



University District Development Association (UDDA)

Board of Directors' Meeting Agenda

Wednesday, May 1, 2024, 3:30 – 4:45 PM

In-Person at Greater Spokane Inc, 801 W Riverside, first floor conference room and

Zoom [https://us02web.zoom.us/j/86492302359?pwd=STErZDhL0ZpK0hDTnZPNudHwXRLdz09](https://us02web.zoom.us/j/86492302359?pwd=STErZDhL0ZpK0hDTnZPNudHwXRLdz09;); Meeting ID: 864 9230 2359;

Passcode: 583683

3:30 Welcome, Call to Order, Administrative Actions – Cameron

- **Proposed MOTION** – Consent Agenda
 - Draft April 3 UDDA board meeting minutes
 - UDDA financials as of March 31, 2024
- **Proposed MOTION** – Resolution to approve UDDA meeting minutes from six meetings without quorum from March 2022-February 2024

3:40 Nominating Committee Update – Sinisterra

- Applications received for 2025 board positions
- **Proposed MOTION** – approve 2024 NC (Mayor, CP, Fuchs, Dugger, Sinisterra, Wagner)

3:45 UDDA Bylaws Review – Sinisterra

- Remove proxies: Higher ed and ADO leaders may authorize voting rep in their place; City and County leaders may have a *non-voting* rep
- Expanded Executive Advisory Committee
- Shared officer leadership with UDPDA
- **Proposed MOTION** – Approve amended UDDA Bylaws

4:00 Other Updates – Sinisterra

- 2024 Impact Award nominations open May 6, close Aug 1
- Scorecard (review, comments, etc.)
- Preview June 5 retreat agenda

4:05 Committee Reports

- Development Committee – Murphy
- Business Committee – Wagner

4:15 Presentation: Innovation Tech Hub – Sklut

4:35 30-Second Updates

4:45 Adjourn – Board Retreat June 5, 2024

2024 UD Board Meetings

- June 5 (UDDA retreat) - hosted by EHF, 10 AM – 2 PM
- September 4 (annual meeting) – WSU hosts at new Medicine Bldg
- October 2 – hosted by Avista
- December 4 – at Spokane Art School (Holiday Party and Impact Award presentation, DCP poster exhibit, no business meeting)



University District Development Association (UDDA) Minutes - DRAFT Wednesday, March 6, 2024, 3:34 – 5:06 PM, at SRTC Office and Via Zoom

Board Members Present: LaVerne Biel (Zoom), Bill Bouten, Catherine Brazil (Zoom), Mayor Lisa Brown, Emilie Cameron (via Zoom), Teresa Dugger, Stacie Maier, (Zoom), Shari McMahan (Zoom), Chuck Murphy, Greg Repetti, Susan Stacey (Zoom), Jonathan Teeters, Dennis Wagner (Zoom), Council President (CP) Betsy Wilkerson, Erin Williams-Hueter (Zoom)

Board Members Absent: Alicia Barbieri, Alisha Benson, Lois Bollenback, Kevin Brockbank, Daryll DeWald, Colleen Fuchs, Thayne McCulloh, Scott McQuilkin, Lindsey Myhre, Katy Sheehan, Amber Waldref

Others Present: Amanda Beck (Zoom), Taudd Hume, Brian Jennings (STA, presenter), Steve MacDonald (Zoom), Stacia Rasmussen, Rob Sauders, John Sklut, Eric Smith, Chris Wright, Juliet Sinisterra, Alden Jones

Call to Order, Welcome, and Administrative Actions/Updates

Dugger called the meeting to order at 3:34 PM and thanked SRTC for hosting. The group postponed approving the Consent Agenda until a quorum was present.

Dugger explained the RCW 24.03A.565 legislation prohibiting proxies on nonprofit corporations. This change will be incorporated into updated UDDA bylaws that the board will approve in May. Going forward higher ed and ADO leaders may select an authorized voting representative to take their place on the UDDA board. The permanently appointed City and County directors may select a *non-voting* representative.

Dugger reminded the board that the online application for 2025 board openings is available until April 30. Dugger shared the Nominating Committee (NC) schedule. The NC will be tasked with reviewing applications and making recommendations for three open positions that the board will review at the September Annual Meeting. Sinisterra provided a Scorecard review and reminded the group of upcoming U Munch lunches.

Murphy provided the first Treasurer's Report of 2024 and although early in the calendar year, there are no significant differences to the proforma.

Development Committee (DC) Report

Murphy summarized recent DC meetings at which the EWU signage project and South Subarea parking maximization study were presented by Kora Todd. The former will include three additional directional signs to the Catalyst Building; the latter study hints at potentially 1,700 additional parking spaces via additional angled parking, not including commercial loading and unloading needs. Sinisterra will work with City staff to discuss the next steps. If this development strategy was supported, the City Council would need to approve a move to paid metered parking in the area. Murphy also summarized the latest 400-Block programming concepts and Sinisterra highlighted messages from the One AEC Developer Forum she attended in Spokane.

Consent Agenda Approval

With a quorum present, Dugger asked for a **MOTION to approve the UDDA financials as of February 29, 2024, and the March 6, 2024, meeting minutes** (Murphy) and seconded (Wilkerson) and passed unanimously.



Business Committee (BC) Report

Sinisterra reported for Wagner and recapped a recent south subarea alley lighting tour with Avista which identified 11 additional alley lights. Avista is developing a cost proposal. Sinisterra noted that the tour also sparked interest in an annual spring clean-up. Sinisterra also shared that she is working with the City on a BID Feasibility and Formation Study to be discussed further at the May BC meeting.

Presentation by Brian Jennings, Deputy Director, Community Development: Spokane Transit Authority Strategic Plan

Jennings provided an overview (including goals, supporting strategies, performance measures, etc.) of STA's Strategic Plan through 2035.

Bylaws and Articles of Incorporation Update

As mentioned at the start of the meeting, the bylaws and articles of incorporation are under review for necessary (proxy prohibition) and recommended changes (officer leadership alignment with the UDPDA, more efficient committee structure, updated sector representation of desired members). Sinisterra recommends an expanded EC (from 9 to 11 members) which could be a publicly-noticed meeting due to UDPDA director participation and an ad hoc consolidated Development and Business Committee that would meet twice a year. Sinisterra also indicated that most importantly small business owners would continue to have a voice and provide input/direction via a future BID.

Dugger alerted the group that draft redline bylaws will be shared at the May 1 meeting for final discussion and approval. Dugger then adjourned the meeting at 5:06 PM.

Greg Repetti, Secretary

Date

University District Development Association
Balance Sheet
 As of March 31, 2024

8:52 AM
 04/05/24
 Accrual Basis

	<u>Mar 31, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
10126 · UDDA NUM Checking	123,258.63
10127 · UDDA NUM MM	163,763.97
Total Checking/Savings	<u>287,022.60</u>
Accounts Receivable	
12100 · Accounts Receivable	35,500.00
Total Accounts Receivable	<u>35,500.00</u>
Total Current Assets	<u>322,522.60</u>
TOTAL ASSETS	<u>322,522.60</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20200 · Accounts Payable	17,382.50
Total Accounts Payable	<u>17,382.50</u>
Credit Cards	
20502 · Numerica Visa	1,521.23
Total Credit Cards	<u>1,521.23</u>
Other Current Liabilities	
24000 · Payroll Liabilities	
24160 · State Unemployment Payable	-178.20
24162 · FSA Contrib EE	333.32
24163 · FSA Contrib ER	333.32
24170 · Federal Unemployment	84.00
24225 · Simple IRA EE	413.40
24226 · Simple IRA ER	413.40
24227 · Accrued Vacation Leave	7,371.72
24000 · Payroll Liabilities - Other	165.21
Total 24000 · Payroll Liabilities	<u>8,936.17</u>
Total Other Current Liabilities	<u>8,936.17</u>
Total Current Liabilities	<u>27,839.90</u>
Total Liabilities	27,839.90
Equity	
30000 · Opening Balance Equity	2,143.63
30001 · Reserve	78,842.62
32000 · Unrestricted Net Assets	148,603.28
Net Income	65,093.17
Total Equity	<u>294,682.70</u>
TOTAL LIABILITIES & EQUITY	<u>322,522.60</u>

University District Development Association
Profit & Loss Budget Performance
March 2024

