



University District Public Development Authority (UDPDA)

Board of Directors Meeting Minutes

Tuesday, November 1, 2016 – 2:03pm-3:55pm

McKinstry Station, 850 E. Spokane Falls Blvd., Roundhouse Rooms 1&2

Board Members Present: Barry Baker, Chancellor Lisa Brown (via phone then in person), Mayor David Condon, Kent Hull, Taudd Hume (non-voting), Tom Johnson, Karl Otterstrom, Dr. Thayne McCulloh, Mariah McKay, Todd Mielke, Kim Pearman-Gillman, Mark Richard (via phone then in person), Council President Ben Stuckart and Steve Trabun

Board Members Absent: Catherine Brazil, Bruce Butterworth, Dr. Mary Cullinan, Dr. Christine Johnson, Mike Livingston, Dr. Beck Taylor and Kim Zentz

Other Participants: Bob Eggart (WSU), Andrew Worlock (City)

Staff: Alden Jones, Mark Mansfield (via phone)

Call to Order:

Otterstrom called the meeting to order at 2:03pm, confirmed the presence of a quorum and proceeded to the following motion items:

- a) Otterstrom asked the Board to review the September 6 and October 4 UDPDA board meeting minutes.
MOTION to approve the minutes as presented (Trabun); seconded (Baker) and passed unanimously.
- b) Otterstrom asked the Board to review the UDPDA financials as of August 31, 2016 and September 30, 2016.
MOTION to approve the financials as presented (T. Johnson); seconded (Stuckart) and passed unanimously.
- c) Due to a lack of a quorum at the October 4 meeting, Worlock re-presented information pertaining to a grant application the City of Spokane has submitted to the Department of Commerce for a Growth Management Services' 2016 Environmental Permitting Grant. The City is asking the UDPDA to commit to a \$15K match toward the grant from its current UDRA fund balance (approximately \$90K). If awarded to the City, the grant will help strategic areas in The University District get closer to "shovel-ready". Otterstrom asked the Board to take action on this request. **MOTION to commit \$15K in UDRA funds as a match toward the City's of Spokane's Department of Commerce grant application** if successful (T. Johnson); seconded (Stuckart) and passed unanimously.

UDRA Business Plan Preliminary Proposal

Otterstrom presented a slide deck (see Exhibit A) regarding the draft preliminary UDRA Business Plan ("the Plan"). The board reviewed and discussed various aspects of the Plan including: relevant milestones, past UDRA investments, plan scope, 19 proposed planning principles, investment strategies, criteria and considerations for funding eligibility, a procedural flow chart, a fiscal analysis of UDRA revenue stream, the intent to periodically review the plan, and a timeline of next steps and required actions. It was noted that the City will vet proposed development projects in The University District (via a City-developed scoring matrix) prior to their review by the UDPDA Development Committee. The Development Committee, in turn, will draft a complimentary (vs redundant) evaluation tool. All development projects will be presented to the UDPDA board of directors for consideration, regardless of their score by either the City or the Development Committee. Richard

Although there was broad agreement by the board that the Plan presentation was well-executed and comprehensive in draft form, all agreed it will benefit from further discussion. Therefore, no action was taken on the Plan at this meeting. The Development and Executive Committees, working closely with the City, will continue to refine the Plan with the hope of presenting a final version (as an exhibit to a new Interlocal Agreement between the City and the UDPDA) for board approval at the December 6 meeting. Richard along

with others present, praised Mansfield, Otterstrom, Pearman-Gillman, Worlock and others at the City for their excellent work on this important project.

Nominating Committee Report

Pearman-Gillman reviewed the outcome of the October 28 Nominating Committee Meeting. The 2016 committee members include: Pearman-Gillman (chair), Mayor David Condon, Dr. Christine Johnson, Dr. Thayne McCulloh, and Council President Ben Stuckart. The committee proposes to add two new at large director positions and to fill one real estate director vacancy due to Mike Livingston's resignation as of December 31, 2016. Livingston plans to continue to participate in Development Committee meetings after his resignation.

The board reviewed the draft cover letter, application form and press release for the proposed open positions. Mielke suggested, and the board agreed, that the language in the draft documents regarding expertise or experience in technology, life sciences research and commercialization or health care should be removed to avoid any undue bias in the selection process. Staff will make these corrections before posting the information on the new University District website after the meeting. Mielke also encouraged the board to consider greater representation by property owners, especially those south of the railroad tracks, who initially may be the most affected by development and revitalization plans.

Because the expansion of the UDPDA board requires an amendment to the bylaws, which in turn requires a 2/3 majority vote of the board, Otterstrom (confirming the 2/3 majority was present) called for a motion to first approve the proposed amended bylaws which was moved (Mielke) and seconded (Stuckart). However, subsequent discussion regarding the Mayor's potential conflict of interest vis a vis his fiduciary role at the City— (and including director Richard asking if the Mayor could just recuse himself vs assigning a designee in his place given his critical role in the UDPDA)—resulted in a repeal of the initial motion and a **new MOTION (Brown) and seconded (Mielke) to amend the proposed bylaws amendment to the following:**

- In section 3.2 the new language would read, "There shall be no fewer than thirteen (13) and no more than twenty-one (21) voting directors of the Corporation" and;
- In section 3.2.1 Appointed Directors, letter a. would read, "City of Spokane Mayor (non-voting director position)"

Otterstrom then asked for a **MOTION (Richard), seconded (Pearman-Gillman) to approve the fully amended bylaws** (making the Mayor a non-voting director of the UDPDA board only; his voting status remains unchanged on the UDDA board) which passed unanimously.

Otterstrom then asked the Board to review the proposed 2017 UDPDA slate of officers as presented by the 2016 Nominating Committee:

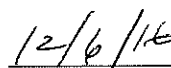
- o Chair – Karl Otterstrom
- o Vice Chair – Steve Trabun
- o Secretary – TBD after open position applications received
- o Treasurer – Tom Johnson
- o Past Chair – Kim Pearman Gillman

MOTION to approve the 2017 slate of officers as presented (McCulloh); seconded (Baker) and passed with one member (Hull) voting against.

Adjourn: Meeting adjourned at 3:55pm.



Karl Otterstrom, board chair



Date