



AGENDA
Board of Directors Meeting
Fort Worden Public Development Authority (FWPDA)
Wednesday, December 16, 2020 | 9 a.m.
Via Zoom (Remote Meeting Per Governor Inslee’s Proclamation 20-28.12)

Public Meeting Access Information

To join the webinar by computer:

<https://zoom.us/j/95946128861?pwd=THFQSWtIT1R0V1hIZUJHMFdXN3pCdz09>

By phone only dial:

1 + 253-215-8782

Meeting ID: 959 4612 8861

[No Participant ID]

Passcode if needed: 911682

**9 for callers wanting to speak during public comment*

Public Meeting Agenda

- I. Call to Order
- II. Roll Call/Introductions
- III. Changes to the Agenda
- IV. Communications of Interest
 - A. “Centrum to stretch out at Madrona MindBody Institute”, Oct. 29, 2020, *Peninsula Daily News*
 - B. “Rose Theatre surpasses goal”, Sept. 13, 2020, *Peninsula Daily News*
 - C. “Seattle Theatre Group makes another round of staff cuts”, Nov. 25, 2020, *Seattle Times*
 - D. “Nonprofits find COVID creates another hurdle in push for more affordable housing”, Dec. 2, 2020, *Port Townsend Leader*
 - E. “King County to bail out Washington State Convention Center expansion with possible \$100 million loan”, Dec. 4, 2020, *Seattle Times*
 - F. “Key City Public Theatre remodeling”, Dec. 6, 2020, *Peninsula Daily News*
 - G. “624 Seattle restaurants and bars have closed during COVID-19”, Dec. 8, 2020, *Seattle Times*
 - H. “Fundraiser set up to help Laurel Lanes survive”, Dec. 9, 2020, *Peninsula Daily News*
 - I. “Historic PT Athletic Club seeks crucial support via public fundraising campaign”, Dec. 9, 2020, *Port Townsend Leader*
 - J. “Unsold U.S. hotel rooms near 1 billion as lodging crisis deepens”, Dec. 12, 2020, *Seattle Times*
 - K. “Pike Place Market launches new online charitable marketplace to support vendors and community”, Dec. 13, 2020, *KIRO7 News*
 - L. “Seattle Artist Relief Fund Amid COVID-19”, *GoFundMe.com*

- V. Public Comment
- VI. Consent Agenda
 - A. Review and Approval of November, 25th 2020 Board Meeting Minutes
 - Action:** Motion to approve the November, 25th 2020 Board Meeting Minutes
- VII. Partner Operations Update: Copper Canyon Press
- VIII. PDA Recovery and Reorganization Plan Update
 - A. Staff Report: LLC Formation and Mission
 - B. Board Discussion
 - Action:** Motion to amend Resolution **20-21** (passed December 9, 2020), which approved the reorganization concept outlined in the FWPDA Recovery and Reorganization Plan and related actions, by changing and replacing references to a “not-for-profit limited liability corporation (LLC)” with a “nonprofit corporation”.
- IX. Financial Report
 - A. Staff Report
 - B. Board Discussion
- X. Resolution 20-22 Regarding a Grant Anticipation Note with Kitsap Bank
 - A. Staff Report
 - B. Board Discussion
 - Action:** Motion to approve **Resolution 20-22** authorizing the Interim Executive Director to finalize the terms of a grant anticipation note in the principal amount of not to exceed \$214,000 for the purpose of paying costs of constructing the Makers Square Project pending the receipt of proceeds of a Washington State Local and Community Projects grant; fixing the form and terms of the note; providing for the sale of the note to Kitsap Bank; and amending certain terms of the Revenue Bond, 2019A
- XI. Operations and Capital Projects Update
 - A. Staff Updates
 - B. Board Discussion
- XII. KPTZ Lease Update
 - A. Board Report
 - B. Board Discussion
- XIII. OPMA and PRA Training Materials and Best Practice Recommendations
 - A. Staff Report
 - B. Board Discussion
- XIV. Public Comment
- XV. Next Scheduled Board Meetings - TBD
 - Next meeting anticipated for the week of December 21st and/or 28th
- XVI. Adjourn



Centrum's Michelle Hagewood, left, and Robert Birman are collaborating with Madrona MindBody Institute co-owner Renee Klein, center, to expand use of the Madrona building at Fort Worden State Park. (Diane Urbani de la Paz/for Peninsula Daily News)

Centrum to stretch out at Madrona MindBody Institute

Pandemic pushes change for arts organizations at Fort Worden

By Diane Urbani de la Paz

Thursday, October 29, 2020 1:30am | [ENTERTAINMENT](#) [JEFFERSON COUNTY](#)

PORT TOWNSEND — Through this pandemic spring, summer and fall, people have gone to Madrona MindBody Institute to dance, stretch, meditate and pedal spin bikes. Meanwhile, the owners looked with worry at their finances.

In-person sessions with 10 or fewer participants — the limit during this recovery phase — plus a slate of virtual classes don't sustain the 6,000-square-foot building at Fort Worden State Park. To add to the injury, all those people who used to go to Madrona's workshops and retreats have ceased traveling.



“We started having conversations about what our options were,” said Renee Klein, co-owner with Anneli Molin-Skelton and Aletia Alvarez.

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If the pandemic drought continued to deepen, the institute, opened 14 years ago, would have to either close or move to a much smaller space.

Those were painful prospects.

“We love our building,” Klein said. “It’s really a sanctuary. We have this enormous ballroom, 2,200 square feet.”

The three looked to a neighbor: Centrum. In addition to its internationally-known music workshops and festivals, the 48-year-old nonprofit organization hosts artists in residence, creative people who spend a week or a month making new work, immersed in the fort’s natural and historic surroundings.

Madrona and Centrum have much in common. Both seek to support artists in all forms, from modern dance to sculpture to blues and jazz.

Turns out they will make good roommates. The two have entered into a formal agreement to begin sharing the building in November.

For Madrona, it means survival; for Centrum, it means more room through which more artists can stretch out.

“The main focus in the short term, because of the pandemic, is to expand our residencies at Madrona’s space,” said Centrum executive director Robert Birman.

He and Michelle Hagewood, director of the residency program, envision artists in various disciplines using the building. Potential residents range from dancers, theater artists and choreographers to “visual artists that require movement in their work,” Birman said.

Imagine an abstract painter like Jackson Pollock having the space to dance with the muse, light streaming through Madrona’s wide windows, he added.



At the same time, the institute's own wellness classes, open to the public, will go on. The schedule at [MadronaMindBody.com](https://www.MadronaMindBody.com) lists 10 classes online and 10 in-person in the ballroom.

That open floor, Klein noted, has ample social-distancing space for the maximum 10 participants.

Madrona's battery of safety protocols are also on the website while information is posted on the front of the building, No. 310 at the fort, and available by phoning 360-344-4475.

"We have spin [indoor cycling], yoga, Nia fusion fitness and conscious dance," said Klein, adding she's heard from people who call the online classes a lifeline; others come for the in-person energy in the ballroom.

Klein and her team of teachers hope to keep the mix and add more during the winter.

A free indoor-walking class starts next Wednesday, and it will continue "through the dark months," Klein added.

Participants age 60 and older are invited to sign up weekly for the 45-minute walking sessions at 11 a.m.

For its part, Centrum is reinventing the way it hosts workshops around Fort Worden.

"We're making an investment in technology that will allow us to broadcast from 10 different locations," Birman said.

Madrona will be one: a turnkey broadcast space for lectures, performances and classes.

Yet winter will be relatively quiet.

Hagewood will move her office into one of Madrona's smaller rooms while artists in residence continue their work.

As for Centrum's writing, music and dance workshops and events, usually open for registration in November, signups should begin some time after the start of 2021 at [Centrum.org](https://www.Centrum.org).



“There’s too much uncertainty” in these next couple of months, Birman said.

He and Klein look forward to seeing Madrona — and the whole fort — pulsing with voices, dancing feet and live music.

“This partnership allows us to bridge to that day,” Klein said, “when our building will be filled with people again.”

Diane Urbani de la Paz, a former features editor for the Peninsula Daily News, is a freelance writer living in Port Townsend.



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Rose Theatre surpasses goal

Funds to allow reopening

By Diane Urbani de la Paz

Sunday, September 13, 2020 1:30am | [NEWS](#) [JEFFERSON COUNTY](#)

PORT TOWNSEND — That cannot happen. No way. So Ned Herbert said of the idea that the Rose Theatre would go under.

Herbert, co-owner of The Pourhouse brewpub about a mile away from the downtown theater, was among the 1,400 contributors who this past week sent the Rose rocketing past its GoFundMe goal of \$160,000.

Ten days ago, the downtown Port Townsend cinema announced its dire straits: no reopening in sight due to statewide restrictions. On gofundme.com, owner Rocky Friedman said his three-screen theater at 235 Taylor St., which includes the snug Starlight Room, not only needed support for basic expenses but also for major renovations to make it safe post-pandemic.

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To his astonishment, flocks of donors from all over the region met the goal last Wednesday — and kept going. By noon Saturday, supporters had pledged \$177,733 toward survival of the 113-year-old theater, a former vaudeville house.

There's still no opening date for the Rose and Starlight, shuttered for six months now. But Friedman said the fundraising triumph means he can pay his bills, begin the process of renovation, and establish an emergency fund for the Rose's future.

Herbert, who had to keep The Pourhouse closed for 11 weeks, empathized with Friedman: "We want Rocky to feel that he's not alone," he said, noting that having your business immobilized has effects both economic and emotional.



Donations of tens, hundreds and thousands of dollars continued coming this weekend, from people inside and outside Port Townsend. Trisa Katsikapēs is one from Port Angeles who remembers seeing her first foreign films at the Rose, along with independent releases under the chandeliers at the Starlight Room.

“Come on, I saw ‘My Big Fat Greek Wedding’ there,” added Katsikapēs, whose family is Greek.

“There aren’t words to properly express how I feel right now,” Friedman wrote on Rosetheatre.com, adding he never dreamed the fundraising effort would ignite such a response.

“Your open hearts will see us through the winter,” he said.

“Thank you, from the bottom of my heart.”

Herbert, for his part, said The Pourhouse has been fairly busy; it has a patio with plentiful space for social distancing.

“People say, ‘We’re glad you made it through.’ But nobody’s really made it through yet,” he said.

Herbert emphasized, however, that he never hesitated to answer Friedman’s call for help. Some nine years ago when he and partner Virginia Marston were preparing to open The Pourhouse, the Rose’s owner encouraged them — and gave them a break on a year of on-screen advertising.

“We are all connected,” Herbert said.

“That’s the vibrancy of this town.”

Diane Urbani de la Paz, a former features editor for the Peninsula Daily News, is a freelance writer living in Port Townsend.



Seattle Theatre Group makes another round of staff cuts

Nov. 25, 2020 at 6:00 am | Updated Nov. 25, 2020 at 4:38 pm



A pedestrian walks past the Paramount Theatre in Seattle after it closed earlier this year. Seattle Theatre Group's theaters — the Paramount,... (Erika Schultz / The Seattle Times) [More](#) ▾

By [Crystal Paul](#)

Seattle Times features reporter

Seattle Theatre Group, operator of the Paramount, Moore and Neptune theaters, is implementing a second wave of staff reductions that will bring its total number of employees down to 40 as of Dec. 4 — down dramatically from the couple of hundred it had employed before the pandemic hit.

The latest cuts come several months after [STG reduced its staff from 207 to 61 employees in June](#), due to impacts from pandemic closures. With this second round of staff reductions, STG will have reduced its staff by 81%, the company said in a news release this month.

In total, after this second round of cuts, 93 staff members will have been permanently laid off, while the rest are union employees who are temporarily furloughed until work resumes.

STG's theaters have been closed since March due to the coronavirus pandemic, with numerous shows canceled or postponed.

The staff reductions are part of a “longer-term survival plan” for the organization as theaters throughout Seattle face financial hardship due to the ongoing pandemic, STG

Executive Director Josh Labelle said in a statement.

Despite these reductions, STG has maintained 60% of its education and community engagement programs, which are now primarily offered virtually, Labelle said in an interview this week. STG also continues to offer virtual shows including the upcoming “[The Hip Hop Nutcracker](#)” in December and “[The Democracy! Suite](#),” a composition written by Wynton Marsalis as a response to the current social and political situation in the U.S., which will be offered free online.

STG says the staff reductions will allow the organization to focus its resources on certain areas including maintenance and security of the three historical theaters it operates, programming and health and safety protocols for future reopening of the theaters, fundraising, and internal work on equity, inclusion and diversity.

“Our entire sector is at risk, particularly independent arts venues and not-for-profit arts organizations and the people who have worked there,” Labelle said in the statement. “Closing theaters and music venues has been a critical part of keeping everyone safe, and while we have deep appreciation for the public funding we have received to date, we also need financial assistance to be able to reopen the doors when it is safe to do so.”

Crystal Paul: cpaul@seattletimes.com; on Twitter: [@cplhouse](https://twitter.com/cplhouse). *Crystal Paul is a features reporter at The Seattle Times. She is interested in stories about the people, places and histories that capture the soul of their communities.*

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The Leader

(/)

Monday, December 14, 2020



(<https://ptleaderbanners.creativecirclemedia.com/www/delivery/ck.php?>

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MAIN MENU



Nonprofits find COVID creates another hurdle in push for more affordable housing | United Good Neighbors



(/uploads/original/20201202-102055-bayside.jpg)

Bayside Housing and Services offers transitional, temporary housing adjacent to the Old Alcohol Plant in Port Hadlock. Guests pay 30 percent of their income for rent.

PHOTO COURTESY OF BAYSIDE HOUSING AND SERVICES

Posted Wednesday, December 2, 2020 10:21 am

Jane Stebbins

HABITAT FOR HUMANITY

The worldwide pandemic put a damper on construction for Habitat for Humanity — even forcing them to cancel their application cycle that attracted a record 50 families — but work is ongoing.

“We felt we had no choice,” said Jamie Maciejewski, executive director of the nonprofit. “And we also had no way to figure out how many (homes) we would be building. We’re still building, but at a much slower rate.”

Over the years, Habitat for Humanity of East Jefferson County has put almost 60 families in affordable homes built by volunteers and funded by donors. Habitat families are also required to put in a certain amount of sweat equity to qualify for lower mortgage payments.

“More than half of all adults say they have made at least one trade-off in order to cover their rent or mortgage,” Habitat officials said. “Such trade-offs might include taking second jobs, cutting back on health care and healthy food, and moving to less safe neighborhoods.”

Habitat works with families to acquire skills and financial education necessary to be successful homeowners. Families can then seize the opportunity and possibility that decent, affordable housing represents.

Knowing that, the volunteers hammering, painting, roofing and planting anticipate finishing three homes by June 30, 2021, but that's half of what was originally planned, Macieiewski said.

And demand is up.

"We are seeing people move to the area to escape the city, people who now can work from home in any community," she said. "This is bound to make housing more difficult. We are very worried about that."

In August, Habitat had to repurchase a home they'd built last year — and then had trouble finding a family to buy it. But a special recruitment effort that month resulted in 10 applicants, many of whom were living in "the most serious housing issues we've seen in a long time," she said. "Things like no plumbing and kitchen facilities. We could have accepted more applicants if we had the homes for them."

JEFFERSON INTERFAITH ACTION COALITION

The Jefferson Interfaith Action Coalition started its work addressing immigration issues — and soon found itself involved in a warming center project.

For the past two years, they have operated such a center on Sims Way, but when COVID struck, they were forced to close in early March, said Elisabeth Heiner.

At the time, they were providing warmth, snacks and Wi-Fi to an average of 14 people a day served by an employee/monitor and a volunteer.

"It was a very narrow space," she said, "and our volunteers were a vulnerable group."

In Oct. 21, they obtained city approval to relocate to the Pope Marine Building on Water Street — and renamed the project the Winter Welcoming Center.

The money they save will enable them to hire two employees to monitor the space. The goal is to get people out of the cold so they don't get sick — and in rare cases, die. COVID has added a new dimension to the challenge.

Heiner said she didn't know how many people the new facility will accommodate, but masks will be required, food and coffee won't be served, and people must social-distance. Heiner said they plan to again be open seven days a week for four hours during the day.

Some details are in flux, such as how people who live in tents at the entrance to town will get downtown.

"It's a lot to work through, to make sure everyone's really safe, that we're following guidelines," Heiner said.

"But I am hopeful something good will come out of it, if nothing more, we start to work together a little better. Look out for one another a little more."

Like so many other organizations helping the community, Heiner expressed her appreciation for the support of the endeavor.

"The compassion and understanding," she said. "Businesses have been so kind. Such good neighbors."

SEASIDE HOUSING AND SERVICES

Seaside Housing and Services offers transitional, temporary housing for individuals and families who are without a home or in an unsafe housing situation.

The Port Hadlock-based nonprofit also offers employment and training to some guests, enabling them to take new skills to employment elsewhere; the goal is to help them find social and economic independence, said Greer Bates.

“One of the most important aspects Bayside offers is personalized case management and guest assistance,” she said. “We’ve assisted residents in obtaining their drivers licenses and social security cards, as well as apply for long-term housing and various jobs.”

Demand has increased substantially since COVID came on the scene.

“We’ve seen a drastic increase in the requests for help and housing,” Greer said. “We recently hit triple digits on our waiting list, which has never happened in five years of operation. And it grows each day.”

Housing is located next door to the Old Alcohol Plant in Port Hadlock, where guests pay 30 percent of their income for rent, regardless how much or little they make. If they have no income, they pay nothing.

That generates about \$25,000 a year, and expenses are almost 10 times that, according to Old Alcohol Plant owner Gary Keister.

Almost 13 percent of Jefferson County residents are considered low-income, making 80 percent or less than the median income of about \$55,000, or about \$44,000 a year.

“That short-term concern ends up being the long-term concern: How do we get affordable housing for all the people who need it?” Gates added.

Organization leaders are concerned about what might happen when the statewide eviction moratorium is lifted at the end of the year.

“Once these people are evicted, they still owe the back rent and most likely will be turned over to collections,” Gates said.

“This is where the issue becomes critical. Once they’re in the credit bureau system as being delinquent or not paying their rent, they will for years not be able to qualify for housing, as all apartment owners and managers check applicants’ credit reports.”

The pandemic and ensuing economic crisis has emphasized the critical role that housing plays in people’s lives, she noted, with the inability to pay rent or make mortgage payments potentially becoming a life or death issue.

“The pandemic has resulted in serious consequences for those with the fewest resources,” Gates said. “It affects all our community, and the failure to come to grips with the complexity only increases the problem and postpones an appropriate result.”

Comments

COMMENT ON THIS STORY | ADD YOUR COMMENT

The Hale Family

Thank you, Jane, for this well-written and informative piece, regarding the ongoing challenges of our unsheltered relatives who are living in the cold.

Really glad to hear the Pope Marine building will be used to give them a safe warm place to stay during the day. It is unbearable to think of more of our fellow citizens freezing to death this winter.

Thanks also to everyone who is working hard to make sure all members of our community have their basic needs met as we struggle through a Covid crisis, a jobs crisis, and a housing crisis.

WEDNESDAY, DECEMBER 2

OTHER ITEMS THAT MAY INTEREST YOU

King County to bail out Washington State Convention Center expansion with possible \$100 million loan

Dec. 3, 2020 at 3:16 pm | Updated Dec. 4, 2020 at 9:22 am



Construction on an expansion of the Washington State Convention Center began in 2018. This is the view from the southeast corner of Boren Avenue and Pine Street. (Greg Gilbert / The Seattle Times)



By [David Gutman](#) 

Seattle Times staff reporter

King County will look to bail out the Washington State Convention Center with a \$100 million loan as private sources of funding for the \$1.9 billion expansion project in downtown Seattle have dried up amid the coronavirus-fueled economic downturn.

