



University District Public Development Authority Board of Directors' Meeting Agenda

Tuesday, June 4, 2019 – 9:15am-10:30am

Avista HQ, 1411 E Mission Ave, Spokane, 5th floor board room

- 9:15 Welcome, call to order and administrative actions – Leaver**
- MOTION – Consent Agenda
 - May 7, 2019 draft UDPDA board meeting minutes
 - UDPDA financials as April 30, 2019
 - Warrant 1019, 4/15/19, to UDDA for City contribution, \$20K
 - Warrant 1020, 4/26/19, to MRSC for annual membership, \$135
 - Notice of Electronic Transmission Consent form – *please sign*
- 9:20 UW Spokane Center update - Gilberts/Hume/Murphy**
- Update regarding lease and property management
 - AMEND MAY 7 MOTION: "The UDPDA Board authorizes the CEO to conclude due diligence on the UW Spokane Center and initiate and conclude final purchase with a closing date after June 4, 2019 but before July 1, 2019."
- 9:35 2020 preparation – Leaver**
- PROPOSED MOTION: "The UDPDA Board approves the EC's selection of Bouten, Brazil, and Leaver to join the Mayor and Council President on the 2019 UDPDA Nominating Committee."
- 9:40 Continued review of UDPDA structure and 2020 preparation – Taylor/Leaver**
- Update on City/County
 - PROPOSED MOTION: "The UDPDA Board approves the proposed redline changes to the UDPDA bylaws except for changes proposed to sections 3.2 (Number and Qualifications), 3.3 (Tenure), 3.10 (Board Committees), and 3.14 (Vacancies)."
 - PROPOSED MOTION: "The UDPDA Board approves the proposed redline changes to the UDPDA bylaws sections 3.2, 3.3, 3.10, and 3.14 provided that before December 31, 2019 the Spokane County Commission votes to participate in the UDRA TIF and the City of Spokane Council votes to amend the UDPDA Charter to match these changes and give fiscal control to the UDPDA Board."
- 10:20 UDPDA Board Meeting Public Decorum Rules and public comment period**
- PROPOSED MOTION: "The UDPDA Board approves the Public Decorum Rules."
- 10:30 Adjourn – Leaver**

Upcoming 2019 Meetings:

- **Sept 3** – 2:00pm-4:30pm, *MultiCare Health System*
- **Oct 8** – board retreat, 1:00pm-4:30pm, *Gonzaga, Hemmingson 314*
- **Nov 5** – annual meeting, 2:00pm-4:30pm, *Providence*
- **Dec 3** – 2:00pm-4:30pm, and holiday social 4:30pm-6:00pm, *SIRTI, 4th floor*



UDPDA Bylaws – Key Excerpts for Consideration

3.2 Number and Qualification

There shall be seven (7) voting directors of the Authority. None of the director positions are subject to residency requirements. Some of the directors are categorically and perpetually appointed and some shall be elected by the Board. With the exception of the City staff and University District Development Association (UDDA) CEO all other members shall be voting members of the UDDA Board of Directors.

3.2.1. Permanent Board Members (4):

- a. One County appointment, comprised of either an elected official or an administrative position selected by the County Commissioners,
- b. Two City appointments comprised of the Council President and a senior administrative.
- c. The CEO of the UDDA.
- d. Unless removed in accordance with these bylaws, each permanent board member shall hold office for an indefinite term.

3.2.2 Elected UDDA Board Members (2):

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

3.2.3 Jointly Selected Board Member (1)

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

However, and notwithstanding the provisions in 3.2.3(a) above, this position shall automatically be filled, or as soon thereafter as is practical, by any governmental entity representative that otherwise chooses to contribute incremental tax to the University District TIF. Should this event occur, the tenure of the director chosen pursuant to this section shall be phased out within the ensuing 12 months or as otherwise deemed appropriate by a majority vote of the Board.

- b. Unless this position is otherwise occupied by a governmental entity that has chosen to participate in the University District TIF (in which case the duration of its term shall be consistent with Section 3.2.1 above), the jointly selected board director will serve a year term and are eligible for indefinite annual reappointments.

