 (including the Voucher Certification – see Attachment A). **MOTION to approve consent agenda minutes and financials** (Hill); seconded (Ashe), non-voting (Condon), and passed unanimously.

Eckhardt described the proposed 2020-2024 **UDPDA/UDDA Services Agreement** drafted by staff and legal counsel and approved by the UDDA Executive Committee. Eckhardt asked for **MOTION to approve UDPDA/UDDA Services Agreement** (Stuckart); seconded (Cullinan), non-voting (Condon), and passed unanimously.

Eckhardt noted that the Washington State Auditor's Office completed the UDPDA 2017-2018 audit and that both he and Myhre reviewed the summary document and that copies are available via staff or the website.

The proposed UDPDA 2020 budget was shared with the board. Myhre will review in greater detail with staff this month and report out at the January meeting.



### UDPDA Restructuring Update

**University District Revitalization Area (UDRA) Cap and Cliff** - Gilberts recounted that the UDPDA lost nearly seven years of UDRA funding during the recent Recession. Given this setback and the UDRA funding cap of \$650K/year, efforts are underway to replace the cap with a 50/50 sales tax profit-sharing model whereby the City matches the County's 20-year participation commitment (through 2039). Unless the cap is addressed, the UDPDA has less than \$6M (net present value) to invest in strategic and transformative infrastructure work and delays will be likely. Stuckart complimented Gilberts' proactive work to meet with Council members to inform them of the cap and cliff issue. The Mayor noted that the current calculations don't account for sales tax on new construction so the crossover could happen sooner on the 50/50 split thus providing the UDPDA more long-term access to funding.

One of the next restructuring steps for the board is the approval of the redline UDPDA bylaws. **MOTION to approve the UDPDA bylaws** (Rapez-Betty), seconded (Benson), non-voting (Condon), Brazil (via phone) and approved unanimously. *Note: In hindsight, a 2/3 majority was not present when the bylaws vote occurred so the UDPDA board will retake the vote at the January 8 meeting.*

### UDDA Development Committee (DC) Report

A City representative presented information to the DC in November regarding the **Don Kardong Bridge** rehabilitation project. Repairs are scheduled to begin in March 2020 and end in September 2020 and include a new bridge deck, guardrails, lighting, and structural enhancements. \$1.56M is secured to date including funds from the City Parks Department, the state, and Friends of Centennial Trail. The addition of three proposed "overlooks" would add approximately \$176K to the project. The DC will discuss whether using UDRA funds for one or more of the overlooks is advisable and make a recommendation to the UDPDA board on January 8.

Gilberts alerted/invited board members to a joint DC and Marketing & Engagement Committee meeting on December 18<sup>th</sup> to discuss how, as a community, we can best leverage and cross-promote the opening of the Catalyst building in 2020. Gilberts also noted that both Committees will work in tandem on the University District's 2020 BHAGs to facilitate and promote parking and housing.

Gilberts reported that he will attend the 2019 National Brownfields Training Conference (December 10-13 in Los Angeles) with other City staff.

### South Subarea Update

Green provided a progress update on South Subarea Planning. A Plan Commission Hearing is scheduled for January 22, 2020, with anticipated City Council action in March 2020. Hill noted that South Subarea property and business owners are struggling with parking resources due to multiple construction projects underway. Given these unique circumstances and stressors, she asked if it makes sense for the



UD to adopt the Downtown Plan parking model without further diligence. Several members supported that line of inquiry and Stuckart moved and McKay seconded an overlay approach that removes parking minimums altogether (noting they were artificially created from the start). Others noted that this type of overlay would decrease costs for developers seeking to build much-needed housing in the area. Gilberts talked about the need to “future-proof” the UDPDA’s parking strategy, making sure it’s flexible enough to meet development and mobility demands five years from now. In light of these conversations, Stuckart withdrew his motion and the board asked instead that the DC present a parking model recommendation at the January 8 board meeting that includes summary information from the November 13 Plan Commission Workshop #2 and a Buffalo, New York case study mentioned by the Mayor.

