

Minutes
Board of Directors Meeting
Fort Worden Public Development Authority
Wednesday, July 25, 2018 | 10:00 a.m. to 12 p.m.
Commons B (Building 210), Fort Worden

- ❖ **Action:** June 27, 2018 Regular Board Meeting Minutes – **APPROVED as Amended**
- ❖ **Action:** Motion authorizing the Executive Director to sign a lease amendment extending the lease with the Fort Worden Foundation for buildings 308, 305 and 324 of Makers Square until June 30, 2033. **APPROVED**
- ❖ **Action:** Motion to approve **Resolution 18-07** waiving competitive bidding requirements and authorizing Executive Director to enter into a contract with Cate Comerford Design, PLLC at a price not to exceed \$25,000. **APPROVED**
- ❖ **Action:** Motion to approve **Resolution 18-08** waiving competitive bidding requirements and authorizing Executive Director to enter into a contract with MIG/SvR at a price not to exceed \$55,000. **APPROVED**

Special Public Meeting – Joint Board Meeting with Fort Worden Foundation

I. Call to Order 10:05 a.m.

II. Roll Call

Fort Worden PDA Board Members: Norm Tonina, Herb Cook, Cindy Finnie, Gee Heckscher, Jane Kilburn, Jeff Jackson, Lela Hilton, Todd Hutton, Bill Brown (by phone)

Staff: Dave Robison, Diane Moody, Rufina Garay, Karolina Anderson

Fort Worden Foundation Board Members: Jon Schorr, Herb Cook, Cindy Finnie

III. Changes to the Agenda

None

IV. Staff Report

Dave Robison, Fort Worden PDA Executive Director, outlined the proposed lease amendment to extend the Fort Worden Foundation lease with the Fort Worden Public Development Authority for Makers Square buildings 305, 308 and 324 for a new 15-year term until June 30, 2033.

V. Motion by the Fort Worden PDA Board to authorize Executive Director to sign a lease amendment extending the lease with Fort Worden Foundation for Makers Square buildings 305, 308 and 324 until June 30, 2033.

A. Board Discussion

None

Action by the Fort Worden PDA Board: Motion authorizing the Executive Director to sign a lease amendment extending the lease with the Fort Worden Foundation for Makers Square buildings 305, 308 and 324 for a new 15-year term until June 30, 2033.

Unanimously APPROVED

- VI.** Motion by the Fort Worden Foundation Board to authorize the Board President to sign a lease amendment extending the lease with the Fort Worden Public Development Authority for Makers Square buildings 305, 308 and 324 for a new 15-year term until June 30, 2033.

A. Board Discussion

None

Action by FW Foundation Board: Motion authorizing the Fort Worden Foundation Board President to sign a lease amendment extending the lease with the Fort Worden Public Development Authority for Makers Square buildings 305, 308 and 324 for a new 15-year term until June 30, 2033. Alex Spear voted to approve the motion by proxy via a signed document and Jeff Krida voted to approve the motion by proxy via email. **Unanimously APPROVED**

- VII. Adjourn 10:14 a.m.**

Regular Board Meeting:

- I. Call to Order: 10:15 a.m.**

II. Roll Call & Staff Introductions

Cody Griffith, Sales and Marketing Director, introduced Natalie Maitland, Sales Catering and Event Coordinator. Diane Moody, Chief Financial Officer, introduced Daniel Nyby, Systems Support Administrator and Robison introduced Rufina Garay, Chief Strategic Officer.

Board Members: Norm Tonina, Herb Cook, Cindy Finnie, Gee Heckscher, Jane Kilburn, Jeff Jackson, Lela Hilton, Todd Hutton, Bill Brown (by phone)

Staff: Dave Robison, Diane Moody, Karolina Anderson, Rufina Garay

Public: Jeanie Cardon, Sally Warner, David Goldman, Natalie Maitland, Cody Griffith, Owen Rowe, Karen Gose Clemens

III. Changes to the Agenda

No Changes

VIII. Correspondence

- ❖ Fort Worden Partners Report
- ❖ Executive Committee Minutes June 19, 2018
Norm Tonina, Board Chairman, noted that the Executive Committee minutes have not yet been approved by the Executive Committee.
- ❖ Cash Flow Report

IV. Consent Agenda

A. Review and Approval of Board Meeting Minutes, June 27, 2018

Action: Motion to approve June 27, 2018 Board Meeting Minutes

Unanimously APPROVED as amended

Corrections: Gee Heckscher was present, Lela Hilton contacted the Dean and Provost of Western Washington University but they did not tour the property.

V. Review and Discussion of June Financials

A. Staff Report

Diane Moody reviewed the key points from the financial memo (in packet). Moody noted that although June total revenue is 15% behind the ambitious 2018 budget, June 2018 revenue is 35% higher than June 2017. Moody noted that non-refundables were higher than usual in June due to an adjustment. Moody reported that a regular review of key performance indicators has been implemented.

