



UNIVERSITY
DISTRICT

University District Public Development Authority (UDPDA) Board of Directors' Meeting Agenda

Wednesday, December 6, 2023 – 3:30 – 4:05 PM

Bouten Construction, 627 Napa St, Spokane WA 99202, downstairs Learning Center

Zoom link <https://us02web.zoom.us/j/83735705228?pwd=VOIIRkNLNmV4U0N0TkNadEIOYjRhQT09>

Meeting ID: 837 3570 5228; Passcode: 628659

Dial by your location +1 253 205 0468 US; +1 253 215 8782 US (Tacoma)

3:30 Welcome, Call to Order, Administrative Actions – Myhre (past Chair)

- **Welcome Council President Wilkerson**
- **Proposed MOTION** – Consent Agenda
 - Draft September 6 UDPDA board annual meeting minutes
 - UDPDA financials as of October 31, 2023
- UDPDA 2024 meeting times discussion

3:40 UD Development Updates – Sinisterra

- 400-Block update
- 201 West Main update and next steps – *Sinisterra and Hume*
- Requested MOTION to list 201 West Main property for sale subject to requirements of City of Spokane Statutory Warranty Deed SP19245

3:50 U Vision 2044 Strategic Plan – Sinisterra

- Presentation of 2024 Work Plan, discuss and MOTION to approve
- Presentation of 2024 Budget, discuss and MOTION to approve
- Requested MOTION to approve U Vision 2044 Strategic Plan

4:05 Adjourn – Next UDPDA Meeting February 7, 2024

2024 UD Board Meetings (3:30 UDPDA start)

- February 7 – hosted by Whitworth
- March 6 – *location TBD*
- April 3 – hosted by SRTC
- May 1 – hosted by GSI
- September 4 (annual meeting) – *location TBD*
- October 2 – hosted by Avista
- December 4 – at Steam Plant Rooftop (Holiday Party and Impact Award presentation, no business meeting)



University District Public Development Authority (UDPDA) Minutes - DRAFT

Annual Meeting, Wednesday, September 6, 2023, from 3:35 – 4:00 PM, In-Person at Providence Sacred Heart Medical Center's Mother Joseph Room and Via Zoom

Board Members Present: Teresa Dugger, Steve MacDonald (via Zoom), Lindsey Myhre, Katy Sheehan, Juliet Sinisterra, and Amber Waldref (via Zoom)

Board Members Absent: Council President Lori Kinnear

Call to Order, Welcome, and Administrative Actions

Dugger called the meeting to order at 3:35 PM and thanked Providence for hosting. Dugger reminded the group of the Public Decorum Guidelines and then asked for a **MOTION to approve the UDPDA financials as of July 31, 2023, the Q2 Treasurer's Report, and the June 7, 2023, UDPDA board meeting minutes** (Myhre) and seconded (Sheehan) and passed unanimously.

Nominating Committee (NC) Update and Board Vote on 2024 Positions

Confirming that a 2/3 majority of members were present, Dugger asked for the following motions:

- **MOTION to approve the 2024 UDDA representatives (Murphy and Dugger) to the 2024 UDPDA board contingent upon UDDA board approval** (Sinisterra) and seconded (Myhre) and passed unanimously.
- **MOTION to reappoint Sheehan for another one-year term** (Myhre) and seconded (Waldref) and passed unanimously.
- **MOTION to approve 2024 UDPDA officers contingent upon UDDA approval of Dugger and Murphy: Chair – Dugger, Vice-Chair – Sheehan, Secretary – Sinisterra, Treasurer - Murphy** (Myhre) and seconded (Sinisterra) and passed unanimously.

UD Development Updates

Sinisterra shared that the Emerald team—who was the only respondent to the Request for Proposals for the 400 East Sprague Block mixed-use/parking structure solicitation—has decided not to proceed with a Disposition and Development Agreement (DDA) as they were unable to make conceptual models pencil financially. As a result, the Agreement to Negotiate Exclusively (ANE) with the Emerald team has terminated.

The board was reminded that in addition to owning five parcels in the 400-Block, Avista Development Corp (ADC)—responding to the UDPDA's interest to control the highest/best use of a highly catalytic site at the base of the South Landing—coordinated the consolidation and clean-up of two additional parcels and drafted a Right of First Offer (ROFO) with the UDPDA for all seven parcels.

Sinisterra, Troy Dehnel (ADC), and consultant Steven Wood (Century Pacific PLLC) met to discuss ROFO next steps and concluded a fair market appraisal is needed for the key 400-Block parcels. Sinisterra will report back to the board on the results.

Sinisterra also updated the board on community partners who remain engaged around the activation of the 400-Block including Spokane Public Schools, McKinstry, and EWU.



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Some members wondered if we need to reconsider the parking structure model given Emerald's unfavorable proformas, WSU's excess available parking, trending loan rates, and the city's overlay for downtown parking requirements. Dugger noted that the UDPDA remains interested in owning land and controlling key catalytic sites. Sinisterra added that based on years of parking analysis and projection research and ongoing workforce housing needs, a mixed-use parking structure in a central location is still important but that the market does not seem to support that investment right now. The board suggested forming a focus group of developers to learn more about potential strategies and options going forward.

Dugger asked for public comment and hearing none, reminded the group that the next meeting is December 13 at Bouten Construction, and she adjourned the meeting at 3:59 PM.

Juliet Sinisterra, Secretary

Date




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University District Public Development Authority (UDPDA) Voucher Certification – July 2023 Close

Per the Office of the Washington State Auditor and the BARS Voucher Certification and Approval Process set forth here https://www.sao.wa.gov/bars_cash/accounting/expenditures/voucher-certification-and-approval/, I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described, or that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the (city/county/district), and that I am authorized to authenticate and certify to said claim. **The following voucher/warrants/electronic payments were approved for payment and cleared the UDPDA bank account:**

Date	Voucher Warrant #	Description	Amount
7/12	ACH	Philadelphia Insurance commercial package	444.00
7/14	ACH	Avista utility bill for 201 W Main Ave	122.19
7/19	ACH	City utilities for 201 W Main Ave	172.15
7/20	Online xfer	University District Development Assoc per contract	16,600.00
7/20	Online xfer	To UDPDA MM	400,000.00
7/11	1179	Witherspoon Brajcich McPhee	1,176.25
7/11	1180	Philadelphia Insurance general and professional liability	446.00
7/11	1181	OAC Services, Inc. per contract	229.00
7/13	1182	Tiny's Service and Maintenance for 201 W Main	432.00
7/18	1183	Department of Revenue – data processing fee for 2021 sales tax	191.85
7/19	1184	Rooted Commercial Landcare – 201 W Main	236.75
7/19	1185	KH property management per contract	250.00
7/27	1186	Community Minded Enterprises meeting facilitation (reissue 1173)	450.00
7/21	1187	KH Consulting per contract	1,750.00
7/18	1188	Baldwin Sign Co – revised signs on Hamilton to include UW GU Health Partnership	2,310.80