3.14 Vacancies

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

3.5 Regular & Special Meetings

The Board shall meet as necessary, but not less than four (4) times a year.



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

Tuesday, May 7, 2019 – 2:31pm-3:15pm

WSU Health Sciences Spokane/EWU Campus, SAC Bldg, Room 501

Board Members Present: Dan Antonietti, Susan Ashe, Bill Bouten, Catherine Brazil, Mayor David Condon (non-voting), Dr. Mary Cullinan, Dr. Daryll DeWald, Lou Gust, Latisha Hill, Taudd Hume (non-voting), Dr. Christine Johnson, Cindy Leaver, Mariah McKay, Todd Mielke, Chuck Murphy (Gonzaga proxy), Brandon Rapez-Betty, President Ben Stuckart, Dr. Beck Taylor, Dr. Frank Velazquez

Board Members Absent: Elaine Couture, Teresa Dugger, Ezra Eckhardt, Dr. Thayne McCulloh (see proxy above), Dr. David O'Brien, Mark Richard

Other Participants and Invited Guests Present: Chris Green (City and UDDA Development Committee co-chair), Alisha Benson (GSI proxy), Brian McClatchey (Council proxy)

Staff Present: Lars Gilberts, Alden Jones

Call to Order:

Chair Leaver called the meeting to order at 2:31pm (after a festive and successful conclusion to the well-attended University District Gateway Bridge Community Celebration and Ribbon-Cutting Ceremony on the South Landing). Leaver thanked WSU Health Sciences Spokane for hosting, welcomed new GSI proxy Alisha Benson, and asked the board to review the March 5, 2019, UDPDA board meeting minutes and the UDPDA financials as of February 28 and March 31, 2019. **MOTION to approve minutes and financials** (Stuckart); seconded (Ashe) and passed unanimously. No warrants to report.

UDDA Development Committee Report to the UDPDA:

University of Washington Spokane Center Update

- Hume reported that a full building inspection and Phase 1 Environmental Site Assessment are complete with no findings of note. A roof inspection also was completed.
- The Development Committee reviewed the roof and building inspections and recommended the full board take action to end due diligence and secure the property. They will make a final recommendation to the board regarding next steps apropos roof replacement or leak mitigation and approximate costs at the June meeting.
- Gilberts reminded the board that the University of Washington (UW) has agreed to continue leasing the building at their current rates for up to three years. Also, Goodale & Barbieri (the current property managers) have received a letter from the City providing notice of their intent to terminate the Property Management and Leasing Agreement effective June 30, 2019; but both parties have agreed to extend the termination date to the Purchase and Sale Agreement closing date.
- Gilberts also noted that the Umpqua property directly south of the UW site is closing soon and that the buyer may be open to joint development.
- Leaver asked for a **MOTION to authorize the CEO to conclude due diligence on the UW Spokane Center and initiate the final purchase with a closing date after June 4, 2019, but before July 1, 2019** (Ashe); seconded (Johnson) and passed unanimously with Brazil abstaining and Condon and Hume not voting.

Grant and Sherman Sale Proceeds

At the May 1, 2018 board meeting, the UDPDA board decided not to pursue the transfer of the Sherman and Grant surplus parcels (originally purchased by the City to facilitate the Bridge's south landing) to the UDPDA. Instead, they voted to request that the proceeds from the sale of those parcels be used to defray Sprague Avenue investments or be reinvested in the UD. As both parcels are now poised to sell to private buyer(s), UDPDA sent a letter to City leadership reminding them of this request. Stuckart and Condon acknowledged receipt of the letter but indicated that the City's 2017 strategic plan calls for other, earlier projects to benefit from surplus property sales.

South Subarea Planning

Green provided a high-level summary of the South Subarea Planning scope, deliverables, and timeline (the first public charettes led by the consultant are scheduled on July 30 and 31). In the interim, the City will work to ramp-up public outreach, build-out a website, and blog, and assemble a list of key stakeholders. The board asked how this process aligns with recommendations in the UDSMP-U and how it will be different from past planning efforts. Green reported the goal is to create a unified experience for participants. Gilberts added that in advance of the City's July charettes, the UD will provide greater context to keep people engaged and address some of the issues beyond the scope of South Subarea Planning such as parking standards, BID formation, Sprague Phase 2, etc. The Mayor noted that discussions during City Council public hearings will determine to what degree the recommendations within the UDSMP-U are incorporated into the City's Comprehensive Plan.

