

# MINUTES

## Edmonds Public Facilities District Board of Directors Meeting January 31, 2019

The Edmonds Public Facilities District Board meeting convened at 7:30 a.m. in the Edmonds Center for the Arts Green Room, 410 4<sup>th</sup> Avenue North, Edmonds.

### EPFD Board Members Present

Mike Popke, President  
Kevin McKay  
David Brewster  
Kimberlee Armstrong

### EPFD Board Members Absent

Larry Ehl, Vice President

### ECA Staff Present

Joseph McIalwain, Executive Director  
Matt Keller, Director of Operations

### City Staff Present

Scott James, Finance Director (Ex-Officio)

### ECA Board Members Present

David Schaefer, Treasurer

## 1. Call to Order

Board President Popke called the meeting to order.

## 2. Board President's Comments - None

## 3. Approval of Minutes

- November 29, 2018
- EPFD/ECA Retreat December 8, 2018

**BOARD MEMBER BREWSTER MOVED TO APPROVE THE MINUTES OF NOVEMBER 29, 2018 AND THE EPFD/ECA SPECIAL MEETING DECEMBER 8, 2018. BOARD MEMBER MCKAY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

The Board requested the minutes of December 8, 2018 EPFD/ECA retreat be distributed to the ECA Board and scheduled on the ECA Board's March agenda. If the ECA Board makes any changes, bring the minutes back to the EPFD Board.

## 4. Approval of Disbursements

Mr. McIalwain relayed the Admin/Finance Committee reviewed the November and December disbursements and recommend approval.

- Disbursements November 2018

**BOARD PRESIDENT POPKE MOVED TO APPROVE NOVEMBER:**

1)	EPFD (1012) DISBURSEMENTS OF VOUCHERS #15072-15189	\$307,872.80
2)	ECA (1005) DISBURSEMENTS OF VOUCHERS #51429-51456	\$55,343.37
3)	TRANSFER OF FUNDS:: ECA (1005) TO EPFD (1012) OF VOUCHERS #51457-51464	\$406,660.50
4)	ECA (1004) DISBURSEMENT OF VOUCHERS #51427-51428	455.00
5)	TRANSFER OF FUNDS: ECA (1005) TO 1 <sup>st</sup> SECURITY (1014) DEBT SERVICE VOUCHER #	\$ .00
6)	TRANSFER OF FUNDS: PFD (1012)TO EPFD (1014) 1ST SECURITY DEBT SERVICE	

	VOUCHER #15145,15085	\$109,614.57
7)	BOND DEBT PAYMENT: CITY OF EDMONDS – 2012 VOUCHER #	\$367,096.25
8)	LGIP (1075) TRANSFER TO 1 <sup>ST</sup> SECURITY (1014) DEBT SERVICES VOUCHER #8060	\$145,416.18
9)	DEBT SERVICES 1 <sup>ST</sup> SECURITY (1014) TRANSFER TO OPERATIONS (1012) VOUCHER #9045	\$417,106.25
10)	1 <sup>ST</sup> SECURITY RESERVE SAVINGS (1015) DISBURSEMENT VOUCHER #3016	\$5.00
11)	UNION BANK FACILITY SAVINGS (1060) - DISBURSEMENT VOUCHER #7062	\$30.00
12)	UNION BANK FACILITY CHECKING (1010) – DISBURSEMENT OF VOUCHER #	\$ .00
	<b>TOTAL</b>	<b>\$1,809,599.92</b>

BOARD MEMBER ARMSTRONG SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Disbursements December 2018**

BOARD PRESIDENT POPKE MOVED TO APPROVE DECEMBER:

1)	EPFD (1012) DISBURSEMENTS OF VOUCHERS #15190-15253	\$256,641.95
2)	ECA (1005) DISBURSEMENTS OF VOUCHERS #51468-51478	\$5,697.26
3)	TRANSFER OF FUNDS:: ECA (1005) TO EPFD (1012) OF VOUCHERS #51479-51481	\$52,000.00
4)	ECA (1004) LEVL DISBURSEMENT OF VOUCHERS #51465-51467	\$1,455.00
5)	TRANSFER OF FUNDS: ECA (1005) TO 1 <sup>ST</sup> SECURITY (1014) DEBT SERVICE VOUCHER #	\$ .00
6)	TRANSFER OF FUNDS: PFD (1012)TO EPFD (1014) 1ST SECURITY DEBT SERVICE VOUCHER #	\$ .00
7)	BOND DEBT PAYMENT: TO CITY OF EDMONDS PAYMENT – 2012 VOUCHER #	\$ .00
8)	LGIP (1075) TRANSFER TO 1 <sup>ST</sup> (1014) SECURITY DEBT SERVICES VOUCHER #8060	\$
9)	DEBT SERVICES 1 <sup>ST</sup> SECURITY (1014) TRANSFER TO OPERATIONS (1012) VOUCHER #9050-9052	\$90,415.30
10)	1 <sup>ST</sup> SECURITY RESERVE SAVINGS (1015) DISBURSEMENT VOUCHER #3018	\$5.00
11)	UNION BANK FACILITY SAVINGS (1060) - DISBURSEMENT VOUCHER #7065	\$15.00
12)	UNION BANK FACILITIES CHECKING (1010) – DISBURSEMENT OF VOUCHER #	\$ .00
	<b>TOTAL</b>	<b>\$406,229.51</b>

BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

## 5. PFD Board Business

- **PFD Board Meeting Schedule November & December 2019**

The Board agreed to schedule the November EPFD Board meeting on November 21 and reschedule the Steering Committee meeting. The Board also agreed if the budget is approved in November, to hold the EPFD/ECA retreat in December and cancel the December EPFD Board meeting.

- **Employee Handbook Update – Approval**

Mr. Keller relayed his practice has been an annual review of the employee handbook. This update has been reviewed twice by the Admin/Finance Committee and this is the second review by the EPFD Board. Discussion followed regarding guidance provided by the handbook in discussions with staff, changes made based on new state law, and benefits of having the handbook approved by the EPFD Board.

BOARD MEMBER MCKAY MOVED TO APPROVE THE EMPLOYEE HANDBOOK UPDATE. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **PFD 2018 Amendment to Snohomish County Inter-Local Agreement**

Mr. Keller advised the City's bond counsel is reviewing the amendment on the EPFD Board's behalf. A response is pending from the Snohomish County PFD Board's attorney regarding the process for approval as the agreement requires approval by all four parties: EPFD Board, City Council, Snohomish County PFD Board and Snohomish County Council.

Mr. James offered to inform Mayor Earling that the ILA amendment is in process. Discussion followed regarding transition on the Snohomish County PFD Board. Mr. Mclalwain advised the agreement could be ready for EPFD Board approval in February but more likely in March.

- **Consent Agenda**

Board Member McKay asked if consideration had ever been given to having a consent agenda for minutes and disbursements. Mr. Mclalwain said it had been considered in the past but never implemented because of limited items for a consent agenda and in the past the Board liked to discuss disbursements. Board Member McKay pointed out items can be pulled from the consent agenda if necessary.

It was the consensus of the Board to develop a consent agenda for simple, repetitive items like minutes and disbursements. If the Admin/Finance Committee had any issues with disbursements, they could recommend pulling it from the consent agenda.

## 6. **Inclusion & Accessibility**

- **Update**

Board Member David Brewster reported the committee is processing the Strategic Plan steps which includes collaborating with the Marketing and Business Development Committee.

- **LEVL Update MLK 01/21/2019**

Board Member Brewster reported the events were a huge success. The morning session was free for families and teachers. The evening presentation included performances by local artists and Dr. Gloria Burgess reading from her children's book about father's life and education. The Edmonds Book Shop sold books at both sessions and patrons were invited to purchase a book and donate it to a local school library. Board Member Armstrong reported she attended both events and recalled a lot of people commenting on lead singer Josephine Howell.

Discussion followed regarding the events attracting new people to the ECA, defining the partnership with LEVL for future events, and interest in keeping the presenters local.

## 7. **Marketing & Programming**

- **Ticket Sales Report**

Mr. Mclalwain reviewed the report, highlighting successes in the first half of season, challenging shows in the spring, production and marketing costs, savings as a result of new PA system, net before sponsorship, sponsor revenue and grant support, and target net after support.