Juliet Sinisterra, CEO, UDDA


Date

UD Public Development Authority
Balance Sheet
As of October 31, 2023

	<u>Oct 31, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
10128 · NUM Checking UDPDA	376,815.20
10129 · NUM MM UDPDA	703,370.31
Total Checking/Savings	<u>1,080,185.51</u>
Total Current Assets	1,080,185.51
Fixed Assets	
12005 · Fixed Asset	515,930.00
Total Fixed Assets	<u>515,930.00</u>
TOTAL ASSETS	<u><u>1,596,115.51</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	-4,575.00
Total Accounts Payable	<u>-4,575.00</u>
Total Current Liabilities	<u>-4,575.00</u>
Total Liabilities	-4,575.00
Equity	
32000 · Retained Earnings	510,724.24
32001 · 201 W Main	515,930.00
Net Income	574,036.27
Total Equity	<u>1,600,690.51</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,596,115.51</u></u>

UD Public Development Authority Profit & Loss Budget vs. Actual January through October 2023

	Jan - Oct 23	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
3000000 · REVENUES				
3300000 · INTERGOV REVENUES				
3370000 · LOCAL GRANTS ENTITLMNT OTHER				
3370001 · Local Grants Entitlements	135,000.00	50,000.00	85,000.00	270.0%
3371000 · Property Tax	156,777.26	168,950.00	-12,172.74	92.8%
3372000 · Sales Tax	406,114.00	533,002.50	-126,888.50	76.2%
Total 3370000 · LOCAL GRANTS ENTITLMNT OTHER	697,891.26	751,952.50	-54,061.24	92.8%
Total 3300000 · INTERGOV REVENUES	697,891.26	751,952.50	-54,061.24	92.8%
3600000 · MISC REVENUES				
3610000 · INTEREST, OTHER EARNINGS				
3611000 · Investment Earnings	2,840.81	125.00	2,715.81	2,272.6%
Total 3610000 · INTEREST, OTHER EARNINGS	2,840.81	125.00	2,715.81	2,272.6%
3620000 · RENTS AND LEASES	14,592.74	6,400.00	8,192.74	228.0%
3690000 · OTHER	1,000.00			
Total 3600000 · MISC REVENUES	18,433.55	6,525.00	11,908.55	282.5%
3800000 · OTHER INCR IN FUND RESOURCES				
3890000 · CUSTODIAL ACTIVITIES				
3891000 · Refundable Deposits	1,000.00			
Total 3890000 · CUSTODIAL ACTIVITIES	1,000.00			
Total 3800000 · OTHER INCR IN FUND RESOURCES	1,000.00			
Total 3000000 · REVENUES	717,324.81	758,477.50	-41,152.69	94.6%
Total Income	717,324.81	758,477.50	-41,152.69	94.6%
Expense				
5000000 · EXPENDITURES				
5580000 · CMTY PLANNING ECON DEV				
5586000 · Planning				
5586040 · Planning Services	129,780.80	517,357.00	-387,576.20	25.1%
Total 5586000 · Planning	129,780.80	517,357.00	-387,576.20	25.1%
5587000 · Economic Development				
5587040 · Econ Dev Services	-33,685.43	216,650.00	-250,335.43	-15.5%
Total 5587000 · Economic Development	-33,685.43	216,650.00	-250,335.43	-15.5%
Total 5580000 · CMTY PLANNING ECON DEV	96,095.37	734,007.00	-637,911.63	13.1%
5590000 · PROPERTY DEVELOPMENT				
5593000 · Prop Dev Depr Amor Xfer Out				
5593040 · Prop Dev Services	30,471.57	16,666.68	13,804.89	182.8%
5593060 · Prop Dev Capital Outlay	0.00	10,000.00	-10,000.00	0.0%
Total 5593000 · Prop Dev Depr Amor Xfer Out	30,471.57	26,666.68	3,804.89	114.3%
Total 5590000 · PROPERTY DEVELOPMENT	30,471.57	26,666.68	3,804.89	114.3%
5800000 · OTHER DECR IN FUND RSRCS	0.00	0.00	0.00	0.0%
5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR				
5910000 · REDEMPTION OF DEBT	0.00	0.00	0.00	0.0%
5920000 · INTEREST OTHR DBT SVC COST	12,100.00	12,100.00	0.00	100.0%
5940000 · CAPITAL EXPEND/EXPENSES				
5945800 · Cap Exp CmtyPlan/EconDev	4,621.60			
Total 5940000 · CAPITAL EXPEND/EXPENSES	4,621.60			
Total 5900000 · DBT EXP, CAP OUTLAYS, OTHR DECR	16,721.60	12,100.00	4,621.60	138.2%
Total 5000000 · EXPENDITURES	143,288.54	772,773.68	-629,485.14	18.5%
Total Expense	143,288.54	772,773.68	-629,485.14	18.5%
Net Ordinary Income	574,036.27	-14,296.18	588,332.45	-4,015.3%
Net Income	574,036.27	-14,296.18	588,332.45	-4,015.3%



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University District Public Development Authority (UDPDA) Voucher Certification – August 2023 Close

Per the Office of the Washington State Auditor and the BARS Voucher Certification and Approval Process set forth here https://www.sao.wa.gov/bars_cash/accounting/expenditures/voucher-certification-and-approval/, I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described, or that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the (city/county/district), and that I am authorized to authenticate and certify to said claim. **The following voucher/warrants/electronic payments were approved for payment and cleared the UDPDA bank account:**

Date	Voucher Warrant #	Description	Amount
8/15	ACH	Avista utility bill for 201 W Main Ave	139.59
8/17	ACH	City utilities for 201 W Main Ave	212.78
8/24	Online xfer	University District Development Assoc per contract	16,600.00
8/10	Online xfer	To UDPDA MM	265,000.00
7/28	1190	Allied Security – 201 W Main	137.34
8/1	1191	Greene Economics per contract	25,000.00
8/2	1192	UDDA – reimburse for Grainger light bulbs	216.82
8/2	1193	Tiny's Service and Maintenance for 201 W Main	754.28
8/3	1194	Century Pacific per contract	3,961.25
8/4	1195	Go Joe Patrol – 201 W Main	218.68
8/7	1196	GSI Advantage Spokane	2,500.00
8/8	1197	Rooted Commercial Landcare – 201 W Main	825.35
8/8	1198	Kiemle Hagood per contract	250.00
8/15	1199	KH Consulting per contract	300.00
8/15	1200	Kiemle Hagood – 201 front door	465.38
8/15	1201	Allied Fire and Security	163.34
8/21	1202	City of Spokane, FARP	165.00
8/21	1203	Witherspoon Brajcich McPhee	2,355.00


