

MINUTES

Edmonds Public Facilities District Board of Directors Meeting September 27, 2018

The Edmonds Public Facilities District Board meeting convened at 7:31 a.m. in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds.

EPFD Board Members Present

Mike Popke, President
Larry Ehl, Vice President
Kevin McKay
David Brewster
Kimberlee Armstrong

ECA Staff Present

Joseph McIalwain, Executive Director
Matt Keller, Director of Operations
Angela Neubauer, Development Manager
Gillian Jones, Director of Programming

ECA Board Members Present

Alan Lawrence, President
David Schaefer, ECA Board Member

Other Guests Present

Steve Shelton, Snohomish County PFD Board Pres.
Rob Shelly, Piper Jaffray

1. Call to Order

Board President Popke called the meeting to order. Attendees introduced themselves.

2. Board President's Comments - None

3. Approval of Minutes

- **August 23, 2018**

BOARD MEMBER MCKAY MOVED TO APPROVE THE MINUTES OF AUGUST 23, 2018. BOARD VP EHL SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **August 29, 2018 Special Meeting**

BOARD MEMBER BREWSTER MOVED TO APPROVE THE MINUTES OF AUGUST 29, 2018 SPECIAL MEETING. BOARD MEMBER EHL SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

4. Approval of Disbursements – August 2018

Mr. McIalwain relayed the Admin/Finance Committee reviewed the disbursements and recommended approval.

BOARD MEMBER BREWSTER MOVED TO APPROVE JUNE 2018:

1)	EPFD (1012) DISBURSEMENTS OF VOUCHERS #14908-15008	\$391,417.04
2)	ECA (1005) DISBURSEMENTS OF VOUCHERS #5332-51359	\$ 13,522.12
3)	TRANSFER OF FUNDS:: ECA (1005) TO EPFD (1012) OF VOUCHERS #51360-51363	\$ 97,000.00
4)	TRANSFER OF FUNDS: ECA (1005) TO 1 st SECURITY (1014) DEBT SERVICE VOUCHER #	\$.00
5)	TRANSFER OF FUNDS: PFD (1012)TO EPFD (1014) 1ST SECURITY DEBT SERVICE VOUCHER #	\$.00
6)	BOND DEBT PAYMENT: CITY OF EDMONDS – 2012 VOUCHER #	\$.00

	BOND PAYMENT – 2008 TO US BANK ST. PAUL	\$.00
7)	LGIP (1075) TRANSFER TO 1ST (1014) SECURITY DEBT SERVICES VOUCHER #	\$.00
8)	DEBT SERVICES 1ST SECURITY (1014) TRANSFER TO OPERATIONS (1012) VOUCHER #9044	\$ 20,000.00
9)	1ST SECURITY RESERVE SAVINGS (1015) DISBURSEMENT VOUCHER #	\$ 5.00
10)	UNION BANK FACILITY SAVINGS (1060) - DISBURSEMENT VOUCHER #	\$ 15.00
11)	UNION BANK CHECKING (1010) – FACILITY ACTIVITY VOUCHER #	\$.00
	TOTAL	\$521,989.16

BOARD VP EHL SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

5. PFD Board Business

- **2008 Bond Refinancing – Authorization of Bond Sale Options**

Rob Shelly, Financial Advisor, Piper Jaffray, reviewed EPFD Refunding of 2008 sales tax obligation and refunding bonds – updated 9/24/18, the proposal from First Financial Northwest Bank (3% interest rate for 10 years), table of 2008 debt service, new debt service and savings, 2% PV savings, and savings in 2018. He described next steps: City Council approval of an amendment to the Contingent Loan Agreement (CLA) via ordinance followed by EPFD Board approval of a resolution authorizing issuance of the note which will likely occur at a special meeting.

Mr. Keller relayed the City Council's Finance Committee endorsed the bond refinancing and amendment of the CLA. Discussion followed regarding present value savings as a result of the lower rate and restructure, factors that could impact savings, date the Council will take action, and the Snohomish County sales tax rebate. Special meetings were tentatively scheduled on Tuesday, October 9 at 11:00 a.m. and/or Friday, October 19 at 7:30 a.m. Staff will send a formal invite when special meeting dates are confirmed.

- **Approval of Teacher Workshop**

Director of Programming Gillian Jones explained each year the ECA offers a free continuing education workshop to teachers. The ECA is certified by the Office of the Superintendent of Public Instruction to offer block hour credits as an in-service education agency. OSPI requires the PFD Board, the governing board for the program, to approve the ECA doing the workshops. Following the workshop, she will share post program surveys with the Board and discuss whether the program was a success and whether to continue doing the workshops. This year's workshop will be Hobey Ford's "From Larvae to Butterfly: Metamorphosis Through Puppetry" on November 15.

