# MINUTES

**Edmonds Public Facilities District**
**Special Meeting of the EPFD & ECA Board of Directors**
**August 11, 2026**

The Edmonds Public Facilities District/Edmonds Center for the Arts Boards hybrid special meeting convened at 5:33 pm in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds, and via Zoom. Cox called ECA mtg to order at 5:33 pm.

**EPFD Board Members Present**
Wayne Grotheer, President
David Brewster
Ray Liaw
Suzy Maloney

**EPFD Board Members Absent**
Scott Ely, Vice President

**ECAN Board Members Present**
Matt Cox, President
Heidi Napolitino, Vice President
Jeff Lewis, Secretary/Treasurer
Kim Bayer-Augustavo
Caroline Bennett
Norm Brown
Karen Magarelli
Treasure Mackley
Vicki O'Gorman
Tam Osborne
Jeanne Thorsen
Courtney Wooten

**ECA Staff Present**
Caitlin Pontrella, Interim Executive Director
Madison Zimmerman, Dir. of Mktg, Sales, & Patron Serv.
Deborah Bellangé, Dir. of Finance & Operations
Carissa Castaldo, Dir. of Programming & Production
John Farrimond, Dir. of Development

**Emeritus Board Members Present**
Nancy Fleck, President
Corbitt Loch

## 1. Call to Order

EPFD Board President Grotheer called the EPFD Board meeting to order. ECAN Board President Cox called the ECAN Board meeting to order.

- Names of Those Attending for Meeting Minutes

## 2. Land Acknowledgement & Equity Statement

Board Member Brewster read the Land Acknowledgement & Equity Statement.

## 3. Agenda Review & Approval

**BOARD MEMBER BREWSTER MOVED TO APPROVE THE AGENDA. BOARD MEMBER MALONEY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

**ECAN BOARD MEMBER MOVED TO APPROVE THE AGENDA. ECAN BOARD MEMBER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

## 4. President's Welcome

EPFD Board President Grotheer thanked everyone for attending the second joint board meeting of 2026.

ECAN Board President Matt Cox thanked for coming. He looked forward to this meeting and was excited to hear from the new leadership team and learn more about the future relationship between the EPFD and the ECA nonprofit.

**5. Public Comment – None**

**6. Management Report**

- **Introduction of Directors & Their Initial Observations and Planned Activity**

Ms. Pontrella referred to 2026 Management Priorities (distributed previously) that lists priorities through the end of the year and a variety of key projects. She described progress made on several items including changes to the organizational structure that will result in long term savings, changes to office space to improve internal dynamics, and more than half the projects are underway, led by committee or staff. The new organizational structure includes four departments: Finance and Operations led by Deborah Bellangé, overseeing finance, business operations and facilities; Programming and Production led by Carissa Castaldo, overseeing the presented season, educational programming, rentals and production team; Marketing, Sales, and Patron Services led by Madison Zimmerman, overseeing everything related to how people experience the ECA including marketing and communications, sales strategy, box office, front of house, volunteer program; and Development led by John Farrimond, overseeing all fundraising activities including events and grants.

The four directors described their initial observations and opportunities, planned actions and vision for the future. Ms. Pontrella highlighted 2026 management priorities.

Questions and discussion followed regarding the organization's mission, enthusiasm of the new management team, and opportunity for change.

**7. Joint Board Operations Presentation**

Ms. Pontrella described reasons for having this conversation now (executive transition, expired Joint Operating Agreement, organizational assessment outputs, EPFD seeking additional facility operators), where we are today (EPFD and ECAN and their responsibilities), areas of review (mission & programming, fundraising, governance and risk, and operations), two questions facing the partnership (what needs to change at a minimum [resolving legal and fiduciary exposure], what's right for the next era [answering long range and strategic needs]), options on the table (partial operational shift, full operational shift and outsource [not considering now]).

- **Questions**

Questions and discussion followed regarding other options, assumptions under each option, whether the committee that developed the options has a recommendation, current programming limitations, and impacts of moving staff to ECAN in option 2.

**8. Breakout Sessions**

Attendees broke into groups to discuss what works, what worries you, and deal-breakers about the two options.

Breakout 1
Option 1: Partial operational shift (mission-based programming and education move to ECAN. The PFD retains rentals and facility operations. Both entities employ staff and operate as partners, with ECAN holding preferred access to the venue).

Breakout 2

Option 2: Full operational shift (theater operations, rentals, programming, and staff move to ECAN. The PFD serves as owner and landlord.)

Breakout 3
Closing questions: What haven't we considered yet? What information would you need to know before you could support a recommendation for a path forward, What questions do you still have?

- **Breakout Sessions Report Out**

Ms. Pontrella invited attendees to provide her with any unanswered questions or requests for additional information.

The groups shared takeaways from their discussion regarding pros and cons of the two options:
Option 1
Pros: Foundation model works well for many organizations, could potentially enhance donations
Cons: Splits up operations, potential impacts on seamless experience for patrons and donors, potential negative impacts to staff, inequities between staff, potential for competing goals, worse than it is now with regard to external communications, governance, presented versus rentals, etc.

Option 2
Pros: Clear and clean; more flexibility; cleaner; simpler; PFD doesn't need a job; ensure well planned, well managed and followed through on; if plan to do this, communicate to facility partners and large donors
Cons: Operating liability for nonprofit that has no reserves; how/who would implement given all other changes organization is facing; whether ECAN can reach an operating break-even in a reasonable timeframe

Additional information
Impact on fundraising capacity, impacts on sales tax and use of sales tax, need understanding/clarity of financial framework in both options

Questions and discussion followed regarding assurance neither of the options will be implemented this year, impact on staff's benefits of moving from municipal organization, timing to make this decision, organizations that were publicly operated and moved to non-profit, and informing the new ED about potential changes.

Ms. Pontrella reviewed next steps, which include further discussion and developing an interim operating agreement between EPFD and ECAN.

## 9. Closing Remarks & Reminders

- **Season Launch**
- **Fall Fundraiser**
- **Review of Next Steps**

Ms. Pontrella reviewed next steps, which include further discussion and developing an interim operating agreement between EPFD and ECAN.

## 10. Adjourn

The EPFD meeting was adjourned at 7:31 pm. The ECAN meeting was adjourned at 7:31 pm.