Juliet Sinisterra, CEO, UDDA


Date



UNIVERSITY DISTRICT

University District Public Development Authority (UDPDA) Voucher Certification – September 2023 Close

Per the Office of the Washington State Auditor and the BARS Voucher Certification and Approval Process set forth here https://www.sao.wa.gov/bars_cash/accounting/expenditures/voucher-certification-and-approval/, I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described, or that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the (city/county/district), and that I am authorized to authenticate and certify to said claim. **The following voucher/warrants/electronic payments were approved for payment and cleared the UDPDA bank account:**

Date	Voucher Warrant #	Description	Amount
9/15	ACH	Avista utility bill for 201 W Main Ave	365.62
9/18	ACH	City utilities for 201 W Main Ave	299.97
9/22	Online xfer	University District Development Assoc per contract	16,600.00
9/6	1189	Bouten Construction – 201 W Main ceiling tiles	1,823.57
9/7	1204	Hanover Insurance – 201 W Main property insurance	2,953.48
9/12	1205	Kiemle Hagood – 201 W Main property management	250.00
9/19	1206	Century Pacific – per contract	4,162.50
9/14	1207	Go Joe Patrol – 201 W Main	534.22
9/18	1208	Tiny's Service and Maintenance for 201 W Main	654.00
9/20	1209	Rooted Commercial Landcare – 201 W Main	285.80
9/29	1210	KH Consulting – grant writing per contract	1,800.00
9/29	1211	All Star Glass – 201 W Main front door	1,649.82
9/26	1212	Ardurra Group – grant writing per contract	5,472.50

Juliet Sinisterra, CEO, UDDA

10.9.23

Date




UNIVERSITY DISTRICT

University District Public Development Authority (UDPDA) Voucher Certification – October 2023 Close

Per the Office of the Washington State Auditor and the BARS Voucher Certification and Approval Process set forth here https://www.sao.wa.gov/bars_cash/accounting/expenditures/voucher-certification-and-approval/, I, the undersigned, do hereby certify under penalty of perjury that the materials have been furnished, the services rendered or the labor performed as described, or that any advance payment is due and payable pursuant to a contract or is available as an option for full or partial fulfillment of a contractual obligation, and that the claim is a just, due and unpaid obligation against the (city/county/district), and that I am authorized to authenticate and certify to said claim. **The following voucher/warrants/electronic payments were approved for payment and cleared the UDPDA bank account:**

Date	Voucher Warrant #	Description	Amount
10/17	ACH	Avista utility bill for 201 W Main Ave	288.22
10/23	ACH	City utilities for 201 W Main Ave	363.59
10/23	Online xfer	University District Development Assoc per contract	16,600.00
10/13	1214	Flynn BEC LLP – 201 W Main roof leak fix	1,012.61
10/17	1215	Allied Fire and Security – 201 keys	34.34
10/19	1216	Century Pacific – per contract	2,925.00
10/12	1217	GoJoe Patrol – 201 W Main	468.60
10/16	1218	Kiemle Hagood – per contract	250.00
10/17	1219	Ardurra Group – Complete Streets grant	4,477.50
10/25	1220	KH Consulting – grant writing per contract	200.00
10/17	1221	Tiny's Service and Maintenance – 201 W Main	654.00
10/18	1222	Rooted Landscaping – 201 W Main	247.98
10/17	1223	Witherspoon Brajcich McPhee	1,380.00
10/24	1224	Ardurra Group – DOT SMART grant writing	16,381.25
10/24	1225	University District Dev Assoc – reimb for Oro Consulting grant writing	5,172.80 ✓


Juliet Sinisterra, CEO, UDDA

11.7.23
Date



May 23, 2018

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

RE: UNIVERSITY OF WASHINGTON SPOKANE CENTER SITE

Dear President Stuckart:

On behalf of the University District Public Development Authority (UDPDA) Board of Directors, we are submitting the attached Letter of Intent (LOI) to request transfer of City owned surplus property at the corner of West Main Avenue and North Browne Street (the University of Washington Spokane Center site) to the UDPDA with a closing date of October 15, 2018.

Given the UDPDA's broad powers provided under Section 5.1 of its Charter and under RCW 35.81, the UDPDA has the opportunity to conduct community renewal activities; acquire, manage, rehabilitate and oversee the development and operation of properties; spur private sector growth for economic gain and diversification, including downtown revitalization; and to encourage the highest and best use of urban land, infrastructure, natural resources and buildings.

Acquiring the Spokane Center site is extremely strategic for the UDPDA. In the near-term, it allows the UDPDA to begin owning and managing income producing property. Longer term, it provides the potential to anchor an "innovation corridor" connecting the downtown business core with the outstanding campuses, talent and infrastructure in the core of the University District. Residents, visitors, business and property owners, students and employees would benefit from this placemaking opportunity to spark redevelopment along key thoroughfares downtown.

This request is also intended to fulfill several the City's well documented desires and intentions, such as the City Council's unanimously-passed resolution 2018-0010 directing the evaluation and transfer of properties, including this site, to the UDPDA.

Additionally, this purchase would defray the City's historical annual funding obligation from the General Fund to the University District via a step-down plan commencing in 2019. The City's annual \$40K funding level would decrease by \$10K each year as follows (and cease as of January 1, 2022):

- January 1, 2019 \$30K
- January 1, 2020 \$20K
- January 1, 2021 \$10K



Note that this step-down plan does not in any way apply to any other past, present or future City funding obligations to the University District.

The City established the UDPDA with the clear purpose of promoting economic development and placemaking to ensure Spokane creates vibrant and ongoing opportunities for all its stakeholders. For years the City has discussed the need to fully 'stand-up' the UDPDA with real property. This specific City property will provide a much needed asset to fulfill the UDPDA's mission and ensure this critical location is developed to its highest and best use.

Please do not hesitate to contact me if you have any concerns or questions.

Kind regards,

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

Lars Gilberts
CEO
University District Development Association



May 23, 2018

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

**RE: LETTER OF INTENT TO PURCHASE THE UNIVERSITY OF WASHINGTON SPOKANE CENTER
SITE AT THE CORNER OF WEST MAIN AVE AND NORTH BROWNE STREET**

Dear President Stuckart:

On behalf of the University District Public Development Authority (UDPDA) Board of Directors, this is a Letter of Intent (LOI) to purchase the subject property (a legal description to be included in the Purchase and Sale Agreement). This letter is not deemed an offer and this letter is not binding on Purchaser or Seller. This LOI is, however, an expression of our mutual intent to conduct serious negotiations and diligence which could result in a binding Purchase and Sale Agreement.