B. Board Discussion

Herb Cook asked about July and August accommodation revenues – spurring a board and staff discussion. Moody noted that groups fell short of an aggressive budget and board members and staff discussed group bookings. Robison noted the unique nature of the housing portfolio at Fort Worden - there are large houses that can accommodate groups but no hotel-style accommodations (one room, one bath). Robison stated that the NCO Row renovation project will diversify the Fort Worden housing portfolio and enable the Fort to appeal to more traditional groups. Robison stated that the City of Port Townsend is doing a study on group sales and that the study will include Fort Worden. Griffith discussed booking levels and strategies for filling occupancy gaps. Tonina asked about assessing cancellation fees and board and staff discussed. Jeff Jackson asked about pricing and marketing studies.

Todd Hutton asked whether FWPDA is on track to cover the \$400,000 in costs from taking on grounds and building maintenance from State Parks and Moody replied in the affirmative – but that the margin is slim. Board and staff discussed the transition and transfer of equipment from State Parks to FWPDA. Robison and the board talked about grounds maintenance. Robison commended Rick Pollard, Grounds Manager on doing a great job. Staff and board discussed the maintenance reserve and air conditioning repairs needed at the Commons (a \$45,000 cost). Bill Brown commended Moody for managing the budget effectively. Board and staff discussed the timing of the NCO renovation project (converting 13 units to 26) and shifting occupancy to other units. Robison reported that 50% construction drawings for Makers Square have been completed.

VI. Resolution to waive competitive bidding requirement for architectural design, construction documents and project administration services for building 288 in connection with glamping project within the Fort Worden campus and authorizing the contracting for these services with Cate Comerford Design, PLLC.

A. Staff Report

Robison reported that Cate Comerford has a background in historic preservation and has been working closely with the State Park's Historic Preservation officer. Robison stated that this close working relationship supports the likelihood that the project will move ahead effectively.

B. Board Discussion

Jeff Jackson stated that the existing working relationship between Cate Comerford and State Parks is a sufficient reason for waiving the bidding requirement. Board and staff discussed building 288 - Robison stated that the building will be weatherized and can be used by groups while the glamping area is open.

Action: Motion to approve **Resolution 18-07** waiving competitive bidding requirements and authorizing Executive Director to enter into a contract with Cate Comerford Design, PLLC at a price not to exceed \$25,000. Unanimously APPROVED

VII. Resolution to waive competitive bidding requirement for design and construction document services for the glamping project and authorizing the contracting for these services with MIG/SvR.

A. Staff Report

Robison reminded the board that the majority of the glamping sites will be placed on the footprints of old buildings. Robison stated that the majority of the water and sewer infrastructure is in place and functional to the building sites and that glamping market studies indicate that sites with bathrooms are more desirable. Therefore, Robison recommends moving ahead with water and sewer to glamping sites. Board and Staff discussed the State Parks sewer and water infrastructure plan as well as undergrounding of utilities. Robison stated that MIG/SvR is a civil engineering firm and noted that State Parks also uses MIG/SvR for the water and sewer line replacements at Fort Worden, which facilitates ease of coordination between the FWPCA and State Parks. Robison stated that the glamping project may be phased, starting with 12 full service units, including 2 ADA units as well as building 288.

B. Board Discussion

Board and staff discussed glamping sites, ADA accessibility and phasing. Lela Hilton suggested keeping some units more rustic and affordable. Jane Kilburn stated that staff has done due diligence and it's well within the board purview approve the resolution.

Action: Motion to approve **Resolution 18-08** waiving competitive bidding requirements and authorizing Executive Director to enter into a contract with MIG/SvR at a price not to exceed \$55,000. Unanimously APPROVED

VIII. Staff Report

A. Washington State Parks and Recreation Commission

1. Lease Amendments

Robison stated that the Washington State Parks and Recreation Commission voted to allow the State Parks Director to make a decision on the proposed lease amendments. Robison reported that the lease amendments would increase the FWPDA lease area from 90 to 95 acres, including: building 409 on the top of Artillery Hill, the area immediately north of the Marine Science Center (for a possible exhibit expansion) and the enlarged glamping site. Robison stated that there was a lot of support for the amendments by the Commission. Board and staff discussed the KPTZ transmission tower and Robison stated that KPTZ is working directly with State Parks. Board and staff also discussed the appearance and construction of the transmission tower and Robison noted that the Historic Preservation Officer has visited the site and provided input.