	<u>Mar 24</u>	<u>Budget</u>	<u>Jan - Mar 24</u>	<u>YTD Budget</u>	<u>Annual Budget</u>
Ordinary Income/Expense					
Income					
43400 · Direct Public Support					
43410 · Institutional/Corp contrib	0.00	0.00	109,000.00	106,000.00	146,500.00
Total 43400 · Direct Public Support	0.00	0.00	109,000.00	106,000.00	146,500.00
46700 · Other Income					
47005 · UDRA Management Proceeds	20,577.00	20,577.00	61,731.00	61,731.00	246,924.00
47020 · Rental Income	500.00	500.00	1,500.00	1,500.00	6,000.00
Total 46700 · Other Income	21,077.00	21,077.00	63,231.00	63,231.00	252,924.00
Total Income	21,077.00	21,077.00	170,331.00	169,231.00	399,424.00
Expense					
60100 · Payroll Expenses					
60101 · Salaries, Wages	17,462.16	17,462.00	52,386.48	52,386.00	209,544.00
60105 · Vacation Leave Accrual	1,007.50	608.00	3,022.50	1,837.00	7,309.00
60110 · Payroll Taxes	1,370.14	1,668.00	4,398.49	5,004.00	20,016.00
Total 60100 · Payroll Expenses	20,005.01	19,738.00	59,807.63	59,227.00	236,869.00
60200 · Personal Services Contracts					
60202 · Financial, Prof Services	289.00	100.00	489.00	538.00	3,500.00
60203 · Management & Organization Svcs	0.00	5,000.00	26,400.00	14,750.00	58,000.00
60205 · Legal Fees	0.00	100.00	320.00	300.00	3,000.00
60231 · Marketing/Advertising	1,497.35	280.00	1,930.55	840.00	15,600.00
60232 · Graphic Design, Web	31.62	0.00	694.86	1,550.00	2,550.00
60253 · Employee Training	0.00	0.00	0.00	0.00	200.00
Total 60200 · Personal Services Contracts	1,817.97	5,480.00	29,834.41	17,978.00	82,850.00
60300 · Other Contractual Services					
60303 · Cell Phone Charges	75.00	75.00	225.00	300.00	975.00
60314 · Internet IT Svcs Domain Reg	382.49	216.66	712.70	650.06	2,600.00
60324 · Insurance D&O	0.00	0.00	0.00	0.00	2,120.00
60325 · Insurance Other	0.00	0.00	0.00	0.00	1,680.00
60329 · Licenses and Permits	70.50	0.00	110.50	75.00	175.00
60330 · Memberships, Dues	0.00	2,555.00	0.00	2,555.00	2,555.00
60334 · Reg, Conferences, Sponsorships	45.00	50.00	114.00	150.00	650.00
60336 · Subscriptions, Periodicals	114.77	12.99	593.96	233.09	350.00
60353 · Postage, Mailing Services	0.00	0.00	83.81	65.00	325.00
60358 · Printing & Reproduction	0.00	0.00	0.00	0.00	1,000.00
60377 · Catering, Meals	130.49	118.46	478.13	602.00	5,500.00
60380 · Leased Buildings, Space	1,330.96	1,336.66	3,992.88	4,010.06	16,040.00
60381 · Rentals, Copier Lease	167.86	62.50	281.76	187.50	750.00
60389 · Rentals, Other Events, Park	0.00	0.00	0.00	0.00	850.00
Total 60300 · Other Contractual Services	2,317.07	4,427.27	6,592.74	8,827.71	35,570.00
60400 · Travel	0.00	0.00	101.98	75.00	1,500.00
60500 · Supplies & Materials					
60501 · Food	0.00	0.00	10.52	17.98	150.86
60525 · Recognition and Awards	0.00	0.00	0.00	94.77	1,055.75
60545 · Prewritten SW (QB 365 Acrobat)	258.55	226.94	1,535.41	1,685.97	4,053.49
60564 · Office Supplies	341.71	0.00	348.01	110.00	1,739.90
Total 60500 · Supplies & Materials	600.26	226.94	1,893.94	1,908.72	7,000.00
60700 · Retirement & Benefits					
60702 · PFML	0.00	0.00	306.98	0.00	503.16
60705 · Retirement Employer Contrib	413.40	414.00	1,240.20	1,242.00	4,968.00
60707 · Life Insurance Employer Paid	0.00	0.00	524.79	532.60	532.60
60709 · Disability Insurance	221.70	221.70	665.10	665.10	2,660.40
60710 · Health Insurance Plans	0.00	1,278.00	3,876.96	3,834.00	15,336.00
60711 · FSA Employer Contrib	333.32	333.32	999.96	999.96	3,999.84
Total 60700 · Retirement & Benefits	968.42	2,247.02	7,613.99	7,273.66	28,000.00

9:11 AM

04/05/24

Accrual Basis

University District Development Association
Profit & Loss Budget Performance
March 2024

	<u>Mar 24</u>	<u>Budget</u>	<u>Jan - Mar 24</u>	<u>YTD Budget</u>	<u>Annual Budget</u>
Total Expense	25,708.73	32,119.23	105,844.69	95,290.09	391,789.00
Net Ordinary Income	-4,631.73	-11,042.23	64,486.31	73,940.91	7,635.00
Other Income/Expense					
Other Income					
43200 · Interest & Investments					
43210 · Interest-Savings, Short-term CD	206.98	150.00	606.86	450.00	1,800.00
Total 43200 · Interest & Investments	206.98	150.00	606.86	450.00	1,800.00
Total Other Income	206.98	150.00	606.86	450.00	1,800.00
Net Other Income	206.98	150.00	606.86	450.00	1,800.00
Net Income	<u><u>-4,424.75</u></u>	<u><u>-10,892.23</u></u>	<u><u>65,093.17</u></u>	<u><u>74,390.91</u></u>	<u><u>9,435.00</u></u>



WITHERSPOON
BRAJCICH
MCPHEE

**Interoffice Memorandum
Attorney-Client Privileged**

To: TAH

From: MAL

Re: Nonprofit Proxies

Date: 03.11.2024

As explained in *Coleman v. Cook*, 25 Wn. App. 2d 1048 (2023), review denied, 534 P.3d 794 (Wash. 2023), under the former Washington Nonprofit Corporation Act, there was no prohibition on directors using proxies. *See* former RCW 24.03.120 (2004). “The former Washington Nonprofit Corporation Act was repealed in 2021 and replaced with chapter 24.03A RCW. Under the new statute, a director is prohibited from using a proxy to count toward quorum or to vote. RCW 24.03A.565(5).” *Coleman*, 25 Wn. App. 2d at 11.

In *Coleman*, the former president of a nonprofit corporation that managed a residential community argued that the board violated the CCRs’ amendment procedure in part because the board members used proxies, which are not permitted under Washington law. *Id.* at 9. The court held that although under the new statute, a director is prohibited from using a proxy to count toward quorum or to vote, Washington law did not prohibit the directors from voting by proxy at the December 2017 meeting when it approved the exit amendment resolutions at issue. *Id.* at 11.

California has a similar nonprofit statute which states, “Each director shall have one vote on each matter presented to the board of directors for action. A director shall not vote by proxy.” Cal. Corp. Code § 5211(c).

In fact, in most states, the directors of nonprofit organizations may not vote by proxy, although generally members can. Leah Cohen Chatinover, *E-Mail Voting: A Practical Approach to A Difficult Trap*, Bus. L. Today 1, 2 (2014). The theory behind this prohibition is that the robust discussion and interchange of ideas that occurs at board meetings is essential to the informed exercise of directors’ fiduciary duty to the corporation. *Id.*; *see also* ABA Corporate Director’s Guidebook 18 (6th ed. 2011) (“A director is expected to commit the required time to prepare for, attend regularly and participate (in person when feasible) in board and committee meetings. A director may not participate or vote by proxy; personal participation is required (which may take place by telephone or video when in-person participation is not possible.)”)

Though directors may not vote via proxies, unless the articles or bylaws provide otherwise, directors can participate in board meetings through the use of one or more means of remote

communication through which all of the directors may simultaneously participate with each other during the meeting. RCW 24.03A.550(2). A director participating in a meeting by this means is considered present in person at the meeting. *Id.*

UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION
RESOLUTION NO. 2024-__

Concerning the Ratification of Prior Acts of the Board

WHEREAS, on January 1, 2022, the new Washington Nonprofit Corporation Act, codified at Chapter 24.03A RCW (the “New Act”), took effect; and

WHEREAS, pursuant to the New Act, the law concerning the use of proxies by was amended to no longer allow proxies to participate in any vote of a board of directors or of any board committee or be counted for the purpose of determining whether a quorum is present at a meeting (RCW 24.03A.565(5)); and

WHEREAS, the Board of Directors (the “Board”) of the UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION, a Washington nonprofit corporation (the "Corporation") desires to ratify and affirm certain prior acts, actions, and things done in the name and on behalf of the Corporation at certain Board meetings where proxies voted on behalf of Directors.

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby ratify and affirm each and every action undertaken at the March 9, 2022, Board meeting of the Corporation as further described in the meeting minutes attached hereto as Exhibit A; and

BE IT FURTHER RESOLVED, that the Board does hereby ratify and affirm each and every action undertaken at the June 1, 2022, Board meeting of the Corporation as further described in the meeting minutes attached hereto as Exhibit B; and

BE IT FURTHER RESOLVED, that the Board does hereby ratify and affirm each and every action undertaken at the December 6, 2022, Board meeting of the Corporation as further described in the meeting minutes attached hereto as Exhibit C; and

BE IT FURTHER RESOLVED, that the Board does hereby ratify and affirm each and every action undertaken at the June 7, 2023, Board meeting of the Corporation as further described in the meeting minutes attached hereto as Exhibit D; and

BE IT FURTHER RESOLVED, that the Board does hereby ratify and affirm each and every action undertaken at the December 6, 2023, Board meeting of the Corporation as further described in the meeting minutes attached hereto as Exhibit E; and

BE IT FURTHER RESOLVED, that the Board does hereby ratify and affirm each and every action undertaken at the February 7, 2024, Board meeting of the Corporation as further described in the meeting minutes attached hereto as Exhibit F; and

BE IT FURTHER RESOLVED, that the Corporation’s Secretary shall file this Waiver and Consent in the Corporation’s Minute Book.

BE IT FURTHER RESOLVED, that the officers of the Corporation and the staff are hereby authorized and directed to take all action necessary and proper to effectuate the foregoing; and

BE IT FURTHER RESOLVED, any actions of the Board of Directors or staff of the University District Development Association prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

ADOPTED by an affirmative majority vote of the Board of the University District Development Association on the ___ day of _____, 2024.

UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION

BOARD CHAIR

CERTIFICATE

I, the undersigned, Secretary of the University District Development Association Board of Directors, a not for profit corporation organized under the laws of the State of Washington, do hereby certify that the foregoing resolution was duly approved and adopted by the Board of Directors of the corporation by the requisite threshold of affirmative votes, at a meeting of the Board of Directors duly called and held on the ___ day of _____, 2024, at which meeting a quorum was present; and that said resolution, as set out above, will appear in the minutes of said meeting in the corporation's minute book.

DATED this ___ day of _____, 2024.

SECRETARY

EXHIBIT A



University District Development Association (UDDA) Meeting Minutes Wednesday, March 9, 2022, from 3:32 PM – 4:43 PM, Via Zoom

Board Members and/or Proxies Present: Susan Ashe, Council President Breean Beggs, Alisha Benson, Bill Bouten, Catherine Brazil, Teresa Dugger, Commissioner Mary Kuney, Brian McClatchey (Council proxy), Steve MacDonald (Mayor's proxy), Chuck Murphy (Gonzaga proxy), Brandon Rapez-Betty, Eric Smith (WSU proxy), Dr. Frank Velázquez

Board Members and/or Proxies Absent: Dan Antonietti, Mark Baldwin (EWU proxy), Dr. Daryll DeWald (see proxy), Stephanie Fleisher (UW proxy), Latisha Hill, Lori Hunt (CCS proxy), Dr. Christine Johnson, Dr. David May, Dr. Thayne McCulloh (see proxy), Scott McQuilkin, Lindsey Myhre, Randy Michaelis (Whitworth proxy), Stacia Rasmussen (GSI proxy), Katy Sheehan, Scott Simmons (County proxy), Mayor Nadine Woodward

Others Present: Andrew Rolwes (DSP), Taudd Hume

Staff Present: Juliet Sinisterra, Alden Jones

Call to Order and Administrative Actions

In Myhre's absence and given vice-chair Dr. O'Brien's resignation, UDDA CEO Sinisterra called the meeting to order at 3:32 PM and asked the board to review the draft February 2, 2022, UDDA board meeting minutes and financials as of January 31, 2022. **MOTION to approve the minutes** (Ashe), seconded (Kuney), and passed unanimously; and **MOTION to approve financials** (Rapez-Betty), seconded (Dugger), and passed unanimously. Sinisterra, along with the entire board, expressed appreciation for Dr. David O'Brien and Dr. David May's service to the board. Sinisterra thanked Brazil, Bouten, and Murphy for the tour of the sensational new GU/UW Health Partnership Building.

Development Committee (DC) Report

- Chair Murphy reported that Avista Development begins cleanup of 411 E Sprague Ave and 12 N Grant Ave this Spring.
- A ROFO for the other 400-Block properties will be discussed during the UDPDA meeting.
- Staff is negotiating the contract with Century Pacific for Public-Private Property Development Advisory Services for the 400-Block and work will commence in March.
- The city is beginning design work on the Riverside Avenue (north) sidewalk and the purchasing process for the road compression work.
- A Transit-Oriented Development (TOD) Study was completed by Jason Graf of Center-Based Planning. Recommended build-out strategies were illustrated for the Pine Street and the Sherman/Sprague STA stations. The former includes extending the existing commercial vibrancy along Main Ave down to a "Gateway Plaza" at the north landing of the Gateway Bridge. Infill student housing and a WSU expansion were also represented. The Sherman/Sprague strategy includes a Sprague Ave West "Activity Hub" with street-oriented commercial, a Gateway Park, and a parking garage. The Sprague Ave West "Neighborhood" includes a Grant St "Promenade", a park, folk market, and infill cluster housing. The Sprague Ave East "Activity Hub" includes parking and housing. The Sprague Ave East "Neighborhood" includes a park and infill cluster housing. The build-out strategy also calls for district connections to 2nd and 3rd Ave protected bikeways and the Pacific Ave Greenway. The latter is expected to receive \$3.5M in funding from the state legislature this session.



**UNIVERSITY
DISTRICT**

- Bouten said the TOD Study is an excellent tool to showcase the University District's vision to prospective developers and investors. Sinisterra noted that Graf will present the TOD Study at the May 4 Board Retreat.

2022 Planning and Activities

Sinisterra outlined the 2022 Task Force next steps in preparation for the May 4 retreat. Board members and proxies will receive a survey to ascertain their interest in serving on a Task Force Community Cohort. Task Force leader recruitment is also underway as follows:

- Energy, Public Infrastructure, and Mobility – Kim Zentz
- Local Business Development and Community Wealth – AHANA and/or SIMBA
- Placemaking – Jackie Caro, Terrain
- Parking and Security – TBD but Alicia Barbieri and Jesten Ray are possible
- Life Sciences – TBD but Evergreen Biosciences, Katrina Rogers possible

In addition to sharing the May 4 agenda, Sinisterra indicated consultants will be engaged and funds set aside in 2022 to support these specific needs and areas of expertise: Market Data Analysis and Land Use Goals; Business Planning around Folk Market, Coworking, and Environmental Learning; Grant Funding and Foundation Relationships; and Public Re-investment Dollars Strategy and Impact Investing Analysis.

2022 UDDA Budget

Sinisterra provided a detailed financial summary of the 2022 proposed, net-zero budget that replaces the January-March "bridge" budget the board approved in December. Although pointing out some differences between 2021 and 2022 income and expenses—largely due to a full-time CEO in 2022—the overall budgets are similar. Sinisterra noted a surplus of \$17,642 carried over from 2021 and that with the launch of an e-newsletter to regional stakeholders and a new membership campaign in the fall, the UDDA should be on a path to a sustainable future. Asking for and hearing no comments, **MOTION to approve the 2022 proposed budget** (Bouten) and seconded (Kuney) and passed unanimously.

DSP Public Safety Policy Presentation

Andrew Rolwes, Interim President of DSP, provided an update on DSP's ongoing work around safety and security in Spokane's downtown. After conducting a public opinion survey and securing a legal opinion regarding the Martin vs City of Boise case, DSP developed a nine-point policy platform to address homelessness and the mental illness and drug addiction issues of the unhoused. The board appreciated this presentation as the challenges are not confined to downtown. Board members connected to businesses and organizations in the UD expressed similar concerns.

30-Second Updates

Due to time constraints, 30-second updates were postponed. Sinisterra adjourned the meeting at 4:43 PM.



Juliet Sinisterra, CEO, UDDA

5.31.22
Date

EXHIBIT B



University District Development Association (UDDA) Meeting Minutes

Wednesday, June 1, 2022, from 3:32 PM – 4:39 PM, In-Person at Bouten Construction, 627 N Napa St, Spokane, WA, and Via Zoom

Board Members and/or Proxies Present: Susan Ashe, Mark Baldwin (EWU proxy), Bill Bouten, Catherine Brazil, Dr. Daryll DeWald, Teresa Dugger, Lori Hunt (CCS proxy), Commissioner Mary Kuney, Randy Michaelis (Whitworth proxy), Chuck Murphy (Gonzaga proxy via Zoom), Stacia Rasmussen (GSI proxy), Katy Sheehan, Dr. Frank Velázquez

Board Members and/or Proxies Absent: Dan Antonietti, Council President Breean Beggs, Alisha Benson, Stephanie Fleisher (UW proxy), Latisha Hill, Dr. Christine Johnson, Dr. David May, Brian McClatchey (Council proxy), Dr. Thayne McCulloh (see proxy), Steve MacDonald (Mayor's proxy), Scott McQuilkin, Lindsey Myhre, Brandon Ropez-Betty, Scott Simmons (County proxy), Eric Smith (WSU proxy), Mayor Nadine Woodward

Others Present: Amanda Beck (City), Troy Dehnel (Avista), Taudd Hume, Greg Repetti (MultiCare), Katrina Rogers (Evergreen Bioscience, speaker), Susan Stacey (Providence)

Staff Present: Juliet Sinisterra, Alden Jones, Krysty Karlman (intern)

Call to Order and Administrative Actions

In Myhre's absence, board secretary Bill Bouten called the meeting to order at 3:32 PM. Due to the lack of a quorum, approval of the minutes and financials was postponed. Bouten welcomed prospective new board members Susan Stacey and Greg Repetti and, along with the entire board, expressed appreciation to Randy Michaelis for his board service as Whitworth's proxy.

Bouten reviewed the 2022 Impact Award info with the board and encouraged them to send nomination recommendations to staff by June 8. Past Impact Award recipients include Dave and Mari Clack, Kim-Pearman Gillman, Dean Allen, and Jim Sheehan.

Development Committee (DC) Report

- Chair Murphy reported that a meeting is planned with Verizon around their cell tower on Avista's property and the possible relocation and transfer of the tower lease with the sale of the property.
- 411 E Sprague site clean-up has begun.
- The final design of the Riverside north sidewalk was shown. City to issue bid documents the week of June 6.

With a quorum now present, Bouten asked the board to review the draft March 9, 2022, UDDA board meeting minutes and financials as of April 30, 2022. **MOTION to approve the minutes and financials** (Velazquez), seconded (Kuney), and passed unanimously.

2022 Planning and Activities

Sinisterra reminded the group that part of the 2022 budget includes Urban Components Data Collection and Market Research analysis to help set measurable goals for the organization. Cascadia Partners was selected for this work which launches in late June.

Bouten asked for feedback on the May 4 board retreat at The Hive. Sheehan, along with others, was grateful for Warren Seyler's presentation on the Spokane Tribe and for starting/grounding the session in that vital history.



