

MINUTES OF THE REDEVELOPMENT AGENCY OF SALT LAKE CITY

TUESDAY, NOVEMBER 12, 2019

The Board of Directors of the Redevelopment Agency (RDA) of Salt Lake City, Utah, met on Tuesday, November 12, 2019 in Room 326, Committee Room, City County Building, 451 South State.

In Attendance: Directors Amy Fowler, Charlie Luke, Analia Valdemoros, James Rogers, and Andrew Johnston.

Absent: Directors Mendenhall and Wharton.

Staff in Attendance: Cindy Gust-Jenson, Council Executive Director; Jennifer Bruno, Council Executive Deputy Director; David Litvack, Mayor's Deputy Chief of Staff; Patrick Leary, Mayor's Chief of Staff; Rusty Vetter, Deputy City Attorney; Danny Walz, RDA Chief Operating Officer; Jill Wilkerson-Smith, RDA Deputy Chief Operating Officer; Katherine Lewis, Senior City Attorney; Kort Utley, RDA Senior Project Manager; Tammy Hunsaker, RDA Project Manager; Susan Lundmark, RDA Project Manager; Tracy Tran, RDA Project Manager; Corinne Piazza, RDA Project Manager; Lehua Weaver, Council Associate Deputy Director; Benjamin Luedtke, Council Public Policy Analyst; Allison Rowland, Council Public Policy Analyst; Nick Tarbet, Council Senior Public Policy Analyst; Scott Crandall, Deputy City Recorder; and Cindi Mansell, City Recorder.

Director Fowler presided at and conducted the meeting.

The meeting was called to order at 12:09 p.m.

A. 12:09:45 PM GENERAL COMMENTS TO THE BOARD

Steven McCurdy said he represented over 3,600 individuals who had signed the "[Petition to Save the Utah Theater](#)". He provided comments that included: saving this remaining treasure, the theater being part of Utah cultural history, destruction of history for new skyscrapers, loss of beauty and architecture, duty to preserve, historic preservation importance, and destruction of another landmark.

Paul Christensen, Council District six resident/business owner, spoke in favor of downtown high-rise development and the need for a 24/7 downtown environment. He discussed the importance of this project and said the Capitol Theater had been preserved but economics did not make sense on the Utah Theater rehabilitation and spending of taxpayer dollars.

Darby McDonough touted the importance of Salt Lake City in film history and said the Utah Theater could be a downtown 70mm screen (one of few remaining). She said there were many youth (ages 18-29) who were invested in architectural history. She offered comparison to the City & County Building that was almost torn down but ultimately saved and

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retrofitted. She said there were multiple other properties that could be alternatively used for this project.

Pete Ashdown, X-Mission, discussed the show of public support for preserving the theater (with over 3,600 petition signers in three weeks). He said the Tacoma Theater was restored with seismic upgrades for \$24.3 million; Minneapolis with \$8 million; and he felt the \$60 million estimate was inflated. He said Salt Lake County was ready to manage the theater and had the budget to do so; he said Mayor Wilson said she welcomed pausing this process so the County and City could work together to preserve it. He said the City either needed to embrace mass transit and air quality or not, but he did not want to see downtown turn into parking garages and empty luxury condominiums. He said Mayor Biskupski had doomed the Theater without adequate public input, and the Council should serve as the counterbalance to the Mayor.

Lisa Allcott said she was a past board member of the Utah Film Center and was involved in the Salt Lake County study five years ago. She said that proposal was rejected by the RDA staff as being flawed. She said the City had changed in five years and was not the same as when that proposal was put together. She said this consideration deserved more public input (similar to City efforts for other ventures).

Michael Valentine, filmmaker and downtown activist, said this facility, if restored, would be one of the greatest cinema screens in the world. He said rehabilitation of the Eccles Theater was triple this cost, Sundance brought millions in tourism funding to Utah, and the theater should be rebuilt for architecture and future film industry.

Daniel Steiner said he was a University of Utah film student. He said he loved the history of Utah and would often take his friends downtown to show them historic points (the Utah Theater being one). He said if culture and art kept being torn out of the City, no one would want to reside in the replacement high rise buildings.

