



University District Public Development Authority (UDPDA)

Board of Directors' Agenda

Tuesday, January 10, 2:00pm-2:45pm

McKinstry, Roundhouse Rooms 1 and 2

- 2:00pm** **Welcome and introduction of new members – Karl Otterstrom, Chair Administration – Otterstrom**
- MOTION regarding December 6, 2016 draft UDPDA board meeting minutes
 - MOTION regarding UDPDA financials as of November 30, 2016
 - Reminder to sign annual policy documents
- 2:05** **Nominating Committee Report – Stuckart**
At this time, the board will consider the recommendations of the Nominating Committee regarding the secretary and vice chair officer positions
- MOTION regarding the secretary and vice chair officer positions
- 2:20** **UDPDA Accomplishments - Otterstrom**
- 2:25** **UDPDA 2017 Priorities – Otterstrom**
- UDRA Business Plan implementation
- 2:35** **UDPDA 2017 Budget - Otterstrom**
- UDRA revenue
 - MOTION to approve UDPDA 2017 provisional budget
- 2:45** **Adjourn**



University District Public Development Authority (UDPDA)

Board of Directors Meeting Minutes

Tuesday, December 6, 2016 – 2:00pm-2:55pm

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

Board Members Present: Barry Baker, Catherine Brazil, Chancellor Lisa Brown, Dr. Mary Cullinan, Kent Hull, Taud Hume (non-voting), Dr. Christine Johnson, Tom Johnson, Mariah McKay, Karl Otterstrom, Kim Pearman-Gillman, Mark Richard, Council President Ben Stuckart, Beck Taylor, Steve Trabun, Kim Zentz

Board Members Absent: Bruce Butterworth, Mayor David Condon, Dr. Thayne McCulloh, Todd Mielke

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

Staff Present: Alden Jones, Mark Mansfield

Call to Order:

Otterstrom called the meeting to order at 2:05pm, confirmed the presence of 16 board members thus fulfilling the necessary two thirds majority (of 21 directors) required to elect new directors.

- a) Otterstrom asked the Board to review the November 1 UDPDA board meeting minutes. **MOTION to approve the minutes as presented** (Trabun); seconded (T. Johnson) and passed unanimously.
- b) Otterstrom asked the Board to review the UDPDA financials as of October 31, 2016. **MOTION to approve the financials as presented** (T. Johnson); seconded (Hull) and passed unanimously.

Nominating Committee

The 2017 Nominating Committee was appointed by the Executive Committee and consists of: Mayor David Condon (per bylaws), Council President Ben Stuckart (per bylaws), Kim Pearman-Gillman (committee chair), Dr. Thayne McCulloh, and Dr. Christine Johnson. The committee met on November 30 to select four new directors and draft the 2017 slate of officers. Their recommendations to the board follow:

At large (term January 1, 2017-December 31, 2019; two new board seats)

- Elaine Couture, Providence Health & Services
- Lou Gust, Itron

Large Business/Property Owner (term January 1, 2017-December 31, 2018; to fill seat vacated by Steve Trabun)

- Latisha Hill, Avista Development

Real Estate (term January 1, 2017-December 31, 2017; to fill seat vacated by Mike Livingston)

- Tom Quigley, Kiemle & Hagood Co.

Prior to taking action on new members, committee chair Pearman-Gillman discussed the qualifications of the 13 applicants (the list of applicants will also be sent to the board). She noted that all the candidates were exceptionally well-qualified and that those not selected will be invited to engage through other channels such as an advisory or advocacy work group. Director McKay volunteered to help facilitate such a group. The Board also discussed the importance of active participation for all members (new and existing) and asked staff to revisit a previous request to more formally document expectations for service. Otterstrom then asked the Board to act on the four proposed new members. **MOTION to approve the four new board members as presented and for the terms and positions described** (Zentz); seconded (Stuckart) and passed unanimously.

Prior to acting on filling the vacant secretary and vice chair officer positions, director Richard respectfully requested that the Nominating Committee reconvene to consider additional options. Otterstrom asked for a **MOTION to delay the confirmation of the proposed vice chair and secretary officer positions** (Hull), seconded (Richard); voting nay (Taylor, Pearman-Gillman and C. Johnson); and abstaining (Trabun); motion passed.