- | | |
|------------------------------|---|
| 1. Parties | Seller: City of Spokane
Purchaser: University District Public Development Authority (UDPDA) |
| 2. Property | University of Washington Spokane Center
Two parcels totaling approximately .32 acres at the corner of West Main Ave and North Browne Street – 201 and 207 West Main Avenue, Spokane, WA
A map is listed in Exhibit A. |
| 3. Parcel Numbers | 35184.0925 (.16 acres)
35184.0926 (.16 acres) |
| 4. Purchase Price | The Purchase Price shall be \$1 at closing, pursuant to RCW 39.33.010 "Sale, exchange, transfer, lease of public property authorized" |
| 5. Earnest Money | This is a transaction between two public entities, therefore Earnest Money does not apply. |
| 6. Purchaser's Contingencies | Purchaser's obligation to purchase the property will be subject to its waiving the following contingencies, in its sole and absolute discretion, on or before the dates provided for below. |

- (a) Title Approval by Purchaser of the conditions of the title. Provide title abstract less than thirty (30) days old. Deliver free simple title to the Property free of all liens, mortgages and title encumbrances.
- (b) Economic Feasibility Purchaser's determination at Purchaser's sole discretion, that the property is economically viable.
- (c) Studies Approval by Purchaser of building inspection report(s) and all soils, engineering, environmental and geotechnical studies. Seller shall assist Purchaser and Purchaser's agents by providing copies of any previous reports or studies in Seller's possession.
- Seller shall provide copies of all Property-related contracts, including tenant lease agreements, tenant-initiated maintenance requests, security/safety issues, etc.
- (d) State Property – Inventory and Right to Refuse Purchaser has the right to refuse any state equipment, tools, furniture, fixtures on the property. Seller shall provide Purchaser inventory of such items and proof of ownership and maintenance records.
- (e) Waiver Purchaser shall have one hundred eighty (180) days from full execution of the Purchase and Sale Agreement to waive the contingencies set for in Section 6. If Purchaser does not waive the contingencies by the applicable dates, then the Agreement shall terminate.
- (f) Additional Due Diligence Purchaser shall have the right to additional due diligence items to be agreed upon in the Purchase and Sale Agreement.
7. Title and Closing Costs Closing shall occur on October 15, 2018 at the office of the Closing Agent on or before sixty (60) days from waiver of contingencies. Title will be conveyed free of (a) all monetary encumbrances and defects, including all assessments levied and of record, (b) other title exceptions which are "Disapproved Exceptions" under procedures to be set for in the Purchase and Sale Agreement.
- Seller shall be responsible for all transfer taxes and closing

- costs payable by reason of the sale to Purchaser. Each party shall bear the costs and disbursements of its own counsel.
8. Seller's Contingencies Purchaser and Seller acknowledge that Seller may be required to "surplus" the property. In the event City Council does not approve a motion to designate the site as "surplus", then the Purchase and Sale Agreement shall terminate.
9. Representation and Warranties Seller and Purchaser will make the usual and customary representations and warranties, which shall be set forth in the Purchase and Sale Agreement.
10. Seller Cooperation Seller shall cooperate with the Purchaser in the satisfaction or removal of contingencies to closing.
11. Confidentiality The parties will maintain the confidentiality of the terms of the transaction and the contents of this Letter of Intent and all related transaction documents, except as otherwise required to be disclosed by applicable law.
12. Exclusivity From and after the date of mutual execution of this Letter of Intent, neither the City nor its employees, representatives, agents or other affiliates shall, directly or indirectly:
- (a) Solicit, initiate or engage in discussions or negotiations with any other person, encourage any inquiries, proposals or offers by, or take any action intended or designed to facilitate the efforts of any entity, other than the UDPDA, to lease the Property, or to enter into a joint venture with any other party that involves the Property ("Competing Transactions").
 - (b) Provide non-public information with respect to the Property to any entity in connection with a possible Competing Transaction.
 - (c) Enter into any agreement with an entity other than the UDPDA providing for a possible Competing Transaction.
13. Binding/Nonbinding Effect Except as provided in the sections of this Letter of Intent entitled "Exclusivity" and "Governing Law; Venue" this Letter of Intent is not intended to create any legally



binding obligations on either party, and no such obligations will be created unless and until all the parties enter into definitive documents memorializing the transactions described herein.

14. Representation

Purchaser and Seller agree that the Purchaser will represent itself and that James Richmond of the City of Spokane will represent the Seller. Both parties acknowledge receipt of the Law of Real Estate Agency.

15. Governing Law;
Venue

The laws of the State of Washington govern the interpretation and enforcement of this LOI. In the event of a dispute regarding the binding provisions of this LOI, the prevailing party shall be entitled to recover attorney's fees and costs from the non-prevailing party. Venue for dispute resolution will be in Spokane County, WA.

If the foregoing is acceptable to you, please execute and date this Letter of Intent in the space provided below and return the executed original to me. If you have any questions regarding this Letter of Intent, or would like to talk further about the proposal, please call Lars Gilberts, 509-255-8093.

Accepted and Agreed (Seller)

Acknowledged (UDPDA)

