

MINUTES

Edmonds Public Facilities District Board of Directors Special Meeting December 29, 2025

The Edmonds Public Facilities District Board special hybrid meeting convened at 7:34 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

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 VP Maloney read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

- **BOARD MEMBER BREWSTER MOVED TO APPROVE THE AGENDA AND REMOVE OCTOBER & NOVEMBER DISBURSEMENT REPORTS AND MOVE FY 2026 RENTAL RATES AND FY 2026 ANNUAL BUDGET TO THE FULL AGENDA. BOARD MEMBER LIAW SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

4. Board President's Comments

Board President Grotheer thanked ECA staff and leadership for their hard work and accomplishments in 2025. He thanked everyone present for participating in three board meetings in December.

5. Public Comment - None

6. Consent Agenda – All Items removed

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

- **Strategic Business Plan**

Board President Grotheer reported rollout of the Strategic Business Plan is being delayed pending further review. Senior ECA staff and Interim ED Pontrella have reviewed the current draft. The Steering Committee's next meeting on January 9 will focus on the Strategic Business Plan. He is not available for that meeting, however, Board Member Brewster, who has been part of the Strategic Planning Committee, has agreed to attend in his absence.

Questions and discussion followed regarding when the plan will be ready for release, expectation that extensive review/revision will be required, challenges related to the breadth of the plan in its entirety, timing of implementation, the need to include ongoing tasks, items added to budget reflect the need for a more project manager oriented approach, work product too complex for a small group to undertake, scale of overall plan with 25 objectives and 116 tactics and lack of clarity regarding which of those address key problems such as finances, and concern board and committee priorities for year one such as organizational structure, governance, and facility partnerships are buried in the 116 tactics.

Questions and discussion continued regarding interest in a plan that addresses key problems rather than solving everything, realization that senior staff had limited involvement in the plan, work that will need to be done on the plan internally, scale of the plan is not appropriate, tactics are a mix of projects that have been started and others that are underway, lack of specificity and targets, does not address deficit challenge or the need for a capital campaign, plan does not achieve high priority goals, plan heavily driven by former ED, and typical to question strategic priorities and approaches when a leadership transition occurs. President Grotheer summarized in discussion with Ms. Pontrella and ECA Board President Matt Cox, they concluded the best place for further discussion is the Steering Committee.

Board President Grotheer reported the Executive Director Search Taskforce will have its first meeting in January; their discussion will focus on procuring an executive director search firm. Membership is the same as the Interim Executive Search Taskforce: Board VP Maloney, ECA Board President Cox and Vice President Napolitano and himself. The taskforce is still considering adding member(s) to increase diversity of that effort.

- **FY 2026 Rental Rates**

Ms. Meagher referred to her email with the updated proposed rental rate schedule, contract language, and addendum updates. When Director of Rental Event Services Justin Wilhelm was tasked with reviewing the rental rates and increases, he found several inefficiencies in how the packages were built last year. Rebuilding the packages results in a 5.45% increase to realign packages and hourly rates.

Discussion followed regarding net impact of the proposed rental rate schedule on cash flow, how package rates were calculated last year, how packages are constructed, eliminating the bulk discount, messaging, block-based pricing, whether there is flexibility to change block hours to adjust to need, language Seattle Center uses related to ability to modify packages, intent of packages to move away from custom builds, unclear language shown in red, whether clients are required to use ECA ticketing service, rates embedded in the budget, communicating rate changes to existing clients, new document primarily for new clients, when the rates become effective, and how to apply rates effective January 1.

The following revisions were requested to the Facility Rental Rates:

- a. Clarify "Labor rates are subject to change"
- b. Minor changes Board Member Liaw will provide
- c. Delegate authority for signature
- d. Add encouragement to use ECA ticketing service

The Board also requested staff create a Delegation Resolution that delegates authority from board regarding contracts staff can sign.

Ms. Meagher suggested the board approve the rates and she will return with the minor language changes at the EPFD Board's next meeting.

