



**APPROVED Meeting Minutes**  
**Special Board of Directors Meeting – Joint Discussion with Port Townsend City Council**  
**Fort Worden Public Development Authority (FWPDA)**  
**Monday, March 15th, 2021**  
**Via Zoom (Remote Meeting Per Governor Inslee’s Proclamation 20-28)**

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*The meeting recording and agenda materials are available on the public documents page of the FWPDA website: [www.fortworden.org/category/pda-documents/](http://www.fortworden.org/category/pda-documents/)*

**Special FWPDA Board Meeting – Joint Discussion with Port Townsend City Council**

**I. PDA Call to Order: 7:22 p.m.**

The FWPDA’s Special Board Meeting was held within the Port Townsend City Council’s March 15<sup>th</sup> business meeting. The purpose of the joint meeting was to have a public discussion about the FWPDA’s reorganization and the proposed City Ordinance 3262 amending Chapter 2.84 of the Port Townsend Municipal Code. The March 15<sup>th</sup> meeting was a remote 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 via email to the campus partner mailing list and other stakeholders.

**II. Roll Call/Introductions**

Fort Worden PDA Board Members: Norm Tonina, Todd Hutton, Jeff Jackson, Herb Cook, Terry Umbreit, Lela Hilton, Gee Heckscher, Cindy Finnie, Jane Kilburn

FWPA Staff: Interim Executive Director David Timmons

City Council: Pamela Adams, David Faber, Amy Howard, Monica MickHager, Owen Rowe, Michelle Sandoval, Ariel Speser

City Staff: City Manager John Mauro, City Attorney Heidi Greenwood, City Clerk Joanna Sanders

**III. Joint Discussion with the Fort Worden Public Development Authority on its Restructuring and Ordinance 3262 Relating to the Fort Worden Lifelong Learning Center Public Development Authority; Amending Chapter 2.84 of the Port Townsend Municipal Code**

Mayor Sandoval pointed out some of the public misperceptions about the Fort Worden Public Development Authority (PDA) and reviewed the challenges as a result of COVID-19 for which the PDA has tried to find solutions. She outlined that a state auditor review would address concerns of financial improprieties and that the City wants to see the PDA succeed. City Manager John Mauro spoke about the City's involvement and coordination to ensure the right balance of oversight.

The following individuals provided written comment (the Clerk read the comments into the record): Robert Gray urged that any agreements between the City and the PDA include annual audit requirements for the nonprofits as well as reporting on the progress of lifelong learning.

Mark Blatter spoke about concerns on the reorganization.

Interim Executive Director David Timmons gave a detailed presentation on how the PDA has responded to the crisis. He reviewed the financial condition, recommended code changes as well as board reorganization, and the support being requested of the City. Packet materials provided by the PDA included a Frequently Asked Questions document and memorandum.

The PDA board spoke about many financial gains thanks to City contributions, the Board's hard work in fundraising, and the challenging times the PDA has experienced. There was emphasis on the importance of having a board that understands the complex nature of the enterprise and concerns that difficulties might arise in finding new Board Members in a structure where the City has more authority and oversight and yet the PDA maintains responsibility. There were cautions about making the recommended code language changes as written without further consideration of that oversight. It was noted that the PDA self-reported financial irregularities to the State Auditor and addressed personnel issues. In addition, the PDA was responsive in addressing the public and council concerns about improved financial reporting to the City.

Council comments and questions were about the PDA's recommendations for a Board reorganization and what support is being requested on securing the loans. Mayor Sandoval urged that oversight mechanisms be put in place between the PDA executive director and the Board so the Board is aware of City requests for reporting. Mr. Timmons acknowledged that transparency mechanisms are needed, including how the PDA is fulfilling its mission for lifelong learning. Mr. Hutton talked about the important role of Fort Worden Collaborative to work with the PDA on refining its business practices and spoke about the difficulties in defining lifelong learning.

#### **IV. Adjourn**

The joint discussion/special PDA board meeting adjourned at 9:17 p.m.