Signature

Signature

By

By

Its

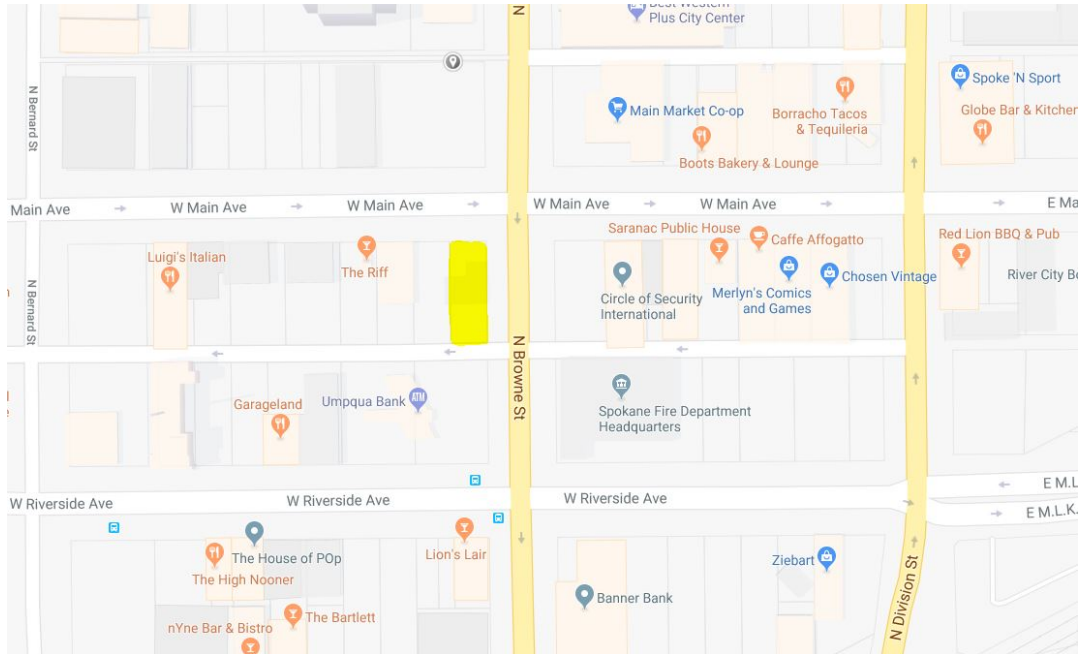
Its

Date

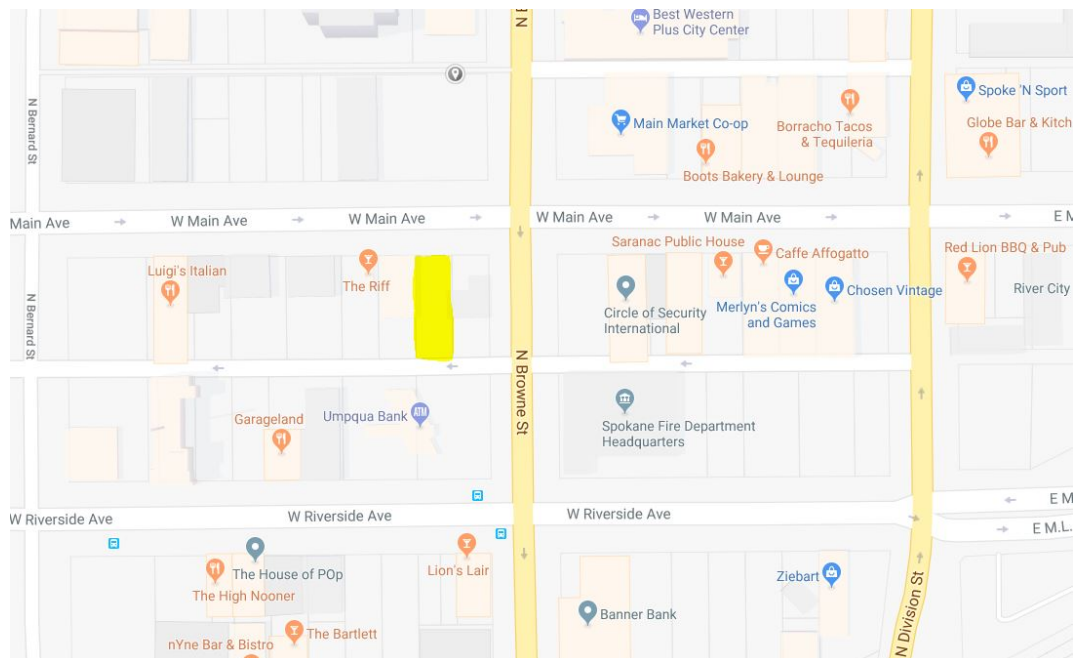
Date

Exhibit A – Map

35184.0925



35184.0926





ASSET MANAGEMENT
808 W. SPOKANE FALLS BLVD.
SPOKANE, WASHINGTON 99201-3343
509.625.6700
FAX 509.625.6349
spokaneengineering.org

July 13, 2018

LARS GILBERTS CEO
UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION
120 N PINE ST SUITE 232
SPOKANE WA 99202

RE: UNIVERSITY DISTRICT PROPERTIES

Dear Mr. Gilberts:

Thank you for your letters dated May 23, 2018 requesting to acquire several properties in the University District, specifically, the University of Washington Visitor Center, the properties at the terminus of Sherman Street and Sprague Avenue, and the N. Grant Street and E. Riverside Avenue property.

On behalf of Council President Stuckart and the City of Spokane, I thank you for your interest in the properties and will work with you going forward to towards a possible disposition that can be mutually beneficial to our respective and shared stakeholders.

I would like to focus our immediate efforts on the University of Washington Visitor Center property. This is an established commercial property with a defined cash flow that gives us the ability to set a precedent and create a template for the other properties. Moreover, this property has the earliest closing date amongst your three requests.

I recommend that we meet in person at your earliest convenience so we can discuss transfer terms suitable for the UDPDA as well as the City. Please feel free to call or email me to arrange our meeting.

Sincerely,

A handwritten signature in blue ink, appearing to read "Ed Lukas".

Ed Lukas, Asset Management Director
City of Spokane

(509) 625-6286
elukas@spokanecity.org

cc: Council President Ben Stuckart, City of Spokane

When recorded return to:

Keith S. Newell
Spokane County Title Company
1010 N. Normandie - Suite #203
Spokane, WA 99201

STATUTORY WARRANTY DEED

SP19245

SP19245

The Grantor, **CITY OF SPOKANE**, a Washington State municipal corporation, for and in consideration of **One Dollar and other valuable consideration** in hand paid, conveys, and warrants to **UNIVERSITY DISTRICT PUBLIC DEVELOPMENT AUTHORITY**, a Washington public corporation created pursuant to RCW 35.21.730 et seq., the following described real estate, situated in the County of Spokane, State of Washington:

Lots 1 and 2, Block 5, HAVERMALE'S ADDITION, as per plat recorded in Volume "A" of Plats, page 22, records of Spokane County;
Situate in the City of Spokane, County of Spokane, State of Washington.

Tax Parcel Numbers: 35184.0925 and 35184.0926

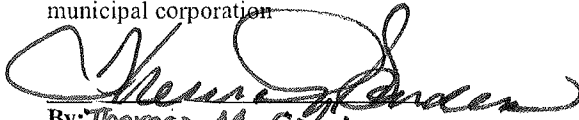
SUBJECT TO covenants, conditions, restrictions, reservations, easements and agreement of record, as set forth on Exhibit "A" attached hereto and made a part hereof;

SUBJECT TO the restriction that the real property legally described heretofore must be used by grantee University District Public Development Authority for purposes of economic development;

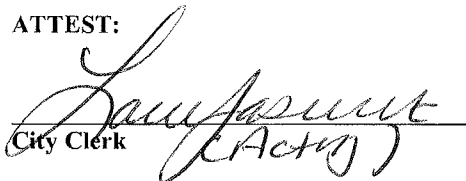
SUBJECT TO the covenant that any sale or encumbrance by said grantee must comply with the provisions contained in RCW 35.21.747, as now existing or hereafter amended.

