

MINUTES

Edmonds Public Facilities District Board of Directors Meeting May 29, 2025

The Edmonds Public Facilities District Board hybrid adjourned meeting convened at 7:30 a.m. in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds, and via Zoom.

EPFD Board Members Present

Ray Liaw, President
Wayne Grotheer, Vice President
Suzy Maloney
David Brewster
Bill Willcock

ECA Staff Present

Kathy Liu, Executive Director
Lori Meagher, Associate Executive Director
Justin Wilhelm, Director of Rental Event Services

Guests

Neil Tibbott, City Council Liaison
Scott Ely

1. Call to Order

Board President Liaw called the EPFD Board meeting to order.

- Attendance of those attending in-person for minutes.

2. Land Acknowledgement & Equity Statement

Board VP Grotheer read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

BOARD MEMBER WILLCOCK MOVED TO APPROVE THE AGENDA. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

4. Board President's Comments

Board President Liaw offered her congratulations on the end of season and Center Stage, noting the Board Social in a couple weeks will be an opportunity say goodbye to departing Board Member Willcock.

5. Public Comment - None

6. Consent Agenda

- Meeting Minutes – April 2025
- April Disbursement Report

BOARD MEMBER MALONEY MOVED TO APPROVE THE CONSENT AGENDA. BOARD MEMBER WILLCOCK SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

7. Old Business

- **Prior Action Items Review**

Ms. Meagher reviewed progress on action items from the previous meeting. There were no outstanding items.

- **May Staff Report – Questions/Comments?**

Board comments included pleasure with how the season went, the opportunity to hear the voices of new staff members and recognition this was the completion of Ms. Liu's first season.

8. PFD Board Business

- **EPFD Board Member Recommendation**

Board VP Grotheer reported the panel interviewed four candidates and is recommending Scott Ely, an Edmonds resident with a banking background, significant board experience and is a drummer in a rock band. Board Member Maloney commented all the candidates were good prospects and could be future ECA or EPFD board members. Board Member Willcock offered to consult during the transition and Board Member Brewster offered his assistance orienting Mr. Ely.

Ms. Meagher advised the EPFD's Board's recommendation to appoint Scott Ely and reappointment of Board President Liaw will be on an upcoming city council agenda.

BOARD VP GROTHEER MOVED TO RECOMMEND SCOTT ELY TO THE CITY COUNCIL FOR APPOINTMENT AS AN EPFD BOARD MEMBER. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **EPFD Checking Account Signers**

Ms. Meagher referred to her email notifying board members that the EPFD operating account had been compromised which required closing that account, opening a new checking account, and transiting business to the new account. With the restructure of First Financial NW Bank, the bank is now operated by a credit union and they require documentation in the board's meeting minutes when there is a change in account signers. One employee who was a check signer has left the organization; the minutes need to document the board removing that individual as a check signer.

It was the consensus of the board to remove Nicole Giordano as an account signer from the First Financial NW Bank checking account, leaving Executive Director Kathy Liu, Associate Executive Director Lori Meagher and Board President Ray Liaw as account signers. Effective July 1, 2025, Wayne Grotheer will become Board President and replace Ray Liaw as an account signer.

9. PFD Board Member Reports

Board Member Brewster reported on his and Representative Ryu's visit to the capitol when Governor Ferguson signed HB 1109 (adds 15 years to the sales tax rebate). He reported on the Creative District Advisory Committee meeting held at the Wade James Theater. The theater seats 251 patrons, is completely sold out for the season, and with the exception of three staff, is entirely run by volunteers. The committee meeting included an update on potential tax revenues, one of which is a cultural access sales tax from which the ECA, as a cultural institution, could gain additional sales tax from the city. Several cities in Washington have a cultural access tax and it may be something the ECA will choose to support if it is considered by the city council. Chamber of Commerce President Ryan Crowther will be taking over leadership of the committee. With the

departure of their executive director, the Port of Edmonds is beginning the search process for a new director. He reported on the Education and Community Outreach Committee, relaying next week is the Educator Preview.

With regard to the state legislation, Board President Liaw suggested an internal analysis of revenue projections as it relates to bond financing with the addition of 15 years of sales tax rebate.

Board Member Brewster reported the Association of Washington State PFDs is discussing where/how to hold this year's conference.

Board VP Grotheer reported on the Facilities and Operations Committee: waterproofing the boys locker room is complete, work on the HVAC continues, louvers for outside airflow were installed in the Music building and mold treatment on the walls will begin, and awaiting a cost estimate for replacing the emergency power systems (lighting, communications and IT), and test results on the sprinkler heads.