David Amott said he represented the Preservation Utah Board and Salt Lake City constituency. He said they wanted to see it saved and many had asked about the public process regarding signing the fate of the Utah Theater. He said a process was compiled to start with a series of tours and a survey; however, the RDA stopped that process and he wanted to know why. He said it had been suggested that decorative elements from the theater would be incorporated into the new development, but the historical value would be destroyed once removed from its original location. He said that process would not serve to honor the Utah Theater history.

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Casey O'Brien McDonough said he worked in architecture and had been on both sides of these types of issues. He said in reading through the paperwork, it felt like the process was driven by a priority list that put the theater at the bottom and all other elements at the top. He said the theater was bought with the intent of the City and support of the residents to save it and there were still ways to find a way to save it to benefit the City, Hines and their adjacent property, and LaSalle and their desire to have a restaurant in the new development. He said all the questions had not been asked to do whatever possible to save the theater.

Josh Schenerman, local artist, said the RDA mission included work to revitalize neighborhoods. He said the Granary District was a great example because industries came from Denver and bought 13 blocks (resulting in a \$40 million increase in the City's General Fund). He said there were also five skyscrapers going up in the next few years so this development in this location would not be a novelty.

Karol McDonough said she had items from both the Orpheum and Utah Theaters and her children grew up looking at those items and developing a love for them. She said if the theater were to be restored, she would donate these valuable historical elements to reinstate its architectural heritage.

Karen Horne, local artist, said she was awarded the 2013 Mayor's Visual Artist Award for her series celebrating downtown Salt Lake City landmarks (including Capitol Theater). She said she never had an opportunity to tour the Utah Theater, expressed concern about the lack of public process, and implored the Board, City Council, and Mayor to pause the process and allow for public input and feedback.

Polly Hart said she was the longest serving Redevelopment Advisory Committee member (10 years). She discussed RDA goals and said they should preserve this treasure.

Dawn Borchardt said she had worked in many theaters and people connected to theaters in history and character and not to sterile cinema environments. She said it would be valuable to the City, and people would come from all over the country to see this priceless theater if it were to be rehabilitated.

Kimber Pino discussed growing up in Utah, memories, history, and the architectural significance of the theater.

Jeff Thompson, former archivist at 20th Century Fox, said the Utah theater was one of the most important remaining theaters.

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Brent Barnett said the cost of the theater renovation had been completely misstated. He said this decision was about the future vision for the City. He said Main Street needed great public spaces, and there was a need to plan for an entire theater district.

Robert Stefanik discussed the need to preserve history and said the theater could become a spot for film premiers, weekends flash back events, and classic films. He said Salt Lake should not destroy this landmark because there was the need for a historic theater district.

David Berg discussed early memories of coming to the City & County Building when there was talk about knocking it down. He said those arguments were the same by those who stood to profit, just like now. He asked the Board to honor their commitment to the public and save the jewel of Main Street, and to follow the example of Tacoma and St. Paul who had sister theaters.

George Phillips said he was going to buy the theater, but he let the City acquire it. He said the City bought it with the intention of restoring it. He said he would have restored it and it would not be in the shape it is now. He said he was disappointed this discussion was still going on ten years later and hoped a different decision could reaffirm his faith in City government. He said the building needed to be restored and preserved for future generations; it was the last building of its kind in this town; and if the building was destroyed, it would destroy a part of Salt Lake history.

Heather Armstrong said she had no idea this was happening and was appalled the RDA would move forward when there were so many others who had no idea the theater existed. She implored the Board to open this up for a public process to make the determination.

Joel Pino did not speak but submitted a written comment card. He expressed concern and said it was difficult to understand why it had been so hard for the public to gain information and have a voice in saving the Utah Theater. He said it seemed like the process was kept away from the public and their opinions.

Annette Naisbitt did not speak but submitted a written comment card. She said there was need for a grand theater district and a plan for future theater districts. She said this theater should be saved for the interest and culture of future generations.

Robert Eckman did not speak but submitted a written comment card.

