Board of Directors Meeting Agenda
Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)
Wednesday, July 28, 2021 | 9 a.m.
Via Zoom (Remote Meeting Per Governor Inslee’s Proclamation 20-28.15)

GUEST ACCESS:
To join the webinar by computer/web:
https://zoom.us/j/92063563699?pwd=V29UTzQwT0FNaTVHMy9UTU84eC9LUT09

Phone only dial: 1+253-215-8782
Meeting ID: 920 6356 3699 [No Participant ID – #]
Passcode if needed: 649393

*9 to raise hand to speak

Public Meeting Agenda

I. Call to Order

II. Roll Call/Introductions
   NOTE: Staff will lead board through Roll Call/Brief Introductions (up to 2 min each.)

III. Nominations and Appointments of Board Officer Positions
   NOTE: Action Items. Staff will lead Chair nomination; Chair will lead other officer nominations. Board will consider whether term lengths as assigned should be revised.
   A. Staff Report & Board Discussion
      • Officer Nominations (Chairperson, Vice Chairperson, Treasurer, and Secretary)
      • Term Revisions

IV. Consent Agenda
   NOTE: The minutes are provided for customary board consideration and approval, recognizing that current board members were not in place for the June 30th meeting. Minutes have been compared to the meeting recording and vetted by Executive Director. Consideration of July accounts payables has been moved to the Finance Reports for this meeting to allow for discussion with new board.
   A. Review and approval of the June 30th 2021 special board meeting minutes
      Action: Motion to approve the June 30th 2021 special board meeting minutes

V. Public Comment

VI. Overview of FWPDA Requirements & Guidelines
   NOTE: No action planned. These topics and related documents are provided as an overview of primary orientation materials about the FWPDA. Additional orientation training is in process.
   A. Staff Overview & Board Discussion
      • Authorization for PDAs (John Watts, FWPDA Counsel)
      • Overview of City Code and FWPDA Bylaws (David Timmons, Executive Director)
• Code of Ethics and Open Public Meetings Act & Public Records Act Requirements
  *(Joan Rutkowski, Public Records Officer)*
• Mission & Obligations *(David Timmons, Executive Director)*
  o 2008 FW State Park Long Range Development Plan – Excerpt
  o Overview of State Parks Lease – Excerpt
  o Board-adopted FWPDA Mission & Values (2014)
  o Lifelong Learning Center/Campus Partners

VII. **Overview of Board Member Responsibilities**

*NOTE: No action planned. These topics and related documents are provided as an overview of primary orientation materials related to board members’ immediate responsibilities.*

A. Staff Overview & Board Discussion *(David Timmons, Executive Director)*
  • Board Member Job Description *(in earlier Board application materials)*
  • Resolution 21-06 Re Material Completion of Transition Objectives
  • Executive Director’s “Board of Directors Objectives” from January 2021/Reorganization Plan

VIII. **Accountability Audit Update**

*NOTE: No action planned.*

A. Staff Report & Board Discussion

IX. **Debt Service Update**

*NOTE: No action planned.*

A. Staff Report & Board Discussion
  • Prior Approved Resolutions & Debt Schedule

X. **Finance Reports**

A. Staff Reports & Board Discussion
  • Review and approval of July Accounts Payables
    *Action*: Motion to approve the July Accounts Payables
  • Hospitality Business on the Books Update
  • 2021 Profit & Loss and Cash Flow Statements
  • 2018 and 2019 Annual Reports Submitted to State Auditor’s Office (2021)

XI. **Resolution 21-07 Re Account Signers Update**

A. Staff Report & Board Discussion
  *Action*: Motion to approve Resolution 21-07 authorizing signers for FWPDA checking and savings accounts with First Federal Savings & Loan

XII. **Fort Worden Hospitality Status Update**

*NOTE: No action planned. Resolution 21-03 provided as history of process.*

A. Staff Reports & Board Discussion

XIII. **Next Meeting, Schedule & Agenda Items: August 25th (tentative) and September 22nd (scheduled)**

*NOTE: The adopted schedule for 2021 is provided with updates showing special meetings and cancellations. The Board may want to consider timing, meeting in August, and upcoming agenda topics.*

A. Board Discussion

XIV. **Public Comment**

XV. **Adjourn**
SUMMARY STATEMENT: The City chartered the Fort Worden Public Development Authority (PDA) in 2008. The PDA is charged with managing, promoting, developing, securing funding and enhancing the Fort Worden State Park (Park), including implementing and partnering to implement a Lifelong Learning Center at the Park as envisioned in the Fort Worden Long-Range Plan (2008) adopted by the Washington State Parks and Recreation Commission. The PDA is governed by Chapter 35.21 RCW, Chapter 2.84 PTMC, and its charter. At the April 14, 2021 City Council business meeting, and after extensive conversations with the Fort Worden PDA, the City Council approved modifications of Chapter 2.84 to enhance the City’s oversight role of the PDA.

As discussed with the PDA over many months, the board was expected to resign. In anticipation, a multi-agency nominating committee met to consider new board candidates to recommend to the Mayor with City Council concurrence per Chapter 2.84. The previous board resigned this past month and the nomination committee has been receiving, vetting and interviewing possible board candidates since early June.

The nomination committee consists of five members, including a representative from the partner organizations delivering on the Fort Worden lifelong learning mission, the Fort Worden PDA Executive Director (Interim), a PDA board member, a representative from Washington State Parks and the City Manager. The nominating committee sought qualified and dedicated board members to serve during a particularly dynamic time in the history of the organization, with a critical focus on building and stewarding financial sustainability and community trust and confidence. The board position is voluntary/unpaid and there is no residency requirement.
The PDA board member job description, including responsibilities, expectations and qualifications can be found in Attachment 1. The role was advertised and promoted in the local paper, the City website, community radio and social media. Criteria for board member evaluation included:

- Demonstrated skills as a team player and team builder, including working gracefully and collaborative through challenge and disagreement, active listening, inclusion and appreciation for different perspectives, and ability to compromise and see the long game
- Diversity of background
- Leadership experience in change management
- Experience crafting and delivering crisis communication and robust community engagement
- Experience or background in organizational development and/or strategic planning
- Passion for Fort Worden State Park, with an understanding of the past and current challenges facing the sustainability of the Park

Ten candidates formally applied. With consideration of qualifications as well as complementary and balanced skillsets and experience, the nomination committee unanimously recommends the following group of seven candidates to the Mayor and Council:

- Brad Mace
- Celeste Tell
- David King
- Eva Webber
- John Begley
- Rodger Schmitt
- Victoria Brazitis

ATTACHMENTS:
1. Fort Worden PDA Board Member Job Description
2. Applicant Submittals

CITY COUNCIL COMMITTEE RECOMMENDATION: N/A

RECOMMENDED ACTION: Move to approve the appointment of Brad Mace (Position 1, one-year term expiring 10/24/22), Celeste Tell (Position 2, one-year term expiring 10/24/22), David King (Position 3, two-year term expiring 10/24/23), Eva Webber (Position 4, two-year term expiring 10/24/23), John Begley (Position 5, three-year term expiring 10/24/24), Rodger Schmitt (Position 6, three-year term expiring 10/24/24), Victoria Brazitis (Position 7, three-year term expiring 10/24/24) to the Fort Worden Lifelong Learning Center Public Development Authority Board.

ALTERNATIVES:
☒ Take No Action ☐ Refer to Committee ☒ Refer to Staff ☒ Postpone Action
☐ Remove from Consent Agenda ☐ Waive Council Rules and approve Ordinance _____
FWPDA Board of Directors Job Description and Expectations

Job Description Summary

The FWPDA Board of Directors governs the affairs of the Authority. The Board oversees the activities of the PDA, establishes and implements policy, participates in matters prescribed by City ordinance and stewards management of all corporate affairs. The Board of Directors ensures that the PDA operates in a legal, ethical, transparent, collaborative and professional manner. The Board must comply with the Port Townsend Municipal Code (PTMC), particularly Chapters 2.80 and 2.84 PTMC, and companion Charter that established the FWPDA. For instance, as agents of the City of Port Townsend, the Board must comply with the Open Public Meetings Act, the Public Records Act, and RCW 35.21.759. The Board also appoints and collectively directs an Executive Director who, among other activities, supervises administrative affairs, appoints and removes employees, prepares and submits reports and budgets and implements programs and projects.

At this particular point in the history of the Fort Worden PDA, service on the Board is critically important to manage through major challenges and dynamic change and help restore community and partner trust and confidence in the PDA. This transition is anticipated to be of short-term duration but of high-intensity effort. Thus, it is expected that the next board term will be of a shorter duration (1-2 years) than previous 3-year terms. While a broad mix of skillsets are still desirable, the tighter focus of the PDA (now with a hospitality non-profit spun off) and the emphasis on trust-building and collaboration places a greater focus on Board members with honed soft-skills who can work together through crisis to stabilizing the PDA.

Significant near-term governance topics and decisions include but are not limited to:

- Financial sustainability and viability of Fort Worden State Park
- Establishment and start-up of a hospitality non-profit arm
- Consideration, planning and action on significant asset management and capital maintenance needs
- Transition planning and preparation for the next Executive Director
- Finalization of long-term tenant/partner leases and possible amendments to the Master Lease with State Parks
- Make revisions to the Charter consistent with the revisions of the PTMC

The Board consists of seven to eleven members and meets monthly.

Board Member Responsibilities

- Provide organizational leadership and coordinated policy direction to Executive Director
- Develop policies and provide oversight of operations and reporting
- Oversee financial management, including adoption and oversight of annual work plan and budget
- Identify project priorities, program planning efforts and evaluation mechanisms
- Promote the mission and work of the PDA and act as an advocate and good-will ambassador for the FWPDA, Partners, hospitality non-profit, State Parks, the City of Port Townsend and any other associates
• Provide a robust, respectful and enduring conduit to members of the public and the community at large, providing clear communications, public engagement opportunities, and thoughtful consideration of community concerns or ideas that may be addressed by the PDA’s mission, objectives, projects and programs
• Ensure compliance with all reporting requirements, including City of Port Townsend quarterly reports and Washington State Auditor’s requirements.

Expectations of Board Members
• Act in accordance with and to the collaborative spirit of the Memorandum of Understanding (MOU) between the PDA, Washington State Parks and the City of Port Townsend
• Be informed about the organization's history, mission, services, policies and programs, including foundational documents and plans
• Use sound judgment in weighing facts and issues for decision-making
• Comply with the PTMC, Charter and any associated amendments and resolutions, including recognizing conflicts of interest and complying with the Open Public Meetings Act
• Display and model courteous, professional and collaborative conduct in all board and committee meetings
• Confidently and respectfully voice independent perspectives, including those that may be contradictory to other members, but carry forward board decisions in unity
• Make decisions on legal issues based on review and clear understanding of advice from counsel and ensure delivery of the authority’s fiduciary responsibilities
• Attend and participate fully in Board and committee meetings and special functions, including adequately reviewing board meeting agendas and materials prior to Board and committee meetings
• Serve on committees or task forces and offer to take on special assignments as necessary

Board Member Qualifications/Selection Criteria
• Demonstrated skills as a team player and team builder, including working gracefully and collaborative through challenge and disagreement, active listening, inclusion and appreciation for different perspectives, and ability to compromise and see the long game
• Diversity of background
• Leadership experience in change management
• Experience crafting and delivering crisis communication and robust community engagement
• Experience or background in organizational development and/or strategic planning
• Passion for Fort Worden State Park, with an understanding of the past and current challenges facing the sustainability of the Park
Dear Fort Worden PDA Board Nominating Committee:

I am writing to express my interest in an open position on the PDA Board.

A little about myself. My wife Christina and I have been residents of Port Townsend since 2004, but I have been visiting and spending time in Port Townsend since I was a child. My first experiences at Fort Worden were family trips and I attended Summer programs at the Fort in the 1970's.

I have been involved in the Port Townsend community since our arrival and we have long been supporters of arts, environmental and community service organizations in town. I served on the Port Townsend Film Festival Board both before Peter Simpson's passing and then during Janette Force's first few years with the Festival. Other civic activities include volunteering for the Key City Players, participation with the Boat Festival and, as mentioned above, supporting many organizations including Centrum, PT School of the Arts, Northwind, Wooden Boat Festival and the Northwest Maritime Center, Organic Seed Alliance, PT Library, Dove House, UGN, and many others.

Professionally, Christina and I owned the Simon Mace Gallery on Taylor St. (now Art School Sherry Grover Gallery) and, I have had a creative communications agency since 1995, based out of Seattle, Touch Worldwide (www.touchworldwide.com), where I am the Principal and am also active as a Creative Director and Executive Producer leading strategy and creative on projects that range from print pieces to 15,000 attendee all-city conferences in cities around the world to web, video and motion work. My past work also includes episodic television and narrative films and documentaries. At Touch, we work with a wide variety of clients ranging from small non-profits as part of our largesse/community involvement effort (we created the Port Townsend Discovery Schools logo/lock-up) to larger non-profit and for-profit organizations and companies including: United Way of King County, Forterra, Bloodworks NW, The Obama Foundation, The Gates Foundation, Schultz Family Foundation, 100K Opportunities Initiative, Starbucks, Ubisoft Entertainment, Microsoft, Nordstrom, Moët Hennessy USA, Valve Corporation, Russell Reynolds, Alaska Airlines, Target, Les Schwab Tires, and, many more.

I am interested in serving as a board member because I believe in the potential of Fort Worden as a Center of Lifelong Learning serving both our community as well as people from away. As I mentioned, Fort Worden has been part of my life for as long as I can remember and a near daily part of my life since 2004. The Fort can, I believe, be accretive to individuals and the community in many ways. First, Fort Worden can act as a catalyst in helping to create a more involved, empathetic, creative and thinking local community while also providing cultural...
and learning opportunities to the wider community and under-represented populations. Secondly, I believe that Fort Worden could provide an environment for supporting local, small, art/culture based organizations/business as well as be a powerful economic driver for our community and build a more prosperous and resilient economy.

Nearly my entire professional life has been built around creative services, communication, art and motivating change in the lives of people, whether they are watching a media piece, attending a live event or a virtual conference. The stakes for these projects is often very high…obtaining funding for critical work in the community, training employees for new initiatives or to fall back in love with a brand, creating fan love with a vibrant stage show outlining new video game titles, inspiring people to action around racial justice and equity.

One of my biggest skills is that I bring a mix of creativity and pragmatism to projects. I have my head in the clouds with transformative ideas, but my feet firmly planted on the ground in terms of flawless execution and fiscal responsibility. Art and cultural endeavors are not business, but you cannot escape that there is a business to the creation, stewarding, offering and sustaining of the places and spaces of these creative and cultural ventures. I think my background and interests could be of service to the Fort Worden PDA Board.

Finally, I do not have a CV, having been a business owner for more than 25 years, but, am uploading a bio along with this cover letter.

Thank you for your consideration and I look forward to hearing from you.

My best,

Brad Mace

6.26.21
Brad Mace – Bio

Brad Mace

PRINCIPAL, CREATIVE DIRECTOR / EXECUTIVE PRODUCER

Brad leads Touch with a unique balance of insight, imagination, and pragmatism. He supports an incredibly passionate and talented team of creatives, strategists, producers, project directors and film makers. His experience spans leading strategy, creative communications and storytelling, content development, physical design, and technical logistics, as well as producing, directing, and managing live events. Brad’s diverse experience lends him a unique approach to crafting surprising, moving experiences—all of which has culminated in long-lasting client relationships, some as long as 25 years.

Brad founded PSS, Inc./Art For The Reel World, a predecessor company to Touch in 1995, merging with two other companies to form Touch Worldwide in 2007, before acquiring full ownership of the company in 2017 from the last of his original business partners.

Although he is an avid traveler for work and play, Brad is a lifelong resident of Washington state. He resides in Port Townsend, Washington, a small Victorian seaport on the Salish Sea, along with his wife, Christina and their dog, Austin.
June 2, 2021

Fort Worden PDA Board Nominating Committee  
c/o City of Port Townsend  
250 Madison Street  
Port Townsend, WA 98368

Dear Nominating Committee Members:

I am honored to have the opportunity to submit my qualifications for a position on the Fort Worden PDA Board.

My husband and I have chosen to relocate to Port Townsend from Seattle for the natural beauty and cultural richness of the community. We are currently preparing to build a small house in North Beach and are renting near Eaglemount until our house is ready. While we are technically new to the community, we have some history at the Fort. Our youngest son was part of a youth Marimba ensemble who recorded their first CD in a recording studio at the Fort in 2003.

While there are so many compelling reasons to live, love and enjoy Port Townsend, the Fort is the crown jewel. I was disheartened to learn of all the challenges facing the PDA and became interested in learning how I might be of service to help guide the vision moving forward. Given that we have chosen to live here, and with our new home to be in North Beach, the Fort will be literally in our own back yard.

Professionally, complex, cross-disciplinary and challenging and hairy projects have consistently found me. With equal parts left and right brain, I’m as happy to review budgets as to brainstorm new ideas. My experience spans innovation and development projects in interdisciplinary design, real estate and construction, innovative application of technology, marketing/branding/communications, business development and organizational change management in the context of change in the built environment.

While I don’t specifically have a lot of parks experience, during graduate school, I was part of a large project commissioned by the National Parks Foundation to develop new strategies for the National Parks System. Our faculty even presented the project to Congress!

I look forward to meeting each of you. Thank you again for this unique opportunity.

Kind regards,

[Signature]

Celeste Tell
SUMMARY

Seasoned, innovative and accomplished leader with deep experience in large, complex, cross-disciplinary and challenging programs. At her best navigating ambiguity to lead diverse teams of stakeholders towards shared vision—with clear accountability for results and ROI. Committed to forging a sustainable, circular economy.

Core competencies include • design research & strategy • strategic & innovation planning • change management leadership • hybrid/interdisciplinary/systems design • brand strategy • marketing/communications/proposals • relationship management • entrepreneurship • business, partnership, team development • operational management • creative budgeting/financial accountability

PROFESSIONAL EXPERIENCE

2020-present  Senior Associate/PNW Market Lead | Advanced Workplace Associates  London, UK
Senior consultant providing workplace strategy, workplace transformation and change management services to organizations of all sizes, public, private and non-profit sectors.
   • Pacific Northwest Market Lead
   • Global Business Development Lead
   • Global Brand Steward

2015-present  Co-Founder/Co-CEO | Epicycled, LLC  Seattle, WA
Workplace Strategy consulting and entrepreneurial startup developing Agile Workspace-as-a-Service for high-performing teams, based on the principles of the Circular Economy.

Agile Workspace-as-a-Service – January 2015 – Present
   • Developed new real estate “as-a-service” concept, business model and complex financial model
   • Research – market, design, brand, circular economy, flex space, liquid workforce, prop-tech
   • Business, landlord & partner communications, prospecting and relationship development

Alaska Airlines Group (AAG) – February 2017 – January 2019
   • Contract Corporate Real Estate Team extension supporting merger with Virgin America
   • Program leadership, change management, portfolio & occupancy strategy
   • Integrated process development and coordination with IT, HR, Brand, and Finance teams

2012-2017  Participant | Case4Space/Change Your Space, Change Your Culture
National workplace strategy consortium resulting in the book Change Your Space, Change Your Culture, that won the 2015 CoreNet Global Industry Excellence Award. Editorial team support.

2011-2017  Adjunct Faculty, Bachelor of Applied Science in Design (BASD) | LW Tech  Kirkland, WA
Taught collaborative, interdisciplinary team-based project/design planning as design strategy & leadership to 3rd & 4th year students in an innovative, newly chartered Baccalaureate program.

2013-2015  Global Workplace Strategy Manager | Bill & Melinda Gates Foundation  Seattle, WA
Workplace strategy, planning, change management, operations & move management across all Foundation properties including LEED Platinum Seattle Campus HQ plus global, regional offices.

2012-2013  Director, Workplace Planning | Buildingi  Bellevue, WA
Full-service technology implementation solutions for corporate and institutional real estate.
   • Consulting role as Global Workplace Strategy Manager @ Bill & Melinda Gates Foundation
   • Developed and socialized new processes, methods and metrics
   • Business development and proposal lead

2008-2012  Co-Founder/Partner | Fair Building Technology LLC  Seattle, WA
   • 2008-2012: Start-up support, marketing/communications, finance & administration, business development, contracts and subcontracts for public, private and non-profit sector projects
Celeste M. Tell MDes

- 2010-2011: Workplace planning, architectural space programming and design criteria for $70 million Joint Traffic Management Center for the City & County of Honolulu

2001-2008 Principal/Co-Founder | Cultural Entrepreneurs LLC Seattle, WA
Led projects across a diverse range of industry sectors in primary research, positioning, marketing & communications, design management, strategic planning, change management.
  - Clients/Partners: T-Mobile, Bill & Melinda Gates Foundation, Digital Learning Commons, TeachFirst, Seattle Public Utilities, Seattle Public Schools, 4Culture, AIGA

2003-2004 Senior Associate/Planner | Krei Architecture/Parametrix (formerly Merritt+Pardini) Seattle, WA
Workplace Design Lead, with P&L responsibility, business development, team-building
  - Clients/partners: Seattle Public Utilities, City of Seattle, Parametrix, WSDOT, US Navy

1999-2001 Workplace Consultant | Callison (currently Callison/RTKL), Seattle, WA
Led qualitative research and analysis process, stakeholder engagement and new partner development to drive new story for Future@Work 2, including sustainability strategies.
  - Clients/Partners: Office of the Future LLC, Digital Blackboard Foundation, The Learning Space

1996-1999 Vice President, Strategic Projects/Strategic Design Planner | Lexant Seattle, WA
Lexant (formerly Personal Health Connections) was a subsidiary of Monsanto, Inc., an early market leader in web-based consumer health information and health tracking programs.
  - Clients/Partners: Office of the Future LLC, Digital Blackboard Foundation, The Learning Space
  - Created strategic design planning consulting practice, generating $1M in revenue over 2 years
  - Assumed leadership of marketing communications group including corporate re-branding, user-focused communications strategies and corporate change management program
  - Start-up team member with feasibility phase investors and partners

PRE-GRADUATE SCHOOL EXPERIENCE

Additional tenure at VOA Architects, Celeste M Tell Associates, ISD Associates, Skidmore, Owings & Merrill and Jon Greenberg Associates in Chicago, IL and Southfield, MI as an award-winning interior architect and designer, contract textile and product designer. Details available upon request.

EDUCATION

Illinois Institute of Technology, Institute of Design, Master of Design (MDes)
Michigan State University, College of Human Ecology, Bachelor of Arts, Interior Design

CONTINUING EDUCATION & PROFESSIONAL ENGAGEMENT

- Atlas Project, SF12, Experiential Leadership Training, San Francisco, CA, Nov 2019-present
- Circularity 19, Attendee/Participant, Minneapolis, MN, June 2019
- CoreNet Global Washington State Chapter, Scenario Planning Presentation 2015
- ILFI, Living Product Expo 2015 (presenter), Pittsburgh, PA, Sept 2015
- Environmental Design Research Association (EDRA) 2002-2013
- Introduction to Documentary Film, Seattle Film Institute, Seattle, WA – 2007 – 2008
- Brand Strategy Internship, Parker LePla, Seattle WA – 2005
- Leadership Tomorrow Seattle, Member, Class of 2001, Team Coach, Class of 2002

COMMUNITY ENGAGEMENT

- Advisory Board, Lake Washington Institute of Technology, Bachelor of Applied Science in Design (BASD) Program, Kirkland, WA – 2010 - 2018
- Board of Directors, Pomegranate Center, Issaquah, WA, 2009-2013, Board President 2011–2013
- Member, PTSA and volunteer, Nova High School, Seattle, WA, 2004 - 2010
- Trustee, Spruce Street School, Seattle WA, 2001 – 2005, led new building search/development
David's introduction to marine trades came in 1971 with his first exposure to wooden boatbuilding on the Chesapeake Bay. A few years later he was teaching boatbuilding at the Apprenticeshop of the Bath Marine Museum in Bath, Maine. David arrived in Port Townsend in 1978 as an itinerate shipwright. Later David was project manager and general manager at Admiral Marine Works Inc., during which time the company grew from 20 to 160 employees. Most recently he was a founder and the chief financial officer of Townsend Bay Marine, a full-service composite boatbuilding and repair partnership, from 1999 – 2015. David has served on the board of directors of the Northwest School of Wooden Boatbuilding, The Wooden Boat Foundation, and was previously on the Board of the Northwest Maritime Center from 1999 to 2012. David has a B.A. from Harvard College and holds a certificate in project management from the University of Washington. He was a member of the Port Townsend City Council from 2008 – 2015 and was the City’s Mayor from 2012 – 2015.
As I started to consider newsletter subjects it was suggested that, though I am starting my second term on City Council it is my first as Mayor and I may be something of an unknown to much of the community. So I have agreed to write something about myself. Just this once, I promise.

I grew up outside the Washington DC beltway before there was a beltway. I graduated from Valley Forge Military Academy in 1967 and Harvard College in 1971. I started building boats on the Rappahannock river in Virginia right after college (my dream was to build a boat and sail away) and have been in marine trades in one form or another ever since. I worked in boatyards in Virginia, Maine and California before coming to PT. I met my wife Alice in the Bay Area and we came to the second Wooden Boat Festival in 1978 to see if we'd like it here. We have.

I have been self employed as often as not. I worked for Admiral Marine for about ten years but quit when they relocated to Port Angeles. Port Townsend is my home.

Since 1999, I have been CFO of Townsend Bay Marine, a successful partnership of four maritime opportunists. In 2009, we had more than eighty employees and paid more than $3.3 million in payroll.

Until I joined the Council, my volunteer efforts for the community were largely to protect and enhance the “Port” in Port Townsend. Now that I represent all of Port Townsend’s citizens, I have tried to broaden my understanding of city operations and the diversity of our community. We are not only shipwrights but artists, students and sanitation workers. We are bow makers, real estate developers, ice cream makers and brewers. We are farmers, sailors, equestrians and equestriennes. We are the aged and the under aged. Many of us are several of these.

And as shown by the vacant storefronts and Wednesday crowd at the food bank it has not been easy for us these last several years. I am personally familiar with these struggles since between 2007 and 2011 my property taxes increased 19.5% but our family’s income fell more than 90%. Even so I support our local efforts to invest in our town and secure high quality services through local tax initiatives. I love our library and our waterfront, our network of trails, the new sidewalks and open skies unblemished by wires.

Stewardship of public funds is the Council's gravest responsibility and this year we will institute a program to publicly evaluate our financial condition every quarter. But I only wish all my tax dollars demonstrated benefits as tangible and immediate as the ones I spend here.

We will be very busy in 2012. We share with other cities the challenge of meeting increased demand for services with constrained or reduced resources. Additionally we have an array of critical projects to manage. Some, like repairing the downtown sidewalks and installing secondary treatment for our water system, are entirely our responsibility and largely under our control. Others, like the PUD’s acquisition of PSE’s power system, the operation of Washington State Ferries, and Washington State Park's management of Fort Worden are of critical importance but outside our direct authority. We will have to express ourselves clearly, forcefully and frequently in order to influence these outcomes. Fortunately, our community has demonstrated an exceptional ability to do just that and to work together for common and sometimes extraordinary goals. From the McCurdy Pavilion to the Food Co-op to the Port Townsend Library to the Maritime Center one does not have to look far to find evidence of our coming together to build the community we want. We will continue to make this a better place to work and live. New businesses are locating here and existing ones are expanding. From my bicycle I see young families pushing strollers the size of my Honda Fit. I am optimistic about our future and looking forward to being of use in bringing it about.

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**Port Townsend School District Capital Levy 2012-2016**

On February 14, PTSD is submitting to the voters a proposal for a four-year Capital Projects Levy in the amount of $4,726,000. The funds will provide critical upgrades of communications, electrical, plumbing, heating systems and more to make all three campuses safer, healthier and more functional.

The projected cost per thousand is $0.51 in 2012-13 and $0.58 in the years 2013-16. For more information please contact Supt. Gene Laes at 379-4501 or Board Chair Jennifer James-Wilson at 385-7373.
Beginning to Relax

It’s been raining and our reservoirs are beginning to refill. The City’s financial condition continues to improve. The election is over and a combination of experienced elected officials and energetic new blood will be overseeing the City next year. So as I’m confident in the City’s future, and with nothing much else to write about on this dreary day in November, I thought I’d share some personal habits I’ve found useful at Council and am hoping to carry forward after my term is over this month.