University District Revitalization Area (UDRA) Business Plan

Otterstrom presented slides detailing the relevant milestones leading up to the proposed UDRA Business Plan; as well as the scope of the plan, the investment strategies, the proposed procedures and the City's accompanying Interlocal Agreement which will establish a partnership to allocate UDRA investments. Otterstrom also discussed a proposed draft amendment to the Interlocal Agreement that would outline authorizations for disbursements consistent with the UDRA Business Plan and UDPDA requests.

MOTION to approve UDRA Business Plan as presented, subject to minor edits as necessary (Zentz); seconded (Stuckart) and passed unanimously. Director McKay pointed out the need to review page 17 current board list and page 19 regarding the allocation of administrative expenses apropos inflation.

MOTION to authorize the Chairman of the Board to negotiate the final terms and execute Amendment No 1 of the Interlocal Agreement between the City of Spokane and the University District Public Development Authority regarding the expenditure of UDRA funds (Richard); seconded (Stuckart) and passed unanimously. Director Brazil pointed out the need to update address.

Adjourn: Meeting adjourned at 2:55pm.

Karl Otterstrom, board chair

Date

DRAFT

2:02 PM

12/15/16

Accrual Basis

UDPDA
Balance Sheet
As of November 30, 2016

	Nov 30, 16
ASSETS	0.00
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2010 UDDA Payable	2,124.00
Total Accounts Payable	2,124.00
Total Current Liabilities	2,124.00
Total Liabilities	2,124.00
Equity	
Net Income	-2,124.00
Total Equity	-2,124.00
TOTAL LIABILITIES & EQUITY	0.00

UDPDA
Profit & Loss Budget Performance

January through November 2016

Accrual Basis

	Jan - Nov 16	Budget	Jan - Nov 16	YTD Budget	Annual Budget
Income					
4000 UDDA Income	0.00	2,292.00	0.00	2,292.00	2,500.00
4010 Misc Income	0.00	0.00	0.00	0.00	0.00
Total Income	0.00	2,292.00	0.00	2,292.00	2,500.00
Expense					
6000 PAYROLL EXPENSES	0.00		0.00		
6060 OFFICE EXPENSES					
6065 Licenses and Permits	132.00	183.34	132.00	183.34	200.00
6070 Insurance Expense					
D&O Insurance	1,000.00	825.00	1,000.00	825.00	900.00
Liability Insurance	992.00	458.34	992.00	458.34	500.00
Total 6070 Insurance Expense	1,992.00	1,283.34	1,992.00	1,283.34	1,400.00
6077 Bank and CC Charges	0.00	150.00	0.00	150.00	150.00
6100 Legal, Accounting	0.00	458.34	0.00	458.34	500.00
Total 6060 OFFICE EXPENSES	2,124.00	2,075.02	2,124.00	2,075.02	2,250.00
Total Expense	2,124.00	2,075.02	2,124.00	2,075.02	2,250.00
Net Income	-2,124.00	216.98	-2,124.00	216.98	250.00



Memorandum

To: UDDA Board Members
From: Karl Otterstrom, Board Chair
Date: January 4, 2017
RE: **Charting our Course for 2017**

The cumulative accomplishments of the University District are impressive. 2016 was a banner year of managing change, achieving long-sought objectives and seizing upon time-sensitive opportunities. 2017, I believe, will be twice as exciting as we continue to advocate for and lead the implementation of the University District vision.

We have asked institutional partners to identify major objectives they are pursuing in 2017 and how these objectives can support and be supported by the University District. In that same spirit, I propose there are some significant objectives for the coming twelve months that will build the foundation for future success while achieving excellence now.

The listing below is not intended to imply ranked priority. Above all, it is not complete without the input we hope to receive from you at our January 10 retreat.

- **Recruit a new Executive Director.** We have been most fortunate to have had the exceptional leadership of Mark Mansfield and operational support of Alden Jones this past year. We look forward to recruiting top level candidates for Mark's position and ideally making an offer to a finalist by April of this year.
- **Establish a sustainable financial framework.** With greater interest in redevelopment, the work of The University District will expand in complexity and additional resources will be needed to sustain strategic growth. The executive director and board will want to develop a long-term plan for financial stability, including annual contributions to a reserve fund.
- **Pursue an Integrated Parking and Mobility Strategy.** Mobility is at the heart of The University District's Master Plan. We will work with the City to implement an integrated parking and mobility program.
- **Actualize the University District Revitalization Area (UDRA) Business Plan.** We will work with the City to implement the UDRA business plan.
- **Advocate for complementary investments.** Provide advocacy and support for ongoing master planning and visioning efforts as well as smart

city/Urbanova initiatives, Ecological Alliance endeavors, medical higher education and life sciences interests, community-building projects, etc.

