



University District Public Development Authority (UDPDA)

Board of Directors' Retreat Meeting Minutes

Tuesday, January 10, 2017 – 2:05pm-2:40pm

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

Board Members Present: Barry Baker, Catherine Brazil, Chancellor Lisa Brown, Mayor David Condon, Dr. Mary Cullinan (via phone), Lou Gust, Latisha Hill, Kent Hull, Taudd Hume (non-voting), Mariah McKay, Karl Otterstrom, Todd Mielke, Kim Pearman-Gillman, Tom Quigley, Council President Ben Stuckart, Beck Taylor, Kim Zentz

Board Members Absent: Bruce Butterworth, Elaine Couture, Dr. Christine Johnson, Tom Johnson, Dr. Thayne McCulloh, Mark Richard

Other Participants Present: Bob Eggart (WSU), Lisa Key (City)

Staff Present: Alden Jones

Call to Order:

Otterstrom called the meeting to order at 2:05pm, confirmed the presence of a quorum and welcomed three of the four new board members attending the meeting (Lou Gust, Latisha Hill and Tom Quigley).

Otterstrom reminded members to sign the annual Confidentiality and Conflict of Interest policy documents. Later in the meeting, Pearman-Gillman asked staff to resend the link to the state's OPMA training materials so UDPDA directors can complete the required training certificate. Pearman-Gillman also reminded members not to hit "reply-all" when responding to board communications, and encouraged staff to send materials via bcc to board.

- a) Otterstrom then asked the Board to review the December 6 UDPDA board meeting minutes.
MOTION to approve the minutes as presented (Hull); seconded (Stuckart) and passed unanimously.
- b) Otterstrom asked the Board to review the UDPDA financials as of November 30, 2016.
MOTION to approve the financials as presented (Stuckart); seconded (Zentz) and passed unanimously.

Nominating Committee Report

- c) At the December 6 board meeting, the board delayed the confirmation of the proposed vice chair and secretary officer positions, requesting that the Nominating Committee reconvene to consider alternatives. At this meeting, per the Nominating Committee's advance recommendation, Stuckart asked for a **MOTION to approve by resolution, an amendment to the 2017 Slate of Officers whereby Tom Johnson serves as treasurer as well as secretary, and Kim Pearman-Gillman serves as past-chair as well as vice chair, until the secretary and vice chair positions are otherwise modified by the board** (Baker) and seconded by (McKay) and passed unanimously.

d) The board also acted on the Nominating Committee's advance recommendation of a **MOTION to appoint Latisha Hill and Lou Gust as non-voting members of the Executive Committee for 2017, or until otherwise modified by the board** (Brazil), seconded (Taylor), opposed (Hull), motion carried. Some directors reiterated their interest in more in-depth conversations regarding the practice to date of not including appointed directors on the executive committee. Stuckart and Otterstrom recommended that the Nominating Committee meet offline to address these ongoing concerns. Pearman-Gillman suggested the possibility of forming a governance committee to address the topic.

UDPDA 2016 Accomplishments

Otterstrom recapped the significant achievement of developing and approving a business plan for the University District Revitalization Area (UDRA) funds as well as approval of an amendment to the interlocal agreement with the City of Spokane that will enable the implementation of the business plan. Directors Brown, Otterstrom and others thanked and recognized Mayor Condon, Council President Stuckart, Andrew Warlock, Lisa Key, Mark Robert Mansfield and the UDDA Development Committee for their exceptional work on the business plan. Additionally, the organization received official non-profit status and an EIN from the IRS in 2016.

UDPDA 2017 Priorities

Otterstrom stated the UDPDA's top 2017 priorities are to implement the UDRA business plan and to consider additional strategies that may be developed by the University District Development Association.

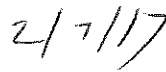
UDPDA 2017 Provisional Budget

Otterstrom presented the UDPDA 2017 provisional budget and asked for comments and questions prior to approval. Mayor Condon noted and Otterstrom confirmed that the \$35K revenue and expense line items represent the estimated UDRA administration fee and the proposed contract fee with the UDDA to manage the funds. Otterstrom then called for a **MOTION to approve UDPDA 2017 provisional budget as presented** (Stuckart), seconded (Pearman-Gillman) and passed unanimously.

Adjourn: Meeting adjourned at 2:40pm.



Karl Otterstrom, board chair



Date