Keep Reading and Listening

I think we are living through a revolutionary time in human history where more and more “information” is instantaneously available. It’s like the advent of indoor plumbing. For centuries people got their water from community wells that were social centers as well as essential infrastructure. Now we turn a tap and it just pours out. Similarly, schools, universities and libraries are no longer the only gateways to knowledge, and, as with all transformations, there are downsides and upsides.

City staff has always been helpful about providing factual information for these newsletters but I’ve made a conscious effort to base them on public documents available to anyone with internet access. But any account, however factual, incorporates bias – what’s included, what’s left out – and we need to be attentive to the motivation behind information we use - why it exists and who’s paying for it. So skepticism is an essential skill of this new age.

Our brains are biased and imperfect windows on the world – at least mine is - and sources of information frequently leverage bias to move us in a particular way. So I try to begin my skepticism with my own reactions. Fortunately, there is a growing body of scientific knowledge about our brains, how they work and what they hide from us. Some of these concepts have been useful in my work on City Council.

Confirmation Bias - The tendency to favor information that confirms one's beliefs or hypotheses and set much higher standards of evidence for hypotheses that go against them (“disconfirmation bias.”) I have put in hundreds of hours researching issues but with so much data available I’m almost always looking for evidence to support the conclusions I’ve already reached.

Normalization Gap - The divergent narrative of a harmful event in the eyes of the aggressor, the victim and a neutral party. A self-serving bias. I find this applies to pretty much any encounter where there is a strong difference of opinion coupled with different levels of authority - between employer and employee or policeman and driver for instance. I have found it helpful because I realize that two very different accounts of the same event can both be truthful descriptions of how they were experienced.

Illusory superiority - a cognitive bias that causes people to overestimate their positive qualities and abilities and to underestimate their negative qualities, relative to others. This is evident in a variety of areas including intelligence, performance on tasks or tests, and the possession of desirable characteristics or personality traits. Actually I quite like this one and rely on it. You'll never run out of positive reinforcement if you keep a ready supply on-hand. Alice won't help with this, however.

Unlike water, there is no established standard of quality for the information that now pours out of our screens and speakers. Needing to put something up on the screen to feed a 24/7 news cycle, news organizations now largely limit their reporting to “both sides.” Actual journalism - the neutral third account of the event - is often unavailable. Worse yet, agenda-driven institutions like Fox and MSNBC (or any campaign committee) may deliberately misrepresent current events or wildly unlikely future ones in order to present differences as personal injury - “They’re coming for our guns!” “War on Women.” This uses our bias towards confirmation and our sensitivity to injury to get us energized and angry. Since governance requires acknowledging unwelcome facts, and politics requires denying them, we’re governing badly now that we’re campaigning all the time. I try, with varying success, to resist being manipulated in this way.

Keep Writing and Talking

As I accept the fact that the earth is very old, the global consequence of releasing greenhouse gases that were sequestered in the earth over millions of years in the geological equivalent of the blink of an eye – the human activity that is responsible for climate change – is intuitive to me.
But how did we do that? How did we get here? This also seems obvious to me. To a degree greater than every other creature on the planet humans adapt through communication and culture, not mutation. Adaptive biological mutations propagate from parent to offspring. Adaptive cultural innovations – from making a stone hand axe to building a Facebook page – can be used immediately by anyone that learns about them. "Broadcasting" information - appropriately taken from the distribution of seeds to germinate – is barely a hundred years old, and our current revolution adds the ability to reply as well as receive. The growth of knowledge, expanding access to it, and the human habitat we have built from it, have resulted in our enormous population – and in the unintended consequences we are now trying to manage. The pen isn’t just mightier than the sword. The pen IS the sword. And the bank. And the farm. And the church. And the iPhone. And the Cern Large Hadron Collider.

My experience at Council has helped me realize that participation in the human conversation is an opportunity and a responsibility. The conversation is our DNA and it’s mutating rapidly. That’s important.

Always Vote

Reading and writing - as in learning about our world and committing to share and use that learning – are habits I’ve picked up in my time as an elected official and that I hope to continue doing after my term is up. But I have voted without fail at every opportunity since casting my vote for Jimmy Carter in an iron-bound oaken box in the Middlesex County, Virginia in 1976. There are two reasons I always vote.

First of all, voting matters. A City Council cannot constrain or dictate the actions of future councils - an allocation from the general fund to parks and recreation by one council can be reversed by a subsequent one. But dedication to the Port Townsend library of funds from the lid lift in 2008 was specified in the text of the ballot measure itself. Sixty-seven percent of us voted for it to increase operating funds for the City Library and only another vote by the people can change that.

Secondly, I believe voting makes me a good citizen. It motivates me to consider the issues, and it affects my own behavior because I try to live up to the standard I want to set for the candidates on my ballot.

A little over 54% of eligible voters turned out for our election last month, one of the highest percentages in the Washington. Even so I think it’s pretty sad that only half of us chose to vote. I doubt that those of us who didn’t lack opinions about the candidates or the other measures on the ballot.

I miss going to Mountain View and getting my “I Voted” sticker and the small ceremony that was part of the community experience of voting. But the ballot still rules in this country and we all need to vote whenever we are called upon to do so – not only to decide issues but to protect the democratic institutions that make our votes relevant and binding.

Imagine a Positive Future

I grew up in a world teetering on the edge of a catastrophic nuclear exchange that in a few hours would have ended western civilization. I remember “whites only” drinking fountains near our house in Maryland just outside Washington DC. And I remember a blond haired girl in the fourth grade (I probably had a crush on her) returning to school with braces on her legs after contracting polio.

The nuclear genie is still in the bottle. Vaccines have largely eradicated polio. And the mayor of Washington DC is a black woman. For all the bloodletting we see on the news, it is statistically the safest time for humans to be alive.

From Sarajevo in 1918 to Iraq in 2003 no one doubts that human folly continues to exist and can lead to catastrophic decisions. But studies of human nature as I’ve cited above reveal that behavior can influence emotion as well as the other way around. Athlete’s visualize victory to improve their performance. Even a forced smile reduces stress. So I choose to believe that the same human intelligence that got us into this mess can evolve further to manage it. It’s way too easy to use what we think is wrong with today as an excuse to be lazy about dealing with tomorrow.

Not Goodbye

This is my last column in your Utility Bill. Thanks for your patience with these lengthy efforts – particularly when I wander a bit beyond the City limits as I have here. But as I said in the October newsletter, I’m not going far. I’ll be joining Port Townsend’s Diplomatic Corps – the former Mayors that are our community’s best ambassadors.

I’m grateful to our excellent City staff for the consistently skilled and cheerful support I’ve received on Council for the past 8 years. I’m grateful to my colleagues on Council and I will cherish the memory of the work we’ve done together. And I’m grateful to all of you, my neighbors, for the encouragement I’ve received while serving as an elected official. It has been wonderful to live here for the past 37 years and wonderful to serve as your mayor for the last four.
EVA M. WEBER
Street, Port Townsend, WA 98368

EDUCATION

Washington State Bar Association, Seattle, WA, 2020
APR 6 Law Clerk Program Certification, April 2016 – October 2020

Uniform Bar Examination, February 2021
Score: 340 (Scored in 99th percentile nationwide on Multistate Bar Examination)

Smith College, Northampton, MA
Bachelor of Arts 2011, Major: Government, Minor: African Studies, GPA: 3.79
Honors: Cum Laude, Phi Beta Kappa, Dean’s List, Pi Sigma Alpha, First Group Scholars

WORK & INTERNSHIP EXPERIENCE

Urquia Law, PLLC, Port Townsend, WA
APR 9 Licensed Legal Intern, April 2020 – current
Paralegal, April 2015 – current
  • Admitted to limited law practice in April 2020 as Licensed Legal Intern
  • Anticipate full attorney licensure and approval in fall of 2021
  • Draft lawsuits, pleadings, motions, discovery documents, correspondence, demand letters, etc.
  • Investigate cases including scene investigation, legal research, contacting and interviewing witnesses
  • Case management including client calls, organizing files, requesting records, and submitting demand letters
  • Negotiate claims with attorneys, insurance companies, and adjusters
  • Depose parties and witnesses and defend depositions of clients and witnesses
  • Research statutory and common law and draft memorandums of law
  • Assist attorney at trials including jury selection, witness preparation, scheduling, and planning

Africa Volunteer Corps, Moshi, Tanzania
Marketing & Communications Officer, September 2013 – September 2014
  • Developed and executed the marketing plan and public relations strategy for a startup nonprofit
  • Maintained the editorial calendar
  • Drafted and shared press releases, emails, social media posts in appropriate outlets
  • Communicated with volunteer/fellowship recipients in order to share their stories with donors

Rift Valley Children’s Village, Karatu, Tanzania
Volunteer English Instructor, March 2013 – June 2013
  • Taught English to primary school-aged students
  • Led a local Girls Club chapter, a nationwide program in Tanzania to foster and develop students’ leadership skills
  • Designed team-building games, led group discussions, and organized art projects for Girls Club
  • Tutored special needs students one on one with English reading and writing skills

Innocence Project New Orleans, New Orleans, LA
Case Review Manager, January 2012 – May 2012
  • Served as first point of contact in the office for inmates seeking legal assistance via mail, email, phone, and walk-in visits
  • Read and processed hundreds of requests for legal assistance
  • Responded to inquiries and applications based on IPNO’s criteria for case intake
  • Maintained electronic case database to reflect inmate correspondence and case status
  • Assisted in implementation of a National Institute of Justice-funded project to organize and record physical evidence from closed criminal cases in Louisiana and test probative DNA evidence (such as rape kits) that could lead to exoneration of innocent inmates
  • Wrote screening memos recommending or discouraging DNA testing on specific physical evidence based on case- research
Operations Intern, November 2011 – May 2012
- Helped plan the 11th Annual Gala Fundraiser by searching out and contacting potential event sponsors and VIP attendees, writing press releases, and notifying appropriate media outlets
- Served as the volunteer coordinator at our annual gala for 25 volunteers
- Prepared mass donor mailings and assisted with written development campaigns

Friends of the Smith College Libraries, Northampton, MA
- Drafted gift acknowledgement letters to donors using Microsoft Office Suite
- Assisted with fundraising campaigns such as lapsed member mailings and the end of the year appeal
- Helped execute library events by setting up, performing last-minute tasks, and assisting VIPs and guests
- Coordinated student workers for mailing projects and events
- Performed basic office duties such as data entry, filing, and maintaining electronic donor databases

Copper Canyon Press, Port Townsend, WA
Intern, May 2010 – August 2010
- Copyedited manuscripts for publication
- Attended fundraising events
- Read and responded to manuscript submissions
- Updated website with new information on authors, books, and events
- Sought copyright permissions for art to be used in publication

US Department of State, Bureau of African Affairs, Washington, D.C.
Economic Policy Staff Intern, September 2009 – December 2009
- Drafted and edited presentations on the President’s Emergency Plan for AIDS Relief (PEPFAR), malaria, and the Global Health Initiative to be used in lectures at the State Department
- Researched gender-based violence (GBV) in the Democratic Republic of the Congo and prepared a briefing on GBV for the Ambassador-at-Large for Global Women’s Issues
- Communicated with external organizations to plan events and schedule meetings
- Attended meetings, lectures, and events with Government organizations, nonprofits, and corporations in order to report information back to my office
- Wrote confidential letters, internal cables, and memos

PORT TOWNSEND HOSPITALITY INDUSTRY EXPERIENCE

Pourhouse, Port Townsend, WA
Server, September 2014 – April 2015

Sweet Laurette Café & Bistro, Port Townsend, WA
Server, September 2012 – February 2013; July 2013 – September 2013

Hanazono Asian Noodle, Port Townsend, WA
Server, September 2012 – February 2013

Alchemy Bistro, Port Townsend, WA
Server, June 2011 – October 2011

Bon Appétit Management Company, Fort Worden, Port Townsend, WA
Server, May 2008 – August 2008; May 2009 – August 2009

The Rose Theatre, Port Townsend, WA
Concessions Assistant, September 2006 – August 2007
June 5, 2021

Fort Worden PDA Nominating Committee:

Attached please find my application and résumé for the Fort Worden PDA Board role.

I have a good deal of interest in this position and the opportunity it presents. I was on the Board of Directors of Centrum when the concept of the PDA was originally developed. I was working with Thatcher Bailey, Kate Burke and Cindy Finnie in the development of the program for the Fort. At that time, however, other priorities took me away from Jefferson County and I was not able to continue with that effort.

I have had the occasion to discuss this role with David Timmons and feel I understand the commitment involved. As I am now retiring from my role at Columbia Pulp and will be full time in Jefferson County, I would like to be considered for the role on the Fort Worden PDA Board.

Thank you. I am available to discuss at your convenience.

John Begley
John P. Begley

Experience in leading manufacturing organizations, especially continuous process operations, with a proven record of successful leadership in turnarounds, strategic planning and the execution of those plans. Effective at driving growth, building and managing cross-functional teams, and implementing cultural change. Recognized for creating strong customer loyalty and retention within a highly competitive industry.

Core Strengths

Experience in:

- **Cultural Change**: managed 6 major cultural changes during my career (2 at Weyerhaeuser, 2 at Port Townsend Paper, 1 at Grays Harbor Paper and 1 at Harbor Paper).
- **Strategic Planning**: ran several programs including PNW fiber supply outlook, Japanese Housing Market outlook, short rotation hardwood opportunity, and Canadian Lumber Business Strategy. At Port Townsend Paper revamped strategic direction away from bag market towards corrugated packaging.
- **Sales & Marketing**: throughout career consistently increased sales and customer base.

June 2013-Present

President & CEO

Columbia Pulp: Have led the development and implementation of a market pulp facility in rural Eastern Washington utilizing proprietary technology converting an agricultural waste stream into profitable product lines. Included in this work has been the strategic planning, market development, regulatory permitting, facility design, organizational design, and financing of this $280M greenfield operation. Plant resulted in increased employment in a rural area with historically high unemployment. Achieved mechanical completion in September 2019 and began commercial operations in October 2019, employing over 120 new workers.

July 2012-March 2013

President & CEO

Harbor Paper: Successfully led the acquisition of an idled paper mill in Southwest Washington. Developed business plan, arranged financing, hired key staff, and led the start-up of the Company.
June 2009-November 2010
President & CEO
Grays Harbor Paper Company: Located in Hoquiam, Washington, Grays Harbor Paper manufactures 150,000 tons per year of Uncoated Free Sheet Papers. The Company, which employs 250 people, is focused on creating an environmentally friendly and sustainable product using recycled fiber and bio-mass power.
• Increased productivity 13%
• Reduced non-pulp cost structure almost 15%
• Restructured organization along business lines

May 2008-Present
Independent Consultant
Mats View Consulting: Worked with several Investment Firms to better understand and educate them on the Pulp and Paper Industry. Additionally, worked with local and national NGOs to further their strategic development and the implementation of that strategy.
• Completed Bio-Mass availability and market analysis for Western Washington.
• Worked with Manufacturer to develop alternative strapping materials for baling process.
• Board Member of Olympic Financial Development Authority looking to loan funds to non-traditional business start-ups.
• Participated in feasibility study to re-start pulp and paper mill in Western Montana.
• Completed a business analysis for investors of new wood product business opportunity.

December 1997-April 2008
President & CEO
Port Townsend Paper Corporation
• Increased Company annual sales through internal growth and acquisition from $120 million to $260 million.
• Refocused Company’s sales and marketing program from Asian focus to domestic US and Canadian markets.
• Restructured Company’s Administrative and Sales organization resulting in a 40% reduction in overhead.
• Increased paper mill production 70% with little capital expenditure.
• Drove packaging product growth from a 44% market share in British Columbia to a 50% share in 2007.
• Changed strategic direction of company by redirecting product line focus, creating direct integration and improvement in the company’s financial returns.
• Acquired British Columbia corrugated operations and opened a new facility in Calgary, Alberta, adding value, integration, and increased market opportunity.
• Responsible for the company’s 850 employees (both union and non-union) at eight facilities in two countries; communications and relations with Board of Directors and investors; and on-going discussions with local, state, and federal officials on regulatory issues.
• Led the company through a $125 million public bond offering.
• Guided the company through a financial restructuring with minimal loss of employees, suppliers, and customers.

July 1973 – December 1997
Weyerhaeuser Company
Director, Strategic Planning
• Coordinated and led multiple cross-functional teams to study various strategic global opportunities.
• Participated in specific Senior Management Team sponsored projects.

General Manager, Western Region & Pacific Rim,
• Expanded Weyerhaeuser’s market position in Pacific Rim including becoming a certified supplier to Fuji Xerox in Japan.
• Doubled sales from 1987 to 1993 to 220m tons and $100 million.

Southern Zone Manager-Atlanta
Manager Planning Services – Paper Division
Sales Representative New York City-Paper Division

January 1970 – September 1971
U.S. Army, Tour of Duty in Vietnam; Pathfinder, CIB along with other decorations

Education
1964 – 1967 Dickinson College, Carlisle, Pennsylvania
1967 – 1969 PMC College (Widener University), Chester, Pennsylvania, BA in Political Science, Minor in English Literature
1973 – 1975 Widener University; School of Business Administration

Continuing Education
Wharton “Financial Management and Principles for Non-financial Executives”
Schrello “Market Planning”  
AMA “Product Management”  
University of Chicago “Sales Management”  
Carew “Dimensions of Professional Selling”  
Weyerhaeuser “PS2”  
Weyerhaeuser “Management School”  
Printing Industry of New York (PIMNY)  
Weyerhaeuser – participated in two International Study Missions looking at the management principles of excellent companies in Japan.

**Personal**  
Married.  
Currently serves on the Board of Directors of Forest Trends (Washington DC) and the Association of Washington Businesses. Formerly served on Board of Directors of Madill Equipment, the American Forest and Paper Association (AF&PA), NCASI (National Council of Air, Stream), Jefferson County Economic Development Council (President), Board of Directors of Centrum, Board of Directors Port Townsend Film Festival and the Board of Directors of the University of Washington Pulp and Paper Foundation. Also served on Washington’s Governor’ Locke Commission on the Economic Competitiveness for the State of Washington and Governor Inslee’s Transition Committee.
Experience:

Served on the Fort Worden Advisory Committee until 2009, at which time I was appointed to a 6-year term on the Washington State Parks and Recreation Commission (Commission) by Governor Christine Gregoire. I was reappointed to a second 6-year term by Governor Jay Inslee in 2015. I resigned my position prior to the expiration of my second term at the end of 2017, as I planned to move out of state. During my terms of service on the Commission I served as Secretary, Vice-chair and Chair.

Served on the Jefferson Land Trust (JLT) Board of Directors for 8 years, transitioning off the board due to term limits in 2015. Left the JLT Board for a 7-month period (9/2008 thru 4/2009) while filling a staff position as Operations Director. Served as Secretary, Treasurer, Vice-president and a number of committees during my 8 years on the Board. I initiated the establishment of the Governance Committee for the JLT in 2009, and I eventually chaired the committee. In addition I served on the Jefferson Land Trust Resources Board, a subsidiary of JLT, chartered to hold fee title to land.

Retired from federal government service in 2003 with 34 years of experience in park, natural resource and outdoor recreation experience, mostly for the federal Government. Ended my professional career in 2003 as the National Director of Recreation for the Bureau of Land Management, providing leadership to the BLM’s national recreation program with responsibility for all outdoor recreation programs and policy development for visitor services, interpretation, recreation management information system (recreation opportunities and use), land use permitting and management, recreation fees, wild and scenic river use and management, planning and policy for persons with disabilities.
Current Professional Position:
Washington State Parks and Recreation Commissioner, Retired 2017

Previously Professional Positions:
Operations Director, Jefferson Land Trust, Port Townsend, WA. 2008-April 2009 (returned to JLT Board)
Associate District Manager, Bureau of Land Management, Boise, ID. 1989-1997
Deputy Assoc. Director, President’s Commission on Americans Outdoors, Washington, DC. 1985-1987
Senior Recreation Specialist, Bureau of Land Management, Washington, DC. 1984-1985
Department Head, Alameda County Tax Collector’s Accounting Department, Oakland, CA. 1967-1971
U.S. Peace Corps, Peru, South America. 1966-1967

Organizational Affiliations:
- Jefferson Land Trust (JLT), former board member, officer & committees, Port Townsend, WA. 2004-2012
- Jefferson Land Trust Resources (JLTR), board member, Port Townsend, WA. 2013-2017
- Ft. Worden Public Development Authority, interim board member, Port Townsend, WA. 2008-2009
- Ft. Worden State Park, Member & Vice-Chair, Advisory Committee, Port Townsend, WA. 2003-2009
- Public Lands Interpretive Association, Board of Directors, Albuquerque, NM. 2004-2007
- Wilderness Inquiry, Chair, Pacific NW Advisory Board, Headquarters in Minneapolis, MN. 2003-2007
- National Recreation and Park Association, member & Board of Trustees member. 1986-2002
- National Society for Park Resources, Member (1986-2003), and President, 1998-2000
- San Joaquin Delta College, CA, Adjunct Professor, 1978-1980, & President’s Advisory Committee. 1975-1980

Certifications:
- Certified Park and Recreation Professional (CPRP), Issued in 1998
- The California Community Colleges, Lifetime Natural Resources Teaching Certification, State of CA. 1977
- Fellow, American Academy for Park and Recreation Administration, Elected in 2001

Education and Degrees:
- B.S. Environmental Resources, “with Honors,” Sacramento State University, CA, 1972
- B.A. Business Administration (emphasis Finance & Accounting), Humboldt State University, CA, 1966

Experience:
- Extensive multiple-use management and outdoor recreation experience on the ground and public land management leadership at the national, regional and local level. Includes direct responsibility and leadership for park, conservation area, visitor center and interpretive program management.
- Interagency leadership for the American Frontiers-A Public Lands Journey, a comprehensive effort to spotlight the history and importance of our public lands through educational outreach and an on-the-ground trek from Canada to Mexico conducted solely on public lands (2001).

Publications:
- Principal author of the Volunteer, Scenic Byway and Federal Lands and Waters chapters in the final report of the President’s Commission on Americans Outdoors, 1987.
- Team lead and principal author of the Bureau of Land Management’s Recreation 2000: A Strategic Plan, the first ever national outdoor recreation strategy for the Agency. 1987
- Public Land Motorized Outdoor Recreation Strategy, Bureau of Land Management. 2002
To the Members of the FWPDA Board Nominating Committee:

I submit my name for consideration to serve on the transitional Board of the Fort Worden Lifelong Learning Center Public Development Authority (FWPDA). I was encouraged to apply by FWPDA Executive Director David Timmons.

With 15 years of experience in government administration and communications, I serve as the Associate Operating Officer for the City of Seattle Department of Finance and Administrative Services (FAS). FAS is the jurisdictional department for the City’s centrally held real estate. For this, the Operations Business Unit (OBU) provides real estate services, capital development, asset planning, facilities maintenance, fleet management, and logistics for 3 million square feet of facilities over more than 120 buildings. My role is the chief of staff to the FAS Chief Operating Officer. I manage personnel, policy, communications, and planning issues among the divisions on her behalf.

The challenges facing the Fort Worden PDA sit at an intersection of my personal and professional interests. Having grown up at the far north end of the Kitsap Peninsula, my family and I regularly spend time in Port Townsend and at Fort Worden State Park. For this, I volunteer to serve on the board for this short-term basis to help analyze the asset management challenges and recommend potential solutions.

If you feel I may be a fit for your needs, please contact me by email at [email protected] or by phone at [redacted] to set a time to discuss this further.

Thank you for your consideration of my application and for your service to the community.

Sincerely,

Victoria “Torie” Brazitis
VICTORIA “TORIE” BRAZITIS

Cell phone: [Redacted]

Assistant Operating Officer. February 2020-present
Department of Finance and Administrative Services, City of Seattle (Seattle, WA).
- Serves as Chief of Staff to the FAS Chief Operating Officer.
- Improved Operations Business Unit processes, reports, communications and relationships with internal and external customers, including Seattle Fire Department, Legislative Department/Office of the City Clerk, and the Mayor’s Office.
- Coordinated planning activities to improve work products and outcomes among five divisions of Operations, including Capital Development, Facility Operations, Fleet Management, Real Estate Services, and Logistics and Emergency Management.
- Facilitated two re-organizations for improved workforce equity and organizational performance, including creation of Logistics and Emergency Management and launch of Facility Operations – Budget and Data Management group and OBU Business Analytics Teams, which enabled first cross-divisional data projects within the business unit.
- Provided stability to business unit staff through transition to new Chief Operating Officer.

President and Founder. Chancery Civic LLC (Bothell, WA). July 2019-January 2020
- Provided project management services to local governments to ensure success on critical organizational and community projects.
- Coordinated King County Metro Transit planning effort to expand the number of locations where senior citizens, youth, and people with disabilities can apply for reduced transit fares from a single location to 28 locations through King County.
- Wrote Customer Service Handbook and made plan for Financial Sustainability Plan for City of Kenmore, WA. Managed plan implementation, including community task force and two project consultants (community survey and independent financial analysis).
- Researched best practices in resident engagement programs for City of Bainbridge Island, WA and created program proposal for City Council consideration.

Assistant City Manager. City of Bothell (Bothell, WA). Dec 2017-May 2019
- Oversaw Communications, Emergency Management, Tourism, Arts, Intergovernmental Relations, Human Services, and Executive Department Graduate Intern programs.
- Managed Executive Department budget and served on City Budget Team to evaluate Department proposals.
• Led successful Public Safety Levy and Bond proposals (60% and 65% voter approval) by coordinating work of five Departments and managing campaign for City. This brought $93.5 million in new revenue to the City over the next 20 years.
• Negotiated production of community event with Bothell Main Street businesses to celebrate completion of major road project after an extended construction period.
• Served as Acting City Manager when City Manager was out of the office.

Assistant to the City Manager. City of Lakewood (Lakewood, WA). April 2017-Dec 2017
• Assisted City Manager and Department Directors in running a municipal organization of 200 employees and $79M budget.
• Negotiated franchise agreements with utilities for use of City rights-of-way.
• Managed contracts for public defense firms and provision of Court services for other cities.
• Managed priority special projects to ensure efficient and effective use of taxpayer funds.
• Supervised interns.
• Represented management at negotiations for new AFSCME contract.
• Presented or testified regularly at City Council study sessions, meetings and hearings.

Assistant to the City Manager. City of Lone Tree (Lone Tree, CO). April 2013-April 2017
• Oversaw City Manager Department staff and budget. Served as staff liaison to parks and recreation, water, and sanitation special districts and Recreation Advisory Committee.
• Managed all major organizational and external projects (strategic planning, snow plowing improvements, transit planning and operations, repurposing historic library building into a new community center, creation of a new park and trail with local park and recreation district) for City organization serving fast-growing community.
• Created the Lone Tree Link, a successful public-private partnership with a $775,000 annual operating budget that provides last-mile transit service between RTD light rail station and major area employers, the first partnership of this kind in the country.
• Negotiated successful resolution in a dispute between two major area employers and a local utility provider that reduced the employers’ development fees by $3.2 million.
• Created internship program. Recruited and supervised interns.
• Presented regularly to City Council at study sessions and meetings.
• Also served as Business Development Coordinator and Management Analyst.

Work and Internships during and immediately after studies Feb 2012-March 2013 for Master’s in Public Administration degree (Denver, CO).
• Served as aide to Executive Director of Office of Economic Development and CFO/Deputy Mayor in Department of Finance at City and County of Denver.
• Performed qualitative data analysis for The Denver Foundation on contract basis to inform the implementation of its strategic plan.
Naushard Cader

Conscientious team leader — audit of SEC financial statements; and internal business operations for performance improvements and compliance. Proven business-consulting advisor — implement business transformation agendas and regulatory requirements; analyze & assess profitability landscape and design strategies within organizations to support growth. Extensive experience in multiple key industry sectors and geographic markets.


