

**April 14, 2022, Regular Board Meeting**

**7:30 – 9:00 AM**

## **Minutes – Annual Board Meeting** (held via teleconference)

### **Attendance**

**S3R3 Solutions Members physically present:** Bill Butler, Al French, Larry Krauter

**S3R3 Solutions Members present via teleconference:** Breean Beggs, Greg Birchell, Scott Simmons

**S3R3 Solutions Members absent:** Johnnie Perkins

**S3R3 Solutions Staff physically present:** Todd Coleman, Executive Director; Karen Corkins, Project Manager; Sueann Herkel, Executive Assistant; Taudd Hume, Legal Counsel

**S3R3 Solutions Staff present via teleconference:** None

**Guests physically present:** None

**Guests present via teleconference:** Kathryn Miller

**Meeting called to order 7:32 AM.**

### **Welcome and Introductions:**

Board Chair Bill Butler requested roll call of Board, quorum present.

### **Public Comment/Courtesy of the Floor:**

No public comment taken due to Governor's Proclamation.

### **Action Item Number 1 – Consent Agenda**

Board Chair Bill Butler requested comment on Consent Agenda Action Item Number 1 which included minutes for the February 10, 2022 Annual Board Meeting and financials for February 1 – 28 and March 1 – 31, 2022. Hearing none, Board Chair Bill Butler called for a motion, Board Treasurer Al French motioned for approval, Board Vice Chair Larry Krauter seconded, motion passed unanimously.

### **Action Item Number 2 – Authorize Reimbursement Agreement for Dark Fiber**

Executive Director Todd Coleman began the explanation of Action Item Number 2 with the statement that two significant changes have been made to the agreement such as: (1) In Section 2.9 the parties have agreed to add several exhibits to further define the dark fiber assets to be installed once the design is complete. This section is unchanged except for the last sentence of 2.9 which states "if unanimous consensus and agreement regarding the content cannot be reached within six (6) months to the date the Tribe executes its contract with CERB, then this Agreement, despite any signatures hereon, shall become null and void and shall automatically terminate." The addition of a termination clause in case the parties cannot reach agreement is of mutual benefit to both parties. And (2) the Kalispel Tribe is no longer waiving their Sovereign Immunity, see Section 11.11. Taudd Hume further comments that worst case scenario is that the current language stands, we sign and then have the opportunity to negotiate. Several board members voiced their experience in dealing with similar contracts. Board Treasurer Larry Krauter asked if there are any alternatives? The response was to source funding beyond CERB. The action failed to move to a vote due to the lack of a motion. The Board requested staff to provide additional information with regards to the Sovereign Immunity and bring the item back to a future meeting for consideration.

### **Project Updates, Presentations and Briefings**

1<sup>st</sup> Quarter 2022 Financials and Budget – After a thorough presentation by Executive Director Todd Coleman regarding the financials and budget, Board Chair Bill Butler raised the question concerning the revenue sharing of retail sales tax, specifically why there has not been resolution over this issue that has been discussed for several years. Additionally, Mr. Butler commented, given all consideration regarding accounting, S3R3 could be owed as much as \$600,000 to \$700,000. Board Member Greg Birchell agreed with Mr. Butler and further stated that a solution seemed to be close at one point. Board Member Scott Simmons commented on the complexity of the issue from the County's perspective. He further acknowledged the County's fiscal obligation to S3R3 (as well as other Public Development Authorities). However, the Department of Revenue (DOR) continues to be a challenge. The County and City's effort are well intentioned, however, the complexity of relying on the DOR was not considered

in what appeared to be an optimistic outcome. Although this was partially solved by a former employee of the County's, bringing that person back would negatively impact their retirement pay. Moving forward, the following actions were suggested by Executive Director Todd Coleman:

1. The parties to the ILA could lobby to change legislation regarding who can see DOR records,
2. Identify another alternative to share revenue that would be equivalent to or nearly equivalent to the sharing of retail sales tax.
3. Determine if S3R3 could obtain the expertise of the formal County employee through our legal counsel, provided that employee could still access the DOR records.

Board Chair Bill Butler stated that although he wasn't expecting a resolution during this board meeting, he appreciated the discussion and looks forward to hearing the alternatives discussed between the Executive Director and our legal counsel and also between the Executive Director and Scott Simmons, Board Member and CEO of Spokane County.

Wetland Mitigation Bank – the survey for the fence line has been completed and mapping of the wetland delineation should be accomplished by next week. The Corp of Engineers and Department of Ecology still need to review at an onsite meeting in May.

Hangar Project – the design/build will be executed by client.

Stormwater – the current plan was presented to City Council on March 17<sup>th</sup> and will be presented to the County Commissioners on April 18<sup>th</sup>. S3R3 is working on the Request for Proposals for a stormwater consultant. Additionally, a portion of the project has been submitted through the County for ARP funds.

**Other Business**

1. Unfinished:  
Nothing reported
2. New Business  
Board Treasurer Al French discussed a manufacturer looking for 100 acres in the West Plains.

**Board Member Items**

None

**Executive Session:**

None

At 8:58 AM the April 14, 2022 Annual Board Meeting was adjourned.