



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

City of Moscow Council Chambers • 206 E 3rd Street • Moscow, ID 83843

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.

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

3. **Announcements**

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 16th. Staff is recommending that the Board grant an extension to the ENA and schedule of performance to terminate on November 10th, 2017.

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

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

At the Board's August 17th 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.

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 17th 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.

7. General Agency Updates – Bill Belknap

- Legacy Crossing District
- Alturas District
- General Agency Business

NOTICE: Individuals attending the meeting who require special assistance to accommodate physical, hearing, or other impairments, please contact the City Clerk, at (208) 883-7015 or TDD 883-7019, as soon as possible so that arrangements may be made.

AMENDMENT TO EXCLUSIVE NEGOTIATION AGREEMENT BETWEEN SANGRIA DOWNTOWN LLC AND MOSCOW URBAN RENEWAL AGENCY, MOSCOW, IDAHO

AMENDMENT TO THE EXCLUSIVE NEGOTIATION AGREEMENT BETWEEN SANGRIA DOWNTOWN LLC (hereinafter "Agreement") AND MOSCOW URBAN RENEWAL AGENCY, MOSCOW, IDAHO is entered into as of the 24th day of April, 2015, by and between Sangria Downtown LLC ("Developer") a limited liability corporation of the State of Idaho, 2124 W. Pullman Road, Moscow, Idaho, 83843, and the Moscow Urban Renewal Agency ("Agency"), 206 East Third Street, Moscow, Idaho, 83843.

WHEREAS, during the environmental remediation of the Agency's property that is the subject of the Agreement, Agency encountered unforeseen circumstances that resulted in significant delays to the remediation of the Agency property; and

WHEREAS, since entering into the Agreement, the Agency did consider and approve three extensions to the Agreement and the associated schedule of performance, said extensions occurred on January 21, 2016, June 16, 2016 and March 2, 2017; and

WHEREAS, Agency has now completed the remediation of the Agency property and wishes to continue to negotiate with Developer under the same terms and conditions of the Agreement between Agency and Developer entered into the 24th day of April, 2015 and subsequently amended and then extended as approved by the Agency; and

WHEREAS, Agency and Developer desire to extend the negotiation period specified with the Agreement to the date of November 10, 2017, and amend the associated schedule of performance.

NOW, THEREFORE, in consideration of the covenants and agreements set forth in the Agreement between the parties entered into the 24th day of April, 2015, it is mutually agreed as follows:

Agreement to Extend Negotiation Period and Amend the Schedule of Performance.

The Negotiation Period contained within Section 1.2 of the Agreement shall be extended to November 10th, 2017 and the schedule of performance shall be amended in accordance with the attached Exhibit 'B'.

All other provisions of the Exclusive Negotiation Agreement entered into as of the 24th day of April, 2015, shall remain in full force and effect unless modified by written agreement of both parties.

DEVELOPER

AGENCY

Steve McGeehan, Chair

Date: _____

Date: _____

ATTEST:

Anne Peterson, Clerk

STATE OF Idaho)
) ss.
County of Latah)

On this ____ day of _____, 2017, before me, _____, the undersigned notary public in and for said county and state, personally appeared _____, known or identified to me to be the _____ of Sangria Downtown LLC, a Limited Liability Corporation of the State of Idaho, and the person who signed the within instrument, and acknowledged to me that they have authority to execute and executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Residing at _____
Commission Expires _____

EXHIBIT B

SCHEDULE OF PERFORMANCE – AS AMENDED 10/5/2017

ACTION	DATE
1. <u>Deposit</u> . The Developer shall deliver the Deposit to the Agency.	No later than April 22, 2015 (Completed)
2. <u>Submittal of Information to Agency</u> . Developer shall submit all the required information to Agency for use in considering Developer's proposed development.	No later than February 22, 2016 (Completed)
3. <u>Agency Approval of Project Design</u> . Agency shall issue approval, or approval with conditions of design amendment, of Developer's project design.	No later than March 2, 2017 (Completed)
4. <u>Completion of Fair Use Appraisal</u> . Agency appraiser shall complete the fair use appraisal.	No later than October 16, 2017.
6. <u>Submittal of Draft Disposition and Development Agreement (DDA)</u> . The Agency staff and Developer shall have completed a draft DDA in a sufficiently final form to permit review by the Agency Board.	No later than October 23, 2017.
7. <u>DDA Consideration</u> . The Agency Board shall consider and approve if appropriate the DDA.	November 2, 2017.