Discussion followed regarding how teachers are notified of the workshop, who attends the workshop, cost underwritten by Hazel Miller, teacher workshop and five sensory friendly performances at the Black Box Theater at EdCC, no fee for the workshop, the artist fee and the potential to do more than one teacher workshops per year with additional funding.

BOARD MEMBER MCKAY MOVED TO APPROVE THE ECA TEACHER WORKSHOP AS PROPOSED. BOARD MEMBER POPKE SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

Board Member Armstrong offered to have a media relations person do a story.

- **Approval of Richard Canning to the ECA Board**

Mr. Keller recalled Mr. Canning was initially interviewed for a position on the PFD Board; his energy and expertise are a good fit for the ECA Board. The ECA Board formally recommend approval of his appointment.

BOARD PRESIDENT POPKE MOVED TO APPOINT RICHARD CANNING TO THE EDMONDS CENTER FOR THE ARTS BOARD. BOARD MEMBER MCKAY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

6. Development

- **Spotlight Gala (October 20) – Planning and Procurement**

Development Manager Angela Neubauer reported on procurement, RSVPs to date, live items almost live items, smaller silent auction section due to decline in revenue from those items, and the focus on targeted items. She encouraged board members to donate wine for the Wine Pull; Arista Wine Sellers offer a 10% discount, as well as wrapping, storage and delivery of the bottle to ECA. Anne Gittinger has offered the \$50,000 Raise the Paddle challenge match again this year. Mr. Mclalwain recognized Ms. Neubauer for the spectacular job she is doing on the Gala.

7. Executive Report / Steering Committee

- **September 2018 Staff Report – Questions/Comments**

10. Inclusion & Accessibility

- **I&A Committee Vision Statement**

Ms. Jones explained in setting goals, the Inclusion & Accessibility Committee realized it needed a common vision. The vision is a result of the committee brainstorming what they want to see at ECA. Board member Brewster commented on the positive collaboration in committee meetings and contributions by ECA Board Member Lindsay Geyer. Board Vice President Ehl explained several ex-officio community members who attend meetings regularly also participated in developing the vision statement. Ms. Jones commended the focus has shifted from “welcoming” to “enthusiastic ownership by all.”

Discussed followed regarding how/where the vision will be shared, and ways to share the mission such as posting mission, vision and values in the lobby, printing it in programs, etc. (staff to discuss after the Gala). Board President Ehl suggested following approval of the vision statement by the PFD and ECA Boards, the committee discuss and report to both boards how to promote and display it. Mr. Mclalwain relayed the Marketing & Programming Committee discussed the philosophy of programming (financial and meeting community needs) and plan to develop a similar vision statement.

9. Marketing & Programming

- **Special Engagements – 2018-2019**

Mr. Mclalwain reported two shows were announced to subscribers and will be on sale to the public soon, Trombone Shorty on January 29 and Lyle Lovett and John Hiatt on January 30. A few other offers are out. Discussion followed regarding having shows on consecutive days, new volunteers, and the need to support and honor sponsors and donors when they attend shows.

- **Season Planning – 2019-2020**

A brief discussion followed regarding when the season brochure will be mailed.

7. Executive Report / Steering Committee (Con't)

- **Strategic Plan Update**

Mr. McIalwain highlighted elements of the Strategic Plan including history; letter of introduction; mission, vision and values; organizational structure, and key components of the plan (lead, present, host, finance, steward, engage). The next step is ECA board member/staff teams developing SMART goals related to the key components. Board Member Armstrong offered her assistance. Mr. McIalwain anticipated finalizing the Strategic Plan at the December retreat and implementing it January 1, 2019.

Discussion followed regarding impacts of the plan on the 2019 budget and the option of making adjustments to the 2019 budget in the first quarter based on adoption of the SAP.

8. Finance, Facilities & Operations

- **August 2018 Draft Finance Reports**
- **July 2018 Final Finance Reports**

11. New Business

- **National Philanthropy Day Invite**

Ms. Neubauer, a member of the National Philanthropy Day Committee, explained the luncheon is attended by over 700 people and includes awards to 6 honorees. One of the awards this year will be given to Anne Gittinger and the Nordstrom family. The ECA will have two tables of guests to honor Anne and her family for everything they have done for ECA. Mr. McIalwain was filmed for a video of the honorees describing Anne's relationship with ECA.

12. Adjourn

The meeting was adjourned at 8:39 a.m.

Next EPFD Board Meeting: Thursday, October 25, 2018 - 7:30 AM

ACTION ITEMS:

1. Tentative special meeting dates: October 9 @ 11:00 a.m. and/or October 19 @ 7:30 a.m.
 - Send out formal meeting invite when dates confirmed