The pandemic has crippled both the business and the budget of the convention center, as conventions have been scrapped and hotels have sat virtually empty.

But construction of an expanded convention center — one of the city’s largest-ever construction projects — is well underway, with a cement and steel armature looming above a full city block in the heart of downtown. Construction began in 2018 and the center was slated to open in 2022. Foundations have been built, walls have risen, buses have been [booted from the downtown transit tunnel](#).

And this may not be the last bailout the struggling project requires.

Since the spring, [county and project leaders have warned](#) the expansion project was \$300 million short and, without federal aid, could run out of money by the end of the year. That federal aid has not come and year-end is nigh.

Even with a \$100 million loan, there still remains a \$200 million gap to fill, said Matt Griffin, managing partner of Pine Street Group, the private developer leading construction.

“This is not enough, it is one piece,” Griffin said. He said he’s discussed financing options with both the city and the state and hopes the county’s potential loan “becomes a template.”

Overall costs on the project have increased by about \$35 million since May, Griffin said, due to the coronavirus.

Details of the potential loan are still being worked out, King County Executive Dow Constantine said Thursday, but the money would come from the county’s \$3.4 billion [investment pool](#), which invests funds for county agencies and school, water, sewer and fire districts.

The loan would be at “about 1%” interest, Constantine’s office said, comparable to the 0.82% earnings rate the investment pool saw in November.

Constantine said he was working with the Metropolitan King County Council to come up with a package “at manageable risk” to county finances.

Since the pandemic began, 67 conventions have been canceled, according to the Downtown Seattle Association. Conventions around the country have flatlined, with no guarantees of a full bounce back after the pandemic, even as [cities continue to upgrade convention centers](#) in an arms race to woo spendy business travelers to their downtowns.

Constantine called the loan “good and compelling public policy.”

“We have an obligation to help our region compete for convention and visitor dollars,” he said. “Having gone four-fifths of the way here in financing and constructing this convention center, we need to see it through to completion.”

He said he was “absolutely confident” the loan would be repaid, noting the hotel taxes to finance the project are already in place, “unless you believe no one will ever travel to Seattle or King County again.”

He differentiated between investing in the convention center and aiding struggling private businesses or even county services, like public transit.

“By loaning this money to a county entity, the convention center, we are able to continue the security of those funds and have them available,” he said. “They’re not funds we’re going to be spending and not recovering.”

The convention center expansion project was to be funded by selling bonds, backed by hotel tax revenue — 9% in Seattle and 2.8% in the remainder of King County — to pay back the debt.

But, since the pandemic hit, downtown hotels have held only 10% to 20% of their normal guests, according to the Downtown Seattle Association, and revenues have been down more than 90% from last year.

So far, the project has been funded by two bonds, sold in 2018, that were to be paid back through 2058. When those bonds were issued, revenue from the hotel tax had risen by 8% every year since 2010.

Former Seattle Mayor Mike McGinn, a longtime critic of the expansion, earlier this year likened the project’s financing to jumping in a cab without a wallet, hoping a roommate will pay when you arrive at home.

The expansion project, [McGinn wrote](#), escaped public scrutiny because the Public Facilities District that oversees it isn’t an elected body and because “it neatly decided to launch project construction before securing all the financing.”

But other officials have been steadfast in the importance of not letting the project, which employs 1,000 construction workers, lag.

“Perhaps at no other time in our region’s history has it been more critical to fight tooth and nail to save every existing family-wage job,” said King County Councilmember Jeanne Kohl-Welles, chair of the council’s Budget Committee.

The loan would ultimately need the approval of the county’s Executive Finance Committee, which is composed of Kohl-Welles and members of Constantine’s staff.

“We cannot stall now, we cannot stop, there are thousands of jobs on the line,” said Nicole Grant, executive secretary-treasurer of the MLK Labor Council and a board member of the convention center.

Griffin, the developer, reiterated his message from the spring: that they would begin shutting down the project in early 2021 if they didn't have a plan to raise the last \$300 million.

“This project has the potential to be a crucial community asset for our recovery,” Griffin said. “Delaying it would be a huge loss for the region.”

Griffin is a prodigious donor to state and local politicians, overwhelmingly, but not exclusively, Democrats. He's given more than \$400,000 to state and local campaigns since 2006, according to state Public Disclosure Commission filings.

Griffin has been a consistent contributor to Constantine's campaigns, donating the maximum allowable \$2,000 to both his 2017 and 2021 reelection efforts. He's also donated in recent years to at least five members of the nine-member County Council.

David Gutman: 206-464-2926 or dgutman@seattletimes.com; on Twitter: [@davidlgutman](https://twitter.com/davidlgutman).

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As remodeling begins at Key City Public Theatre, artistic director Denise Winter sorts through the playhouse archives. (Diane Urbani de la Paz/Peninsula Daily News)

Key City Public Theatre remodeling

By Diane Urbani de la Paz

Sunday, December 6, 2020 1:30am | [NEWS](#) [JEFFERSON COUNTY](#)

PORT TOWNSEND — With a major grant and ongoing breaks from its landlord, Key City Public Theatre is remodeling for a post-pandemic re-emergence.

The First Federal Community Foundation has awarded \$30,000 to the nonprofit theater company, to update its playhouse, box office and lobby at 419 Washington St. Foundation executive director Jan Simon noted KCPT is the only arts organization to receive one of the 2020 grants.



As remodeling begins at Key City Public Theatre, artistic director Denise Winter sorts through the playhouse archives. (Diane Urbani de la Paz/Peninsula Daily News)

“We supported them because of the economic engine they provide,” she said. The historic districts, of which the theater is a part, “drive the whole heart of the community’s identity, not to mention so much of the economy.”

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Denise Winter, KCPT’s executive artistic director, is orchestrating the sweeping remodel — possible now while the theater is closed to in-person audiences.

Improvements include:

- Installation of a UV bacterial and viral filtration system;
- Replacing all of the old theater seats with modern, easier-to-maintain seating;
- Remodeling the restrooms with touchless fixtures;

- Installation of glass around the box office;
- Relocating the control room to make the theater more spacious;
- Remodeling the dressing rooms, concessions and lobby.

“We’re opening up the space,” said Winter, adding the expanded seating will mean accessible theater in a few ways.

More seats afford more free and reduced-price tickets. The theater will be better able to accommodate school groups. Patrons with mobility or hearing challenges, she said, will find the reconfigured playhouse and lobby less noisy and easier to navigate.

Cleanliness is also key. The mission here, Winter said, is to provide a theater that meets or exceeds national public health guidelines.

“We want people to have no question about whether this building is safe to use,” she said, for performances, streaming events and, eventually, producing shows for live audiences.

Winter isn’t making estimates about when KCPT’s doors will open for a new season of plays and musicals, but she is moving forward with other grant applications and plans for a community fundraising effort in 2021.

Over the past nine months, the theater’s Lifeline Campaign, coupled with deeply discounted rent, kept the slim staff working on remodeling plans, online content, small-group youth theater camps and other projects.

“We made a conscious decision to invest in where we are — in the building and the surrounding community. We’ve developed a wonderful relationship with our building owner,” Winter said.

Dave Williams has reduced the rent by half and eliminated the water bill until the theater is fully operational, whenever that may be.

It’s this variety of support that keeps Port Townsend creative, Winter added.

“By shoring up our arts businesses,” she said, “we ensure a strong and resilient community.”

Food & Drink
The Seattle Times

624 Seattle restaurants and bars have closed during the COVID-19 pandemic, survey finds

Dec. 8, 2020 at 6:36 pm | Updated Dec. 8, 2020 at 8:31 pm



The Mexican restaurant Arriba Cantina in Ravenna closed on March 13. The owners released a statement, saying “unfortunately, in an already... (Amanda Snyder / The Seattle Times) **More** ✓

By [Tan Vinh](#)  

Seattle Times food writer

Since the beginning of the coronavirus pandemic, 1,023 restaurants and bars in King County have permanently shut down — 43% of all 2,369 closures within the food service industry across Washington state, the Washington Hospitality Association (WHA) reported on Tuesday, citing a survey they conducted earlier this year.

The hospitality group, which lobbies on behalf of the restaurant and hotel industry, concluded that Seattle was the hardest-hit city in Washington state, with 624 bars and bistros that have permanently shut down. Bellevue, with 54 closures, was the hardest-hit city on the Eastside, the survey found. Since the start of the pandemic, Pierce County has seen 224 restaurant closures, while 258 restaurants have closed in Snohomish County.

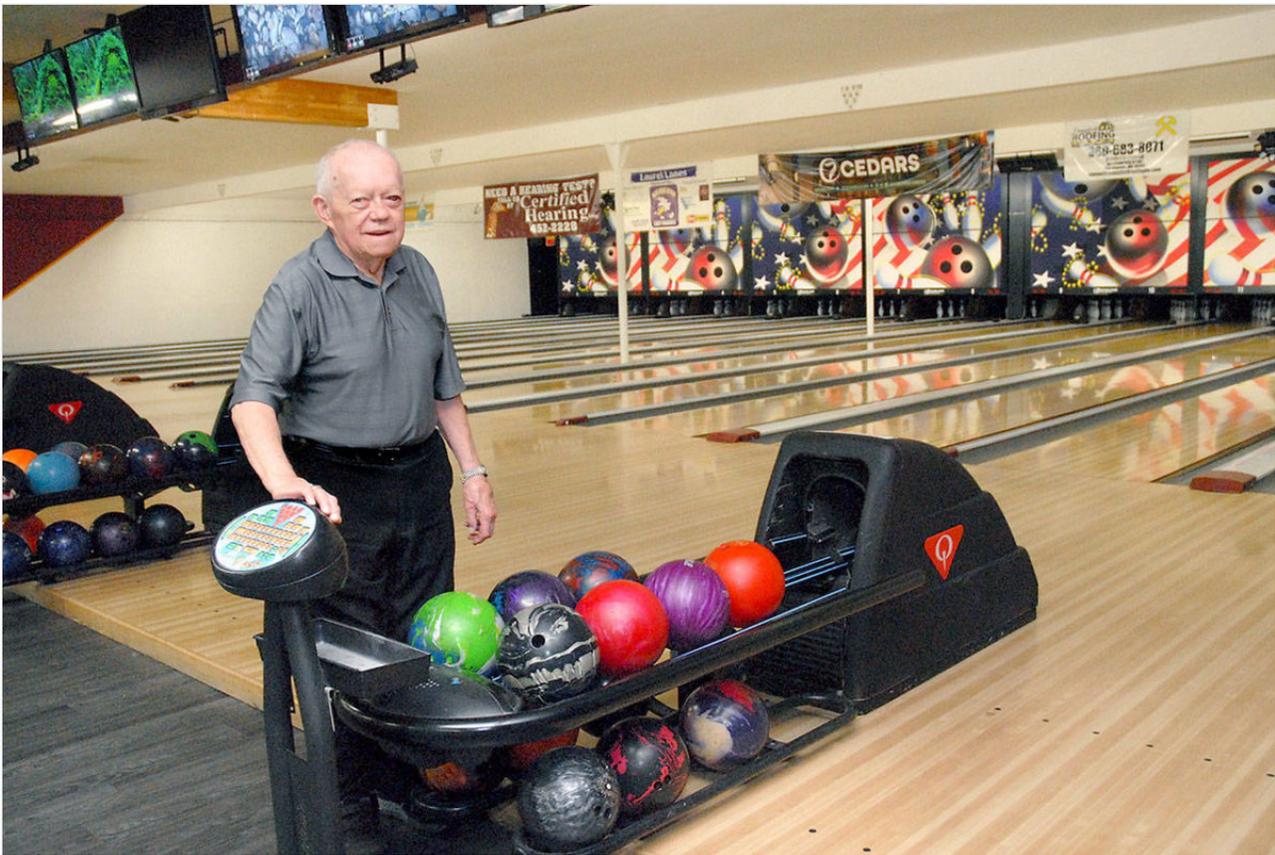
WHA said its findings were based on phone calls made to the 15,000 restaurants across Washington in August and September. The responses were based on those owners who responded to the survey. It’s unclear how many participated.

WHA’s data release came two hours [after Gov. Jay Inslee extended the ban on indoor dining through the holidays through Jan. 4](#). The WHA has vehemently opposed the indoor dining shutdown, warning that the state mandate ensures that more coffeehouses, cafes and pubs will close in the coming months.

Earlier this week, the National Restaurant Association released [findings from its own survey](#) that showed more than 110,000 restaurants have closed permanently during the pandemic. In a letter to Congress, the organization declared, “more than 500,000 restaurants of every business type – franchise, chain and independent – are in an economic free fall.”

Tan Vinh: tvinh@seattletimes.com; on Twitter: [@tanvinhseattle](https://twitter.com/tanvinhseattle).

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Vern Elkhart is the 84-year-old owner of Laurel Lanes in Port Angeles. The business is asking for the community to help it survive being locked down through much of 2020 due to COVID-19. (Keith Thorpe/Peninsula Daily News)



CORONAVIRUS

Fundraiser set up to help Laurel Lanes survive

Port Angeles bowling alley shut down for much of 2020

By Pierre LaBossiere

Wednesday, December 9, 2020 7:23am | [SPORTS](#) [CORONAVIRUS](#)

PORT ANGELES — Port Angeles' Laurel Lanes, part of the community for 60 years, is asking for community support to keep the business alive during its prolonged COVID-19 shutdown.

Laurel Lanes has started a [GoFundMe](#) campaign to keep the 60-year-old business alive during this crisis. The stated goal is \$50,000 and, after three days, has already raised about \$9,000 from 122 donors who have given as much as \$

Laurel Lanes has been owned and operated by 84-year-old Vern Elkhart since 1966. His daughter Crystal Dare is the co-operator.

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The business was shut down in March by Gov. Jay Inslee's order closing many business to combat the spread of COVID-19. It was allowed to partially reopen for a few weeks this fall, but was recently closed by another Inslee order in November that specifically listed bowling alleys. That order Tuesday was extended to Jan. 4 as Washington's COVID-19 infection rate remains high.

With barely any revenue at all this year, the business is asking for the community to chip in to keep it going.

Dare said the response so far "has been awesome. It's overwhelming the support from the community."

Dare said that despite the bowling alley being closed, there are still lots of utility bills and property taxes to be paid. She said the lights to the business need to be kept on to help protect it from break-ins.

The \$50,000 was picked because the owners at this point simply have no idea when Laurel Lanes will be able to reopen. Inslee already extended the closure order once and it's possible he may extend it again after Jan. 4.

"We just don't know how long it will be closed," Dare said. "We hope we can get open. They keep pushing it back and back."

Cindy Perry, whose father was friends with Elkhart, started up the GoFundMe campaign Friday.

To donate, people can go online to tinyurl.com/LaurelLanesHelp.

The campaign states in part:

"We survived the summer lockdown...barely. We were only able to open for one month at very limited capacity until this latest lockdown. Which, let's face it, will most likely last longer than four weeks. We won't survive it."



Even with the small business loans. We have already seen many other bowling centers have to close their doors for good. I'm asking our community to help prevent that from happening to Laurel Lanes.

One of the things I love about our community is its ability to rally. This town's citizens have answered the call many times to help those in need. Well folks, I'm sending out the call. I'm asking you to rally."

"I grew up living at the bowling alley," Perry said Tuesday. "It's the only family entertainment in town other than the swimming pool.' That's particularly true with the Deer Park Cinemas also shut down by Inslee's latest ruling.

Perry said Laurel Lanes not only has a long history of hosting birthday parties for kids, it's also hosted Special Olympics events.

Perry said she works with the developmentally disabled and Laurel Lanes is a "safe place" for the disabled and for families in general.

"It's a place they can go and have fun. It's a second home for a lot of them," she said. "Laurel Lanes is a staple of our community."



The Leader

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Monday, December 14, 2020



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Historic PT Athletic Club seeks crucial support via public fundraising campaign



(/uploads/original/20201208-153535-Athletic-009 copy.jpg)

Port Townsend Athletic Club owner Teresa Hoffmann showcases the facility's new and improved cardio room.

LEADER PHOTO BY LUCIANO MARANO

Posted Wednesday, December 9, 2020 12:12 pm

Luciano Marano

marano@ptleader.com (mailto:lmарano@ptleader.com)

The Port Townsend Athletic Club has joined the ranks of local institutions seeking to survive the economic impact of the coronavirus pandemic through public fundraising.

Historic or not, the landmark business has barely managed to weather the impact of government restrictions so far and faces a future that is uncertain at best, according to owner Teresa Hoffmann.

"The story remains to be seen," she said, lamenting the nearly year-long closure as a situation she could not have foreseen "in a million years" and which has taken an outsized toll on gyms and athletic facilities.

"As an industry, it has destroyed so many facilities and businesses," Hoffmann said.

The problem, as Hoffmann explained on the campaign's GoFundMe page, is one of time. Specifically, the gym has been forced to be closed for a very long time and has not reopened since the initial shutdown earlier this year — even in a limited capacity.

"Due to the ongoing pandemic restrictions," she wrote, "fitness clubs have been required to close completely and] this continued closure of our operations has threatened the ability for [us] to reopen when the health restrictions are lifted, and we desperately need your help in raising \$200,000 to cover ongoing rent, insurance, taxes, utilities and a limited payroll for a few key employees."

Some members have continued to pay dues, and others have simply frozen their account with the stated intention to return again as soon as possible.

Others, however, had to cancel, saying they could not afford to pay a membership for a gym they could not attend.

As of Tuesday, the effort had raised \$12,595 through 64 donors.

If the campaign reaches its \$200,000 goal, Hoffmann said the amount could potentially see the businesses through the next six or even eight months.

‘There is a lot of overhead whether you’re open or not,’ Hoffmann said.

‘We did the [Paycheck Protection Program] loan early on to try to keep the employees paid and then, of course, time goes on and that only lasts so long,’ she said.

Hoffmann also obtained a Small Business Administration loan to keep paying utilities and bills.

COMPLETE MAKEOVER

In the downtime after the forced closure of the business, Hoffmann said the gym’s staff — and volunteers, too — kept busy. The facility has been cleaned, refurbished, and in some places (such as the new front desk area), completely redesigned and rebuilt.

‘It just sort of kept rolling, like a snowball effect of things we could do,’ Hoffmann said.

‘And then as just the reality of this is not something going away and how are we going to try to set the stage to make the place safe, we kept thinking of things in advance and then [guidelines] would come out and everything kept changing.

‘So we went from just doing cleaning to where we have literally emptied every space in this entire building ... and repainted the entire inside. We did flooring. We took out all the carpet other than our area rugs, which we power washed. We took equipment out and power washed it, and totally just cleaned everything,’ Hoffmann said.

The undertaking, she emphasized, would not have been possible without some gracious assistance.

‘We’ve had amazing volunteers,’ Hoffmann said. ‘We’ve had other small businesses come in and contribute to his project. This has been a community effort for sure.

‘I personally have exhausted all my personal financial ability just going out and getting materials and funding his work that we were doing here from the beginning, because there’s no time like this, to do things that we could never have done with people here.’

She hopes the community at large will come through via the fundraising effort, the support of which she said is essential to keeping the club open.

LAST RESORT

The GoFundMe effort “was the last thing I wanted to do. I never in my life asked for a handout,” she said.

It was actually fellow PT business owner Rocky Friedman, of the Rose Theatre, which itself was the beneficiary of a highly successful public fundraising effort earlier this year, who changed Hoffmann’s mind.

‘He said to me, ‘I felt a lot like you; reluctant about the whole thing at first.’ And then he said, ‘But you have to look at it this way: Your membership is different than mine but if I was your member and you were to close your doors and you didn’t even say anything or let anybody know about what was going on, I think I’d be pretty pissed off at you.’