Continued Review of UDPDA Structure Changes:

Although the City and County are still in discussions about profit sharing and final details, Taylor (Governance Work Group co-chair) described current draft considerations for UDPDA restructuring and noted that the board will be asked to approve the following proposed changes to the UDPDA bylaws on June 4:

- Reinforce UDDA/UDPDA connections in a revised charter or preamble;
- Provide UDPDA full fiduciary responsibility and signing rights for UDRA funds with the City remitting quarterly TIF payments;
- Replace the existing Interlocal Agreement with a joint Interlocal; and
- Seat a seven-member board with representation from:
 - **City (2)** – Council President (also an appointed member of UDDA board) and senior administration staffer (would not serve on UDDA board) as “appointed” UDPDA directors
 - **County (1)** – County Commissioner who would be an “appointed” UDDA and UDPDA board member
 - **Jointly-appointed governmental representative (1)** - selected from/be asked to join the UDDA board. If a governmental taxing authority contributed to the TIF they would replace the joint representative within the ensuing 12 months or as otherwise deemed appropriate by the UDPDA board
 - **UDDA (3)** – the UDDA CEO (the universities specifically requested that the CEO represent their combined interests), and two (2) existing



UDDA board members would serve as UDPDA board members; education institutions and proxies would be excluded.

Hill and the board thanked the Governance Work Group for their extraordinary efforts and work to date. Leaver asked for any public comment, hearing none, the meeting was adjourned at 3:15pm.

David O'Brien, MD, board secretary

Date

Balance Sheet

As of April 30, 2019

	<u>Apr 30, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
10115 · UDPDA Checking USB	586.08
Total Checking/Savings	586.08
Accounts Receivable	
12100 · Accounts Receivable	14,401.31
Total Accounts Receivable	14,401.31
Total Current Assets	14,987.39
TOTAL ASSETS	14,987.39
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20200 · Accounts Payable	5,651.31
Total Accounts Payable	5,651.31
Total Current Liabilities	5,651.31
Total Liabilities	5,651.31
Equity	
32000 · Unrestricted Net Assets	796.98
Net Income	8,539.10
Total Equity	9,336.08
TOTAL LIABILITIES & EQUITY	14,987.39

UDPDA US BANK -5313
Profit & Loss Budget Performance
April 2019

	Apr 19	Budget	Jan - Apr 19	YTD Budget	Annual Budget
Ordinary Income/Expense					
Income					
43100 · INTEREST & INVESTMENTS					
43110 · Interest-Savings, Short-term CD	0.06	0.01	0.10	0.01	0.07
Total 43100 · INTEREST & INVESTMENTS	0.06	0.01	0.10	0.01	0.07
46200 · CONTRACT INCOME					
46210 · UDRA Proceeds	0.00	0.00	8,750.00	8,750.00	35,000.00
46220 · City non-UDRA Unrestricted	0.00	0.00	20,000.00	20,000.00	20,000.00
46230 · Other Restricted - Wayfinding	0.00	0.00	0.00	0.00	50,000.00
Total 46200 · CONTRACT INCOME	0.00	0.00	28,750.00	28,750.00	105,000.00
46700 · OTHER INCOME					
47010 · UDDA Contribution	0.00	0.00	0.00	0.00	0.00
47020 · Rental Income	0.00	0.00	0.00	0.00	31,237.50
Total 46700 · OTHER INCOME	0.00	0.00	0.00	0.00	31,237.50
46800 · PROGRAM INCOME					
46810 · Membership Dues	0.00	0.00	0.00	0.00	0.00
46820 · Program Service Fees	0.00	0.00	0.00	0.00	0.00
Total 46800 · PROGRAM INCOME	0.00	0.00	0.00	0.00	0.00
Total Income	0.06	0.01	28,750.10	28,750.01	136,237.57
Expense					
60200 · PERSONAL SVCS CONTRACTS					
60203 · Contract Mgmt Organiz Services	20,000.00	0.00	20,000.00	8,300.00	49,437.50
60205 · Legal Fees	0.00	0.00	0.00	0.00	0.00
60230 · Technical Research Services	0.00	0.00	0.00	0.00	0.00
Total 60200 · PERSONAL SVCS CONTRACTS	20,000.00	0.00	20,000.00	8,300.00	49,437.50
60300 · OTHER CONTRACTUAL SVCS					
60324 · Insurance D&O	0.00	0.00	0.00	0.00	1,075.00
60325 · Insurance Other	0.00	0.00	0.00	1,500.00	2,290.00
60328 · Tax - B&O	0.00	0.00	0.00	0.00	400.00
60329 · Licenses and Permits	0.00	0.00	136.00	0.00	0.00
60335 · Audit svcs, bank fees	0.00	0.00	-60.00	15.00	105.00
60353 · Postage, Mailing Services	0.00	10.00	0.00	40.00	120.00
60360 · Repair, Maintenance, Alteration	0.00	0.00	0.00	0.00	15,000.00
60362 · Outside Svcs, Subcontracts	135.00	4,166.66	135.00	16,666.72	50,000.00
60364 · Outside Svcs, Maint Contract	0.00	400.00	0.00	1,600.00	4,800.00
Total 60300 · OTHER CONTRACTUAL SVCS	135.00	4,576.66	211.00	19,821.72	73,790.00
Total Expense	20,135.00	4,576.66	20,211.00	28,121.72	123,227.50
Net Ordinary Income	-20,134.94	-4,576.65	8,539.10	628.29	13,010.07
Net Income	-20,134.94	-4,576.65	8,539.10	628.29	13,010.07