Sinisterra outlined the UDRA Business Plan Task Force (TF) milestones going forward:

- Summer – TF leaders will hold two meetings
- August 9 DC Meeting – TF leaders will present to the DC
- September 7 board meeting – TF leaders will make preliminary presentations
- October 5 board retreat – TF leaders present final strategies

Sinisterra shared the 2022 Scorecard and noted that she is in touch with the City about their ToD grant on the north side and with WSDOT and Senator Billig regarding Pacific Avenue improvements timing. She noted that Dean Pape is interested in a joint partnership for housing at 201 W Main Avenue and that a letter of intent is in progress. The EDA ARPA grant submission for the Cultural Corridor was unsuccessful but the partner applicants plan to revise the project scope and apply for city and county ARPA funds. Sinisterra introduced EWU marketing intern Krysty Karlman and thanked her for her work on the UD e-newsletter.

Evergreen Bioscience Presentation

Katrina Rogers, CEO of Evergreen Bioscience, talked about setting the stage and building the foundation for an innovation cluster that will make the region a leader in local supply-chain sourcing for pharmaceutical and medical device contract companies by prioritizing projects that address life science industry needs and acquiring, developing and retaining top talent. With a \$500K Dept of Commerce grant, GSI partnered with sp3nw to launch Evergreen which is led by Rogers and board chair Mary Weiss. Currently, GSI serves as the “home” organization for the cluster but, in the future, it will be a separate 501c3.

30-Second Updates

Bouten mentioned that top executives from Lincoln Properties (a top-tier life sciences development firm) visited Spokane on May 25 and were impressed with their tour and the community effort. As a follow-up, JLL has offered to do an extensive market/SWOT analysis (approx \$150K) so the region can communicate a clear story. Funds from Innovia, Evergreen Bioscience, and/or county ARPA dollars may be sought for this effort.

After other brief updates were shared, Bouten reminded the group that the next meeting is September 7 at Joya, and then adjourned the meeting at 4:39 PM.

A handwritten signature in black ink, appearing to read 'Juliet Sinisterra'.

Juliet Sinisterra, CEO

____9/9/22____
Date

EXHIBIT C



University District Development Association (UDDA) Minutes

Tuesday, December 6, 2022, from 3:32 PM – 4:28 PM, In-Person at WSU Health Sciences Spokane, SAC 5th Floor Conference Room and via Zoom

Board Members and/or Proxies Present: Susan Ashe, Bill Bouten (Zoom), Catherine Brazil, Teresa Dugger, Latisha Hill, Lori Hunt (CCS proxy), Brooke Kiener (Zoom, Whitworth proxy), Steve MacDonald (Mayor's proxy), Lindsey Myhre, Stacia Rasmussen (GSI proxy), Katy Sheehan, Eric Smith (WSU proxy)

Board Members and/or Proxies Absent: Dan Antonietti, Mark Baldwin (EWU proxy), Council President Breean Beggs, Alisha Benson, Dr. Daryll DeWald, Dr. Christine Johnson, Commissioner Mary Kuney, Dr. Thayne McCulloh (see proxy), Dr. Shari McMahan (see proxy), Scott McQuilkin (see proxy), Chuck Murphy (Gonzaga proxy), Brandon Rapez-Betty, Scott Simmons (County proxy), Stephanie Weber (UW proxy), Dr. Frank Velázquez, Mayor Nadine Woodward

Others Present: Amanda Beck (Zoom), Emilie Cameron (Zoom), Colleen Fuchs, Greg Repetti, John Sklut, Dennis Wagner

Staff Present: Juliet Sinisterra, Alden Jones

Call to Order and Administrative Actions

Myhre called the meeting to order at 3:32 PM and thanked the WSU Health Sciences Spokane team for hosting. While waiting for a quorum, Sinisterra provided a 2022 Scorecard wrap-up highlighting a few 2022 accomplishments such as completing the TOD Study, convening the five Task Forces, initiating the Urban Market Analysis Study, releasing the 400-Block RFP, commencing feasibility work for the 201 W Main Ave property, moving offices and securing tenant, etc.

With a quorum present, Myhre then asked for a **MOTION to approve the UDDA financials as of October 31, 2022, and September 7, 2022, UDDA board meeting minutes** (Hill) and second (Ashe) and passed unanimously. The vote approving Erin Williams-Hueter as a new member was postponed to the February 1, 2023, meeting. Myhre noted that the UDPDA meeting will precede the UDDA meeting in 2023.

2023 Business and Development Plan

Sinisterra shared the next steps in the Business and Development Plan:

- evaluate strategies against realistic implementation timeline/staff bandwidth/needed support in February and March;
- incorporate metrics from Cascadia Partners' Urban Market Data Analysis Study;
- factor in sales and property tax projections based on state DOR public records request;
- finalize the Business and Development Plan in June 2023; and
- start marketing materials summarizing the vision and plan in the summer.

2023 Scorecard



Sinisterra reviewed the draft 2023 Work Plan Scorecard in the advance packet. She described proposed tasks line by line under four key sections: Community Development, Economic and Asset Development, Property and Infrastructure Development, and Marketing and Communications. Hill reminded the group of various comments shared at the retreat around supporting small businesses, especially on the south side, who are dealing with safety and security issues. Sinisterra said the newly formed Business Committee will work to find immediate, relevant ways to help.

2023 Proposed Budget

Sinisterra reviewed the zero-based 2023 UDDA Proposed Budget in the advance materials. She noted that the Department of Revenue is still working on the sales tax reconciliation and that data is needed to finalize the budget. Myhre stated that the EC is working on the CEO's annual performance and compensation review and an updated budget will reflect any changes. She also said that administrative staff will follow the City's COLA starting in 2023. Myhre asked for **MOTION to approve the 2023 Proposed Budget** (MacDonald), seconded (Sheehan), and passed unanimously.

Development Committee (DC) Update

In Murphy's absence, Sinisterra provided a brief DC update, summarizing a tour of the House of Charities and suggestions from Jonathan Mallahan on ways the UD could support their work in the District. Sinisterra mentioned that Catholic Charities is meeting with Chief Meidl around Catholic Charities (CC) documentation of SPD inaction in relation to drug confiscations and assaults. Sinisterra to follow up with Mallahan post CC meeting. Cameron offered to share the DSP's 2023 Policy Platform which addresses this topic.

Recognition of Board Service

Myhre expressed gratitude and spoke to the unique contributions of outgoing board members Dr. Christine Johnson, Dan Antonietti, and Susan Ashe. Bouten thanked Myhre for her two years as both UDDA and UDPDA board chair.

Myhre adjourned the meeting at 4:28 PM.



Lindsey Myhre, 2022 Board Chair

2/8/23

Date

EXHIBIT D



University District Development Association (UDDA) Minutes

Wednesday, June 7, 2023, from 4:00 – 5:36 PM, In-Person at GSI and via Zoom

Board Members and/or Proxies Present: Mark Baldwin (EWU proxy), Alicia Barbieri, Council President Breean Beggs, Catherine Brazil (via Zoom), Kevin Brockbank, Emilie Cameron, Teresa Dugger, Brooke Kiener (Whitworth proxy), Steve MacDonald (Mayor's proxy), Chuck Murphy, Lindsey Myhre, Katy Sheehan, John Sklut (GU proxy), Dennis Wagner (via Zoom), Amber Waldref (via Zoom), and Erin Williams-Hueter

Board Members and/or Proxies Absent: Alisha Benson (see proxy), Bill Bouten, Dr. Daryll DeWald, Colleen Fuchs, Latisha Hill, Lori Hunt (CCS proxy), Mary Kunej (County proxy), Dr. Thayne McCulloh (see proxy), Dr. Shari McMahan (see proxy), Scott McQuilkin (see proxy), Stacia Rasmussen (GSI proxy), Greg Repetti, Eric Smith (WSU proxy), Susan Stacey, Dr. Frank Velázquez, Stephanie Weber (UW proxy), Mayor Nadine Woodward (see proxy), Chris Wright (Council proxy)

Others Present: Kim Brinkman, Maren Murphy, Alden Jones, Tirrell Black (via Zoom)

Call to Order, Welcome, Administrative Actions, and General Updates

Dugger called the meeting to order at 4:00 PM, thanked GSI for hosting, and welcomed Kevin Brockbank, Chancellor, CCS. Dugger then asked for a **MOTION to approve the UDDA financials as of April 30, 2023, and the May 10, 2023, UDDA board meeting minutes** (MacDonald) and seconded (Myhre) and passed unanimously. Other updates include:

- Dugger reminded all that 2023 Impact Award nominations are due Friday, June 9.
- Sinisterra noted that the UDDA received a \$45K ARPA grant from the City which will be used for grant writing support.
- Dugger shared that the Don Kardong Bridge ribbon cutting on June 2 was well attended and that Sinisterra was invited to provide remarks.
- Sinisterra congratulated Breean Beggs on his appointment by Governor Inslee to the Spokane County Superior Court. Beggs will begin his judgeship on July 1. The board thanked Beggs for his UDDA and UDPDA board service from 2020-2023.

Nominating Committee (NC) Preview

Dugger noted that Velazquez terms out in 2023, and that Hill has requested that as of September an Avista colleague complete her term through 2024. In addition to the standing members of the Nominating Committee—the mayor and council president—the Executive Committee recommends Sinisterra, Dugger, and Wagner to serve in 2023. Beggs asked to include Chris Wright as well. Dugger asked for a **MOTION to approve these six members for the 2023 Nominating Committee** (Beggs) and seconded (MacDonald) and passed unanimously.

Business Committee (BC) Updates

Wagner provided a summary of recent BC meeting activity:

- UD business and property owner survey, *U Pulse*, is underway and the second *U Pulse* business video highlight on Freeform was shown.
- At the May meeting, ESBA presented on BID formation and several south sub-area businesses and the City are researching establishing a BID for the area.
- Absco Solutions to present in June on neighborhood safety and security.