“That was a tipping point for me. I hadn’t really looked at it that way,” Hoffmann said.

Friend and concerned citizen Tanya Barnett, of Port Hadlock, said it is crucial to maintain such an institution as the athletic club, both for the community in general and those more directly affiliated with it.

“[Teresa] fought to keep key employees on the payroll and to pay rent, utilities, and insurance,” Barnett said. “Meanwhile, she has physically labored to maintain and renovate the gym that hundreds of people, especially older adults, in our community rely on for their physical and emotional health. She continues this challenging struggle every day alongside other caring members of our community, some of whom volunteer their time to help reconstruct the club, some give what they can to [the] GoFundMe campaign.”

Hoffmann, a local trainer who worked out of the club, purchased the facility in 2007, though the operation dates back much earlier.

“Port Townsend is full of wonderful funky old buildings and this is one of them,” she said. “The place was a diamond in the rough. It had a great feel to it. The members that were here were awesome. It was funky, nasty but it just had an energy about it and I knew that in the right hands it had a lot of potential — which we proved to be true.”

REBUILDING A BUSINESS

In her first year at the helm, Hoffmann said she increased membership by nearly 300 percent, a fact which weighs on her now in a strange and unexpected way.

“I never understood when I first got into this,” she said. “I just liked helping people work out, have fun and enjoy, reach their goals; this, that and the other. But I had no idea what a responsibility I was taking on to the community and how many people depend on this place on that level.”

Remaining positive in the face of the lengthy closure, she said, has been hard.

“The whole time I kept thinking: I’m going to make this a good thing,” Hoffmann said. “This place is my life. I have sacrificed so much from the beginning for this business. And it’s my complete livelihood and my retirement, so my means to support my family is this place.”

Visit www.ptathletic.com (<http://www.ptathletic.com/>) to learn more about the club and find a link to the fundraising page.

SOLID SUPPORT

Of the effort’s initial supporters, several commented on the importance of the facility on its GoFundMe page.

“I want the facility to continue to exist,” wrote Caroline Seibert. “The equipment has added significantly to the health of my life and, needless to say, but I’ll say it anyway, I look forward to being able to go back. Thank you P’AC!”

“It is in the spirit of enlightened self-interest that I think it important to donate,” agreed Joan Becker. “I want to see you all to thrive! Especially after all your hard work!”

Unsold U.S. hotel rooms near 1 billion as lodging crisis deepens

Dec. 12, 2020 at 9:30 am



Miami Beach's Ocean Drive was left desolate in March after the city ordered its hotels temporarily closed to visitors in an effort to slow the... (Joe Raedle/Getty Images North America) **More** ✓

By [Patrick Clark](#)

Bloomberg

As spiking COVID-19 cases further derail travel, the U.S. hotel industry is closing in on a bleak marker: one billion empty rooms for the year.

More than 962 million room nights have gone unsold through last week, according to lodging data firm STR. That's about 46% more than all of last year. Based on current occupancy rates, the industry will pass 1 billion unsold rooms around Christmas, deepening a crisis for owners that may worsen before a coronavirus vaccine can fuel a recovery.

In a normal year, vacant rooms are simply the cost of doing business in an industry that rents space by the night to travelers who sign annual leases on apartments and longer contracts for corporate offices. The occupancy rate for America's 5.3 million hotel rooms was 66% in 2019, just short of the record high; even so, more than 650 million room nights went unsold.

This year has been anything but normal, and the extra 350 million unsold nights come at a heavy cost. Based on an average daily rate of \$131, hotel owners have seen about

\$46 billion in lost revenue. The result, industry groups warn, is that many properties will close without a new round of stimulus from the federal government.

“If there’s no relief before the holidays, I don’t know how many hotels will continue into 2021,” said Bijal Patel, chairman of the California Hotel & Lodging Association. “Many of us are going to be on the brink of shutting down.”

Investors see better days ahead: A Bloomberg index of hotel owners is up 48% since Pfizer announced positive trial results for its coronavirus vaccine on Nov. 9. Still, most industry analysts predict a gradual recovery. STR forecasts revenue per available room, which combines pricing and occupancy, won’t return to last year’s levels until 2024.

Sandip Patel, whose family owns eight hotels in Maryland, is worried about holding onto his properties long enough to benefit from an eventual travel rebound.

The last nine months have tested the business in previously unthinkable ways, said Patel, who is unrelated to Bijal. He got crash courses in purchasing personal protective equipment and applying for grants and emergency loans. He figured out how to operate hotels more leanly, mothballing entire floors and unplugging appliances to save on electricity bills. The worst moment, he said, was when a kitchen worker tested positive for the coronavirus.

All the lost room nights have made it hard to keep up with loan payments. Patel is especially worried about hotels whose financing is tied to commercial mortgage-backed securities. He said he’s asking loan servicers for relief, proposing to pay the interest now while tacking principal payments onto the end of the loan. The servicers have yet to agree, and Patel fears they may eventually foreclose.

“If you would have asked me at the end of January, I would have said this has a chance to be the best year in my 27-year history in this industry,” he said. “Now I’m working harder than if occupancy was running 80%.”

For more articles like this, please visit us at [bloomberg.com](https://www.bloomberg.com)

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This story was originally published at [bloomberg.com](https://www.bloomberg.com). [Read it here.](#)



BREAKING NEWS | LIVE: UW Football giving update after COVID-19 cases knock team out of Pac-12 Championship Game



Pike Place Market launches new online charitable marketplace to support vendors and community



VIDEO: Pike Place Market launches new online charitable marketplace to support vendors and community



By: [Siemny Kim, KIRO 7 News](#)

Updated: December 13, 2020 - 3:25 PM

SEATTLE — Sabando Design has been a mainstay at Pike Place Market for the last 16 years. But this holiday season for the husband and wife custom jewelry designers is one like no other.

“This has been a really difficult year. In March, when the market closed, it was almost like I had a heart attack or somebody cut my legs out from under me. I was just so - we didn’t know what we were going to do,” Kristeena Sabando explained.

Sabando said her business is down 80% this year. Even though some of the market’s 500 vendors have returned to the market, foot traffic is nowhere near normal. That’s why the market has now launched a new online charitable marketplace where shoppers can buy from more than 100 market vendors online.

Content Continues Below



“It’s a great site to stop by support the small businesses in the market if you’re unable to shop in person,” Patricia Gray from Pike Place Market said.

A portion will also go into the market’s recovery fund which helps businesses, workers and people in the community struggling during the pandemic. The fund started in June with a goal to raise \$3.5 million.





Experiment with Multiple Flavors [↗](#)

By **Pop-Tarts**

Gray said she's worried some of their vendors may not recover even after the pandemic is over.

"It's a real concern. We've issued close to 100 grants to the small businesses in the market so far," Gray explained.

Though it's been a rough year for Sabando, she's thankful she's still doing what she loves. And she said she owes it all to the generosity of the community.

"The highlight of this pandemic has been all of the care and all of the heart that Seattle has," Sabando said.

To shop the Charitable Marketplace >>

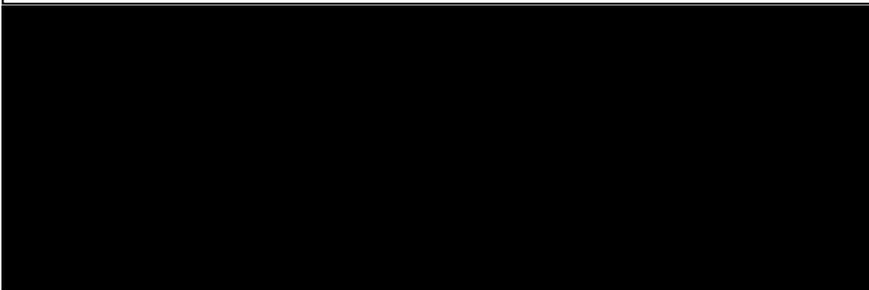
<https://pikeplacemarketfoundation.org/charitablemarketplace/products/>

© 2020 Cox Media Group



Seattle Artist Relief Fund Amid COVID-19

Seattle Artist Relief Fund: Update



TEAM FUNDRAISER



Ijeoma Oluo and 3 others are organizing this fundraiser on behalf of LANGSTON Seattle.

The Seattle arts community has held and nurtured me for years. Those of us in the arts community and those of us who are close to the arts community know the financial pressures that have long been increasing for those in the arts - especially for artists of color.

Seattle has so far been the city hardest hit by the COVID-19 coronavirus. This scary and tragic time has a lot of people staying close to home in order to

try to help prevent the spread of this virus that can be devastating to our elderly, disabled, and medically compromised friends and neighbors.

The widespread cancellation of group events has had a disproportionate impact on the Seattle arts community - especially those who rely on gigs to pay their bills. Creatives are people whose very existence relies on what they create and people being able to access their work. Musicians, DJ's, independent chefs, caterers, actors, directors, writers, spoken word artists, teaching artists, all of these peoples jobs rely on people showing up for events but events are being canceled.

I know that so far every speaking engagement I had for the next month has been cancelled or postponed, and I'm in the very rare and privileged position to be able to weather this financially. Many are not. We're seeing canceled events through the end of this month and it's probably going to continue to grow. A large percentage of artists supplement their incomes with part time jobs often in the service industry which is another industry that is being hit hard.

So if you love Seattle art and the Seattle arts community, and you have the resources to, please consider pitching in to our relief fund. If you are familiar with similar fundraisers I've done in the past (like for last year's snowpocalypse), you know that this money goes directly to people in the Seattle area in need.

This fund is aimed at helping those in the greater Seattle arts community who have been financially impacted by cancellations due to COVID-19. Depending on funding levels and amount of requests, priority may given to artists from communities that have been historically and systemically economically disadvantaged in the

Seattle Area: BIPOC artists, transgender & nonbinary artists, and disabled artists - but we will try to help as many artists with need in Seattle as we can as long as we have funds and are not currently turning away any Seattle Area artists who meet the simple criteria (living in the Seattle area, have gig/event/work cancellation in the arts, have fully completed the application). We will basically keep going until we run out of money or this crisis ends - whichever comes sooner.

Where your funds go: 100% of these funds will go to artists who have lost income due to cancellations and work stoppage due to the COVID-19 pandemic. This is emergency funding to help artists in need with rent, food, utilities, and medical needs. The amount given to each artist is determined based on how many funds we receive, how much artists have lost due to cancellations, and how many artists apply. We use these factors to calculate what percentage of each individual request we can pay

each artist. We are currently giving a minimum of \$100 and a maximum of \$1000 to each individual artist.

How Funds will get to Artists: We will send funds to the mailing address, PayPal or Zelle indicated in the application. We've partnered with LANGSTON Seattle

(<https://www.facebook.com/LangstonSeattle/>) to send out payments in a timely and organized matter and to serve as an accountability and oversight partner. Langston is a 501c3 organization, and if you are interested in making a larger, tax-deductible donation to our fund, please use this link (<https://www.langstonseattle.org/donate/>) to donate directly to LANGSTON and put "Seattle Artists Relief Fund" or "SARF" in the notes. You can also mail a paper check directly to LANGSTON at (104 17th Ave S, Seattle, WA 98144). Checks should

raised of
\$1,000,000 goal

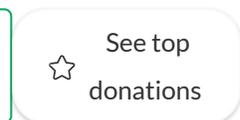
3.7K donors **25.9K** shares **3.8K** followers



 Anne Drury
\$20 • 2 mos

 Michelle Blumenschein
\$50 • 2 mos

 Marianne Stephens
\$100 • 2 mos



be made out to "LANGSTON" with "Seattle Artists Relief Fund" or "SARF" in the memo line.

We have suspended applications for funds as of now, in order to make sure we can meet the needs of the 1,700 people who have already applied for assistance. We are actively working to be able to meet these needs and raise enough to be able to open applications again.

If you are an artist in need of funds, we have a waiting list you can join [here](#) .

We can get through this together.

GoFundMe Guarantee

Only donations on our platform are protected by the GoFundMe Guarantee.

Updates (14)

SEPTEMBER 10, 2020 by Ijeoma Oluo, Organizer

A Seattle Artists Relief Fund Update & Final Call to Action from Ijeoma Oluo

Six months ago yesterday, Ebony Arunga, Gabriel Teodros, and I created a little fundraiser to help our community - Seattle area artists - get through the massive event and venue shutdowns in the growing COVID pandemic. On March 9th we launched the Seattle Artists Relief Fund.

We wanted to help a few people get through a few weeks of hardship. We created a simple application



DRAFT Minutes
Board of Directors Meeting
Fort Worden Public Development Authority (FWPDA)
Wednesday, November 25th, 2020 | 9 a.m.
Via Zoom (Remote Meeting Per Governor Inslee’s Proclamation 20-28)

- ❖ **Action:** Motion to approve the October 22nd and the October 28th board meeting minutes, as amended. **Unanimously Approved**
- ❖ **Action:** Motion to approve the RFP, in substantially the same form as presented, for reimagining the Fort Worden Lifelong Learning Center Business and Operating Plan, subject to the repurposing of the Jefferson County Public Infrastructure Fund grant. **Unanimously Approved**
- ❖ **Action:** Motion to ratify the PDA’s acceptance of \$350,000 from the Fort Worden Foundation to the FWPDA, pending receipt of Makers Square construction grant, to provide temporary financing for grant anticipation revenue for Makers Square and to provide timely payments to the contractor. **Unanimously Approved**
- ❖ **Action:** Motion to approve **Resolution 20-20** authorizing the PDA board co-chairs to sign a grant anticipation note in the principal amount of not to exceed \$214,000 for the purpose of paying costs of constructing the Makers Square project pending the receipt of a grant; fixing the form and terms of the note; and providing for the sale of the note to Kitsap Bank. **Unanimously Approved**
- ❖ **Action:** Motion to approve and execute the employment contract with David Timmons. **Unanimously Approved**
- ❖ **Action:** Motion to temporarily suspend the Executive Committee and Finance & Audit Committee Meetings. **Unanimously Approved**

Regular Board Meeting

- I. Call to Order:** 9:00 a.m.
The November 25th board meeting was a remote Internet- and phone-based meeting in accordance with the “Stay Home” emergency proclamation issued by Governor Jay Inslee on March 23, 2020 and subsequently extended. Access information to the meeting was published on the Fort Worden PDA website, in a meeting notice to the media, and in emails to the stakeholder mailing list.
- II. Roll Call/Introductions of Board Members and Staff**
Fort Worden PDA Board Members: Norm Tonina, Todd Hutton, Jeff Jackson, Gee Heckscher, Jane Kilburn, Cindy Finnie, Terry Umbreit, Herb Cook, Lela Hilton
Staff: David Timmons, Aislinn Diamanti, David Beckman, Joan Rutkowski
- III. Changes to the Agenda/Announcements**
There were no changes to the published agenda.
- IV. Public Comment**
No comments were shared during the public comment period.
- V. Communications of Interest**

Board co-chair Norm Tonina referred people to the partner program update in the packet, which includes reference to the Chinese Gardens Interpretive Trail. The Friends of Fort Worden completed and dedicated the trail in September. Tonina said he was impressed with the interpretive trail and encouraged others to check it out.

VI. Consent Agenda

Tonina said that when he and co-chair Todd Hutton discussed the KPTZ lease at the board's October 28th meeting, their intention was to have the board authorize both the negotiation and execution of the final lease agreement. The approved motion only spoke to the negotiation. He said they would like the board's approval to correct that by amending the motion in the October 28th minutes to allow them to negotiate and execute the final lease agreement.

Action: Motion to approve the October 22nd and the October 28th board meeting minutes, as amended. **Unanimously Approved**

VII. Board Co-Chair Statement and Board Discussion

Tonina read a statement that he and Hutton prepared regarding the PDA's financial crisis: "As board members, we serve in our official capacity as volunteer public servants, and we recognize the severity of the problems confronting the PDA right now. We also feel that we owe it to the public and all those impacted by this current situation to do what we can to remedy what has happened and move forward to secure the long-term viability of the Fort for the community at large. Todd and I have taken several actions to date that we have shared with you, our fellow board members. Moving forward, we and others need the facts so we can all understand from an independent source how this happened. That process is underway, and we are working hard to partner with the State auditors and do what we can to expedite the audit. The State Auditor's Office will provide the board with an independent, thorough, and transparent report that will be made available to the public. Steps will have to be taken by us and David Timmons to ensure that this never happens again. This is a critical time for the Fort, and we ask all concerned to allow the State Auditor's Office to present their findings. We commit to cooperate fully with any and all actions necessary to secure the future of the Fort. Lastly, we'd like to thank David Timmons for his leadership of the PDA through this challenging transition."

Tonina invited Board comments. Board Treasurer Jeff Jackson shared thoughts based on conversations he has had in the community and his work as an executive in the travel and hospitality industry for over 30 years. He stated that mistakes were made in overseeing and managing a complex situation, and no one is trying to avoid that. Jackson said it's critical for the community to understand that the enormity of the situation is completely about the impacts of COVID on operations, which is no different than other hospitality businesses, especially those that emphasize group meetings. Jackson stated that based on the facts, he believes the issues the PDA is confronting were solvable as normal business problems were it not for COVID. He noted that board members are not in their uncompensated roles for recognition, and the work has become essentially a full-time job for some since earlier in the year. Jackson expressed gratitude for his fellow board members, and asked the community for support and understanding of the complexity of the situation. Any solution the board proposes will have to be collaborative, and it will not be perfect for any one constituent, he added.

Hutton also spoke, noting that many people are owed thanks on the eve of Thanksgiving, including current and former staff members who have remained loyal, everyone who has supported the PDA, and all those who care for and help steward the Fort. He thanked interim Executive Director David Timmons for stepping in during an extremely difficult time. Hutton said he would like to echo Jackson's entreaty that people work together to solve the enormously complex problem, and added

that it does take a village as the saying goes. He said the village of the Fort extends beyond the campus and includes Port Townsend, the County, and Washington State Parks. Hutton said board members also recognize that partner organizations have their own issues and want to support their endeavors as well.

VIII. Partner Operations Update: Fort Worden Collaborative

Hutton introduced Janine Boire (Port Townsend Marine Science Center) and thanked Boire and Mitch Freeman for the leadership roles they have taken with the Fort Worden Collaborative. Boire said the Collaborative is working well because of its positive spirit and the desire to build a unified and sustainable approach to planning for all of the Fort's constituents. She summarized the focus of each of the Collaborative's three working groups:

- 1) The Diversity, Equity and Inclusion group keeps the Collaborative connected to the work of the larger community and is ensuring that the principles of diversity, equity, and inclusion are woven and integrated into planning.
- 2) The Mid-Term Group focuses on the implementation of how constituents can work together better today.
- 3) The Long-term Group focuses on exploring, vetting, and reporting on concepts and models for the future sustainable path that addresses the interdependence of the PDA, State Parks, the City of Port Townsend, partners, and the community. This will help provide professional consultants with the groundwork for planning. Boire said the next step for this group is to compare and contrast the Fort with other places that have similar visions to present the elements in a manner that allows planners to craft the Fort's unique brand for the future.

Jackson shared that he and Tonina have hired someone who used to work for the PDA, and this person is now building an in-depth spreadsheet based on how the pre-COVID model worked. To show what's affordable and sustainable, the spreadsheet will be adjustable for different dynamics to show how much below market rates can be provided to not-for profits and how much revenue from guests can be generated, he said. Jackson said the work is underway and when it's finished it would be essential to the Collaborative's work. Tonina commended the Collaborative for its progress, and thanked Hutton and board members Lela Hilton and Jane Kilburn for their participation in the Collaborative.

