MINUTES

Edmonds Public Facilities District
Board of Directors Meeting
June 25, 2026

The Edmonds Public Facilities District Board hybrid meeting convened at 7:31 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
Scott Ely
Ray Liaw (arrived 7:32 am)

EPFD Board Members Absent
David Brewster

ECAN Board Members Present
Matt Cox, President
Adel Sefrioui

ECA Staff Present
Caitlin Pontrella, Interim Executive Director
Deborah Bellangé, Dir. of Finance & Operations
Madison Zimmerman, Dir. of Mktg, Sales & Patron Serv.

City Staff Present
Kisha Post, Financial Analyst, City of Edmonds

Guests
Chris Eck, Councilmember
Eric Boettcher, Turning Point
Michael Miller
Dale Clark

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 President Grotheer read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

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

4. Introduction of New ECA Directors

Ms. Pontrella introduced the four new directors and described their backgrounds:

- Madison Zimmerman, Director of Marketing, Sales and Patron Services
- Deborah Bellangé, Dir. of Finance & Operations
- Carissa Castaldo, Director of Programming and Production
- John Farrimond, Director of Development

Ms. Pontrella described plans to do team building and sort out team dynamics in July and her hope to launch the Executive Director search by fall. Discussion followed regarding timelines for hiring an executive search firm and launching the ED search, plans to hire a Development Manager, and other staffing changes.

5. Board President's Comments

Board President Grotheer welcomed the new directors and congratulated the team on hiring a Development Director. He thanked EPFD board members for their active participation in multiple meetings recently. He invited board members to attend the annual Volunteer Appreciation dinner on Saturday, July 25 on the ECA stage, an event that honors the 124 current volunteers who, during the performance year ending in June, contributed over 12,000 work hours at an estimated value of over $430,000. Board members will receive an emailed invite soon.

6. ECA Board Update

ECAN Board President Cox reported in the interest of good communication and partnership, EPFD Board President Grotheer or Board VP Maloney will attend ECAN Board meetings to provide updates on PFD activity, and he will reciprocate at EPFD Board meetings. He reported on ECAN committees: Philanthropy is focused on the Gala, specifically procurement. This year's format will be a live auction with 10-12 strong items and no silent auction. Governance is focused on the new ethics agreement and code of conduct which is applicable to ECAN and Emeritus board members and volunteers. The next step will be processes to allow community members to join committees and task forces. The Joint Executive Committee is working through questions the about the operating model raised by the Joint Operating Agreement Task Force. ECAN has retained an attorney who specializes in nonprofit law.

7. Public Comment - None

8. Consent Agenda

- **May Disbursements**

Board President Grotheer relayed the Joint Finance Committee recommended approval of the disbursements.

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

9. 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).

10. Financial Update

- **Updated December 2025 Financial Statements**

Ms. Pontrella reported the 2024 net loss/surplus reported on Income Statement has been amended to match the audit report.

Ms. Bellangé recognized Eric Boettcher, Turning Point, who prepared the draft close of April financials. Ms. Pontrella relayed a preliminary draft reforecast of the 2026 budget will be presented to the EPFD in July for approval. She described the status of reporting and quarter close.

- **2024 State Audit Key Points**

Ms. Bellangé relayed after speaking with the state auditor's office, she has answers to some questions raised in the Joint Finance Committee such as what happens if the points raised in the 2024 audit related to cash and GASB continue in 2025. The 2025 audit will be a financial as well as policies, procedures and internal controls audit and the organization can expect a management letter in 2025 regarding issues raised in the 2024 audit and findings in future audits if they aren't corrected. The goal in the 2025 audit is to show the SAO that corrective action is being taken on all the major points.

Discussion followed regarding how staff is addressing GASB issues, the SAO's help desk, creating a network of peers from other PFDs, and the external accounting firm's assistance with GASB.

11. <u>Joint Facilities Partnership & Capital Campaign Readiness Update</u>

Board Member Liaw relayed a change was made from the original recommendation to solicit Request for Expression of Interest (RFEI) to a Request for Qualifications (RFQ). The task force recognizes the need for additional support from non-board members to facilitate the process.

ECAN Board Member Adel Sefrioui described the scope of what needs to happen in securing a partner(s) onsite as well as any redevelopment of the campus. The scope includes four components, 1) fundraising consultant to assist with the capital campaign, 2) consultant to assist with the RFQ/RFP, review submittals, etc., 3) once a partner(s) is selected, a consultant to guide design work and facilitate public engagement, and 4) once break ground, a consultant to act as the owner's rep for construction management. He recommended the board consider allocating funds for a consultant to assist with the RFQ.