2. Capital Budget

Robison reviewed the State Parks Capital Budget (see packet) and outlined the following WSP staff recommendations that pertain to the FWPDA leased area at Fort Worden (number reflects WSP priority level):

- Project listing #14: Projected re-appropriation - \$500,000 (\$5,000,000 for 2021-29 budget) Pier and Marine Learning Center Improve or Replace – planning process
- Project listing #18: Projected re-appropriation - \$150,000 – (\$1,500,000 for 2019-2021 biennium, \$1,500,000 for 2021-2029) Replace Failing Water Lines
- Project listing #81: \$1,250,000 for 2019-2021 biennium budget (\$1,250,000 for 2021-2029) Historic Building Roof Replacements
- Project listing #82: \$400,000 for 2019-2021 biennium budget (\$1,000,000 for 2021-2029) – Historic Preservation of Building 298
- Project listing #85: \$1,100,000 for 2019-2021 biennium budget (\$5,500,000 for 2021-2029)– Housing Exterior Improvements

Robison stated that he spoke before the Washington State Parks and Recreation commission and requested that #81 and #85 be moved up in the list of priorities and that State Parks motioned to move HBR #81 and #85 to within the top 50 priority projects. Robison stated that the motion was approved. Todd Hutton expressed gratitude to State Parks Commissioners for shifting their priorities but wondered why \$40 million is being invested into new State Parks when existing State Parks are in need of funding for deferred maintenance. Robison stated that the issue was debated at the WSP Commissioners meeting.

B. NW Culinary Institute

Robison reported that he and Tonina toured the NW Culinary Institute at Fort Vancouver. Lela Hilton stressed the importance of ensuring that any future partnerships with educational institutions include a vetting process to ensure that financial aid practices are “on the up and up”. Staff and Board discussed tuition and due diligence. Robison stated that any new partners will go through a RFP (request for proposals) process.

C. Seattle Theater Group and 4th of July Events

Moody stated that the 4th of July event was successful and that the partnership with Danny Milholland and Thunderbull Productions went very well. Robison noted that the City and Fort are looking for a non-profit sponsor for next year, stating that the Chamber of Commerce has sponsored the event in previous years. Hutton commended Thunderbull, stating that the Friends of Fort Worden swept the beach after the event but didn't find any trash because the Thunderbull crew had done such a thorough job cleaning up after the event.

Robison stated that members of STG (Seattle Theater Group) were part of the incident command team and observed how Thunderbull managed 4th of July event. Robison reported that STG has entered into a contract with Thunderbull and Centrum to help with the logistics of the Modest Mouse Concert. Robison reported that a second performance has been added on Friday, August 24 in addition to the previously scheduled Modest Mouse show on Saturday, August 25. Robison stated that some of the proceeds from the Modest Mouse concert are being reinvested into the Pavilion for a new fence, landscaping, gate and handrails.

D. Energy Efficiency Update

Robison reported that the energy efficiency update is moving ahead and that crews are replacing lightbulbs across the campus with LED lights.

E. Annual Report (hand-out)

Robison stated that the annual report had a couple of errors and will be revised before it is finalized for distribution.

F. Quarterly Directors Report

Robison encouraged board members to read the quarterly Director's report and noted that good progress has been made.

G. Makers Square Project Update and Timeline

Robison reported that SEPA is out for public review. Heckscher reported that the Makers Square timeline is on schedule but that aspects of the building 305 project is contingent on the bats migrating out of out of the attic at the end of August, as expected.

H. Fortopia

Norm Tonina noted that the University of Washington Osher Lifelong Learning Institute has sent out Fortopia information to their mailing list.

I. First Federal

Robison stated that a \$100,000 check was presented to Fort Worden PDA by First Federal prior to the board meeting.

IX. Board Reports/Discussion

A. Networking Meetings

No report

B. Board Discussion

Board and Staff discussed higher education at Fort Worden and the upcoming meeting facilitated by a consultant for Western Washington University to gather data on higher education needs on the peninsula –Robison, Garay and Hutton plan to attend.

X. Public Comment

David Goldman stated that it is the FWPDA Board's responsibility to address the FWPDA mission and noted that Robison is keeping track of a lot of details. Goldman also encouraged staff and the board to focus more on becoming a national name and less on becoming a brand. Goldman stated that it seems like FWPDA is placing focus on entertainment and encouraged staff and board to create more cross cultural educational opportunities that support people to become more civically minded. Goldman stated that he was disappointed that there was not more room for these type of discussions at the board retreat. Jeff Jackson gave an example of a recent stimulating, intellectual, cross-cultural conversation that he experienced at Fort Worden as a result of people attending various arts related events at the Fort. Goldman suggested that Fort Worden should be known for the value of these kinds of exchanges.

XI. Board Motion to hold Executive Session to review personnel issues in accordance with RCW 42.30.140(4).

XII. Next Meetings

- ❖ Executive Committee Meeting August 28, 2018
- ❖ Cancelled: Board of Directors Meeting, August 29, 2018

XIII. Adjourn: 11:53 p.m.

*Board Packets and PowerPoint Presentations are available on our website at:
www.fortworden.org under public documents>agendas & documents>public meetings>PDA
Board Meeting 7.25.18*