IX. PDA Recovery and Reorganization Plan Update and Presentation

A. Staff Report

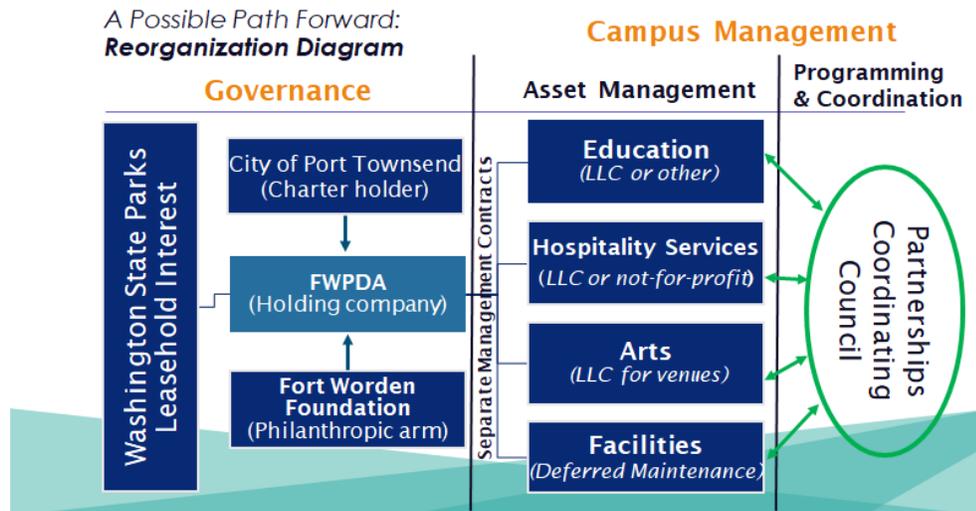
Interim Executive Director David Timmons presented a reorganization concept for the PDA's recovery. Timmons noted that a complex problem requires an equally complex solution, otherwise underlying issues will not be addressed and an organization can be left vulnerable. He said he has been trying to look at a path forward, and what he is presenting is just one concept to stimulate discussion for moving things forward. The proposal focuses on the structures and the exposures the PDA has in terms of its structure, the facility, and the relationship with the partners and the community.

Timmons described the current organizational challenges: the impacts of COVID-19 on operations, the related shutdown and sustainability of the reopening plan, the previously undisclosed financial situation and growing deficit, the regular maintenance expenses to keep the property in shape, and unexpected deferred maintenance issues that come up constantly. Timmons also described the status of capital project loans that are coming due for the Makers Square, Glamping, and Energy Efficiency projects and noting the money that had been diverted from the projects to operations. He is working on renegotiating new loan terms, restoring the diverted funds, and ensuring completion of the projects. Timmons said

that if all goes well and with the success of vaccines, completion of glamping, and State Parks' completion of Officers Row infrastructure work, he expects that the PDA could launch a full reopening by July 1, 2021. Until then, he said approximately \$1.5 million in startup funding is needed to maintain minimum operations. A \$200,000 donation has already been obtained, Timmons said.

Timmons said his reorganization concept is based upon a belief that the PDA needs to empower a partnership management model that encompasses the varied activities and needs of the Fort Worden campus.

Concept slide from presentation:



Timmons said the proposed structural changes address the PDA's current role as both a public entity and an enterprise, noting how unusual it is for a government to run a hospitality business. The arrangements in this concept could help build resilience, he said. The diagram shows how the PDA could operate as or like a holding company and maintain the governance relationships with State Parks and the City of Port Townsend, while asset management and programming can be managed through separate entities, such as LLCs, that each have contracts with the PDA. Under the concept, the PDA would be reorganized and downsized to a small administrative support group with a modified governing body that holds the public trust and the lease with State Parks, interfaces with State Parks, and takes the lead in passing through state and federal assistance for the Fort's capital needs. During the presentation, Timmons also noted that if hospitality had been set up as an LLC before COVID, it would have been eligible for state and federal assistance that the PDA did not qualify for. The hospitality entity/LLC would manage the Commons, rental venues, food services, and hospitality accommodations, and it could involve profit sharing for the partnership. He said the LLC would eliminate the challenges that the PDA has in its need to conform to government prohibitions that restrict what the PDA can do in its management of hospitality. Timmons also said that a management system could be created to make it all look seamless. A new operating group, composed of the partners, could program the assets together as a team, he said. Timmons reiterated that the concept is proposed to stimulate discussion and he hoped it could be part of the Collaborative's studies to see if it would work to manage all of the assets at the Fort and allow them to thrive.

[The presentation is available on the public documents page of the PDA website, which also includes a link to the meeting recording: www.fortworden.org]

B. Board Discussion

Board and staff discussed the model. Jackson said that despite the apparent complexity, the model of a real estate owner being separate from an operating entity of a hotel or resort is extremely commonplace. Finnie said she likes the model but wonders how facilities will be taken care of and preserved, which has been a hard issue for the PDA to address. She said she would like to have time to brainstorm and dig deeper into those concerns. Timmons agreed that facilities maintenance will be the elephant in the room because it has the biggest price tag, with deferred maintenance totaling up to \$100 million. The costs can't fall on just one individual or organization and the model is intended to stimulate discussion with stakeholders, including the State, about how facilities costs can be shared, he said. Board members and Timmons discussed how the model could work to empower partners and more deeply embed the concept of local control in asset management. Hutton observed that the model approximates a university model and suggested that the Collaborative may want to include university structures in its research of models throughout the nation. Jackson said that shared governance may be a great idea, and the inherent tension of having all constituents have a hand in governance would need to be addressed up front. Board member Lela Hilton said it's been a challenge for higher education in this community to address the ideas, assets, needs, and challenges that various processes ultimately identify, because people look for one agency to come in and solve the problem. Hilton said she likes the model because it addresses that. Timmons said the vision is there and the focus needs to be on implementation -- how to make it work and how to make it a more resilient model so that it's not so vulnerable.

X. RFP for Reimagining the Fort Worden Lifelong Learning Center Business & Operating Plan

A. Staff Report

Timmons talked about the status of the RFP, which seeks to find a consultant who can provide planning and technical assistance in developing a plan for the future management and operations of the Lifelong Learning Center campus area. He said the PDA is looking for a funding source for the work and has applied to Jefferson County to repurpose a Public Infrastructure Fund grant that had been awarded to the PDA. However, the County has said restrictions on fund use mean the grant would have to first be reassigned to the county's Economic Development Council (EDC), which could then forward the funds to the PDA for the management study, Timmons said. He is in the process of reaching out to the EDC and also looking for other funding sources.

B. Board Discussion

Action: Motion to approve the RFP, in substantially the same form as presented, for reimagining the Fort Worden Lifelong Learning Center Business and Operating Plan, subject to the repurposing of the Jefferson County Public Infrastructure Fund grant.

Unanimously Approved

XI. Financial Report

A. Staff Report

Timmons said he doesn't yet have anything to present while staff and the PDA's independent CPA are focused on the work needed to reconcile and restate the financials from 2015-2019. This involves restating from an accrual to a cash basis for reporting and

audit purposes, while also maintaining the books on an accrual basis to track assets. He said the audit also is underway and the team is requesting volumes of documents to help them determine the scope of the audit, and the work plan that will be presented to the board. Timmons said the board will need to adopt a budget in December, and it will likely involve a skeleton crew and minimal services until July 1 and also require fundraising to maintain operations until that time.

B. Board Discussion

The scope of the audit was clarified, with Timmons stating that the Accountability Audit will span 2015-2019 and the Financial Statement Audit will cover 2018-2019. Finnie asked what would happen if a major maintenance issue arose over the next several months. Timmons said most buildings are being winterized with minimal heat, and staff are dedicated to making it work with few resources. Hospitality bookings are coming in, but they are not enough to carry operating costs at this point in time and more fundraising is needed to make it to July 1st, he said.

XII. Makers Square Loan

A. Staff Report

Timmons described steps he is taking to address what's needed to close out Makers Square. He said that due to COVID-19 rules, Kitsap Bank is able to defer the PDA's payment on the line of credit that was due in December. With the deferment, the PDA no longer immediately needs \$2 million for the line of credit and the restoration of funds for a project grant that didn't come through, and the net requirement is now \$900,000 (\$400,000 for money that was diverted from capital to operations, and \$500,000 for a lost grant). He is submitting requests to draw funds that close out other grants. Timmons said he has made an amended request to the City to see if they would back the reduced loan amount, which could be in the range of \$500,000 to \$900,000. He said the \$350,000 loan from the Fort Worden Foundation would help pay contractors until funds come through from a delayed state grant that pays in the form of reimbursements; because of the timely need for payments, the action was undertaken and now needs to be ratified by the board.

B. Board Discussion

Board member Herb Cook, who also is the Fort Worden Foundation's board president, said he participated in the decision to authorize the Foundation's receipt of the \$350,000 short-term loan from a private individual, which in turn the Foundation has loaned to the PDA on a short-term basis pending receipt of the \$543,000 reimbursement grant so that Makers Square construction could proceed uninterrupted. Timmons described how the loan and the short-term grant anticipation note from Kitsap Bank worked together to provide needed contractor payments. This emergency measure helped prevent the shutdown of the project, he said. Cook noted that the PDA will pay the Foundation 4% interest for the short period in which the loan is outstanding, and the Foundation will in turn pay the private lender the 4%. Timmons said the City has acknowledged the request to back the \$900,000, and he expects discussion about options to happen soon.

Action: Motion to ratify the PDA's acceptance of \$350,000 from the Fort Worden Foundation to the FWPDA, pending receipt of Makers Square construction grant, to provide temporary financing for grant anticipation revenue for Makers Square and to provide timely payments to the contractor. **Unanimously Approved**

XIII. Resolution 20-20 Regarding a Grant Anticipation Note with Kitsap Bank

A. Staff Report

As part of the discussion about Makers Square construction financing, Timmons described why the PDA needs a \$214,000 grant anticipation note, which is the amount left in the \$543,000 grant that can only be received in the form of reimbursement. Because of the PDA's financial challenges, Timmons approached Kitsap Bank about a loan for \$214,000 to pay for other construction costs, and after those expenses are made the grant would then provide reimbursement. The motion authorizes this piece of the funding solution.

B. Board Discussion

Action: Motion to approve **Resolution 20-20** authorizing the PDA board co-chairs to sign a grant anticipation note in the principal amount of not to exceed \$214,000 for the purpose of paying costs of constructing the Makers Square project pending the receipt of a grant; fixing the form and terms of the note; and providing for the sale of the note to Kitsap Bank.

Unanimously Approved

XIV. Operations Update

A. Staff Report

Interim Operations Director Aislinn Diamanti provided an update on staffing and the consolidation of guest services, maintenance & facilities, food & beverage, information technology systems, and sales & marketing. Recent changes include Reveille again becoming to-go service only due to the increase in statewide COVID-19 restrictions, and Front Desk services have returned to the Commons. Diamanti reported that someone is always available to help with security and after-hours emergencies and guest needs. As for bookings, Diamanti noted that her revenue numbers come from the more robust property management system but won't necessarily show recent cancellations. She reported that the PDA hasn't been able to hit the reopening budget numbers. September was on track to exceed the goal, but the impact of wildfire smoke led the month to close under budget, she added.

B. Board Discussion

Tonina thanked Diamanti for the revenue numbers. Timmons thanked Diamanti for stepping up and managing operations so well, and he commended operations staff for their work.

XV. KPTZ Lease Update

A. Board Report & Discussion

Tonina reported that they are waiting to hear back from the Historic Tax Credit attorney, which will help with the conversion of the high-level term sheet presented last month to a lease document that allows for the execution of the Historic Tax Credit transaction. Timmons clarified that the December deadline that has been referenced before is for the credits to be eligible to be used in 2020; if the closing doesn't happen by then, the tax credits don't go away and they roll into the next year. He added that the investor can choose to amend their tax return and apply credits that were earned in 2021 to their 2020 taxes. Timmons said that if the investor provides the green light, the closing process will begin for the tax credits for both KPTZ and Makers Square.

XVI. Employment Contract with David Timmons

A. Board Report & Discussion

Tonina summarized key points from the employment contract, which runs through June 30, 2021. He noted that Timmons will go from part time to full time because of the number of issues at hand. Tonina, Hutton, and Timmons will meet quarterly to assess whether Timmons needs to continue on a full-time basis, and the board will be updated on those conversations.

Action: Motion to approve and execute the employment contract with David Timmons
Unanimously Approved

XVII. Board Appointment Update

A. Board Report & Discussion

Hutton provided an update on the Nominating Committee process, which had concluded with a recommendation that the City reappoint Jane Kilburn, Lela Hilton, and Gee Heckscher and also appoint a liaison from the City and a liaison from partner organizations. He said that since then, Mayor Michelle Sandoval has decided that the three could continue with their current terms rather than be reappointed to new terms at this point in time. Hutton said he thinks this is because the PDA is in flux and that it's more prudent to not add new people to the board, whether they are current or new. Kilburn noted that this also means that liaison nominees won't be joining the board at this time. Hutton encouraged the unofficial participation of the nominated partner liaison, who is Heron Scott (Port Townsend School of Woodworking).

XVIII. Executive Committee Meeting Status

A. Staff Report

Timmons said he has suggested to the co-chairs that the board indefinitely suspend its Executive Committee and Finance & Audit Committee so that the full board is engaged in all matters during this critical time.

B. Board Discussion

Hutton agreed, saying that the Finance & Audit Committee essentially has been folded into the full board, and noted that previously Jeff Jackson also was meeting with staff at least once a month for a deep dive into the finances.

Action: Motion to temporarily suspend the Executive Committee and Finance & Audit Committee Meetings. **Unanimously Approved**

The board agreed that this decision should be revisited in a few months

XIX. Capital Projects/Makers Square Construction Update

A. Staff Report

Capital Project Director David Beckman provided an update on Washington State Parks capital projects. Improvements to building 4 and 5 of Officers Row are underway, and he expects the sewer and water project to begin January 4th. Beckman has had meetings regarding securing the certificate of occupancy for Makers Square, and is informing partners that when this is in place all surrounding pathways to Makers Square become fire access lanes and parking won't be allowed within that zone. Beckman said that occupancy requirements for each building mean additional work is needed, which will change the contract with Clark Construction by approximately \$25,000 to \$30,000. He expects that the

certificate of occupancy will be secured by December 15th, and Clark will continue finalization work for at least another 30 days to reach total occupancy. He said KPTZ is working on finalizing the location for their signal. Timmons provided an update on Glamping, saying that the facilities crew is beginning to erect the remaining tents.

B. Board Discussion

Beckman and board members talked about scheduling a walkthrough at Makers Square. Tonina noted how much Heckscher has been helping with the management of capital projects. The group discussed the heating and security needs for the tents.

XX. Public Comment

No comments were shared during the public comment period.

XXI. Adjourn

The meeting adjourned at 11:16 a.m.

DATE: December 15th, 2020

TO: FWPDA Board of Directors

FROM: John Watts

SUBJECT: Amendment to Resolution 20-21 changing references to “not-for-profit limited liability corporation (LLC)” to a “nonprofit corporation”.

In further reviewing the matter of the PDA forming a separate entity to operate hospitality services, the new entity should be a “nonprofit corporation” (and not a “limited liability corporation (LLC)” as provided in Resolution 20-21). Nonprofit corporations are the standard model when forming entities that seek to engage in nonprofit activities and seek tax-exempt status under IRS rules. Examples include the Fort Worden Foundation and the nonprofit corporation operating the Woodland Park Zoo (which was formed under the direction of PDA attorney specialist Gerry Johnson). In discussing the model with David Timmons early on, we both used the shorthand reference to “LLC” when the proper reference should have been to “nonprofit corporation”.

RESOLUTION NO. 20-21 [Amended December 16, 2020]

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE FORT WORDEN
LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY
AUTHORIZING AND DIRECTING THE INTERIM EXECUTIVE DIRECTOR TO
TAKE CERTAIN ACTIONS INITIATING REORGANIZATION MEASURES**

RECITALS:

- A. FWPDA faces cash deficit conditions as a result of impacts from COVID-19. Beginning in the spring of 2020, COVID-19 and resulting emergency public health measures directed by the State caused the closure of hospitality and accommodation services at the Fort for approximately 4 months. Hospitality services provide the bulk of revenue to the FWPDA. COVID-19-related closures caused severe disruption in income, and led to layoffs of significant numbers of staff and cash deficits.
- B. Monies budgeted and earmarked for capital projects at Makers Square and glamping were instead used to pay for operations in the early days of the pandemic and need to be restored. FWPDA is working closely with the SAO as it performs an “accountability audit” that reviews FWPDA’s financial condition and practices to ensure compliance with SAO accounting requirements. The Board acknowledges it needs to take steps and measures to prevent a reoccurrence of use of capital monies for operations.
- C. The Board approved on June 24th, 2020 a plan to reopen on a limited basis accommodation and hospitality services. At the Board meetings on October 28th and November 25th, 2020, the Interim Executive Director advised that the reopening plan was not sustainable, and that going forward there would be significant operating losses in the first and second quarters of 2021, and there was and is a need to secure short-term financing to continue operations.
- D. The Interim Executive Director advises that efforts to secure operating cash on a short-term basis have not been sufficient.
- E. The Interim Executive Director recommends a reorganization of the FWPDA to develop new opportunities to restore revenues to support expenditures that would continue hospitality services. The recommendation is summarized in the Interim Executive Director’s “FWPDA Recovery and Reorganization Plan” presentation to the Board at its December 9th, 2020 special meeting.
- F. The reorganization recommendation involves a number of measures, including a new organizational model that defines a new role for the FWPDA and that develops a new organizational model for hospitality services in the form of a new ~~limited liability company (LLC)~~ **nonprofit corporation**.

- G. The Interim Executive Director advises that the plan represents in his opinion the only way forward for the FWPDA to ensure long-term viability of hospitality operations and lifelong learning opportunities, and the viability of the Fort as a whole for the benefit of its partners, the community at large, and the state.
- H. The plan involves securing financing based on the reorganization, and financing is not available to the FWPDA as presently organized. As outlined in the “FWPDA Recovery and Reorganization Plan” PowerPoint from December 9th, 2020, the reorganization includes formation of a new ~~not for profit LLC~~ entity to operate hospitality services, which the Interim Executive Director believes would be able to secure investment and financing for operations and assumption of FWPDA liabilities, on condition that the new entity is given authority to operate hospitality services at the Fort under a long-term franchise from the FWPDA.
- I. The Board determines the recommendation of the Interim Executive Director contained in the “FWPDA Recovery and Reorganization Plan” offers the best way forward for operations at Fort Worden to succeed for the benefit of the partners and the community at large and to preserve Fort Worden as a valuable and treasured community and state asset, and directs the Interim Executive Director to initiate steps consistent with the December 9th, 2020 “FWPDA Recovery and Reorganization Plan” as outlined in this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority:

- 1. The Board approves the concept of the reorganization outlined in the “FWPDA Recovery and Reorganization Plan” presented by the Interim Executive Director at the Board’s special meeting held December 9th, 2020, subject to Board approval of implementing measures and actions presented in the future to the Board by the Interim Executive Director.
- 2. The Interim Executive Director is directed to take initial steps to implement the reorganization outlined in the “FWPDA Recovery and Reorganization Plan”, as follows:
 - a. Prepare and take steps for Board review and approval of implementation measures for the reorganization plan.
 - b. Initiate discussions with the City of Port Townsend to amend the FWPDA Charter to assume a new and limited role of the FWPDA as a trustee of the FWPDA’s long-term lease with State Parks.
 - c. Negotiate with State Parks for changes to the long-term lease to ensure terms allow ongoing success and viability of the Fort as a lifelong learning center.
 - d. File for creation of a ~~not for profit limited liability corporation (LLC)~~ **nonprofit corporation**, that once formed and organized with a new board, would enter into

negotiations with the FWPDA for a long-term agreement to operate hospitality services at the Fort.