Elinor Sargent did not speak but submitted a written comment card. She said the Utah Theater (Pantages) had a rich history and was one of

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the City's treasures. She said she was able to tour it a few years ago and it was still beautiful, and architectural heritage was an important part of the City that could enhance tourism and positively impact quality of life. She said renovating was worth the money spent, as the craftsmanship in the building could never be replicated. She offered comparison to the City and County Building and said the right choice was made and it was saved. She said the same must be done for the Utah Theater.

B. REDEVELOPMENT AGENCY BUSINESS

#1. 2:06:46 PM Approval of Minutes. Director Luke moved and Director Johnston seconded to **approve the minutes of the RDA Board meetings held Tuesday, September 24, 2019 and Tuesday, October 8, 2019**, which motion carried, all directors present voted aye. [View Minutes](#)
(M 19-6)

#2. 12:53:47 PM Resolution: RDA Budget Amendment No.1 for Fiscal Year 2019-20 Follow-up. *The Board will receive a follow-up briefing about a resolution amending the final budget of the Redevelopment Agency of Salt Lake City for Fiscal Year 2019-20. Budget amendments happen several times each year to reflect adjustments in the Redevelopment Agency's budget, including proposed project additions and modifications. This proposed amendment includes allocating funding to the new 650 South Main TRAX Station, and reallocating funds for the Station Center project, among other changes. A public hearing will be held on this item at 2:00 p.m. or immediately following item number one on the Council Work Session agenda.* [View Attachments](#)

Benjamin Luedtke and **Danny Walz** briefed the Board with attachments. Mr. Luedtke referenced the draft motion sheet and said it included a contingent appropriation related to the \$750,000 additional funding for a new TRAX station at 650 South Main Street. He said the Board already appropriated \$639,000, and this additional funding would not fully fund the project. He said adjacent property owners were expected to contribute some of the additional funding to get to the \$2,000,000. He discussed funding contingencies and a formalized written agreement with Utah Transit Authority (UTA) in which they would commit to operate and maintain the station. He said the original funding was adequate to continue the design of the station so none of the contingencies would slow down the project (adding a step for more information to return to the Board as well as return with a funding plan). He said in addition, Administration was requesting an additional \$500,000 from the Revolving Loan Fund/Fund Balance be included (related to the loan for the Jefferson on the agenda later today).

Director Fowler said the public hearing was noticed for 2:00 p.m.

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and the Board would not act until they conducted that public hearing.

#3. [1:35:25 PM](#) Informational: 900 South Streetscape Improvements and Electrical Undergrounding. *The Board be briefed about potential tools to fund ongoing maintenance expenses for proposed streetscape improvements and electrical undergrounding on 900 South Street. [View Attachments](#)*

Danny Walz, Benjamin Luedtke, Jennifer Bruno, and Kort Utley briefed the Board with attachments.

Mr. Luedtke provided background and said the Board had approved \$1,316,000 in additional funding for streetscape improvements and undergrounding powerlines contingent upon the Administration returning to the Board with a proposed maintenance funding plan as well as an update on final project cost estimates. He said the total construction budget was \$7.5 million and that would fully fund streetscape, undergrounding, and Capital Improvement Plan (CIP) funding for 9-line trail that went directly through the project area. He said the maintenance funding estimate for landscaping (planter beds, hardscape maintenance, and contingency) was \$44,307.

Mr. Luedtke said Staff contacted Central Ninth property owners and calculated costs of a special assessment area (SAA) (\$20.69 per linear foot of property or \$2,800 annually for the average business owner in the District). He said the neighborhood felt the area was in transition and more susceptible to financial risk, and Staff did not feel the concept of SAA would reach the level of support (61% needed to be successful). He discussed various funding option scenarios including: scope reduction; RDA payment for some or all maintenance to come out of the Program Income Fund (the West Temple Gateway Project Area had expired); or the option to split or phase the funding for maintenance between the RDA and General Fund. Mr. Luedtke referenced the policy questions and said a decision was not needed today, as there was adequate funding for project design to continue the discussion should the Board want more feedback from discussions with property owners. He referenced snow removal policy guidance and said snow removal was no longer part of the project. He said some Board Members raised the lack of a City policy guiding what areas received snow removal and the equity issues that could arise with an ad hoc approach.