Development Committee (DC) Updates

- **400-Block Catalytic Development** – After the May 2 kick-off meeting, the Emerald Team is conducting concept feasibility for the next 60 days, followed by financial feasibility for 90 days.
- **201 W Main Property** – Given anticipated construction costs for this proposed maker space/black box theater/housing development, alternate funding options are being explored with various grant makers, Dept of Commerce, etc. The property is currently for lease via Kiemle Hagood.
- **Ecological Asset Study** – Greene Economics is connecting with UD higher ed partners around their existing ecological conditions, initiatives, and research. Greene will present summary data to the board at the November 1 retreat and submit a final report in December.

Business and Development Plan: Grants Management Plan and Presentation

Kim Brinkman with KH Consulting presented a customized UD grant prospecting plan and spoke to the use of the Instrumental database to identify six priority grants. Next steps and those grants follow:

- Work to align priority grants with Board-supported priority initiatives. Present to UDDA in September.
- Use ARPA \$45K for grant writing support.
- Support Urbanova and INTENT as needed around their \$1M NSF grant implementation.
- Support SELCC on State OSPI Outdoor Learning Education Grant.
- Six grants proposed by consultants for 2023-2024:
 1. July 7, 2023: WA State Public Works Board Grants/Loans for Infrastructure, \$1 Million for (Riverside Avenue)
 2. August 2023: NEA Our Town Creative Placemaking Grant, \$150,000 for Culture Corridor application, partner with Spokane Arts
 3. Aug 2023: Arterial Pres Program, \$1M for infrastructure
 4. Oct-Nov 2023: USDOT SMART Parking, \$2M, with City
 5. May 2024: USDA Local Food Promotion Program, \$25K planning, for Folk Market and incubator space
 6. 2024: Commerce Building Electrification Grant, \$1M, for grid-enabled electrification (Catalyst, Morris, 400-Block, etc.)

Baldwin encouraged the team to consider any education/student learning opportunities while grant writing. Brinkman concurred that community partnerships strengthen applications. Sheehan wondered how many grants the UD would apply for. Sinisterra said the WA State Public Works Board Grant/Loan, NEA Our Town, and USDOT applications are priorities.

Business and Development Plan: Next Steps

Sinisterra used several slides to outline the Business and Development Plan vision, process, and timeline and three key phases: needs defined (Summer 2022 Task Force and 2023 Board synthesis and prioritization work), research and planning (comprised of design and planning, market analysis and research, and financial sustainability strategy contract work), and final recommendation steps. She showed how these cumulative efforts support and align with the UD Mission and potential infrastructure and programming investments. She mentioned Tom Murphy's presentation at DSP's State of Downtown event about the 3CDC community impact initiative in Cincinnati and how

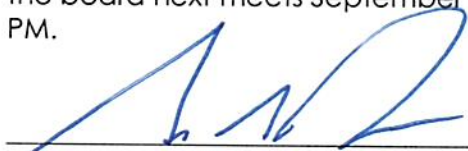


the future of urbanism is linked to engaging the community in investing in the community. To that end, she noted the UD has hired consultant Michael Shuman and described establishing a UD financial sustainability strategy sub-committee to work with Michael to inform a community capital fund and its investment priorities, objectives, and legal and operating structure. An interactive session on this topic is planned for the November retreat with the sub-committee meeting this summer and fall.

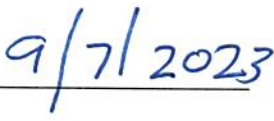
South Logan Transit Oriented Development (TOD) Presentation and Q&A

Maren Murphy with the City of Spokane presented a comprehensive update on the South Logan TOD project. Additional information can be found at <https://my.spokanecity.org/projects/south-logan-transit-oriented-development-project/>. Beggs and Murphy complimented Murphy on this work and agreed the area is ideal for upzoning density, especially by the Spokane River, provided developers are reserving housing units on parcels.

Due to time limitations, the group skipped 30-second member updates. Dugger noted the board next meets September 6 at Providence and adjourned the meeting at 5:36 PM.



Greg Repetti, Secretary



Date

EXHIBIT E



University District Development Association (UDDA) Minutes

Wednesday, December 6, 2023, 4:18 – 5:32 PM, at Bouten Construction and Via Zoom

Board Members Present: Bill Bouten, Catherine Brazil, Colleen Fuchs, Steve MacDonald (Mayor's proxy), Stacie Maier, Chuck Murphy, Lindsey Myhre (past chair), Stacia Rasmussen (GSI proxy), Greg Repetti, Rob Sauders (EWU proxy- first meeting), Katy Sheehan, Juliet Sinisterra, John Sklut (Gonzaga proxy), Eric Smith (WSU proxy), Frank Velazquez (last meeting), Amber Waldref, Erin Williams-Hueter, Chris Wright (Council President proxy)

Board Members Absent: Alicia Barbieri, Alisha Benson (see proxy), Kevin Brockbank, Emilie Cameron, Daryll DeWald (see proxy), Teresa Dugger, Lori Hunt, Brooke Kiener, Thayne McCulloh (see proxy), Shari McMahan (see proxy), Scott McQuilkin, Susan Stacey, Dennis Wagner, Council President Betsy Wilkerson (see proxy), Mayor Nadine Woodward (see proxy)

Others Present: Juliet Sinisterra, Taudd Hume, Patrick Jones, Alden Jones

Call to Order, Welcome, and Administrative Actions

In Dugger's absence, past chair Myhre called the meeting to order at 4:18 PM and thanked Bouten Construction for hosting. She noted newly-elected Council President Betsy Wilkerson has joined the UDDA board, welcomed new EWU proxy Rob Sauders (and thanked his predecessor Mark Baldwin for his proxy service). She also thanked Mayor Woodward and Lori Kinnear for their board service and recognized Dr. Frank Velazquez for his board service from 2018-2023.

Myhre asked for a **MOTION to approve the UDDA financials as of October 31, 2023, and the September 6, 2023, annual meeting and the November 1, 2023, retreat minutes** (Velazquez) and seconded (Murphy) and passed unanimously.

2023 Highlights

Sinisterra reviewed 2023 Work Plan highlights and the completed 2023 Scorecard. The board applauded the staff for their accomplishments.

Business Committee Report

In chair Wagner's absence, Sinisterra recapped the November meeting presentations by Mark Pond with Spokane Public Library on CoStar and EDO and by Mason Burley of Urbanova on Connected Communities, smart utility tracking, and energy grid optimization.

Development Committee Report

Murphy summarized the 400-Block and 201 West Main Avenue updates presented during the UDPDA meeting. He noted that the proposed master plan illustrations (intended to visualize the data/recommendations of several years' of studies as well as align with the U Vision 2044 Strategic Plan and UD Guiding Principles) will be very helpful in communicating the potential of the UD with developers, legislators, and grant making organizations.

2024 UDDA Work Plan and Capital Budget

Sinisterra walked the board through the 2024 Work Plan and Capital Budget (including some comparisons to 2023 actual spending and noting this year's anticipated \$9K shortfall due to IUS event costs). She outlined 2024 Work Plan activities and proposed



expenditures in three categories: Community Development, Economic and Asset Development, and Property and Capital Development.

Sinisterra described funding support for business incubation, Evergreen Bioscience Innovation Lab, a U Incubation Village, a Spokane Environmental Learning and Cultural Center, code audits with the city, BID formation, a life science and/or student retention campaign, and the Spokane Culture Corridor.

Myhre asked for a **MOTION to approve the UDDA 2024 Work Plan and Budget** (MacDonald), seconded (Murphy), and passed unanimously.

Presentation: The Spokane Economy and Higher Education's Fit by Dr. Patrick Jones, EWU and Priority Spokane. Dr. Jones's slides can be found [here](#).

Myhre reminded the group of the February 7, 2024, meeting at Whitworth and adjourned the meeting at 5:32 PM.



Greg Repetti, Secretary

Date

2/12/24

EXHIBIT F



University District Development Association (UDDA) Minutes

Wednesday, February 7, 2024, 3:41 – 5:12 PM, at Whitworth UD Campus and Via Zoom

Board Members Present: LaVerne Biel*, Lois Bollenback*, Emilie Cameron, Daryll DeWald, Teresa Dugger, Colleen Fuchs, Lori Hunt (via Zoom, CCS proxy), Steve MacDonald (via Zoom, Mayor's proxy), Stacie Maier, Chuck Murphy, Stacia Rasmussen (via Zoom, GSI proxy), Rob Sauders (EWU proxy), Katy Sheehan, Juliet Sinisterra, Jonathan Teeters*, Dennis Wagner, Amber Waldref, Erin Williams-Hueter

Board Members Absent: Alicia Barbieri, Alisha Benson (see proxy), Bill Bouten, Catherine Brazil, Kevin Brockbank, Mayor Lisa Brown, Brooke Kiener, Thayne McCulloh, Shari McMahan (see proxy), Scott McQuilkin, Lindsey Myhre, Greg Repetti, John Sklut (Gonzaga proxy), Eric Smith (WSU proxy), Susan Stacey, Council President (CP) Betsy Wilkerson, Chris Wright (CP proxy)

Others Present: Juliet Sinisterra, Alden Jones

Call to Order, Welcome, and Administrative Actions

Dugger called the meeting to order at 3:41 PM and thanked Whitworth University for hosting. She welcomed new board members* to their first official meeting. Dugger asked for a **MOTION to approve the UDDA financials as of December 31, 2023, and the December 6, 2023, meeting minutes** (Waldref) and seconded (Murphy) and passed unanimously. Dugger noted that Michael Shuman's presentation has been rescheduled to the March 6 meeting.

