

MINUTES

Edmonds Public Facilities District Board of Directors Special Meeting March 31, 2026

The Edmonds Public Facilities District Board hybrid meeting convened at 7:33 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

ECA Board Members Present

Matt Cox, President
Heidi Napolitano, Vice President
Jeff Lewis, Secretary/Treasurer

Guests

Chris Eck, Councilmember
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 VP Maloney read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

Board President Grotheer requested the following revisions to the agenda:

- Remove December and February disbursements from the Consent Agenda (November already approved and February not ready to approve)
- Remove the Financial Update by Turning Point (under Interim Executive Director Update) as they were unable to attend today's meeting

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

4. Board President's Comments

Board President Grotheer thanked board members for their continued hard work.

5. Public Comment - None

6. Consent Agenda

- **January Board Meeting Minutes – January 22, 2026 Revised**
- **February Board Meeting Minutes – February 10, 2026, February 26, 2026**
- **January Disbursements**

Board President Grotheer confirmed the Finance Committee reviews disbursements before approval is scheduled to the Consent Agenda.

BOARD MEMBER ELY MOVED TO APPROVE THE CONSENT AGENDA AS AMENDED. BOARD MEMBER BREWSTER 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).

8. Executive Session

- **Pursuant to RCW 42.30.110(1)(g) to Review the Performance of a Public Employee**

At 7:39 am, Board President Grotheer recessed the board to a 20-minute executive session regarding the item listed.

The meeting was reconvened at 7:59 am.

8. PFD Board Business

- **Quarterly Joint Meetings with ECA Board**

Board President Grotheer reported the agenda for the 5:30 pm April 15 meeting will include organizational assessment and facility partnerships followed by regular, time critical items, as well as time for EPFD, ECA and Emeritus Board questions. The intent the April 23 EPFD Board meeting will be canceled.

- **Signature Authority Resolution**

Board President Grotheer referred to Resolution 2026.01, intended to clarify signature authority for the EPFD Board President and Vice President when there is no permanent executive director.

Discussion followed regarding the future need for the board to consider signature authority for the executive director for everyday items (some authority addressed in the procurement policy).

BOARD MEMBER BREWSTER MOVED TO APPROVE RESOLUTION 2026.01. BOARD MEMBER ELY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Human Resources Support Contracting Authorization**

Board President Grotheer explained HR support is needed to assist with the upcoming recruitment for multiple senior level positions. Ms. Pontrella has recommended contracting with All Things HR. Recruitment is time critical and is not in the budget. He commented on recent staff changes and plans for an update on staffing budget projection at the May EPFD Board meeting.

BOARD VP MALONEY MOVED TO CONTRACT WITH ALL THINGS HR FOR SENIOR LEVEL STAFF POSITION RECRUITING SUPPORT AT A TOTAL COST NOT TO EXCEED \$30,000. BOARD MEMBER ELY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

Discussion followed regarding the administrative aspects of recruiting that will be handled in-house.

- **Removing Associate Executive Director as Signatory from EPFD Bank Account**

BOARD VP MALONEY MOVED TO REMOVE LORI MEAGHER AS SIGNATORY ON EPFD BANK ACCOUNT WITH GLOBAL CREDIT UNION. BOARD MEMBER ELY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Removing Associate Executive Director as Account Holder from EPFD Credit Card and Adding New Account Holder**

BOARD MEMBER ELY MOVED TO REMOVE LORI MEAGHER AS ACCOUNT HOLDER FROM ON EPFD CREDIT CARD AND ADDING EPFD BOARD PRESIDENT WAYNE GROTHEER AS ACCOUNT HOLDER. BOARD MEMBER LIAW SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Resolution Authorizing Investment of Edmonds Public Facilities District Monies in the Local Government Investment Pool – Change Of Signatories**

Board President Grotheer relayed the resolution designates himself and Board Member Ely as persons authorized to make deposits and withdrawals and have online access to the account; removes Joe Mclalwain, Lori Meagher, Glenda Meuller from online access to the account; and retains online access for Operations Manager Sandra Nestorovic.