BOARD MEMBER LIAW MOVED TO APPROVE THE APPENDIX A FEE SCHEDULE AS PRESENTED SUBJECT TO MINOR REVISIONS TO NON-SUBSTANTIVE LANGUAGE THAT WILL BE REVISITED BY THE EPFD BOARD IN JANUARY. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **FY 2026 Annual Budget**

Board President Grotheer relayed the 2026 budget was discussed at the joint EPFD Board/Admin & Finance Committee meeting on December 10. Ms. Meagher reviewed changes made to the budget since the December 10 joint meeting related to project management software and compliance with State of Washington regarding exempt salary wages.

Questions and discussion followed regarding adding funds in the budget as a placeholder for project management software, need for management buy-in and training, staff's interest in project management software, ensuring project management software is simple and user friendly to ensure staff uses it, whether Admin & Finance Committee approved the revised budget, five year projection, contracting with Clark Nuber to do an in-depth analysis into five year projections, presenting Clark Nuber's findings to the EPFD Board at the end of the first quarter to aid in making long term decisions as well as potentially make a mid-year budget amendment, revisiting formulaic 5-year projections in the strategic plan, continuation of the ad hoc budget task force, and a request for staff to provide the Board in the next 3-6 months an updated forecast with the extended sales tax revenue, when bonds are paid down, additional revenue anticipated from the sales tax extension, when anticipate paying back the City, and bonding capacity with the sales tax extension.

BOARD MEMBER LIAW MOVED TO APPROVE FY 2026 BUDGET. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

PFD Board Member Reports

Board Member Brewster reported Betty Erickson, founder of the Association of WA State PFDs, passed away. He recognized her influence and strength that kept the organization going and wished her rest in peace. He suggested sending flowers from the EPFD Board when a service is announced. He reported the Creative District Advisory Committee included discussion about strengthen the Creative District's branding. The Education and Community Engagement Committee discussed Kidstock!; more volunteers are needed. Submissions are being accepted from all ages for We Speak. The committee is also planning the Educator Preview. He recognized the Education & Community Engagement team for their efforts.

Board VP Maloney reported the Philanthropy Committee discussed changes in staff, grants received in 2025 and plans for 2026 grants, the Yearend Campaign, and a thinktank that is working on the 2026 gala.

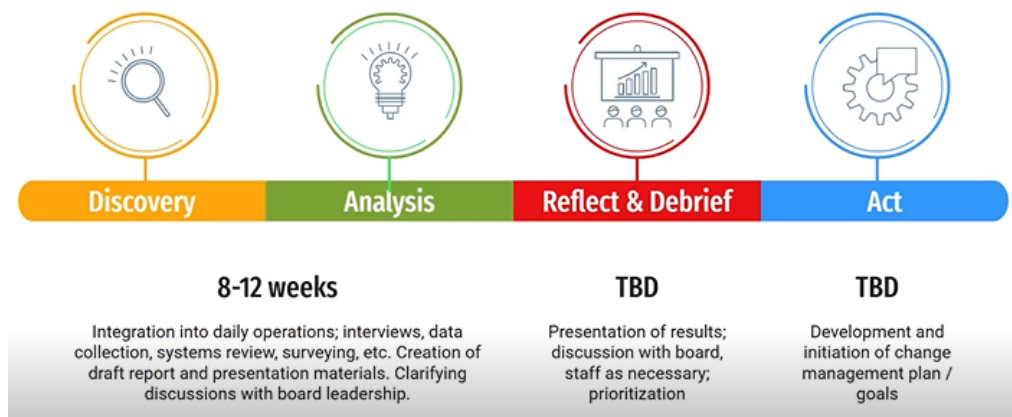
Board President Grotheer reported the Universal Access Taskforce is focused on identifying people to contribute to each of the five sections of the accessibility self-assessment. Self-assessment of the first section is underway; members are doing their own assessment and the taskforce will review results at its January meeting and begin work on the other four sections.