Murphy provided a summary of the Q4 Treasurer's Report noting slightly favorable net income for the year and thanked staff for meeting overall 2023 budget expectations. Sinisterra oriented new members to the 2024 Work Plan Scorecard and highlighted grant writing efforts underway, including collaboration with and assistance from the City.

Development Committee (DC) Report

Murphy summarized recent DC meetings at which the 2024 Work Plan, priority grants matrix, Pacific Avenue Greenway project, 400-Block property programmatic and purchase/financing options, and 201 West Main Avenue issues were discussed.

Business Committee (BC) Report

Wagner summarized recent BC meetings at which the 2024 Work Plan, the next steps around a BID feasibility study, and south subarea alley lighting with Avista were discussed. Sinisterra noted that the Mayor expressed an interest in BID expansion and is open to considering funding needs if resource gaps arise. MacDonald mentioned that the City approved the South Logan TOD plan and implementation steps are underway.

UD and U Vision Life's Principles Assessment

Sinisterra led the board through a board exercise centered around Biomimicry 3.8 material. Breakout groups reflected on the UD vision, goals, and operations in



**UNIVERSITY
DISTRICT**

terms of nature-based principles and how to integrate 3.8 billion years of nature's lessons into thoughtful urban development and organizational leadership.

After 30-second member updates, Dugger reminded the group of the March 6, 2024, meeting at the Catalyst Building and adjourned the meeting at 5:12 PM.

Juliet Sinisterra, CEO (for secretary Greg Repetti)

Date 03-11-24

**AMENDED AND RESTATED BYLAWS
OF THE UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION**

(Adoption Date: May 1, 2024)

ARTICLE 1. DEFINITIONS

1.1 Corporation

“Corporation” means the University District Development Association, a Washington non-profit corporation. It is incorporated under Chapter 24.03 RCW.

1.2 Electronic Transmission

“Electronic transmission” means 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 Corporation in the state of Washington is 120 N. Pine Street, # 252, Spokane, WA 99202. The Corporation may have such other offices within or without the state of Washington 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 Corporation at all times.

3.2 Number and Qualification

There shall be no fewer than thirteen (13) and no more than twenty-six (26) voting directors of the Corporation. All directors must be at least eighteen (18) years of age. None of the director positions are subject to residency requirements. Some of the directors are categorically appointed and some shall be elected by the Board.

3.2.1 **Appointed Directors.** The following director positions are perpetually appointed as ex officio directors or until these bylaws are otherwise amended. The Mayor, Council President, and County Commissioner may authorize a non-voting representative to attend meetings on their behalf, who shall not otherwise be counted for purposes of establishing a quorum. The highest-ranking local official listed in (d) hereunder may authorize a voting representative that replaces him/her on the Board. Notwithstanding, the highest-ranking local official retains the responsibility to authorize or replace his/her voting representative at all times.

- a. Mayor, City of Spokane

- b. City of Spokane Council President
- c. Spokane County Commissioner
- d. The highest-ranking local representative from the following institutions:
 - i. Community Colleges of Spokane
 - ii. Eastern Washington University
 - iii. Gonzaga University
 - iv. State-designated Associate Development Organization (ADO) for Spokane County
 - v. Washington State University Health Sciences Spokane
 - vi. Whitworth University
 - vii. University of Washington

3.2.2 **Elected Directors.** Up to sixteen (16) director positions shall be elected by the Board.

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

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 two (2) consecutive, three (3) year terms. Each director shall hold office for the term for which the director is elected or appointed and until the director's successor shall have been selected and qualified.

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 Corporation several duties. First, directors must act in good faith, meaning act with good intentions. Second, directors must act in the best interest of the Corporation. Directors have a special fiduciary relationship with the Corporation and have the duty to act for the benefit of the Corporation, not for their benefit. Third, directors must act with due care. As a fiduciary, the Board is entrusted with the Corporation'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 Corporation 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 particular expertise, then this person will be expected to utilize this greater knowledge and be held to this standard in her/his conduct. Fifth, each director and proxy must sign and comply with the Corporation's Conflict of Interest Policy and the Confidentiality Policy upon election or appointment.

3.5 Annual and Other Regular Meetings

An annual meeting of the Board of Directors shall be held by the end of November at the principal office of the Corporation or such other place within or without the State of Washington designated by the Board. The Board of Directors may specify by resolution the time and place, either within or without the state of Washington, for holding any other regular meetings of the Board of Directors.

3.5.1 Parliamentary Authority. The rules of Robert's Rules of Order (revised) shall govern the Association in all cases to which they apply, where they are not inconsistent with the Charter or with the special rules of order of the Association set forth in the Bylaws.

3.6 Special Meetings

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

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

3.7 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 voting directors.

3.8 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 or the Articles of Incorporation or these

Bylaws. The election of directors, amendment of the Bylaws, and the expansion of the Board shall be by a two-thirds vote of the Board. As of January 1, 2022, and under revised statute RCW 24.03A.565, voting proxies are not allowed on the Board.

3.9 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.

3.10 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 Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11 Action by Board Without a Meeting and Electronic Voting for Regular or Special Meetings

Any action permitted or required to be taken at a regular or special meeting of the Board may be taken without a meeting by **unanimous written or electronic consent** (even if the type of approval typically requires a simple majority or two-thirds majority) of the voting directors given the action(s) are clearly set forth in a record accompanying or contained in the notice to voting directors of the action without a meeting, remain unchanged, and are approved by all the voting directors. A voting director may present a timely vote in writing or by electronic transmission. Action taken without a live meeting by written or electronic unanimous consent is effective when the last director provides consent, unless the consent specifies a later effective date. A meeting counting live votes and previously emailed votes is not allowed.

When a regular or special meeting has been called, and a board member is unable to attend the meeting in person or telephonically, written or electronic transmission of votes by directors is allowed before action is taken if the action(s) to be voted on are clearly set forth prior in a record accompanying or contained in the notice of the regular or special meeting, such as the meeting agenda, and the stated action remains unchanged during the actual meeting. In which case, written or electronic transmission of votes are counted for all purposes of quorum, count of votes, and fractions of total voting power present.

3.12 Board Committees

The Board of Directors may, by resolution adopted by a majority of directors, designate from among its directors one or more standing committees, each of which must have two (2) or more directors and shall be governed by the same rules regarding meetings, action without 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, or the Articles of Incorporation. 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.

3.12.2 Executive Advisory Committee. The Corporation is authorized to create an Executive Advisory Committee consisting of the officer positions described in Section 4.1 and any other directors and guests. The purpose of the Executive Advisory Committee is to support the Board of Directors in the implementation of the strategic plan and the administration of the organization. The Executive Advisory Committee also selects the Nominating Committee for approval by the Board.

3.12.3 Nominating Committee. By July 1st of each year, the Executive Advisory Committee of the Board of Directors shall appoint a Nominating Committee. The committee shall consist of the Mayor, City Council President, CEO, and three other Directors. The committee shall nominate one (1) candidate for each elected director whose term is expiring. Additionally, the committee shall nominate one (1) candidate for each officer position according to the term limitations prescribed in Section 4.2.

The Nominating Committee shall ensure that representatives from the following sectors meet the strategic plan objectives of sustainable and equitable community development and fill a preponderance of the elected director positions: large business/property owner, small business/property owner, non-profit organization, real estate and financing, life sciences and community health, transportation and mobility, workforce and business development, arts and cultural development, and energy, construction and design industries.

The Nominating Committee shall present its recommendation for officers and newly elected members to the Executive Advisory Committee and the Board of Directors before or at the annual meeting. The Board will hold separate votes to a) approve or reject the Nominating Committee's recommended slate of officers, b) approve or reject the Nominating Committee's recommendations for new and/or renewing elected directors, and c) approve the UDDA representatives to the UDPDA board.

3.13 Resignation

Any director may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Corporation, 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.

3.14 Removal

Any director, including the Chair, may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors excluding the director being removed.

3.15 Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director, or by reason of increasing the number of directors on the Board of Directors as provided in these Bylaws and may be filled by a two-thirds majority vote of the Board of Directors. Notwithstanding the foregoing, elections and appointments of board members to fulfill an unexpired term shall be undertaken consistent with the provisions of 3.2 herein. A director elected

to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The fulfillment of an unexpired term shall not prejudice any director from subsequently fulfilling up to two, three-year terms on the board, as described in Paragraph 3.3.1 herein.

3.16 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 Corporation in any other capacity or from receiving reasonable compensation for such services and reasonable reimbursement for related expenses.

3.17 Dissolution

Dissolution of the Corporation shall be in the form and manner required by state law and these Bylaws.

3.18 Chief Executive Officer

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

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. Except for the Chair and Treasurer positions, the Secretary and Vice Chair positions may be filled by the same person. 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 by the end of November in an annual board 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 a 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 a 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 Corporation, 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 Chairperson

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 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 Past Chair

As needed, the Past Chair may serve on the Corporation's Executive Advisory Committee to provide guidance and historical perspective to the Executive Advisory Committee during the one year after his or her term as Chair and may perform other such duties as the board shall require.

4.9 Temporary Transfer of Powers and Duties

In case of the absence or illness of any officer of the Corporation, 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 Corporation, and that authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Corporation 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 Corporation shall be signed by the officer or officers, or agent or agents, of the Corporation 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 Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a Corporation-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 Corporation to any officer or any director.

ARTICLE 6. MISCELLANEOUS PROVISIONS

6.1 Books and Records

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

6.3 Copies of Resolutions

Any person dealing with the Corporation 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 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 Corporation shall be in such form as the directors shall determine.