Professional Experience

Management & Strategy Consultant Cambridge, MA

[Management Diagnosis focused on Growth, Profitability, Innovation, Expansion, & Operations Strategy]

- Deliver activity-based profitability analysis and identify profit levers resulting in products/services re-prioritization strategy for Growth/Profitability
- Design, teach, and facilitate growth & innovation workshops for senior management teams
- Deliver governance, risks, controls, operations (GRCO) assessment for corporations
- Confidant/business advisor to owners, board members and C suite staff

PricewaterhouseCoopers (PwC) New York, NY

[Managed clients and project teams within assurance, advisory and tax divisions]

- Delivered, Too Big To Fail (TBTF) resolution planning (controlled bankruptcy strategic plans) projects for two global banks; identified strategic gaps that were high risk in nature including interconnectedness of shared service entities and third-party vendors, as a response to Dodd- Frank Financial Stability Act.
- Audited & overhauled anti-money laundering program for a large U.S investment bank in NY, to meet regulatory requirements in response to OCC Matters Requiring Attention (MRA’s) letter.
- Designed risk and controls dashboard for swaps and derivatives operations of a major US Asset Management institution as a response to CFTC/SEC compliance request.
- Combined SOX and Basel requirements in an innovative project for a large European bank.
- Successfully implemented SOX requirements for Japanese bank, Technology Company, and an international chemical company.
- Led planning and execution of 1441 Withholding Tax risk/control project for of 2 large US banks based on evolving business processes and requirements.
- Seconded to a global team that developed audit procedures for PwC’s digital platform -- Audit Transformation Project Aura for the world-wide firm use.
- Provided internal audit services through co-sourcing and outsourcing models to multiple PwC clients in manufacturing industry.
- Led a project to prototype SOX risk/control matrix and associated process mapping for purchases cycle for large oil and gas corporation; later adopted for business cycles across company.
Price Waterhouse (PW)/Secondment

Dubai, UAE

[Managed clients and project teams within assurance and risk management divisions]

• Provided internal audit services, optimizing clients’ needs for a number of global corporations in multiple industries including for two flagship airlines in the United Arab Emirates.
• Led annual financial audits of 2 large oil and gas corporations, reported results in IFRS and US GAAP. In addition, reviewed and ensured compliance with production sharing agreements.

Coopers & Lybrand (C&L)

Colombo, Sri Lanka

[Managed clients and project teams within assurance and risk management divisions]

• Gained valuable professional training in planning and executing engagements including auditing, accounting, M&A financial due diligence, investigation, and business performance assessment.
• Identified and investigated a significant corruption scheme within a governmental/NFP project.
• Rose from associate auditor (Coopers & Lybrand) to audit supervisor overseeing 20 auditors.

Education

• M.P.A., Harvard University – Graduate Degree
• Program on Negotiation, Harvard Law School – Certification
• C.I.A., The Institute of Internal Auditors – Professional Designation
• F.C.A., The Institute of Chartered Accountants – Professional Designation (undergraduate equivalent specialized in accounting, auditing, corporate law, tax, costing, and economics)

Academic Awards and Professional Contributions

• Winner: Overall Academic Merit Prize (Auditing, Business Law, Tax, Economics, Cost & Management Accounting) at the Licentiate Final Exam ICASL, National Level
• Winner: Subject Prize in Commerce and Finance in Advanced Level, National Level
• Winner: PricewaterhouseCoopers Chairman’s Award, New York Metro Region Level
• Technical Instructor: Accounting, Accounting Standards (IFRS/GAAP), Auditing & Audit Methodologies, Cost & Management Accounting, PwC Advisory University, PwC Internal Audit Academy, PwC Start, C&L Audit Approach (CLAA), Team Mate, Group Systems.

Representative Volunteer Work/Affiliations

• Harvard Alumni Association (HAA): Appointed Board Director/Committee Member (2014 - 2018)
• Fort Worden Public Development Authority: Board Member (October 2019 – June 2020)
• PwC Financial Literacy Initiative – Champion /Ambassador
• Harvard Business School Community Action Partnership: Probono Consulting Work

Representative Clients

• Performed water utility rate study for City of Evans, Colorado on contract basis to evaluate options for funding long-term capital needs.
• Served as limited-term Legislative Auditor for Colorado Office of the State Auditor and evaluation effectiveness of Colorado Department of Personnel and Administration performance appraisal processes.


**Press Secretary.** Office of Congressman Jay Inslee (Washington, DC). June 2008-July 2009

**Public Affairs Specialist.** Housing Kitsap (Bremerton, WA). Sept 2006-June 2008

**Lead Workshop Facilitator/AmeriCorps Volunteer.** Kitsap Community Resources (Bremerton, WA). Sept 2005-Aug 2006

**EDUCATION**

**Master’s in Public Administration (MPA).** University of Colorado (Denver, CO). 2012

**Bachelor of Arts (B.A.) cum laude.** Franklin and Marshall College (Lancaster, PA). 2005
  Government major with Spanish concentration.

**PROFESSIONAL ASSOCIATIONS**

**International City/County Management Association,** 2012-present.
  • Vice-Chair, Award Evaluation Committee, 2018-present.

**Washington City/County Management Association,** 2017-present.
  • Northwest Women’s Leadership Academy (Cohort #1), 2018-2019.

**Colorado City & County Management Association,** 2012-17.
  • Board Member, 2014-2017.

**Engaging Leaders in Local Government,** 2015-present.
City and PDA Partner Board Liaisons

During the 2020 board appointment process, the Nominating Committee unanimously decided to move forward with a plan to offer two liaison positions on the FWPDA board — one representing Fort Worden partner organizations and one representing the City of Port Townsend. In early 2021, the City’s revision to the municipal code governing the FWPDA solidified this plan as follows:

“Liaisons to the Board. The mayor will select a member of the city council to serve as a liaison to the board. The Fort Worden partners – meaning organizations who conduct business on site at Fort Worden for 180 days annually – will select a representative to serve as a liaison to the board. The liaisons will attend board meetings as appropriate and will facilitate communication between their respective bodies and the board.” (2.84.060, G)

FWPDA partners and City of Port Townsend leaders were invited to submit their nominees to the 2020 Nominating Committee for consideration. The Committee recommended the following partner and city liaison nominees, who were subsequently approved by the mayor during the 2021 board appointment process:

1. **Heron Scott (Partner Liaison)**
   Heron Scott currently works as the Executive Director of the Port Townsend School of Woodworking, which has been a tenant of Fort Worden since 2007. Heron has served as the Executive Director since the fall of 2019. Heron’s background is in commercial fishing, wooden boat building, historic preservation, and nonprofit administration. He graduated from the Northwest School of Wooden Boat Building (NWSWB) in 2001 and has worked for preservation-focused maritime organizations ever since. These organizations include the Chesapeake Bay Maritime Museum, the Center for Wooden Boats, and the Steamer Virginia V Foundation. Heron also served as the chair of the Heritage Committee for 4Culture, board member of Coastal Heritage Alliance, and member of the Strategic Advisory Group for the Jefferson Land Trust Chimacum Ridge Community Forest. He currently serves on the Program Advisory Committee of the NWSWB.

2. **Mayor Michelle Sandoval (City Liaison)**
   Michelle Sandoval has served the Port Townsend community in multiple public and private capacities for nearly 30 years. She currently is the mayor of Port Townsend, and she also held the position from 2008-2012. She is the founding director of community-owned Quimper Mercantile Company, and the founder of the Local Investment Opportunity Network, which has invested over $7 million in small local businesses since 2009. Michelle was a Governor-appointed member of the Puget Sound Partnership from 2006-2007 and served on the Port Townsend Planning Commission from 1995-2001. She also has served on the boards of directors for several organizations, including The Food Co-op, Northwest Maritime Center, and the Port Townsend Film Festival.
DRAFT Meeting Minutes
Special Board of Directors Meeting
Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)
Wednesday, June 30th, 2021 | 9 a.m.
Via Zoom (Remote Meeting Per Governor Inslee’s Proclamation 20-28.15)

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

Action Summary:
❖ Motion to approve the May 26th and June 2nd 2021 board meeting minutes. **Unanimously Approved**
❖ Motion to approve the June Accounts Payables as presented. **Unanimously Approved**
❖ Motion to approve Resolution 21-04 as amended providing for the issuance of (1) a not to exceed $1,700,000 $1,870,000 principal amount Revenue Refunding Bond, 2021A (Taxable) to refund the Authority’s Revenue Bond, 2018, (2) a not to exceed $2,095,000 $2,320,000 principal amount Revenue Refunding Bond, 2021B (Taxable) to refund the Authority’s Revenue Bond, 2019, and (3) a not to exceed $1,950,000 $2,130,000 principal amount Revenue Bond, 2021C (Taxable) to finance various expenditures; extending the term of the Authority’s Revenue Bond, 2019A; fixing or setting parameters with respect to certain terms and covenants of the bonds; delegating authority to the Authority’s designated representative to set final terms of the sale and issuance of the bonds; and providing for other matters properly related thereto. **Unanimously Approved**
❖ Motion to approve Resolution 21-05 as amended establishing two lines of credit and providing for the issuance and sale of two revenue anticipation notes of the Authority, in the aggregate principal amounts of not to exceed $250,000 $400,000 $500,000, to evidence the lines of credit; fixing or setting parameters with respect to certain terms and covenants of the notes; delegating authority to the Authority’s designated representative to set final terms of the sale and issuance of the notes; and providing for other matters properly related thereto. **Unanimously Approved**
❖ Motion to authorize the Executive Director to execute the Memorandum of Agreement with Fort Worden Foundation, Makers Square Master Tenant, LLC, Makers Square Landlord, LLC, and Makers Square Manager, LLC substantially in the form presented to the Board at a special meeting on June 30, 2021, which confirms a rent schedule paid by the Foundation to the FWPDA and incorporates terms to be included in a lease between Makers Square Master Tenant LLC and Fort Worden Foundation, and to make non-substantive changes that do not materially alter the Memorandum. **Approved with two abstentions**
❖ Motion to amend Resolution 21-03 (approved June 2, 2021) to conform to the Resolution presented to the Board at its June 30, 2021 meeting, authorizing the Executive Director to execute a Contractor Agreement with Fort Worden Hospitality in substantially the form of
agreement presented to the Board on June 30, 2021, which is substantially similar to the terms presented to the Board on May 26 and June 2, 2021, including changes recommended by State Parks, and authorizing the Executive Director to make non-substantive changes that do not materially alter the agreement, and further to negotiate and assist in the implementation of benchmarks with Hospitality allowing Hospitality to exit the agreement if the benchmarks are not met by January 1, 2022. **Unanimously Approved**

- Motion to approve **Resolution 21-06** confirming material completion of the FWPDA board’s transition objectives. **Unanimously approved**

### Special Board Meeting

I. **Call to Order:** 9:00 a.m.

The June 30th, 2021 special 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 via email to the campus partner mailing list and other stakeholders.

II. **Roll Call/Introductions of Board Members and Staff**

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

Staff: David Timmons, Aislinn Diamanti, Natalie Maitland, David Beckman, Joan Rutkowski, and John Watts (legal counsel)

Guests: Alan Crain, Kitsap Bank; Richard Martinez, Kitsap Bank; Nancy Neraas, Foster Garvey

III. **Public Comment**

No public comments were shared in the first comment session.

IV. **Consent Agenda**

- **A.** Review and approval of the May 26th and June 2nd 2021 board meeting minutes
  - **Action:** Motion to approve the May 26th and June 2nd 2021 board meeting minutes
  - **Unanimously Approved**

- **B.** Review and approval of June Accounts Payables
  - **Action:** Motion to approve the June Accounts Payables as presented
  - **Unanimously Approved**

Executive Director David Timmons announced that the FWPDA’s capital accounts payables are paid in full thanks to the support of the Fort Worden Foundation and First Federal Savings & Loan. He said the final payments happened due to a bridge loan from First Federal to the Makers Square LLCs; the loan will be refunded when Historic Tax Credits (HTCs) are received.

V. **Bond and Financing Resolutions 21-04 and 21-05 - Staff Reports & Board Discussion**

Resolution 21-04 delegates authority to Timmons to negotiate final terms on the refinancing of two existing loans and a new loan within the parameters noted in the resolution. Timmons reviewed the status of the two loans that were in place prior to the pandemic (one for glamping construction and one for the energy efficiency project). He
said that due to the diversion of funds from capital accounts to operating, the projects did not get completed. The refinancing brings the loans into compliance as taxable bonds and defers debt service for two years, Timmons said. The new loan would restore diverted capital funds, which Timmons said can’t be written off because they are legally owed back to the capital accounts due to staff actions. Resolution 21-05 establishes two lines of credit. He said the $250,000 line of credit is needed to meet a requirement of the master lease with Washington State Parks for an operating line of credit, which the FWPDA allowed to lapse. The $500,000 line of credit would be an emergency line of credit, he said. He reviewed other proposed terms for the loans, which are revenue bonds.

Nancy Neraas, the bond counsel, reiterated that the loans are from Kitsap Bank and are evidenced by a bond or a note and payable from revenues. She noted that the bond resolution extends the maturity of the 2019 Makers Square bond to October 1st. Treasurer Jeff Jackson expressed appreciation for Kitsap Bank’s willingness to require interest only for the first two years of the bonds, which helps the FWPDA get into a healthier financial position. Alan Crain, Kitsap Bank Chief Financial Officer, said the finalized terms could involve either a fixed rate for the entire term or the rate would reset at some point over the term, tied to an index.

Timmons said the FWPDA is in a unique situation because the capital projects are for the benefit of private third parties on the campus, which means the bonds are private activity bonds that don’t qualify for tax exempt status. He described the consequences of defaulting on or writing down the loans, which include jeopardizing the FWPDA’s eligibility for state and federal assistance for its campus obligations. Because of the time needed to close, the future board officers will be asked to sign the closing documents.

It was noted that the dollar amounts in the resolutions were still being discussed and adjusted as the agenda was published to meet public notice requirements. The resolutions in the published packet reflect the final proposed resolutions; the motions on the published agenda could not be updated to reflect the final proposed resolutions due to special meeting rules that require such changes to happen via amendment during the meeting.

(Motion amendment shown by strikethrough):

**Action**: Motion to approve Resolution 21-04 as amended providing for the issuance of (1) a not to exceed $1,700,000 $1,870,000 principal amount Revenue Refunding Bond, 2021A (Taxable) to refund the Authority’s Revenue Bond, 2018, (2) a not to exceed $2,095,000 $2,320,000 principal amount Revenue Refunding Bond, 2021B (Taxable) to refund the Authority’s Revenue Bond, 2019, and (3) a not to exceed $1,950,000 $2,130,000 principal amount Revenue Bond, 2021C (Taxable) to finance various expenditures; extending the term of the Authority’s Revenue Bond, 2019A; fixing or setting parameters with respect to certain terms and covenants of the bonds; delegating authority to the Authority’s designated representative to set final terms of the sale and issuance of the bonds; and providing for other matters properly related thereto.  **Unanimously Approved**

Board member Cindy Finnies asked if the lines of credit involve a resting period. Crain said the structure of the $500,000 line is different because it’s a back-up line. Timmons noted that the new bond also restores an operating loss that is estimated to be approximately $600,000. Once received the FWPDA can address accounts payables and establish a cash reserve, which might preclude needing the $250,000 line of credit, Timmons added.
(Motion amendment shown by strikethrough):

**Action:** Motion to approve Resolution 21-05 as amended establishing two lines of credit and providing for the issuance and sale of two revenue anticipation notes of the Authority, in the aggregate principal amounts of not to exceed $250,000 and $500,000, to evidence the lines of credit; fixing or setting parameters with respect to certain terms and covenants of the notes; delegating authority to the Authority’s designated representative to set final terms of the sale and issuance of the notes; and providing for other matters properly related thereto. **Unanimously Approved**

Board co-chair Norm Tonina expressed deep appreciation from the board to Kitsap Bank for its partnership over the last several months. Richard Martinez, Municipal & Specialty Banking Director for Kitsap Bank, commended the board and Timmons for shepherding the FWPDA through the process, which he said has been exemplary. Board co-chair Todd Hutton thanked the FWPDA’s partners and contractors for hanging in with the FWPDA as it worked through the crisis.

**VI. Fort Worden Foundation Agreements - Staff Reports & Board Discussion**

Timmons said he has presented to the Fort Worden Foundation proposed terms for its lease with the FWPDA and there is agreement on the terms. He said the Memorandum of Agreement (MOA), which is regarding the collaboration between the FWPDA and Foundation on Makers Square and the flow of rent and historic tax credit revenue, is ready to execute. Tonina added that the term sheet will be a supporting document to the MOA. FWPDA board member Herb Cook, who also is president of Foundation, said a base rent for what the Foundation will pay for Makers Square buildings has been established, and the money will flow through the LLC to the FWPDA. The rent will begin at $1 per square foot based on an arm's-length independent appraisal that the Foundation obtained from a third-party firm, Cook said.

Cook and Finnie abstained from the vote due to their service on both boards.

**Action:** Motion to authorize the Executive Director to execute the Memorandum of Agreement with Fort Worden Foundation, Makers Square Master Tenant, LLC, Makers Square Landlord, LLC, and Makers Square Manager, LLC substantially in the form presented to the Board at a special meeting on June 30, 2021, which confirms a rent schedule paid by the Foundation to the FWPDA and incorporates terms to be included in a lease between Makers Square Master Tenant LLC and Fort Worden Foundation, and to make non-substantive changes that do not materially alter the Memorandum. **Approved with two abstentions**

FWPDA administrative offices have moved upstairs in Building 200, freeing up downstairs space for the Foundation’s administrative offices, Timmons said. Cook and Timmons have developed an agreement that exchanges rent for lobbying services to help with asset management challenges going forward. The agreement will be presented to the new board, Timmons said. Tonina thanked the FWPDA’s legal counsel, John Watts, for his work on the Foundation agreements and the historic tax credit needs.

**VII. Fort Worden Hospitality Agreement & Resolution 21-03 - Staff Reports & Board Discussion**
Washington State Parks has provided additional feedback on the agreement that is developing between FWPDA and the nonprofit Fort Worden Hospitality. Parks has recommended that the contract be deemed a management agreement rather than a concession agreement, which Timmons said would allow a 25-year term to be in place without sign-off from the agency. Interim Operations Director Aislinn Diamanti reviewed a six-month transition plan and timeline to guide the startup of Fort Worden Hospitality and its full separation from the FWPDA. If benchmarks are met, the separation would be complete by January 1st, 2022. Timmons said State Parks has agreed to co-sign the agreement.

**Action:** Motion to amend Resolution 21-03 (approved June 2, 2021) to conform to the Resolution presented to the Board at its June 30, 2021 meeting, authorizing the Executive Director to execute a Contractor Agreement with Fort Worden Hospitality in substantially the form of agreement presented to the Board on June 30, 2021, which is substantially similar to the terms presented to the Board on May 26 and June 2, 2021, including changes recommended by State Parks, and authorizing the Executive Director to make non-substantive changes that do not materially alter the agreement, and further to negotiate and assist in the implementation of benchmarks with Hospitality allowing Hospitality to exit the agreement if the benchmarks are not met by January 1, 2022. **Unanimously Approved**

[Board Secretary Jane Kilburn temporarily left the meeting due to technical issues and was not present for the vote.]

**VIII. Administrative Update - Staff Reports & Board Discussion**

**Interagency Data Sharing Agreement.** Timmons said the agreement in the packet authorizes the FWPDA to share its data with state auditors; it is needed due to a security breach the SAO experienced and is required of all public agencies, Timmons said.

**Re-appropriated Funding for Makers Square Site Improvements.** Timmons reviewed details about the Building for the Arts grant for Makers Square that fell through because the project started before the agreement was in place. State legislators helped get the funds re-appropriated as a $712,000 local community program grant and the funds are set aside for site work that is needed at Makers Square. That amounts to about half of the estimated cost.

**Public Infrastructure Fund Re-appropriation for Building 203.** A public infrastructure grant from the County for establishing employee housing in Building 203 that was cancelled has been re-appropriated. The County has awarded the funds in the form of a $150,000 forgivable loan for engineering and architectural evaluation of what’s needed to renovate the building for employee housing, Timmons said. He thanked Mayor Michelle Sandoval and the County for supporting the re-appropriation.

**IX. Finance Reports - Staff Reports & Board Discussion**

**Hospitality Business on the Books Update.** Recent successes with group gatherings and events were noted. Senior Sales and Marketing Manager Natalie Maitland reviewed the business on the books report in the board packet. April and May finished over projections and upcoming accommodations bookings already exceed forecasts, she said. It was noted that it will take a large team effort to meet the business needs as the challenge to find more hospitality staff continues. Because of current staffing levels, the Canteen will continue
operating Wednesdays through Sundays instead of seven days a week, unless more staff are hired, she said. Reveille is expanding its hours to 8 a.m. to 2 p.m., seven days a week, and offering additional menu items, Maitland said. Diamanti reviewed staff masking expectations related to changes in COVID guidelines. Maitland said that with the lift on capacity limits, restaurant business may increase. Due to staffing challenges and transition needs, she does not see Taps re-opening in 2021.

### 2021 Profit & Loss and Cash Flow Statements
Contract CPA Becky Wagner reviewed the financial reports in the board packet. For January through May compared to that period in 2020, FWPDA income is less than half of what it was and expenses are just over one-third of what they were, Wagner said. The net loss is $82,581 compared to negative $767,483 in 2020, she said. For hospitality activity alone, net income is negative $195,902 compared to negative $1,076,468 in 2020 (January through May). The capital report shows the wind down of Makers Square grant and construction activity. Payments on accounts payables and other operating activities have led to a net cash increase of $122,453 for January through May, bringing total cash on hand to $284,679. Tonina said some of the numbers show how many costs are fixed. Hutton noted that the FWPDA was fully staffed during this timeframe, which was before COVID hit and furloughs occurred. Finnie observed how little money is currently being spent on maintenance and deferred maintenance needs, which are going to grow bigger and bigger. She said it’s essential for new leadership to recognize this because maintenance is so important and plays into the visitor experience and partner experience. Timmons said this will become the priority issue for the FWPDA. Cook asked about the timing and booking of HTC income. Wagner said the tax credit income is currently showing up in the FWPDA report under grants and will eventually show up in the Makers Square LLC report after accounting changes are complete.

### 2018 & 2019 Financial Statements and Cash Basis Conversion
Wagner said 2018 has been filed with the state, 2019 is in process, and she is hoping that 2020 will be filed soon. The restatement of Makers Square financial activity is taking time because it’s complicated. The audit of those statements will happen as soon as they all are filed with the state. Wagner referred the board to a report showing 2015 through 2019 after recent conversion to cash basis accounting. Wagner said these are BARS-compliant financials, which are different from the GAAP financials that she presents. Timmons said the finances will be managed internally on an accrual basis and the audit will be on a cash basis. He said the conversion went back to 2015, when the accounting system had previously shifted, to bring all statements into alignment for consistency over the years, he said. Timmons is recommending that audits happen annually instead of every two years.

### Makers Square Reconciliation Update
[Jeff Jackson left the meeting.]
As shared earlier and in previous meetings, Timmons said the accounting for Makers Square is being corrected for the requirements of the tax credits so that money flows through Makers Square Landlord LLC. This makes the restatement of 2020 finances more complicated, he said. Timmons said the retainage still needs to be paid and steps are in process. A separate audit by an independent firm also is needed for qualified expenses for a report to the National Park Service, which will then allow for the release of final tax credit income. Tonina thanked finance staff for their work on addressing the accounting issues.

### X. Audit Update - Board Report & Discussion
Hutton, Tonina, Jackson, and Timmons have been meeting with the state audit team on the audit progress and remaining needs. Hutton said the fraud investigation is close to complete. He said that he, Tonina, and Jackson have offered to assist as needed as non-board members to close the accountability audit. Timmons noted that the accountability audit looks into compliance with controls and requirements, and the fraud investigation is a process that will lead to a separate report. The investigation doesn’t determine criminality, and instead can involve a referral to law enforcement, he said. Timmons reiterated that auditors have said they aren’t finding anything more than what the FWPDA already reported. Expected findings on other matters will be about issues that have been corrected, he said.

XI. Public Comment
No public comments were shared.

XII. FWPDA Board Transition - Board Report & Discussion

Resolution 21-06 Regarding Board Transition Objectives. Tonina referred the board to a proposed resolution regarding a board transition plan that they set in January to enable the implementation of the reorganization of the FWPDA’s governance and management structure. The resolution states that the board has successfully delivered on seven of the nine transition objectives. The state’s completion of the accountability audit remains and a new asset management strategy has been delayed to the new board, Tonina said.

Board Members Closing Thoughts. Before addressing the proposed resolution, board members shared closing thoughts on their service and the FWPDA’s history, successes, and challenges. The statements were made as part of their resignations from the FWPDA board of directors, effective at the end of June 30th, 2021. Some read from resignation letters that they had written for submission to the Port Townsend City Council. (The resignation letters are published on the FWPDA’s public document web page.)

**Action:** Motion to approve Resolution 21-06 confirming material completion of the FWPDA board’s transition objectives. **Unanimously approved**

XIII. Adjourn
The board adjourned its meeting at 11:39 a.m.
Public Development Authorities
by Jay Reich, Stacey Crawshaw-Lewis and Deanna Gregory,
Preston Gates and Ellis LLP

Public development authorities, or PDAs, can be established by cities or counties pursuant to RCW 35.21.730 et seq. to perform public functions that the creating city or county could perform itself. PDAs are instrumentalities of their creating jurisdiction. PDAs are often created to manage the development and operation of a single project, which the city or county determines is best managed outside of its traditional bureaucracy and lines of authority. The particular project may be entrepreneurial in nature and intersect with the private sector in ways that would strain public resources and personnel. For example, the Pike Place Market is a City of Seattle PDA and essentially acts as the landlord to scores of retail establishments and nonprofit services provided in a series of historic buildings. The City of Seattle has determined that day-to-day operations of such an enterprise is best managed by professionals independent of the City, given the untraditional nature of the enterprise and the importance of responding to the unique needs of the private retail marketplace.

The following questions and answers discuss PDA powers, formation, governance, potential uses, advantages, disadvantages and applicable legal requirements.

A. What Are Public Development Authorities?

PDAs are public corporations created by a city or county to perform a particular public purpose or public function specified in the ordinance or resolution creating the PDA and its charter. RCW 35.21.730. Although PDAs may be created for a general purpose, PDAs are more often created for a specific project or undertaking reflected in the PDA’s charter.

B. Why Are Public Development Authorities Formed?

PDAs are created to (1) administer and execute federal grants or programs; (2) receive and administer private funds, goods or services for any lawful purpose; and (3) to perform any lawful public purpose or public function. RCW 35.21.730(5). Such undertakings may be specified in the PDA’s charter. PDAs are frequently created to undertake a specific project or activity requiring focused attention. PDAs tend to be more entrepreneurial than their sponsoring municipality, involving private sector participants as board members or partners. PDAs allow municipalities to participate in projects that they may be otherwise disinclined to partake in due to project risks and competing priorities of the municipality.

While PDAs have broad statutory authority to perform any lawful public purpose or public function, PDAs cannot undertake a public function that the creating city or county could not lawfully perform. See Memorandum Opinion of the Attorney General of Washington to Robert V. Graham, State Auditor, March 10, 1989. A PDA is thus limited to perform only public purposes or public functions that the creating municipality may undertake directly. A PDA may be limited further by specific reference to a particular undertaking in the PDA’s charter.

C. What Powers Do Public Development Authorities Have?

The powers of a PDA are provided in chapter 35.21 RCW. PDAs may:

- Own and sell real and personal property;
- Contract with a city, town or county to conduct community renewal activities;
· Contract with individuals, associations, corporations, the State of Washington and the United States;
· Sue and be sued;
· Loan and borrow funds and issue bonds and other instruments evidencing indebtedness;
· Transfer funds, real or personal property, property interests or services;
· Engage in anything a natural person may do; and
· Perform all types of community services.

D. How Are Public Development Authorities Formed?

A city or county may form a PDA by passing an ordinance or resolution approving the PDA’s charter. The charter will include the PDA’s name, scope of the project or purpose, the term of the PDA, and board characteristics. The charter may provide for municipal oversight and will limit the liability of the creating municipality. Because PDAs are separate legal entities, all liabilities incurred by the PDA must be satisfied exclusively from the assets of the PDA, except as otherwise agreed by contract. PDA creditors do not have any right of action against or recourse to the creating municipality, or its assets, on account of the PDA’s debts, obligations, liabilities or acts or omissions.

E. How Are Public Development Authorities Governed?

The PDA’s charter establishes the PDA’s governing body composition, size, and nomination process. RCW 35.21.730 et seq. does not require any particular board composition and, therefore, the creating city or county has significant latitude in crafting a governance structure suited to the PDA’s purpose. For example, PDA boards are often composed of persons with particular technical expertise (financing, construction or legal) and persons who represent key stakeholders.