Questions and discussion followed regarding what the consultant would do, estimated cost of a consultant to assist with the RFQ; estimated cost to replace the current facility, build a parking garage or significantly update the existing facility; costs in the Mithun building envelope assessment; cost to renovate or replace the gym; estimates do not include project management, design, permitting, etc.; timeline to hire other consultants, estimated cost of a fundraising feasibility analysis; timeline to use the state allocation; potential future state capital budget allocations; and returning to the EPFD Board in July with a more refined request.

12. <u>PFD Board Business</u>

- **Potential Action – Contracting for Accounting & Bookkeeping Services**

Board President Grotheer advised the contract will be for 6 months, the value is under $50,000 and the cost of contracting will be completely offset by reductions in salaries and benefits. As the cost is budgeted and consistent with the current purchasing policies, EPFD Board approval is not required and Ms. Bellangé can approve the contract.

- **Committee & Task Force Assignments**

Board President Grotheer reported Board VP Maloney replaced him as co-chair of the Executive Search Committee and he will remain a committee member. David Brewster replaced Board Member Ely as a member of the Joint Facilities Partnership Task Force.

Staff was asked to provide an updated list of committee and task force members.

- **Action – PFD Board Officer Elections**

Board President Grotheer described election procedures, relaying new officer positions will be effective July 31, 2026 – June 30, 2027. He proposed he continue as board president and Board Member Ely serve as board vice president.

> **BOARD MEMBER LIAW MOVED THAT WAYNE GROTHEER SERVE AS BORAD PRESIDENT FOR JULY 31, 2026, TO JUNE 30, 2027, AND SCOTT ELY SERVE AS BOARD VICE PRESIDENT FOR JULY 31, 2026, TO JUNE 30, 2027. BOARD VP MALONEY SECONDED THE MOTION.**

A brief discussion followed.

> **MOTION CARRIED UNANIMOUSLY.**

13. Interim Executive Director Update

Ms. Pontrella reported

- Presented season concluded in June with 32-33 shows and 16,000 patrons served
  - Achieved approximately 64% utilization. Targeting 70%-80% utilization in the future to improve financial return.
  - Spending approximately $8 to net $1 which will be discussed in the next budget cycle.
  - Need be clear what trying to achieve via the presented season. For example, ECA could be a rental venue and achieve diversity through rentals
  - Recommended read: “Scene Change” by Alan Harrison
- Launched 20th anniversary season.
  - Raised $315,000 at Center Stage, record high for organization.
- Launched McIalwain Access Fund
- July’s focus will be onboarding new staff, teambuilding
- Will begin multiyear budgeting in August

Questions and discussion followed regarding who administers the McIalwain Access Fund and scope of the fund, how to begin the process of discussing the presented season, decision-making regarding the presented season, use of sales tax to subsidize the presented season, who is driving strategic decisions, and using audience data to inform decisions.

14. PFD Board Member Reports

Board President Grotheer reported on upcoming meetings:

- Annual report to the Edmonds City Council on August 3.
- All Snohomish County PFDs provide annual report to Snohomish County Council on July 14
- Quarterly Snohomish County PFD meeting on July 23 at ECA
- Quarterly meeting with Edmonds Creative District Advisory Committee this week
- Working to schedule a meeting with City staff and Council leadership this summer to discuss debt consultation, facility partnership, 2-year budgeting, joint operating agreement, etc.
- Lynnwood PFD interested in extending the interlocal agreement with Snohomish County from its current expiration of 2041 to 2056. He and Board Member Ely plan to meet with Janet Pope, Lynnwood PFD Executive Director, in mid-July

15. New Business

16. Adjourn

The meeting was adjourned at 8:52 am.

Next EPFD Board Meeting: Thursday, July 23, 2026 - 7:30 AM

ACTION ITEMS:

1. July EPFD Meeting Agenda Items
   a. Approval of Employee Handbook
   b. Board Member Ely provide status report on updated forecast with the extended sales tax revenue, when bonds are paid down, additional revenue anticipated with the sales tax extension, when anticipate paying back the City, and bonding capacity with sales tax extension
   c. Approval of re-forecasted 2026 budget
   d. Approval of funding allocation for consultant to assist with RFQ
2. Email board members invite to July 25 Volunteer Appreciation Event
3. Distribute updated org chart
4. Distribute updated list of committee & task force assignments
5. Inform committee and task force chairs regarding plans to meet with City staff and Council leadership this summer
6. Recommended read: “Scene Change” by Alan Harrison