M I N U T E S

Edmonds Public Facilities District
Board of Directors Special Meeting
September 15, 2026

The Edmonds Public Facilities District Board hybrid special meeting convened at 8:02 am in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds, and virtually.

EPFD Board Members Present	**ECA Staff Present**
Wayne Grotheer, President	Caitlin Pontrella, Interim Executive Director
Scott Ely, Vice President	Deborah Bellangé, Dir. of Finance & Operations
David Brewster	
Ray Liaw	**ECAN Board Members Present**
Suzy Maloney	Matt Cox, President

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 Maloney read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

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

4. Board President's Comments

Board President Grotheer thanked board members for attending another special meeting. The primary purpose for today's meeting is preparation for next week's regular meeting and approval of the ED Search Profile, describing changes in roles and responsibilities between the boards in the near- and long-term. That meeting will also include a presentation on financing and the Facility Partnership RFQ.

5. Public Comment - None

6. Joint Operating Agreement

- **Short-term Steps – Update**

Ms. Pontrella explained this agenda item is related to the partnership with the ECA and two questions, 1) what we do in the short term, and 2) what's right for the next era. The last joint meeting included discussion about possible operating models; the board does not need to resolve that issue today, but it may impact the ED search. The first question is what needs to change at a minimum. In discussions with ECAN's attorney and the EPFD's attorney, it is a business decision; ECAN's attorney prefers to move fundraising staff to the nonprofit which provides a liability shield for the EPFD and creates more independent status for the nonprofit, and if the EPFD is interested in moving more operations to the nonprofit in the future, this would be an easy first step.

Move fundraising staff to nonprofit?

- Considerations
  - Does development staff report to ED?
  - Is this first step to ECAN becoming a foundation and autonomous?
  - Staff employed by one entity and report to another?
  - If bring on partner, will ECAN want to focus its fundraising efforts on theater?
  - Services the EPFD would provide via professional services agreement
  - Will ECAN need its own ED? Financial issue
  - Organizational structure under this model (who does ED report to, input on performance, etc.)
  - Benefits for employees that move to ECAN
  - Cash flow between entities
  - Determine if want to move fundraising staff to ECAN and reporting structure before making final ED hire. Operating model may impact who hire as ED
  - Can the EPFD realistically sustain ECA operations, taking on a new facility partner, and a major capital project? Struggling to do as much as doing now with a board limited to five members and do not see that changing

Questions and discussion included the upcoming ED search, roles of the organizations during a capital campaign and after the campus is rebuilt, Lynnwood PFD's operating model, whether EPFD wants to offload operations, what has to be done now and what can be delayed, possible benefit of moving fundraising to ECAN is it's easier to explain to ED candidates, if goal is to hire a new permanent ED this decision needs to be made sooner rather than later so it's clear to candidates, other PFDs' models, predominant PFD model is hands-off administration and board managing bond/sales tax and operations handled by a third party, paralysis in determining next steps, and the need to make a decision about moving fundraising staff.

Discussion continued regarding a suggestion to adopt a resolution stating the EPFD is looking to offload operations and seeking someone to take over, the EPFD's commitment to the current operating model for a least the next couple years, what relationship is envisioned with a facility partner (hand-in-hand with or subservient to ECA), option for the EPFD to be the campus owner and ECA and others are lessees/tenants, seeking an ED who is a visionary leader with the ability to problem solve at a strategic level and work with complex issues, providing clarity for ED candidates, hiring an ED who is an executive leader and not necessarily able to run a theater, the ED job description, and providing clarity for a potential partner and for ED candidates.

Discussion continued regarding issues with the building that need to be addressed, moving fundraising staff to ECAN as a first step, doing things concurrently or separately, informing ED candidates that EPFD is interested in exploring an operating model shift, whether EPFD is interested in offloading more than fundraising staff, whether ECAN is interested in taking on fundraising staff, whether ECAN Board has had this conversation, when EPFD board members' terms expire, continuity of EPFD Board, board members' institutional knowledge, next steps, adding to the ED profile that part of their long-term responsibility is figuring out the shift of responsibilities, concern with what tasking an ED with, increase in the leadership teams' capacity over the next six months, and hiring an ED who is a seasoned leader and knows when they need help.

Board President Grotheer concluded the board is interested in exploring moving more responsibilities to ECAN.

- Joint Boards Meeting August 2026 Input

- What's Right for the Next Era?
    - Misson Control
    - Fundraising Capacity
    - Campus Growth
    - Cost & Speed
    - Other Considerations
- Connection to Executive Search

7. <u>Bylaws Change Discussion</u>

- **Proposal to Change Standing Meeting Date**

Board President Grotheer intent is have ECA and EPFD meetings on the same day or in the same week to reduce staff workload briefing boards.

Discussion followed regarding moving the meeting to a Tuesday, ECAN's meeting schedule, issues for staff with Thursday meetings due to presentations, and establishing a consistent meeting date.

8. <u>PFD Board Member Reports</u>

9. <u>New Business</u>

10. <u>Adjourn</u>

The meeting was adjourned at 9:08 am.

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

ACTION ITEMS:

1. September 24 agenda items
    a. Approval of ED Search Profile
    b. Presentation on Financing
    c. Facility Partnership RFQ