

**MINUTES**  
**Spokane Public Facilities District**  
**Board of Directors – Via Webinar**  
**Wednesday, January 26, 2022 at 12:30pm**

**ITEM #1 TO ORDER**

Board Marty Dickinson convened 818<sup>th</sup> Meeting of the Spokane Public Facilities District at 12:30 PM.

**ITEM #2 ATTENDANCE**

In attendance was Board Chair Marty Dickinson and Board Members Nate Greene, Paul Read, Ed Bruya, and Harry Sladich. District personnel attending in-person included CEO Stephanie Curran, Brittany Garwood, Mike Gaffaney, Paul Christiansen, Matt Meyer, and Jeni Daniel. Guests attending in-person include Sam Adams from Spokane Shock, and Jennifer Gunderson from CSC. District Personnel attending virtually included Jessica Deri, Kay Riplinger, Nic Lawrence, Andrew Dolan, and Antwone Whaley. Guests attending virtually included Marc Greenough with Foster Garvey, Roy Koegan with Kutak Rock, Scott Bauer with NW Municipal Advisors, Chris Varallo with Witherspoon-Kelley, Ryan Nackers with Levy, Dave Pier with Brett Sports and Entertainment, Freddie Mercer with TicketsWest, Tom McBride and Intisar Surur from McBride Public Affairs, Stuart Boylin with LCD Expo, Scott Taylor from The Car Park, Arthur Whitten from Spokane County, and KREM2 News.

Board Chair Dickinson introduces and welcomes Board Member Harry Sladich representing the lodging industry. The SPFD Board of Directors is now a full board.

**Resolution 22-03 – Joint Resolution with Spokane County.**

Mr. Greenough, PFD Bond Council, detailed the Joint Resolution with Spokane County for the Value Village property and reviewed the pay schedule to Spokane County. The Resolution authorizes the PFD to borrow funds from the County to purchase the Value Village property. The lender is Spokane County with PFD as debtor.

Ms. Curran provided background information for purchase of the Value Village property and loan from the County.

Mr. Koegan added the County is prepared to proceed.

After questions, Board Chair called for a motion for Spokane County Board of Director's and Spokane Public Facilities Board of Director's to enter into a Joint Resolution, Resolution 22-03, for the County to loan \$5.2m to the SPFD to pay the cost to acquire real property commonly known as Value Village.

Mr. Bruya moved approve, Resolution 22-03, Mr. Greene seconded and the motion was approved unanimously.

Board Chair Dickinson and CEO Stephanie Curran expressed appreciation to the County Commissioners for continuing to be a vital financial partner to the PFD.

**ITEM #3 CONSENT AGENDA**

Board Chair Dickinson presented the Consent Agenda items.

- **Approval of Minutes from January 12, 2022**
- **Approval of Expenditures - November 2021**

PAYROLL VOUCHERS: #4311-4316, 4318-4320, 4323, 4325-4332, 4334-4335, 4339 + 2 WIRE TRANSFERS;  
ACCOUNTS PAYABLE VOUCHERS: #111001-111039, 111043-111092, 111151-111223, 113085-113169, 113171-113273, 113478, 113480-113484, 113486-113487, 113489, 114398-114400, 114402-114403

- **Approval of Expenditures – December 2021**

PAYROLL VOUCHERS: #4340-4346, 4348-4350, 4353, 4355-4360, 4362-4364, 4368-4372, 4374, 4376, 4380 + 3 WIRE TRANSFERS;  
ACCOUNTS PAYABLE VOUCHERS: # 111224-111240, 111242-111248, 111250-111315, 111317-111350, 111352-111359, 111361-111398, 113488, 114030-114061, 114063-114080, 114082, 114084-114096, 114098-114123, 114125-114127, 114129-114144, 114146-114149, 114151-114153, 114155-114209, 114211-114212, 114404-114406, 114408-114415

Mr. Bruya moved approve the Consent Agenda, Mr. Read seconded and the motion was approved unanimously.

**ITEM #4 DISTRICT BUSINESS**

**Finance Committee**

Mr. Greene and Ms. Garwood provided a report of November and December 2021 Financials/Revenues citing both months were in the black.

Ms. Curran explained ticket insurance the PFD and TicketsWest have partnered with, and funds from The Grand condo agreement.

Board Chair Dickinson requested scheduling a tutorial of PFD Finances for newer board members.

Ms. Garwood stated the PFD has received the award from SVOG (Shuttered Venues Operators Grant).

**Operations Committee**

No report.

**Project Committee:**

**Sole Source – Podium Sport Tile**

Mr. Christiansen stated that the Podium needs additional sports tile to cover the warm-up track. He reviewed the Sole Source document explaining this purchase is for compatible sports tile to current product and this vendor is an exclusive provider of this product.