The PDA’s charter also usually determines the term of the PDA. The charter may include a sunset provision, which may automatically dissolve the PDA upon completion of the project or its financing. Alternatively, if the PDA has a broader mandate encompassing numerous phases of an ongoing project or a general endeavor, the PDA’s existence may be indefinite. PDA staffing, administrative costs, and oversight requirements may vary as the particular undertakings differ.

The creating municipality will have limited control over the PDA, but will not be relieved of all oversight responsibility. By statute, the city or county is required to oversee and control the PDA’s operations and funds in order to correct any deficiency and to assure that the purposes of each project are reasonably accomplished. See RCW 35.21.745. The PDA’s accounting and other responsibilities to its creating city or county may be identified in the PDA’s charter and serve to assist the city or county in meeting its oversight obligations. The municipality may further specify the level of autonomy, accountability, and control it will have over the PDA in the PDA’s charter or in any contracts or leases the municipality executes with the PDA.

F. What Type of Projects Can Public Development Authorities Construct, Operate and Finance?

A PDA may undertake any “public purpose” specified in the PDA’s charter and that is a lawful public purpose or undertaking of the creating municipality. Examples of projects include developing the Seattle Art Museum, assisting in the development of the Museum of Flight at Boeing Field in King County, developing City Hall on Mercer Island, restoring Officers’ Row in Vancouver, managing the Pike Place Market in Seattle, and developing the Convention Center in Bellevue.

G. What Resources Do Public Development Authorities Have?
PDAs do not have the power of eminent domain or the authority to levy taxes. RCW 35.21.745. A PDA may borrow funds or issue tax-exempt bonds. Despite broad authority to undertake various projects, PDA financing is generally project specific. To facilitate access to the financial markets, PDA project financings are often backed by a city or county guarantee, typically in the form of a contingent loan agreement. A creating city or county may adopt an ordinance authorizing the transfer of property or funds to a PDA. RCW 35.21.730. Property and funds frequently transferred to a PDA include real property and operating funds. A creating municipality can control and oversee how the PDA uses the transferred property by placing terms and conditions on a PDA’s use of such property in the transferring documentation.

A transfer of property or funds to the PDA from the creating city or county does not violate the constitutional prohibition on the lending of credit or giving of public funds by a city, county or other municipal corporation. Article VIII, Sections 5 and 7 of the Washington Constitution prohibit the lending of public credit or gift of public funds to private entities. This prohibition does not apply to transfers between municipal agencies and is therefore not violated when a parent city or county transfers funds to its PDA. See State ex rel. Wash. Toll Bridge Auth. v. Yelle, 56 Wn.2d 86, 104, 351 P.2d 493 (1960); Mount Spokane v. Spokane County, 86 Wash. App. 165, 936 P.2d 1148 (1997), review denied, 133 Wn.2d 1021 (1997).

H. Can Public Development Authorities Issue Tax-Exempt Bonds?

PDAs can issue tax-exempt bonds pursuant to RCW 35.21.735. As noted above, PDAs do not have taxing authority, and so can pledge only project, grant or other revenues to repay bonds.

In order to access financial markets at attractive rates, PDA project revenue bonds are often backed by a city or county guarantee or contingent loan agreement. If the agreement is contingent in nature, it should not be a debt of the city or county for the purposes of constitutional and statutory debt limitations, but will need to be identified on the city or county financial statements.

There are numerous federal tax law considerations that a PDA must take into account when financing a project with tax-exempt debt. For the bonds to be tax-exempt, the project must be used for a public purpose, as opposed to a private activity, and must be repaid from public funds and not private sources. Any private management contract must meet the safe harbor provisions under the federal tax code. All of these issues would need to be reviewed by bond counsel.

I. What Are Examples of Recent Public Development Authority Projects?

Recent projects completed by PDAs include the Village Square project completed in two phases by the Seattle Chinatown-International District Preservation and Development Authority (“SCIDPDA”), a PDA created by The City of Seattle. The project includes affordable family housing, a Seattle Parks Department recreation center and Seattle Public Library branch, as well as senior housing, retail space and space for health and social service non-profit agencies.

The Foss Waterway Development Authority, a PDA created by the City of Tacoma, facilitates redevelopment of previously contaminated areas of Tacoma’s Foss Waterway, entering into agreements with private developers interested in developing parcels in a manner consistent with the City’s plan for the Waterway.

The Seattle Art Museum is a tenant in the museum owned by the Museum Development Authority, a PDA formed by The City of Seattle. The PDA Board is composed in part of members nominated by the Seattle Art Museum. The PDA is undertaking an expansion of its space. Washington Mutual, the Seattle Art Museum and the PDA are planning for joint development of a 40-story downtown tower that would provide new corporate headquarters for the bank and allow the museum ultimately to triple in size.

J. What Are the Disadvantages and Advantages of Forming a Public Development Authority?
A potential disadvantage of forming a PDA is the relatively low level of control the creating city or county has over the PDA or the project. Although the creating municipality has oversight responsibilities for PDA operations to assure the purposes of the PDA are fulfilled, generally the creation, management, and facilitation of the project is in the hands of the PDA’s governing board. Despite contract or charter provisions providing for oversight and control over the PDA, the PDA remains autonomous. The lack of control over the project and the PDA, however, may be beneficial for the city or county for it reduces liability and financial risk for the city or county. A PDA also provides a vehicle for a city or county to support a project without diverting city or county staff to the undertaking and to attract private citizens to serve on the PDA board.

K. What Legal Requirements Apply to Public Development Authorities?

Generally, a PDA is subject to all “general laws regulating local governments, multimember governing bodies, and local government officials.” RCW 35.21.759. Such legal requirements include, but are not limited to, compliance with the following laws:

- To be audited by the State auditor and to be subject to various accounting requirements provided by chapter 43.09 RCW;
- Open public record requirements under chapter 42.17 RCW;
- Open public meetings and other public process laws as provided in chapter 42.30 RCW;
- Public works requirements under chapter 39.04 RCW;
- Competitive bidding and prevailing wage laws provided in chapter 39.04 RCW;
- Local government whistleblower laws as provided in chapter 42.41 RCW;
- The prohibition on using PDA facilities for campaign purposes under RCW 42.17.130; and
- The Code of Ethics for municipal officers under chapter 42.23 RCW.
A PDA is also subject to constitutional constraints imposed on local governments, primarily limiting the use of public funds. As described above, Article VIII, Sections 5 and 7 of the Washington Constitution prohibit the lending of public credit or gift of public funds to private entities, with limited exceptions. Furthermore, Article VII, Section 1 and Article VIII, Section 6, require that public debt be incurred and taxes levied exclusively for public purposes. Such constitutional constraints are often triggered when a PDA is formed to encourage private sector investment.

*Editor’s Note: We want to emphasize how important it is that everyone who is or will be involved with a PDA read and understand the above section on legal requirements.*

*City and county staff know that it is sometimes hard to educate newly elected officials in these matters. Some of the restrictions under which local governments operate seem so, well, “restrictive!” Businessmen often tell us that they would not be able to make a profit if they had to run their businesses under these same laws. One PDA board commissioner has been quoted as saying, "My God, we’re so constrained by so many rules, what’s the point of it all? You can’t turn around without stepping into a legal minefield.”*

*This may be particularly true when a city or county wants to form a PDA to promote economic development. Economic development practitioners often cannot believe that cities and counties (and, therefore, PDAs) cannot do promotional hosting with public funds. (They work with port districts and those districts CAN use public funds for promotional hosting.) Serving coffee or soft drinks at a meeting is about the most that can be done by cities, counties, and PDAs.*

*What PDAs can and cannot do with a private partner can be complicated legally. To traverse the “legal minefield” safely, PDAs should work with attorneys experienced in municipal law and with PDAs in particular.*
Chapter 2.84
PORT TOWNSEND PUBLIC DEVELOPMENT AUTHORITY

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2.84.010 Authority created – City liability limited.

A. Authority Created. The council hereby authorizes the creation of a public corporation pursuant to RCW 35.21.730(5). The public corporation shall have all of the powers set forth in this chapter, RCW 35.21.730 through 35.21.755, and its charter necessary to manage, promote, develop, secure funding, and enhance the Fort Worden State Park (the “park”) including undertaking, assisting with, and otherwise facilitating the implementation of a Lifelong Learning Center at the park generally as envisioned in the Fort Worden Long-Range Plan (2008) adopted by the Washington State Parks and Recreation Commission, including any amendments thereto. The authority will partner with organizations currently residing at the park and other private and nonprofit entities to accomplish the functions specified in its charter.

B. Name. The name of the public corporation shall be the “Fort Worden Lifelong Learning Center public development authority” (hereinafter the “authority”). The board may recommend a name change or a trade name for council review and approval. The corporate name shall take any form approved by council; provided, however, the corporate name shall not (1) end with “incorporated,” “company” or “corporation” or any abbreviation thereof or use the term “grange,” “bank,” “banking,” “trust” or “savings” therein, or any combination of words that are restricted from its usage by state law; or (2) adopt or appear deceptively similar to the name of any corporation, existing or organized under the laws of the state or authorized to transact business or conduct affairs in the state, or a corporate name reserved or registered as permitted by the laws of the state.

C. Seal. The corporate seal of the authority shall carry the name of the authority.

D. City Liability Limited. The authority is an independent legal entity exclusively responsible for its own debts, obligations and liabilities. Except as specifically agreed in writing by the city, the authority shall take no action that might impose liability upon the city. All liabilities incurred by the authority shall be satisfied exclusively from the assets, credit, and properties of the authority, and no creditor or other person shall have any right of action against or recourse to the city, its assets, credit, or services on account of any debts, obligations, liabilities or acts or omissions of the authority.

The charter of the authority shall provide that the authority is organized pursuant to this chapter and RCW 35.21.730 through 35.21.755 and state as follows:

All 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 of Port Townsend, Washington on account of any debts, obligations or liabilities of the Authority.

Such statement shall be displayed in a prominent location in the principal office and other offices of the authority. It shall also be printed or stamped on all contracts, bonds, and other documents that may entail any debt or liability by the authority. Failure to display, print or stamp the statement required by this section shall not be taken as creating any liability for the city. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3063 §§ 1(a), (b), 2011; Ord. 3018 § 1, 2009).

2.84.015 Authority subject to local, state, and federal law.

The authority shall be subject to all applicable local, state, and federal laws, including, but not limited to, the applicability of general laws under RCW 35.21.759, the requirement to be audited by the state auditor and various accounting requirements provided under Chapter 43.09 RCW, the open public record requirements of Chapter 42.56 RCW, the prohibition on using its facilities for campaign purposes under RCW 42.17A.555, the open public meetings law of Chapter 42.30 RCW, the code of ethics for municipal officers under Chapter 42.23 RCW, and the local government whistleblower law under Chapter 42.41 RCW. (Ord. 3262 § 1 (Exh. A), 2021).
2.84.020 Powers – Generally.
Except as otherwise limited by Washington State law, this chapter, or the charter of the authority, the
authority shall have and exercise all lawful powers necessary or convenient to effect the purposes for
which the authority is organized and to perform authorized corporate functions, including, without
limitations, the power to:

A. Own, lease, acquire, dispose of, exchange and sell real and personal property;

B. Contract for any authority purpose with individuals, associations and corporations, municipal
corporations, any agency of the state government or its political subdivisions, and the state, any Indian
tribe, and the United States or any agency or department thereof;

C. Sue and be sued in its name;

D. Lend its funds, property, credit or services, borrow money, or act as a surety or guarantor for
corporate purposes;

E. Do anything a natural person may do;

F. Perform and undertake all manner and type of community services and activities in furtherance of the
carrying out of the purposes or objectives of any program or project heretofore or hereafter funded in
whole or in part with funds received from the United States, state, county, or other political entity, or any
agency or department thereof, or any other program or project, whether or not funded with such funds,
which the authority is authorized to undertake by federal or Washington State law, city ordinance, city
resolution, by agreement with the city, or as may otherwise be authorized by the city;

G. Provide and implement such municipal services and functions as the council may by ordinance or
resolution direct;

H. Transfer any funds, real or personal property, property interests, or services, with or without
consideration;

I. Receive and administer governmental or private funds, goods, or services for any lawful public
purpose;

J. Purchase, acquire, lease, exchange, mortgage, encumber, improve, use, manage, or otherwise
transfer or grant security interests in real or personal property or any interests therein; grant or acquire
options on real and personal property; and contract regarding the income or receipts from real property;

K. Issue negotiable bonds and notes in conformity with applicable provisions of the Uniform Commercial
Code and Washington State law and this chapter in such principal amounts as, in the discretion of the
authority, shall be necessary or appropriate to provide sufficient funds for achieving any corporate
purposes; or to secure financial assistance, including funds from the United States, a state, or any
political subdivision or agency of either for corporate projects and activities; provided, however, that all
bonds and notes or liabilities occurring thereunder shall be satisfied exclusively from the assets,
properties or credit of the authority, and no creditor or other person shall have any recourse to the
assets, credit or services of the city thereby, unless the council shall by resolution expressly guarantee
such bonds or notes;

L. Contract for, lease, and accept transfers, gifts or loans of funds or property from the United States, a
state, and any political subdivision or agency of either, including property acquired by any such
governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions therefor;

M. Manage, on behalf of the United States, a state, and any political subdivision or agency of either any property acquired by such entity through gift, purchase, construction, lease, assignment, default, or exercise of the power of eminent domain;

N. Recommend to appropriate governmental authorities public improvements and expenditures for areas located within the city;

O. Recommend to the United States, a state, and any political subdivision or agency of either any property, owned or that could be acquired by the political entity, which, if committed or transferred to the authority, would materially advance the public purpose for which the authority is chartered;

P. Initiate, carry out, and complete such improvements of benefit to the public consistent with its charter as the United States, a state, and any political subdivision or agency of either may request;

Q. Recommend to the United States, a state, and any political subdivision or agency of either such tax, financing, and security measures as the authority may deem appropriate to maximize the public interest in the city;

R. Provide advisory, consultative, training, educational, and community services or advice to individuals, associations, corporations, or governmental agencies, with or without charge;

S. Control the use and disposition of corporate property, assets, and credit;

T. Invest and reinvest its funds;

U. Fix and collect charges for services rendered or to be rendered, and fix and collect rents for properties or portions of properties leased, and establish the consideration for property transferred;

V. Sponsor, lease, manage, construct, own, or otherwise participate in housing projects, where such activity furthers the purpose for which the authority is chartered;

W. Maintain books and records as appropriate for the conduct of its affairs;

X. Conduct corporate affairs, carry on its operations, and use its property as allowed by law and consistent with this chapter, its charter and its bylaws; designate agents and engage employees, prescribing their duties, qualifications, and compensation; and secure the services of consultants for professional services, technical assistance, or advice;

Y. Exercise and enjoy such additional powers as may be authorized by law. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3063 § 1(c), 2011; Ord. 3018 § 2, 2009).

2.84.030 Limitation of powers.
The activities and transactions of the authority shall be limited in the following respects:

A. The authority shall have no power of eminent domain nor any power to levy taxes or special assessments.

B. The authority may not incur or create any liability that permits recourse by any contracting party or member of the public to any assets, services, resources, or credit of the city.
C. No funds, assets, or property of the authority shall be used for any partisan political activity or to further the election or defeat of any candidate for public office; nor shall any funds or a substantial part of the activities of the authority be used for publicity or educational purposes designed to support or defeat legislation pending before the Congress of the United States, or the legislature or governing body of any political entity; provided, however, that funds may be used for representatives of the authority to communicate with governmental entities concerning funding and other matters directly affecting the authority, so long as such activities do not constitute a substantial part of the authority’s activities and unless such activities are specifically limited in its charter.

D. All funds, assets, or credit of the authority shall be applied toward or expended upon services, projects, and activities authorized by its charter. No part of the net earnings of the authority shall inure to the benefit of, or be distributable as such to, the board members or other private persons, except that the authority is authorized and empowered to:

1. Reimburse board members, employees and others performing services for the authority reasonable expenses actually incurred in performing their duties, and compensate employees and others performing services for the authority a reasonable amount for services rendered;

2. Assist board members or employees as members of a general class of persons to be assisted by a corporate-approved project or activity to the same extent as other members of the class as long as no special privileges or treatment accrues to such board members or employees by reason of their status or positions in the authority;

3. Defend and indemnify any current or former board members or employees and their successors against all costs, expenses, judgments, and liabilities, including attorneys’ fees, reasonably incurred by or imposed upon them in connection with or resulting from any claim, action, or proceeding, civil or criminal, in which they are or may be made a party by reason of being or having been board members or employees, or by reason of any action alleged to have been taken or omitted by them in such positions; provided, that they were acting in good faith on behalf of the authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which board members or employees may be entitled as a matter of law; and

4. Purchase insurance to protect and hold personally harmless any of its board members, employees and agents from any action, claim, or proceeding instituted against the foregoing individuals arising out of the performance, in good faith, of duties for, or employment with, the authority and to hold these individuals harmless from any expenses connected with the defense, settlement, or monetary judgments from such actions, claims, or proceedings. The purchase of such insurance and its policy limits shall be discretionary with the board, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance.

E. The authority shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to its board members or employees or otherwise engage in business for private gain. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 3, 2009).

2.84.040 Charter.
The charter of the authority (the “charter”) is hereby approved in the form set forth at Exhibit A attached to the ordinance codified in this chapter. The charter shall be issued in duplicate originals, each signed
by the mayor and bearing the city seal attested by the city clerk. One original shall be filed with the clerk of the council and filed as a public record. A duplicate original shall be provided to the authority.

The charter may be amended by the city council to comply with changes in Washington State law or to make the charter consistent with the provisions of this chapter as it may be amended by the council from time to time. Charter amendments proposed by the city council for such purposes shall not require subsequent approval of the board of directors of the authority. The charter may also be amended by resolution of the board of directors of the authority subject to approval by the city council. Any charter amendment adopted by resolution of the board of directors must be consistent with the terms of this chapter, as it may be amended from time to time. After adoption of a charter amendment, the revised charter shall be issued and filed in the same manner as the original charter. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 4, 2009).

2.84.050 Effect of issuance of charter.
The authority shall commence its existence effective upon issuance of its charter and appointment and confirmation of the initial board of directors as provided in the charter. Except as against the state or the city in a proceeding to cancel or revoke the charter, delivery of a duplicate original charter shall conclusively establish that the authority has been established in compliance with the procedures of this chapter. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 5, 2009).

2.84.060 Board of directors – Nominating committee – Officers.
A. Board Composition. A board consisting of no fewer than seven and no more than 11 members (the “board”) is hereby established to govern the affairs of the authority. The board members shall be appointed and serve their terms as provided in this chapter and in the charter.

B. Board Membership. Board members shall be appointed by the mayor with the concurrence of the city council. A nominating committee (the “committee”) consisting of one member of the current board, a partner representative, the executive director, the city manager, and a representative of the Fort Worden park manager shall be formed for the purposes of soliciting candidates and interviewing potential board members. The committee shall recommend candidates that have the skills and experience to best manage, promote, develop, secure funding, and enhance the Fort Worden State Park as well as bring diverse viewpoints and backgrounds. The mayor should give due consideration to the recommendations of the committee but is not bound to accept the committee’s recommendations.

Nominations for new appointees or for reappointment of existing members shall be processed in the manner provided in the bylaws. Vacancies occurring during the course of a term shall be filled by the mayor with city council concurrence.

C. Terms of Office. Except as otherwise provided herein, all members of the board shall continue to serve on the board until a successor is appointed and confirmed. Board members shall be divided into four classes: one class with two members who shall serve an initial one-year term; one class with three members who shall serve an initial two-year term; one class with four members who shall serve an initial three-year term; and one class with two members who shall serve an initial four-year term. At the anniversary date of selection, the term of the board members with a one-year term shall expire; provided, that they shall each continue in office until their respective successor is confirmed by the city council. Successors shall serve three-year terms. This procedure shall continue annually as to successive classes of board members with expiring terms, so that at the expiration of the term of appointment, a new class of board members shall take office; provided, that all persons so selected shall hold office for the three-year term for which they were selected and until their successors shall
have been selected. Subsequent appointments to the board shall be made as provided in this section and in the charter.

D. Board Duties. The board shall oversee the activities of the authority, establish and implement policy, participate in corporate activity in matters prescribed by city ordinance, and shall have stewardship for management and determination of all corporate affairs. All corporate powers of the authority shall be exercised by or under the authority of the board, and the business, property and affairs of the authority shall be managed under the supervision of the board, except as may be otherwise provided by law, this chapter (as it may be amended from time to time), or in the charter.

E. Officers and Division of Duties. The board shall have two or more officers as provided in the charter. The same person shall not serve as both the chairperson of the authority and the officer responsible for the custody of funds and maintenance of accounts and finances. In no event shall there be less than two officers designated. Additional officers may be provided for in the bylaws of the authority. Any officer responsible for accounts and finances shall file with the authority a fidelity bond in an amount determined by the board to be adequate and appropriate and may hold the office only as long as such a bond continues in effect. The chairperson shall be the agent of the authority for service of process. The authority may, by resolution, designate other agents to receive or initiate process.

F. Removal of Board Members. The mayor, with concurrence of the city council, may remove at will any members of the board from office. In the event of removal, members shall be replaced in the same manner as provided for in filling vacancies on the board.

G. Liaisons to the Board. The mayor will select a member of the city council to serve as a liaison to the board. The Fort Worden partners – meaning organizations who conduct business on site at Fort Worden for 180 days annually – will select a representative to serve as a liaison to the board. The liaisons will attend board meetings as appropriate and will facilitate communication between their respective bodies and the board. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3148 § 1, 2016; Ord. 3126 § 1, 2015; Ord. 3063 § 1(d), 2011; Ord. 3030 § 1 (Exh. A), 2010; Ord. 3018 § 6, 2009).

2.84.065 Executive director.
A. The board shall appoint or otherwise make provision for an executive director of the authority, who shall be chosen solely on the basis of executive and administrative qualifications with special reference to actual experience in, and knowledge of, accepted practices in respect to the duties of the office.

B. The executive director shall not be a member of the board, and no member of the board shall be appointed executive director until at least one year has elapsed following expiration of the appointed board term.

C. The powers and duties of the executive director shall be:

1. To have general supervision over the administrative affairs of the authority;

2. To appoint and remove at any time all officers and employees of the authority except members of the board;

3. To attend all meetings of the board when required by that body;

4. To recommend for adoption by the board such measures as deemed necessary or expedient;

5. To prepare and submit to the board such reports as may be required by that body or as deemed advisable;
6. To keep the board fully advised of the financial condition of the authority and its future needs;

7. To prepare and submit to the board a proposed budget for the fiscal year, and to be responsible for its administration upon adoption;

8. To perform such other duties as the board may determine by resolution.

The board shall not direct the executive director to appoint any person to, or remove any person from, employment with the authority. Except for the purpose of inquiry, the board and its members shall deal with the administrative service solely through the executive director, and the board, or any member thereof, shall not give orders to any subordinate of the executive director either publicly or privately. The provisions of this section do not prohibit the board, while in open session, from fully and freely discussing with the executive director anything pertaining to appointments and removals of board employees and affairs of the authority. (Ord. 3262 § 1 (Exh. A), 2021).

2.84.070 Meeting.

A. Board Meeting. Within 90 days after issuance of the charter and appointment and confirmation of the initial board, the city manager or designee shall call an organizational meeting of the initial board, giving at least 10 days’ advance written notice to each director, unless waived in writing. At such meeting, the board shall organize itself, appoint officers, and select its place of business.

B. Compliance with Open Public Meetings Laws. All board meetings, including executive, all other permanent and ad hoc committee meetings, shall be open to the public to the extent required by Chapter 42.30 RCW.

C. Quorum. At all meetings of the board, a majority of members then in office shall constitute a quorum unless a higher threshold is established in this section or in the bylaws.

D. Manner of Acting. The board may adopt resolutions of the board only by an affirmative vote of a majority of the members then in office. Any board member present at a meeting who fails to vote without a valid disqualification shall be declared to have voted in the affirmative on the question. Any resolution authorizing or approving any of the following actions may only be passed by a vote representing a majority plus one of the board members then in office at a meeting attended by at least two-thirds of the members of the board:

1. Transfer or conveyance of an interest in real estate other than a release of a lien or satisfaction of a mortgage after payment has been received and the execution of a lease for a current term less than one year;

2. The contracting of debts, issuances of notes, debentures, or bonds, and the mortgaging or pledging of authority assets to secure the same;

3. The donation of money, property or other assets belonging to the public corporation;

4. An action by the public corporation as a surety or guarantor;

5. All capital expenditures in excess of an amount to be established by resolution of the board, and all other transactions in which: (a) the consideration exchanged or received by the authority exceeds the greater of one percent of the previous year’s operating budget or $50,000 or (b) the performance by the authority shall extend over a period exceeding one year from the date of execution of an agreement therefor;

6. Any substantial project or major activity outside the boundaries of the city;
7. Adoption of an annual operating and capital budget;

8. Certification of annual reports and statements to be filed with the city clerk as true and correct in the opinion of the board and of its members except as noted;

9. Such other transactions, duties, and responsibilities as the charter shall require the board to approve.

Proposed charter amendments shall require an affirmative vote representing two-thirds of the board members voting on the issue and a majority of the board’s voting membership.

E. Committees. The board may by resolution designate from among its members one or more committees to advise or perform other duties on behalf of the board, provided any final action shall require approval of the board. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 7, 2009).

2.84.080 Bylaws.
The initial bylaws (the “bylaws”) of the authority are hereby approved in the form set forth at Exhibit B attached to the ordinance codified in this chapter. The power to alter, amend, or repeal the bylaws or adopt new ones shall be vested in the board except as otherwise provided in the charter. The bylaws shall be consistent with the charter. In the event of a conflict between the bylaws and this chapter (as it may be amended from time to time) or the charter, this chapter or the charter, as the case may be, shall control. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 8, 2009).

2.84.090 Ethics – Prohibited conduct.
A. Code of Ethics. The city’s code of ethics, including all amendments, apply to the board, and officers and employees of the authority. Nothing prevents the board from adopting a code of ethics for the authority, so long as its provisions supplement and are not inconsistent with the city’s code of ethics. If the board adopts a code of ethics consistent with this section, the city code of ethics continues to apply, as supplemented by the one adopted by the board.

B. Prohibited Conduct. Without limiting the foregoing, no current authority officials or employees shall:

1. Engage in any transaction or activity, including membership in other nonprofit boards, which is, or would to a reasonable person appear to be, in conflict with or incompatible with the proper discharge of official duties, or which impairs, or would to a reasonable person appear to impair, the officer’s or employee’s independence of judgment or action in the performance of official duties;

2. Use their official positions for purposes that are, or would to a reasonable person appear to be, primarily for the private benefit of the officers or employees, rather than primarily for the benefit of the public corporation; or to achieve a private gain or an exception from duty or responsibility for the officers or employees or any other persons;

3. Solicit or receive any retainer, gift, loan, entertainment, favor or other thing of monetary value from any person where the retainer, gift, loan, entertainment, favor or other thing of monetary value has been solicited, received or given, or to a reasonable person would appear to have been solicited, received or given, with intent to give or obtain special consideration or influence as to any action by such officers or employees in their official capacity; provided, that nothing shall prohibit contributions which are solicited or received and reported in accordance with applicable law;

4. Use or permit the use of any person, funds or property under their official control, direction, custody, or of any authority funds or authority property, for a purpose which is, or to a reasonable person would appear to be, for the private benefit of the officials or employees or any other person
or entity; provided, that nothing shall prevent the private use of authority property which is available on equal terms to the public generally, or the use of authority property in accordance with authority policy for the conduct of official authority business, if in fact the property is used appropriately;

5. Disclose or use any information gained by reason of their official positions for the immediate or anticipated personal gain or benefit of the officer, employee or any other person or entity; provided, that nothing shall prohibit the disclosure or use of information which is a matter of public knowledge, or which is available to the public on request;

6. Except in the course of official duties, assist any person in any authority transaction where such authority official's or employee's assistance is, or to a reasonable person would appear to be, enhanced by that official or employee's position with the corporation; provided, that this subsection shall not apply to any officers or employees appearing on their own behalf or representing themselves as to any matter in which they have a proprietary interest, if not otherwise prohibited by law;

7. Have a financial or other private interest, direct or indirect, personally or through a member of their immediate families, in any contract or noncontractual transaction to which the corporation may be a party, and fail to disclose such interest prior to the formation of the contract, or prior to the time the corporation enters into the transaction; provided, that this subsection (B)(7) shall not apply to any contract awarded through the public bid process in accordance with applicable law;

8. Be beneficially interested, directly or indirectly, in any contract which may be made by, through or under the supervision of such officers, in whole or in part, or which may be made for the benefit of their offices, or accept, directly or indirectly, any compensation, gratuity or reward in connection with such contract from any other person beneficially interested therein;

9. Fail to disqualify themselves from acting on any transaction which involves the corporation and any person who is, or at any time within the preceding 12-month period has been, a private client of theirs, or of their firm or partnership.