To: University District Development Association (UDDA) and University District
Public Development Authority (UDPDA) Board Members
Cc: Taudd Hume
Fr: Lars Gilberts
Date: May 8, 2019
RE: Notice by Electronic Transmission Consent

Per Taudd's mention at the May 7, 2019 UDDA board meeting regarding [RCW 24.03.009](#) (notice of electronic transmission consent), kindly read the following and sign your UDDA and UDPDA board member consent for below.

- "Per RCW 24.03.009, I consent to receive both UDDA and UDPDA notices via electronic transmission and understand that this signed document is the record of my approval.
- Notices via electronic transmission should be sent to the stated email address indicated below.
- I understand that I may revoke this consent or modify my email address by delivering a revocation to the UDDA/UDPDA.
- Further, I understand that my consent is revoked if the UDDA/UDPDA is unable to electronically transmit two consecutive notices to me in accordance with the consent, and this inability becomes known to the UDDA/UDPDA. The inadvertent failure by the UDDA/UDPDA to treat this inability as a revocation does not invalidate any meeting or other action.
- Notice to me may be provided by posting the notice on an electronic network and/or delivering to me as a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
- I understand that notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by me for that purpose, and is made pursuant to the consent provided by me; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to me together with comprehensible instructions regarding how to obtain access to the posting on the electronic network."

Name _____ Date _____

Signature (*indicates consent for UDDA and UDPDA*) _____

Email address _____

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

(Adoption Date: ~~November 7, 2017~~TBD June 4, 2019)

ARTICLE 1. DEFINITIONS

1.1 Authority

“Authority” means the University District Public Development Authority organized pursuant to RCW 35.21.730 - .755 and RCW 35.21.757 - .759 as they currently exist and may be amended.

1.2 Electronic Transmission

“Electronic transmission” means an electronic communication that indirectly transfers a record in a tangible medium so that the record may be directly reproduced in a tangible medium and may be retained, retrieved, and reviewed by the sender and the recipient.

1.3 Written Notice

Any “written notice” may be given by electronic transmission.

ARTICLE 2. OFFICES

The registered office of the Authority in the state of Washington is 120 N. Pine Street, #2932, Spokane, WA 99202. The Authority may have such other offices within the City of Spokane as the Board of Directors may designate.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Power

The Board of Directors shall manage the business and affairs of the Authority at all times.

3.2 Number and Qualification

There shall be seven (7) voting directors of the ~~Corporation~~ Authority. None of the director positions are subject to residency requirements. Some of the directors are categorically and perpetually appointed and some shall be elected by the Board. With the exception of the City staff and University District Development Association (UDDA) CEO all other ~~member~~ directors shall be ~~active~~ voting members of the UDDA Board of Directors.

