

MINUTES

Edmonds Public Facilities District Board of Directors Meeting February 26, 2026

The Edmonds Public Facilities District Board hybrid meeting convened at 7:46 am 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
Heidi Napolitano, Vice President

Guests

Chris Eck, Councilmember

ECA Staff Present

Caitlin Pontrella, Interim 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 Brewster read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

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

4. Board President's Comments

Board President Grotheer commented this is a time of significant change for the ECA, working on becoming more productive and focus on joint PFD/ECA committees and taskforces and defining how those organizations work together as well as improving information flow to the PFD Board while maintaining compliance with the Open Public Meetings Act requirements. He expressed his appreciation for the efforts of all board members.

5. Public Comment - None

6. Consent Agenda

- **January 22, 2026 Meeting Minutes**

Board President Grotheer noted the minutes are incomplete due to technical difficulties following the executive session so there is no record of at least one action taken, increasing the budget for

the interim executive director. He recommended the minutes be updated and approved at the next EPFD Board meeting.

BOARD MEMBER BREWSTER MOVED TO REMOVE THE CONSENT AGENDA. BOARD MEMBER LIAW SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

7. Old Business

- **Prior Action Items Review**

Board President Grotheer reviewed progress on action items from the previous meeting and identified outstanding items (see Action Items below).

Ms. Pontrella reported following a community safety concern submitted to the ECA regarding the Andrew Morrison show, staff worked with legal and law enforcement to investigate and found it unsubstantiated. There will be increased building security the day of the show.

8. Executive Session

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

At 7:54 am, Board President Grotheer recessed the meeting to a 30-minute executive session regarding the item listed.

At 8:24 am, the executive session was extended for 20 minutes.

The meeting reconvened at 8:44 am.

9. PFD Board Business

- **Committee & Task Force Assignments**

Discussion followed regarding committees and membership, whether to add a PFD board member to Joint Capital Campaign Readiness, committee-prepared headline report/status update distributed to board members prior to meetings and opportunity for discussion at board meeting, adding attorney(s) to the Joint Operating Agreement Committee, having board meetings discussion-focused, board members with capital campaign experience, identifying which committees are permanent and short-term, creating a work plan/charter for each committee, how policies the administration part of Admin & Finance will be addressed with the change to a Joint Finance Committee, establishing a timeline for the executive director search, how committee assignments line up with members' interests, and committees holding meetings in March to review their draft workplans, make any revisions and submit deliverables and deadlines through June.

(Board Member Liaw left the meeting at 9:02 am during the above discussion)

JOINT EXECUTIVE

Co-Chair: Wayne Grotheer, PFD
Co-Chair: Matt Cox, ECA-N
Suzy Maloney, PFD
Heidi Napolitano, ECA-N
Lindsay Geyer, ECA-N

JOINT OPERATING AGREEMENT

Co-Chair: Suzy Maloney, PFD
Co-Chair: Matt Baldock, ECA-N
David Brewster, PFD
Heidi Napolitano, ECA-N

Jeff Lewis, ECA-N

JOINT FINANCE

Co-Chair: Jeff Lewis, ECA-N,

Co-Chair: Scott Ely

Wayne Grotheer, PFD

Matt Cox, ECA-N

Richard Canning, ECA-N

Corbitt Loch, ECA-N

JOINT FACILITIES PARTNERSHIP

Co-Chair: ~~Scott Ely, PFD~~ Ray Liaw, PFD

Co-Chair: Kim Bayer-Augstavo, ECA-N

Lindsay Geyer, ECA-N

Norm Brown, ECA-N

Scott Ely, PFD

ECAN GOVERNANCE

Chair: Courtney Wooten

Lindsay Geyer

Karen Magarelli

Steven Ruane

Laura Ellis

JOINT CAPITAL CAMPAIGN READINESS

Chair: Adel Sefrioui, Chair, ECA-N

Treasure Mackley, ECA-N

Jeanne Thorsen, ECA-N

EXECUTIVE SEARCH

Co-Chair: Wayne Grotheer, PFD

Co-Chair: Matt Cox, ECA-N

Suzy Maloney, PFD

Heidi Napolitano, ECA-N ECAN

PHILANTHROPY

Chair: Treasure Mackley

Vicki O’Gorman

Glenda Krull

Caroline Bennett

Tam Osborne

Michael Chong

Nancy Fleck, Emeritus

Cheryl Foster, Emeritus

- **Quarterly Joint Meetings**

This item deferred to the next EPFD Board meeting. Discussion followed regarding how to make meetings as interactive as possible for ECA participants, timing of public comment on the agenda, and scheduling of quarterly joint meetings.