**Public Comment and Adjourn**

Eckhardt asked for public comment. Lisa Brown, Director, Department of Commerce described partnership and funding opportunities around economic development, housing, infrastructure, Opportunity Zones, clean energy, etc.

Eckhardt adjourned the meeting at 3:06pm.

\_\_\_\_\_  
Ezra Eckhardt, Board Chair

\_\_\_\_\_  
Date



## 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/](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
		<b>TOTAL cleared Warrants</b>	<b>\$13,800</b>

  
Lars Gilberts, CEO, UDDA

11/27/19  
Date

**UD Public Development Authority**  
**Balance Sheet**  
As of December 31, 2019

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	<u>Dec 31, 19</u>
<b>ASSETS</b>	
Current Assets	
Other Current Assets	
12001 · Funds Undeposited	31,147.67
Total Other Current Assets	<u>31,147.67</u>
Total Current Assets	<u>31,147.67</u>
<b>TOTAL ASSETS</b>	<b><u>31,147.67</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
32000 · Retained Earnings	346.98
Net Income	30,800.69
Total Equity	<u>31,147.67</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>31,147.67</u></b>

## UD Public Development Authority Profit & Loss Budget vs. Actual January through December 2019

	Jan - Dec 19	Budget	\$ Over Budget
Ordinary Income/Expense			
Income			
3000000 · REVENUES			
3300000 · INTERGOV REVENUES			
3370000 · LOCAL GRANTS ENTITLMNT OTHER	55,000.00	105,000.00	-50,000.00
Total 3300000 · INTERGOV REVENUES	55,000.00	105,000.00	-50,000.00
3400000 · CHARGES GOODS/SERVICES			
3450000 · NATURAL AND ECON ENVIRON			
3458000 · Planning and Development Fees			
3458900 · Other Plan/ Dev Svcs	5,651.31		
Total 3458000 · Planning and Development Fees	5,651.31		
Total 3450000 · NATURAL AND ECON ENVIRON	5,651.31		
3400000 · CHARGES GOODS/SERVICES - Other	-7,903.00		
Total 3400000 · CHARGES GOODS/SERVICES	-2,251.69		
3600000 · MISC REVENUES			
3610000 · INTEREST, OTHER EARNINGS			
3614000 · Other Interest receipts	0.36		
Total 3610000 · INTEREST, OTHER EARNINGS	0.36		
3620000 · RENTS AND LEASES	27,985.13	31,237.50	-3,252.37
Total 3600000 · MISC REVENUES	27,985.49	31,237.50	-3,252.01
Total 3000000 · REVENUES	80,733.80	136,237.50	-55,503.70
Total Income	80,733.80	136,237.50	-55,503.70
Expense			
5000000 · EXPENDITURES			
5100000 · GENERAL GOVERNMENT			
5140000 · Financial Recording and Electn	800.80		
5190000 · Risk Mangagement Services	1,806.00	1,893.00	-87.00
Total 5100000 · GENERAL GOVERNMENT	2,606.80	1,893.00	713.80
5580000 · CMTY PLANNING ECON DEV			
5586000 · Planning			
5586040 · Planning Services	5,651.31		
Total 5586000 · Planning	5,651.31		
5587000 · Economic Development			
5587040 · Econ Dev Services	41,675.00	35,297.00	6,378.00
Total 5587000 · Economic Development	41,675.00	35,297.00	6,378.00
Total 5580000 · CMTY PLANNING ECON DEV	47,326.31	35,297.00	12,029.31
5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR			
5940000 · CAPITAL EXPEND/EXPENSES			
5945900 · Cap Expend Property Dev			
5945940 · Cap Exp Property Dev services	0.00	16,237.50	-16,237.50
Total 5945900 · Cap Expend Property Dev	0.00	16,237.50	-16,237.50
5940000 · CAPITAL EXPEND/EXPENSES - Other	0.00	69,800.00	-69,800.00
Total 5940000 · CAPITAL EXPEND/EXPENSES	0.00	86,037.50	-86,037.50
Total 5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR	0.00	86,037.50	-86,037.50
Total 5000000 · EXPENDITURES	49,933.11	123,227.50	-73,294.39
Total Expense	49,933.11	123,227.50	-73,294.39
Net Ordinary Income	30,800.69	13,010.00	17,790.69
Net Income	<b>30,800.69</b>	<b>13,010.00</b>	<b>17,790.69</b>