- e. Seek out Board members and partners for the ~~LLC~~ **nonprofit corporation**.
- f. Seek out investment partners for the new ~~LLC~~ **nonprofit corporation**, necessary to ensure its operational viability.
- g. Transfer on a short-term basis (not to exceed one year) hospitality services operations to the new ~~LLC~~ **nonprofit corporation**, pending long term agreements. Long-term agreements would be subject to future Board approval. Long-term agreements would involve addressing long-term capital maintenance at the Fort.

ADOPTED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority at a special meeting thereof, held the 9th day of December, 2020, **and AMENDED** by the PDA Board of Directors at a regular meeting held this 16th day of December, 2020.

By: _____
Norm Tonina, Co-Chair

By: _____
Todd Hutton, Co-Chair

ATTEST:

By: _____
Jane Kilburn, Secretary

DRAFT MISSION

Fort Worden Hospitality Nonprofit Corporation, 501(c)(3)

Mission: The mission of Fort Worden Hospitality Nonprofit Corporation is to welcome visitors to a unique and treasured state asset—Fort Worden State Park and Lifelong Learning Center.

A key element of our mission is to provide access to the resources of the park: The Lifelong Learning Center campus; the diverse cultural, educational, artistic, environmental, and recreational programs of Fort Worden that are offered by the park’s partner organizations and Fort Worden Hospitality itself; and the trails, beaches, and historic batteries maintained by Washington State Parks. Fort Worden Hospitality achieves its mission by providing a variety of short-term rental accommodations; indoor and outdoor spaces for meetings and events; food and beverage services, including catering and dining; lifelong learning programming; information services for programming offered by Fort Worden partner organization; and hospitality packages that include a variety of housing, dining, and activity options.

Vision: To offer a world-class...

RESOLUTION NO. 20-22

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY PROVIDING FOR THE ISSUANCE OF A GRANT ANTICIPATION NOTE IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED \$214,000 FOR THE PURPOSE OF PAYING COSTS OF CONSTRUCTING THE MAKERS SQUARE PROJECT PENDING THE RECEIPT OF PROCEEDS OF A WASHINGTON STATE LOCAL AND COMMUNITY PROJECTS GRANT; FIXING THE FORM AND TERMS OF THE NOTE; PROVIDING FOR THE SALE OF THE NOTE TO KITSAP BANK; AND AMENDING CERTAIN TERMS OF THE REVENUE BONDS, 2018 AND 2019A.

WHEREAS, Fort Worden Lifelong Learning Center Public Development Authority, Washington (the “Authority”) was created by the City of Port Townsend to manage, promote, develop, secure funds, and enhance the Ford Worden State Park, including implementing a Lifelong Learning Center at the Park; and

WHEREAS, the Authority has heretofore determined to undertake the Makers Square project and has been awarded a Washington State Local and Community Projects grant to provide part of the funding therefor; and

WHEREAS, RCW 39.50.020 authorizes the Authority to issue short-term obligations from its grants; and

WHEREAS, the Authority has determined it is in the best interest of the Authority that the Authority borrow money and issue a grant anticipation note for the purpose of paying costs of constructing the Makers Square project; and

WHEREAS, the Authority has received a proposal from Kitsap Bank to purchase such grant anticipation Note; and

WHEREAS, the Revenue Bond, 2019A (the “2019A Bond”) matures on December 23, 2020 and Kitsap Bank has agreed to extend the maturity and to extend the payment dates for the Revenue Bond, 2018;

BE IT RESOLVED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority as follows:

Section 1. Definitions. As used in this resolution the following words shall have the following meanings:

“*Authority*” means the Fort Worden Lifelong Learning Center Public Development Authority established by the City of Port Townsend pursuant to chapter 35.21 RCW.

“*Bank*” means Kitsap Bank, or its successors or assigns.

“*City*” means the City of Port Townsend, Washington, a municipal corporation duly organized and existing under the laws of the State.

“*Code*” means the Internal Revenue Code of 1986, as amended, and applicable regulations.

“*Designated Representative*” means the officer of the Authority appointed in Section 8 of this resolution to serve as the Authority’s designated representative in accordance with RCW 39.46.040(2).

“*Grant*” means Washington State Local and Community Projects Grant No. 21-96633-048 in the original amount of \$543,200 administered by the State Department of Commerce and awarded to the Authority for the Project.

“*Maturity Date*” means a date that is not later than 12 months from the dated date of the Note as determined by the Designated Representative.

“*Note*” means the Fort Worden Lifelong Learning Center Public Development Authority Grant Anticipation Note, 2020 issued pursuant to and for the purposes provided in this resolution.

“*Note Account*” means the account of that name created by the Authority pursuant to Section 4 of this resolution for the purpose of paying and securing the principal of and interest on the Note.

“*Note Register*” means the books or records maintained by the Note Registrar for the purpose of identifying ownership of the Note.

“*Note Registrar*” initially means the Authority’s Interim Executive Director. At any time following the issuance of the Note, however, the Interim Executive Director may determine to appoint a different Note Registrar, including, but not limited to the fiscal agent of the State of Washington. The term “Note Registrar” also shall include any successor Note Registrar appointed by the Interim Executive Director as permitted by law.

“*Project*” means the construction of the Makers Square project.

“*Project Account*” means the account of that name created by the Authority pursuant to Section 8 of Authority Resolution No. 19-16.

“*State*” means the State of Washington.

Section 2. Authorization of the Note; Payment, Registration and Transfer. For the purpose of providing financing for the Project and to pay costs of issuing the Note, the Authority authorizes the issuance of its grant anticipation note in the principal amount of not to exceed \$214,000 (the “Note”). The Note shall be designated as the “Fort Worden Lifelong Learning Center Public Development Authority, Washington Grant Anticipation Note, 2020,” shall be dated as of the date of delivery thereof to the Bank, and shall mature on a date determined by the

Designated Representative, which shall be no later than 12 months from its dated date (the “Maturity Date”).

The Note shall bear interest at the fixed rate of 3% per annum, calculated on a basis of a 365-day year and actual days. Subject to the prepayment provisions set forth in Section 3, principal and interest on the Note shall be payable on the Maturity Date.

The Note shall be issued in fully registered form. Both principal of and interest on the Note shall be payable in lawful money of the United States of America. The Interim Executive Director is appointed to act as Note Registrar for the Note. The Note shall be purchased only in registered form as to both principal and interest and shall be recorded on books or records maintained by the Note Registrar (the “Note Register”). The Note Register shall contain the name and mailing address of the Bank. The Note may be assigned or transferred by the Bank only in whole and only if endorsed in the manner provided thereon and surrendered to the Note Registrar. The Note may only be assigned by the Bank to another qualified investor satisfying the requirements set forth in the certificate to be signed by the Bank on the date the Note is issued and that signs a certificate substantially in the form of the certificate signed by the Bank. The Note is not subject to acceleration. When the Note has been paid in full, both principal and interest, it shall be surrendered by the Bank to the Note Registrar, who shall cancel such Note.

The Note Registrar shall keep, or cause to be kept, sufficient books for the registration of the Note. The Note Registrar is authorized, on behalf of the Authority, to authenticate and deliver the Note in accordance with the provisions of the Note and this resolution, to serve as the Authority’s paying agent for the Note and to carry out all of the Note Registrar’s powers and duties under this resolution. The Note Registrar shall be responsible for the representations contained in the Note Registrar’s Certificate of Authentication on the Note.

Section 3. Prepayment.

A. Mandatory Prepayment. So long as the Note is outstanding, the Authority shall, not later than two business days following receipt of any proceeds of the Grant, apply the full amount of such Grant proceeds to prepay all or so much of the principal of the Note, together with accrued interest thereon, as may practicably be paid using the entire amount of such proceeds.

B. Optional Prepayment. The Authority reserves the right and option to prepay all or a portion of the outstanding principal on the Note, together with accrued interest thereon, on any date. Interest on the principal portion of the Note so prepaid shall cease to accrue on the date fixed for such prepayment.

Section 4. Note Account. A special account of the Authority known as the “Grant Anticipation Note Account” (the “Note Account”) is hereby authorized to be created. The Note Account shall be held at the Bank and shall be drawn upon for the sole purpose of paying and securing the payment of the Note. The Authority hereby covenants and agrees to deposit in the Note Account, all proceeds from the Grant. The Note shall be an obligation only of the Note Account of the Authority.

Section 5. Security for the Note. The Note is a special revenue obligation of the Authority and shall be payable solely from proceeds of the Grant. The Note Account is pledged

to the repayment of the Note. The Note shall not be deemed to constitute a general obligation or pledge of the faith and credit of the Authority or debt of the State or the City or any other governmental entity other than the Authority. As stated in the Authority's charter: "All debts, obligations and liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City on account of debts, obligations or liabilities of the Authority."

Section 6. Form, Execution and Authentication of the Note. The Note shall be prepared in a form consistent with the provisions of this resolution and State law. The Note shall be signed on behalf of the Authority by the manual or facsimile signature of the President of the Board and attested by the manual or facsimile signature of the Secretary of the Board.

Only the Note as shall bear thereon a Certificate of Authentication in the following form, manually executed by the Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this resolution: "This is the Fort Worden Lifelong Learning Center Public Development Authority, Washington Grant Anticipation Note, 2020, described in the Note Resolution." Such Certificate of Authentication shall be conclusive evidence that the Note so authenticated has been duly executed, authenticated and delivered hereunder and is entitled to the benefits of this resolution.

In case either of the officers who shall have executed the Note shall cease to be an officer or officers of the Authority before the Note so signed shall been authenticated or delivered by the Note Registrar, or issued by the Authority, such Note may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the Authority as though those who signed the same had continued to be such officers of the Authority. The Note may also be signed and attested on behalf of the Authority by such persons as at the actual date of execution of such Note shall be the proper officers of the Authority although at the original date of such Note any such person shall not have been such officer of the Authority.

Section 7. Tax Status.

Interest on the Note will not be excluded from federal income tax.

Section 8. Sale of the Note. The Interim Executive Director is appointed the Designated Representative and is authorized and directed to finalize the terms of the Note in the manner and upon the terms deemed most advantageous to the Authority consistent with this resolution; provided that:

- (1) The Note shall be in a principal amount not to exceed \$214,000.
- (2) The Note shall bear interest at a rate that does not exceed 4% per annum.
- (3) The Note shall be dated as of its date of delivery to the Bank, which date may not be later than December 31, 2020.

In determining the final terms of the Note, the Designated Representative in consultation with other Authority officials and advisors, shall take into account those factors that, in his or her

judgment, will result in the best interest of the Authority, including, but not limited to current financial market conditions and current interest rates for obligations comparable to the Note.

The Note shall be sold to the Bank at a purchase price of 100% of the principal amount thereof. The proceeds from the sale of the Note shall be deposited into the Project Account and applied solely for the purpose of paying costs of the Project.

Section 9. Reporting Requirements. While the Note is outstanding, the Authority will provide the Bank a copy of its audited financial statements within 30 days after it is received from the State Auditor, and such other documents as the Bank may reasonably request from time to time.

Section 10. Failure to Redeem Note. If the Note is not redeemed when properly presented at its Maturity Date, the Authority shall be obligated to pay interest on the Note at the same rate provided from and after its maturity until the Note, both principal and interest, is paid in full.

Section 11. 2019A Bond and 2018 Bond. The maturity of the 2019A Bond shall be extended to June 28, 2028. In addition, the 2019A Bond shall bear interest at the fixed rate of 3.00% per annum. Interest on the 2019A Bond shall be included in gross income for federal income tax purposes and the provision 3 of Section 10 of Resolution No. 19-16 shall not apply to the 2019A Bond from and after December 23, 2020. All other provisions of Resolution No. 19-16 shall remain unchanged.

The Authority did not make the principal and interest payments due on its Revenue Bond, 2018 on October 1, 2020 and will have a payment due on April 1, 2021. Kitsap Bank has agreed that such payments shall be payable on June 28, 2021.

Section 12. Authorization to Officials and Agents. The proper Authority officials are hereby authorized and directed to do everything necessary and proper for the execution and delivery of the Note in conformance with the provisions of this resolution and for the proper use and application of the proceeds of the sale thereof as provided in this resolution.

Section 13. Severability. If any one or more of the covenants or agreements provided in this resolution to be performed on the part of the Authority shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements shall be null and void and shall be deemed separable from the remaining covenants and agreements of this resolution and shall in no way affect the validity of the other provisions of this resolution or of the Note.

PASSED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority, Washington, at an open public meeting thereof, this 16th day of December, 2020.

FORT WORDEN LIFELONG LEARNING
CENTER PUBLIC DEVELOPMENT
AUTHORITY, WASHINGTON

By: _____
Norm Tonina, Co-Chair

By: _____
Todd Hutton, Co-Chair

ATTEST:

By: _____
Jane Kilburn, Secretary

CERTIFICATION

I, the undersigned, Secretary of the Board of Directors of Fort Worden Lifelong Learning Center Public Development Authority, Washington (the “Authority”), hereby certify as follows:

1. The attached copy of Resolution No. 20-22 (the “Resolution”) is a full, true and correct copy of a resolution duly passed at an open public meeting of the Board of Directors of the Authority held on December 16, 2020, as that resolution appears on the minute book of the Authority.

2. A quorum of the members of the Board of Directors was present throughout the meeting and a majority of the members voted in the proper manner for the passage of the Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of December, 2020.

FORT WORDEN LIFELONG LEARNING
CENTER PUBLIC DEVELOPMENT
AUTHORITY, WASHINGTON

Secretary

1 December 2020

David Opp-Beckman
Director of Facilities & Capital Projects
Fort Worden Public Development Authority
200 Battery Way, Park Office
Port Townsend, WA 98368
C: (360) 344-4400; x308
www.fortworden.org

Re: Proposal for Services | Makers Square Historic Tax Credit Assistance

Dear Mr. Opp-Beckman and team:

Artifacts Consulting, Inc. is pleased to provide for your consideration the following proposal to provide services for financial incentives for the Federal Investment Tax Credit Part 3 Request for Certification of Completed Work for Makers Square, specifically Buildings 305, 308, and 324. Our proposal is to prepare and assist with submission of the necessary ongoing paperwork to DAHP and NPS. Our proposal assumes only one representative of Artifacts will be needed (Susan Johnson, Arch. Historian). All hours billed at \$135 per hour.

Note: National Park Service (NPS) review fees are not included as the NPS will bill and accept payment from the property owner directly. One-half of the total NPS review fee is billed upon receipt of a Part 2–Description of Rehabilitation. The remaining one-half will be billed upon receipt of a Part 3–Request for Certification of Completed Work.

Scope of Services and Projected Fee for Artifacts Consulting Inc.:

Tax Credit Assistance: Not to Exceed 87 hours (NTE \$11,745)

- Site visit for photographic documentation of completion of work for all three buildings, interior and exterior. Review part 2 photo series. Replicate views submitted in the Part 2 application. All proposed work described in the Part 2 application and amendments would have to be completed in order to take the photographs.
- Coordination with the PDA to complete the project data section of the form for project start date, completion, and project costs.
- Part 3 form set up, loading and captioning of images, keying of images to the building plans, and submittal of a draft for review and owner signature.
- Submittal of the application to DAHP and NPS for review and tracking through this review process and addressing any questions. Submit 2 hardcopies on behalf of Fort Worden PDA. Printing and delivery costs are included in the proposed fee. Consultation as needed with agency reviewers to address any questions.

We greatly appreciate the opportunity to participate in such an exciting project. Please don't hesitate to contact me at 253.219.9599 or susan@artifacts-inc.com if you have any questions or concerns.

Sincerely,

Susan Johnson,
Partner

Proposal accepted by:

_____ (signature)

_____ (print)

_____ (date)



December Sales & Marketing Board Report

Sales & Marketing Top 5 Notes

- Pushing a 20% off promotion for last minute bookings through December 20, 2020 on Social Media as a non-refundable last-minute booking rate.
- Participated in Expedia and Booking.com Black Friday promotion during the week of Thanksgiving resulting in a 21% bump in 3rd Party Bookings.
- Starting to see an uptick in bookings for 2021 from period of March through Summer 2021.
- December 21, 2020 through end of year nearly sold out of available inventory (adjusted availability per COVID booking policies).
- Promoting a Friday Hot Lunch Special at Reveille on Social Media, to drive additional options for guests.

Website Metrics:

Overall Site Visitors (Users): 5,196

Pageviews: 16,714

Pages Per Session: 2.44

Website Year Over Year Comparison:

Overall Site Visitors (Users) Down 21%

Pageviews Down 27.8%

Bounce Rate Improved by 13.38%

Website Demographic Information:

Age: Increase in 18-34-year-olds; slight dip in 35-44-year-olds, steady for 45-54-year-olds and few percentage increase in 65+ year-olds

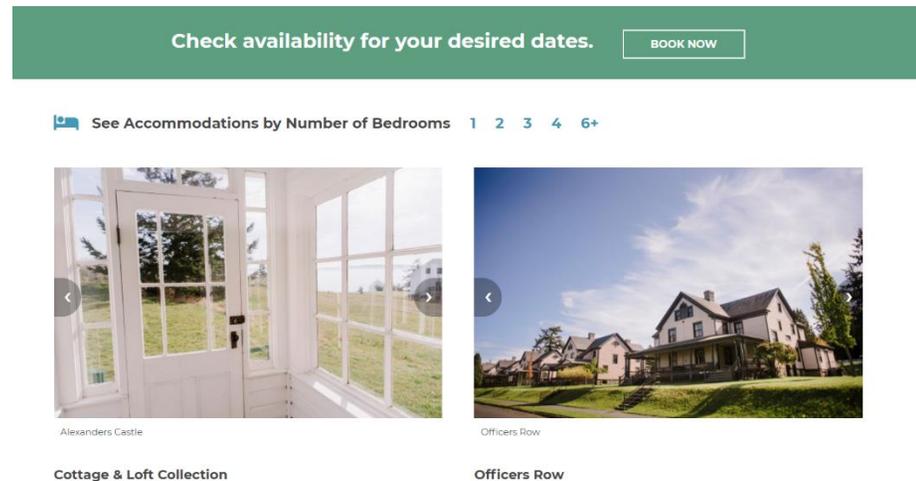
Gender: Female to Male ratio remains consistent with Female at 55% to Male at 44%

Location: Seattle still top location at 39% followed by Port Townsend, Tacoma, Bremerton and Bainbridge. Note Oregon accounted for 5% of traffic.

Website Pages Visited:

Homepage, Book Your Stay, Board Page are the top three most visited pages.

**Website Metrics Measured by Google Analytics (Demographic information gathered using Google account data, third-party cookies and app data.)*



Maestro Accommodations Metrics:

Booked Leisure Guests Visiting From:

- 76% From Washington
- 11% From Oregon
- 7.43% California
- 4.26% From East Coast
- 2.12% From Colorado, Texas

Repeat Leisure Visitors:

- Nine (9) November visitors have booked return stay;
- One guest has three stays in 2020;
- Generating \$24,168.94 in Revenue

Source of Business:

- FW Website: 64.89%
- Phone: 13.83%
- 3rd Party Bookings: 9.58%

**Booking Metrics Measured by Maestro Reporting*

**All reported data from November 1-30, 2020.*

Facebook Top Posts:

Fort Worden
Published by Natalie Mattland · November 22 ·

For arriving guests, check-in has moved back to the Commons Building 210. The lobby is not open for other services outside of check-in starting at 4pm. Check-out is contactless key drop outside the north door. Follow the signs if you need assistance.