6.6 Voting Requirement

Unless specifically declared otherwise, all matters affecting the Corporation may be determined by a vote of the directors, voting either in person or by telecommunication in compliance with section 3.9, or by email with unanimous consent in compliance with section 3.11.

SECRETARY’S OR CHAIRPERSON’S CERTIFICATION

The undersigned, being the Secretary or Chairperson of the University District Development Association, hereby certifies that these bylaws are the bylaws of the University District Development Association, adopted by resolution of the directors on the first day of May 2024 and become effective _____.

DATED this _____ day of _____, 2024.

Signature

**AMENDED AND RESTATED BYLAWS
OF THE UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION**

(Adoption Date: ~~May 1 January 1, 2023~~, 2024)

ARTICLE 1. DEFINITIONS

1.1 Corporation

“Corporation” means the University District Development Association, a Washington non-profit corporation. It is incorporated under Chapter 24.03 RCW.

1.2 Electronic Transmission

“Electronic transmission” means 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 Corporation in the state of Washington is 120 N. Pine Street, # 2592, Spokane, WA 99202. The Corporation may have such other offices within or without the state of Washington 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 Corporation at all times.

3.2 Number and Qualification

There shall be no fewer than thirteen (13) and no more than twenty-six (26) voting directors of the Corporation. All directors must be at least eighteen (18) years of age. None of the director positions are subject to residency requirements. Some of the directors are categorically appointed and some shall be elected by the Board.

3.2.1 **Appointed Directors.** The following ~~appointed~~ director positions are perpetually appointed as ex officio directors or until these bylaws are otherwise amended. The Mayor, Council President, and County Commissioner may authorize a non-voting representative to attend meetings on their behalf, who shall not otherwise be counted for purposes of establishing a quorum. The highest-ranking local official listed in (d) hereunder may authorize a voting representative that replaces him/her on the Board. Notwithstanding, the highest-ranking local official retains the responsibility to authorize or replace his/her voting representative at all times.:

- a. Mayor, City of Spokane
- b. City of Spokane Council President
- c. Spokane County Commissioner
- d. The highest-ranking local representative from the following institutions:
 - i. Community Colleges of Spokane
 - ii. Eastern Washington University
 - iii. Gonzaga University
 - iv. ~~State-State~~-designated Associate Development Organization (ADO) for Spokane County
 - v. Washington State University Health Sciences Spokane
 - vi. Whitworth University
 - vii. University of Washington

3.2.2 **Elected Directors.** Up to sixteen (16) director positions shall be elected by the Board.

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

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 two (2) consecutive, three (3) year terms. ~~Elected directors may serve two (2) consecutive terms.~~ Each director shall hold office for the term for which the director is elected or appointed and until the director's successor shall have been selected and qualified.

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 Corporation several duties. First, directors must act in good faith, meaning act with good intentions. Second, directors must act in the best interest of the Corporation. Directors have a special fiduciary relationship with the Corporation and have the duty to act for the benefit of the Corporation, not for their benefit. Third, directors must act with due care. As a fiduciary, the Board is entrusted with the Corporation'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 Corporation 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 particular expertise, then this person will be expected to utilize this greater knowledge and be held to this standard in her/his conduct. Fifth, each director and proxy must sign and comply with the Corporation's Conflict of Interest Policy and the Confidentiality Policy upon election or appointment.

3.5 Annual and Other Regular Meetings

An annual meeting of the Board of Directors shall be held by the end of November at the principal office of the Corporation or such other place within or without the State of Washington designated by the Board. The Board of Directors may specify by resolution the time and place, either within or without the state of Washington, for holding any other regular meetings of the Board of Directors.

3.5.1 Parliamentary Authority. The rules of Robert's Rules of Order (revised) shall govern the Association in all cases to which they apply, where they are not inconsistent with the Charter or with the special rules of order of the Association set forth in the Bylaws.

3.6 Special Meetings

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

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

3.7 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 voting directors.

3.8 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 or the Articles of Incorporation or these Bylaws. The election of directors, amendment of the Bylaws, and the expansion of the Board shall be by a two-thirds vote of the Board. ~~Any appointed director may elect to be represented in any and all matters before the board by a proxy, provided such representation is noted in writing to the UDDA Chair, and approved thereby, prior to any participation by said proxy, and further provided that said proxy need not be a current UDDA board member. Unless otherwise noted in the written proxy, the term of proxy service shall last through the current calendar year and may be renewed by the lead institutional appointed director for another calendar year via notice to the Chair.~~

As of January 1, 2022, and under revised statute RCW 24.03A.565, voting proxies are not allowed on the Board.

3.9 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.

3.10 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 Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11 Action by Board Without a Meeting and Electronic Voting for Regular or Special Meetings

Any action permitted or required to be taken at a regular or special meeting of the Board may be taken without a meeting by **unanimous written or electronic consent** (even if the type of approval typically requires a simple majority or two-thirds majority) of the voting directors ~~(including proxies)~~ given the action(s) are clearly set forth in a record accompanying or contained in the notice to voting directors of the action without a meeting, remain unchanged, and are approved by all the voting directors. A voting director may present a timely vote in writing or by electronic transmission. Action taken without a live meeting by written or electronic unanimous consent is effective when the last director provides consent, unless the consent specifies a later effective date. A meeting counting live votes and previously emailed votes is not allowed.

When a regular or special meeting has been called, and a board member is unable to attend the meeting in person or telephonically, written or electronic transmission of votes by directors ~~or proxies~~ is allowed before action is taken if the action(s) to be voted on are clearly set forth prior in a record accompanying or contained in the notice of the regular or special meeting, such as the

meeting agenda, and the stated action remains unchanged during the actual meeting. In which case, written or electronic transmission of votes are counted for all purposes of quorum, count of votes, and fractions of total voting power present.

3.12 Board Committees

The Board of Directors may, by resolution adopted by a majority of directors, designate from among its directors one or more standing committees, each of which must have two (2) or more directors and shall be governed by the same rules regarding meetings, action without 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, or the Articles of Incorporation. 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.

3.12.1 **Advisory Committees.** In addition to the Committees discussed in Section 3.12 above, the officers ~~shall have the ability to appoint~~may establish advisory or ad hoc committees ~~for~~ the Corporation at any time and for any duration.

3.12.2 **Executive Advisory Committee.** The Corporation is authorized to create an Executive Advisory Committee consisting of the officer positions described in Section 4.1 and any other directors and guests. ~~the Chair of the Development Committee and the Chair of the Business Committee. The Executive Committee may include invited guests at any time. The purpose of the Executive Advisory Committee is to support the Board of Directors in the implementation of the -the current sStrategic pPlan and oversee the administration development, and business needs and provide administrative oversight offer of the organization. The Executive Advisory Committee also selects the Nominating Committee for approval by the Board.~~

3.12.3 **Nominating Committee.** By July 1st of each year, the ~~Executive Advisory~~ Committee of the Board of Directors shall appoint a Nominating Committee ~~of five Directors.~~ The committee shall consist of the Mayor, ⁵ City Council President, CEO, and three other Directors. The committee shall nominate one (1) candidate for each elected director whose term is currently expiring. Additionally, the committee shall nominate one (1) candidate for each officer position according to the term limitations prescribed in Section 4.2.

The Nominating Committee shall ensure that representatives from the following ~~business~~ sectors meet the strategic plan objectives of sustainable and equitable community development and fill a preponderance of the elected director positions: large business/property owner, small business/property owner, non-profit organization, real estate and financing, development, healthcare, life sciences and /community health, and transportation and /mobility,; -workforce and business development, arts and cultural development, and energy, and construction and design industries, and sustainable equitable development.

The Nominating Committee shall present its recommendation for officers and newly elected members to the Executive Advisory Committee and the Board of Directors before or at the annual meeting. The Board will hold separate votes to a) approve or reject

the ~~N~~ominating ~~C~~ommittee's recommended slate of officers, ~~and b) to~~ approve or reject the ~~N~~ominating ~~C~~ommittee's recommendations for new and renewing elected directors, and c) approve the UDDA representatives to the UDPDA board.

~~3.12.4 Development Committee. The function of the Development Committee is to review and recommend matters regarding development in the University District to the full UDDA and/or UDPDA Board(s) for final decision-making. Any Board Member serving on the Development Committee may elect to be represented in any and all Development Committee matters by a proxy, provided such representation is noted in writing to the UDDA Chairman prior to any participation in the Development Committee by said proxy and further provided that said proxy need not be a current UDDA board member.~~

~~3.12.5 Business Committee. The function of the Business Committee is to review and recommend matters regarding business and property owner concerns around public safety, parking management, and urban beautification in the University District to the full UDDA and/or UDPDA Board(s) for final decision-making. Any Board Member serving on the Business Committee may elect to be represented in any and all Business Committee matters by a proxy, provided such representation is noted in writing to the UDDA Chairman prior to any participation in the Business Committee by said proxy and further provided that said proxy need not be a current UDDA board member.~~

3.13 Resignation

Any director may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Corporation, 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.

3.14 Removal

Any director, including the Chair, may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors excluding the director being removed.

3.15 Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director, or by reason of increasing the number of directors on the Board of Directors as provided in these Bylaws and may be filled by a two-thirds majority vote of the Board of Directors. Notwithstanding the foregoing, elections and appointments of board members to fulfill an unexpired term shall be undertaken consistent with the provisions of 3.2 herein. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The fulfillment of an unexpired term shall not prejudice any director from subsequently fulfilling up to two, three-year terms on the board, as described in Paragraph 3.3.1 herein.