Discussion followed regarding the SAA concept and whether that could be split, with remaining funding to be shared in multiple ways. Concern was expressed that design would be part of or affect the ongoing maintenance discussion. Mr. Utley said the design phase was at 50% and the design for the remaining corridor needed to catch up. He said he did not see decisions being made today affecting those designs. Director Rogers said there could be items affiliated with what was included as

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part of that maintenance. Director Fowler said meetings with property owners reflected major concerns being parking/angled parking in street center, trees, and traffic calming.

Director Johnston inquired if there were a method to phase out City/RDA paying for maintenance for a certain time period (to get an area up and running). He suggested memorializing something along those lines within the resolution to draw the line on maintenance at some point. Ms. Bruno explained typically that was forced by the life of an amenity (i.e. once a neighborhood had an amenity, she had not seen the Council remove it but rather, replace and City bearing the cost).

Mr. Walz said the neighborhood had also brought up this area being the test zone for the form-based zoning concept. He said if the City were to allow the additional density, this was a small request to make to provide parking for the business district. He said the group was willing to perform snow removal, empty trash receptacles, and pay for any additional amenities.

Director Fowler said she would support maintenance coming out of the General Fund because many of these property owners (business and residents) had developed or made improvements at their own risk so these amenities did not seem a big ask. She said the supporting businesses were going to bring additional funding into the area. She said the City could do their part by maintaining those few amenities (they had shaved down to three critical items). Director Johnston expressed further concern as to future area equity considerations.

#4. [12:57:45 PM](#) Informational: Utah Theater Redevelopment Follow-up. *The Board will receive a follow-up briefing about the potential redevelopment of the Utah Theater, located at 144 South Main Street, and adjacent retail property. [View Attachments](#)*

Danny Walz, Benjamin Luedtke, and Tammy Hunsaker briefed the Board with attachments. Mr. Luedtke referenced a summary of the required public benefits: low-income apartments in downtown; midblock walkway; and reuse of historic elements. Mr. Walz said this discussion was to determine a purchase price for the Utah Theater in consideration for potential write-down for the required public benefits included in the purchase and sale agreement for the property disposition that had been executed by the Administration. He said the agreement provided the ability for the developer to request a write-down from the Board to take into consideration the restrictive easements that would be recorded against the property. He said Staff was present to provide information and discuss costs related to the public benefits as well as follow-up to previous discussions.

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Ms. Hunsaker provided background on the project as well as current status. She said the theater was acquired in 2010, between 2010-2016 Staff conducted research, held an open house and conducted internal studies calculating seismic and structural costs. She said in late 2015, the RDA decided to begin negotiations with adjacent property owners (Hines and LaSalle). She said in May 2019, the property appraisal was \$4,070,000. She provided a brief overview of the project and discussed the required public benefits and costs between \$5.7 and \$7 million. She said there could be optional public benefits contingent upon additional analysis to include: additional affordable housing; non-profit office space; and publicly-accessible park space.

Ms. Hunsaker discussed follow-up information and the question of eligibility for historic tax credits. She said in 2017, the Federal Tax Reform removed the 10% historic tax credit option (leaving only the 20% option available). She said Staff was advised in the past by two different primary sources (Utah Heritage Foundation/Preservation Utah and the 2014 Film Study) that the site was not eligible for listing on the Historic Register and therefore not eligible for tax credits. She said the property was not included in a national historic district or located on the Historic Register. She said one opportunity to have it eligible would be to expand a neighboring historic district; however, the theater would have to uphold the intent of that district. She said another opportunity would be if a rehabilitation were fully funded up front the Theater might be retroactively placed on the Historic Register and those tax credits refunded.

Ms. Hunsaker further reviewed bonding capacity as well as affordable housing comparison (per unit subsidy ranges from \$5,000 per unit to upwards of \$90,000). She said most RDA or City projects with affordable-housing dollars were also receiving low-income housing tax credits or other funding (making them more affordable). She said there was also information on new market tax credits and other potential funding sources.