Performance for Your Post

1,271 People Reached

22 Likes, Comments & Shares

18 Likes	16 On Post	2 On Shares
1 Comments	0 On Post	1 On Shares
3 Shares	3 On Post	0 On Shares

8 Post Clicks

3 Photo Views	0 Link Clicks	5 Other Clicks
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NEGATIVE FEEDBACK

0 Hide Post	0 Hide All Posts
0 Report as Spam	0 Unlike Page

Reported stats may be delayed from what appears on posts

Reveille at the Commons
November 16 ·

Don't forget we are closed today and tomorrow, but will have your cup of coffee waiting when we reopen on Wednesday. See you then! #eatlocalpt



Performance for Your Post

736 People Reached

15 Reactions, Comments & Shares

12 Like	0 On Post	12 On Shares
1 Love	0 On Post	1 On Shares
0 Comments	0 On Post	0 On Shares
2 Shares	2 On Post	0 On Shares

5 Post Clicks

0 Photo Views	0 Link Clicks	5 Other Clicks
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NEGATIVE FEEDBACK

0 Hide Post	0 Hide All Posts
0 Report as Spam	0 Unlike Page

Reported stats may be delayed from what appears on posts

DATE: December 15th, 2020
TO: PDA Board of Directors
FROM: Joan Rutkowski, PDA Public Records Officer
SUBJECT: OPMA and PRA Training

Our records show that when you joined the Fort Worden PDA Board of Directors you received training in the Open Public Meetings Act (OPMA) and the Public Records Act (PRA), as required by the related RCWs. Additionally, the acts require that every member of a governing body complete training at intervals of no more than four years for as long as they remain in office.

This review is especially timely now whether or not all directors are due for a refresher training. Organizational challenges during the pandemic are requiring more Board activity than usual, and the increased use of electronic communications present “grey areas” that can and have led to legal issues for some public entities. For your training I’ve collected key readings, all from the Municipal Research and Services Center (MRSC) of Washington State, to provide a review of the OPMA and PRA and to explore areas in which the RCWs don’t spell out what to do but case law and State counsel have provided guidance.

The following two pages, titled “PRA and OPMA – Best Practice Recommendations,” are based on some key points and concepts from the MRSC readings and that I recommend for the board’s consideration at a later date. In early 2021, perhaps after the Board reorganizes as part of the PDA’s overall reorganization, the Board could consider whether to adopt the recommendations or different measures as policy or as part of a Code of Conduct. Lastly, for our training records, by the end of this year you will be asked to sign a statement confirming that you have read the PRA and OPMA recommendations and materials presented in this board packet. Thank you for taking the time to read this information. Please let me know if you have any questions.

PRA AND OPMA – BEST PRACTICE RECOMMENDATIONS

December 2020

The following recommendations are based on various readings about the Open Public Meetings Act and Public Records Act that have been provided to the PDA Board. They are recommended to guide board members in areas where the RCWs don't spell out what to do but case law and State counsel have provided guidance.

I. PUBLIC RECORDS ACT

As defined in RCW Chapter 42.56, a public record includes any writing containing information relating to the conduct of government or the performance of any governmental or proprietary function prepared, owned, used, or retained by any state or local agency regardless of physical form or characteristics. [emphasis added] The following recommendations regarding the use of electronic devices help ensure the retention of public documents and our ability to find them to fulfill records requests:

A. PERSONAL COMPUTER USE FOR PDA WORK

1. If you use a personal computer for PDA business, segregate PDA documents from your other work.
2. Familiarize yourself with State records retention guidelines and regularly turn over your records to the PDA (print and electronic).

B. PERSONAL EMAIL USE

1. You should use your fortworden.org email address for all PDA business.
2. If you occasionally use a personal email account to send information about PDA matters, also carbon copy (cc) your message to your fortworden.org email. If you forget to do this, forward the message to your Fort Worden email as soon as possible (consider monitoring for this need regularly); it's essential to 'forward' so that attachments are retained.
3. If you receive an email about PDA matters to your personal account, immediately forward the email to your fortworden.org account and ask the sender to use your fortworden.org email address. Here too it is essential to forward these emails so that attachments are retained.
4. Check your fortworden.org email account at least once per business day.

C. TEXT MESSAGING

1. Texting about transitory matters related to PDA business is permissible, such as letting staff or a board member know that you will be late for a meeting.
2. Do not use text messaging for non-transitory PDA business. If you send or receive a text with non-transitory information about PDA business, within 7 days forward such texts to your fortworden.org email address to help ensure the retention of the public record that you have either created or received.

D. VOICEMAILS ABOUT PDA MATTERS THAT HAVE RETENTION VALUE

1. Upon receiving voicemails, transcribe messages to a written log or email to help ensure the record's retention.

II. OPEN PUBLIC MEETINGS ACT

As detailed in RCW Chapter 42.30, all meetings of the governing body of a public agency shall be open and public and all persons shall be permitted to attend any meeting of the governing body of a public agency, except as otherwise provided in the chapter. The interaction of a majority of board members can be considered a meeting in certain situations, and therefore care must be taken to avoid this outside of open public meetings.

A. DISCUSSIONS OUTSIDE OF BOARD MEETINGS (email, text, phone, or in-person)

1. Communications to a majority of PDA board members outside of a board meeting are allowed only for the distribution of documents or factual information.
 - a. To ensure that “action” does not occur in the form of a discussion, the first line in the email should clearly state: “For information purposes only. Do not reply.” Also, recipients of emails to a majority of PDA board members should not “reply all”.
2. Board members must be aware of how a rolling or serial discussion about PDA business can over time involve a majority of board members and therefore violate OPMA. This pertains to email, phone, or in-person conversations, as the conversations and messages could constitute an illegal serial meeting, especially if board members collectively intend to meet and conduct agency business. The MRSC suggests that it’s permissible for a majority of governing members to confer outside of a meeting for the sole purpose of deciding whether to call a special meeting.
3. Do not use social media to host discussions about PDA matters or to collectively formulate policy.

B. COMMUNICATIONS DURING PUBLIC MEETINGS

1. Do not communicate via electronic devices with other board members during PDA board meetings. The public has a right to listen to the discussions of a governing body during its open public meetings, and messages sent during open public meetings can be requested as public records.
2. Please avoid sending or reading electronic communication of a personal nature during board meetings, except for when it’s necessary for urgent personal matters.



Public Records

The public, through legislation originally adopted by Initiative 276 in 1972, requires that records prepared, owned, used or retained by their government officials and employees be made available for inspection and copying. The rules that have been developed by the courts and through legislative amendments to help gain the required openness are sometimes complex; they balance the public's need to know with the protection for certain records that an agency can keep confidential for valid reasons specified in state law. Failure to provide records as required by law can be expensive, both monetarily and in the loss of public trust.

BASICS

In addition to a subchapter on public records disclosure which was modeled after the federal "Freedom of Information Act," Initiative 276 also dealt with the subjects of campaign financing, legislative lobbying (including lobbying by municipal and other governmental agencies), and personal financial disclosure by public officials and candidates. The regulations on campaign finance, legislative lobbying and personal finance disclosure are covered in [chapter 42.17A RCW](#). The Public Disclosure Commission has extensive information available to candidates and public officials on campaign finance, legislative lobbying and personal financial disclosure; this publication will not duplicate that information.

The following discussion is intended to supply a basic working knowledge of the "freedom of information" provisions in the Public Records Act (PRA), codified at [chapter 42.56.RCW](#).³⁰ For a more detailed treatment of the public records disclosure law, see the MRSC publication, *Public Records Act for Washington Cities, Counties and Special Purpose Districts*.

PURPOSE

The PRA is "a strongly worded mandate for broad disclosure of public records." *Hearst Corp. v. Hoppe*, 90 Wn.2d 123, 127, 580 P.2d 246 (1978).

The people of this state do not yield their sovereignty to the agencies that serve them. The people, in delegating authority, do not give their public servants the right to decide what is good for the people to know and what is not good for them to know. The people insist on remaining informed so that they may maintain control over the instruments that they have created. [RCW 42.56.030](#).

The PRA is to be “liberally construed and its exemptions narrowly construed to promote this public policy and to assure that the public interest will be fully protected.” [RCW 42.56.030](#).

Courts frequently cite these principles in deciding public records cases and it is important to recognize that the principles behind the PRA all favor disclosure of records to the public.

DEFINITIONS

1. “Public record’ includes any writing containing information relating to the conduct of government or the performance of any governmental or proprietary function prepared, owned, used, or retained by any state or local agency regardless of physical form or characteristics.” [RCW 42.56.010\(3\)](#).
2. “Writing’ means handwriting, typewriting, printing, photostating, photographing, and every other means of recording any form of communication or representation, including letters, words, pictures, sounds, or symbols or combination thereof, and all papers, maps, magnetic or paper tapes, photographic films and prints, motion picture, film and video recordings, magnetic or punched cards, discs, drums, diskettes, sound recordings, and other documents, including existing data compilations from which information may be obtained or translated.” [RCW 42.56.010\(4\)](#).

AGENCY DUTIES

1. Agencies (this term expressly includes all counties, cities, towns, and special purpose districts) shall make all public records available for public inspection and copying unless the record falls within a specific exemption. [RCW 42.56.070](#). Agencies must rely solely on statutory exemptions for withholding public records and may not withhold records based solely upon the identity of the requestor³¹. [RCW 42.56.070](#) and [42.56.080](#).

³¹Except, see [RCW 42.56.565](#), which allows an agency to withhold records from prisoners if the agency secures a court injunction, after proving the prisoner has a bad faith intent, such as an intent to harass agency employees.

2. Agencies are required to establish procedures for access to their records. Indexes should be developed and published, unless to do so would be unduly burdensome. [RCW 42.56.040](#) and [.070](#).
3. Agencies must appoint and publicly identify a public records officer whose responsibility is to serve as a point of contact for members of the public in requesting disclosure of public records and to oversee the agency’s compliance with the public records disclosure requirements. The name and contact information of the public records officer shall be publicized in a way reasonably calculated to provide notice to the public, including posting at the local agency’s place of business, posting on its website, or included in its publications. [RCW 42.56.580](#).
4. Records must be made available for public inspection and copying during customary office hours. [RCW 42.56.090](#).
5. Agencies must make their facilities available for copying their records, or make copies upon request; they must also honor requests by mail. They may charge for the copies, but only a

Failure to provide records as required by law can be expensive, both monetarily and in the loss of public trust.

“reasonable charge” representing the amount necessary to reimburse the city or town for the actual costs incident to the copying. [RCW 42.56.080](#) and [RCW 42.56.120](#).

Charges for photocopying must be imposed in accordance with the actual per page cost or other costs established and published by the agency. If the agency has not determined actual per page costs, the agency may not charge in excess of fifteen cents per page. [RCW 42.56.120](#). A 2017 legislative change now allows a city to impose a charge for providing an electronic record. [RCW 42.56.120\(2\)](#).

If the requesting person makes a request for a large amount of records, the agency may respond on a partial or installment basis, providing the records as they are assembled or made ready for inspection or disclosure. RCW 42.56.080.

If a person requests copies of records, an agency may require the person make a deposit for the cost of the copies, in an amount not to exceed ten percent of the estimated cost. If an agency makes a request available on a partial or installment basis, the agency may charge for each part of the request as it is provided. If an installment of a records request is not claimed or reviewed, the agency is not obligated to fulfill the balance of the request. RCW 42.56.120.

Also, agencies may not charge for staff time in locating records or mere inspections of records. RCW 42.56.100; RCW 42.56.120; see also AGO 1991 No. 6.

RECORDS THAT MAY BE WITHHELD

1. RCW 42.56.070(9) forbids public agencies from providing lists of individuals “requested for commercial purposes” unless specifically authorized or directed by law. For example, in a 1975 letter opinion, the attorney general concluded that a request by a business promotional organization for a list of individuals’ names to enable that organization to distribute advertising materials had to be denied. AGLO 1975 No. 38.

However, lists of professional licensees and applicants are available to recognized professional associations or educational organizations.

2. There is no general “right of privacy” exemption; rather, a few specific exemptions incorporate privacy as one of the elements of the exemptions. Furthermore, a right of privacy is violated only if disclosure (1) would be highly offensive to a reasonable person and (2) is not of legitimate concern to the public. RCW 42.56.050. Mere inconvenience or embarrassment is not sufficient in itself to constitute a violation of privacy. Police Guild v. Liquor Control Board, 112 Wn.2d 30, 38, 769 P.2d 283 (1989).

3. RCW 42.56.210-.480 grant qualified exemptions from public inspection for certain specific types of records. Some of the more important exemptions from the standpoint of a municipality include the following:

- a. Personal information in files maintained for students in public schools, patients or clients of public institutions or public health agencies, welfare recipients, prisoners, probationers, or parolees.
- b. Personal information in files maintained for employees, appointees, or elected officials of any public agency to the extent that disclosure would violate their right to privacy.³²
- c. Certain taxpayer information.
- d. Intelligence and investigative records compiled by investigative, law enforcement and penology agencies.
- e. Information revealing the identity of persons who are witnesses to or victims of crime or who file complaints with investigative, law enforcement, or penology agencies (other than the Public Disclosure Commission) if disclosure would be a danger to a person’s life, safety, or property. If at the time a complaint is filed the complainant, victim or witness indicates a desire for disclosure or nondisclosure, that desire shall govern.
- f. Test questions, scoring keys, and other examination data used to administer a license, employment, or academic examination.
- g. Certain real estate appraisals and documents prepared for the purpose of considering the selection of site or related to the acquisition, sale or lease of property.

³²Whether information is “personal” depends mainly on whether or not the information pertains to the public’s business versus the individual’s business. AGO 1973 No. 4. In Tacoma Public Library v. Woessner, 90 Wn. App. 205, 951 P.2d 357, rev. denied, 136 Wn.2d 1030 (1998), the court of appeals explained that the determination on whether this exemption applies focuses on whether the requested file contains personal information that is normally maintained for the benefit of employees, disclosure of which would “violate their right to privacy.” For example, records showing salaries, fringe benefits, and numbers of hours worked by named employees are not exempt, but private information such as employee non-public job evaluations, charitable contributions, private addresses, and phone numbers can be withheld to protect privacy. 90 Wn. App. at 218-223.

- h. Valuable formulae, designs, drawings, and research data obtained by any agency within five years of the request for disclosure when disclosure would produce private gain and public loss.
 - i. Preliminary drafts, notes, recommendations, and intra-agency memorandums in which opinions are expressed or policies formulated or recommended except that a specific record is not exempt when publicly cited by an agency in connection with any agency action. (Referred to as the “deliberative process” exemption.)
 - j. Records that are relevant to a controversy to which the agency is a party but which would not be available to another party under pre-trial court discovery rules.
 - k. Records of archeological sites.
 - l. Certain library information.
 - m. Financial information required in connection with prequalifying bidders on certain state contracts.
 - n. All applications for public employment including names, resumes, and other related information.
 - o. Residential addresses and residential telephone numbers, electronic mail addresses, social security numbers, emergency contact information of employees or volunteers of a public agency held in personnel records and other employment related records or volunteer rosters, or are included in any mailing list of employees or volunteers.
 - p. Residential addresses and telephone numbers of utility customers.
 - q. Credit and debit card numbers, electronic check numbers, and card expiration dates.
 - r. Information regarding the specific details that describe an alleged or proven sexual assault of a child victim under age 18 years, or the contact information of the of the alleged or proven victim. RCW 10.97.130.
- These exemptions are qualified, however. If a record contains both exempt and non-exempt information, the agency cannot withhold the entire record. Instead, the agency may redact only that portion of the record that falls within a specific exemption and must release the remainder. Mechling v. Monroe, 152 Wn. App 830, 853, 222 P.3d 808 (2009). Furthermore, when the reason for the exemption ceases, the records may lose their exemptions. For example, records which fall under the deliberative process exemption lose their exempt status once the policies or recommendations set forth in the records have been implemented. West v. Port of Olympia, 146 Wn. App 108, 192 P.3d 926 (2008). Also, real estate appraisals are no longer exempt when the acquisition or sale is abandoned or the property has been acquired or sold. RCW 42.56.260.
- 4. A law enforcement authority is prohibited from requesting disclosure of records belonging to a municipal utility unless the authority provides a written statement that it suspects the utility customer has committed a crime and the authority has a reasonable belief that the records could determine the truth of the suspicion. RCW 42.56.335.
 - 5. Information on concealed pistol licenses is exempt from disclosure except that such information may be released to law enforcement or corrections agencies.
 - 6. Medical Records – Public inspection and copying of health care information of patients is covered by chapter 70.02 RCW. That chapter generally provides that a health care provider, a person who assists as a health care provider in the delivery of health care, or an agent or employee of a health care provider may not disclose information about a patient to any other person without the patient’s written authorization. RCW 70.02.020. There are some exceptions to this rule, and, although not discussed here, these provisions may become applicable to cities and counties in some situations. See RCW 70.02.050.

RESPONDING TO RECORDS REQUESTS

Agencies are required to make their records available “promptly” on request. They must, within five business days of the request, either (1) provide the record, (2) provide a link to the specific page on the agency’s website where the records are located (unless the requestor notifies the agency that he or she cannot access records through the internet), (3) acknowledge the request and give an estimate of when the response will be made,³³ or (4) deny the request. They must give written reasons for denials of access or copies. There must be procedures for reviewing decisions denying requests. If a request is denied, the review of the denial is considered complete at the end of the second business day following the denial. RCW 42.56.520.

Agencies should adopt procedures to protect their records and prevent interference with agency functions. An agency may seek a court order to protect a particular record. RCW 42.56.540.

VIOLATIONS

A person whose request for inspection or copying is wrongly denied can sue on his or her own behalf. The lawsuit must be filed within one year of the agency’s claim of exemption or last production of a record. The court may order the record(s) be produced. The successful citizen is then entitled to be reimbursed for all costs of the suit, including a reasonable attorney’s fee, and will be awarded an amount which does not exceed \$100 per day for each day the request was denied.³⁴ The burden of proof is generally on the agency to justify its decision on the basis of a specific statutory exemption allowing for non-disclosure.³⁵

³³Reasons justifying additional time to respond include time needed to clarify the intent of the request, to locate and assemble information requested, to notify third persons and agencies affected by the request, or to determine whether any of the information is exempt. RCW 42.56.550. A person who believes the estimate of time required to respond is unreasonable may petition the superior court to have the agency justify the response time as reasonable. The burden of proof to show reasonableness is on the agency. RCW 42.56.550(2).

PRACTICE TIPS

For Local Government Success



These practice tips are intended to provide practical information to local government officials and staff about electronic records and requirements under the Public Records Act (PRA) ([chapter 42.56 RCW](#)) and records retention law ([chapter 40.14 RCW](#)). The tips are based on real-world experiences, as played out in our courts and otherwise.*
For more information and resources visit www.mrsc.org/opmapra.

Key Initial Point

In the context of these practice tips, it's important to keep in mind that the vast majority of records – including electronic records – that agencies deal with are public records. That said, it's also important to recognize that: (1) not all records prepared, owned, used, or retained by an agency are public records; and (2) not all public records have retention value.

Key Terms as Used in These Practice Tips

Electronic record: An electronic record (e-record) is a record you can access through an electronic device. E-records include documents, emails, voice messages, texts, tweets, instant messages, photos, and videos.

Electronic device: An electronic device (e-device) is any device you can use to access e-records. E-devices include desktop computers, laptops, smart phones, other cell phones, and tablets.

