



**Minutes of the August 13, 2020 Annual Meeting of the Board of Directors
Via Zoom <https://zoom.us/j/99240217479>**

Board Members Present: Marron Lee, *Chair*; Stephen Ciepiela, *Vice Chair*; Chris Vallejos, *Secretary/Treasurer*; Louis Abruzzo; Teresa Costantinidis; Maria Griego-Raby; Eddie Nunez; Mike Richards; Kim Sanchez-Rael; Rick Siegel; Garnett Stokes

Board Members Absent: None

Also present: Steve Carr, Bruce Cherrin, Amy Coburn, Keelie Garcia, Angela Hernandez, Lisa Marbury, Loretta Martinez, Kim Murphy, Tom Neale, Harry Relkin, Melanie Sparks, Ari Vasquez, Kelly Ward

MINUTES

I. Call to Order

- a. Marron Lee, Chair, called the meeting to order at 9:05 am.
- b. Chair Lee established that a quorum was present.

II. Approval of 06/02/20 Minutes

- The draft Minutes of the June 2, 2020 meeting were presented.
- After discussion regarding the format of the meeting minutes, it was decided that the minutes will be bulleted with specifics on follow-up items.
- A motion to approve the 06/02/20 Minutes as presented was made by Louis Abruzzo with a second by Maria Griego-Raby. All agreed.
- **RESOLVED: The Board unanimously approved the 06/02/20 Meeting Minutes as presented.**

Vice Chair Ciepiela asked about the amended and restated bylaws, which had not yet been through the Regents Finance & Facilities meeting.

- Loretta Martinez reported that OUC had prepared a new draft, but at the last circulation there were still questions from Board members that were never resolved, such as whether the corporation wanted to be in or out of IPRA and OMA. She suggested they be recirculated.
- She also reported that there is now a Governance Committee and that all URPEDA bylaws changes and nominations should go through that committee.
- Chair Lee stated that she and Regent Sanchez Rael are on the Governance Committee and believes it would make sense to go through the Governance Committee. She thought the Bylaws Subcommittee had approved the bylaws and expected them to be forwarded to F&F.
- Rick Siegel mentioned that he thought the Bylaws Subcommittee agreed that Lobo Development did not want to participate in IPRA.
- Regent Sanchez Rael and Stephen Ciepiela both recollected that the Bylaws Subcommittee had agreed with the bylaws changes and that they needed to go through the proper committees for approval.
- Loretta Martinez explained that she has the most recent draft and that it will not be recirculated. The next meeting of the Governance Committee has not been scheduled, but it will probably be in late August or early September.
- Chair Lee explained that because this was not on the agenda as an information or action item, the Board cannot take action. Therefore, it should go through the appropriate channels of the Governance Committee and then the full Board of Regents for approval.

III. Welcome Kelly Ward

- a. Teresa Costantinidis introduced and welcomed Kelly Ward to Lobo Development Corporation as the Director of Business Operations. He was most recently with Innovate ABQ as the Director of Development and Planning. He has been with LDC since July 1, 2020 and has already been a great contributor.

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IV. Financial Report

- a. Draft 4th Quarter Summary
 - Angela Hernandez presented the 4th Quarter Summary. She reviewed the financial summary and pointed out a correction on the \$1.0M loan made to UNM Real Estate Dept. for the AML project. This transaction has been moved to the balance sheet as a long-term loan instead of an expense.
- b. LDC transfer/loan to UNM RED re AML Update
 - see above
- c. Audit August 10-14, 2020 by Moss-Adams
 - Angela reported that the annual audit began on Monday.
 - Stephen Ciepiela asked about the interest rate for the UNM Foundation loan. Keelie responded that it changes every January 1st to the current prime rate. As of January 1, 2020, it was 4.75%. The Board asked Keelie to confirm the rate as of January 1, 2020.