Dated: ~~June~~ ^{JULY 2} _____, 2019

CITY OF SPOKANE, a Washington State
municipal corporation


By: Theresa M. Sanders
Its: City Administrator

ATTEST:


City Clerk (Acting)

APPROVED AS TO FORM:


Assistant City Attorney

STATE OF Washington }
 } ss.
COUNTY OF Spokane }

Theresa Sanders Laurie Farnsworth

I certify that I know or have satisfactory evidence that ~~DAVID A. CONDON~~ and ~~TERRI L. PFISTER~~ are the persons who appeared before me and said persons acknowledged that they signed this document, on oath stated that they were authorized to sign it and acknowledged it as the ~~Mayor~~ ^{City Administrator} and the ~~City Clerk~~ ^{Active City Clerk}, respectively, of the CITY OF SPOKANE, a municipal corporation, to be the free and voluntary act of such party for the uses and purposes therein mentioned.

Dated: ~~June~~ ^{July} 2, 2019

[Signature]
Notary Public in and for the State of Washington
Residing at Spokane
My appointment expires: May 9, 2022

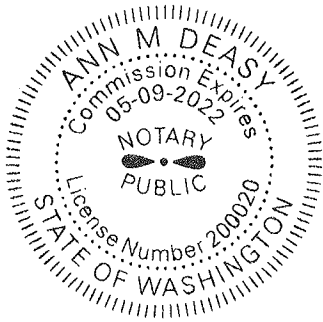


EXHIBIT "A"

Liability for general property taxes, if transferred to a non-exempt purchaser.

Unrecorded leaseholds, if any; rights of vendors and holders of a security interest on personal property installed upon the land; and rights of tenants to remove trade fixtures at the expiration of the term.

University District - 2024 Work Plan Tracking

STRATEGIC PLAN		COMMUNITY DEVELOPMENT	START	END	STATUS	UPDATE
1	3.1.2	Move forward with feasibility study around potential purchase price, financing, and programming of 400 Block	Q1 2024	Q3 2023		
1	3.1.1	Issue RFQ to establish and create illustrations to market and communicate the U Vision 2044 Strategic Plan of the District	Q1 2024	Q3 2023		
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		
3	3.1.5	Support continued development of a future Spokane Environmental Learning and Cultural Center on WSU campus	Q1 2024	Q4 2024		
3	1.1.2; 1.2.2	Based on U Vision 2044, conduct a code audit of City Code within the UDRA; conduct developer feedback processes such as focus groups; and best practices around development incentives nationwide	Q3 2024	Q4 2023		
4	3.4	Provide a match to South Sub-area businesses toward feasibility of BID formation	Q1 2024	Q4 2024		
5	2.2.1; 2.2.2	Provide matching dollars to a regional Life Sciences and/or student retention campaign	Q1 2024	Q4 2024		
6	3.4.3	Provide a match to community partners (DSP, Spokane Arts, Visit Spokane) around Spokane Culture Corridor development if funded.	Q1 2024	Q4 2024		
		ECONOMIC & ASSET DEVELOPMENT	START	END	STATUS	UPDATE
1	2.4.2	Research legal processes and parameters around a UD Investment Fund including possible organizations to manage	Q1 2024	Q3 2023		
2	Overarching	Pursue State, Federal and local grants in alignment with U Vision 2044 Strategies and develop database around district metrics and data for grant writing access.	Q1 2024	Q3 2024		
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		
		PROPERTY & INFRASTRUCTURE DEVELOPMENT	START	END	STATUS	UPDATE
1	1.1.1	Move forward with development of Riverside Avenue, Riverside Pocket Park, and Grant Avenue complete streets including releasing an A&E design RFQ to define scope and applying and readiness for grant and loan opportunities (State Public Works Loan/Grant Program, July 2024)	Q1 2024	Q4 2024		
2	3.1.4; 3.1.5	List 201 West Main for sale in Q1/Q2. If not sold, look to update 2023 feasibility study and release RFQ for public-private partnership per City sale agreement; apply for grant funding as appropriate (Commerce Housing Trust Fund, Building Electrification, Building for the Arts)	Q1 2024	Q3 2024		
3	3.4.2	Work with Avista and South Sub-area businesses to install lighting along alleyways	Q1 2024	Q3 2024		
4	3.4.3	Work with EWU around the installation of three signs in regard to Catalyst wayfinding	Q1 2024	Q3 2024		
5	3.2.2	Provide matching dollars toward design and implementation of a kayak put-in north of NoLi in partnership with Spokane River Forum, Trout Unlimited, State Parks, and the Centennial Trail	Q1 2024	Q3 2024		
6	1.1.1	Support City Staff in design of Pacific Avenue as a complete street. Provide UDPDA committed design dollars to this effort.	Q1 2024	Q4 2024		
		MARKETING & COMMUNICATIONS	START	END	STATUS	UPDATE
1	3.1.1	Develop District marketing materials around U Vision initiatives as needed	Q2 2024	Q4 2024		
2	3.4.3	Support design of UD banner. Work with City and universities to implement.	Q2 2024	Q4 2024		