C. Permitted Conduct. Authority officials or employees may perform official duties and participate in authority affairs or activities when:

1. The proposed action or activities of the public corporation would not affect them in a manner different in kind from that of the public generally, or when the authority officials are members of a substantial class of persons included in a service or assistance program and would be not affected in a manner different in kind from other members of the class; or

2. The charter or rules or regulations repose responsibility with the board for an action that affects all board members in their official capacity alike; or

3. After disclosure of their personal interests, the board finds, by majority recorded vote following discussion in open meeting during which public comment is permitted, that the official’s participation would further the public interest notwithstanding the personal interest disclosed.

D. Conflicts of Interest. In all other instances, any authority official who may have a direct or indirect financial interest in any matter coming before the board shall disclose to the board the nature and extent of such interest, and refrain from voting, participating in board deliberations as an official, or attempting to influence any other authority official on the matter.
E. Statements of Economic Interests. All compensated authority employees holding executive, professional or administrative positions designated by the authority in its bylaws and all uncompensated officials and employees shall, within two weeks of being appointed or hired, and thereafter annually by April 15th, file with the authority a written statement sworn as to its truth and accuracy stating for themselves and all members of their immediate families for the preceding calendar year:

1. The names and addresses of each person or entity doing business with the authority with which the officials or employees or members of their immediate families have received compensation in any form of a total value of $2,500 or more, excluding campaign contributions reported in accordance with applicable law;

2. The names and addresses of each entity doing business with the authority in which the officers or employees or members of their immediate families have direct financial interests with a value of $1,500 or more; provided, that policies of insurance in amounts on deposit in accounts with banks, savings and loan associations or credit unions shall not constitute a direct financial interest within the meaning of this section; or

3. The names and addresses of each entity doing business with the authority, including other nonprofit corporations, in which the officers or employees or members of their immediate families hold positions as officers, directors or trustees, and the title of each position held;

4. A list, including legal or other sufficient description as prescribed by the authority, of all real property in areas in which the authority functions or adjacent to such areas or properties owned, leased, managed or otherwise controlled by the authority in which the officers, employees, or members of their immediate families hold a direct financial interest or any option to purchase.

Following discussion in an open meeting during which public comment is permitted, the board may suspend or modify by majority recorded vote any of the reporting requirements hereunder in a particular case if it finds that literal application of the requirements works a manifestly unreasonable hardship and that such suspension or modification will not frustrate the purposes of this section. Any such request for suspension or modification must be filed with the board chair or the authority’s executive director not later than 60 days prior to the date on which an annual filing is to be made or promptly upon appointment.

The authority shall retain the statements and make them available for public inspection upon request for a period of not less than four years following the separation from the authority. Such statements also shall be filed promptly by the authority with the city clerk. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 9, 2009).

2.84.100 Funds of the authority.
All money belonging to or collected for the use of the authority coming into the hands of any officer thereof shall immediately be deposited with the treasurer or other qualified public depository designated by the Washington State Treasurer to the credit of the authority for the benefit of the funds to which they belong. The use of funds of the authority for any purpose not authorized by law by any officer having possession or control thereof is prohibited. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 10, 2009).

2.84.110 Discrimination prohibited.
The authority, its employees, agents and subcontractors, if any, shall at all times comply with any and all federal, state or local laws, ordinances, rules or regulations with respect to nondiscrimination and equal employment opportunity, which may at any time be applicable to the city by law, contract or otherwise,
including but not limited to all such requirements which may apply in connection with employment or the provision of services to the public.

Specifically, the following matters or activities shall not be directly or indirectly based upon or limited by age, race, color, religion, sex, national origin, honorably discharged veteran or military status, sexual orientation, or the presence of any sensory, mental, or physical disability or the use of a trained dog guide or service animal by a person with a disability:

A. Membership on the board.

B. Employment, including solicitation or advertisements for employees.

C. Provisions of services to and contracts with the public. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 11, 2009).

2.84.115 Corrective action.

When authorized by resolution of the city council, after a public hearing held with notice to the authority, the city manager or city council, as provided in the resolution, may intervene, and exercise such control over the authority as is necessary and appropriate to correct any deficiency, including directing corrective action, when:

A. The board has requested such intervention by resolution;

B. The authority has failed to set forth the statement required by PTMC 2.84.010(D) in written contracts, bonds or other documents;

C. The authority has represented to the public or to creditors that recourse may be had to the assets, property or credit of the city on account of acts or omissions of the public corporation, unless such secondary or direct liability be in fact expressly assumed by the city council;

D. The authority has failed to file an annual report or three consecutive quarterly reports as required by PTMC 2.84.140 after notice of such omission;

E. A deadlock has occurred in the board, or the membership of the board is insufficient to constitute a quorum for conduct of affairs so that the authority is unable to conduct its operations or perform its projects and activities;

F. The board has failed to conduct meetings at least three months in a row or the authority has neglected or refused to conduct a meeting after notice from the city manager or city council to do so;

G. The board has unreasonably impaired public participation in the conduct of its projects and activities;

H. The assets of the authority have been or are committed to be misapplied or wasted, or illegally expended; or

I. The authority has committed or is about to commit a material violation of this chapter or its charter.

The city manager or city council may take such actions as necessary to achieve the object of the corrective action stated in the resolution of the city council and make corrections or revisions ancillary thereto, and shall accomplish the purposes of the corrective action as expeditiously as reasonable. Authority officers shall not be displaced nor the conduct of their duties impaired more than necessary to accomplish the purposes of the corrective action and the corrective action shall cease as soon as the
objectives stated in the resolution and corrections ancillary thereto have been accomplished. (Ord. 3262 § 1 (Exh. A), 2021).

2.84.117 Trusteeship.
A. The city, by resolution of the city council, after a public hearing held with notice to the authority, may petition the superior court to impose a trusteeship over the authority and to appoint the trustees therefor under any of the following circumstances:

1. The board has requested the same by resolution;

2. The authority has filed a statement of dissolution preparatory to termination of its existence;

3. The authority becomes insolvent or otherwise unable to carry out its contractual obligations to creditors and other persons;

4. The charter was procured through fraud or misrepresentation of any material matter that has an effect upon the projects or activities to be undertaken;

5. The authority has filed an annual report with the city clerk that is false or deceptively misleading on a material matter;

6. The authority is incompetent or ineligible to carry out the public purposes for which it was chartered;

7. The authority has misused, abused, or continuously exceeded the power or authority conferred by this chapter or its charter, or committed repeated violations of this chapter or its charter; or

8. The assets of the authority have been or are committed to be misapplied or wasted, or illegally expended, or a material violation of this chapter has been committed or is about to be committed, and the city council determines that corrective action as provided in PTMC 2.84.115 would not be feasible under the circumstances.

B. The trustees appointed by the superior court shall take such actions as necessary during the trusteeship to achieve the object thereof as reasonable. The trustees shall have the power and authority to reorganize the authority and amend its charter and its rules and regulations; suspend or remove authority officials, and manage the assets and affairs of the authority; and exercise any and all authority powers as necessary or appropriate to fulfill outstanding agreements, to restore the capability of the authority to perform the functions and activities for which it was chartered, to reinstate its credit or credibility with its creditors or obligees; and, if so authorized by the superior court, to oversee its dissolution. (Ord. 3262 § 1 (Exh. A), 2021).

2.84.120 Dissolution.
A. The authority may be dissolved for any reason by a resolution of the city council adopted at or after a public hearing, held with notice to the authority and affording it reasonable opportunity to be heard and present evidence, that dissolution is warranted in accordance with this section. Dissolution proceedings may be initiated by the city council or, if the board makes an affirmative finding that dissolution is necessary or appropriate, the board may adopt a resolution requesting the city to dissolve the authority. The city council may initiate dissolution under any of the following circumstances:

1. The board of the authority has requested the same by resolution;

2. The authority has discontinued its projects and activities for which chartered or remained inactive for a period of six months in succession;
3. A judgment of a court of competent jurisdiction shall have become final, which judgment annuls 
the existence of the authority, or prohibits it from conducting all or the major portion of the activities 
for which chartered or permits recourse by creditors of the authority or other persons to the assets, 
property or credit of the city on account of any debts, obligations or liabilities of the authority;

4. Any one or more of the circumstances for imposition of a trusteeship stated in PTMC §2.84.117, 
together with an affirmative finding by the city council that a trusteeship would not be feasible 
under the circumstances or could not attain its objective; and that termination is warranted;

5. Repeal of Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.), 
or amendment thereof or supplementary legislation thereto, which singularly or cumulatively 
restricts all or the major portion of the activities for which the authority was chartered or permits 
recourse by creditors of the authority or other persons to the assets, property or credit of the city 
on account of any debts, obligations, or liabilities of such authority; or

6. Continuous trusteeship of the authority for one year, or the imposition of a trusteeship for 
whatever cause(s) three times in any one-year period.

B. In any case, dissolution of the authority requires an affirmative finding of the city council that 
dissolution is warranted. Such resolution shall state the reasons for the dissolution and make such 
affirmative findings at or after the city council holds a public hearing, held with written notice to the 
authority and the board stating the reason for the proposed dissolution and affording the authority a 
reasonable opportunity to be heard and respond to the proposed dissolution. Notice of such public 
hearing shall be given to the authority at least 60 days prior to the hearing.

C. Upon enactment of a resolution by the city council for dissolution of the authority, the authority shall 
file a dissolution statement signed by its chairperson setting forth:

1. The name and principal office of the authority;

2. The debts, obligations and liabilities of the authority, and the property and assets available to 
satisfy the same; the provisions to be made for satisfaction of outstanding liabilities and 
performance of executory contracts; and the estimated time for completion of its dissolution;

3. Any pending litigation or contingent liabilities;

4. The board resolution providing for such dissolution and the date(s) and proceedings leading 
toward its adoption, whenever the dissolution be voluntary; and

5. A list of persons to be notified upon completion of the dissolution.

The city manager shall review the dissolution statement filed and oversee the dissolution to protect the 
public interest and prevent impairment of obligation or, if so authorized by law, authorize or initiate 
proceedings in the superior court for the appointment and supervision of a receiver for such purposes.

Upon satisfactory completion of dissolution proceedings, the city shall indicate such dissolution by 
inscription of “charter cancelled” on the original charter of the authority, on file with the clerk of the city, 
and, when available, on the duplicate original in possession of the authority, and the existence of the 
authority shall cease. The city shall give notice thereof pursuant to Washington State law and to other 
persons requested by the authority in its dissolution statement.

D. Upon dissolution of the authority or the winding up of its affairs, title to all remaining assets or 
property of the authority shall vest, subject to any legal requirements including contractual
requirements, as determined by the city council, after giving due consideration to first disposing of assets in the following order of priority: (1) to an independent public or nonprofit entity or private entity in partnership with a public agency to fulfill the purposes for which the authority was chartered, or (2) to the city, state or other public agency. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3063 § 1(e), 2011; Ord. 3018 § 12, 2009).

2.84.125 Financial oversight committee.

A financial oversight committee shall be established, consisting of the city manager and the city finance director together with their authority administrative equivalents (executive director and chief financial officer, for example) and the Washington State Parks Director or designee. The financial oversight committee shall be chaired by the city manager, and shall have the following responsibilities:

A. Development of Corrective Action Plans. In the case of the occurrence of corrective action events per PTMC 2.84.115, the financial oversight committee shall promptly meet to consider and develop corrective action plans. The financial oversight committee, in considering and developing corrective action plans, shall do so in a manner consistent with the intent and purposes of the authority.

B. Development of Monitoring Program. The financial oversight committee shall develop a monitoring program and shall carry out or provide for such monitoring tasks as required. The monitoring program shall set forth a program for monitoring the financial performance of the authority in carrying out its responsibilities. The monitoring program shall provide for frequent periodic review of authority revenues and expenditures and projections regarding cash flows and revenue receipts. The monitoring program shall also provide for identifying and assessing potential risks to the city’s general fund resulting from the authority’s activities. The monitoring program may provide that monitoring activities be undertaken by city or authority staff for reporting to the financial oversight committee or city manager.

C. Financial Oversight Committee Meetings. The financial oversight committee meetings shall be called by the city manager upon written notice to all members. Minutes of financial oversight committee meetings shall be kept and provided to committee members and the city council promptly as practicable following such meetings. (Ord. 3262 § 1 (Exh. A), 2021).

2.84.130 Insurance.

The authority shall maintain in full force and effect public liability insurance in an amount sufficient to cover potential claims for bodily injury, death or disability and for property damage, which may arise from or be related to projects and activities of the authority, naming the city as an additional insured. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 13, 2009).

2.84.140 Reports.

A. Quarterly Reports. Within 30 days of the end of each quarter, the board, the city, and the financial oversight committee shall be provided with and review statements of revenue and expenditures which compare actual revenue and expenditures to budget estimates. The board shall review all such information at regular meetings, the minutes of which shall specially note such reviews and include such information. The report following the second quarter of the year will include a report comparing the year-to-date results of operations of the authority for the first half of the calendar year (through June 30th) to the approved operating budget for that year.

B. Annual Reports. The authority shall, within three months after the end of its fiscal year, file an annual report with the city manager and the city council containing a statement of assets and liabilities, income and expenditures and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a summary of projects and activities to be undertaken during the current year; a list of officers of the board; and a list of individuals that are
bonded pursuant to PTMC §2.84.060; and such other matters as the authority shall deem appropriate. The authority shall also answer fully and within a reasonable time any written inquiries by city officials in the course of their duties about its finances, organization or activities. The authority will file any annual reports required by the Washington State Auditor’s Office by the regulatory deadline. The authority will notify the city when it has filed its annual reports with the Washington State Auditor’s Office. The authority will provide the city and the financial oversight committee with a copy of the audited financial report within 14 days of receipt.

C. Budget. In addition to the quarterly and annual reports, no later than November 15th of each year, the authority shall submit an operating budget to the city manager and the financial oversight committee who will ensure the budget is balanced. If the financial oversight committee determines the operating budget is unbalanced, the financial oversight committee shall develop recommendations and present those recommendations to the board during an open public meeting.

D. Financial Plan. No later than December 31, 2021, the authority shall submit to the city council and the financial oversight committee a five-year financial projection for costs and receipts for the authority’s operations and a pro forma operating budget, which shall be reviewed at least annually, which review shall be submitted with the annual budget under subsection C of this section. The authority shall periodically, but not less than every three years, provide an updated financial projection and pro forma budget for the next ensuing five-year period. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 14, 2009).

2.84.150 Access to records.
A. The authority shall keep an official journal containing the minutes of proceedings at all meetings of the board and any meetings of any committees and the resolutions of the board. Any person shall have access to records and information of the authority to the extent required by Washington State law.

B. In addition, the authority shall:

1. Maintain a principal office at a location within the limits of the city;

2. File and maintain current with the city clerk a listing of all authority officials, their positions and their home addresses, the address of its principal office and of all other offices used by it, and a current set of its rules and regulations;

3. Place the statement set forth in PTMC §2.84.010(D) in a prominent location in its principal office and at all other offices where the public may readily see it; and print or stamp said statement on all contracts, bonds, and other documents that may entail any debt or liability by the authority; and

4. Establish and maintain such additional records as may be prescribed by the city manager. Except as otherwise authorized by the city manager, the authority shall retain such records for a period of three years.

C. The authority shall, at any time during normal business hours and as often as the city manager or the state auditor deem necessary, make available to the city manager and the state auditor for examination all of its financial records, and will permit the city manager and state auditor to audit, examine and make excerpts or transcripts from such records, and to make audits of all contracts, invoices, materials, payrolls, records of personnel, conditions of employment and other data relating to all the aforesaid matters. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 15, 2009).

2.84.160 Bonds and notes.
Bonds and notes issued by the authority may be secured by the full faith and credit of the authority or may be made payable solely out of certain revenues and receipts as may be designated in the
proceedings under which the issuance of the bonds or notes are authorized. All bonds or notes issued shall carry in a prominent place thereon the statement set forth in PTMC 2.84.010(D). All bonds and notes or liabilities occurring thereunder shall be satisfied exclusively from the assets or credit of the authority, and no creditor or other person shall have any recourse to the assets, credit, or services of the city thereby, unless the city shall expressly, in writing, guarantee such bonds or notes.

Bonds and notes of the authority may be sold at such price or prices, at public or private sale, in such manner and from time to time as may be determined by the authority, provided no bonds may be sold at private sale without prior city approval. Bonds and notes may be payable at such place or places whether within or without the state, may bear interest at such rate or rates, may be in such form and denominations and of such tenor and maturities, may be in bearer form or in registered form as to principal and interest or as to principal alone, reserve such rights to redeem at such price or prices and after such notice or notices and on such terms and conditions, all as the authority may determine and provide in the proceedings under which such bonds and notes shall be issued.

The authority may at the time of the issuance of such bonds and notes make such covenants with the purchasers and holders of said bonds and notes as it may deem necessary to secure and guarantee the payment of the principal thereof and the interest thereon, including but not limited to: covenants to set aside adequate reserves to guarantee payment of principal and interest; to appoint a trustee or trustees to safeguard the expenditure of the proceeds of sale of such bonds and notes and to take possession and use or operate and manage corporate assets securing the bonds and notes in event of default or insolvency or the authority, with such powers as may be contained in any covenants relating to the bonds and notes; and to limit the amount, time, and conditions under which additional bonds and notes may be issued or debts incurred.

The authority may pay expenses, premiums and commissions which it may deem necessary in connection with the issuance and sale of its bonds and notes and take such other actions or make such commitments as are necessary or convenient in the issuance and servicing of such bonds and notes and as are consistent with this chapter although not enumerated herein. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 16, 2009).

2.84.170 Public corporation.
The authority is a public corporation created pursuant to RCW 35.21.730 through 35.21.755 as a separate legal entity from the city. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 17, 2009).

2.84.180 Ancillary authority.
The city manager or designees are granted all such power and authority as reasonably necessary or convenient to enable them to administer this chapter efficiently and to perform the duties imposed in this chapter or the charter. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 18, 2009).

2.84.190 Liberal construction.
This chapter shall be liberally construed so as to effectuate its purposes and the purposes of RCW 35.21.730 through 35.21.755. (Ord. 3262 § 1 (Exh. A), 2021; Ord. 3018 § 19, 2009).
The Port Townsend Municipal Code is current through Ordinance 3265, passed May 3, 2021.

Disclaimer: The City Clerk's Office has the official version of the Port Townsend Municipal Code. Users should contact the City Clerk's Office for ordinances passed subsequent to the ordinance cited above.

City Website: https://cityofpt.us/
City Telephone: (360) 379-5083

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PUBLIC DEVELOPMENT AUTHORITY

ARTICLE I. MEMBERSHIP

Section 1.1 Board Tenure. Board tenure shall be determined by the Charter and City Council appointment process.

Section 1.2 Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, disability, resignation or removal of any Board Member as provided in the Authority's Charter.

ARTICLE II. OFFICERS AND COMMITTEES

Section 2.1 Officers Designated. The officers of the Board shall be a Chairperson, Vice Chairperson, Treasurer and Secretary, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2.2 Election, Qualification and Term of Office. Each of the officers shall be elected by the Board from among its members pursuant to the Charter. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board members commences each year, for a two-year term, and each officer shall hold office during said two-year term and until his or her successor is elected. The first officers of the Board shall be elected by the Board at its original meeting.

Section 2.3 Powers and Duties. The officers of the Authority shall have the following duties:

(a) Chairperson. Subject to the control of the Board, the Chairperson shall have general supervision, direction and control of the business and affairs of the Authority. On matters decided by the Authority, unless otherwise required pursuant to Ordinance No. 3018 of the City of Port Townsend, Washington (the “City”) adopted on September 8, 2009 (the “Enabling Ordinance”), as amended, or by the Charter, the signature of the Chairperson alone is sufficient to bind the corporation.

(b) Vice Chairperson. The Vice Chairperson shall chair meetings in the absence of the Chairperson. In the event the Chair resigns or is unable to serve, the Vice Chairperson shall serve as Chairperson until a new Chairperson is elected.
(c) **Treasurer.** The Treasurer shall receive and faithfully keep all funds of the Authority and deposit same in such bank or banks as may be designated by the Board. The Treasurer shall discharge such other duties as prescribed by the Board. Before taking office, the Treasurer shall file a bond in an amount determined by the Authority with the Secretary of the Authority and shall continue in office only so long as such bond continues in effect.

(d) **Secretary.** The Secretary shall keep or authorize others to keep a full and complete record of the meetings of the Board, committees, when acting on behalf of the Board, and to the extent they are separate, the meetings of the officers with appropriate minutes; shall keep the seal of the Authority and affix the same to such papers and such instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books and other records and ledgers and other written documents comprising the business and purpose of the Authority, and shall discharge such other duties as pertain to the office as prescribed by the Board.

**Section 2.4 Removal From Office.** Pursuant to the terms of the Charter and upon reasonable prior notice to all Board Members of the alleged reasons for dismissal, the Board by an affirmative vote of the majority of the Board Members may remove any officer of the Board from his or her office whenever in its judgment the best interests of the Authority will be served thereby.

**Section 2.5 Vacancies.** The Board shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly appointed and qualified.

**Section 2.6 Disclosure Statement.** Members of the Board of Directors, and the Authority staff are considered City officials for the purpose of the City’s Code of Ethics, chapter 2.80 of the Port Townsend Municipal Code, including any amendments.

In addition, the Authority shall, by resolution, adopt a policy for Board Members and employees which shall require an individual annual disclosure statement that includes the disclosure of any ownership of property within the Authority area. Any Board Member with such ownership interest shall recuse himself or herself from participating in discussions, deliberations, preliminary negotiations, and votes if such property is directly benefiting from such action.

All candidates for Board membership will be required to disclose any information concerning actions or activities of the candidate or his/her immediate family that present a potential conflict of interest as a Board Member.
Section 2.7 Reimbursement. The Board may reimburse Board Members, employees and others performing services for the Authority reasonable expenses actually incurred in performing their duties.

Section 2.8 Establishment of Committees. The Board may, by resolution, designate one or more other committees, each consisting of one or more members, to advise the Board or, on matters other than those described in the Charter to act for and on behalf of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any Board Member of any responsibility imposed by law.

Section 2.9 Executive Committee. The Board may constitute an Executive Committee of the Authority. Except as provided in those provisions of Article VII, Section 6 of the Charter, the Executive Committee shall have and exercise such powers of the Board as the Board shall from time to time provide by resolution.

ARTICLE III. ADMINISTRATIVE PROVISIONS

Section 3.1 Books and Records. The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any of the authority of the Board.

Section 3.2 Indemnification. The Authority elects to defend and indemnify its present and former Board Members and employees and their successors, spouses, and marital communities to the full extent authorized by law and the Charter. This right of indemnification shall inure in perpetuity to each Board Member and employee, and his or her spouse and marital community, commencing as soon as he or she has the full powers and responsibilities of his or her position, and in the event of his or her death shall extend to his or her heirs, legal representatives, and estate. Each person that shall act as a Board Member or employee of the Authority shall be deemed to do so in reliance upon such indemnification, and such rights shall not be exclusive of any other right which he or she may have.

Section 3.3 Principal Office. The principal office and mailing address of the Authority shall be City Hall, 250 Madison Street, Second Floor, Port Townsend, Washington 98368.

Section 3.4 Fiscal Year. The Fiscal Year of the Authority shall begin January 1 and end December 31 of each year.

ARTICLE IV.

APPROVAL OF BYLAWS

Approved by the Board this November 9, 2011.
ACKNOWLEDGEMENT OF CODE OF ETHICS REVIEW & COMPLETION OF OPEN PUBLIC MEETINGS ACT TRAINING

1) Under Municipal Code Chapter 2.84 for the FWPDA, the City’s Code of Ethics (Chapter 2.80) and all related amendments apply to the FWPDA’s board and employees.

2) The Open Public Meetings Act (OPMA) and the Public Records Act (PRA) form the core of Washington’s open government requirements. Members of governing bodies must receive OPMA training no later than 90 days after they take their oath of office or assume their duties. They must also receive “refresher” training at intervals of no more than four years, so long as they are a member of a governing body.

Elected and appointed public officials have OPMA and PRA training requirements based on their type of office. In addition to the Required Lesson 3 training from the Washington State Office of the Attorney General, the FWPDA recommends that its board members also take online training in “Open Government Overviews & General Principles” (Lesson 1) and “Public Records Act Basics” (Lesson 2).

According to the Office of the Attorney General: “Public agencies must have a good command of these laws. Training is a key component in correctly implementing and complying with the laws. Training can help establish a “culture of compliance” within an agency. Training can help avoid or reduce litigation and its costs. Violations of the open public records and meetings laws can result in penalties, as well as a breakdown in confidence in government.”
(Source: www.atg.wa.gov/opengovernmenttraining.aspx)

Accordingly,

☐ I have received and read a copy of Port Townsend Municipal Code Chapter 2.80, CODE OF ETHICS, and Chapter 2.84 regarding the FWPDA.

☐ I have completed the required Office of the Attorney General’s training on the Open Public Meetings Act at http://www.atg.wa.gov/open-government-training (Required: Lesson 3: Open Public Meetings – RCW 42.30).

This acknowledgement will be kept on file with the FWPDA’s Public Records Officer and the City Clerk.

_________________________________________  ____________________________
Signature                                      Date

_________________________________________
Printed Name
Chapter 2.80
CODE OF ETHICS

Sections:

2.80.010 Policy.

2.80.020 Adoption of state law.

2.80.030 Statute of limitations.

2.80.040 Hearing officer.

2.80.050 Processing of complaints.

2.80.060 Penalties.

2.80.010 Policy.
A. The city of Port Townsend is committed to conducting its business in a fair, open, efficient, and accountable manner. Municipal officers shall conduct their public and private actions and financial dealings in a manner that shall present no conflict of interest between the public trust and their private interest. Each municipal officer is assumed and expected to act in accordance with all laws that may apply to his or her position.

B. Each municipal officer shall be trained on the requirements of this code as soon as practicable after beginning appointment to or employment with the city. Refresher training shall be provided at least every two years.

C. This code does not address issues of sexual harassment, discrimination, workplace rules or personnel policies, or other activities prohibited by law or regulated by city policies. (Ord. 3177 § 1 (Exh. A), 2017).

2.80.020 Adoption of state law.
A. General. Except as provided for in this chapter, the city adopts as its code of ethics Chapter 42.23 of the Revised Code of Washington (“RCW”). This chapter shall apply to all municipal officers as defined in RCW 42.23.020.

B. Gifts.

1. Except as amended in this chapter, the city adopts the following RCW sections: 42.52.010(8), (9), and (20), 42.52.140, and 42.52.150, except RCW 42.52.150(2)(g), (h), (i), and (l).

2. Where the statutes listed in subsection (B)(1) of this section use the terms “state,” “state officer,” or “state employee,” those terms shall apply to the city or to municipal officers of the city as appropriate.

3. Where the statutes listed in subsection (B)(1) of this section refer to other sections in Chapter 42.52 RCW, those references shall be to the comparable section in Chapter 42.23 RCW. If there is
no comparable section in Chapter 42.23 RCW, the statutes adopted in subsection (B)(1) of this section shall not apply. (Ord. 3177 § 1 (Exh. A), 2017).

2.80.030 Statute of limitations.
Any complaint related to a violation of this chapter must be filed with the city clerk not later than three years from the alleged date of the violation. (Ord. 3177 § 1 (Exh. A), 2017).

2.80.040 Hearing officer.
A. Ethics Hearing Officer Position Created. There is created and established the position of “ethics hearing officer” (“hearing officer”) for the city of Port Townsend. The council shall appoint a hearing officer and may appoint one or more alternate hearing officers. The first alternate hearing officer shall serve as the hearing officer if the hearing officer is unavailable or unable to serve, and the second alternate shall serve if the hearing officer and first alternate are unavailable or unable to serve.

B. Qualification. A hearing officer must be an active member of the Washington State Bar Association, have at least seven years of experience as a lawyer, have no record of public discipline, and have experience as an adjudicator or as an advocate in contested adjudicative hearings.

