



University District Public Development Authority (UDPDA)

Board of Directors' Annual Meeting Minutes

Tuesday, November 7, 2017 – 3:15pm-3:26pm

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

Board Members Present: Barry Baker, Catherine Brazil (via phone), Mayor David Condon, Elaine Couture (via phone), Dr. Daryll DeWald, Latisha Hill, Kent Hull, Taudd Hume, Dr. Christine Johnson (via phone), Tom Johnson, Dr. Thayne McCulloh, Mariah McKay, Todd Mielke, Karl Otterstrom, Kim Pearman-Gillman, Tom Quigley, Council President Ben Stuckart, Dr. Beck Taylor, Kim Zentz (via phone)

Board Members Absent: Bruce Butterworth, Dr. Mary Cullinan, Lou Gust, Mark Richard

Other Participants and Invited Guests Present: Bob Eggart (WSU), Mary Joan Hahn (Gonzaga), Charlie Wolff (City), Andrew Worlock (City)

Staff Present: Lars Gilberts, Alden Jones

Call to Order:

Chairman Otterstrom called the meeting to order at 3:15pm. The board then proceeded with the following reports and action items.

Governance Committee Report and Group Discussion

Gust, Hume, Otterstrom, Taylor, Zentz and Gilberts serve on the Governance Committee. The group's objectives included resolve bylaws scrivener errors and minor issues, develop plan to simplify board structure, clarify expectations of service, manage board expansion and adaptability and develop a roadmap for how the UDDA and UDPDA should be structured in the future. As it relates to the bylaws changes, Hume walked the board through the following proposed revisions via a red-lined document during the UDDA meeting, and with no additional public attendees, were requested to be included in these minutes as a record:

- Technical changes – number agreement, minor word/name/format edits, clarifying board authority in filling vacancies;
- Board structure and composition – simplify by making all possible positions “at large” and add an additional at large member to maximize current opportunities; and
- Proxy – allow *appointed* directors to designate an annual proxy approved by the board chair.

The board provided the following input on the bylaws changes:

- Technical changes – board agreed with minor word/name/format edits; board agreed that a director filling an unexpired vacancy may subsequently serve up to two, three-year terms.
- Board structure and composition – suggestion to appoint Council President specifically (vs any council member) will be addressed at future Governance meeting; several directors advocated that a majority of the directors should be representatives from the business community; recommendation to move “ADO” (GSI) from appointed to elected position was rejected. As of January 1, 2018, Mark Richard will serve a three-year term as an elected, at-large member and is eligible to serve a second three-year term starting January 2021.
- Proxy – board emphasized the importance of proxy continuity, physical presence at meetings and attendance even if primary director present.

MOTION (Mielke) and seconded (Stuckart) to approve proposed amendments to the UDPDA bylaws as presented in the red-line draft. Proposed amendments to include:

- **1.3 (address correction)**
- **3.2.1 (a) – Mayor non-voting director**
- **strike the proposed change to Section 3.2.1** to move the ADO position to an elected position. The ADO will remain an appointed position. Note: the “Managing entity of the Downtown Parking and Business Improvement District” position will however change to elected.
- **strike the proposed change to Section 3.2.2** indicating 15 elected positions and instead amend to 14 elected positions
- **3.5.1 (voting by proxy permitted)**
- **3.7 (manner of acting, proxy)**
- **amend Section 3.10.3** to indicate the Nominating Committee will ensure a preponderance of the elected director positions are representatives of named business sectors (large business/property owner, small business/property owner, non-profit org, real estate, development, and transportation)
- **3.14 (vacancies)**
- **5.4 (deposits)**

The Motion FAILED (due to two members out of the room), with one no vote (Hull).

Members then returned to the room and **MOTION (Taylor) and seconded (T. Johnson) to adopt UDPDA bylaws as presented with amendments identical to the UDDA bylaws amendments as appropriate.** Motion passed with one no vote (Hull).

Nominating Committee Report and Group Discussion

Mayor Condon, President Stuckart, Dr. McCulloh, Dr. Cullinan and Karl Otterstrom serve on the 2017 Nominating Committee. The group’s objectives include: nominating 2018 board officers and seven 2018 new members. The committee received 25 outstanding applications from a wide variety of community members. The following motions ensued:

MOTION (Stuckart) and seconded (T. Johnson) to accept the resignation of directors Bruce Butterworth and Kent Hull effective December 31, 2017 and passed unanimously.

MOTION (Stuckart) and seconded (Hill) to approve new elected directors Bill Bouten and Teresa Dugger to fill Butterworth and Hull vacancies for one-year term and passed unanimously.

MOTION (Stuckart) and seconded (McCulloh) to approve new elected director Ezra Eckhardt, STCU and passed unanimously.

MOTION (Stuckart) and seconded (Hill) to approve new elected director Cindy Leaver, Numerica Credit Union and passed unanimously.

MOTION (Stuckart) and seconded (Pearman-Gillman) to approve new elected director David O’Brien, MD, MultiCare and passed unanimously.

MOTION (Stuckart) and seconded (McKay) to approve new elected director Brandon Rapez-Betty, Spokane Transit Authority and passed unanimously.

MOTION (Stuckart) and seconded (McCulloh) to approve new elected director Francisco Velázquez, MD, formerly PAML LLC and PAML Ventures. MOTION passed with one no vote (Hull).

The committee presented the 2018 slate of officers who serve on the Executive Committee from January 1, 2018-December 31, 2018. Otterstrom noted that although there is no bylaws prohibition, it has been the "practice" of the board to approve elected (vs appointed) directors as officers. However, after robust discussions by both the Nominating and Governance Committees, and by board members during the UDDA meeting, the following slate was proposed:


- Chair – Latisha Hill, Avista Development
- Vice chair – Lou Gust, Itron
- Secretary – Ben Stuckart, City of Spokane City Council
- Treasurer – Ezra Eckhardt, STCU
- Past chair – Kim Pearman-Gillman

MOTION (T. Johnson) and seconded (Mielke) to approve 2018 slate of officers. MOTION passed unanimously.

Otterstrom asked the Board to review the October 3, 2017 UDPDA board meeting minutes. **MOTION to approve the minutes** (Stuckart); seconded (Hill) and passed unanimously.

Otterstrom asked the Board to review the UDPDA financials as of September 30, 2017. **MOTION to approve financials as presented** (Baker); seconded (T. Johnson) and passed unanimously.

Otterstrom adjourned the meeting at 3:26pm.



Lou Gust, board secretary

Date 12/15/2017