10. Interim Executive Director Update

• **Assessment Framework**

Ms. Pontrella shared work she will be engaged with in addition to the general business of the organization:

- An assessment of an organization's current state as well as roadmap for its development
 - ❖ Face-to-face
 - ❖ Organization wide
 - ❖ Adapted to mission and subsector
- Domains of assessment
 - ❖ Purpose
 - Core: Mission, Vision, Values, Strategy
 - Legibility and Downline Alignment
 - Clarity and Structure of Goals
 - ❖ People
 - Multi-Level: Board, Leadership, Management, Staff, and select stakeholder groups
 - Assessment of general expertise, alignment with need, literacy in key proficiencies, professional supports
 - Culture (environment, engagement, ethics, equity)
 - Board effectiveness and alignment
 - ❖ Programs
 - General review of programs, partnerships, and development
 - Individual program assessment for alignment with efficiency, sustainability, impact measurement
 - ❖ Processes
 - General review of decision making practices, feedback processes, internal/external communication
 - General operations, including acknowledgement management and documentation, it environment, office space needs
 - Finance, including budgeting processes, operations, reporting, and fundraising compliance
 - Human Resources, including core processes and operations
- Timeline



- Discovery and Analysis

- ❖ Face to face interviews
- ❖ Stakeholder group surveys to board, staff, volunteers
- ❖ Focus group conversations, as needed
- ❖ Observation & Shadowing
- ❖ Document & Data Review
- ❖ Mapping (decision making, role & capacity, risks)

Questions and discussion followed regarding utilizing the work done by the strategic plan consultant; caution against saying the SBP reflects the viewpoint of past leadership when there was input from a large group; appreciation for Ms. Pontrella's thorough and deliberate approach; concern the current plan is too big and does not focus on key priorities; Ms. Pontrella's focus on organizational sustainability: addressing the deficit, the building, keeping staff happy, etc.; development of the SBP that Ms. Liu envisioned being part of, larger conversations that affect the ED search, intent for Matt Cox and Wayne Grotheer to meet weekly with Ms. Pontrella, and limited involvement in the SBP by senior leadership and staff.

- **Reflections & Look Ahead**

11. Associate Executive Director Update

- **FY 2024 Audit**

Ms. Meagher reported the audit is continuing. She hopes to finalize the audit the week so staff can submit a final report to the state auditor's office and schedule the exit conference. She anticipated a few audit adjustments and recommendations similar to last year, but an unmodified opinion. Findings in the audit are primarily rated to best practices. As a new board member, Board Member Ely was encouraged to attend the exit conference.

- **Human Resources**

Ms. Meagher reported the new tech lead starts on January 5. She and Ms. Pontrella are having conversations with Director of Development Amy Stagno and hope to make determinations on the structure of the team by the end of January.

12. New Business

Ms. Meagher suggested rescheduling the January 22 EPFD Board meeting to January 29 due to Admin & Finance meeting that week. Due to board members' inability to attend a January 29 meeting, it was suggested the Admin & Finance Committee meeting be rescheduled.

13. Adjourn

The meeting was adjourned at 9:02 a.m.

Next EPFD Board Meeting: Thursday, January 22, 2026 - 7:30 AM

12/29/25 MEETING ACTION ITEMS:

1. Reschedule January EPFD Board meeting or Admin & Fin meeting
2. Revise Rental Rate Agreement
 - a. Clarify "labor rates subject to change"
 - b. Minor changes Board Member Liaw will provide
 - c. Delegating authority for signature

- d. Add encouragement to use ECA ticketing service
- 3. Draft a Delegation Resolution that delegates authority from board regarding what contracts staff can sign
- 4. January EPFD Board Meeting
 - a. October & November Disbursement Reports
 - b. Approve revised Rental Rate Agreement
- 5. Re audit, submit final report and schedule exit conference
- 6. Forward SBP Addendums to the entire SBP Committee (previous action item, may no longer be applicable with changes anticipated to be made to SBP)

Future Items:

- 1. At end of first quarter, provide EPFD Board Clark Nuber's findings
- 2. In the next 3-6 months, provide the EPFD Board
 - a. Updated forecast with the extended sales tax revenue
 - b. When bonds are paid down
 - c. Additional revenue anticipated with the sales tax extension
 - d. When anticipate paying back the City
 - e. Bonding capacity with sales tax extension
- 3. When service announced for Betty Erickson(AWSPFD), send flowers from the EPFD Board