Board Member Malone reported the Philanthropy Committee meeting included discussion about Center Stage. The committee is also discussing the Gala which will be a hybrid approach with a performance and live and silent auctions. Staff is awaiting notification about the PSE grant for lighting.

Board Member Willcock reported the Rentals Committee meeting was rescheduled to June 23.

Board President Liaw suggested the board consider committee assignments at next month's meeting.

Board VP Grotheer reported the Steering Committee discussed philanthropy and potential campus partnerships. ECA Board Member Matt Cox will remain as chair of the Admin & Finance Committee pending next steps in the strategic planning process related to committee structure. Ms. Meagher advised approval of the McIlwain Access Fund Policy will be on the July agenda.

10. Executive Director Update

- **Programming/Outreach**
- **Contributed Revenue Update**
 - Center Stage Update

Ms. Liu reported on Center Stage which previewed the 2025-26 season; only two shows are unsponsored. She commended everyone involved in setting up the new season including the programming, marketing and development teams. The season, which is a combination of well-known artist, popular returning artists and artists the ECA is excited to bring to the region, was officially announced to the public yesterday.

- Ticket Sales Report

Ms. Liu reviewed the ticket sales report, relaying the expectation that ticket sales for fall show will help make up some shortfalls as well as the marketing team's focus on summer shows.

Ms. Liu reviewed the Development Revenue Report, highlighting individual sponsorships, the spring campaign and a gift from a longtime donor and volunteer, new foundations grants and future prospects, and efforts related to corporate sponsors. She reported on revenue generated

at Center Stage and the team's pivot to planning of the November 7 Gala; tickets will go on sale midsummer. A brief discussion followed regarding access funds raised at Center Stage.

- **Strategic Planning Process**

Ms. Liu reported on working panels convened in May to consider the five pillars of the strategic plan (mission/vision., artistic programming, financial health, organizational structure and community engagement and outreach). Each panel was a combination of board members and senior staff. Executive review of that information will be completed today and reviewed by the Strategic Planning Committee tomorrow in preparation for the June 16 board/senior staff retreat. Discussion followed regarding the availability of notes and presentations following the retreat for anyone unable to attend.

- **July 4th Week Closure**

Ms. Liu advised the facility will be closed the week of June 30-July 4 to give the team a well-earned/needed pause. In accordance with the policy, the organization is in a good financial position to take this break. It was suggested staff send out a reminder of the closure to the boards the week prior.

11. Associate Executive Director Update

- **Finance Update**
 - April Draft Financials

Ms. Meagher reviewed income statement-key amounts, highlighting operating revenue, operating expenses, and bottom line loss. Discussion followed regarding potential mid-year budget adjustments, staff's hope to add a summer or fall show, fixed versus variable revenue, how concession prices are managed, and the reusable cup program.

- Cash Flow

Ms. Meagher reviewed the balance sheet, highlighting total receivables, total cash, accounts payable, and cashflow projected balance. Admin & Finance will be discussing key performance indicators as part of the financial review.

- Rental Revenue Update

Ms. Meagher provided an update on rental revenue, recalling a board request for a breakdown between theater events and other events. She described budgeted versus actual rental events for April and offered to provide further analysis on rental revenue and expenses in June or July. A brief discussion followed regarding capital expenditures.

- **Human Resources**

Ms. Meagher relayed the new employee handbook is in process. Next steps include going through the checklist provided by Everything HR, and then review by Admin & Finance and the union followed by review and approval by the EPFD Board by the end of the summer. She reported over 200 applications were submitted for the special event assistant manager position. The part-time front of house event manager position has also been posted.

Discussion followed regarding consultants that use AI to craft language and ensuring there are no anomalies in the information the HR consultant provides, and review of the handbook by the consultant's and EPFD's attorneys.

12. Department Head Presentation

Board Members introduced themselves. Director of Rental Event Services Justin Wilhelm introduced himself and described his background and his hopes/plans for ECA rentals, and networking efforts. Discussion and questions followed regarding the formation of an internal group with rental, box office and programming staff; difficulty coordinating events and space availability; what surprised him the most coming to ECA; and opportunity for events in the lobby and other spaces.

13. New Business

Staff was asked to notice the June 10 social and June 16 retreat as special meetings.

14. Adjourn

The meeting was adjourned at 8:44a.m.

Next EPFD Board Meeting: Special Meeting: June 10, 2025 (Board Social), June 16 (retreat); Regular Meeting: June 26, 2025

ACTION ITEMS:

1. June EPFD Meeting:
 - a. Committee assignments
2. Internal analysis of revenue projections as it relates to bond financing with the addition of 15 years of sales tax rebate
3. Provide further analysis of rental revenue at June or July EPFD Board meeting
4. July EPFD Meeting
 - a. Approval of McIlwain Access Fund Policy