

MINUTES

Edmonds Public Facilities District Board of Directors Meeting January 22, 2026

The Edmonds Public Facilities District Board hybrid meeting convened at 7:31 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 Board Members Present

Matt Cox, President
Jeff Lewis, Secretary/Treasurer

Guests

Chris Eck, City Council Liaison

ECA Staff Present

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

1. Call to Order

Board President Grotheer called the EPFD Board meeting to order.

- Attendance of those attending in-person for minutes.

2. Land Acknowledgement & Equity Statement

Board Member Ely read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

BOARD MEMBER LIAW MOVED TO ADD EPFD SPECIAL MEETING MINUTES 12/10/2025, 12/11/2025, 12/29/2025 TO THE CONSENT AGENDA, ADD JANUARY STAFF REPORT TO OLD BUSINESS, AND DELETE EPFD BOARD RESOLUTION 2026.01 AND EMPLOYEE HANDBOOK FROM PFD BOARD BUSINESS (WILL COME BACK AT A FUTURE MEETING). BOARD MEMBER ELY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

4. Board President's Comments

Board President Grotheer welcomed Councilmember Eck back as the Council liaison. He recognized there are a number of major items on the agenda, relaying the quote, "never let a good crisis go to waste."

5. Public Comment

Councilmember Eck offered to help the organization in whatever way she can.

6. Consent Agenda

- **October-December 2025 Disbursement Reports**

- **FY 2026 Rental Rates**
- **EPFD Special Meeting Minutes 12/10/2025, 12/11/2025, 12/29/2025**

BOARD MEMBER ELY MOVED TO APPROVE THE CONSENT AGENDA. BOARD MEMBER LIAW 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).

- **January Staff Report**

There were no board comments.

8. Interim Executive Director Update

- **30 Day Report**

Ms. Pontrella reviewed the 30-Day Situation Report, highlighting four interconnected risks requiring immediate board attention:

- Unresolved financial direction & strategic ambiguity
- Unsustainable governance load and blurred roles
- Leadership concentration and continuity risk
- Unresolved issues from executive departure

She reviewed Recommended Actions for PFD Board:

- Review the 30-Day Situation Report and ask clarifying questions
- Align and issue a clear directive on the financial direction of ECA
- Review draft Emergency Succession Plan and discussion options for reducing risks in the short term
- Determine action plan for addressing condition that contributed to the previous executive's departure
- Review Position Scope Recommendation from interim leadership and clarify goals for the interim period.

Questions and discussion followed regarding challenges associated with resolving the operating deficit, under-investment in facilities, organizational capacity, impacts of Covid, the board having an honest conversation about the operating deficit, differences of opinion about how to address the operating deficit, the board being unwilling/unable to confront realities, the board being guided by EDs without examining their perspectives and assumptions, appreciation for Ms. Pontrella's examination of the situation, addressing the operating deficit as quickly as possible and setting goals, being honest and bold in decision-making, the organization having a going concern issue, how long the organization can continue at this pace, the board's agreement with operating rich such as growing staff and programs, stop kicking the can down the road, greater discipline of the ED by the board, building milestones to address the operating deficit and giving direction to the ED, determining what is core to the ECA's mission and what can be eliminated.

Questions and discussion continued regarding downsizing the organization to bring it closer to a balanced operating budget, intent of today's discussion to reach alignment on the direction and

pace, developing a plan to address the operating deficit by end of Q1, the ECA board's position on the operating deficit, goal in the last strategic plan to implement strategies to reach a 5% operating margin, principles of financial success developed by Admin & Finance and consensus not to have an operating deficit, leadership changes providing an opportunity to reevaluate, educating the ECA board about issues facing the organization, determining and preserving the ECA's core identity, determining next steps with the strategic plan and committee/taskforce structure, reduce committees to core needs, establishing 2-3 taskforces to focus on issues and identify Q1/Q2 deliverables, determining a realistic operating margin/profit, governance, mechanism for putting committees on hold, scope and expectations of the campus partnership taskforce, and understanding what the community wants from the ECA.

Questions and discussion continued regarding whether the recent strategic planning process adequately surveyed the community, making a presentation/update to city council in Q2, determining what is untouchable/sacred to the community, educational versus revenue-generating opportunities, reducing committee meetings and holding joint ECA/EPFD board meetings, retaining the Admin & Finance, Philanthropy, and Steering committees and putting others on hiatus, having Admin & Finance be an open meeting, board members' engagement/passion, joint operating agreement, executive membership of both boards meet to discuss committee structure and next steps regarding the strategic plan, reviewing the joint operating agreement and engaging the EPFD attorney regarding revisions, eliminating detailed staff-level reporting to boards, providing a platform for directors to highlight accomplishments, information/reports provided to the Emeritus Board, and informing board members/stakeholders of changes in reporting.

9. Executive Session

- **Pursuant to RCW 42.30.110((g) to Review the Performance of a Public Employee**

At 8:36 am, Board President Grotheer recessed the meeting to a 20 minute executive session regarding the item listed above.

At 9:56 am, the executive session was extended to 9:11 am. At 9:11 am, the executive session was extended to 9:28 am. The meeting reconvened at 9:28 am.

Note: The content of the remainder of the minutes is limited because the meeting was not recorded due to technical difficulties.

10. PFD Board Business

- **Interim Executive Director Scoping Assessment**
- **Potential Adjustment to Interim ED Budget**

11. Associate Executive Director Update

- **Finance Update**

November draft financials are included in the packet. December draft financials will be completed by the end of the month.

- **Human Resources**

12. PFD Board Member Reports

Board Member Brewster offered to forward to Ms. Meagher a report from the Association of Washington State PFD's lobbyist to be circulated to board members.

13. New Business

14. Adjourn

The meeting was adjourned at 9:49 am.

Next EPFD Board Meeting: Thursday, February 26, 2026

ACTION ITEMS:

1. Schedule Audit Exit Conference
2. Review joint operating agreement and engage EPFD attorney regarding revisions
3. Eliminate detailed staff-level reporting to board
4. Executive membership of both boards meet to discuss committee structure and next steps regarding the strategic plan
5. Distribute report from Association of Washington State PFD's lobbyist to board members

Future Items

1. Develop a plan to address operating deficit by end of Q1
2. Presentation/update to city council in Q2
3. EPFD Board Resolution 2026:01 – A Resolution of the Board of Directors of the Edmonds Public Facilities District Delegating Contract Signing Authority to Designated Staff
4. Employee Handbook