- **Expand the base of advocacy.** Actualize the group of supporters who will champion The University District in the local community and beyond.
- **Be agile as new opportunities emerge.** As new development, programming and planning opportunities emerge, the Board will benefit from the ability to pursue projects that align with the organization's mission and goals. The board could consider an opportunity fund to allow for future strategic investments.

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Profit & Loss Budget Overview
 January through December 2017

	Jan - Dec 17
Ordinary Income/Expense	
Income	
43400 · DIRECT PUBLIC SUPPORT	
43430 · New Contributions	4,113.00
Total 43400 · DIRECT PUBLIC SUPPORT	4,113.00
46200 · CONTRACT INCOME	
46210 · UDRA Proceeds	35,000.00
Total 46200 · CONTRACT INCOME	35,000.00
46700 · OTHER INCOME	
47010 · UDDA Contribution	3,156.00
Total 46700 · OTHER INCOME	3,156.00
49000 · PRIOR YEAR CARRYOVER	-3,156.00
Total Income	39,113.00
Expense	
60200 · PERSONAL SVCS CONTRACTS	
60203 · Management, Organiz Services	35,000.00
Total 60200 · PERSONAL SVCS CONTRACTS	35,000.00
60300 · OTHER CONTRACTUAL SVCS	
60324 · Insurance D&O	1,032.00
60325 · Insurance Other	681.00
60329 · Licenses and Permits	250.00
60335 · State Audit Services	2,000.00
60353 · Postage, Mailing Services	50.00
60372 · Archives & Records Mgmt	100.00
Total 60300 · OTHER CONTRACTUAL SVCS	4,113.00
Total Expense	39,113.00
Net Ordinary Income	0.00
Net Income	0.00



To: University District Board Members
From: University District Nominating Committee: Mayor David Condon, Council President Ben Stuckart, Dr. Thayne McCulloh, Dr. Christine Johnson, Kim Pearman-Gillman
Date: January 5, 2017
Re: Two open executive committee positions

Dear fellow board members,

We wanted to reach out to you in advance regarding an anticipated vote at our upcoming January 10 meeting.

At the December 6 meeting, we heard some concerns regarding nominating individuals to executive committee leadership roles who have yet to serve on the board. We would like to stress that as a nominating committee we take our role and responsibility very seriously and feel that we dedicated the time necessary to do what we believe is a thorough and good job on the board's behalf.

However, given there were concerns raised by some, we are addressing you all prior to January 10 with the following proposal so that we might: a) hear remaining concerns, if any, and b) limit spending more time than necessary on this topic so as not to impact retreat timing and conversations. To that end, we encourage you to speak up if you have remaining concerns after hearing the proposal below.

Background

- On December 6, the board unanimously elected four new members: Elaine Couture, Latisha Hill, Tom Quigley and Lou Gust.
- Previously, at the November 1 board meeting, the board elected four officers:
 1. Karl Otterstrom, Chair;
 2. Kim Pearman-Gillman, Past Chair;
 3. Tom Johnson, Treasurer;
 4. Steve Trabun, Vice Chair – *Note: Steve later resigned from the board after the November meeting (effective end of 2016) leaving that position open*
 5. Secretary – TBD after board considers incoming applications

Proposal

Given the two vacant positions, we propose that for the first six months of 2017 that Tom Johnson assume the role of both treasurer (already confirmed) and secretary (to be voted on January 10) and Kim Pearman-Gillman assume the role of past chair (already confirmed) and vice chair (to be voted on January 10).

Further, we propose to invite Latisha Hill and Lou Gust to attend executive committee meetings as non-voting members during the first six months of 2017 to bring them up to

speed. It is our belief that these two individuals should be nominated for these roles and we also understand that they would benefit more from the time to get up to speed and demonstrate their commitment to a leadership role.

The nominating committee recommends the group reconvene in June or later in 2017 (as the board directs) to consider official nominations for the secretary and vice chair positions.

Respectfully,

The Nominating Committee