Bylaws of the Moscow Urban Renewal Agency

Adopted: October 5, 2017

Article I: Purpose

Section 1. The purpose of the Moscow Urban Renewal Agency is to promote and support projects within the urban renewal districts that achieve sustainable economic growth, vitality and which enhance the community.

Section 2. The Agency will exercise the powers and authority, and assume the responsibilities delegated to it, according to the provisions of Chapters 20 & 29, Section 50 of the Idaho Code, as amended.

Article II: Commission Membership

Section 1. The Moscow Urban Renewal Agency is comprised of seven Commissioners appointed by the Mayor, and confirmed by the City Council, with terms as specified by the Mayor, as authorized by Moscow City Council Resolution 2008-17.

Section 2. Commission vacancies are filled by appointment of the Mayor, with confirmation by the City Council, and filled for the remainder of the unexpired term.

Article III: Commission Officers

Section 1. The officers shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer. The Chairperson, Vice-Chairperson and Secretary shall be members of the Commission; the Treasurer office may be filled by Commissioners or by staff appointments made by the Commission.

Section 2. Officer terms shall be for one year. Elections will be held at the Agency's first January meeting, with appointments made at that meeting or the following meeting.

Section 3. The Chairperson shall preside over Agency meetings, and shall execute all Agency deeds, bonds, contracts, accounts payable and other legal documents as authorized by the Commission. The Chairperson shall have the power to vote on any matter under consideration by the Commission.

Section 4. The Vice Chairperson shall perform all duties in the absence of the Chairperson. Duties of the Secretary and the Treasurer may vary, as directed by the Commission.

Article IV: Committees

Section 1. Executive Committee. The Executive Committee shall be comprised of the Chairperson, the Vice Chairperson and the Secretary, whose collective responsibilities shall include but not be limited to, the selection, direction and evaluation of Agency staff and support providers.

Section 2. Finance Committee. The Finance Committee shall be comprised of two Commissioners and three Community members, whose names shall be forwarded to the Agency by the Chairperson and confirmed by the Agency as a whole. The responsibilities of the Finance Committee shall include the 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 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.

Section 3. Ad Hoc Committees. Other Committees shall be convened as needed, with duties, members and duration guided by the Commission and directed through the Chairperson.

Section 4. All standing committee meetings, or other committee meetings that make recommendations to the Agency, shall comply with the public notice and proceedings requirements of Article V of these bylaws.

Article V: Meetings

Section 1. One regular meeting per month will be held each month at a day and time as determined by the Commission.

Section 2. Special meetings may be called by the Chairperson or at the request of a majority of the Commission.

Section 3. Public Notice in compliance with Idaho's Open Public Meeting Law shall be required for all regular, special, and committee meetings.

Section 4. A quorum for the transaction of business at any regular or special meeting shall consist of four Commission members.

Section 5. Proceedings will comply with Idaho's Open Meeting Law, and will generally be guided by the customary parliamentary rules, such as Roberts Rules of Order Newly Revised.

Section 6. The order of business for regular meetings shall be at the discretion of the Chairperson.

Article VI: Staff

Section 1. The Agency may employ an Executive Director as its primary staff. The Executive Director shall have a specific job description, goals which are adjusted as needed, and performance standards which are reviewed regularly. Direct management of the Executive Director shall be provided by the Agency's Executive Committee working with and through the City Supervisor. Performance evaluation of the Executive Director shall be provided by the City Supervisor utilizing input and direction from the Executive Committee.

Section 2. City staff may be asked to provide services to the Agency from time to time. Such services will be requested by and coordinated through the Agency's Executive Director. Reimbursement will be made to the City as set forth in the most current Agreement for Services between the City of Moscow and the Moscow Urban Renewal Agency.

Section 3. Other services, such as, professional services, liability insurance, website hosting, audits, and legal counsel, shall be utilized as needed by the Agency. When required by any adopted Agency policy, the scope of such service agreements shall be in writing, authorized by the signature of the Chairperson, and implemented under the oversight of the Agency's Executive Director.

These bylaws may be repealed, amended or new bylaws adopted at any regular or special meeting for such purpose of the Board of Commissioners by a majority vote of all members of said Board.

We, the undersigned, representing all of the members of the Board of Commissioners of the Moscow Urban Renewal Agency, do hereby certify that the foregoing bylaws were duly adopted as the bylaws of said Agency on the 5th day of October, 2017.

Steve McGeehan, Chairperson

Brandy Sullivan, Vice-Chairperson

I, the undersigned, Secretary of the Moscow Urban Renewal Agency, hereby certify that the foregoing bylaws were duly adopted as the bylaws of said Agency on the 5th day of October, 2017.

Art Bettge, Secretary