Director Valdemoros discussed what was required, optional public benefits, and how that was determined. She said there was discussion of open space meaning a park and that was no longer an option. Mr. Walz said the distinction between required and optional requirements came back to when Staff first started the conversation of potentially tearing down the theater and constructing a development on the site. He said the intent was to prioritize those public benefits in lieu of the theater (thus the top three, as well as others that were additional or enhancements). He said about the question on open space, the developer advised there would be open space. He said Staff questioned the extent (amenity owned, retained and managed by the developer versus what the City wanted to see as a public use and benefit and where there could be

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participation to expand or for maintenance). He said Staff fully anticipated/assumed the developer would provide that open space and the question was to activation or maintenance. Director Valdemoros said she was not comfortable with that not being written or included and the City did not have funds for maintenance of a new park. Mr. Walz said if the benefits did not happen, the RDA would have the first right of refusal to buy the property back.

Further discussion followed regarding the right of the Executive Director to sell the property without much RDA input and whether there was consideration of the historic element of the property. Mr. Walz said if this were a land disposition with no consideration for write-down, the Mayor would have the ability to do so under current policy. He said if the Mayor wanted to include public benefits and there were impacts on cost more than 10% of the land value, that would then put it before the RDA. He said the deal was then structured that in order to sell, they wanted to include additional public benefits and the deal would need to come before the Board. He said bonding had historically been discussed to finance these significant costs, and there was a question as to what level to preserve or restore the theater, etc. He said those costs were always presented at a range because of the discrepancy of options. He said the Mayor determined that given the recent sales tax increase and bond for road improvements, she did not feel this met the intent of issuing additional debt to the citizens. He said there were no additional means of financing this project and Staff determined to move forward on to this development.

Director Fowler said the Board could not issue debt without the Mayor's approval. Mr. Walz said that was a decision made by the Mayor and a factor in her decision to sell the property. Director Fowler said the question to the Board was about the land write-down and not the purchase and sale agreement (which was an Administrative function). She said the question was about the public benefits and whether those add up to a land write-down. Ms. Hunsaker said the cost to the public benefits was above and beyond the land value.

Director Fowler requested a budget proposal to incorporate preservation via a third-party historic element documentation. She suggested discussions with Public Services about the City's impact if public park/open space were maintained in that area (should that be on the table for discussion).

Director Johnston inquired as to the November contract deadline. Mr. Walz said the question was raised as part of the previous contract and due diligence (the deadline was last November but the developer had a year to work towards closing). He said when Staff got to the point of moving towards development that did not anticipate preserving the

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theater, discussion turned to approving the agreement as well as changing the scope of the development. He said Staff opted to negotiate a new purchase and sale agreement. Director Johnston said he struggled and could not rationally find a reason to support the sale of the property. He said the public benefits were not able to be replicated elsewhere. He said he heard there were prominent people who would support rehabilitation of the theater; however, the time had passed for generalizations and there was need for concrete support, ideas, and specifics.

Director Valdemoros agreed she wanted to exhaust every single other option. She said the Board was at the point where they could change history; they did not have the funding and needed the public's assistance.

Director Rogers said he was looking forward to the new project because the photos did not depict the current theater status (shameful). He said it would be great to rehab but it did not financially pencil out and the Board and Staff had already considered every other possibility.

Director Fowler said this was a hard discussion and it was heartbreaking to see what had happened on the inside of the building. She said repair took money and so did fixing roads and every other responsibility. She said it was not up to the Board whether to sell the land and there were many pieces at play. She said she appreciated the sentiment involved and how difficult this decision was. She said Staff worked hard and if the theater could not be saved, at least something could be built that could be enjoyed and made a contributing part of the City. She said the item was scheduled for adoption at the December meeting.