V. FY 2020-21 Budget – deferred to Nov. 2020 meeting

VI. Annual Compliance Documents

- a. FY 2018-19 URPEDA Compliance Document
 - Keelie Garcia reported that at last year's annual meeting, the Board decided not to approve the URPEDA compliance document until UNM Legal reviewed it. She shared the updated documents with the Board for their approval.
 - Ari Vasquez explained that she worked with Loretta Martinez to update this document for use by all the URPEDA corporations.
- b. FY 2019-20 URPEDA Compliance Document
 - Rick Siegel made a motion to approved the FY 2018-19 and FY 2019-20 URPEDA Compliance Documents, with a second by Marie Griego-Raby. All agreed.
 - **RESOLVED: The Board unanimously approved the FY 2018-19 and FY 2019-20 URPEDA Compliance Documents.**
- c. FY 2020-21 Conflict of Interest Policy forms
 - Ari Vasquez reported that she and Loretta Martinez would like to do a full review of the Conflict of Interest Policy and forms prior to the Board signing the forms.
 - Loretta Martinez added that Regent Sanchez Rael brought up concerns about these forms in the past, so a review would be appropriate. She will get back a Conflict of Interest Policy and Disclosure Policy that will be standardized for all the URPEDA corporations. The policy will have to be approved if there are changes.
 - Teresa Costantinidis asked if new forms could be emailed out to Board members prior to the November 12 meeting for signature if there are no changes to the policy.
 - Loretta explained that this may necessitate some policy changes. She further explained that no conflict of interest or disclosure of any conflict is required to be updated by Board members. It is not necessary to collect them annually, although it is best practice. We would still be covered and if any Board members have a new disclosure, they can still do that in the interim.
 - Regent Sanchez Rael asked to go on record and clarify Loretta's comment about the issues she raised when she first read the Conflict of Interest Policy. She does not have a conflict of interest, but she does have concerns with how it was drafted for this Board. She believes that it makes sense for the URPEDA corporations to have a consistent Conflict of Interest Policy and consistent governance practices to the extent that it makes sense and they fit each of the missions of the different organizations.

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- Dr. Mike Richards asked whether individuals who receive compensation from the University have a conflict of interest. The way he understands the policy is that Board members who are employees of the University would have to recuse themselves.
- Dr. Richards also pointed out that there is very specific language around positions. For whoever is going to be in his role permanently, there is a really good chance that person will be a physician. Are there actual reasons why there is such specific language included in the Conflict of Interest Policy?
- Loretta Martinez responded that they are taking note of his questions and will address them in their review.
- Chair Lee stated that this needs to move forward as quickly as possible. Today, the Board will not approve or sign the Conflict of Interest forms and it will be tabled until November.
- The Board expects the revised Conflict of Interest Policy and forms to be presented at the November meeting for approval₃.

VII. Elections of FY 2020-21 Chair, Vice Chair, and Secretary/Treasurer

- Teresa Costantinidis nominated the existing Chair, Vice Chair, and Secretary/Treasurer for renewal. Rick Siegel seconded the nominations.
- Loretta Martinez asked about the issue of the current Chair rolling off the Board of Regents at the end of this calendar year and what that means to LDC at that point.
- Chair Lee explained that it is not an issue.
- Chair Lee requested a vote. All agreed.
- **RESOLVED: The Board unanimously approved the existing Chair, Vice Chair, and Secretary/Treasurer for renewal.**

VIII. Forward Request for Reappointment of four Non-Positional Directors to Board of Regents

- a. Louis Abruzzo, Stephen Ciepiela, Marie Griego-Raby, Rick Siegel
- Chair Lee made a motion to reappoint the four Non-Positional Directors, with a second by Teresa Costantinidis. All agreed.
 - **RESOLVED: The Board unanimously approved the reappointment of the four Non-Positional Directors.**

IX. Renewal of Contract for Development Services

- Keelie Garcia reported that two years ago, the Board approved Altura Real Estate/Kim Murphy's contract for professional services as a development consultant. It was on a one-year renewal cycle, so this year the full contract is up for renewal. The term and compensation are the same.
- Maria Griego-Raby commented that when the original contract was approved, it was decided that hiring somebody in a permanent position was a priority. She is wondering if the intention has changed or if it is still a priority. She is not concerned about the contract renewal, but about LDC's long-term goals.
- Chair Lee recalled the same discussion and agrees that there is still a need for a permanent position. However, due to COVID and a more global discussion about development, things have slowed down.
- Teresa Costantinidis explained that the contractor work Kim is doing is very important to the University and strongly supports this contract renewal. She also commented that Kelly has been hired in a permanent position as Director of Business Operations.
- Regent Sanchez Rael commented that it would be helpful to have Teresa come back to the Board with what the medium and long-term operational needs are for the next 12/18/24 months. What does that look like for Lobo Development operationally and how can we support that? Teresa will make sure it is done₄.