Remember These General Principles for Electronic Records

1. **Think *before* you "POUR."** Regardless of the e-device you use to create or access an e-record, if that e-record, no matter its form, is prepared, owned, used, or retained by the agency, relates to the conduct of government or the performance of any governmental or proprietary function, it's a public record. Remember, agencies act exclusively through their employees and officials. Thus, the work product you send (and receive) while acting in the scope of your employment – regardless of whether it resides on a personal device or an agency device – is a public record.
2. **Establish agency policies/procedures.** Agencies should adopt effective policies and/or procedures related to e-communications and e-devices, including appropriate use and retention requirements.
3. **Failure to comply can be costly.** Knowledge of, and compliance with, the rules that apply to production and retention of e-records and use of e-devices is essential, because even inadvertent mistakes can result in serious consequences for your agency.

What kind of consequences? If a PRA requester wins in court, an agency will be subject to daily penalties ranging from \$0-\$100 per day (the trial court decides the amount, and can impose penalties per day *and* per page), and the court will award attorney fees and costs to the requester. In the

context of records retention requirements, it's a felony to willfully and unlawfully destroy public records. Also, lack of compliance commonly leads to lost productivity because agency resources are diverted from other tasks to defend the agency's actions, as well as to a loss of public trust in the agency's commitment to open government. See, e.g., [RCW 42.56.550](#) (PRA penalties), [chapter 40.16 RCW](#) (injury to and misappropriation of a public record).

4. **Be aware of metadata.** Metadata is data about data, or hidden information, about e-records that's automatically created by software programs, and which describes the history, tracking, and/or management of an e-record. Metadata is subject to the PRA, but a requester must specifically ask for metadata for an agency to be required to produce it. See, e.g., *O'Neill v. City of Shoreline*, 170 Wn.2d 138, 147-52 (2010).

E-DEVICE Should I Use My Agency E-Device or My Personal E-Device for Agency Business?

It's best to use only agency-issued e-devices to conduct agency business. By doing so, you allow your agency to properly retain its public records and locate those records in response to a PRA request. Also, you eliminate the basis for a search of your personal e-devices in response to a PRA request (see below).

E-DEVICE But What If I Happen to Use a Non-Agency E-Device to Conduct Agency Business?

Preferred option: If agency staff and officials will be using e-devices to conduct agency business off-site and/or remotely, we recommend that your agency set-up a remote system that allows agency personnel to securely access the agency's network via non-agency devices.

Alternative option if your agency doesn't have such a remote access system: If you don't have the option of accessing your agency's system remotely as above described, it's critical to ensure that agency and non-agency e-records are easily distinguishable and not mixed together on your non-agency e-device. This can be done, for example, by keeping all of your agency related e-files in a separate folder.

But keep in mind ... If you use a non-agency e-device to conduct agency business, that device could be subject to a search in response to a PRA request.

E-DEVICE Don't I Have Privacy Rights Related to My Personal E-Devices?

Yes, but public employees and officials have no constitutional right to privacy in a *public* record. As an alternative to submitting your personal e-device to the agency for a responsive records search, you have the option of conducting your own search of your device. If you do conduct your own search, work with your agency's legal counsel on drafting a detailed affidavit describing the extent of your search and if personal records have been withheld, provide sufficient facts to show these records are not public records and, thus, not responsive.

TEXT MESSAGE Can I Send Agency-Related Text Messages from a Cell Phone or Smartphone?

Yes, remember that work-related texts sent and received by employees and officials when acting within the scope of their employment are a public record, even if located on a personal phone. If you use texting (or instant messaging) to conduct agency business, key considerations for you and your agency relate to who has custody and control of the record, and how to access and retain such records. Commonly, the service provider (e.g., phone company) will retain texts only for a limited time (e.g., 5-10 days).

Recommendation: If texting is used to conduct agency business, consider adopting and enforcing an agency policy that limits texting to those for whom it's truly necessary (e.g., for specified law enforcement and emergency management functions). The policy should address whether work-related texting is allowed from personal phones. If such texting is allowed on personal phones, the agency should have a plan for obtaining those public records. Consider investing in capture tools (i.e., software) to capture all texts on agency devices and retain those that have retention value.

EMAIL **Should I Use My Agency Email Account or My Personal Email Account for Agency Business?**

It's best to use only an agency-issued email account for agency business. Just like use of agency e-devices, use of agency email accounts allows your agency to properly retain its emails and locate them in response to a PRA request. This principle applies as well for other e-communications related to agency business (e.g., texts, instant messages, tweets).

But What If I Receive an Email on My Personal Email Account That Relates to Agency Business?

If this occurs, forward that email to your agency email account and advise the sender that you don't use your personal email address to conduct agency business, and to send any future agency-related emails to your agency email address.

But What If My Agency Doesn't Have Agency-Issued Email Accounts?

Urge your agency to establish an email system that allows the agency to assign individual addresses to each official and staff member. If the agency doesn't set up an agency email system, you should create a separate email account that's used solely for agency business (e.g., commissioner-jones@gmail.com, councilmember-robertson@msn.com).

And keep in mind ... If you use a non-agency email address/account, consult with your agency's public records officer and legal counsel to address issues such as determining how those records will be retained in compliance with records retention law, and how the records will be located and made available in response to a PRA request.

VOICE MAIL **Do I Have to Keep Voice Mail Messages?**

If a voice mail message relates to agency business and it has retention value, that message needs to be captured electronically and, if that's not possible, the content of the message needs to be saved in some other manner.

Recommendation: The agency should have a voice message system that allows it to capture voice mail messages electronically, such as through an integrated voice mail and email system, so all voice messages are created also as e-files that become part of the email system. If that's not possible, it's recommended that the agency save voice mail messages through some other means.

SOCIAL MEDIA **What Are Some Public Records Considerations Related to Social Media?**

Facebook and Twitter, for example, can be effective tools to connect with the public. But, if your agency is going to create social media accounts, public records considerations need to be thought through and addressed. Unless the agency is posting only secondary copies of agency records to, for example, the agency's Facebook page or Twitter feed, it's advisable to presume that all posts, comments, and tweets are public records and to consider how to manage posts and tweets, retain such records, and use software tools to capture those records.

Recommendation: Don't use your personal Facebook page, Twitter feed, or blog for agency business. It's advisable for agencies to have clear and enforceable policies regarding such activities. Also, if you're an incumbent elected official who is a candidate, don't mix your election activities with agency business.

DO'S AND DON'TS

For Local Government Success



These Do's and Don'ts are intended to provide summary guidance related to use of electronic records and electronic devices in compliance with the Public Records Act (PRA) ([chapter 42.56 RCW](#)) and records retention law ([chapter 40.14 RCW](#)). For a more thorough analysis of these issues, please review our related guide: *Electronic Records – PRA and Records Retention Practice Tips*, which can be found along with other information at www.mrsc.org/opmapra.

	Do	Don't
Agency Computer	Do use your agency computer to conduct agency business. This allows your agency to retain records appropriately and locate such records in response to a PRA request.	Don't delete records from your agency computer (or any computer) unless you're certain the records aren't public records, or the records are past their required record retention period . (If you have any doubt about deleting records, check with your agency's legal counsel.)
Personal Computers	Do use your personal computer to remotely access your agency's file server and email server (if your agency allows for such remote access).	Don't use your personal computer to conduct agency business unless you do so by accessing your agency's server(s) remotely. If that's not possible and you use your personal computer to conduct agency business, make sure that you: <ul style="list-style-type: none"> • Retain all public records with retention value; and • Provide those records to your agency so the agency can retain the records appropriately and make them available if a PRA request is made for such records.
Agency Email Account	Do use your agency email account to conduct agency business. This allows your agency to retain its records appropriately and to locate such records in response to a PRA request.	Don't delete emails sent or received from your agency email account unless you're certain the emails aren't public records, or the emails are past their required record retention period . (If you have any doubt about deleting emails, check with your agency's legal counsel.)

Personal Email Account	Do forward any agency-related emails received on your personal email account to your agency email account. Do instruct the sender that you don't conduct agency business via your personal email account(s), and to send all emails related to agency business to your agency email address.	Don't use your personal email account for agency business, unless your agency doesn't provide agency email accounts. If you must use a personal email account for agency business, set-up a unique email account solely for agency business, clearly segregate agency-related emails from personal emails, and provide all agency-related emails to your agency so those records can be retained appropriately and made available if a PRA request is made for such records.
Texting on Agency Devices and Personal Devices	Do follow your agency policy related to texting. If your agency doesn't have a policy, make sure you're retaining all agency-related text messages for their full retention period. If you send or receive agency-related text messages via a non-agency device, provide those messages to your agency so they can be retained appropriately and made available if a PRA request is made for such records.	Don't text in violation of your agency's policy. Don't use texting for agency-related business without a clear understanding of how those messages are being retained by the provider (e.g., phone company) and by your agency. Text messages, like emails, can be public records that must be retained by your agency. Such records need to be provided if responsive to a PRA request; this is true even for text messages on your personal phone.
Voice Mail Messages on Agency Phones and Personal Phones	Do, if possible, capture all agency-related voice mail messages through an integrated voice mail and email system. If that's not possible, save voice mails with retention value through other means.	Don't delete all agency-related voice mails once you have listened to them. Like email and text messages, voice mails can be public records that must be retained by your agency, and such records may need to be provided in response to a PRA request.
Agency Social Media	Do try to post only secondary copies of content on agency social media sites. That way, the agency won't have to separately retain all of the content of the social media sites. If that's not possible, your agency should consider purchasing software that captures and archives social media sites.	Don't set up and use an agency social media site, and don't edit and delete content on your agency's social media site(s), without complying with records retention and PRA requirements.
Personal Social Media	Do abstain from discussing agency business via your personal social media accounts. If you post or exchange agency-related communications via your personal site, make sure you comply with records retention and PRA requirements.	Don't conduct agency business via your personal social media site. Agency-related records can be public records, subject to retention requirements and the PRA, even if the records are located on your personal social media site. If you're an incumbent elected official who is a candidate, don't mix your election activities with agency business via use of social media.

*DISCLAIMER: These Do's and Don'ts are meant to provide summary tips related to use of electronic records and electronic devices in compliance with the PRA and the records retention law. The tips aren't intended to be regarded as specific legal advice. Consult with your agency's attorney about this topic as well.

6

Open Public Meetings Act

The days of backroom decisions made in smoke-filled rooms are over. Today, the public demands that the decisions reached by their officials occur in meetings open to the public, thus providing an opportunity for those decisions to be scrutinized and for the officials who have made them to be held accountable for their actions.

BASICS

Before 1971, this state had an “open meetings” law which was then codified as [chapter 42.32 RCW](#). It was ineffective, however, because it required only the “final” action of the council, board, or other body to be taken in public (such as the final vote on an ordinance, resolution, motion, or contract). The Open Public Meetings Act of 1971 (now [chapter 42.30 RCW](#)) made significant changes. Most importantly, it requires that *all* meetings of state and municipal governing bodies be open and public, with the exception of courts and the legislature.

Furthermore, a “meeting” generally includes any situation in which a majority (a quorum) of the council, board of commissioners, or other “governing body” (including certain kinds of committees) meets and discusses the business of that body. Social gatherings are expressly excepted, unless the body’s business is discussed at the gatherings. What follows is an outline of the 1971 Act, [chapter 42.30 RCW](#). For a more detailed treatment of the Open Public Meetings Act, see the MRSC publication, *The Open Public Meetings Act – How it Applies to Washington Cities, Counties, and Special Purpose Districts*.

OPEN PUBLIC MEETINGS ACT PURPOSE

The declared purpose of the Act is to make all meetings of the governing bodies of public agencies, even informal sessions, open and accessible to the public, with only minor specific exceptions.

1. The legislature intends that public agencies’ actions and deliberations be conducted openly. [RCW 42.30.010](#).
2. Meetings must be open and public; all persons must be allowed to attend unless otherwise provided by law. [RCW 42.30.030](#).

3. Ordinances, resolutions, rules, regulations, orders, and directives must be adopted at public meetings; otherwise they are invalid. [RCW 42.30.060](#).¹⁶
4. A vote by secret ballot at any meeting that is required to be open is also declared null and void. [RCW 42.30.060\(2\)](#).

The act must be liberally construed to accomplish its purpose. [RCW 42.30.910](#).

APPLICATIONS

The Act applies to all meetings of, among others:

1. All multi-member governing bodies of state and local agencies, and their subagencies. [RCW 42.30.020](#).

The days of backroom decisions made in smoke-filled rooms are over.

- a. “Subagency” means a board, commission, or similar entity created by or pursuant to state or local legislation, including planning commissions and others. [RCW 42.30.020\(1\)\(c\)](#).¹⁷
- b. “Governing body” includes a committee of a council or other governing body “when the committee acts on behalf of the governing body, conducts hearings, or takes testimony or public comment.” [RCW 42.30.020](#).¹⁸
- c. Certain policy groups representing participants who have contracted for the output of an operating agency’s (WPPSS’) generating plant. [RCW 42.30.020\(1\)\(d\)](#).

The Act does not apply to:

1. Courts or the state legislature. [RCW 42.30.020\(1\)\(a\)](#).
2. Proceedings expressly excluded by [RCW 42.30.140](#), namely:
 - a. Certain licensing and disciplinary proceedings.
 - b. Certain quasi-judicial proceedings that affect only individual rights; e.g., a civil service hearing affecting only the rights of an individual employee, and not the general public.
 - c. Collective bargaining sessions with employee organizations, including contract negotiations, grievance meetings, and discussions relating to the interpretation or application of a labor agreement; also, that portion of a meeting held during labor or professional negotiations, or grievance or mediation proceedings, to formulate strategy or to consider proposals submitted.
 - d. Generally, matters governed by the State Administrative Procedure Act ([chapter 34.05 RCW](#)).
3. Social gatherings, if no “action” (as defined in [RCW 42.30.020\(3\)](#)) is taken. [RCW 42.30.070](#). Note, however, the ensuing explanation of the term “action.”

KEY DEFINITIONS

“**Meeting**” means meetings at which “**action**” is taken. [RCW 42.30.020\(4\)](#).

“**Action**” means all transacting of a governing body’s business, including receipt of public testimony, deliberations, discussions, considerations, reviews, and evaluations, as well as “final” action. [RCW 42.30.010](#); [42.30.020\(3\)](#).

TWO KINDS OF MEETINGS

Regular Meetings¹⁹

1. Definition: A recurring meeting held according to a schedule fixed by statute, ordinance, or other appropriate rule.

¹⁷The term “subagency” does not include a purely advisory body unless it is legally required that its recommendations be considered by the parent body. AGO 1971 No. 33.

¹⁹[RCW 42.30.060-.075](#).

2. If the designated time falls on a holiday, the regular meeting is held on the next business day.
3. There is no statutory limitation as to the kind of business that may be transacted at a “regular” (as distinguished from “special”) meeting.

The Open Public Meetings Act itself does not require any special notice of a regular meeting. Other statutory enactments require municipal governing bodies to establish a procedure for notifying the public of all meeting agendas. RCW 35.27.300; 35.23.221; 35.22.288; 35A.12.160.²⁰ Additionally, agencies are to post their regular meeting agendas on their websites unless they do not have a website or they employ fewer than ten full-time equivalent employees. RCW 42.30.077.

Special Meetings²¹

1. Definition: Any meeting other than “regular.”
2. May be called by the presiding officer or a majority of the members.
3. Must be announced by written notice to all members of the governing body; also to members of the news media who have filed written requests for such notice. The notice of a special meeting:
 - a. Must specify the time and place of the meeting and the business to be transacted.²²
 - b. Must be delivered personally, by mail, by fax, or by e-mail 24 hours in advance.
 - c. Must be posted on agency's website, if any, so long as agency has at least ten full time employees and has a designated employee or contractor responsible for updating the website.

²⁰Failure to provide public notice of the preliminary agenda of a city council or board of county commissioners meeting and even of an item which is to be considered at the meeting may, in certain circumstances, invalidate action taken at that meeting. *Port of Edmonds v. Fur Breeders*, 63 Wn. App. 159, 166-67, 816 P.2d 1268 (1991). The notice given must fairly apprise the public of the action to be taken at the meeting.

²¹RCW 42.30.080.

²²Other business may be discussed but final action may be taken only on matters specified in the notice of the special meeting.

- d. May be waived by a member.
- e. Is not necessary in specified emergencies. See also RCW 42.30.070.

MEETING PLACE

1. As far as the Open Public Meetings Act is concerned, a meeting may be held at any place within or outside the territorial jurisdiction of the body unless otherwise provided in the law under which the agency was formed. RCW 42.30.070.²³ However, the meeting place should not be selected so as to effectively exclude members of the public. RCW 42.30.030.
2. The place of a special meeting must be designated in the notice. RCW 42.30.080.
3. In certain emergencies requiring expedited action, the meeting or meetings may be held in such place as is designated by the presiding officer and notice requirements are suspended. RCW 42.30.070 and 42.30.080.
4. An unintended meeting may occur by telephone or e-mail if a quorum of the body discusses a topic of business through an active exchange of information and opinions by telephone or e-mail.²⁴
5. Notice must be posted on the agency's website unless the agency does not have a website, has fewer than 10 full-time equivalent employees; or does not employ personnel whose job it is to maintain or update the website.

²³Note that the restrictions on holding city and town council meetings within the corporate limits were removed by the state legislature in 1994. However, all final actions on resolutions and ordinances must take place within the corporate limits of the city.

A board of county commissioners or county council must hold its regular meetings at the county seat. RCW 36.32.080. Also, based upon 2015 legislation (chapter 179, Laws of 2015) regular meetings may be held elsewhere in the county, no more than once a quarter, if doing so will increase citizen engagement in government. However, it may hold special meetings at some other location in the county “if the agenda item or items are of unique interest or concern to the citizens of the portion of the county in which the special meeting is to be held.” RCW 36.32.090.

²⁴See *Battle Ground School District v. Wood*, 107 Wn. App. 550, 27 P.3d 1208 (2001).

MEETING CONDUCT

1. All persons must be permitted to attend (RCW 42.30.030) except unruly persons as provided in RCW 42.30.050.
2. Attendance may not be conditioned upon registration or similar requirements. RCW 42.30.040. (The Act does not prohibit a requirement that persons identify themselves prior to testifying at hearings.)
3. In cases of disorderly conduct:
 - a. Disorderly persons may be expelled.
 - b. If expulsion is insufficient to restore order, the meeting place may be cleared and/or relocated.
 - c. Non-offending members of the news media may not be excluded.
 - d. If the meeting is relocated, final action may be taken only on agenda items. RCW 42.30.050.
4. Adjournments/Continuances (RCW 42.30.090-.100):
 - a. Any meeting (including hearings) may be adjourned or continued to a specified time and place.
 - b. Less than a quorum may adjourn.
 - c. The clerk or secretary may adjourn a meeting to a stated time and place, if no members are present, thereafter giving the same written notice as required for a special meeting.
 - d. A copy of the order or notice must be posted immediately on or near the door where the meeting was being (or would have been) held.
 - e. An adjourned regular meeting continues to be a regular meeting for all purposes.

