MINUTES

Edmonds Public Facilities District
Board of Directors Meeting
September 24, 2026

The Edmonds Public Facilities District Board hybrid meeting convened at 7:30 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
Jeff Lewis, Secretary/Treasurer
Rick Canning

Emeritus Board Members Present
David Schaefer

ECA Staff Present
Caitlin Pontrella, Interim Executive Director
Deborah Bellangé, Dir. of Finance & Operations
John Farrimond, Dir. of Development

Guests
Chris Eck, Councilmember
Jim Nelson, DA Davidson
Deanna Gregory, Pacifica Law Group
Michael Miller

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 VP Ely read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

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

4. Board President's Comments

Board President Grotheer thanked Jim Nelson and Deanna Gregory for attending today's meeting to inform the board about bond financing. He also thanked the board for allowing an extended meeting time.

5. Public Comment - None

6. Bond Financing

Jim Nelson, Managing Director, D.A. Davidson described D.A. Davidson's role as bond underwriter/financial advisor and their qualifications.

Deanna Gregory, Bond Counsel, Pacific Law Group, described their role as bond counsel, and examples of financing strategies.

Mr. Nelson provided an overview of the financing process. Ms. Gregory reviewed legal authority and types of debt. Mr. Nelson reviewed a debt capacity calculation, estimated sales tax bond payments, bond market interest rate trend, and bond ratings.

Questions and discussion followed regarding the PFD's outstanding taxable bonds, flexibility with taxable bonds, Snohomish County's bond rating, City of Edmonds' debt capacity, admission tax, safe harbor rules, whether revenue paid by a partner could be included in cash flow for bond repayment, and a reimbursement resolution. Ms. Gregory offered to follow up with additional documents for the PFD Board concerning bond financing.

7. Facility Partnership Update

Board Member Brewster, who replaced Board Member Liaw as Co-Chair of the Facilities Partnership Task Force, described the drafting of an RFQ to be issued to prospective partners, the consultant hired to review the RFQ and assist with distribution, and the consultant's feedback on the RFQ. Ms. Pontrella will update the RFQ and return it to the EPFD Board, possibly at a brief special meeting in October. He referenced Board Member Facility Partner Talking Points and FAQs included in the packet.

Board President Grotheer advised he has also joined the Facilities Partnership Task Force.

8. Executive Search Update

- **Executive Director Position Profile Approval – Potential Action**

Board Member Maloney reviewed the position profile and board members offered feedback on the profile.

Questions and discussion followed regarding how the salary range was determined, salary range for the previous executive director search, clarifying in the profile that there are public and nonprofit boards, adding C-Suite Executive under the leadership profile, including a starting salary range, and intent of a flexible schedule.

BOARD MEMBER BREWSTER MOVED TO APPROVE THE EXECUTIVE DIRECTOR POSITION PROFILE SUBJECT TO TWO CHANGES: 1) UNDER THE LEADERSHIP PROFILE, ADD C-SUITE EXECUTIVE TO SENIOR DIRECTOR OF A LARGE ORGANIZATION, 2) INCLUDE THAT THERE IS A PUBLIC AND A NONPROFIT BOARD. BOARD MEMBER LIAW SECONDED THE MOTION.

Discussion continued regarding whether to include a starting salary range.

MOTION CARRIED UNANIMOUSLY.

Discussion continued regarding the process for screening and interviewing candidates. The board requested staff provide them the process.

9. Consent Agenda

- **Board Meeting Minutes**
  - August 25, 2026
  - August 27, 2026
  - September 15, 2026
- **July Disbursements**

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

10. 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).

11. Financial Update

- **June Financial Report**

Ms. Bellangé reviewed the Combined Financial Statements as of June 30, 2026, which reflects work being done by the finance team, changes to the chart of accounts, transition from Turning Point to Orbit Accounting, the change from QuickBooks Desktop to QuickBooks Online, and change in the payroll system.

Questions and discussion followed regarding expenses reported in "Theatre" under Operating Expenses, expenses for presented events versus rentals & leases, updated chart of accounts, budget revision/budget forecast, re-forecasted 2026 budget based on YTD April, adopting a reforecast as a revised budget, how often the budget is reforecast, quarterly reporting, providing September close reports at the December 3 meeting and a high level financial briefing at the October 22 meeting.

12. Executive Director Update

- **October Gala**

Mr. Farrimond reported on ticket sales, capacity, table captains, post-Gala concert ticket sales, and Gala budget versus actual expenses, and invited board members to contribute a bottle of wine to the instant wine cellar auction item.

Questions and discussion followed regarding past partnership with Arista Wine Cellar to create the instant wine cellar, and source for Gala dinner wine.

13. PFD Board Business

- **Change Board Meeting Schedule Starting 2007 – Potential Action**

Board President Grotheer explained the intent was to schedule the ECAN Board and the EPFD Board meetings as close together as possible to reduce the reporting burden on staff. Based on input, he proposed changing the EPFD Board's regular meeting date from the fourth Thursday to the second Tuesday of the month beginning January 2027. Based on board input, this is workable, provided meetings do not extend beyond 9 am. ECAN Board meetings will continue to be held in the evening on the second Tuesday of the month.

BOARD MEMBER BREWSTER MOVED TO APPROVE AMENDING THE EPFD BYLAWS TO SET THE REGULAR EPFD BOARD MEETING DATE FOR THE SECOND TUESDAY OF EACH MONTH BEGINNING JANUARY 2027. BOARD VP ELY SECONDED THE MOTION.

Discussion followed regarding a request that packets be distributed earlier than the day before the meeting and the need for a resolution to amend the bylaws.

MOTION CARRIED UNANIMOUSLY.

14. AWSPFD Conference Report

Board Member Brewster reported the conference was well attended; he recognized Russ Shiplet, Kitsap PFD, who organized the conference. In addition to presentations from several entities, official action was taken during the business meeting to create an AWSPFD Board to which he was elected. In addition to the presentation included in the packet regarding PFD operating models, he offered to provide board members presentations from the conference.

Board President Grotheer recommended the 2027/2028 budget include conference, hotel and travel expenses for the executive director, director of finance & operations, and up to three PFD board members. Discussion followed regarding the value of attending the conference, and Lynnwood PFD's plans for a new facility and interest in increasing the sales tax rebate.

15. New Business - None

16. Adjourn

The meeting was adjourned at 9:48 am.

Next EPFD Board Meeting: Thursday, October 22, 2026 - 7:30 AM

ACTION ITEMS:

1. Get Safe Harbors for Management Contracts document from Deanna Gregory
2. Update Facility Partnership RFQ and present to EPFD Board
3. If needed, schedule brief October special meeting to approve Facility Partnership RFQ
4. Amend Executive Director Position Profile (Under leadership profile, add C-Suite Executive to Senior Director of a large organization, and include that there is a public and nonprofit board)
5. Provide EPFD board members the process for screening and interviewing executive director candidates
6. Provide EPFD board members presentations from AWSPFD conference (available from Board Member Brewster)
7. October 22 EPFD Board Meeting Agenda
    a. Budget factors and considerations
    b. High level financial briefing
    c. Resolution to amend bylaws to change the regular EPFD Board meeting date to the second Tuesday of each month beginning January 2027
8. December 3 EPFD Board Meeting Agenda
    a. Preliminary 2027/2028 budget
    b. September close financial statements
9. December 23 EPFD Board Meeting Agenda
    a. Approve 2027/2028 budget
10. Future agenda
    a. Purchasing Policy