## University District Public Development Authority Voucher Certification – November 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/](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
11-22-19	1028	Hub International, D&O insurance	\$1,093.00

  
Lars Gilberts, CEO, UDDA

12/4/19  
Date





UNIVERSITY  
DISTRICT

## University District Public Development Authority Voucher Certification – December 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/](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
12-19-19	1029	SAO for assessment audit	\$800.80
12-31-19	Cashier's Check 3300524033	Account balance, close account	\$31,147.67

  
Lars Gilberts, CEO, UDDA

1/8/2020  
Date

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

	Jan - Dec 20
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
<b>3000000 · REVENUES</b>	
<b>3100000 · TAXES - PROP, SALES, B&amp;O</b>	
3132200 · Lcl Rvitalzn Financing SalesUse	50,000.00
<b>Total 3100000 · TAXES - PROP, SALES, B&amp;O</b>	50,000.00
<b>3300000 · INTERGOV REVENUES</b>	
3370000 · LOCAL GRANTS ENTITLMNT OTHER	60,000.00
<b>Total 3300000 · INTERGOV REVENUES</b>	60,000.00
<b>3600000 · MISC REVENUES</b>	
3610000 · INTEREST, OTHER EARNINGS	
3614000 · Other Interest receipts	0.90
<b>Total 3610000 · INTEREST, OTHER EARNINGS</b>	0.90
3620000 · RENTS AND LEASES	92,202.00
<b>Total 3600000 · MISC REVENUES</b>	92,202.90
<b>Total 3000000 · REVENUES</b>	202,202.90
<b>Total Income</b>	202,202.90
<b>Expense</b>	
<b>5000000 · EXPENDITURES</b>	
<b>5100000 · GENERAL GOVERNMENT</b>	
5130000 · Executive Activities	100,000.00
5140000 · Financial Recording and Electn	800.00
5190000 · Risk Mangagement Services	2,088.00
<b>Total 5100000 · GENERAL GOVERNMENT</b>	102,888.00
<b>5580000 · CMTY PLANNING ECON DEV</b>	
5586000 · Planning	10,000.00
5587000 · Economic Development	20,000.00
<b>Total 5580000 · CMTY PLANNING ECON DEV</b>	30,000.00
<b>5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR</b>	
<b>5940000 · CAPITAL EXPEND/EXPENSES</b>	
5945900 · Cap Expend Property Dev	
5945940 · Cap Exp Property Dev services	50,000.00
<b>Total 5945900 · Cap Expend Property Dev</b>	50,000.00
<b>Total 5940000 · CAPITAL EXPEND/EXPENSES</b>	50,000.00
<b>Total 5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR</b>	50,000.00
<b>Total 5000000 · EXPENDITURES</b>	182,888.00
<b>Total Expense</b>	182,888.00
<b>Net Ordinary Income</b>	19,314.90
<b>Net Income</b>	<b>19,314.90</b>

**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.

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**SECRETARY’S CERTIFICATION**

The undersigned, being the Secretary of the Authority, hereby certifies that these bylaws are the bylaws of the University District Public Development Authority, adopted by resolution of the directors on \_\_\_\_\_ day of \_\_\_\_\_, 2019.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Secretary



# MICHAEL BAUMGARTNER

## THE TREASURER OF SPOKANE COUNTY

**Pooling Agreement and Authorization to Invest in The  
Spokane County Investment Pool (SCIP)**

Any available cash balances in the following funds are authorized to be invested in the Spokane County Investment Pool (RCW 36.29.022 and .024). Pursuant to RCW 36.29.020 and the Spokane County Treasurer's Investment Policy, the County Treasurer may deduct up to five percent of the investment earnings as an investment fee for providing direct services of investing funds. Within 60 days after December 31, the Treasurer will provide upon request, an accounting of the receipts and actual expenditures for the prior year related to the costs of the County Pool.

