

MINUTES

Edmonds Public Facilities District Board of Directors Meeting December 11, 2025

The Edmonds Public Facilities District Board special hybrid meeting convened at 7:42 a.m. in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds, and via Zoom.

EPFD Board Members Present

Wayne Grotheer, President
Suzy Maloney, Vice President
David Brewster
Scott Ely
Ray Liaw

ECA Staff Present

Caitlin Pontrella, Interim Executive Director
Lori Meagher, Associate Executive Director

Guests

Tam Osborne

1. Call to Order

Board President Grotheer called the special EPFD Board meeting to order.

- Attendance of those attending in-person for minutes.

2. Land Acknowledgement & Equity Statement

Board Member Liaw read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

Ms. Meagher requested the following amendments to the agenda:

1. Remove October Disbursement Report from the Consent Agenda
2. Remove December Staff Report from Old Business

BOARD MEMBER BREWSTER MOVED TO APPROVE THE AGENDA AS AMENDED. BOARD MEMBER ELY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

4. Board President's Comments

Board President Grotheer thanked those who were able to attend last night's Board Social. He recognized Executive Assistant/Board Liaison Lexie Marsters who prepared most of the food. He welcomed Caitlin Pontrella to her first full day as ECA's interim executive director.

5. Public Comment - None

. Consent Agenda

- Meeting Minutes – November 20, 2025 & December 3, 2025

BOARD MEMBER LIAW MOVED TO APPROVE THE CONSENT AGENDA AS AMENDED. BOARD MEMBER ELY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

7. Old Business

- **Prior Action Items Review**

Ms. Meagher reviewed progress on action items from the previous meeting and identified outstanding items (see Action Items below).

8. PFD Board Business

- **Possible Action to Start Executive Search Process**

Board President Grotheer reported the Interim Executive Director Taskforce is focused on onboarding Ms. Pontrella and with the Board's approval, will begin the process of searching for a new executive director. He relayed input from ECA department heads and Ms. Meagher about the makeup of the taskforce and their request to add a member to increase diversity on the taskforce. The taskforce will discuss this and report to the EPFD Board.

Questions and discussion followed regarding not using the previous executive search firm, support for increasing diversity of the taskforce, whether any ECA board members would be potential candidates for the taskforce, and balanced representation from both boards on the last taskforce.

BOARD MEMBER BREWSTER MOVED TO AUTHORIZE AN EXECUTIVE DIRECTOR SEARCH TASKFORCE OF BOARD LEADERSHIP TO MANAGE THE EXECUTIVE DIRECTOR SEARCH PROCESS FOR THE NEW EXECUTIVE DIRECTOR AND AUTHORIZE PROCUREMENT AND CONTRACTING TO HIRE AN EXECUTIVE SEARCH FIRM. BOARD MEMBER LIAW SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Resolution 2025.04**

- RESOLUTION OF THE BOARD OF DIRECTORS OF THE EDMONDS PUBLIC FACILITIES DISTRICT DELEGATING TEMPORARY AUTHORITY TO THE BOARD PRESIDENT FOR KEY PERSONNEL ACTIONS UNTIL A PERMANENT EXECUTIVE DIRECTOR IS APPOINTED

Board President Grotheer relayed this resolution was in response to discussion at the EPFD Board's last meeting regarding personnel action authority that would generally be the responsibility of the executive director. The interim executive director's job description, approved by the EPFD Board, included responsibility for certain personnel actions. However, as the interim director, Caitlin Pontrella, is a contractor, responsibility for these actions is the EPFD Board's responsibility. To avoid votes of the entire board for such actions, the board discussed delegating this authority to the board president. The EPFD Board's attorney recommended a paper trail to delegate this authority; Resolution 2025.04 is intended to accomplish that.

Board members requested the following revisions to the resolution:

1. Correct the number in the title
2. Add to the resolution authority for the board vice president.

BOARD MEMBER ELY MOVED TO APPROVE RESOLUTION 2025.05 AS AMENDED TO CORRECT THE TYPO IN THE NUMBER IN THE TITLE OF THE RESOLUTION AND ADD AUTHORITY FOR THE BOARD VICE PRESIDENT. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

9. PFD Board Member Reports

Board Member Brewster reported the Association of WA State PFDs is awaiting the IRS's official nonprofit designation. The AWSPFD Board will determine 2026 dues in January, discuss use of the

lobbyist, obtain the organization's banking information, and generate invoices for dues. The interim AWSPFD board will continue in its present form until March.