3.2.1. Permanent Board ~~Members~~ Directors (4):

- a. One County appointment, comprised of either an elected official or an administrative position selected by the County Commissioners.
- b. ~~Two City appointments comprised of the Council President and the~~ senior administrative ~~City Administrator.~~
- c. The CEO of the ~~University District Development Association.~~ UDDA.

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~~d. Legal Counsel shall be a non voting board member. Legal Counsel shall serve an indefinite term at the will of the board.~~

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

~~3.2.2 At largeElected UDDA Board MemberDirectors (2):~~

~~a. Two at large UDDA directorsrepresentatives selected by the UDDA board from their active-elected membership.~~

~~b. Unless removed in accordance with these bylaws, each at large director shall hold office for a three year term. At large directors may serve two consecutive terms. Each director shall hold office for the duration of their stated UDDA term for which the director is elected or appointed and for one year or until the director's successor shall havehas been selected and qualified. University representatives or proxies do not qualify for appointment to the UDPDA board.~~

~~c. Elected UDDA directors can be indefinitelyselected to serve indefinitely on the UDPDA board as long as they are active UDDA board members.~~

~~3.2.3 Jointly Selected Board MemberDirector (1)~~

~~a. A seventh memberdirector of the board shall be selected by unanimous vote of the three permanent City and County memberdirectors.~~

However, and notwithstanding the provisions in 3.2.3(a) above, this position shall automatically be filled, or as soon thereafter as is practical, by any governmental entity representative that otherwise chooses to contribute incremental tax to the University District TIF. Should this event occur, the tenure of the memberdirector chosen pursuant to this section shall be phased out within the ensuing 12 months or as otherwise deemed appropriate by a majority vote of the Board.

~~b. Unless this position is otherwise occupied by a governmental entity that has chosen to participate in the University District TIF,(-in which case the duration of its term shall be consistent with Section 3.2.1 above), the jointly selected board memberdirector will serve a year term as described in Section 3.2.2(b) aboveand are eligible for indefinite annual reappointments.~~

~~3.1 Power~~

~~The Board of Directors shall manage the business and affairs of the Authority at all times.~~

~~3.2 Number and Qualification~~

~~There shall be no fewer than thirteen (13) and no more than twenty-two (22) voting directors of the CorporationAuthority. 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.~~

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~~3.2.1 Appointed Directors. The following director positions are perpetually appointed as ex-officio directors, or until these bylaws are otherwise amended:~~

- ~~a. City of Spokane Mayor (as a non-voting director position)~~
- ~~b. City of Spokane Council Member President~~
- ~~e. 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. Fourteen (14) director positions and one (1) Legal Counsel position (as a non-voting director) 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 Authority will serve three (3) year terms, while the other half will serve two (2) year terms. Thereafter, elected directors will serve three (3) year terms. Elected directors may serve two (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. Legal Counsel, a non-voting director position, shall serve an indefinite term at the will of the board.~~

~~3.3.2 Appointed Directors. Unless removed in accordance with these bylaws, each appointed director shall hold office for an indefinite term. However, the Spokane City Council shall have the ability to appoint or remove its representative to the board on an annual basis.~~

3.4 Duties of a Director

Directors owe the Authority a number of duties. First, directors must act in good faith, meaning act with good intentions. Second, directors must act in the best interest of the Authority. Directors have a special fiduciary relationship with the Authority and have the duty to act for the benefit of the Authority, not for their own personal benefit. Third, directors must act with due care. As a fiduciary, the Board is entrusted with the Authority's money and must be careful with the use of those funds. Among other things, each director must evaluate existing programs to determine if they are run efficiently and examine financial statements to ensure the Authority has adequate funds to pay its debts and that those funds are being used to further the organization's goals and mission. Fourth, each director must act as an ordinarily prudent person would act. Directors are

expected to use common sense and practical judgment, not necessarily be experts in every matter the Board considers. However, if a Board ~~member~~director has a particular expertise, then this person will be expected to utilize this greater knowledge and be held to this standard in her/his conduct. Fifth, each director ~~and proxy~~ must sign and comply with the Authority's Conflict of Interest Policy and the Confidentiality Policy upon election or appointment.