Discussion followed regarding Lyle Lovett production costs, community and cultural development reception before Mariachi Sol de Mexico on March 2<sup>nd</sup>, promotion of Mariachi Sol de Mexico, having board members and volunteers make preshow announcements, ticket sales for upcoming

shows, not measuring success on ticket sales and the importance of show diversity shows during year, success is fulfilling mission, and balancing ticket revenue and show diversity.

## **8. Development**

- **Introduction New Development Director**

Mr. McIlwain announced the new Development Director Christina Kourteva and described her initial efforts. Discussion followed regarding development staffing, social media, and website management.

## **6. Executive Report / Steering Committee**

- **Strategic Plan Update**

Mr. McIlwain reported the Steering Committee approved the committee structure with one change, making Hosting a task force instead of a committee and determine if it needs to exist beyond some initial work in 2019. He is populating the committees and leadership using the surveys that board members completed identifying their interests and skill sets and will confirm those appointments with board members. Appointments will be presented to the Steering Committee for review and approval at their February meeting. Once committees are populated with board members, additional members will be sought from the community.

- **Personnel Update**

- **Future Capital Grants**

Mr. McIlwain reported LMN Architects did a walk through the lobby and staff is providing feedback via email regarding general plans LMN provided which will be followed by drawings. He described elements of the reconfiguration, relaying the goal to complete the lobby reconfiguration this summer.

(Board Member Brewster left the meeting at 8:23 p.m.)

## **10. Finance, Facilities & Operations**

- **December 2018 Draft Finance Reports**

Mr. Keller reviewed revenues compared to expenses, growth in ending net position, grant revenue, rentals above budget, and expenses. The goal is to have audit done by June. Mr. James suggested staff report to the City Council's Finance Committee as soon as the 2018 budget is finalized. Discussion followed.

- **Fiscal Year 2019 Budget – Quarterly Review Update**

Mr. Keller reported staff support is being analyzed; a modified budget will be presented to the Board in March for approval. Staff will provide quarterly reports to the EPFD Board and to the City Council Finance Committee.

## **11. New Business**

Mr. Mclalwain reported on a meeting with Bill Tsoukalas, Executive Director, Snohomish County Boys & Girls Club following a tour with board members who expressed interest in further discussions about locating a new Boys & Girls Club on the ECA property which would free up space on Civic for public use. He described next steps including meeting with City staff regarding code requirements, etc. and suggested it may be timely to do an RFP to secure legal representation for the EPFD. Discussion followed regarding staff gathering information, advantages of partnering with the Boys & Girls Club, other potential partners, height limits, and parking.

Mr. Mclalwain reported two EPFD Board vacancies are being advertised; one to be filled immediately and the second in June (Board Vice President Ehl is retiring from the board and Board President Popke will rotate off the board in June). He encouraged board members to think about board leadership and potential candidates and to consider diversity, balance, people with new ideas, leadership abilities etc. Discussion followed regarding the process for interviewing candidates. Mr. Mclalwain advised the EPFD Board interviews candidates and makes a recommendation to the City Council who formally approves the appointment.

## **12. Adjourn**

The meeting was adjourned at 8:51 a.m.

**Next EPFD Board Meeting: Thursday, February 28 - 7:30 AM**

### **ACTION ITEMS:**

1. Distribute minutes of December 8, 2018 EPFD/ECA Retreat to ECA Board and schedule on ECA Board's March agenda. If ECA Board makes any changes, bring the minutes back to the EPFD Board.
2. Schedule November 2019 EPFD Board meeting on November 21 and reschedule Steering Committee meeting. If budget approved in November, hold retreat in December and cancel December EPFD meeting.
3. Develop Consent Agenda for simple, repetitive items like minutes and disbursements. If the Admin/Finance Committee had any issues with disbursements, they could recommend pulling it from the consent agenda.
4. ECA Staff report to the City Council Finance Committee as soon as 2018 budget is finalized
5. Staff provide quarterly financial reports to the City Council Finance Committee
6. Schedule approval of 2018 Amendment to Snohomish County Inter-Local Agreement on February or March agenda
7. Promote March 2 Mariachi Sol de Mexico on EdCC campus