Notes: Orange: Focus Area; Blue: Dependent on Others

UDPDA 2023 Estimated Close		UDPDA 2024 Pro Forma	
REVENUE	\$1,256,497	\$1,708,787	
County	\$50,000	County	\$50,000
City Estimated Property Tax	\$355,532	City Estimated Property Tax	\$278,852
City Estimated Sales Tax	\$778,930	City Estimated Sales Tax	\$745,632
Interest	\$4,617	Interest	\$4,000
201 W Main Lease (Manzanita House and Parking Est)	\$20,418	201 W Main Lease (Manzanita House and Parking Est)	\$30,000
Non Refundable Activity and Deposits	\$2,000	Estimated Carryover	\$600,303
Grant Revenue (ARPA)	\$45,000		
EXPENSE	\$656,194	\$1,374,294	
Community Planning	\$156,066	Community Planning	\$288,000
Cascadia Partners - Urban Data/Market Analysis	\$17,353	District Econ Dev Incentive Study & Dev Focus Groups	\$40,000
Century Pacific	\$27,000	400 Block Feasibility Study	\$40,000
Coworking Business Plan	\$10,000	201 West Main Feasibility Study (revised) - Q3	\$8,000
Life Sci Study	\$10,000	U Vision District Concept Design Master Plan	\$200,000
District Ecological Asset Pre-Design Study	\$75,000		
201 West Main Feasibility Study	\$16,713		
Economic Development	\$277,432	Economic Development	\$326,824
UDDA Service Contract	\$199,200	UDDA Service Contract	\$246,924
Legal	\$14,500	Legal	\$15,000
Graphic Design	\$11,640	Graphic Design	\$11,700
Economic Reports/Databases	\$2,500	Economic Reports/Databases	\$4,700
Grant Writing	\$41,300	Grant Writing	\$45,000
Appraisals	\$7,800	Data Analysis Research (UD Specific)	\$3,500
Other	\$492		
Cap Exp and Property Development (A&E; Construction; Land)	\$61,413	Cap Exp and Property Development (A&E; Construction; Land)	\$437,500
201 West Main Operating Costs	\$44,791	201 West Main Operating Costs	\$25,000
201 West Main TI Expense	\$12,000	Riverside/Grant Complete Street Design (20%)	\$250,000
Pacific Avenue A&E	\$0	South Sub-Area Alley Lighting	\$20,000
Riverside Avenue/Pocket Park A&E	\$0	EWU Wayfinding	\$15,000
Reserve: Spokane Art School TI/Partnership	\$0	Pacific Avenue A&E (City Design Support)	\$85,000
Wayfinding	\$4,622	NoLi Kayak Put In Design (match)	\$22,500
		Spokane Culture Corridor Design (match if funded)	\$20,000
Sprague Avenue Debt Servicing	\$161,283	Sprague Avenue Debt Servicing	\$321,970
Est Net Income	\$600,303	Est Net Income	\$334,493
		UDDA Money Market	\$162,000
		UDPDA Money Market	\$701,000
			\$1,035,493

*Dev Focus Groups; Code Audit; City Match?
Real Estate Consulting; A&E studies
Q3 only post-listing*

*U Vision Booklet, Banner Design, U Incubation Village
CoStar; Advantage Spokane; Economic Reports
CERB, USDA, State PW, SELCC, Federal IRA
For grant prep/ongoing resource*

To UDPDA Money Market

U VISION: Strategic Plan: Goals, Strategies and Tactics

November 1, 2023

Goal 1. Pioneering Urban Systems in Energy, Infrastructure, and Mobility

	Year	Notes
Strategy 1.1 Innovative Energy and Nature-informed Infrastructure		
1.1.1 Riverside Avenue, adjacent Pocket Park; Pacific Avenue Complete Street Construction; Grant Avenue linking Riverside to Pacific Avenue	2024	<p>Estimated Capital Costs: \$6.5 million</p> <p>\$550,000 from sale of Boxcar site can go to sidewalks</p> <p>Commerce Public Works Trust Fund Due July 2024: \$6 million ask; \$300,000 of that can be a grant.</p> <p>Explore shared costs via formation of LID with adjacent property owners Begin Design Work in Q1 2024</p> <p>WA State Department of Ecology Water Quality Combined Funding Program for stormwater. Opens August 2024. Low-Interest Loan Program. Meet with Shelly McMurray.</p>
1.1.2 Establish incentive-based, nature-informed infrastructure design standards	2024	Look to ways the Federal Infrastructure Reinvestment Act can reimburse via the Direct Pay program for municipalities
1.1.3 Support the work of EDO, Connected Communities, and INTENT around District decarbonization strategies	2024	See how the UD can support this work. Possible funding via Federal Infrastructure Reinvestment Act dollars or the Federal Low-Income Communities
1.1.4 Sherman Street – Complete Street Design and Construction	2025-6	Coordinate with City
1.1.5 Main Ave Gateway Design and Construction linking East End/W Main and WSU Campus	2025-6	Coordinate with City and WSU
1.1.6 Obtain national Eco-District Certification and Salmon Safe Certification	2025-6	
1.1.7 Springfield Avenue Complete Street – Superior to Cincinnati	2027-9	Coordinate with City
1.1.8 Create a stakeholder-coordinated marketing campaign that actively promotes the UD as a national energy innovation hub	2027-9	GSI, INTENT, Urbanova
1.1.9 Columbus Avenue Greenway – Trent to Mission	2030+	
1.1.10 Sharp Avenue Pedestrian Bridge linking UD to East Logan	2030+	
Strategy 1.2 Integrate Digital Equity and Access Investments		

1.2.1 Improve Life Sciences connectivity via integrated broadband infrastructure planning	Ongoing	Coordinate with City
1.2.2 Look to development incentives and funding	Ongoing	Coordinate with City
Strategy 1.3 Equitable, Accessible Multi-Modal Transportation		
1.3.1 Support City planning around bicycle lanes and improved pedestrian connections along 2 nd and 3 rd Avenues	2024	City Planning pursuing funding. Support STA in Connected Communities Application
1.3.2 Launch a Bike/Walk/Bus Campaign with Incentives	2024	Develop in partnership with STA and SRTC
1.3.3 Look to pilot electric micro-mobility programs with local and regional partners including a cargo bike program, autonomous vehicles, and/or transportation gondola	2025-6	Partner with Avista and Potential funding from the State Transportation Board (via Senator Lias's suggestion) WA State Transportation Reconnecting Communities Pilot
1.3.4 4 th and 5 th Avenue Bike Facility – Browne to Arthur	2027-9	
1.3.5 Sharp Avenue Bike Facility, Traffic Calming, Ped Bridge to East Logan	2027-9	
Strategy 1.4 Maximize, Expand, and Improve Parking Assets		
1.4.1 Develop a parking management strategy for the District looking to maximize street-level parking, incorporate underutilized private and publicly owned lots	2024	Apply for USDOT (Dept of Transportation) Grants Program for SMART Grant for purpose-driven innovation capacity for smart parking pilot. Due Fall 2023, \$500K.
1.4.2 Look to support development of parking structures as needed	Ongoing	
1.4.3 Coordinate a small business parking validation program	2025-6	
1.4.4 Implement a website that allows residents or businesses to see available parking for rent on a daily, weekly, or monthly basis including university campus parking available	2025-6	City of Spokane

Goal 2. Creating a Thriving, Prosperous District for All

LIFE SCIENCES	Year	Notes
Strategy 2.1 Support the development of a talent pipeline inclusive of DEIA factors and social uplift opportunities		
2.1.1 Create a social and economic uplift plan in partnership with Spokane Workforce Development Council and Launch NW to detail additional strategies for underrepresented and underemployed local talent. <i>CW study identified positive employment growth related to manufacturing and blue-collar jobs in life sciences as key opportunity.</i>	2025-6	UDPDA
Strategy 2.2 Invest in a unified and amplified marketing campaign with Life Sciences stakeholders around business development and attraction, and talent development and retention		