3.5 Regular & Special Meetings

The Board shall meet as necessary, but not less than ~~six-four~~ (64) times a year. An annual meeting of the Board of Directors shall be held ~~during the month of~~ by the end of November at the principal office of the ~~Corporation Authority~~ or at such other place within the State of Washington designated by the Board. ~~Special meetings of the Board may be called as provided in the Bylaws. The Bylaws may provide that meetings shall be recorded and maintained by the Authority.~~

Commented [LG2]: As long as we update the charter.

- 3.5.1 Open Public Meetings. All meetings of the Board shall be conducted consistent with the Open Public Meetings Act (OPMA), Chapter 42.30 RCW. Notice of meetings shall be given in a manner consistent with the OPMA. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meeting, any citizen shall have a reasonable opportunity to address the Board either orally or by written petition. Participation by a board ~~member~~director by telephone or other electronic communication approved by the Chair shall be permitted with prior notice given to the Chair.
- 3.5.2 Parliamentary Authority. The rules of Robert's Rules of Order (revised) shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order of the Authority set forth in the Bylaws.
- 3.5.3 Minutes. Copies of the minutes of all regular or special meetings of the Board shall be available to any person or organization that requests them as required by state law. The minutes of all Board meetings shall include a record of individual votes on all matters requiring Board concurrence. The Authority is required to maintain and provide in its office, at meetings and with the City Clerk a compilation of all minutes and proceedings of the Board and resolutions of the Board.
- 3.5.4 Applicability of General Laws. A public corporation, commission, or authority created under this chapter, and officers and multimember governing body thereof, are subject to general laws regulating local governments, multimember governing bodies, and local governmental officials, including, but not limited to, the requirement to be audited by the state auditor and various accounting requirements provided under chapter 43.09 RCW, the open public record requirements of chapter 42.56 RCW, the prohibition on using its facilities for campaign purposes under RCW 42.17A.555, the open public meetings law of chapter 42.30 RCW, the code of ethics for municipal officers under chapter 42.23 RCW, and the local government whistleblower law under chapter 42.41 RCW.

3.5.5 Special Meetings. ~~Special meetings of the Board of Directors may be called by the Chair or any director. Notice of special meetings of the Board of Directors stating the date, time, and place thereof shall be given~~

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

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

3.6 Quorum

At all meetings, except as otherwise provided by law or these by-laws, a quorum shall be required for the transaction of any business which shall consist of a simple majority of the directors.

3.7 Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of voting directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law, the Charter or these Bylaws. The election of directors, amendment of the Bylaws and expansion of the Board shall be by 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 UDPDA Chair, and approved thereby, prior to any participation by said proxy, and further provided that said proxy need not be a current UDPDA board member. Unless otherwise noted in the written proxy, said proxy shall be valid for a period of 11 months. 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.

3.8 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.

3.9 Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Authority immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.10 Board Committees

The Board of Directors may, by resolution adopted by a majority of directors, designate from among its directors one or more committees, each of which must have two (2) or more directors and shall be governed by the same rules regarding meetings, notice, waiver of notice, quorum, and voting as applicable to the Board of Directors. Each such committee shall have and may exercise only the authority specifically granted to it by the Board of Directors or these Bylaws. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any directors thereof, of any responsibility imposed by law on the Board of Directors.

3.10.1 Advisory Committees. In addition to Committees discussed in Section 3.10 above, the officers shall have the ability to appoint advisory committees to the Authority.

3.10.2 Executive Committee. The Authority is authorized to create an Executive Committee consisting of the officer positions described in section 4.1. ~~Legal counsel will serve as a non-voting member of the Executive Committee.~~ The Executive Committee may include invited guests at any time, who shall be non-voting.

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Commented [AJ3]: Legal counsel participation is covered by next sentence.