Board Member Liaw reported volunteer positions are available for Kidstock!. The current smaller iteration of the Facility Partner Working Group (Lori Meagher, Sandra Nestorovic, Norm Brown, Board President Grotheer and herself) met last week and discussed developing a taskforce to identify a potential facility partner. The work group has identified a three step process: 1) determine whether a facility partner is needed, 2) add to draft criteria created by Stanford University, and 3) consider how the two interested organizations fit into the framework. She anticipated that work will be completed by the end of summer. The group plans to consider adding a few new members.

Questions and discussion followed regarding whether this working group was the same as the campus evolution taskforce, keeping the mission and vision in mind, adding to the criteria the minimum square footage a partner needs, and a suggestion to provide an update to the Steering Committee.

Board Member Ely reported he will be unable to attend next week's Philanthropy Committee meeting; Board VP Maloney offered to attend.

Board President Grotheer reported the Steering Committee meeting included updates on the budget, strategic business plan, and the executive director. The committee also discussed potentially utilizing board members as resources for tasks such as grant writing. A Strategic Planning Committee meeting is scheduled for next week.

10. Associate Executive Director Update

- **Administrative**
 - FY 2024 Audit

Ms. Meagher reported she will be meeting with the auditors next week. The goal is to embed the exit conference in the December 29 EPFD Board meeting. She is awaiting adjustments from the auditor so the annual report can be updated and resubmitted to the state auditor's office.

- FY 2026 Budget

Ms. Meagher recalled a presentation and discussion at yesterday's joint Admin & Finance Committee and EPFD Board meeting. Admin & Finance recommended EPFD Board approval at their December 29 meeting.

- FY 2026 Rental Rates

Ms. Meagher relayed proposed changes to rental rates are presented annually to the EPFD Board for approval due to the correlation with the budget. A delay has been encountered due to how the packages were built last year. Director of Rental Event Services Justin Wilhelm did an analysis based on hourly rates and created a narrative and spreadsheet regarding how packages are built. The rates include a 5% increase in the theater rate, ticketing buyout fees, and production labor. She will send the information to the board by the end of the week to ensure adequate time for review prior to the December 29 meeting.

- Strategic Planning

Ms. Meagher reported the Strategic Planning Committee met this week to review a final draft from the consultant. One of the challenges the committee noticed is the timeline embedded in the strategic plan. Board Member Brewster and ECA Board President Cox are working on a condensed spreadsheet-type timeline for each objective and associated tactics. The committee will reconvene on December 17 to review the timeline. As a result, approval of the strategic plan has been delayed into January and the special EPFD/ECA Board meeting has been canceled. A brief discussion followed.

- **Human Resources**

Ms. Meagher recalled providing an update as part of budget process yesterday, relaying the tech lead hiring decision should be made by Friday. She planned to send the updated handbook to the Admin & Finance Committee by the end of the week.

11. New Business

Board Member Brewster reported on Ms. Meagher's attendance at the Snohomish County PFD Board meeting and the excellent report and spreadsheet she shared with them. As not all PFDs shared their numbers at the meeting, it was suggested she request the Snohomish County Consolidated PFD Financial Report.

Discussion followed regarding different levels and sources of funding that each PFD receives, and Ms. Meagher's plans to discuss with a SnoCo PFD member opportunity for additional funding since the ECA's large Snohomish County LTAC grant sunsetted this month.

12. Adjourn

The meeting was adjourned at 8:15 a.m.

Next EPFD Board Meeting:

- **Special Meeting: December 29, 2025**

12/11/25 MEETING ACTION ITEMS:

1. Send redlined Employee Handbook to A&F Committee
2. December EPFD Board Meeting
 - a. October Disbursement Report
 - b. Rental Rates (provide information prior to meeting)
 - c. Audit exit conference
 - d. Approval of FY 2026 budget
 - e. Board Member Liaw provide update on membership of Facility Partner Working Group
3. Revise Resolution 2025.04
 - a. Correct the number in the title of Resolution 2025.04
 - b. Add authority for Board Vice President to the Resolution
4. Send out Rental Rates by end of week to provide EPFD Board time to review in preparation for December 29 meeting
5. Interim Executive Director Taskforce report to the EPFD Board regarding request to add a member to increase diversity of the taskforce
6. Request Snohomish County Consolidated PFD Financial Report