Mr. Greene moved approve the Sole Source Podium Sport Tile, Mr. Read seconded and the motion was approved unanimously.

**2022 Board Elections & Committee Appointments:**

Chair Dickinson described the PFD Board elections and committee appointment process noting today will be a review of each committee and the slate will be completed at the next PFD Board Meeting. In addition, Board Chair Dickinson will remain Chair through 2023 in order for all members to be acclimated to the board.

Ms. Curran reviewed board committee policies and described each committee purpose, function, and provided examples of meetings in each committee. Each board committee is comprised of (2) board members and includes Operations, Project, and Finance. The Executive Committee is comprised of the Chair and Vice-Chair.

**Spokane Shock:**

Ms. Dickinson requested CEO Ms. Curran and Mr. Meyer provide historical and present context regarding the partnership and agreement(s) between the District and Spokane Shock.

Ms. Curran and Mr. Meyer articulated that Mr. Adams of Cypress Creek Sports (Spokane Shock), and the District negotiated an agreement in the fall 2019 for the 2020 season. Covid ceased all events beginning mid-March of 2020 thus cancelling the 2020 season. The agreement was revised for the 2021 season with some games played in the summer as Covid mandates allowed. A new and revised agreement was created for the 2022 season to secure expenses ahead of the season as past payments had been consistently delinquent.

Ms. Curran and Mr. Meyer detailed Spokane Shock past and recent payment schedules, Shock payment defaults, communication between Mr. Adams and Spokane Shock, and the District's due diligence as a public entity throughout this partnership to be in receipt of payment due and overdue. They added that the most recent payment due defaulted, a letter was sent extending payment for week and that payment defaulted. A termination letter had been sent to Spokane Shock at that point.

Board Chair Dickinson and Ms. Curran expressed the importance for transparency during this meeting and added there is responsibility of the board and District to the public as a public entity to remain fiscally diligent. Ms. Curran added that as a public entity, the PFD cannot extend credit and it is standard to get funds pre-event from new clients. Both thanked Mr. Adams for attending the meeting adding the Spokane Shock has a really good brand.

Mr. Adams provided an overview of the Spokane Shock since 2019 and explained difficulties the Spokane Shock has experienced including finances. He provided a wire transfer initiation to the District, however, it is not a wire confirmation and has not cleared the PFD account as of the time of this meeting. Mr. Adams requested a re-negotiation of terms and to

access 2022 season ticket funds with TicketsWest. Board Chair Dickinson stated the current agreement has been made in good faith, both parties agreed, and the agreement will stand.

Mr. Meyer added ticket funds are owned by the ticket holders, and those funds are not utilized until a game is played and then settled. This is standard for all events at all PFD venues.

Discussion and questions from board with Mr. Meyer confirming there has been consistent communication with TicketsWest and the League regarding all agreements, communications, payments and defaults, and financials.

Ms. Dickinson stated the board's intent is to support the District and explained that a grace period for the delinquent payment will be extended to the Spokane Shock. The past due amount is due Friday, January 28 at 12pm, and at that time funds must be in the District account. If past due funds are not received at that time, the agreement with Spokane Shock and the District will be terminated. An amendment to agreement will be made at that time and verification that vendors are paid in full.

Board Chair Dickinson stated looking forward to the future partnership, and a great season. She added Ms. Curran and Mr. Meyer are in full authority to proceed with current agreement and payment schedules.

**CEO Update/Ms. Curran:**

Board Orientation: With election of 5<sup>th</sup> board member, legal will schedule a Board Orientation at a future meeting.

Stadium: Stadium has begun.

Value Village Property: Ms. Curran is meeting to sign agreement this afternoon.

Warming Shelter at Convention Center: The City Council did not approve PFD invoices from the shelter and have requested all receipts before approving.

Ag Expo: Pre-Con meeting tomorrow. Event move-in is Sunday, 1.30 I in the Exhibit Halls.

PacNet: Annual conference is in a few weeks. Paciolan submitted the District in partnership with Spokane Chiefs for a Star Award. A link to vote will be forwarded to the board.

SVOG: (Shuttered Venues Operators Grant). Funding has been received.

Entertainment Industry: Mr. Meyer reported some shows are moving from spring to fall dates, and some are no longer touring Canada resulting in discussions about looking at Spokane.

Ms. Deri presented an overview of goals between the PFD and Visit Spokane, described local and sports business,

**ITEM #5 PUBLIC COMMENTS**

Board Chair Dickinson opened the Board Meeting for Public Discussion.

The next SPFD Board of Directors Meeting is scheduled Wednesday, January 26, 2022 at 12:30 PM.

**ITEM #6 ADJOURNMENT**

There being no further business the Board adjourned at 1:32 PM.

Michelle McIntyre, Clerk of the Board

Approved by the Board of Directors