The SCIP will offer daily liquidity to the participants. Any use of deposits or uses of monies will be extracted from the Auditor's records to determine Average Daily Balance. Interest earnings from the Pool will be allocated based on that Average Daily Balance. Interest earnings will be credited monthly, and posted on the first day of the month for the prior month's earnings. To remove a fund from participating in the SCIP, written notice requesting such a removal from participation must be given to the County Treasurer by the appropriate authority no less than 90 days prior to the effective date. Any fund that comprises more than 5% of the SCIP will require approval of the County Treasurer on a removal time to prevent unusual losses to other participants. The Treasurer shall not withhold fund balances unreasonably.

The Spokane County Treasurer's Investment Policy is hereby incorporated into this agreement. The SCIP's market value and the direct investments may fluctuate due to certain risks which are disclosed in the Investment Policy. Participants will not use the SCIP for speculative purposes. For this reason, once a fund is removed from the SCIP, it cannot be reinvested in this pool without written approval of the County Treasurer. In no case, will the removal and reinvestment be approved if such actions negatively impact other participants or, in the judgment of the County Treasurer, such actions are being taken for speculative reasons. Any fund not included in the SCIP will be managed in accordance with the RCWs for non-pooled funds. This will include, but not be limited to, the requirement for ongoing written notification by the district as to which monies are to be invested and the term of investment.

Participation in the SCIP will begin the first day of the month following receipt of the authorization. Addition or deletion of funds to this agreement will be by addendum.

The undersigned authorizes the Spokane County Treasurer to invest balances of the following named funds for:

\_\_\_\_\_ in the Spokane County Investment Pool.  
Name of District

FUND #	FUND DESCRIPTION	FUND #	FUND DESCRIPTION
D04	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

\_\_\_\_\_  
Signature Date

\_\_\_\_\_  
Name/Title

***(Please attach board resolution authorizing signatory to act on behalf of the district. Use attachment for additional funds).***

# Don Kardong Bridge Rehabilitation

**Project goals:** increase pedestrian and bicycle safety, preserve the Centennial Trail route and connectivity within the University District, and enhance the visual connections to the river and landscape



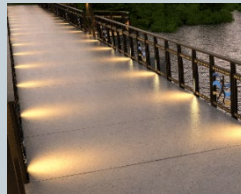
Before



After

## Scope

- Replace deck & guardrails
- Add new lighting
- Minor structural repair



## Funding

	\$1,631,000 total
• Parks & Recreation	\$760,000
• WA Recreation grant	\$726,000
• Friends of the Centennial Trail	\$75,000
• University District PDA (pending)	\$70,000

## Partnership Opportunities

Several enhancements would improve visual connections to the river and landscape, and further identify the bridge as a University District asset.

### Add small overlook

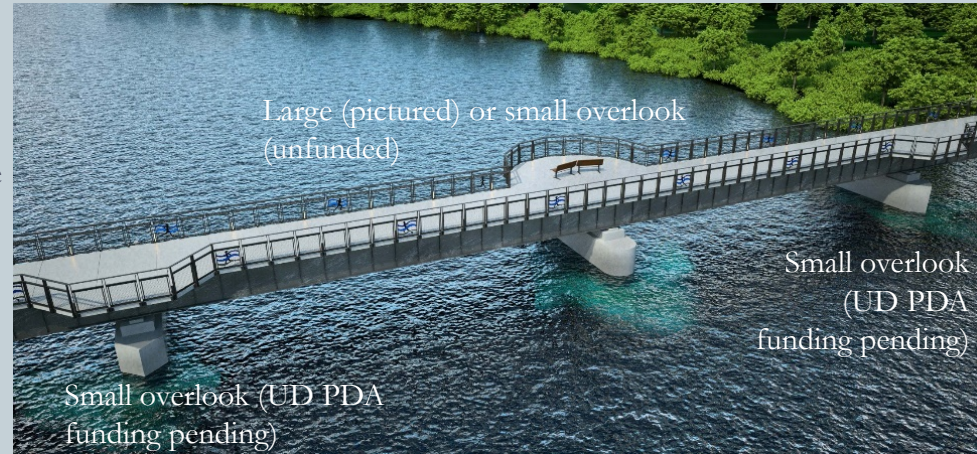
- Western or eastern facing
- Logo in guardrail
- \$35,000