3.16 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 Corporation in any other capacity or from receiving reasonable compensation for such services and reasonable reimbursement for related expenses.

3.17 Dissolution

Dissolution of the Corporation shall be in the form and manner required by state law and these Bylaws.

3.18 Chief Executive Officer

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

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. ~~The Past Chair is also an officer of the Corporation but takes that position without election and by way of finishing his or her term as Chair. Except for the Chair and Treasurer positions, the Secretary and Vice Chair positions may be filled by the same person.~~ 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 by the end of November in an annual board 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 a 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 a majority vote of the directors for the unexpired term of the vacant office.

4.3 Resignation

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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.

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As needed, ~~t~~The Past Chair ~~shall~~may serve on the Corporation's Executive Committee, ~~shall~~to provide guidance and historical perspective to the Executive Committee during the one year after his or her term as Chair, and ~~shall~~may perform other such duties as the board shall require.

4.9 Temporary Transfer of Powers and Duties

In case of the absence or illness of any officer of the Corporation, 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

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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 Corporation, and that authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Corporation 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 Corporation shall be signed by the officer or officers, or agent or agents, of the Corporation and in the manner as shall from time to time be prescribed by resolution of the Board of Directors.

5.4 Deposits

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ARTICLE 6. MISCELLANEOUS PROVISIONS

6.1 Books and Records

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6.6 Voting Requirement

Unless specifically declared otherwise, all matters affecting the Corporation may be determined by a vote of the directors, voting either in person or by telecommunication in compliance with section 3.9, or by email with unanimous consent in compliance with section 3.11.

SECRETARY'S OR CHAIRPERSON'S CERTIFICATION

The undersigned, being the Secretary or Chairperson of the University District Development Association, hereby certifies that these bylaws are the bylaws of the University District Development Association, adopted by resolution of the directors on the ~~_____~~ first day of ~~May~~ _____, 202~~42~~ and become effective ~~January 1,~~ 2023 _____.

DATED this _____ day of _____, 202~~42~~.

Signature

University District - 2024 Work Plan Tracking							
Strategic Plan		Community Development	Budgeted	Start	End	Update	
1	3.1.2	Move forward with 400-Block feasibility study around potential purchase price, financing, and programming	\$40,000	Q1 2024	Q3 2024	Avista waiting to EO year for appraisal. Juliet met with Roy Koegen with PFC Consults. Roy has offered to support the UD on an expense only basis around determining an optimal financing strategy for a mixed use development on the site. Juliet and Josh Jackman from Climbing Sports are presenting to Ashley Blake at Spokane Sports on April 29. Juliet meets with Rosalie Murrey Foundation on April 30 to discuss next steps around Childcare feasibility on the site. Evergreen Bioscience recommended 2-3 labs looking to expand to be considered on-site.	
1	3.1.1	Issue RFQ to establish and create U Vision 2044 Strategic Plan illustrations to market and communicate the District	\$200,000	Q1 2024	Q3 2024	Held kick off meeting with Mithun and partners on March 28. First phase to present to UDDA at Board Retreat on June 5. Mithun to host a Groundwork Forum on June 6 for community input.	
2	2.32; 2.41	Support community partners around business incubation development in UD including Evergreen Bioscience Innovation Lab and U Incubation Village		Q1 2024	Q3 2024	U Incubation Village meeting monthly. Preparing to pursue USDA and CERB Planning grant applications. AHANA, Spokane Workers Coop, Spokane Zero Waste, Whitworth University, and LINC Foods interested in being anchor tenants for application.	
3	3.1.5	Support continued development of a future Spokane Environmental Learning and Cultural Center (SELCC) on WSU campus	\$10,000	Q1 2024	Q4 2024	Serving on SELCC Board. Board working to develop and submit Bylaws for 501c3 status in June.	
3	1.1.2; 1.2.2	Per U Vision 2044, conduct code audit of City Code within the UDRA; conduct developer feedback processes such as focus groups; and best practices around development incentives nationwide	\$40,000	Q3 2024	Q4 2024	On hold until Q3/Q4; to be informed by District Conceptual Plan.	
4	3.4	Match to South Sub-area businesses toward feasibility of BID formation	\$10,000	Q1 2024	Q4 2024	Doug Trudeau and Jake Schwartz to coordinate with Dennis Wagner on May BID deep dive with the BC	
5	2.2.1; 2.2.2	Match to a regional Life Sciences and/or student retention campaign	\$10,000	Q1 2024	Q4 2024	Juliet working with SP3NW, GSI Life Sciences WA and Evergreen Biosciences on next steps based on Cushman Wakefield for Board engagement at October meeting	
6	3.4.3	Match to community partners (DSP, Spokane Arts, Visit Spokane) around Spokane Culture Corridor development if funded	\$20,000	Q1 2024	Q4 2024	Waiting to hear about Our Town grant funding. Expected March/April. Juliet meeting with new Spokane Arts ED, Skyler Oberst on April 25	
Economic & Asset Development			Budgeted	Start	End	Status	Update
1	2.4.2	Research legal processes and parameters around a UD Investment Fund including possible organizations to manage	\$2,000	Q1 2024	Q3 2024		Distributing Shuman report to possible Fund hosts for review.
2	Overarching	Grant writer for State, Federal and local grants in alignment with U Vision 2044 Strategies and develop database around district metrics and data for grant writing access	part of 545K	Q1 2024	Q3 2024		Issued RFQ for grant writer through 2027 to support UD infrastructure grant applications. Hosted information session to four possible applicants
3	Overarching	Support City Economic Development Team around developing support strategies in partnership with the County around the City-County PDA Interlocal Agreement		Q2 2024	Q4 2024		Meeting with City monthly.
University District - 2024 Work Plan Tracking							
Property & Infrastructure Development			Budgeted	Start	End	Status	Update
1	1.1.1	Move forward with development of Riverside Ave, Riverside Pocket Park, and Grant Ave complete streets including releasing A&E design RFQ to define scope and readiness for grant and loan apps (state public works loan/grant program, July 2024)	\$250,000	Q1 2024	Q4 2024		City wants to manage and implement design and construction of Riverside Avenue, curb to curb paving. Work to be completed in early 2025. Pocket Park and Grant on hold post Mithun work.
2	3.1.4; 3.1.5	RFQ for public private partnership for 80% AMI housing Q1/Q2. If not viable, RFQ for broker services and begin surplus process. Apply for grant funding as appropriate (Commerce Housing Trust Fund, Building Electrification, Building for the Arts)	\$8,000	Q1 2024	Q3 2024		One Proposal received from deChase Millsis, Bouten and GGLO. Chuck, Juliet and Teresa to meet on April 25 to discuss evaluations.
3	3.4.2	Work with Avista and South Sub-area businesses to install lighting along alleyways	\$20,000	Q1 2024	Q3 2024		11 public lights identified in south sub-area. Juliet meeting with Avista to determine additional lights north of No U near the Centennial trail. Cost will be an annual subscription.
4	3.4.3	Work with EWU around the installation of three signs in regard to Catalyst wayfinding	\$15,000	Q1 2024	Q3 2024		Signs to be installed before EO June
5	3.2.2	Match for design and implementation of kayak put-in north of NoLi in partnership with Spokane River Forum, Trout Unlimited, State Parks, and the Centennial Trail	\$22,500	Q1 2024	Q3 2024		Juliet met with Spokane River Forum and SPVW about alternative location north of Iron Bridge. Spokane River Forum setting up meeting with Parks.
6	1.1.1	Support City Staff in Pacific Ave design as a complete street. Provide UDPDA committed design dollars to this effort.	\$85,000	Q1 2024	Q4 2024		City leading two design efforts along Pacific: one funded by State Transportation Board (Sherman to DT) let by Kevin Picanco; other from Sherman to E Sprague business district going east led by Colin Quinn Hurst. Colin presented to DC in Jan.
Marketing & Communications			Budgeted	Start	End	Status	Update
1	3.1.1	Develop District marketing materials around U Vision initiatives as needed	\$9,450	Q2 2024	Q4 2024		U Incubation Village flyer completed.
2	3.4.3	Support design of UD banner. Work with City and universities to implement.	\$2,460	Q2 2024	Q4 2024		Banner design underway for review. Looking to convene in late Q2 with higher ed partners to review design options and locations.
Notes: Orange: Focus Area; Blue: Dependent on Others							



University District Development Association (UDDA)

Board of Directors' Retreat Agenda - DRAFT

Wednesday, June 5, 2024, 10 AM - 2 PM

In-Person Only at Empire Health Foundation

Retreat Objectives: To hear a report on the history of the UD and to be introduced to and engage with the District Conceptual Plan work and how it specifically helps to implement the U Vision 2044.

10:00 Welcome, Retreat Objectives, and Land Acknowledgment - *Dugger*

10:10 Introductions: Why are we here? – *Sinisterra*

10:30 “A Peoples’ History of the UD” – *Sinisterra*

10:50 Presentation: District Conceptual Plan (DCP) Overview – *Mithun Team*

Mithun will present an overview of project goals and a summary analysis including UD assets and demographics, resilience opportunities, and challenges, followed by interactive exercises to generate ideas.

11:20 DCP Group Break-Out Exercise – *Mithun Team*

12:00 Break for Buffet Lunch

12:30 DCP Group Break-Out Exercise – *Mithun Team*

1:30 Closing: Group Feedback Exercise – *Sinisterra*

2:00 Adjourn

2024 UD Board Meetings

- September 4 (annual meeting) – WSU hosts at new Medicine Bldg
- October 2 – hosted by Avista
- December 4 – at Spokane Art School (Holiday Party and Impact Award presentation, DCP poster exhibit, no business meeting)