C. Powers. The hearing officer, when assigned by council or the city manager, has the authority to conduct independent investigations and to conduct hearings related to violations of this chapter. (Ord. 3177 § 1 (Exh. A), 2017).

2.80.050 Processing of complaints.
A. Written Complaint. Any person may submit a written complaint to the city clerk that a municipal officer has violated this chapter. The allegation must set forth specific facts with precision and detail. In addition, the complaint must set forth the specific sections and subsections of this code that the facts violate and the reasons why. Each complaint must state the submitter’s legal name and a method by which the submitter may be contacted. The city clerk shall promptly deliver a copy of the complaint to the individual complained against.

B. Elected Officials – City Manager. Complaints against elected officials and the city manager shall be automatically assigned to a hearing officer. The hearing officer shall dismiss a complaint if, assuming all facts alleged are true, there is no violation of this chapter or that any violation was minor. The hearing officer will submit a report to the city council, with a copy to the complainant and the person against whom the complaint was filed.

C. Employees – Advisory Board Members. Complaints regarding city employees and officials, and members of advisory bodies, shall be brought to the employee’s supervisor, manager, or to the city manager. The supervisor, or appropriate individual as determined by the city manager, shall investigate the complaint and provide a report to the city manager.

D. Hearings shall generally be conducted in accordance with the city’s then-current adopted version of the hearing examiner’s rules of procedure. (Ord. 3177 § 1 (Exh. A), 2017).

2.80.060 Penalties.
A. Elected officials may be disciplined as provided for in state law or the council’s rules of procedure.

B. The city manager may be disciplined as provided for in state law, the city’s personnel policy manual, or the manager’s employment contract.

C. Employees may be disciplined as provided for in state law, the city’s personnel policy manual, or the applicable collective bargaining agreement.
D. Members of advisory boards may be disciplined as provided for in state law or the council's rules of procedure. (Ord. 3177 § 1 (Exh. A), 2017).

\[1\] Prior legislation: Ords. 2786, 2801 and 2830.
HOW TO TAKE ONLINE OPEN GOVERNMENT TRAINING THROUGH THE WASHINGTON STATE ATTORNEY GENERAL’S OFFICE WEB PAGE

STEPS

1. Click here to access the “Washington State Attorney General’s Office Open Government Training Web Page.”

2. Scroll down to the “Open Government Training Curriculum.”

3. Select the training lesson(s) you need to take. In sum, within 90 days of appointment/taking office and at intervals of no more than 4 years thereafter:

   - Members of multimember governing bodies need to take open public meetings training. (Lesson 3). The members of governing bodies who are elected local or statewide officials must also take basic records training. (Lessons 2 & 4).
   - Other elected local and elected statewide officials must take basic records training. (Lessons 2 & 4).
   - Records officers must take basic and supplemental records training. (Lessons 2, 4 & 5).
   - Although not required, other public officials and public employees can take any of the trainings as well. For example, Lesson 1 is a general overview of sunshine laws which may be useful for many agency employees or officials. Lessons 2 – 5 may also be of interest to or useful for other agency staff or officials, or useful for other agency training needs.

4. View the online training lesson(s).

5. When you are done, and as last step, it is recommended that you document the training you received. More details below and on the next page.

MEMBERS OF GOVERNING BODIES & ELECTED LOCAL AND ELECTED STATEWIDE OFFICIALS

► If you need open meetings training (RCW 42.30.205):

   Watch the Open Public Meetings Act (RCW 42.30) Lesson 3 video* (16 minutes) or review the PowerPoint/PDF below the video.

► If you need records training (RCW 42.56.150):

   Watch the Public Records Act Basics (RCW 42.56) Lesson 2 video* (30 minutes) or review the PowerPoint/PDF below the video.

   + And

   Watch the Records Retention and Management Basics (RCW 40.14) Lesson 4 webinar video (39 minutes), linked in the lesson. The video is “A Primer for Public Records,” provided by the Washington Secretary of State - State Archives.

► Last step: If you want to document the training (recommended):

   You can use the sample certificate under “Last Step” at the bottom of the AGO Open Government Training Web Page. Fill it out and give it to your agency. Alternatively, your agency may have other methods to document training.

For more training information, see RCW 42.30.205, RCW 42.56.150, RCW 42.56.152; Q & A, & 2017 Supplement to Q & A.
If you want more information generally on open government, see the “Other Resources” and other materials linked on the Open Government Training Web Page.

* Note: AGO videos are accessible through YouTube.
Executive Summary

This Business and Operating Implementation Plan is a culmination of work and analyses performed throughout multiple planning phases that established a new vision for Fort Worden State Park to become the Fort Worden Lifelong Learning Center. This report is an implementation tool to be utilized for purposes of clarifying the business and operational requirements of the new Fort Worden vision. Reports that have contributed to the development of this Business and Operating Implementation Plan includes:

- Previous Fort Worden State Park Planning - Phases 1 and 2
- Substantial Public and Stakeholder Input – Phases 1, 2, and 3
- Operations and Management Assessment Report – Phase 3
- Preliminary Recommendations Report – Phase 3
- Preliminary Design Guidelines – Phase 3
- Preliminary Site and Facility Use Plan – Phase 3
- Governance Task Force Recommendations – Phase 3

Prior to the presentation of more detailed recommendations for the Fort Worden Lifelong Learning Center concept, however, it is prudent to revisit the vision, mission, values and development principles for the outcomes of this planning phase as was determined in the previous planning exercises association with the Fort Worden State Park Long Range Plan. Additionally, the goals for the Lifelong Learning Center will be included.

Vision

Fort Worden is a legendary gathering place where people are transformed through retreat, renewal and discovery.

Mission

Fort Worden is Washington's state park conference center for recreation, arts, culture, history and the environment. It is a confluence of creative learning, recreation, and retreat opportunities for people of all ages, abilities, and backgrounds.

Fort Worden is a partnership of the Washington State Parks and Recreation Commission, the Washington State Arts Commission, resident cultural institutions and businesses and major funders, achieving financial vitality through coordination and collaboration. The partnership:

1. Promotes personal growth and professional development through conferences, workshops, performances, exhibitions and special events for individuals and groups.
2. Develops and manages businesses that fund annual operations; and
3. Attracts public-private funding for capital projects and endowment.
4. Restores, preserves and interprets the significant historical, cultural and natural resources of the area.
Values

Stewardship

Fort Worden State Park develops, cares for and manages the park and serves visitors, volunteers and donors through local, native and sustainable environments and economies. Activities, programs and individual visitor experiences at the park are framed around discovery of, attentiveness to, education about and deep appreciation of its specific natural, cultural and historic environments.

Integration

The economic vitality of the park is a direct function of the economic vitality of all Fort Worden State Park partners and the Port Townsend community. All businesses, programs and services at the park are dynamically integrated in demonstration of shared and interrelated core values and economic strategies.

Learning: Creativity & Discovery

Fort Worden State Park serves individuals and gatherings dedicated to preserving and revitalizing cultural traditions, taking creative risks and generating new practices, ideas, and conversations.

Culture of Hospitality

Programs, services and facilities are designed, developed and promoted to attract, welcome and be accessible to all individuals whose interests are aligned with the missions, visions and values of the park partners.

Play

A commitment to individual health, renewal and transformation is enhanced by maintaining open space and facilities for retreat and enjoyment, as well as self-directed and organized outdoor programs that heighten respect for natural and cultural environment.

Site Use and Development Principles

To reflect continued commitment to the exceptional character and public use of Fort Worden, staff recommends the Commission adopt principles and objectives to guide site and facility use and development. These principles and objectives augment State Parks’ natural and cultural resource management policies and provide guidance for the location, function and approach to site and facility redevelopment and use in the implementation of the Long Range Plan.

General

First and foremost, Fort Worden State Park should continue to function as a park for public use, including day-use recreational activities, camping, meetings, reunions and vacations.

The park should accommodate increasing park demand in the future.

Any organizations and businesses operating at the park should have missions and values that support the vision, mission and values of Fort Worden State Park. Organizations offering the same visitor services should be consolidated under a single management structure.

Organizations operating at the park should work collaboratively to foster symbiotic relationships. The physical use and design of the site and buildings should support these relationships.
Site and Facilities

1. When addressing needs for additional indoor programs, lodging, visitor services or administrative spaces, first consideration should be given to the adaptive reuse of existing historic structures before construction of new facilities. Proponents of new construction must demonstrate that reuse of existing structures cannot reasonably satisfy programmatic needs or that the nature of construction would unacceptably compromise the historical integrity of existing structures.

2. In addition to complying with the State Parks and Recreation Commission’s (Commission) cultural resources policy and the standards the policy adopts, any new buildings and facilities should be designed and sited so that the form, scale, massing and materials, is in keeping with the historic character of the park. As early as practical, site and architectural design guidelines specific to the park should be developed to inform rehabilitation and new construction activities.

3. Fort Worden State Park should provide access to programs, activities, and supporting facilities to people with disabilities consistent with Commission’s policy on implementation of the Americans with Disabilities Act. Rehabilitation of the site and facilities should integrate accessibility and historic preservation goals, using creative approaches to provide programs, activities and alternative access routes to amenities. Development of new facilities will use a universal design approach.

4. Consistent with the Commission’s sustainability policy, cultural resources policy, and within the context of the fort’s historic district designation, rehabilitation of historic structures, as well as, construction of new facilities should integrate sustainable design and historic preservation goals, using “green building” practices whenever possible.

5. Rehabilitation and the location of accommodations should foster increased interaction among visitors and provide an expanded range of lodging choices, including guestrooms with private bathrooms. Reuse of facilities should be based on historic land use patterns.

6. Common-use facilities and amenities should be located within the central historic park area to foster interaction and cross-fertilization among park visitors and programs. An example of this would be the co-location of a lending library with business center and coffee shop. These shared amenities should be located geographically throughout the park area to provide convenient access. They should be located to allow visitors to have multiple levels of interaction with each other. Possible facilities could include a cafe, meeting space, library, gym, laundry and museums.

7. Within the context of the historic district designation and Commission cultural resources policy, ecological function of the main campus and surrounding areas should be restored and enhanced. Existing plant communities should be assessed for health and restoration, including planning for the removal and control of invasive species. When possible, unneeded impervious surfaces should be removed. These surfaces should be rehabilitated with drought-tolerant grasses or grass pavers to meet event parking, native vegetation and forested landscape requirements, as appropriate.

8. Permanent on-site parking should be provided to meet typical summer and weekend parking demand. All event parking should be evaluated and located in specifically designated areas using grass pavers for greater ecological function. Designated areas should be those that do not limit other concurrent uses of the park and should be located to concentrate impact in areas of the park, such as the Industrial Zone that could accommodate event parking (Appendix I). This retains the original conception of the historic fort as a village where parking is located in pods and users move on foot from facility to facility.
9. A well-developed and environmentally-friendly pedestrian and traffic circulation plan is core to enabling people access to buildings and activities. The circulation plan should consider a park-wide shuttle (perhaps using alternative fuel), bike/walking lanes, links to city bike trails and use of Jefferson County Transit to connect visitors to the city and other modes of transportation, such as the ferry. City of Port Townsend, Port of Port Townsend, Jefferson County, State Ferries, and Fort Worden State Park planners should closely coordinate transportation planning to seamlessly integrate the park into the city’s transportation network and minimize traffic-related impacts on surrounding neighborhoods.

10. Park headquarters and administrative offices should be consolidated and moved closer to the visitor information center and park entrance to provide an earlier point of contact with visitors and better orient visitors to the park.

11. Housing for both full-time staff and temporary service level employees could ensure a positive and sustainable business environment. New housing should be constructed for full-time staff in the least historically significant areas of the park, if possible. This would create more privacy while allowing use of historic structures by park visitors. Service level employees should be provided dormitory housing in existing or new facilities in the least historically significant areas of the park, if possible.

12. Changing the use of some existing dormitories to single-room lodging, program, and administrative spaces would result in a reduction of modestly-priced bunkhouse accommodations for price-conscious visitors (e.g., school groups). Space in one or more existing barrack-type building should be reserved to retain this opportunity.

Goals of Lifelong Learning Center

- To be a Lifelong Learning Center that is recognized as a full-service, year-round destination providing a diverse array of meaningful experiences for people of all ages, backgrounds, skills, and interests through its programs, events, services, and facilities.

- A multitude of resident partners will create a shared economy that supports state of the art programming in the arts and culture, health and wellness, natural science, outdoor recreation, and historic preservation.

- With a variety of conference facilities and accommodations ranging from camping to residences and single bedroom guest rooms, Fort Worden allows visitors to design their stay around their needs and preferences.

- The Fort Worden Lifelong Learning Center will remain a part of the Washington State Park System and retain all aspects of a public park facility including accessibility, reasonable and equitable pricing, and natural and cultural resource protection priorities.

- Any future development of the Fort Worden Lifelong Learning Center will responsibly address and include effective management of the energy requirements of the site as a whole, safe and efficient circulation of people to and throughout the site, the protection of tranquil and personal experiences in the outdoors, and the preservation of the character of the site and its history.
Foundations of the Fort Worden Lifelong Learning Center Business Plan

Situational Assessment

The consulting team led by PROS Consulting, LLC., has performed extensive assessments of the existing conditions and operating parameters of Fort Worden State Park as a component of the Fort Worden State Park Long Range Plan. This process produced a reference point from which preliminary and final recommendations can be made. The assessments included review of:

- Programs and Services
- Operations and Finance
- Organization and Management
- Facilities
- Benchmark Assessment
- Stakeholder Input

The detailed findings of these assessments are provided in the Organizational and Management Assessment report provided prior to the development of this Business and Operating Implementation Plan.

Target Market Analysis

The detailed results of these assessments can be found in the Operations and Management Assessment Report provided to Washington State Parks in May 2008. Essentially, the analysis and reports presented herein translate the specific findings from the various assessments performed into detailed operational and capital priorities. The formulation of these priorities began with addressing the following fundamental questions:

1. What are the best yielding business functions of Fort Worden State Park?
2. What are the strategies and tactics best employed to enhance these functions?
3. What are the key best management practices needed for the success of Fort Worden’s long range goals?

This report contains a review of the findings associated with these issues as determined from the assessments, the industry experience and expertise of the consulting team, and the review of market conditions surrounding the environment in which Fort Worden State Park operates.

Realistic Opportunities for Growth and Development

This Business and Operating Implementation Plan was developed on the understanding gained from intensive interaction with park and agency staff, key stakeholders, and members of the public on the spectrum of opportunities that are realistic and obtainable. No recommendations or analysis in this report suggest opportunities that are not within the realm of possibilities for Fort Worden. These findings have taken into account the local, regional and state political climates; available funding possibilities and limitations; strategies that represent a reasonable probability of operational success; the capabilities of the stakeholder organizations; and the support of the local population.

In summary, this report represents well researched and tested strategies and tactics for the future and legacy of the Fort Worden Lifelong Learning Center.
MASTER LEASE [EXCERPT]

This MASTER LEASE ("Lease"), dated as of ______________, 20____, is by and between the FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY, a Washington public authority chartered by the City of Port Townsend under authority of State law and City ordinance ("Tenant"), and the STATE OF WASHINGTON, acting through the WASHINGTON STATE PARKS AND RECREATION COMMISSION ("Commission").

RECITALS

A. Fort Worden State Park (the “Park”) encompasses 434 acres within the City of Port Townsend, provides recreational opportunities, is home to more than 70 historic buildings and structures, and is designated a National Historic Landmark.

B. Commission owns and manages Fort Worden State Park. Within the Park is a “built area” that has been devoted to cultural, artistic, educational, and historic programs and activities commonly referred to as the campus (the “Campus”). The Campus has historically been managed in partnership with the Washington State Arts Commission, the Superintendent of Public Instruction, and Centrum to serve as a conference center with a focus on arts, education, and the humanities.

C. Long-range planning for the Park began in the fall of 2004. Since 2004, Commission has adopted a vision and mission statement for Fort Worden (May 2005); approved a roadmap and assumptions to guide long-range planning (August 2005); and adopted land classifications, long-term boundary, value statements, Park use and development principles, and refined the learning center concept (January 2007).

D. Long-range planning concluded with Commission adoption of two documents collectively known as the Fort Worden Long-Range Plan in 2008 (the “Plan”). The Plan included the Fort Worden Site and Facilities Use and Development Plan and the Fort Worden Guidelines for Rehabilitation.

E. As a Lifelong Learning Center, the Park provides outdoor space for recreational and educational opportunities to house a variety of tenants and groups that would offer residential and nonresidential programs and classes involving, among others, performing and visual arts, environmental and natural resources, health and wellness, historic preservation, woodworking and cultural history, and the culinary arts.

F. The PDA’s charter (adopted in September 2011) specifically directs the PDA to undertake, assist with, and facilitate the implementation of a Lifelong Learning Center at the Park consistent with the 2008 Plan and to develop the necessary agreements and partnerships for the use, operation, management, and development of State-owned facilities and properties within the Park.

G. Commission and the PDA have developed this Lease under which the PDA is the Tenant primarily responsible for management and operation of the Campus. State Parks will
continue to manage and operate the balance of the Park not leased to the PDA (the “State Park”).

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Commission and Tenant agree as follows:

ARTICLE 1
DESCRIPTION OF THE CAMPUS

1.1 Definitions and Recitals. The above Definitions and Recitals are hereby incorporated by this reference.

1.2 Leased Area. Commission is the owner of approximately four hundred thirty-four (434) acres of real property located in Port Townsend, Jefferson County, Washington, legally described and also depicted on Exhibit A hereto, together with all appurtenances, rights, and privileges now belonging or appertaining thereto (the “Property”). Approximately ninety five (95) acres of the Property, legally described and also depicted on Exhibit B and Exhibit B-1 (the “Campus”), includes those buildings, grounds, common areas, parking lots, and sidewalks located on said 95 acres of the Property including, without limitation, the seventy-two (72) buildings depicted on Exhibit C (the “Buildings”) and all associated appurtenant rights and easements thereto (including the easements described below). Any inconsistency between the written legal description and illustrations shall be resolved in favor of the written legal description. The Campus is the lease area subject to the reservations contained in this Lease and subject to various deed or grant restrictions affecting the Campus. As of the date of mutual execution of this Lease by Commission and Tenant (the “Effective Date”), Commission as landlord hereby leases to Tenant as tenant, and Tenant hereby leases from Commission, the Campus, subject to the obligations, terms, and conditions contained herein. Tenant’s right to use and occupy the Campus is subject to the State Reserved Rights. A portion of the leased area upon which sits the marine science center is located on an aquatic lease from the Department of Natural Resources (DNR No. 22-A02246) within a Harbor Area. This leasehold area is separate from the campus portion held and managed in fee simple by the Commission. The DNR lease expires September 30, 2034. The parties agree to work in good faith to get a renewal of or new lease from the DNR for the marine science center to bring the lease area in unity with the overall term of this Lease.

1.2.1 Tenant Reserved Leased Areas: If the Director determines it is consistent with the terms of this Lease and otherwise appropriate, at the Director’s sole discretion, the Director may lease to Tenant for the remaining term of the Agreement, two areas outside of the 95-acre campus area for the purpose of the rehabilitation of existing historic buildings or other approved developments to further the programming in the Lifelong Learning Center. These two areas include the former Ordnance Storehouse (Building 409) and the area adjacent to building 502 as shown in Exhibit F-1.
1.3 Easements. To operate the Campus as a Lifelong Learning Center, certain easements are required as hereinafter described. Thus, Commission hereby grants and conveys to Tenant non-exclusive easements for ingress, egress, and utilities (collectively, the “Easements”) for the Term, on the terms and conditions as set forth below. The memorandum of this Lease shall provide notice of these Easements. The Easements are located on and burden the Property, or portions thereof, surrounding the Campus.

1.3.1 Public Access. Commission grants Tenant a non-exclusive easement over the Property for public access (“Access Easement”). This right to access shall include all forms of access to the Campus, including access for cars, vans, trucks, construction vehicles, bicycles, and pedestrians. If the Access Easement is gated or otherwise secured so as to restrict access, Tenant shall be provided with a means of access through such gate or security system.

1.3.2 Utility Easement. Commission has previously installed water lines, electric services, sewer lines, conduits for communications, meters, fire department connections and hydrants, and other utility facilities (collectively, “Utilities”) to serve the Campus. Commission shall keep the Utilities and related facilities, to the extent such utilities are located outside the Campus, in good condition and repair at all times at Commission’s sole cost and provide such utility services to the Campus. Repair and maintenance of the Utilities within the Campus area shall be Commission’s sole obligation, at its sole cost, during the first four (4) years from the Date of Possession, subject to the provisions of Section 16.10, and shall thereafter be the joint responsibility of the parties, with each party sharing in proportion to the amount of service provided to its respective area (leased area/reserved area). After the first four (4) years, Utility improvements within the Campus that meet the definition of a capital project as identified in Section 6.5 shall be Capital Improvements subject to the provisions of Section 6.5. Commission is not responsible for the communications lines installed by a third party provider at the request of Tenant. Commission grants Tenant an easement (“Utility Easement”) to use, maintain, and access the Utilities serving or to serve the Campus and the Buildings. Tenant shall have a non-exclusive right to have a telecommunications provider(s) install its cables in the conduit in the Utility Easement.

Tenant may install additional utilities and upgrade or repair utilities in the Utility Easement Area at its sole cost and with the prior written approval of the Park Manager. In doing such work, Tenant shall not disturb the vegetation, topography, and improvements on the property outside of the Utility Easement area. Upon completion of such reconstruction, maintenance, repair, or other permitted activity, Tenant shall immediately restore all disturbed topography and vegetation to their condition immediately prior to the initiation of such maintenance or repair and, as to the installation of any new utilities by Tenant, Tenant shall thereafter be responsible for their maintenance and repair.

Tenant shall be responsible for utility charges related to its use or that of its subtenants or licensees. Prior to the Date of Possession, the Commission shall arrange to have electric service and water service to the Property outside the Campus (including, without limitation, the campgrounds on the Property) and such structures reserved by Commission within the Campus separately metered, and all utility charges related to the same shall be Commission’s obligation. From that point forward, electric and water charges shall be allocated based on the metered rates with Tenant paying for all utilities serving the Campus other than State Reserved Areas, which
shall be the Commission’s obligation. Electrical service and water to the leased buildings may be separately metered if so desired by Tenant. The parties recognize that electric service lines and service that serve facilities on the State Reserved Areas and/or State Park may be located on the Campus. Such lines will remain on the Campus and shall be maintained by Commission or the appropriate utility provider. Commission and the utility provider shall have the right to access, as needed, the areas on the Campus that house and provide such lines and service, to maintain, repair, and replace such lines and service, provided that such persons are accompanied by appropriate Tenant staff, or without Tenant staff, if necessitated by an emergency or dangerous condition. Such access shall be conducted in such a way as to minimize interference with the operation of the Campus activities and Commission shall repair any damage caused by such access.

1.4 State Reserved Rights. Not included under this Lease and reserved unto Commission are the following:

1.4.1 Timber, Minerals, and Valuable Material. Commission reserves any mineral rights, rights to remove merchantable timber, water rights, or any other right to excavate or withdraw minerals, gas, oil, or other material, except as specifically granted in this Lease.

1.4.2 Access. Commission reserves reasonable access to and over the Campus to facilitate its responsibilities for the management of the State Park.

1.4.3 Easements. Commission reserves the right to grant easements, licenses, and permits on the Campus, provided such grants do not unreasonably interfere with Tenant’s use of the Campus.

1.4.4 Telecommunications. Commission reserves the right to allow telecommunication providers to install cables in conduits or along telephone poles to serve any tenants within the Campus.

1.4.5 State Reserved Areas. Commission reserves certain buildings and areas within the Campus set forth on Exhibit F (the “State Reserved Areas”), for the timeframes set forth on Exhibit F and illustrated in Exhibit F-1. Commission shall be responsible for the maintenance, repair, replacement, management, regulation, and programming of the State Reserved Areas. Commission shall manage and operate the State Reserved Areas in a clean, safe, and unobstructed manner consistent with the operation of the Campus. Tenant shall not obstruct members of the public from entering upon and using and enjoying the State Reserved Areas for park purposes, except as provided herein or by separate agreement of the parties. Commission will not block or obstruct, or permit the blocking or obstruction of the State Reserved Areas or modify the State Reserved Areas except for occasional, temporary obstructions for park events. Such obstructions shall not materially interfere with public access to the remaining areas of the Campus or Tenant’s ability to use the Campus for its intended purposes. Commission will consult with Tenant to minimize any impacts from any temporary blockage or obstruction. That timeframes for State Reserved Areas being transmitted to the Tenant as set forth in Exhibit F may be adjusted upon mutual agreement of the parties to this Lease.
Tenant shall have no responsibility or liability for the activities on the State Reserved Areas or the condition thereof, unless and to the extent caused by Tenant, or its employees or agents (as further provided in Section 14, Indemnity).

1.5 **As-Is Condition.** The acceptance of possession of the Campus by Tenant on the Date of Possession shall be conclusive evidence that Tenant accepts the Campus in its then “as-is” condition, subject to Commission’s ongoing obligations as set forth herein. Tenant hereby acknowledges that Commission has made and makes no representations or warranties, express or implied, regarding the condition of the Campus or their suitability for the intended use, unless otherwise set forth herein. Tenant confirms that it has had ample opportunity to inspect the Campus and is familiar with its condition.

1.6 **No Covenant and Warranty of Quiet Possession.** Commission disclaims any warranty that Tenant’s peaceable and quiet occupation, use, and enjoyment of the Campus shall not be disturbed by Commission or anyone claiming by or through Commission. Tenant has had an opportunity to inspect title to the Property and accepts the Campus subject to prior restrictions in deeds or grant contracts affecting the Property. Notwithstanding this disclaimer, after the Effective Date, the Commission shall not encumber title to the Property in any way that affects the possessory right of the Tenant without the Tenant’s prior written approval, which approval shall not be unreasonably withheld.

1.7 **Access to Property.** Tenant shall not block access to the Property without prior approval by the Park Manager.

**ARTICLE 2**

**TERM**

2.1 **Term.** All obligations of Commission and Tenant hereunder shall commence and be binding on the parties as of the Effective Date unless a different date is set forth in this Lease. Tenant shall be entitled to possession as set forth later in this Lease. This Lease shall be and continue in full force and effect for a term (the “Term”) that commences on the Effective Date and continues for fifty (50) years, unless sooner terminated pursuant to the provisions hereof. The Parties understand that extending the Term of this Lease with respect to the entire Campus, individual Buildings, or specific areas within the Campus may be useful in facilitating private investment in the Campus arranged or provided by Tenant or subtenants. The Parties agree to consider such extensions in good faith to the extent permitted by Law.

**ARTICLE 3**

**CONSIDERATION AND PUBLIC BENEFITS**

3.1 **Consideration.** The parties agree that there is no monetary rent owed by Tenant to Commission hereunder. Rather, the consideration for this Lease consists of the Public Benefits to be provided, the maintenance and operation of the Campus at the expense of Tenant, except as provided herein, revenue sharing, and contributions to capital projects as provided herein. Rates shall be subject to renegotiation every five (5) years consistent with RCW 79A.05.030(5) to the extent it is applicable and any modifications thereto must be mutually agreeable to the Parties.
3.2 Public Benefits. A central element of this Lease is the identification of and Tenant’s commitment to the ongoing provision of certain public benefits as described herein. In fulfillment of Tenant’s commitment from and after the Date of Possession, Tenant shall operate or cause to be operated the Campus for the use set forth in Section 4.1 below and shall perform or ensure the provision of certain “Public Benefits” during the Term of this Lease, all at no cost to Commission. The Public Benefits generally include, but are not limited to, the following: operation of the Campus as a Lifelong Learning Center open and accessible to the public; provision of services and programs consistent with such use; provision of facilities conducive to public enjoyment of the Campus as a Lifelong Learning Center; and provision of ancillary benefits to the Port Townsend community resulting from such operation of the Campus. The Parties acknowledge that the scope and nature of Public Benefits may change as the Lifelong Learning Center matures. A Public Benefits Report shall be included as a part of the Annual Report from the Tenant to the Commission.