~~3.10.3 Nominating Committee. By October 1st of each year, the Executive Committee of the Board of Directors shall appoint a nominating committee of five Directors. The committee shall consist of the Mayor, City Council President/Member and three other Directors. The committee shall nominate one (1) candidate for each director whose term is currently expiring. Additionally, the committee shall nominate one (1) candidate for each officer position according to the term limitations prescribed in Section 4.2.~~

~~The Nominating Committee shall ensure that representatives from the following business sectors fill a preponderance of the elected director positions: large business/property owner, small business/property owner, non-profit organization, real estate, development, health care, and transportation.~~

~~The Nominating Committee shall present its recommendation for officers and new members to the Board of Directors before or at the November board annual meeting. The Board will hold separate votes to a) approve or reject the nominating committee's recommended slate of officers and b) to approve or reject the nominating committee's recommendations for new directors. Upon approval of the nominating committee's recommendations for new directors, that recommendation will be forwarded to the City Council for confirmation.~~

3.11 Resignation

Any director may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Authority, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.12 Removal

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

3.13 Dissolution

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

3.14 Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director, ~~and may be filled by a simple two-thirds majority vote of the Board of Directors after receiving a recommendation from the Nominating Committee. Notwithstanding the foregoing, elections or appointments of board members to fulfill a~~Any unexpired term vacancy shall be ~~undertaken~~filled 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 3.2.23.1 herein.

3.15 Compensation

No director shall receive any compensation, either by way of salary or fees for attendance at meetings or otherwise, nor shall any director be reimbursed for expenses, except pursuant to the authorization of the Board of Directors. This section shall not preclude any director from serving the Authority in any other capacity or from receiving reasonable compensation for such services and reasonable reimbursement for related expenses.

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 Authority. The Chief Executive Officer shall function as a representative of the board in the management of the Authority, shall have the authority to operate the business of the Authority pursuant to guidelines established by the Authority, and shall have full authority for direction of the employees of the Authority.~~

Commented [AJ4]: Change this to "director" per 3.2.1(c) or just put this language in that section and remove 3.18

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the ~~Corporation~~Authority shall be elected by a majority of the directors and shall include a Chair, a Vice-Chair, a Secretary, a Treasurer and a Past Chair. Additional Officers, as deemed necessary by the ~~Corporation~~Authority, shall not vote, and shall exercise only

such powers and perform such duties as specifically delegated to them by the Board of Directors. Furthermore, unless specifically authorized by the Board of Directors, no “Additional Officers” shall have authority to sign documents on behalf of the ~~Corporation~~Authority.

4.2 Appointment and Term of Office

The officers of the ~~Corporation~~Authority shall be elected ~~at the by or before the end of~~ November in an annual meeting of the directors and shall hold office for one (1) year or until their successors are elected and have qualified. Any officer may be removed at any time, with or without cause, by majority vote of the directors. No officer shall hold the same office position for more than two (2) terms in the same capacity. Vacancies in any office shall be filled by majority vote of the directors for the unexpired term of the vacant office.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Authority, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Chair

The Chair shall preside at all meetings of the ~~Corporation~~Authority, shall have general supervision of the affairs of the ~~corporation~~Authority, and shall perform such other duties as are incident to the office or are properly required of the Chair by the ~~Corporation~~Authority.

4.5 Vice-Chair

During the absence or disability of the Chair, the Vice-Chair shall exercise all the functions of the Chair. The Vice-Chair shall have such powers and discharge such duties as may be assigned to the Vice-Chair from time to time by the ~~Corporation~~Authority.

4.6 Treasurer

The Treasurer shall have the custody of all monies and securities of the ~~Corporation~~Authority and shall keep regular books of account. The ~~T~~reasurer shall oversee the disbursement of funds of the ~~Corporation~~Authority in payment of the just demands against the ~~Corporation~~Authority or as may be ordered by the ~~Corporation~~Authority (taking proper vouchers for such disbursements) and shall render to the ~~Corporation~~Authority from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the ~~corporation~~Authority. The ~~T~~reasurer shall perform such other duties as are incident to the office or are directed by the Chair or by the ~~Corporation~~Authority.

4.7 Secretary

The Secretary shall issue or cause to be issued, notices for all meetings, except for notices of special meetings of the directors and the ~~Corporation~~Authority 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~~Authority's books, and shall make such reports and perform such other duties as are incident to the office, or are directed of the Secretary by the Chair or by the ~~Corporation~~Authority.

