



University District Public Development Authority (UDPDA)

Board of Directors' Board Meeting Minutes

Tuesday, December 5, 2017 – 2:00pm-2:24pm

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

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

Board Members Absent: Barry Baker (UDDA retreat only), Bruce Butterworth, Dr. Daryll DeWald (UDDA retreat only), Dr. Thayne McCulloh

Other Participants and Invited Guests Present: Andrew Worlock (City), Charlie Wolff (City), Mary Joan Hahn (Gonzaga); and 2018 new board members Bill Bouten (Bouten Construction), Teresa Dugger (GeoEngineers, Inc.), Ezra Eckhardt (STCU), Cindy Leaver (Numerica Credit Union), Dr. David O'Brien (MultiCare Health System), Brandon Rapez-Betty (STA), and Dr. Francisco Velazquez (formerly PAML, LLC and PAML Ventures)

Staff Present: Lars Gilberts, Alden Jones

Call to Order:

Chairman Otterstrom called the meeting to order at 2:00pm. The board then proceeded with the following action items:

- a) Otterstrom asked the Board to review the November 7, 2017 UDPDA board meeting minutes. **MOTION to approve the minutes** (Mielke); seconded (Taylor) and passed unanimously.
- b) Otterstrom asked the Board to review the UDPDA financials as of October 31, 2017. **MOTION to approve financials as presented** (T. Johnson); seconded (C. Johnson) and passed unanimously.
- c) Otterstrom asked the Board to review and ratify new language in section 3.10.3 in the UDPDA redlined bylaws. **MOTION to approve** (C. Johnson); seconded (T. Johnson) and Director Richard asked for clarification on the factors the board considered when restructuring the bylaws regarding board composition. After a summary of the Governance Committee's recommendation and previous board discussion, Director Richard registered his concern with moving his participation from an organizational partner ensconced in the bylaws to an elected community position that could change over time. The motion passed 15-2 with directors Hull and Richard voting no.
- d) Otterstrom asked the Board to review and approve UDPDA Resolution 2017-1 "Concerning the Admission of New Directors onto the Board". **MOTION to approve** (Pearman-Gillman); seconded (Cullinan) and passed 15-2 with directors Hull and Richard voting no.

Otterstrom adjourned the meeting at 2:24pm.


Ben Stuckart, board secretary


Date