Discussion followed regarding frequency of fund transfers between the LGIP and bank account and ability of the board president to authorize changes.

BOARD MEMBER ELY MOVED TO APPROVE THE RESOLUTION AUTHORIZING INVESTMENT OF EDMONDS PUBLIC FACILITIES DISTRICT MONIES IN THE LOCAL GOVERNMENT INVESTMENT POOL. BOARD MEMBER LIAW SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **July 4 ECA Closure**

Board President Grotheer explained a 2024 policy authorized ECA leadership a discretionary closure of ECA campus for up to four business days, typically the week preceding July 4th, a slow time for ECA events and performances. As there is currently no ECA leadership, this is a decision of the EPFD Board. In 2026, July 4th is on Saturday and the federal holiday is July 3rd. He described the policy regarding the determination and notification of employees.

BOARD MEMBER LIAW MOVED TO APPROVE THE CLOSURE OF THE ECA CAMPUS FROM JUNE 29 THROUGH JULY 2, 2026, UNDER THE DISCRETIONARY CLOSURE POLICY. BOARD MEMBER BREWSTER SECONDED THE MOTION.

Discussion followed regarding staff compensation during the closure.

MOTION CARRIED UNANIMOUSLY.

10. Interim Executive Director Update

- **Organization Assessment**

Ms. Pontrella reviewed the executive summary of the draft organizational assessment including the purpose, people, programs, support functions, and recommendations.

Questions and discussion followed regarding staff survey responses, who owns the calendar, promoting rental events that align with the mission, rental pricing model, programming optimization, actionable tasks from the mission statement, multi-year budgeting, blended versus discreet ECA and EPFD financial reporting, financial assessment and recommendations to be provided by Turning Point, Joint Operating Agreement, decisions driven by financial sustainability,

ECA as a cost center in the EPFD's financials, identifying EPFD versus non-profit responsibilities, other organizations with non-profits/foundations, loss of institutional memory/decision making, financial performance versus mission statement diversity, board involvement in operations, survey data, criteria for future hires, conducting an annual executive assessment, recommendations Ms. Pontrella can implement, and appreciation to Ms. Pontrella for the organization assessment.

11. Facility Partnership Evaluation Update

Board Member Liaw advised the Joint Facilities Partnership Taskforce will present a full report at the April Joint Board Meeting. She reviewed minimum requirements/assumptions for facility partnership in the categories of mission alignment, enhancement, financial stability, sufficient space retained by ECA, compatibility, sale vs lease, and form of lease and board members provided input.

Questions and discussion followed regarding the difference between ground and facility lease, operational economies of scale, public process to identify a partner, deadline for using the state funding the EPFD obtained, opportunity for a public-private partnership, other categories, and ECA space needs.

12. PFD Board Member Reports

Board President Grotheer referred to March Committee-Report out included in the packet. Ms. Pontrella recommended establishing a date for committees to submit their report for distribution with EPFD and ECA board agendas. Board member suggestions included:

- Add committee members to the report format
- Finance Committee Report-Out including more information
- Report-Outs including upcoming topics

In response to a concern that the EPFD Board has not seen financials since December, Ms. Pontrella advised Turning Point will present financials at the next Finance Committee meeting.

13. New Business - None

14. Adjourn

The meeting was adjourned at 9:33 am.

Next EPFD Board Meeting: Joint Meeting with ECA Board of Directors: April 15, 2025

ACTION ITEMS:

1. May EPFD Board meeting
 - a. Update on staffing budget projection
2. Schedule Audit Exit Conference
3. Notice the April 15 EPFD/ECA/Emeritus Board meeting
4. Revisions to Committee Report-Outs
 - a. Add names of committee members to report format
 - b. Include more information on Finance Committee Report-Out
 - c. Include upcoming topics

Future Items

Board consider executive director's signature authority for everyday items.