4.8 Past Chair

The Past Chair shall serve on the ~~corporation's~~Authority's Executive Committee, if so created and existing, and shall provide guidance and historic perspective to the Executive Committee during the ~~one-~~year period after his or her term as Chair, and shall perform other such

duties as the board shall require. If the Past Chair's board term has otherwise expired, this requirement shall not compel extending his or her term on the board. If the term has ended, the Past Chair may participate on the Executive Committee as a non-voting "guest," but is not otherwise compelled to do so.

4.9 Temporary Transfer of Powers and Duties

In case of the absence or illness of any officer of the Authority, or for any other reason that the directors may deem sufficient, the directors may delegate and assign, for a specified time, the powers and duties of any officer to any other director.

ARTICLE 5. CONTRACTS, LOANS, CHECKS, DEPOSITS

5.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and that authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

5.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by the officer or officers, or agent or agents, of the Authority and in the manner as shall from time to time be prescribed by resolution of the Board of Directors.

5.4 Deposits

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in an Authority controlled financial account. The Board of Directors may authorize any officer or officers, agent or agents, with signature rights to the account.

5.5 Loans to Directors and Officers

No loans shall be made by the Authority to any officer or to any director.

ARTICLE 6. MISCELLANEOUS PROVISIONS

6.1 Books and Records

The Authority shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and, if desired, any committees designated by the Board of Directors, and such other records as may be necessary or advisable.

6.2 Fiscal Year

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

6.3 Copies of Resolutions

Any person dealing with the Authority may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors when such records are certified by the Chair or Secretary.

6.4 Amendments to these Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the two-thirds affirmative vote of the Board of Directors.

6.5 Form of Seal

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

6.6 Voting Requirement

Unless specifically declared otherwise, all matters affecting the Authority may be determined by a vote of the directors, voting either in person or by telecommunication in compliance with section 3.5.1.

SECRETARY'S CERTIFICATION

The undersigned, being the Secretary of the Authority, hereby certifies that these bylaws are the bylaws of the University District Public Development Authority, adopted by resolution of the directors on _____ day of _____, 201~~9~~7.

DATED this _____ day of _____, 201~~9~~7.

Secretary



University District Public Development Authority Board Meeting Public Decorum Rules

University District Public Development Authority (UDPDA) Board meetings adhere to the following public decorum rules. These rules will be observed during UDPDA board meetings, including open forum, public comment period on allowed agenda items, and board deliberations. These rules are derived from the City of Spokane City Council Rules.

- No clapping, cheering, booing, or public outbursts.
- Three-minute time limit for comments made during open forum and public testimony on allowed legislative agenda items.
- No person shall be permitted to speak at open forum more often than once per month. In addition, cell phones should be silenced when entering the meeting.

Further, keep the following Rules in mind:

Rule 1: Open Forum

- The open forum is a limited public forum; all matters discussed in the open forum shall relate to the affairs of the UDPDA. No person shall be permitted to speak regarding items on the current or advance agendas. Individuals speaking during the open forum shall address their comments to the UDPDA Chair and shall not use profanity, engage in obscene speech, or make personal comments or verbal insults about any individual.
- To encourage wider participation in open forum and a broad array of public comment and varied points of view, no person shall be permitted to speak at open forum more often than once per month. However, there is no limit on the number of items on which a member of the public may testify before the UDPDA Board.

Rule 2: Public Testimony Regarding Agenda Items – Time Limits

- The UDPDA Board shall take public testimony on all matters included on its public agenda except those items listed in the next bullet. **Public testimony shall be limited to the final UDPDA Board action.** Public testimony shall be limited to three (3) minutes per speaker, unless, at his or her discretion, the UDPDA Chair determines that, because of the number of speakers signed up to testify, less time will need to be allocated per speaker in order to accommodate all of the speakers. The Chair may allow additional time if the speaker is asked to respond to questions from the UDPDA Board.
- No public testimony shall be taken on parliamentary or administrative matters of the UDPDA Board.
- The time taken for staff or UDPDA Board member questions and responses thereto shall be in addition to the time allotted for any individual testimony.