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January 28, 1997

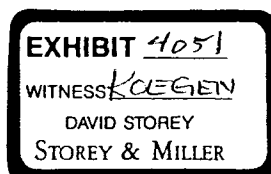
Roy Koegen
PERKINS COIE
Suite 600 - Old City Hall Bldg.
N. 221 Wall
Spokane, WA 99201

Re: River Park Square

Dear Mr. Koegen:

I have reviewed the proposed Resolution concerning the public development authority and have the following comments:

1. At page 2 the "whereas" pertaining to formation of the Spokane Downtown Foundation should indicate that the Spokane Downtown Foundation has been formed without indicating the Developer formed it.
2. At page 5, Section 4, there is language concerning a ground lease between the Developer and the Authority. Actually, there is no ground lease between the Developer and the Authority. There is a ground lease between the Developer and the Foundation which will be assigned to the Authority, and there is a ground lease between the Developer and the City for when the City acquires title to the facility. I am not sure what this provision pertains to.
3. At page 6, with regard to the fourth category in the flow of funds, I would prefer that we agree on a number, and I propose \$45,000 since at this point in time it is uncertain as to what the specific amount of the administrative costs will be and what the interest rate will be. Moreover, the amount of money on an annual basis would seem to vary based on the different interest rates that might be available during the life of the bonds.



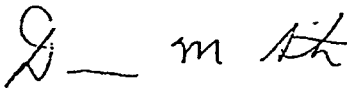
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Roy Koegen
PERKINS COIE
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4. At page 7 there is a representation that the City can repay itself parking meter revenue prior to the \$45,000 being repaid. I believe that is incorrect. The \$45,000 is to be paid before reimbursement of parking meter revenue and that means that this provision should say payments under fifth through ninth and not Fourth through Ninth.

Very truly yours,

WITHERSPOON, KELLEY, DAVENPORT
& TOOLE, P.S.

By 
DUANE M. SWINTON

DMS:kje

cc: Elizabeth A. Cowles *-(w/copy of Resolution)*
Robert W. Robideaux

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