MINUTES

Edmonds Public Facilities District
Board of Directors Meeting
August 27, 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 virtually.

EPFD Board Members Present
Wayne Grotheer, President
Scott Ely, Vice President
David Brewster
Ray Liaw
Suzy Maloney

ECAN Board Members Present
Matt Cox, President

ECA Staff Present
Caitlin Pontrella, Interim Executive Director
John Farrimond, Dir. of Development

Guests
Chris Eck, Councilmember
Michael Miller
Adam Johnson

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 Liaw read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

Board President Grotheer requested the following amendments to the agenda:

- Remove July 2026 Disbursement Report from the Consent Agenda as it has not been approved by the Finance Committee
- Remove June 30 Financial Report as report not yet available
- Remove Purchasing Policy as final policy is not complete

BOARD MEMBER MALONEY 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 active participation in four meetings this month. At Ms. Pontrella's request, a special one hour EPFD board meeting will be scheduled in September to define where the EPFD Board wants to go with the joint operating agreement. Lexie will schedule that meeting as well as reschedule the November and December meetings which fall on holidays.

5. Public Comment – None

6. **Consent Agenda**

- **July and August Board Meeting Minutes**
  - July 23, 2026
  - August 10, 2026
  - August 11, 2026

BOARD MEMBER BREWSTER MOVED TO APPROVE THE CONSENT AGENDA AS AMENDED. BOARD MEMBER MALONEY 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; all items are on today's agenda.

8. **ECAN Board Update**

ECAN Board President Cox the ECAN Board will continue the conversation regarding the joint operating agreement, focusing on clarifying and formalizing the ECAN Board and board members' roles. The main topic at the July ECAN meeting was introducing the joint operating model in preparation for the joint August 11 meeting. The ECAN Board is also focused on the Gala, attendees, and board members buying tickets, signing up as table captains, filling tables, and reaching out to their networks. One of the successes of Center Stage was active board engagement which he hoped could continue for the Gala. ECAN Board completed and approved their new ethics agreement and conflict of interest disclosure which was rewritten by the Governance Committee. This was an important step for the organization anticipating the addition of community members to committees and task forces in the future.

9. **Interim Director Update**

- **Joint Operating Agreement Update**

Ms. Pontrella referred to her written report included in the packet, highlighting ticket sales for the presented season, refreshed digital advertising strategy, accounting function transition which has delayed report delivery, managing the pace of change and capacities, ticketing and market conditions, and budget schedule (review of first draft at September Finance Committee meeting, EPFD Board review in October, and final EPFD Board approval at December 3 meeting).

- **Gala Update**

Mr. Farrimond reported on Gala ticket sales. He referred to a Table Captain Information Sheet in the packet, relaying his hope board members will be captains or combine with another board member to fill tables. He described options for table captains and invited board members to contact him with any questions or ways staff can provide information.

Questions and discussion followed regarding tickets sold to date, attendance and fundraising goals, ticket sales plan, experience at Cascadia's Gala last week, auction item procurement, consideration of a dessert dash, concessions during the Gala concert, ensuring enough food and servers, options for dessert, differences between the giving and the clientele at the Cascadia Gala, and the ECA's two fundraising events.

10. Financial Update

- **City of Edmonds**

Board VP Ely reported on discussions with the mayor and his financing team about amending and restructuring the EPFD's loan with the City and the potential of disintermediating the loan and refunding the loan with First Financial Bank and having the bank of Edmonds versus multiple lenders which is allowed by state law. The goal is to simplify the debt structure, extend the term of the loan, potentially provide some annual debt service relief, and also provide the opportunity to negotiate the documents which could free up cash on the balance sheet which is currently considered restricted. It is not a high near term priority for the EPFD Board although there are benefits to the City and the EPFD. There is high receptivity at the City level. He will provide an update in October.

Questions and discussion followed regarding disintermediation, providing a written summary of the EPFD's current loan structure as background material, and availability of a 2-page white paper regarding the EPFD's debt.

Board VP Ely reported sales and use taxes are contingent on outstanding debt through 2041. Last year the legislature approved an extension from 2041 to 2056; to be eligible, the EPFD must have outstanding debt. There is sufficient time to originate that debt.

11. PFD Board Business

- **Facility Partnership Request for Qualifications – Potential Action**

Board Member Liaw referred to the updated RFQ in the packet and highlighted changes from the previous version. The intent is to have a strategic adviser review the RFQ for process and details.

Ms. Pontrella reported the committee will meet next week to review consultant proposals and make a selection. The consultant will assist with marketing the RFQ and work with staff and the EPFD on RFP creation and execution and provide advisory support during that stage. The budget was up to $50,000 although she did not believe the cost would be that high.

Questions and discussion followed regarding whether the budget needed to be authorized at the special meeting (determined that up to $50,000 was already within the current budget), staff decision to spend up to $100,000 would require a future budget amendment because not included in budget, changing the dates in the RFQ, establishing a dedicated URL for materials, the EPFD Board authorizing publication of the RFQ based on the draft, completing the blank on page 8 regarding when construction is expected to begin, and a capital campaign.