ARTICLE 4
USE OF CAMPUS

4.1 Use of Campus. Tenant’s use of the Campus shall be for purposes consistent with a Lifelong Learning Center as that concept has been articulated in the adopted vision and mission statement for Fort Worden (May 2005); approved roadmap and assumptions to guide long-range planning (August 2005); adopted land classifications, long-term boundary, value statements, Park use, and development principles as refined the learning center concept (January 2007); and the Long-Range Plan for Fort Worden (2008). Notwithstanding the foregoing, the parties hereto acknowledge that such uses may evolve and change over time while remaining focused on uses consistent with a Lifelong Learning Center concept. The parties hereto further acknowledge and agree that the unique attributes of the Property and the potential of the Lifelong Learning Center concept make it particularly attractive to nonprofit organizations for a variety of artistic, cultural, educational, and recreational uses. Tenant shall promote the use of the Campus facilities for nonprofit, government and corporate events, meetings, workshops, seminars, and conferences even if such promotion and use is not the highest and best market use and may reduce the overall net revenues (due to discounted lease or conference rates); provided, however, Tenant shall also actively promote, market, and make available the facilities for independent travelers, family retreats, and other users. The Campus shall be operated by Tenant under the identifying name of “Fort Worden Lifelong Learning and Conference Center”; provided that Tenant shall be entitled to use or operate under such other names, brands, or graphic logos as Tenant deems in the best interest of its marketing and promotion of the Campus, and further provided any signs to the park indicate that the name of the park remains Fort Worden State Park.

4.2 Alcohol Service. Although the Campus is located in a state park area managed by the Commission, prohibitions on the serving and consumption of alcoholic beverages on the Campus shall not apply, and Tenant may permit alcoholic beverages to be served on the Campus provided that Tenant is responsible for seeing that all required liquor permits/licenses are obtained.

4.3 Prohibited Activities. Nothing shall be done by Tenant or Commission, or their officers, directors, or employees upon or about the Campus or the State Reserved Areas that violates any Law. Neither Tenant nor Commission will do or keep anything in or upon the Campus or the State Reserved Areas that may prevent the obtaining of any insurance required under this
Lease or carried with respect to the Campus or that may void any such insurance. Tenant agrees to adopt and implement a policy prohibiting any person, except for law enforcement officers and on-duty security personnel, from possessing firearms on the Campus.

4.4 Compliance With Laws. Each party shall be solely responsible, at its sole cost for compliance with any laws relating to the responsibilities assigned to that party under this Lease. The Commission shall correct any building code violations caused by the Commission, its employees, or contractors between the Date of Execution and the Date of Possession. Each party agrees that either party shall have the right to reasonably contest, at its sole cost, any asserted or alleged violation of any laws, statutes, ordinances, regulations, rules, and other governmental requirements of any kind applicable to the Campus (hereinafter “Laws”).

4.5 Buildings #245 and #270. Commission shall be entitled to continue to use Buildings #245 and #270 (as depicted on the attached Exhibit C) for ranger housing until February 28, 2014. These two buildings shall be vacated by Commission and left in broom clean condition free of personal property no later than March 1, 2014. From and after March 1, 2014, these two buildings may be used for such purposes as Tenant desires, pursuant to the terms and conditions of this Lease.

4.6 Reservation and Registration Administration. Tenant shall provide reservation administration services for the accommodation and meeting facilities in the Campus. In addition, Tenant shall provide reservation and registration services for the Property’s two (2) campground areas and Beach Shelter. Tenant’s reservation and registration administration services for the two (2) campground areas and Beach Shelter shall be available to customers, at a minimum, between the hours of 8:00 AM to 5:00 PM, seven (7) days a week year-round, except the services shall be available for the extended period of 8:00 AM to 7:00 PM during the time period June 1 to September 15 and holiday weekends, and entail providing check-in services for campground users with reservations and registration passes, and extra vehicles, but shall exclude, without limitation, responding to complaints or other issues that may arise in relation to the campgrounds. Commission shall be responsible for, without limitation, operating the two (2) campgrounds and Beach Shelter responding to complaints and other issues associated with the same. Commission shall be responsible for providing the Tenant with a computer, accessories and software for the purpose of camping reservation and registration. All future reservations for camping and the Beach Shelter will be handled by the Commission’s Central Reservation System (CRS) vendor. Funds collected for camping services shall be remitted to the Commission in a timely manner in accordance with the fiscal procedures set forth in Exhibit I. To the extent of an inconsistency between the fiscal policy and the terms of this Lease, the Lease shall control. The Tenant and the Commission may establish a Reservation Services Operating Agreement to be reviewed and updated as needed.

---EXCERPT from Lease---
MISSION STATEMENT
For Fort Worden to be financially self-sustaining, and to infuse it with the beauty and energy that allows it to reach its potential as a gathering place for individuals, families and groups who seek enrichment and discovery through life-long learning.

VALUES STATEMENTS
• Sustainability — We will use exemplary business practices while expanding Fort Worden’s programs and customer base to achieve financial sustainability. Our business decisions will take into account the needs of customers, community partners, employees and the environment. We will seek capital investment to sustain and improve the infrastructure, buildings and grounds.

• Guest experience — Our employees and volunteers will be forged into a team to meet the highest customer service standards, to provide an excellent experience for all visitors, and to support the greater community in recognition that our visitors’ experience goes far beyond the gates of Fort Worden.

• Community — We will place a high priority on business and program development at Fort Worden that can be integrated into and support the businesses, trades and nonprofit organizations active in Jefferson County. Assuming competitive equality, we will search for ways to have our services and products come from local businesses. Regarding future programming, we will first seek to partner with and support local and regional enterprises.

• Inclusion — In developing partnerships and engaging new audiences, we will attract programs and offer guest services for a diverse audience, ranging from limited income and special needs guests to those who seek high-quality accommodations and services and whose value-added revenues can support services and programs for the less affluent.

• Stewardship — All our policies impacting natural, historical and cultural resources will be undertaken within currently recognized best practices for historical preservation and resource conservation.

• Collaboration — Recognizing that Fort Worden is a treasured community and regional public asset, we will maintain high standards of transparency and accountability expected from a public agency. We will also seek every opportunity for citizen engagement in board discussions and decisions, and in program development through internships, volunteer opportunities, and collaboration with partners.
2020: A YEAR OF RESILIENCE, CREATIVITY AND INNOVATION

FORT WORDEN LIFELONG LEARNING CENTER PARTNERS

Last year has been described in so many ways—uncertain, tenuous and challenging. But the 14 programming partners of the Fort Worden Lifelong Learning Center also use words like creative, resilient ... and even successful. The past 12 months proved that adaptability, community building, innovation and inclusivity are vital to our success—with or without a pandemic—and that the future Fort Worden will look different in 2021 and beyond. If there was a through-line that remained constant, it was our eagerness to learn, grow and collaborate for a stronger coalition—a stronger future. As we take on a new year for our partnerships together, we’re sharing 2020 milestones as well as what lies ahead.

CENTRUM

One of the last in-person events before the 2020 shutdown was this exploration of Indian music at Centrum’s “Communiversity” Series.

Centrum was buoyed by the outpouring of support during the pandemic. Operating at less than half its normal size, the staff, faculty and volunteers reached more than 36,000 households through online programs and workshops, limited in-person gatherings and artist residencies. Among its 2020 accomplishments:

- Balanced budget, retained core staff
- Pioneered models for online delivery, and launched five new podcast channels
- Forged a new long-term partnership with Madrona MindBody
- Attained a fifth-straight record result for its annual Gala and Auction
- Launched new arts and lectures series “Communiversity” with KCTS-9 and Crosscut in Seattle

In 2021 Centrum is investing $326,000 in new technology to include online participation as a permanent feature of its programs, helping reimagine the Lifelong Learning Center to champion arts and culture, broadening representation within its Board, and embarking on a long-term investment in diversity, equity and inclusion. Reach out to (360) 385-3102, email info@centrum.org, or visit www.centrum.org.

COAST ARTILLERY MUSEUM

Fort Worden, one of three “Triangle of Fire” forts controlling ship access to Puget Sound, began in 1898, and the majority of Fort Worden structures predate WWI.

The Puget Sound Coast Artillery Museum, established to preserve and interpret coast artillery history with a special emphasis on the harbor defenses of Puget Sound, normally receives 15-20,000 visitors each year. The Museum has exhibits showing the history of Fort Worden through its use as a military base, a State diagnostic and treatment center for adolescents, and finally as one of Washington’s premier state parks.

Volunteers look forward to reopening the museum once the pandemic recedes. Visit www.CoastArtillery.org.

COPPER CANYON PRESS

After having to cancel its regular spring activities, Copper Canyon staff quickly created an online “Literary Livestream” series launching their spring 2020 books, and earned The New York Times’ recognition as an innovative response to the shutdown. E-book sales spiked to historic highs, validating the organization’s prior strategic investment in e-book marketing. Fundraising efforts were expanded to provide direct support to Black Lives Matter and racial equity initiatives. Other successes:

- Won a Pulitzer Prize for The Tradition
- Retained all staff, met projected publishing schedule

We acknowledge that we are on the ancestral homelands of the S’Klallam peoples. Native peoples have lived on and stewarded these lands since time immemorial and continue to do so today.
This year Goddard looks forward to more digital possibilities, increased enrollment diversity, and strengthening admissions, finances and fundraising. Contact claudia.zysk@goddard.edu, (206) 769-5194.

**Jefferson County Historical Society**

Gabe Van Lelyveld of Whaleheart Productions films actor Zula Mosher for JCHS’ first Collection Connections video for kids.

2020 was an unexpected yet positive reset for JCHS. Museum closures — including the Commanding Officer’s Quarters at Fort Worden — gave staff time to thoughtfully examine their work in new ways, devising new systems for a resilient future. JCHS also provided context to a historically significant year and, alongside this community, welcomes what feels like an awakening. 2020 highlights:

- Adopted a refreshed mission, vision and strategic plan
- Moved staple programs to virtual and added a new successful History Happy Hour
- Broke ground on $875K facility renovation and brought high speed internet to its Research Center
- Added 9,000 digital records to its online collections access portal
- Raised over $60,000 for projects at the 1868 Rothschild House

In 2021, JCHS will further its work to understand decolonization, racial equity, and inclusive museum practices, and will launch plans for a comprehensive Jefferson Museum history exhibits refresh. Another priority is working with volunteers on new systems, training, and engagement opportunities. Visit jchsmuseum.org.

**KPTZ Radio**

Port Townsend

KPTZ DJ/host Phil Andrus presented JCHS Archivist Ellie DiPietro with the complete audio recordings from nine years of weekly Tossed Salad radio shows for the museum’s collection.

In response to the pandemic’s challenges, KPTZ championed the concept “Radio Connects Us All,” offering information and programming including weekly Jefferson County BOCC public health briefings on COVID-19 best practices, and PT City Council business meetings. Staff and volunteers brought purpose and enthusiasm, both for messaging about public affairs as well as to entertain and provide an array of quality 91.9FM programming. Also last year at KPTZ:

- Expanded staff to add Ruby Fitch as KPTZ Programming Lead
- Replaced retiring Tossed Salad with Filter, Live from Rainshadow and Crackin’ the Vault, presenting live and Centrum archives music
- Provided 3X daily broadcasts of community resources throughout the initial Safe Start lockdown, maintaining broadcast operations 24/7 despite Covid restrictions.

KPTZ looks forward to moving to its new Maker’s Square facility, reopening station doors to the public, and welcoming new volunteers. Prioritizing diversity, equity, access and inclusion, KPTZ plans to roll out its Inclusion Radio program to reach a wider and more diverse population.

**Copper Canyon Press**

Like virtually all programming partners on the Fort Worden campus, Corvidae Press, an association of artists who share an interest in printmaking, was at first brought up short by the pandemic. But with passion for their craft and a dedication to health and safety, in 2020 Corvidae members:

- Followed state guidelines to continue operating safely
- Kept studio open and its guild active
- Made art!

In the new year, Corvidae looks forward to continuing its safe operations and to supporting discussions about Fort Worden’s present and future. Corvidae will continue furthering its mission to provide an active, nontoxic studio dedicated to the pursuit of the printmaker’s craft, with a focus on education, community and regional interaction. To learn more visit www.CorvidaePress.com.

**Friends of Fort Worden**

The Friends of Fort Worden were busier than ever last year, and their many thousands of volunteer hours benefit all who enjoy and love Fort Worden. The Friends continued to maintain and enhance the park and implemented many major projects to improve the visitor experience. The year was singularly successful because of the dedication of volunteers and the generous financial support received from the community. The Friends...

- Established a five-year “Nix the Nox” program to remove invasive plants
- Introduced virtual book launches and fundraising, reaching new global audiences
- Set a record in net book sales for the second year in a row
- Revitalized the organization’s racial equity initiative

This year Copper Canyon will continue publishing poets that represent a diverse range of voices, ethnicities, cultures, political viewpoints, and aesthetics, in-range of voices, ethnicities, cultures, publishing poets that represent a diverse audience. Corvidae will continue furthering its mission to provide a larger literary culture with the publication of 20 books in 2021; and support diversity initiatives. Visit online at coppercanyonpress.org.

**Goddard College**

With its low-residency model blending remote learning with in-person experiences, Goddard weathered the changes of 2020 at its campuses in Vermont and Washington. Innovation became necessity as Goddard reimagined student engagement in the digital world. Also notable last year:

- Renewed accreditation
- Largest new class since 2016, 7% increase in enrollment
- Ranked #3 in terms of best value for money—behind only Harvard and Yale—and ranked #1 for contribution to the public good
- Former faculty Louise Gluck awarded Nobel Prize for Literature, and former faculty Jacqueline Woodson awarded a MacArthur Genius Grant
- Record fundraising (almost $1m)

In 2021, Goddard looks forward to more digital possibilities, increased enrollment diversity, and strengthening admissions, finances and fundraising. Contact claudia.zysk@goddard.edu, (206) 769-5194.
Madrona MindBody hosted hundreds of online classes, attended not only by students locally, but students around the world.

The beautiful ballroom in Building #310 may not have been filled with dancers and yogis moving about last year, but Madrona MindBody nonetheless offered mindful movement through a robust online presence. Faculty and students transitioned to Zoom, as coffee tables served as yoga blocks, family pets became living room dance partners, and garages transformed into cycling studios. In the process, students from around the country and even abroad could join in the joy—and keep healthy! Staying afloat during a pandemic is challenging for any business, and Madrona is pleased to have closed the year in the black. Other highlights:

- Provided free classes to health care workers and those impacted financially by COVID-19
- Offered hundreds of hours of classes and workshops to more than 1,000 students worldwide
- When weather permitted, moved, breathed, stretched in the Great Outdoors classroom

In the New Year Madrona looks forward to implementing its robust health and safety protocols as in-person classes resume, and expanding with more workshops, programming and Fort Worden partnerships. Oh, and a beautiful new website—check out www.MadronaMindBody.com, or call (360) 344-4475.

Last year brought the merger of Port Townsend School of the Arts and Northwind Arts Center to become Northwind Art, focused on sustaining and growing Port Townsend’s vibrant arts community. While the world hunkered down, Northwind Art kept exhibits and programs going while also reaching for growth, innovation, connection and vitality. 2020 highlights:

- Free Art Prompts for Kids videos, Art Salons via Zoom and virtual gallery exhibit tours
- Launched the “Postcards from Home” exhibit, connecting us to each other through art
- Provided training and opportunity for faculty to adapt to online teaching
- Nurtured community partnerships including the Art in the Hospital and Art in the Library

Since the arts are vital for personal expression, social connection, economic opportunity and mental health, Northwind Art is focusing on well-being for individuals, community and the world. Northwind looks forward to more partnerships with education for new, emerging and professional artists, exhibits for the community and visitors, and programs to advance artists’ skills and careers. Visit www.northwindart.org, or contact Teresa Verraes, director@ptarts.org, or phone (360) 379-1086.

During the pandemic, Peninsula College Port Townsend has found creative ways to continue classes, activities and services remotely, and is encouraged by the resilience and persistence of our college community.

- In addition to pivoting to virtual offerings and services in 2020, we also re-invented our Community Education program with a variety of non-credit classes for all ages; www.pencol.edu/CE.
- 2020 helped us discover new tools and skillsets to improve the student experience in ways we may not have discovered otherwise. We look forward to the year ahead with optimism and enthusiasm.

To contact Port Townsend staff and faculty, call (360) 385-4605 or email PT@pencol.edu. To reach our Port Angeles campus call (877) 452-9277 or visit www.pencol.edu. Zoom meetings are available by appointment.

One of the first projects created by the Port Townsend Marine Science Center (PTMSC) after the shutdown was a community art project involving all 160 digitized bones of the museum’s orca skeleton “Hope.” Participants were given an outline of a unique bone, which they decorated and sent back. The resulting creation was “re-articulated” virtually. This set the tone of innovative co-creation, making something beautiful out of what was available throughout 2020.

- Community members stepped up, with the most past supporters donating in a single year ever
- Kept entire staff employed creating innovative ways to connect people with the wonders of the Salish Sea
- With Centrum, created the first entirely online Water World arts and science program for 5th and 6th graders
- Continued critical citizen science—the Marine Mammal Stranding Network, responding to a stranded humpback whale, Sound Toxins and a Bio-blitz at Fort Worden
- Safely re-opened Aquarium and Museum in September with a new online reservation system

PTMSC looks forward to resuming safe, in-person programming including summer camps, in-person visits to the aquarium/museum, beach walks and wildlife cruises; resuming volunteer programs, especially our docents, husbandry volunteers, and citizen scientists; and safe in-person gatherings such as Party-on-the-Pier and the annual Stewardship Breakfast. Contact Gabriele Sanchez, info@ptmsc.org, (360) 385-5582 ext 104.
The COVID-19 pandemic presented both challenges and opportunities. As restrictions relaxed over the summer, Rainshadow remained open, hosting a diverse array of recording clients, with the help of a healthy supply of masks and disinfectant! Pandemic restrictions provided time for studio upgrades, including a vintage (but more reliable) recording console, and acoustic treatments for more accurate Control Room monitoring. Rainshadow also:

- Recorded and mixed an upcoming release by United By Music North America, “a unified performance-based program and band for neuro-diverse and neuro-typical people with exceptional musical talent.” Participants work with musician mentors, find the musical talents for the program, work in sessions to create performances and play at events.
- Recorded compositions by Macklemore’s Residency alumni participants of the 2020 Winter Hip Hop Camp, hosted by Centrum.
- Recorded and/or mixed records for a variety of Indie Rock artists and singer-songwriters.

For information, contact Rainshadow Recording, centrumrecording@gmail.com, (360) 301-0291.
RESOLUTION NO. 21-06

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY CONFIRMING MATERIAL COMPLETION OF BOARD’S TRANSITION OBJECTIVES

RECITALS

A. This Resolution declares that the Board has materially completed objectives for the transition of the FWPDA Board of Directors approved by the Board on January 27, 2021.

B. The Purpose of establishing the objectives was declared by the Board on January 27, 2021:

Purpose: The purpose of the transition is to enable the implementation of the reorganization of the Fort Worden governance and management structure as announced at the October 2020 FWPDA board meeting. The current board of directors will transition responsibilities to a new, smaller board with more focused capabilities upon the completion of FWPDA reorganization.

C. The recommended objectives for the transition of the FWPDA Board of Directors were approved by the Board as follows:

Objectives to be completed prior to transition:
1. Review and respond to the Accountability Audit conducted by the Washington State Auditor’s Office (SAO). Ensure that SAO recommendations are evaluated and implemented.
2. Oversee the completion of the Makers Square project, including receipt of the certificate of occupancy and the purchase of Historic Tax Credits, and negotiate lease terms with Makers Square Landlord L.L.C and Fort Worden Foundation.
3. Approve the concession agreement with FW Hospitality Corporation, advise the PDA executive director, who currently serves as the registered agent for the Hospitality Corporation, and provide counsel about the transfer of services and management functions from the PDA to the Hospitality Corporation.
4. Approve adjustment of the interest rate and maturity date of the PDA’s Revenue Bond (2019A) and authorize other loan agreements and revisions as necessary for recovery process (e.g., Glamping, Capital funds, and Advanced Deposits).
5. Advise the PDA executive director on establishment of an asset strategy to effect more sustainable methods to address long-term deferred maintenance, manage capital assets, and steward the historic properties of the Fort.
6. Advise the executive director on the public process for investigating more efficacious business practices and diversified revenue streams beyond the emergency reorganization now underway.
7. Advise the executive director, city manager, and mayor on recommended attributes for a new PDA Board of Directors consistent with executive director’s PDA Trust recommended objectives. Complete a full transition to a new board by no later than June 1, 2021. Possible attributes and qualifications may include property management skills, financial and legal expertise, as well as programming experience.
D. The Board informed and presented these transition objectives to the Port Townsend City Council on February 1st, 2021.

BE IT RESOLVED that the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority has successfully delivered on the transition objectives noted above other than:

- Transition Objective 1 – Accountability Audit: This Board is prepared to comment on and close out the Accountability Audit with the State Auditors upon receipt of the report from the State Auditor.
- Transition Objective 5 – Asset Management Strategy: advising the executive director on the establishment of an asset management strategy. Due to the time-sensitive nature of the other transition objectives, this objective has been delayed until the seating of the next PDA Board of Directors.

ADOPTED AND APPROVED by the Board of Directors at a special meeting thereof, held the 30th day of June, 2021.

By: ____________________________
Norm Tonna, Co-Chairperson

By: ____________________________
Todd Hutton, Co-Chairperson

ATTEST:
By: ____________________________
Jane Kilburn, Secretary
FWPDA Board of Directors Objectives
Proposed by FWPDA Executive Director
(Modified by Board in January 2021; updated July 2021 to remove references to entity as “Trust”)

**Purpose:** The purpose of the FWPDA Board of Directors is to continue the implementation of the recovery plan of the Fort Worden Public Development Authority (FWPDA) and its governance and management structure. The primary mission of the FWPDA board is to serve as a property manager for the campus area. Working with partner organizations, Directors are joined in a collaborative effort to sustain a vibrant Lifelong Learning Center at Fort Worden.

The most pressing need is to focus on the creation of an asset management strategy that will address the extremely high costs of deferred maintenance and capital investment necessary for the partners to sustain their investments in the Fort. Asset management can come in many forms such as a Public Facility District, an investment corporation or similar entity, or a combination of investment options. However, if the Fort and all those that depend upon the historic facilities are to survive, a solution is going to need to be identified to address the extremely high costs of maintenance and capital investment.

It is recommended the new FWPDA Board of Directors should be selected and seated within the next few months ensuring an orderly transition. The FWPDA needs to focus on support to the partner organizations, and it can best do this by acting like a “Trust” overseeing the leasehold interests of the campus and finding solutions to address the high cost of maintenance and capital investment.

An additional core objective is to conduct an in-depth assessment of more efficacious business practices and diversified revenue streams, the exploration and establishment of an effective shared governance model with partner organizations, and the identification of ways that the PDA and the Partners can further support and advance the Lifelong Learning mission of Fort Worden.

It is important that FWPDA achieve this in an orderly fashion to maintain governance during this critical time. The current board members will continue to serve and advise the executive director, city manager, and mayor on recommended attributes for a new FWPDA Board of Directors. New members may be seated when the City Council so chooses. Current members can request to be considered. The goal is to have a complete full transition to a new board by no later than June 1, 2021. Possible attributes and qualifications may include property management, financial, and legal expertise, as well as programming.
Objectives to be tasked to the new board:

1. Continue working with partner organizations to maintain focus on the mission as described in the Public Development Authority Charter that includes “facilitating the implementation of a Lifelong Learning Center.”

2. Review and respond to any unresolved matters resulting from the Accountability Audit conducted by the Washington State Auditor’s Office (SAO). Ensure that SAO recommendations have been evaluated and implemented.

3. Monitor Makers Square lease with the Makers Square Landlord LLC to ensure an equitable return on the FWPDA investment.

4. Monitor the agreement with FW Hospitality Corporation to ensure compliance with terms and conditions, advise the PDA executive director, who currently serves as the registered agent for the Hospitality Corporation, and provide counsel about the transfer of services and management functions from the PDA to the Hospitality Corporation.

5. Authorize loan agreements and revisions as necessary for recovery process to be successful.

6. Resolve Partner leasehold interest needs as a priority and find equitable solutions to achieve sustainability for any partner leasehold interests along with the PDA Trust.

7. Review the Master Lease with State Parks and pursue any recommended changes.

8. Advise the FWPDA executive director on establishment of an asset management strategy and identify any and all options to effect more sustainable methods to address long-term deferred maintenance, manage capital assets, and steward the historic properties of the Fort.

9. Advise the executive director on the public process for investigating more efficacious business practices and diversified revenue streams beyond the emergency reorganization now underway.

10. Review and recommend Charter revisions to the city manager, mayor, and City Council.

11. Conduct a search for a new executive director to lead the organization when the board feels they are ready to install new leadership.
PDA Recovery Plan Compartments

- State Audit
- Capital Project(s) Financing
- 2020 Finances
- 2021 Budget
- Organizational Restructuring
- PDA Leadership Change
- PDA/Partner Relations
- PDA/Foundation Relations
- PDA/State Parks Relations
Fort Worden Entities

- City of Port Townsend
  - Holds PDA Charter

- Fort Worden PDA
  - Includes Asset Management
    - Holds Parks Lease
    - Manages Lease Assets

- Fort Worden Foundation
  - Contractual Relationship

- Fort Worden Hospitality

- WA State Parks

- Partners
Attached is a summary of the debt service schedule based upon the terms. This schedule assumes a 5% loan rate which is a conservative number. Energy and Glamping are revenue/expense neutral and will be self-funded through separate sources. There are two existing loans we are refinancing. The reason for this is to extend the original terms, correct the tax exempt status to taxable status of the debt and defer the payments for 2 years to give us time to reset energy as a maintenance costs to allocate campus wide and to allow for the completion of Glamping.

The new Debt is to restore the diverted capital funds to operations and recover a portion of the operating loss that is on the books. The funding to service this debt will come from an allocation of the Makers Square Foundation lease and a portion of the FWH management services fee to the PDA. I have scheduled this out as best I could but I flat lined the fee since we only projected out 5 years. So I think this is a very conservative modeling. This debt will also be deferred for 2 years.

We also have the option to prepay the debts if funds that could do so were to appear. Makers Square could hold that option for the new debt, but I am not aware of any potential funding to prepay the other debts.

The question was asked if we need to repay these funds. The short answer is yes. They were borrowed for capital purposes and must be restored to the capital accounts. I suppose we could cancel the remaining energy work but we would have to refund the money ($330k) to the bank. Glamping ($600k) and Makers Square ($404k) are needed to complete the obligations that are outstanding. Makers Square is the $1.5m LOC due this year. Glamping is unfinished and needs to be completed. The additional $600k to restore a portion of the PDA’s operating losses will allow us to get current on our payables ($100k) and give us an operating cash reserve of $500k.

The Bonds cannot be issued as tax exempt bonds. If they were, the investor(s) would not pay taxes on the interest earnings on their investment. For this they tend to have a lower interest rate. The PDA is allowed to issue tax exempt bonds. However because of the uniqueness of the PDA and the Fort many of the investments benefit third parties (partners) they will generally be consider “private activity” bonds that do not qualify as tax exempt.

Final terms still need to be established and this action delegates to me the authority to arrange final terms with the bank. These bonds are revenue bonds and the security is back by the revenues and the terms we agree to. There is no separate loan guarantee. The Resolution sets the parameters in which terms can be established. Closing will occur within 60 days and the new Board Officers will need to sign the closing documents. Examples of some final terms are:

- Assignment of Hospitality agreement revenues due to PDA paid to Kitsap Bank Bancontrol account
- Assignment of Makers’ Square Lease revenues due to PDA paid to Kitsap Bank Bancontrol account
- Monthly balance sheet, P&L, comparison to budget, rolling monthly projected 12 month cash flow forecast
- Annual audit of PDA
- Copy of annual reconciliation of Hospitality fees paid to PDA with PDA audited financials within 120 days of fiscal year end
- Capital expenditures for Energy and Glamping approved by Kitsap Bank
• All reserve and/or pledge accounts held by Kitsap Bank bancontrol account will require Bank approval to release
• All PDA bank accounts maintained at Kitsap Bank
• Merchant services processed through Kitsap Bank by 12/31/2021
• Yield maintenance waived if prepayment sourced from operations or donations
• DSC > 1.2X by 12/31/2023
• 1 year debt service reserve of $400,000, funded by operations by 2025
• Contingent liquidity line of credit of $400,000.

Alan Crain from Kitsap Bank and Nancy Neras our Bond Counsel will be at our meeting to address questions.