### Add large overlook

- Western facing
- Logo in guardrail
- Interpretive sign of your choice
- Bench(es)
- \$100,000

### Add logo

- Logo in guardrails
- \$10,000



February 1, 2020 is our deadline for overlook partnership opportunities  
 April 1, 2020 is our deadline for logo partnership opportunities  
 Construction will run March – October, 2020

**Thank you** to our project partners: Friends of the Centennial Trail, Washington State Recreation & Conservation Office (RCO), University District PDA, Washington State Parks, Lilac Bloomsday Association, Spokane City Council, Spokane County Parks  
**Contact** Fianna Dickson, Communication Manager, fdickson@spokanecity.org or 509.625.6297



# UDRA-Eligible Project Evaluation Criteria for Proposed Sherman Avenue Improvements



The goal of the UDRA funds as defined by the UDRA Business Plan and the UDSMP-U is to revitalize the UDRA area through qualifying projects that can be evaluated per the chart below. Continued streetscape beautification and increased safety, connectivity, and mobility are stated priorities in both the UDSMP and UDSMP-U. In recent conversations with City staff, we discussed the possibility of using UDRA funds for:

- o Sherman beautification (sidewalks, trees, and lighting updated and match Sprague) – 2021 design fees up to \$150,000
- o Signal at Sherman and 5<sup>th</sup> Ave (traffic is backing up and becoming an issue) – 2021 design fees up to \$50,000

Funds for these Sherman improvements may be well-aligned with UDRA-Eligible Project Criteria in that:

- **Timeliness** – We have the opportunity to address Sherman in 2022; failing to act now likely pushes that back at least one year.
- Supports numerous **UDSMP-U 19 core planning principles**:
  - o **#13 Incorporate social design for safety, security and interaction** – improved safety, seating, and lighting will encourage easier transit and create a quality place
  - o **#18 Create a strong pedestrian-oriented District** and **#19 Encourage restoration and extension of the urban grid** and **#7 Include connections to Downtown** – enhances the growing network of trails and pathways that weave through the District connecting the river, neighboring colleges and neighborhoods, downtown, the Burr Trail, UD Gateway Bridge, the medical district, etc.

Primary Criteria Evaluation for Sherman Improvements – Draft for Discussion					Secondary Criteria
Rating Level	ROI - UDPDA REVENUE	ROI - UDRA	TIMELINESS/LEVERAGE	BUT FOR THE UDPDA...	PLACE MAKING OR OTHER VALUE
HR	Projected UDPDA ROI of 100% or more within 15 years of investment	Projected UDRA ROI of 200% or more within 3 years of investment from surrounding properties	Very time critical Very strong leverage and/or capacity to build leverage or scale	Only the UDPDA can make this happen in the necessary time period	An infrastructure or place making opportunity would not be made by anyone other than the UDPDA
R	Projected UDPDA ROI of 100% or more within 20 years of investment	Projected UDRA ROI of 100% or more within 3 years of investment from surrounding properties	Somewhat time critical Good leverage and/or capacity to build leverage or scale	The UDPDA would be one of several partners but would make the project happen faster or smoother	An infrastructure or place making opportunity would best be integrated and leveraged by the UDPDA
NR	There would be little to no increase in revenue to the UDPDA from the project	There would be little to no increase in revenue to the UDRA from surrounding properties	Not time critical Poor leverage in place or little capacity to build leverage	This likely will happen regardless of UDPDA involvement	Other stakeholders have the capital or influence to ensure this infrastructure or place making opportunity is meaningfully addressed

HR – Highly Recommend

R – Recommend

NR – Not Recommended