> **BOARD MEMBER MALONEY MOVED TO APPROVE THE FACILITY PARTNERSHIP REQUEST FOR QUALIFICATIONS FOR PUBLICATION IN SEPTEMBER SUBJECT TO FINAL EDITING BY THE FACILITY PARTNERSHIP TASK FORCE. BOARD VP ELY SECONDED THE MOTION.**

Questions and discussion followed regarding a request for the EPFD Board to look at the RFQ again once all edits have been made and before publication, concern with the timeline, intent to make minor revisions and not material changes, and the difference between an RFQ and an RFP.

Board Member Liaw suggested the EPFD Board approve the RFQ in substantially this form. If the consultant is able to convince the task force that changes need to be made to the process, it will have to come back to the EPFD Board. If that happens, the EPFD could approve it at the September meeting.

BOARD VP ELY MOVED TO AMEND TO MOVE FORWARD WITH THE RFQ AS BOARD MEMBER LIAW SUGGESTED. BOARD MEMBER BREWSTER SECONDED THE MOTION.

AMENDMENT CARRIED UNANIMOUSLY.

MAIN MOTION AS AMENDED CARRIED UNANIMOUSLY.

- **Budget/Contract – Facility Partnership Consultant – Potential Action**

BOARD MEMBER LIAW MOVED TO APPROVE HIRING A FACILITY PARTNERSHIP CONSULTANT FOR UP TO $50,000. BOARD VP ELY SECONDED.

Discussion followed regarding whether there is sufficient unrestricted cash for this expenditure and if not, EPFD Board approval is required to move the funds.

MOTION CARRIED UNANIMOUSLY.

- **Valtas Contract Addendum – Potential Action**

Board President Grotheer explained this addendum is related to extending interim executive director services. The EPFD attorney has reviewed the addendum. The revised budget was approved at the July 23 EPFD meeting.

Discussion followed regarding reason for extending the contract through June 2027, likelihood the contract will be concluded in the first quarter with the hiring of a new ED, search timeline, Ms. Pontrella assisting with the transition or potentially with specific projects.

BOARD VP ELY MOVED TO APPROVE THE VALTAS CONTRACT ADDENDUM. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Delegation of Authority for Personnel Actions – Potential Authority**

Board President Grotheer explained the proposed resolution is essentially identical to the resolution passed in December 2025 which gave the board president, when the vice president is absent, authority to take personnel actions. This resolution will give that authority to Finance & Operations Director Deborah Bellangé or, in her absence, the board president. The EPFD Board attorney has approved the resolution.

BOARD MEMBER MALONEY MOVED TO APPROVE RESOLUTION NO. 2026.02, RESOLUTION OF THE BOARD OF DIRECTORS OF THE EDMONDS PUBLIC FACILITIES DISTRICT DELEGATING TEMPORARY AUTHORITY TO THE FINANCE AND OPERATION DIRECTOR UNTIL A PERMANENT EXECUTIVE DIRECTOR IS APPOINTED SUPERCEDING REOLUTION NO. 2025-04. BOARD MEMBER LIAW SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Executive Search Update**

Board Member Maloney reported the search is in a discovery stage. The Executive Committee is working with Valtas staff who are conducting interviews with board members and staff and surveying boards. There was discussion about contacting donors and/or key stakeholders, but it was agreed to begin with this group to determine emerging themes and then determine if more input is needed. Other information being reviewed is the strategic business plan which included contact with about 60 people. The intent is to reveal what the organization is currently experiencing, what is anticipated in the future for the new ED, what hard and soft skills are needed, and then refine the job profile. She anticipated the job description would be complete by September 17.

Questions and discussion followed regarding whether the consultant will reach out to all EPFD members, surveying all board members, timeline for completing the job description, past practice of the EPFD Board commenting on the job description, adding the job description to the EPFD Board's September 24 meeting agenda, and distributing it with sufficient time for review.

12. PFD Board Member Reports

Board Member Brewster reported the AWSPFD conference in Bremerton in two weeks will include action to a establish working board; he serves on the interim and likely will be on the permanent board. Other agenda topics include whether to keep the lobbyist on retainer, and reports from various state agencies such as the auditor, insurance provider, legal, etc. He offered to distribute the agenda. He, Ms. Pontrella and Board President Grotheer are attending and will report after the conference.

Discussion followed regarding whether the board needs to nominate Board Member Brewster as a member on the AWSPFD board.

13. New Business - None

14. Adjourn

The meeting was adjourned at 8:26 am.

Next EPFD Board Meeting: Thursday, September 24, 2026 - 7:30 AM

ACTION ITEMS:

1. September 24 meeting agenda items
   a. July 2026 Disbursement Report
   b. June Financial Report
   c. Purchasing Policy
   d. Approve Facility Partnership RFQ if significant changes occur since EPFD Board's August "substantially in the form" approval
   e. Budget amendment for Facilities Partnership Consultant if necessary
   f. Executive Director job description – distribute in advance to ensure sufficient time for review
   g. Report on AWSPFD conference
2. Schedule special EPFD board meeting in September to discuss Joint Operating Agreement
3. Reschedule November and December EPFD Board meetings
4. Distribute 2-page white paper regarding EPFD debt (available from Board VP Ely)

5. Revisions to RFQ
    a. Add dedicated URL for materials
    b. Fill in blank on page 8 regarding when construction may start

<u>Future Agenda Items</u>

1. October EPFD meeting agenda
    a. Preliminary budget review
    b. Update on restructuring the EPFD's loan with the City
2. November EPFD meeting agenda
    a. Approval of 2027/2028 budget
    b.