- **Communication Strategy**

Board President Grotheer relayed the challenge of keeping EPFD board members informed between board meetings in an OPMA-compliant way.

Board President Grotheer recalled at the EPFD Board’s previous meeting the board approved a budget for the interim ED contract services with 35 hours/week maximum in the amount of \$260,718 through September. The contract requires the EPFD Board President’s approval to work beyond 24-hours/week and advance approval of work hours in 4 week increments. Ms. Pontrella’s invoices reflect an average of 13 hours/week of pro bono work. He has asked her to submit a request that he intends to approve for 40 hours/week for the next 4 weeks. Total financial impact is approximately \$4,200. Depending on the duration of the interim ED, the budget may need to be increased again.

BOARD MEMBER ELY MOVED TO AUTHORIZE AN UNBUDGETED EXPENSE FOR A CONTRACT FOR PROFESSIONAL SERVICES OF LESS THAN \$100,000 TO HIRE A CONTRACT PART-TIME CHIEF FINANCIAL OFFICER. BOARD VP MALONEY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY. (Board Member Liaw was not present for the vote.)

10. Interim Executive Director Update

- **Organization Assessment**

Ms. Pontrella reported the Organizational Assessment is completed, she needs to produce a report and materials. She will work with Board President Grotheer and Matt Hendricks regarding distribution of materials due to confidential HR-related information. She anticipated the final report would be available mid to late-March.

Ms. Pontrella reported on the board self-assessment distributed to EPFD and ECA board members regarding their experiences, friction points, etc. She will process the results and distribute to both boards. Common themes and trends will help inform the joint operating agreement discussions as well as a potential board education opportunities.

Ms. Pontrella reported on items on her Financial Watch List:

- \$400,000 revenue projection from 2026 Gala is unrealistic
- Hazel Miller donation was half of the anticipated amount (\$25,000 rather than \$50,000)
- DISH rental lease has not been paid since November (\$25,000/year) and DISH plans to terminate their lease
- ECA potentially unable to meet LAND grant deadline for service delivery (\$14,000 for educational programming)
- Total revenue impact = \$114,000 - \$160,000

Ms. Pontrella relayed her plans to work with the development team regarding the realism of their budget. Discussion followed regarding the EPFD Board's fiduciary responsibility to review the organization's financial reports.

11. PFD Board Member Reports

Board President Grotheer relayed a recommendation for written reports with committee decisions/actions and/or key points so the board can focus on discussion rather than hearing reports.

Board Member Brewster reported on the Association of WA State PFDs' interim board members meeting: dues will remain the same as last year (\$750), a retainer agreement with the lobbyist will be developed (no need for lobbyist's services this year), lobbyist has been paid, remaining \$6,000 in AWSPFD account will be transferred to new account, 2026 AWSPFD conference will be at Kitsap Conference Center September 9-11. He encouraged board members to attend the conference.

Board Member Ely reported on a meeting Ms. Pontrella, Ms. Meagher, ECA Board Chair Cox and he had with the state auditor.

12. New Business

13. Adjourn

The meeting was adjourned at 9:26 am.

Next EPFD Board Meeting: Thursday, March 19, 2026 - 7:30 AM

ACTION ITEMS:

1. Next PFD Board Meeting
 - a. Approval of revised January 22, 2026 Meeting Minutes

- b. Add Quarterly Joint Meetings to agenda
2. Revise 2026 ECA Committee Assignments to reflect Ray Liaw replacing Scott Ely as Co-Chair on Joint Facilities Partnership, Scott Ely to remain a committee member
3. Schedule Audit Exit Conference
4. Update 01/22/26 EPFD Board minutes to reflect action taken to increase the budget for the interim executive director
5. Committee-prepared headline report/status update distributed to board members prior to meetings and opportunity for discussion at board meeting
6. Board Member Liaw to contact EPFD Attorney Matt Hendricks to confirm he has communicated with board members that the search firm used to select the ECA's former ED is in litigation with some of their employees (EPFD not affected other than request to retain all records)

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

Future Items:

1. 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