EXECUTIVE SESSIONS

1. Definition (as commonly understood): That portion of a meeting from which the public may be excluded.

2. Permissible When:²⁵

- a. To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price;
- b. To consider, if in compliance with any required data security breach disclosure under RCW 19.255.010 and 42.56.590, and with legal counsel available, information regarding the infrastructure and security of computer and telecommunications networks, security and service recovery plans, security risk assessments and security test results to the extent that they identify specific system vulnerabilities, and other information that if made public may increase the risk to the confidentiality, integrity, or availability of agency security or to information technology infrastructure or assets
- c. To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price. However, final action selling or leasing public property must be taken in a meeting open to the public;
- d. To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs;
- e. To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or meeting open to the public must be conducted upon such complaint or charge;
- f. To evaluate the qualifications of an applicant for public employment or to review the

²⁵The listing of matters for which a local governing body may meet in executive session includes here only those that such a body would address. There are others identified in the statute (e.g., financial and commercial information supplied by private persons to an export trading company) not identified here.

performance of a public employee.²⁶ However, “[except when certain exempted labor negotiations are involved], discussion by a governing body of salaries, wages, and other conditions of employment to be generally applied within the agency shall occur in a meeting open to the public . . .” Furthermore, the final action of hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, must also be taken in an open public meeting;

- g. To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;
- h. To discuss with legal counsel representing the agency matters relating to: agency enforcement actions; or litigation or potential litigation to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency. RCW 42.30.110(1).
- i. Public hospitals may conduct executive sessions regarding staff privileges and quality improvement, similar to the authority granted to public hospital districts. Meetings concerning the granting, denial, revocation, restriction, or other consideration of the clinical staff privileges of a health provider are confidential and may be conducted in executive session. Final action, however, must be taken in public. Meetings, proceedings and deliberations of a quality improvement committee of a public hospital and all meetings, proceedings, and

²⁶A 1985 amendment (chapter 366, Laws of 1985), together with some contemporaneous circumstances (See AGO 1985 No. 4), raised a question as to whether or not this section continued to allow executive sessions to review applications for appointive public offices that are not also employee positions, or the performance of such appointees, as distinguished from “public employment” or “employees”. However, attorneys for many public agencies, including members of the attorney general’s staff, take the position that the Act continues to allow executive sessions for those purposes. (Memorandum to MRSC’s general counsel from Senior Assistant Attorney General Richard M. Montecucco, dated March 15, 1990.)

deliberations to review the activities of a quality improvement committee may, at the discretion of the governing body of the hospital, be confidential and conducted in executive session. RCW 42.30.110(1).

Potential litigation is defined as being matters protected under the attorney-client privilege and as either: specifically threatened; reasonably believed and may be commenced by or against the agency, the governing body, or a member acting in an official capacity; or as litigation or legal risks of a proposed action or current practice that the agency has identified when public discussion of the litigation or legal risks is likely to result in an adverse legal or financial consequence to the agency. The mere presence of an attorney at a session does not in itself allow the meeting to be held as an executive session.²⁷

3. Conduct of Executive Sessions:

- a. An executive (closed) session must be part of a regular or special meeting. RCW 42.30.110.²⁸
- b. Before convening an executive session, the presiding officer must publicly announce the purpose for excluding the public and the time when the executive session will conclude. The executive session may be extended by announcement of the presiding officer. RCW 42.30.120(2).
- c. Final adoption of an “ordinance, resolution, rule, regulation, order or directive” must be done in the “open” meeting. RCW 42.30.120.

4. Improper Disclosure of Information Learned in Executive Session:

- a. It is the clear intent of the provisions relating to executive sessions that information learned in executive session be treated as confidential. However, there is no specific sanction or penalty in the Open Public Meetings Act for disclosure of information learned in executive session.

²⁷RCW 42.30.110(1)(i).

²⁸There is no prohibition against holding a special meeting solely to consider one or more subjects in executive session, but the subject matter must be identified at least in general terms in the meeting notice; e.g., “to consider a building site,” or “to consider applicants for employment.” RCW 42.30.080.

- b. A more general provision is provided in RCW 42.23.070 prohibiting disclosure of confidential information learned by reason of the official position of a city officer. This general provision would seem to apply to information that is considered confidential and is obtained in executive sessions.

MINUTES

1. Minutes of regular and special meetings must be promptly recorded and open to public inspection. (The statute does not specify any particular kind of “recording.”) RCW 42.32.030.
2. No minutes are required to be recorded for executive sessions. If minutes are kept for an executive session, be aware that there is no categorical exemption for executive session minutes under the Public Records Act. (The Public Records Act is discussed in the next chapter.)

VIOLATIONS

1. Ordinances, rules, resolutions, regulations, orders, or directives adopted or secret ballots taken, in violation of the Act, are invalid. RCW 42.30.060. Agreements negotiated or adopted in closed meetings held in violation of the act also may be invalid. *Mason County v. PERC*, 54 Wn. App. 36, 40-41, 771 P.2d 1185 (1989). (But see footnote 19, supra, regarding collective bargaining and related matters.)

2. A member of a governing body who knowingly participates in violating the Act is subject to a \$500 civil penalty for the first violation and \$1,000 for a subsequent one. RCW 42.30.120.
3. Mandamus or injunctive action may be brought to stop or prevent violations. RCW 42.30.130.
4. Any person may sue to recover the penalty or to stop or prevent violations. RCW 42.30.120-.130.
5. A person prevailing against an agency is entitled to be awarded all costs including reasonable attorneys’ fees. However, if the court finds that the action was frivolous and advanced without reasonable cause, it may award to the agency reasonable expenses and attorney fees. RCW 42.30.120(2).
6. A knowing or intentional violation of the Act may provide a legal basis for recall of an elected member of a governing body, although recall is not a penalty under the Act.²⁹

What Constitutes a Serial Meeting under the OPMA?

November 23, 2020 by [Oskar Rey](#)
Category: [Open Public Meetings Act](#)



The concept of “serial,” “rolling,” or “chain” meetings under the Washington [Open Public Meetings Act](#) (OPMA) is not new, but the dangers of serial meetings that violate the OPMA have expanded over time with the advent of new forms of communication. This blog article will review the basics of serial meetings and recent developments in case law.

A serial meeting occurs when a majority of members of a governing body have a series of smaller

gatherings or communications that results in a majority of the body collectively taking action even if a majority is never part of any one communication. Such a meeting violates the OPMA because it amounts to taking “action” — as defined in [RCW 42.30.020\(3\)](#) — outside an open meeting. Serial meetings can occur with or without technology, but the range of communication options available nowadays to members of a governing body increases the risk.

The Basics of Serial Meetings

One of the earliest cases addressing serial meetings is [Wood v. Battle Ground Sch. Dist.](#), 107 Wn. App. 550, 27 P.3d 1208 (2001), which involved a five-member school district board. Shortly after three newly elected board members took the oath of office, they exchanged a series of emails between themselves and the other two members about the superintendent’s job performance. The Court of Appeals noted that the emails involved the active exchange of information and opinions between members as opposed to the “mere passive receipt of information,” which, by itself, would not be a violation of the OPMA.

Under [RCW 42.30.120](#), a member of a governing body who knowingly violates the OPMA is subject to a civil fine of \$500 for the first violation and \$1,000 for each violation thereafter. In *Wood*, the court noted that although the defendants submitted declarations stating they did not know their emails violated the OPMA, at least one member raised OPMA concerns in the emails themselves. It should be noted that *Wood* was decided before the adoption of OPMA training requirements for elected officials in [RCW 42.30.205](#).

The Washington Supreme Court later confirmed that a serial meeting requires a “collective intent to meet” by the participants in the case *Citizens Alliance v. San Juan County*, 184 Wn.2d 428, 359 P.3d 753 (2015). The court found that an email and telephone exchange that included a majority of county commissioners was not a violation of the OPMA when there was no indication that the commissioners were aware that the communications included a majority of the governing body.

Concerns about serial meetings arise when the communications, viewed as a whole, are between a majority of the governing body and amount to action under the OPMA. A more recent case, *City of Seattle v. Kaseburg*, 13 Wn. App. 2d 322, 467 P.3d 115 (2018), clarifies that communications between individual councilmembers and members of the broader community do not trigger serial meeting concerns. Since these were emails between individual councilmembers and the public, there was no evidence in *Kaseburg* that a majority of the governing body communicated with each other or took action outside an open public meeting.

Serial Meetings over Multiple Forms of Communication

In September 2020, the Washington Court of Appeals decided *Egan v. City of Seattle*, 471 P.3d 899 (2020), a case that illustrates the potential complexity of serial meeting scenarios. In *Egan*, the plaintiffs alleged that the repeal of a recently-adopted employee head tax violated the OPMA because the decision to do so was the result of a serial meeting.

The case details over two dozen communications between individual councilmembers as well as city staff during a three-day period leading up to repeal of the head tax. Those communications included:

- In-person meetings,
- Emails,
- Phone calls,
- Text messages, and
- Distribution of hard copies of a draft press release regarding repeal of the head tax.

In addition, as part of its opinion, the court included a copy of a vote tally sheet prepared by an aide to one of the councilmembers.

The court found that the in-person meetings, e-mails, phone calls, and text messages between and among the city council members could constitute a “meeting” under the OPMA *if* there was evidence that at least five members (a majority of the nine-member Seattle City Council) participated in and were aware that four others were participating in conversations about repealing the head tax. Under this test, none of the communications during the first two days constituted a “meeting” because there was no quorum participating in any of these communications and no evidence that any councilmember was aware of the communications between other councilmembers and with members of the mayor’s staff.

However, the press release issued on the third day raised the possibility there was a serial meeting in violation of the OPMA. A draft of the release reviewed and agreed to by seven of the nine councilmembers stated:

We heard you. It is time to hit reset. This week, instead of prolonging a fight, we are moving forward with legislation to repeal the current tax on large businesses to address the homelessness crisis – this bill has the support of a majority of the City Council. [emphasis added]

The final press release did not contain the underscored language — it may have been removed on advice of legal counsel. At any rate, the court found that prior agreement between members on how they will vote is “action” under the OPMA, stating:

We thus conclude if a quorum of a legislative body, such as the city council, collectively commits or promises to each other to vote — as a group — in favor of or in opposition to a piece of pending legislation at a future public meeting, then such a commitment may be evidence that a majority of the body attended a “meeting” with the collective intent to take an “action” in violation of the OPMA.

The court remanded the case for further proceedings on whether there was a collective decision to vote on the head tax repeal outside a public meeting.

The Role of the Public Records Act and the Importance of Open Government Training

The [Public Records Act](#) (PRA) is a powerful tool when members of the public believe that a governing body has taken action in violation of the OPMA. Officials subject to the OPMA need to be aware that their written and electronic communications relating to agency business are public records and will be subject to disclosure under the PRA unless a specific exemption applies.

Using personal devices or accounts to exchange information with other members of the governing body will not cloak such communications from public view. Washington courts have [established procedures](#) by which public records on personal devices or accounts may be retrieved and disclosed.

We live in a world where the options for communicating are increasing rapidly. Social media is prevalent, as are applications such as Slack, and platforms such as Zoom, Microsoft Teams, and GoToMeeting. During a pandemic in which in-person meetings are restricted or prohibited, these forms of communications have become central to how we talk to one another. As a result, understanding the requirements of the OPMA is of vital importance.

MRSC has additional information on OPMA-related training and avoiding OPMA violations:

- [OPMA and PRA Training Requirements for Government Officials.](#)
- [Tips for Avoiding OPMA Violations.](#)
- [You've Been Elected, Now What?](#)

MRSC is a private nonprofit organization serving local governments in Washington State. Eligible government agencies in Washington State may use our free, one-on-one [Ask MRSC service](#) to get answers to legal, policy, or financial questions.



About Oskar Rey

Oskar Rey has practiced municipal law since 1995 and served as Assistant City Attorney for the City of Kirkland from 2005 to 2016, where he worked on a wide range of municipal topics, including land use, public records, and public works. Oskar is a life-long resident of Washington and graduated from the University of Washington School of Law in 1992.

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PRACTICE TIPS

For Local Government Success



These practice tips are intended to provide practical information to local government officials and staff about electronic communications and requirements under the Open Public Meetings Act (OPMA), **chapter 42.30 RCW**. Electronic communications between members of an agency’s governing body can implicate the OPMA, and these practice tips will help guide you in identifying and addressing key issues in this regard.* *For more information and resources visit www.mrsc.org/opmapra.*

An Email Exchange Can Constitute a Meeting

If you, as a member of the governing body (e.g., city council, board of commissioners, planning commission), communicate with other members of the governing body by email, keep in mind that email exchanges involving a majority of members of the governing body can constitute a “meeting” under the OPMA. This principle also applies to text messaging and instant messaging.

What types of email exchanges can constitute a meeting? If a majority of the members of the governing body takes “action” on behalf of the agency through an email exchange, that would constitute a meeting under the OPMA. Note that taking “action” under the OPMA can occur through mere discussion of agency business, and that any “action” may be taken only in a meeting open to the public. The participants in the email exchange don’t have to be participating in that exchange at the same time, as a “serial” or “rolling” meeting can occur in violation of the OPMA. However, the participants must collectively intend to meet to conduct agency business.

1

Recommendations: As a member of the governing body, consider the following tips to avoid potential OPMA violations:

- Passive receipt of information via email is permissible, but discussion of issues via email by the governing body can constitute a meeting.
- An email message to a majority or more of your colleagues on the governing body is allowable when the message is to provide only documents or factual information, such as emailing a document to all members for their review prior to the next meeting.
- If you want to provide information or documents via email to a majority of members of the governing body, especially regarding a matter that may come before the body for a vote, have the first line of the email clearly state: “For informational purposes only. Do not reply.”
- Unless for informational purposes only, don’t send an email to all or a majority of the governing body, and don’t use “reply all” when the recipients are all or a majority of the members of the governing body.
- Alternatively, rather than emailing materials to your colleagues on the governing body in preparation for a meeting, have a designated staff member email the documents or provide hard copies to each member. It’s permissible, for example, for a staff member to communicate via email with members of the governing body in preparation for a meeting, but the staff member needs to take care not to share any email replies with the other members of the governing body as part of that email exchange.

2

Phone Calls and Voice Messages Can Constitute a Meeting

As with email exchanges, if a majority of the members of the governing body is taking "action" (see above) on behalf of the agency through phone calls or a voice mail exchange, that would constitute a meeting. Such a "telephone tree" occurs, for example, when members call each other to form a majority decision. As above, the calls and messages can constitute a serial or rolling meeting if the members collectively intend to meet and conduct agency business.

3

Key Consideration Related to Conferring to Call a Special Meeting

Under [RCW 42.30.080](#), a special meeting (in contrast to a regular meeting) may be called at any time by the presiding officer of the governing body or by a majority of the members of the governing body. In order to give effect to this authority granted under [RCW 42.30.080](#), we believe it's permissible for a majority of the members of the governing body to confer outside of a public meeting for the sole purpose of discussing whether to call a special meeting. This includes conferring for that purpose via phone, email or other electronic means.

4

Use of Social Media Can Implicate the OPMA

Question: If members of the governing body use social media (e.g., through a Facebook page or Twitter feed) to host a discussion about issues related to the agency, and the discussion includes comments from members of the governing body, could that violate the OPMA?

Answer: If the discussion includes comments from a majority of the members of the governing body, that discussion could constitute a public meeting under the OPMA. There's no authority under the OPMA regarding what would constitute adequate public notice – if that's even possible – for this kind of virtual meeting, so it's best to avoid this type of discussion on social media.

Recommendation: Social media can be an effective tool to solicit comments from the public, but social media shouldn't be used by your agency's governing body to collectively formulate policy.

5

Failure to Comply with the OPMA Can Be Costly

Violation of the OPMA can result in personal liability for officials who knowingly violate the OPMA and in invalidation of agency actions taken at a meeting at which an OPMA violation occurred. Attorney fees and court costs are awarded to successful OPMA plaintiffs. OPMA violations can also lead to a loss of public trust in the agency's commitment to open government.

*DISCLAIMER: These practice tips are meant to provide practical information to local government officials and staff about electronic records and requirements under the OPMA. The tips aren't intended to be regarded as specific legal advice. Consult with your agency's attorney about this topic as well.

May 2016

Use of Electronic Devices During Council/Commission Meetings

June 23, 2017 by [Jim Doherty](#)

Category: [Open Public Meetings Act](#) , [Public Records Act](#)



It seems that everybody is always looking at a screen or sending messages these days, sometimes using a smartphone, a notebook computer, or tablet—what's the big deal?

When councilmembers or commissioners who are participating in an open public meeting get lost in their screens they might be: violating the OPMA; about to get the agency involved in a PRA issue; distracted by the latest game app; or sending

messages using social media. Or, quite possibly, the councilmember/commissioner might be very attentive to the discussion or issue at hand and reviewing relevant documents online. Here's the issue: the other people in the room have no idea whether those looking at their screens are tuned in, tuned out, or violating the law, and that can be a problem.

Violations of the Open Public Meetings Act (OPMA)

If people on the legislative body are sending electronic messages between themselves regarding the issue under discussion, then that violates the OPMA because those present have a right to listen to the discussion.

If someone on the legislative body is communicating with people not in the room regarding the issue under discussion, that is certainly rude but might also be violating at least the spirit of the OPMA because their role is to be discussing the issue with their fellow councilmembers/commissioners, not with their social media friends or twitter followers.

Public Records Act (PRA) Issues

If a councilmember or commissioner is sending messages regarding the public issue being discussed, then those messages are public records and can be requested by any member of the public, even if the messages are being typed on a personal smartphone or personally owned computer. Those records might show that the OPMA is being

violated or might show that the councilmember or commissioner is involved in totally personal business and is ignoring the matter at hand. For example, A PRA request in one city revealed that a councilmember was involved in a series of very personal and embarrassing emails with a girlfriend.

What Can a Public Agency Do To Avoid Problems?

Adopt a policy. Let all members of the legislative body and the public know the rules. Here are some examples of policies adopted by jurisdictions here in Washington State.

The Spokane Valley Governance Manual includes the following:

Councilmembers shall avoid accessing any electronic message during Council meetings. Accessing such communication could be construed as receiving public comment without the benefit of having the citizen in person to address their concerns. Likewise, Councilmembers shall avoid browsing the Internet on non-City business during Council meetings in order that Council's full attention can be given to the topic at hand.

The Burien City Council Meeting Guidelines include this:

Councilmembers may post to social media and participate in online forums, but Councilmembers should refrain from the following:

1. Posting and/or sending electronic communications while a Council meeting is in session (during a break in the Council meeting, this Item No. 1 of these Standards of Conduct will not apply);
2. Engaging in communications via social media or online forums with other Councilmembers in violation of the Open Public Meetings Act;
3. Posting, sending or reading communications regarding quasi- judicial issues via or to social media, where the Council acts in a manner similar to a judge; and
4. Posting or sending communications via or to social media that discuss matters that are attorney-client privileged or that are still confidential Executive Session matters.

And, finally, C-TRAN's Board of Directors Conduct Policy includes the following:

Board Members shall not send or receive electronic communications concerning any matter pending before Board during a Board Meeting.

Board Members shall not use electronic communication devices to review or access information regarding matters not in consideration before Board during a Board Meeting.

To ensure focus on the discussions during meetings, Board Members should only use the internet during meetings to access Board agenda packet information, board resource documents, including but not limited to Board Policies, C-TRAN Bylaws, Robert's Rules of Order, or other research relevant to the discussion.

In deference to the Board meeting at hand, Board Members should make every effort to refrain from sending or receiving electronic communication of a personal nature during Board Meetings, though it may sometimes be necessary to send or receive very urgent/emergency family or business communications during meetings.

Does your jurisdiction have a policy regarding use of electronic devices during council or board meetings? Should you have a policy? More and more people are becoming addicted to their online screens and communications, but there is a time and place for everything. If the person chairing the meeting becomes aware that one of the participants is distracted by something off-topic on their device, they should be admonished to get back on track.

Be polite, be lawful, and don't be the subject of a news item relating to inappropriate use of electronic communications.

Questions? Comments?

If you have questions about use of electronic devices during public meetings, or other local government issues, please use our [Ask MRSC form](#) or call us at (206) 625-1300 or (800) 933-6772. If you have comments about this blog post or other topics you would like us to write about, please email me at jdoherty@mrsc.org.

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About Jim Doherty

Jim had over 24 years of experience researching and responding to varied legal questions at MRSC. He had special expertise in transmission pipeline planning issues, as well as the issues surrounding medical and recreational marijuana. He is now retired.

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