2.2.1 Support a collaborative graduate retention effort to limit the “brain drain” from Spokane’s higher education institutions, working to retain young, highly skilled workforce	2024+	GSI, Universities, Visit Spokane
2.2.2 Support coordinated effort to identify and support the development and marketing of a hyper-specific industry sector for the region	2024+	GSI, SP3NW, S3R3, Evergreen Bioscience
2.2.3 Work to partner on a coordinated Health & Wellness Festival in the District with stakeholders	2025-6	Fred Hutch OAC, Multicare, Providence, CHAS
Strategy 2.3 Support planning efforts, land acquisition, and capital needs toward the development of innovative research, technology transfer, and education centers		
2.3.1 Participate in SP3NW collaborative development effort for life science start-ups	2024+	
2.3.2 Support the development of community-identified capital needs such as an Evergreen Bioscience Innovation Center	2024+	Possible land acquisition, CERB Construction Loan
SMALL BUSINESS		
Strategy 2.4 Support the development, expansion, and incubation of local small businesses		
2.4.1 Support the development of a U Incubation Village that supports the creation of a destination within the District; support local food manufacturing, maker spaces, and the creative economy	2024	USDA Grant/Spring 2024
2.4.2 Look to establish a UD Small Business Investment Fund for a UD grant program that supports storefront/façade improvement	2024	UD Investment Fund
2.4.3 Partner with Startup Spokane, Spokane Public Library, and other community service providers to support business development	2024+	Co-invested in CoStar with Library and other PDAs
Strategy 2.5 Build Community awareness around District small businesses		
2.5.1 Develop a UD Small Business online directory	2025-6	
2.5.2 Build a UD Small Business Marketing Campaign that builds awareness, promotes, and increases patronage for UD small businesses	2025-6	

Goal 3. Celebrating and Honoring Place

	Year	Notes
Goal 3.1 Support and invest in District destinations and amenities including cultural experiences, attractions, housing, and childcare		
3.1.1 Visually illustrate the U Vision 2044 concepts for marketing and outreach	2024	

3.1.2 Support development of the 400-Block to support the South Landing as a District destination	2024	Potential uses could include tech-based high school, UD recreation center, Whitworth MBA/Continuing ED, coworking space, housing
3.1.3 Support the planning, design, and development of collaborative UD Childcare Center	2024+	Applying for Commerce Childcare planning grant. Fall 2023.
3.1.4 Actively support the development of Workforce, Student, and Live-Work Artist Housing	2024+	Issue RFP for public/private partnership for student housing
3.1.5 Be a catalyst for innovative education and cultural destinations within the District such as the Spokane Environmental Learning and Cultural Center and The Community School	2024+	Spokane Tribe led OSPI outdoor ed grant in July 2023
3.1.6 Develop a Land Acquisition strategy for the District	2025-6	Informed by Larry Krauter. In house.
3.1.7 Work to implement cultural pop-ups such as urban playscapes, integrated health/play, live music, or experiential art	2025-6	
3.1.8 Support the City in the development of a "Development Navigator" for City Planning and City/County PDAs	2027-9	
3.1.9 Actively analyze and catalyze needed uses in the District to create nodes of activity. Possible uses include additional bank branches, performing arts, grocery stores, community centers, access to services such as health clinics, etc.	2027-9	
Goal 3.2 Develop parks, cultivate open space, and preserve and restore the natural environment of the District		
3.2.1 Establish a partnership with City of Spokane Urban Forestry and Spokane Conservation District around a UD SpoCanopy program	2024	
3.2.2 Help to fund, along with Trout Unlimited and Spokane River Forum, a Kayak Put-In and Take-Out north of NoLi	2025-6	Total Costs: Estimated to be \$500,000. Commerce could be a source of funding.
3.2.4 Support investment in and maintenance of the Spokane River Riparian Corridor in partnership with The Centennial Trail, State Parks, and the Spokane Conservation District	2025-6	Estimated capital costs: \$450,000
3.2.5 Acquire land, design and implement open space improvements as prioritized		
3.2.6 Invest in the north end of the Don Kardong bridge (to Cincinnati St along GU parking lots) including pocket park; the design of Logan Square to the north on Superior and Mission; and possible re-alignment of Centennial based on South Logan TOD and improved river access	2027-9	Total Design Estimates: \$150,000 Don Kardong capital estimates: \$350,000 Logan Square capital: \$375,000
3.2.7 Invest in Hamilton Overpass along the Centennial Trail. Explore possible bike-ped connection under the Overpass across the River.	2025-6	Powder coating fencing and railings: \$75,000. Research possible matching dollars. Design for bridge connection.
Strategy 3.3 Celebrate and honor the diverse peoples, place, and existing built environment of the District		
3.3.1 Establish an historical naming process and cultural storytelling within the District	2025-6	

3.3.2 Develop a set of UD Urban Design Standards that honors the history and historical warehouse buildings	2025-6	UDPDA, City Planning
3.3.3 Work with universities and District non-profit/social service providers to find ways for their work to support solutions around mental illness and trauma and homelessness	2025-6	
Strategy 3.4 Invest in District beautification and safety through branding, urban fixtures, lighting, and wayfinding systems		
3.4.1 Co-invest in BID formation study for South Sub-Area businesses	2024	Potential partners: City, South Sub-Area Businesses. Commit \$10,000 match for \$30,000 study alongside City and business/property owners.
3.4.2 Work with business community to Invest in public lighting within identified areas in regard to public safety needs	2024+	
3.4.3 Invest in wayfinding signage and district identification as needed	2024+	
3.4.4 Conduct a district- wide CPTED analysis	2025-6	

2024

January						
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February - Whitworth						
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March - TBD						
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31						

April - SRTC						
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May - GSI						
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June - EHF						
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30						

July						
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August						
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September - TBD						
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29	30					

October - Avista						
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November						
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December - Steam Plant						
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22	23	24	25	26	27	28
29	30	31				

Board	EC Via Zoom
Feb 7	Jan 17
March 6	Feb 21
April 3	March 20
May 1	April 17
June 5 Retreat	May 22
Sep 4 Annual Mtg	August 21
Oct 2	Sept 18
Dec 4 Holiday Party	

DC Via Zoom	BC Via Zoom
Jan 9	Jan 18
Feb 13	Feb 15
March 12	March 21
April 9	April 18
May 7	May 23
Aug 13	August 15
Sept 10	Sept 19

UD Holidays	
Jan 1	New Year's Day
Jan 15	M L King Jr Day
Feb 19	Presidents' Day
May 27	Memorial Day
Jun 19	Juneteenth
July 4	Independence Day
Sept 2	Labor Day
Nov 11	Veterans Day
Nov 28, 29	Thanksgiving
Dec 25	Christmas Day