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- Steve Ciepiela made a motion to approve the renewal of Altura Real Estate’s contract for development services, with a second by Garnett Stokes. All agreed.
- **RESOLVED: The Board unanimously approved the renewal of Altura Real Estate’s contract for development services.**

X. Project Update

a. UNM South Campus TIDD

- Kim Murphy reported to the Board that Jill Sweeney, bond counsel with Sherman Howard, is now on the team and has provided invaluable assistance to this project. Her responsibilities focus on the application to the City and to prepare the legal documents. She is also going to oversee the bond financing study.
- Kim provided a document showing the Main Campus sites or parcels that have been identified as possible commercial or mixed-use commercial developments. These include the northwest corner of University and Central and the northwest corner of Gerard and Central. Those parcels have been connected through the City right-of-way to the South Campus property. According to Jill, that may not be necessary. She explained to Kim that the law does not indicate whether parcels need to be contiguous. So, they are going to describe this on the application in a way that would be flexible as to incorporating those rights-of-way.
- Kim referred the Board to the process matrix Jill prepared, which lists various items that relate to either the Act or the City policy on TIDDs and the responsible party. He then annotated the current status for each item. The things that are needed fall into three main categories. One is general summary narratives or executive summaries, the other is the bond financing study that needs to be done, and the third is all the legal documentation (the petition, the development agreement, the formation resolution, etc.).
- Regarding the schedule, there is still approximately 60-90 days’ worth of work before they are in a position to submit a final draft application to the City. He is anticipating that they could get it submitted in November. The City’s policy allows them 90 days for review and comment. So, hopefully in early March 2021, they would get Council action on the adoption of the TIDD plan and the intent resolution. At that time, it starts a 30-60-day time period in which they need to take final action. Which would push that into April or May 2021.

Executive Session

1. Chair Lee requested a motion to close the meeting and proceed in Executive Session. Motion made by Steve Ciepiela with a second by Rick Siegel. All in favor. Meeting was closed at 10:05 am.
2. Discussion and determination, where appropriate of potential purchase, acquisition or disposal of real property pursuant to Section 10-15-1H(8), NMSA (1978).
3. Discussion and determination, where appropriate, of limited personnel matters pursuant to Section 10-15-1.H(2), NMSA (1978).
4. Chair Lee requested a motion to reopen the meeting. Eddie Nunez made a motion to reopen the meeting with a second by Rick Siegel. All in favor. Meeting was reopened at 10:43 am.

Certification that only those matters described in Item 2 and 3 above were discussed in Executive Session and, if necessary, ratification of actions, if any, taken in Executive Session.

XI. Action Items from Executive Session, if any

- a. None



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XII. Next Meeting

- a. The next meeting of the Board is scheduled for November 12, 2020, 9:00 am-10:30 am.

XIII. Adjourn

- a. Meeting adjourned by Chair Lee at 10:45 am.

Follow-up Items:

1. Amended & Restated Bylaws – Loretta Martinez will submit the final draft of the Amended & Restated Bylaws to the Governance Committee for approval at their next meeting
2. UNM Foundation Loan interest rate – Keelie Garcia will confirm the prime rate as of January 1, 2020
3. Conflict of Interest Policy and forms – Loretta Martinez will present the revised Conflict of Interest Policy and forms to the Board at the November meeting
4. Operational goals – Teresa Costantinidis will work with LDC staff to prepare medium- and long-term goals to present to the Board

Minutes prepared from recording by Keelie Garcia.

Approved by Board of Directors: December 7, 2020

Angela Hernandez, Corporate Secretary/Treasurer