

# MINUTES

## Edmonds Public Facilities District Board of Directors Special Meeting July 22, 2022

The Edmonds Public Facilities District Board hybrid meeting convened at 3:07 p.m. in the Edmonds Center for the Arts Green Room, 410 4<sup>th</sup> Avenue North, Edmonds, and via Zoom.

### **EPFD Board Members Present**

Ray Liaw, President  
Bill Willcock, Vice President  
Suzy Maloney  
Robert White  
David Brewster

### **ECA Staff Present**

Lori Meagher, Director of Finance and Operations

#### **1. Call to Order**

Board President Liaw called the meeting to order.

#### **2. Land Acknowledgement**

Board Member Brewster read the Land Acknowledgement statement.

#### **3. Board President's Comments**

Board President Liaw thanked everyone for their patience with the rescheduling of this special meeting.

#### **4. Public Comment**

There were no public comments.

#### **5. PFD Board Business**

- **DISH Cellular Lease Agreement – Update & Approval**

Ms. Meagher said she forwarded questions raised during review of the proposed lease agreement with DISH at the last EPFD Board meeting (what happens if Terabonne dissolves, insurance requirements for DISH, notice to relocate the equipment and indemnification on hazardous materials adjacent to the premises) to the EPFD Board's attorney Matt Hendricks as well as Terabonne, the consultant assisting with the negotiation of the lease agreement. As a result of their review, "adjacent to or near" related to hazardous materials has been removed.

Discussion followed regarding notice required to relocate equipment temporarily or permanently, whether providing 12-months' notice for a permanent move could result in a construction delay, at what point in the process 12-months' notice would be provided, negotiating the notice when the time comes, providing notice at the time of conceptual drawings, urgency to approve the agreement, and whether the agreement could be approved with a caveat that this point will be clarified.

**BOARD VP WILLCOCK MOVED TO AUTHORIZE EXECUTION OF THE CONTRACT SUBJECT TO CLARIFICATION OF SECTION 5.3.I REGARDING WHETHER CONSTRUCTION DRAWINGS AND ELEVATION RENDERINGS ARE REQUIRED IN THE EVENT OF NOTICE**

**UNDER THE PROVISION IT CAN BE CLARIFIED IN WRITING THAT WOULD INCLUDE SOMETHING LESS DETAILED THAN APPROVED CONSTRUCTION PLANS. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

- **PFD Board Bylaws – Update & Approval**

Board President Liaw advised along with other changes, the amendment to the bylaws will allow board members to attend meetings remotely. The city council previous approved changes to the charter. She highlighted changes to the bylaws to create consistency between the revised charter and the bylaws related to:

- Board terms
- Removal of a board member
- Officers and committees
- Registered agent
- Emailed notices
- Public comment
- Remote attendance
- Waiving 30-day notice to amend bylaws
- Principle address

Questions and discussion followed regarding changes to the OPMA that allows remote attendance but prohibited by the EPFD Board's bylaws, removing an officer, and removing a board member.

**BOARD MEMBER BREWSTER MOVED TO APPROVE THE AMENDED AND RESTATED BYLAWS OF THE EDMONDS PUBLIC FACILITIES DISTRICT. MOTION SECONDED BY BOARD MEMBER MALONEY. MOTION CARRIED UNANIMOUSLY.**

- **Reappointment of Board Member White**

Ms. Meagher relayed the EPFD Board Attorney consulted the bylaws which state when the term of a board member who was appointed to replace a former board member expires, they need to be selected in accordance with the normal course of selection and can serve for two additional terms. He recommended Board Member White be reappointed in accordance with the bylaws, charter and statute.

**BOARD VP WILLCOCK MOVED TO REAPPOINT BOARD MEMBER ROBERT WHITE. MOTION SECONDED BY BOARD MEMBER BREWSTER. MOTION CARRIED UNANIMOUSLY.**

## **6. New Business**

Board President Liaw advised next week's regular meeting will be canceled or adjourned.

## **7. Adjourn**

The meeting was adjourned at 3:34 p.m.

### **ACTION ITEMS:**

1. Confer with Terabonne to ensure the construction drawings and elevation renderings required in the event of notice could be something less detailed than approved construction plans.