#5. 1:55:23 PM Resolution: Revolving Loan Fund Application for Mixed-use Project at 912-916 Jefferson Street. *The Board will be briefed about, and will consider adopting, a resolution that would approve a loan of nearly \$2 million to Central Ninth Development Partners II LLC for a mixed-use project at approximately 912-916 Jefferson Street. Located in the West Temple Gateway project area, Central 9th Market Phase 2 will contain commercial retail on the ground floor and three one-bedroom residential units above. [View Attachments](#)*

Allison Rowland, Susan Lundmark, and Danny Walz briefed the Board with attachments. Ms. Rowland said this was linked to the budget amendment and referenced the policy question relative to the proposed mid-block walkway and loan reduction. She said the Board could consider whether that represented a significant enough amenity to merit that change.

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Ms. Lundmark discussed the mixed-use development project, site map, and financial overview of the proposed \$1.9 million loan. She said the applicant was requesting six public benefit interest rate reductions for a total of 3% discount (sustainability, public amenities, architecture and urban design, transit alternatives, economic impact, and affordable housing).

Discussion followed regarding the 50-year term on affordability deed restrictions for the housing component, with Ms. Lundmark stating the loan term was 5 years (with an option for extension) more to reflect the housing commercial loan. She said the Redevelopment Advisory Committee (RAC) recommended approval.

Director Rogers moved and Director Johnston seconded to **adopt Resolution R-20-2019 approving the term sheet for a loan to an affiliate of Central Ninth Development Partners II, LLC for a mixed use project located at approximately 912-916 Jefferson Street**, which motion carried, all directors present voted aye.

#6. 2:05:43 PM Resolution: RDA Guiding Framework, including RDA Mission and Values Follow-up. *The Board will receive a follow-up briefing, and will consider adopting a resolution, for the RDA's guiding framework for strategic operations. The intent of the framework would be to clarify the organization's purpose and outline a methodology for prioritizing projects that align most closely with the RDA's goals. In addition, staff is seeking input on a project evaluation process that would help determine a project's priority level based on the public benefits it creates.* [View Attachments](#)

Kort Utley and **Danny Walz** briefed the Board with attachments. Mr. Utley referenced the additional sustainability language.

Director Rogers moved and Director Johnston seconded to **adopt Resolution R-22-2019 adopting the Agency's Guiding Framework for Mission and Values**, which motion carried, all directors present voted aye.

#7. Report and Announcements from the Executive Director. *Report of the Executive Director, including a review of information items, announcements, and scheduling items. The Board of Directors may give feedback or policy input.*

No discussion held.

#8. Report and Announcements from RDA Staff. *The Board may review Board information and announcements. The Board may give feedback on any item related to City business, including but not limited to Block 70 Update and Scheduling Items.*

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#9. Report of the Chair and Vice Chair.

No discussion held.

C. WRITTEN BRIEFINGS

None.

D. CONSENT

None.

E. PUBLIC HEARINGS

The Public Hearing will be held at 2:00 p.m. or immediately following item No.1 on the Council Work Session agenda.

#1. 2:04:56 PM Resolution: RDA Budget Amendment No.1 for Fiscal Year 2019-20. *The Board will accept public comment and consider adopting a resolution amending the final budget of the Redevelopment Agency of Salt Lake City for Fiscal Year 2019-20. Budget amendments happen several times each year to reflect adjustments in the Redevelopment Agency's budget, including proposed project additions and modifications. This proposed amendment includes allocating funding to the new 650 South Main TRAX Station, among other changes, and reallocate funds for the Station Center project, among other changes. [View Attachments](#)*

There were no public comments.

Director Luke moved and Director Rogers seconded to adopt [Resolution R-21-2019](#) amending the final budget of the RDA for Fiscal Year 2019-2020 (Budget Amendment No. 1), which motion carried, all directors present voted aye.

F. (TENTATIVE) CLOSED SESSION. The Board will consider a motion to enter into Closed Session, in keeping with Utah Code §52-4-205 for any allowed purpose.

Item not held.

The meeting adjourned at 2:07 p.m.

Redevelopment Agency Chair

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Secretary

This document is not intended to serve as a full transcript as additional discussion may have been held; please refer to the audio or video for entire content pursuant to Utah Code §52-4-203(2) (b).

This document along with the digital recording constitute the official minutes of the Salt Lake City Redevelopment Agency meeting held November 12, 2019.

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