



Minutes: Thursday, October 5, 2017, 7:00 a.m.

City of Moscow Council Chambers • 206 E 3<sup>rd</sup>

Street • Moscow, ID 83843

Commissioners Present	Commissioners Absent	Also in Attendance
Steve McGeehan, Chair	Steve Drown	Bill Belknap, MURA Executive Director
Art Bettge	Ron Smith	Gary Riedner, Interim Treasurer
Dave McGraw	John Weber	Anne Peterson, MURA Clerk
Brandy Sullivan		

Chair McGeehan called the meeting to order at 7:03 a.m.

1. **Consent Agenda** - Any item will be removed from the consent agenda at the request of any member of the Board and that item will be considered separately later.

A. *Minutes from September 21, 2017*

**ACTION:** *Approve the consent agenda or take such other action deemed appropriate.*

McGraw moved approval of the consent agenda, seconded by Bettge. Motion passed unanimously.

2. **Public Comment for items *not on agenda*:** Three minute limit.

None.

3. **Announcements**

None.

4. **Amendment to Exclusive Negotiation Agreement with Sangria Downtown LLC – Bill Belknap**

*On April 24, 2015, the Agency entered into an Exclusive Negotiation Agreement (ENA) with Sangria Downtown LLC to acquire and develop the Agency's Sixth and Jackson property. The ENA contained a schedule of performance for the negotiations that required the completion of certain tasks by specific dates. The schedule of performance was formally extended by the Board on January 21, 2016, June 16, 2016, and March 2, 2017 due to both delays in the environmental remediation of the property as well as the development design process that Sangria Downtown has undertaken. It is anticipated that consideration of the Development and Disposition Agreement (DDA) will be before the Board for consideration in the month of October once the fair use appraisal has been completed for the project. The appraisal is currently scheduled to be delivered to the Agency on October 16<sup>th</sup>. Staff is recommending that the Board grant an extension to the ENA and schedule of performance to terminate on November 10<sup>th</sup>, 2017.*

**ACTION:** *Approve the proposed extension and amended schedule of performance with Sangria Downtown LLC to November 10<sup>th</sup>, 2017; or take other action as deemed appropriate.*

Belknap reviewed the issues that delayed the schedule of performance and recommended a formal amendment of the ENA to remove any concern during the DDA negotiation. Bettge moved approval, seconded by Sullivan. McGraw said despite the frustrations through this process he thought it was the right thing to do. He asked the status of Sangria's financing approval and Belknap said one of their impediments for final approval is not yet having a Purchase Sale Agreement. The fair use appraisal will

set the minimum price the property can be sold for and should be available to Board on October 26 at which time the purchase price can be established through the DDA, which in turn will have milestone dates for complete financing approval and construction. Motion to amend the schedule of performance carried unanimously.

#### **5. Adoption of Bylaw Amendment Pertaining to Standing Subcommittees – Bill Belknap**

*At the Board's August 17<sup>th</sup> meeting the Board discussed the three different standing subcommittees currently identified within the Agency current bylaws. The Finance Committee has generally met at least once a year to review the proposed Agency budget but the other committees have been inactive for the last seven years. The Board directed Staff to prepare an amended draft of the bylaws to remove the Governmental Relations and Marketing Committees and to add specific duties and responsibilities for the Finance Committee. The draft amendments were reviewed by the Board on September 21 at which time the Board directed Staff to prepare the amendments for formal adoption.*

**ACTION:** Approve the proposed revised Bylaws; to take other action as deemed appropriate.

Revised bylaws would assign the following specific additional duties to the Finance Committee:

*"...review and provision of recommendations to the Agency's Board of Commissioners regarding the following items:*

- a. The Agency's draft annual capital improvement plan and appropriations budget;*
- b. The consideration of the issuance of bonds or other debt instruments;*
- c. The purchase, sale, or lease of any real property owned or to be acquired by the Agency;*
- d. Any proposed owner participation agreement or other financial contribution to private or public development projects that are:*
  - i. Not included within the Agency's capital improvement plan; and*
  - ii. Not included within the Agency's annual appropriations budget; and*
  - iii. Where such initial financial contribution or future repayment commitment by the Agency is in excess of fifty thousand dollars (\$50,000).*
- e. Any other matter that may be referred to the Finance Committee by the Board of Commissioners.*

Sullivan suggested terms of appointment might be prudent. Following brief discussion, Commissioners agreed to add the words, "terms shall be at the discretion of the Board." Bettge recommended approval of the revised Bylaws with the additional language in Article IV regarding terms. Sullivan seconded the motion which carried unanimously.

#### **6. Agency Policy Development Discussion – Bill Belknap**

*During the recent strategic planning process it was identified that the Agency has not adopted formal policies that address and direct many of the Agency's activities. At the Board's August 17<sup>th</sup> meeting, Staff recommended that the Agency establish and adopt formal policies that address a number of specific areas including various elements of general Agency administration, financial controls, and development project participation. Staff will facilitate a continued discussion of potential policy elements and seek Board direction.*

**ACTION:** Review draft policy elements and provide Staff with direction.

In follow-up to the last meeting's discussion about proposed policy topics regarding Agency Administration and Financial Operations, Belknap presented the final section regarding Development Project Participation. Board members thought his proposed topics were all on point. McGeehan acknowledged the difficulty in creating policy and procedure to guide actions while still providing flexibility. Belknap said much of the administrative language was from State statute with additional sample language from other agencies. He didn't expect the final language to be overly lengthy or burdensome. Commissioners directed to staff to proceed with policy text.

## 7. General Agency Updates – Bill Belknap

- Legacy Crossing District
  - Garrett Thompson reported that environmental testing of his triangle property at Spotswood and the Troy Highway has been approved by IDEQ and TerraGraphics will conduct the testing late this fall.
- Alturas District
  - No update.
- General Agency Business
  - Nothing further.

McGeehan reminded the Board that the October 19<sup>th</sup> meeting has been postponed to October 26<sup>th</sup>.

Brenda vonWandruzska asked Riedner about the public comment period for items not on the agenda. Riedner said it is the Board's discretion to respond to any questions presented during the public comment period. If they want to discuss it in detail or to research more fully prior to responding, they may choose to defer the response to a later agenda. Riedner said during a public hearing the Board is required to accept all public input, but during a public meeting the Chair must balance public comments with maintenance of the scheduled agenda.

The meeting adjourned at 7:50 AM.



Steve McGeehan, Agency Chair



Date