I look forward to our successful completion of this long awaited objective,

David Timmons
Executive Director
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| Totals   | $2,348,952| $5,786,000 | $8,134,952 | $2,938,540 | $5,196,412 | $2,578,322 | $3,199,482 |

**Assumptions:**
- Hospitality Fee is level funded after 5 years since we do not have projections beyond 5
- This assumes new debt to be termed out over time as oppose to prepaid lease options
- Energy and Glamping are revenue expense neutral
- Modeled upon the worse case scenario for interest expense
FORT WORDEN LIFELONG LEARNING CENTER
PUBLIC DEVELOPMENT AUTHORITY, WASHINGTON

RESOLUTION NO. 21-04

A Resolution of the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority providing for the issuance of (1) a not to exceed $1,870,000 principal amount Revenue Refunding Bond, 2021A (Taxable) to refund the Authority’s Revenue Bond, 2018, (2) a not to exceed $2,320,000 principal amount Revenue Refunding Bond, 2021B (Taxable) to refund the Authority’s Revenue Bond, 2019, and (3) a not to exceed $2,130,000 principal amount Revenue Bond, 2021C (Taxable) to finance various expenditures; extending the term of the Authority’s Revenue Bond, 2019A; fixing or setting parameters with respect to certain terms and covenants of the bonds; delegating authority to the Authority’s designated representative to set final terms of the sale and issuance of the bonds; and providing for other matters properly related thereto.

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 Fort Worden State Park, including implementing a Lifelong Learning Center at the Park; and

WHEREAS, the Authority by its Resolution No 18-03 issued its not to exceed $1,600,000 principal amount Revenue Bond, 2018 (“2018 Bond”) to finance energy efficiency improvements; and

WHEREAS, the Authority by its Resolution No. 19-12 issued its not to exceed $2,000,000 principal amount Revenue Bond, 2019 (“2019 Bond”) to pay a portion of the cost of the Authority’s glamping project; and

WHEREAS, the Authority by its Resolution No. 19-16, as amended by Resolution Nos. 20-22 and 21-01, issued its not to exceed $1,500,000 principal amount Revenue Bond, 2019A (“2019A Bond”) to finance the Makers’ Square Project; and

WHEREAS, capital funds of the Authority that were designated for purposes of completing the energy efficiency project and glamping project were diverted to pay for Operation and Maintenance Expenses; and

WHEREAS, it is in the interest of the Authority to restore such capital funds and finance various expenditures by issuing a Revenue Bond, 2021C (Taxable); and

WHEREAS, it is in the interest of the Authority to refinance its 2018 Bond and 2019 Bond; and
WHEREAS, Kitsap Bank is willing to purchase the bonds authorized by this resolution and to extend the term of the 2019A Bond;

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 pursuant to chapter 35.21 RCW.

"Bank" means Kitsap Bank, or its successors or assigns.

"Bond Account" means the special account of the Authority known as the Debt Service Account for the payment of principal of, and interest on, the Bonds, the 2019A Bond, and any Future Parity Bonds.

"Bond Register" means the books or records maintained by the Bond Registrar for the purpose of identifying ownership of the Bonds.

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

"Bonds" means the 2021A Bond, 2021B Bond and 2021C Bond.

"City" means the City of Port Townsend, Washington.

"Coverage Requirement" means an amount of Coverage Revenue equal to 1.20 times the annual debt service due in a year for purposes of Section 10 and 1.20 times the average annual debt service due on the outstanding Bonds, the 2019A Bond, and Future Parity Bonds for purposes of Section 9. For calculating the Coverage Requirement for Future Parity Bonds that bear interest at a variable rate, such Future Parity Bonds shall be assumed to bear interest at a fixed rate equal to the rate published by the Bond Buyer as the index for municipal revenue bonds within the 30-day period prior to the date of calculation. If such index is no longer published, another nationally recognized index for municipal revenue bonds maturing in approximately 20 years shall be used.

"Coverage Revenue" means the sum of Revenue, Hospitality Management Fees, Glamping Management Contract Fees and Makers’ Square lease payments received for the applicable period.

"Designated Representative" means the officer of the Authority appointed in Section 12 of this resolution to serve as the Authority’s designated representative in accordance with RCW 39.46.040(2).
“Future Parity Bonds” means any bonds, notes or other debt of the Authority issued pursuant to Section 9 with a lien on Revenue equal to the lien on Revenue pledged to the Bonds and the 2019A Bond.

“Glamping Management Contract” means the glamping management contract executed between Fort Worden Hospitality and the Authority.

“Glamping Management Contract Fees” means those fees paid by Fort Worden Hospitality to the Authority pursuant to the Glamping Management Contract.

“Hospitality Management Agreement” means that 25-year management agreement executed by and between Fort Worden Hospitality and the Authority.

“Hospitality Management Fees” means those fees paid by Fort Worden Hospitality to the Authority pursuant to the Hospitality Management Agreement.

“Operation and Maintenance Expenses” means all reasonable and necessary expenses incurred by the Authority in causing its facilities to be operated and maintained in good repair, working order and condition, administration expenses, insurance premiums, audit fees, taxes, professional-service fees, and other expenses incident to the operation of the Authority’s facilities, but excluding depreciation and other non-cash items and expenses subject to reimbursement by tenants.

“Refunded Bonds” means the outstanding 2018 Bond and 2019 Bond to be refunded with proceeds of the 2021A Bond and 2021B Bond, respectively.

“Reserve Account” means the special account of the Authority established pursuant to this resolution.

“Reserve Account Requirement” means for the Bonds, an amount equal to at least $500,000.

“Revenue” means all revenues received by the Authority, donations to the Authority from private parties (unless restricted to a particular use) and advanced deposits from tenants and other users of the Authority’s facilities, but excluding Hospitality Management Fees, Glamping Management Contract Fees and Makers’ Square lease payments, and state and federal grants that are not authorized by the grantee to be used to pay debt service on the Bonds, the 2019A Bond and Future Parity Bonds.

“Revenue Fund” means the operating account into which account the Authority pledges and binds itself to pay all of the Revenue as collected.

“State” means the State of Washington.

“2021A Bond” means the Fort Worden Lifelong Learning Center Public Development Authority Revenue Refunding Bond, 2021A (Taxable) issued pursuant to and for the purposes provided in this resolution.
“2021B Bond” means the Fort Worden Lifelong Learning Center Public Development Authority Revenue Refunding Bond, 2021B (Taxable) issued pursuant to and for the purposes provided in this resolution.

“2021C Bond” means the Fort Worden Lifelong Learning Center Public Development Authority Revenue Bond, 2021C (Taxable) issued pursuant to and for the purposes provided in this resolution.

“2019A Bond” means the Authority’s Revenue Bond, 2019A, issued in the aggregate principal amount of not to exceed $1,500,000 pursuant to Resolution No. 19-16, as amended by Resolution Nos. 20-22 and 21-01.

“2019 Bond” means the Authority’s Revenue Bond, 2019A, issued in the aggregate principal amount of not to exceed $2,000,000 pursuant to Resolution No. 19-12.

“2018 Bond” means the Authority’s Revenue Bond, 2018, issued in the aggregate principal amount of not to exceed $1,600,000 pursuant to Resolution No. 18-03.

Section 2. Authorization of the Bonds.

A. 2021A Bond. For the purpose of providing funds necessary to refund the 2018 Bond and to pay the costs of issuance and sale of the 2021A Bond, the Authority authorizes the issuance of its revenue refunding bond in the principal amount of not to exceed $1,870,000 to be designated as the “Fort Worden Lifelong Learning Center Public Development Authority, Washington Revenue Refunding Bond, 2021A (Taxable).” The 2021A Bond shall be dated as of the date of delivery thereof to the Bank, and shall mature no more than 25 years from its dated date.

B. 2021B Bond. For the purpose of providing funds necessary to refund the 2019 Bond and to pay the costs of issuance and sale of the 2021B Bond, the Authority authorizes the issuance of its revenue refunding bond in the principal amount of not to exceed $2,320,000 to be designated as the “Fort Worden Lifelong Learning Center Public Development Authority, Washington Revenue Refunding Bond, 2021B (Taxable).” The 2021B Bond shall be dated as of the date of delivery thereof to the Bank, and shall mature no more than 25 years from its dated date.

C. 2021C Bond. For the purpose of providing funds necessary to restore the capital funds needed to complete the energy efficiency project and the glamping project, for other expenditures, and to pay the costs of issuance and sale of the 2021C Bond, the Authority authorizes the issuance of its revenue bond in the principal amount of not to exceed $2,130,000 to be designated as the “Fort Worden Lifelong Learning Center Public Development Authority, Washington Revenue Bond, 2021C (Taxable).” The 2021C Bond shall be dated as of the date of delivery thereof to the Bank, and shall mature no more than 25 years from its dated date.

Section 3. Interest, Payment, Registration and Transfer.

The Bonds shall bear interest at a fixed rate of not to exceed 5.5% per annum from the dated date of each Bond until the earlier of maturity of the Bonds or interest reset date. Any
Bond with an interest reset date prior to maturity shall bear interest at a rate comprised of a commercially available index plus a spread, which rate will not exceed 5.5% as of the date of the Bond. The Bank shall provide notice to the Authority of such rate no less than 30 days prior to the interest reset date of each Bond. Interest shall be calculated on a basis of a 360-day year of 12 30-day months. Interest and principal of each Bond shall be payable on each June 1 and December 1, beginning no later than December 1, 2023.

The Bonds shall be issued in fully registered form. Both principal and interest on the Bonds shall be payable in lawful money of the United States of America. The Executive Director is appointed to act as Bond Registrar for the Bonds. The Bonds shall be purchased only in registered form as to both principal and interest and shall be recorded on books or records maintained by the Bond Registrar (the “Bond Register”). The Bond Register shall contain the name and mailing address of the Bank. The Bonds may be assigned or transferred by the Bank only in whole and only if endorsed in the manner provided thereon and surrendered to the Bond Registrar. The Bonds 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 a Bond is issued and that signs a certificate substantially in the form of the certificate signed by the Bank. With an approving opinion of bond counsel to the Authority, a Bond may be transferred to more than one qualified investor in a minimum denomination of $250,000 each. The Bonds are not subject to acceleration. When a Bond has been paid in full, both principal and interest, it shall be surrendered by the Bank to the Bond Registrar, who shall cancel such Bond.

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

Section 4. Prepayment. The Authority reserves the right and option to prepay all or a portion of the outstanding principal on a Bond on any date. Interest on the principal portion of the Bonds so prepaid shall cease to accrue on the date fixed for such prepayment. The Authority shall provide the Bank not less than 15 business days’ notice of its intent to prepay all or a portion of a Bond. If a Bond is repaid before the 10th anniversary of such Bond from proceeds of a borrowing, the Authority shall pay the Bank a yield maintenance fee as calculated below:

(a) The prepayment fee will be equal to the present value of the difference, if positive, between (i) the sum of the interest payments that would have accrued during the period from the date of the prepayment to and including the 10th anniversary payment of a Bond on each prepaid installment of principal at a fixed interest rate for such installment equal to the Original Funding Rate, as if the prepayment had not been made, less (ii) the sum of the interest payments that would have accrued during such period on each prepaid installment of principal at a fixed interest rate for such installment equal to the Reinvestment Rate, as if the prepayment had not been made. No prepayment fee will be required for any prepayments made on or after the 10th anniversary payment of a Bond.
(b) The following definitions will apply to the calculation of the prepayment fee: (i) “Original Funding Rate” means with respect to any prepaid installment of principal, the Swap Rate on the date of issuance of a Bond for a term of 10 years, (ii) “Reinvestment Rate” means with respect to any prepaid installment of principal, the Swap Rate on the date the prepayment fee is calculated by the Bank for a term, interpolated, if necessary, corresponding to the period of time remaining until such principal installment was scheduled to be made, and (iii) “Swap Rate” means, as of any date, the offered fixed rate for a U.S. Dollar interest rate swap rate with a floating rate equal to the one-month LIBOR index, as determined by the Bank on such date by reference to the Bloomberg service or such other similar data source then used by the Bank for determining such rate; provided, that in the event that the one-month LIBOR index cannot be determined at the required time of determination, then the Swap Rate shall mean the offered fixed rate for a U.S. Dollar interest rate swap with a floating rate based on an index and any adjustment to reflect a different credit spread designated by the Bank as being the most economically comparable to the one-month LIBOR index prior to such event.

Section 5. Bond Account and Reserve Account. A special account of the Authority known as the “Fort Worden Lifelong Learning Center Public Development Authority Debt Service Account” (the “Bond Account”) has been created and shall be drawn upon for the sole purpose of paying and securing the payment of the Bonds, the 2019A Bond, and any Future Parity Bonds. Subaccounts may be created for each Bond. The Authority hereby covenants and agrees to deposit in the Bond Account, Revenue sufficient to pay principal and interest on the Bonds, 2019 Bond and any Future Parity Bonds as such payments are due. The Bonds shall be obligations only of the Bond Account of the Authority.

A special account of the Authority known as the Bond Reserve Account (the “Reserve Account”) shall be created. The Authority shall deposit into the Reserve Account from Revenue an amount equal to the Reserve Account Requirement no later than December 31, 2025. In the event that the amount in the Bond Account is insufficient to pay the debt service due on any payment date, the Authority shall draw on the Reserve Account to make such payment, subject to approval from the Bank. Within 12 months of any withdrawal from the Reserve Account the Authority shall replenish the Reserve Account to the Reserve Account Requirement. The Authority may transfer any amount in excess of the Reserve Account Requirement to the Revenue Fund. If the Authority issues Future Parity Bonds, the Authority may determine that the Future Parity Bonds will not be secured by a reserve account or will be secured by another reserve account.

Section 6. Security for the Bonds; Revenue Fund. The Bonds are special revenue obligations of the Authority and shall be payable solely from the following sources:

(a) Revenue in the Revenue Fund;
(b) The Bond Account and Reserve Account;
(c) The Hospitality Management Fees;
(d) The Glamping Management Contract Fees; and
(e) As to the 2021C Bond only, the Makers’ Square lease payments.

The Makers’ Square lease payments shall be deposited directly into the subaccount in the Bond Account for the 2021C Bond.
The Bonds shall not be deemed to constitute general obligations or pledges 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.”

The Revenue deposited into the Revenue Fund shall be used for the following purposes in the following order of priority:

First, to pay Operation and Maintenance Expenses.

Second, to make the required deposits into the Bond Account to pay interest due on the Bonds, the 2019A Bond, and any Future Parity Bonds.

Third, to make the required deposits into the Bond Account to pay principal of and any sinking fund redemptions for the Bonds, the 2019A Bond, and any Future Parity Bonds.

Fourth, to replenish the Reserve Account and any other reserve account securing Future Parity Bonds.

Fifth, to pay any debt with a lien on revenue junior to the Bonds and the 2019A Bond, including the two notes being authorized to be issued on the same date as this resolution, and for other lawful purposes of the Authority.

Section 7. Form, Execution and Authentication of the Bonds. The Bonds shall be prepared in a form consistent with the provisions of this resolution and State law. The Bonds shall be signed on behalf of the Authority by the manual or facsimile signature of a Co-Chair of the Board and attested by the manual or facsimile signature of the Secretary of the Board.

Only the Bonds as shall bear thereon a Certificate of Authentication in the following form, manually executed by the Bond 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 Revenue [Refunding] Bond, [2021A/2021B/2021C] (Taxable), dated ____________ , 2021, described in the Bond Resolution.” Such Certificate of Authentication shall be conclusive evidence that a Bond 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 Bonds shall cease to be an officer or officers of the Authority before the Bond so signed shall been authenticated or delivered by the Bond Registrar, or issued by the Authority, such Bond 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 Bonds may also be signed and attested on behalf of the Authority by such persons as at the actual date of execution of such Bond shall be the proper officers of the Authority although at the original date of such Bond any such person shall not have been such officer of the Authority.
Section 8. Proceeds from the 2021C Bond. Proceeds from the 2021C Bond shall be deposited as follows:

(1) The amount necessary to replenish the 2018 Bond proceeds that were used for Operation and Maintenance Expenses shall be deposited into the capital account for the energy efficiency project and used solely for expenditures on the energy efficiency project.

(2) The amount necessary to replenish the 2019 Bond proceeds that were used for Operation and Maintenance Expenses shall be deposited into the capital account for the glamping project and used solely for expenditures on the glamping project.

(3) The remaining proceeds shall be deposited into an account that the Executive Director establishes at the Bank and used for the energy efficiency project and glamping project and to pay costs of issuing the 2021C Bond.

The Authority must demonstrate to the Bank that requests to draw on the proceeds will only be used for original project purposes.

Section 9. Additional Bonds. The Authority reserves the right to issue Future Parity Bonds on a parity of lien with the Revenue pledged to the payment of the Bonds and the 2019A Bond if the following conditions are met at the time of the issuance of those Future Parity Bonds:

(1) All payments then required by this resolution have been made into the Bond Account and Reserve Account and no deficiency exists therein.

(2) The total principal amount of Future Parity Bonds issued by June 2031 does not exceed $5,000,000. For any Future Parity Bonds in excess of $5,000,000 or issued later than April 2031, there shall be on file from an Authority representative or a third party consultant with experience with revenues collected from public facilities a certificate showing that in his or her professional opinion the Coverage Revenue for any 12 consecutive calendar months out of the immediately preceding 24 calendar months shall be at least equal to the Coverage Requirement for each year thereafter for the outstanding Bonds, 2019A Bond, Future Parity Bonds and the proposed bonds. The consultant may adjust Revenue to reflect increased rates and charges approved by the Board but that were not applicable for the full 12-consecutive-month period.

(3) If Future Parity Bonds proposed to be issued are for the sole purpose of refunding outstanding Parity Bonds, such certificate shall not be required if the amount required for the payment of the principal and interest in each year for the refunding bonds is not increased more than $5,000 over the amount for that same year required for the bonds to be refunded.

(4) Nothing in this resolution shall prevent the Authority from issuing revenue bonds or like obligations which are a charge upon the Revenue junior or inferior to the charge thereon of the Bonds and the 2019A Bond.
Section 10. General Covenants. For as long as any of the Bonds are outstanding, the Authority hereby covenants as follows:

(1) It will establish, maintain and collect Revenue sufficient to repay the Bonds, the 2019A Bond, and any Future Parity Bonds. Revenue in each fiscal year shall be sufficient to meet the Coverage Requirement beginning with the fiscal year ending December 31, 2023. In calculating Coverage Revenue in a fiscal year, the Authority may deduct Revenue deposited into a rate stabilization account within the Revenue Fund and count as Revenue amounts withdrawn from the rate stabilization account.

(2) It will keep books and accounts showing Revenue and Operation and Maintenance Expenses and have such books audited annually.

(3) As long as the Bank is a qualified depository authorized to hold funds of municipal entities under Washington law, the Authority shall maintain its accounts at the Bank.

(4) It will process merchant services (credit and debit cards) through the Bank by December 31, 2021.

(5) It will have its capital expenditures schedules approved by the Bank.

(6) The Authority will maintain a contingent liquidity line of credit of $500,000 with expenditures permitted only by approval from the Bank until deposits on account in the Reserve Account satisfy the Reserve Account Requirement. Such line of credit will be replenished within 12 months.

Section 11. Refunding of the 2018 Bond and 2019 Bond. The Authority will deposit a portion of the proceeds of the 2021A Bond into the bond fund for the 2018 Bond to repay the 2018 Bond in full. The Authority will deposit a portion of the proceeds of the 2021B Bond into the bond fund for the 2019 Bond to repay the 2018 Bond in full. The remaining proceeds of the 2021A Bond and 2021B Bond shall be used to pay costs of issuing such bonds.

Section 12. Sale of the Bonds. The Executive Director is appointed as the Designated Representative and is authorized and directed to finalize the terms of the Bonds in the manner and upon the terms deemed most advantageous to the Authority consistent with this resolution.

In determining the final terms of the Bonds, 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 Bonds.

Section 13. Reporting Requirements. While any of the Bonds are outstanding, the Authority will provide the Bank:

(1) a copy of its audited financial statements within 30 days after it is received from the State Auditor or independent auditor,
(2) a copy of audited financial statements of any entities related to the Authority, after such statements are received from the State Auditor,

(3) a copy of annual reconciliation of Hospitality Management Fees to the Authority's audited financials within 120 days after the end of the fiscal year,

(4) a monthly balance sheet, profit and loss statement, comparison to budget, and rolling monthly projected 12 month cash flow forecast, and

(5) other documents that the Bank may reasonably request.

Section 14. Extension of Term of 2019A Bond. The maturity of the 2019A Bond shall be extended to October 1, 2021. All other terms of the 2019A Bond shall be as provided in Resolution No. 19-16, as amended by Resolution Nos. 20-22 and 21-01.

Section 15. 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 Bonds 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 16. 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 Bonds.

10
PASSED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority, Washington, at an open public meeting thereof, this 30th day of June, 2021.

FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY, WASHINGTON

By __________________________
Co-Chair

By __________________________
Co-Chair

ATTEST:

_______________________________
Secretary
CERTIFICATION

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

1. That the attached is a true and correct copy of Resolution No. 21-04 (the "Resolution") of the Board, duly passed at a special meeting thereof held on the 30th day of June, 2021.

2. That said meeting was duly convened and held in all respects in accordance with law (including Proclamation 20-28 made by the Governor of the State of Washington on March 24, 2020, as extended, and acts of the legislative leadership of the State of Washington), and to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Commission voted in the proper manner for the passage of said Resolution; that all other requirements and proceedings incident to the proper passage of said Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of June, 2021.

FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY, WASHINGTON

[Signature]

Secretary
A Resolution of the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority, Washington, establishing two lines of credit and providing for the issuance and sale of two revenue anticipation notes of the Authority, in the aggregate principal amounts of not to exceed $250,000 and $500,000, to evidence the lines of credit; fixing or setting parameters with respect to certain terms and covenants of the notes; delegating authority to the Authority’s designated representative to set final terms of the sale and issuance of the notes; and providing for other matters properly related thereto.

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 Fort Worden State Park, including implementing a Lifelong Learning Center at the Park; and

WHEREAS, pursuant to Resolution No. 21-04, the Authority is authorizing the issuance of new money and refunding bonds; and

WHEREAS, the Authority has received loan proposals from Kitsap Bank regarding such bonds; and

WHEREAS, Kitsap Bank’s offer is contingent on the Authority establishing two lines of credit; and

WHEREAS, the Authority desires to accept Kitsap Bank’s offer to provide such lines of credit;

BE IT RESOLVED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority, Washington 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.

“Board” means the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority, Washington.
“City” means the City of Port Townsend, Washington, a municipal corporation duly organized and existing under the laws of the State.

“Designated Representative” means the officer of the Authority appointed in Section 7 of this resolution to serve as the Authority’s designated representative in accordance with RCW 39.46.040(2).

“Future Parity Bonds” means any bonds, notes or other debt of the Authority issued with a lien on Revenue equal to the lien on Revenue pledged to outstanding Parity Bonds.

“Hospitality Management Agreement” means that 25-year management agreement executed by and between Fort Worden Hospitality and the Authority.

“Interest Rate” means an interest rate mutually acceptable to the Authority and the Bank, not to exceed 5.00% for the 2021A Note and not to exceed 5.00% for the 2021B Note.

“Maturity Date” means a date determined by the Designated Representative, no later than December 31, 2025.

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

“Note Registrar” initially means the Authority’s Executive Director. At any time following the issuance of the Notes, however, the 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 Executive Director as permitted by law.

“Notes” means the 2021A Note and the 2021B Note.

“Operation and Maintenance Expenses” means all reasonable and necessary expenses incurred by the Authority in causing its facilities to be operated and maintained in good repair, working order and condition, administration expenses, insurance premiums, audit fees, taxes, professional-service fees, and other expenses incident to the operation of the Authority’s facilities, but excluding depreciation and other non-cash items and expenses subject to reimbursement by tenants.

“Parity Bonds” means the 2021A Bond, the 2021B Bond, the 2021C Bond, the 2019A Bond and any Future Parity Bonds.

“Registered Owner” means initially, the Bank.

“Request for Draw” means a written request by an authorized officer for a draw on the revolving line of credit authorized to be established by this resolution.

“Revenue” means all revenues received by the Authority, donations to the Authority from private parties (unless restricted to a particular use) and advanced deposits from tenants and other users of the Authority’s facilities, but excluding Hospitality Management Fees, Glamping
Management Contract Fees, and Makers’ Square lease payments, and state and federal grants that are not authorized by the grantee to be used to pay debt service on the Bonds, the 2019A Bond and Future Parity Bonds.

"Revenue Fund" means the operating account into which account the Authority pledges and binds itself to pay all of the Revenue as collected.

"State" means the State of Washington.

"2021A Bond" means the Authority’s Revenue Refunding Bond, 2021A (Taxable) issued pursuant to and for the purposes provided in Resolution No. 21-04.

"2021B Bond" means the Authority’s Revenue Refunding Bond, 2021B (Taxable) issued pursuant to and for the purposes provided in Resolution No. 21-04.

"2021C Bond" means the Authority’s Revenue Bond, 2021C (Taxable) issued pursuant to and for the purposes provided in Resolution No. 21-04.

"2021A Note" means the Revenue Anticipation Note, 2021A (Taxable) authorized to be issued by this resolution.

"2021B Note" means the Revenue Anticipation Note, 2021B (Taxable) authorized to be issued by this resolution.

"2019A Bond" means the Authority’s Revenue Bond, 2019A, issued in the aggregate principal amount of not to exceed $1,500,000 pursuant to Resolution No. 19-16, as amended by Resolutions No. 20-22 and 21-01.

Section 2. Authorization of the Notes; Payment, Registration and Transfer.

A. 2021A Note. For the purpose of providing, on a contingency basis, funds exclusively to pay for Operations and Maintenance Expenses required by the terms of the master lease between the Authority and the State, and paying the costs of issuing the 2021A Note, the Authority hereby establishes a revolving line of credit and to evidence such line, authorizes the issuance of its 2021A Note. The aggregate principal amount of all draws under the 2021A Note shall at no time exceed $250,000. The 2021A Note shall be designated as the “Fort Worden Lifelong Learning Center Public Development Authority, Washington Revenue Anticipation Note, 2021A (Taxable).” The 2021A Note shall be dated as of the date of its initial delivery to the Bank; shall be numbered AR-1; shall bear interest at the Interest Rate; and shall mature on the Maturity Date.

B. 2021B Note. For the purpose of providing, on a contingency basis, funds exclusively to service debt for any outstanding Parity Bonds, and paying the costs of issuing the 2021B Note, the Authority hereby establishes a revolving line of credit and to evidence such line, authorizes the issuance of its 2021B Note. The aggregate principal amount of all draws under the 2021B Note shall at no time exceed $500,000. The 2021B Note shall be designated as the “Fort Worden Lifelong Learning Center Public Development Authority, Washington Revenue Anticipation Note, 2021B (Taxable).” The 2021B Note shall be dated as of the date of
its initial delivery to the Bank; shall be numbered BR-1; shall bear interest at the Interest Rate; and shall mature on the Maturity Date.

The Designated Representative is authorized to make Requests for Draws, consistent with this resolution. A Request for Draw shall be made in writing or by email to the Bank and may be made on any business day. Each Request for Draw made by 11:00 a.m. on a business day will be funded on that business day. Each draw shall be recorded in such form as the Authority and the Bank may agree. Each Request for Draw shall be accompanied by a written plan to repay the Note within 12 months of the date of the draw.

Interest on each draw during the Draw Period will bear interest as provided in this resolution. Interest on each Note shall be payable quarterly on each January 1, April 1, July 1 and October 1, beginning on the first of those dates following the first draw on a Note, and on the Maturity Date or upon early prepayment of the Outstanding Principal Balance of the Notes. Principal equal to an amount drawn on a Note shall be paid no later than 12 months, on a basis of actual days in a 360-day year, after the date of that same draw. Draws on the Notes are subject to the written approval of the Bank.

The Notes shall be issued in fully registered form. Both principal of and interest on the Notes shall be payable in lawful money of the United States of America. The Executive Director is appointed to act as Note Registrar for the Notes. The Notes 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 Registered Owner. A 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. A 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 a Note is issued and that signs a certificate substantially in the form of the certificate signed by the Bank. The Notes are not subject to acceleration. When a 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, provided that as to the 2021B Note, the Note will be cancelled only if the Authority has funded a one-year debt service reserve of at least $500,000 as required by Resolution No. 21-04.

The Note Registrar shall keep, or cause to be kept, sufficient books for the registration of the Notes. The Note Registrar is authorized, on behalf of the Authority, to authenticate and deliver the Notes in accordance with the provisions of the Notes 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 a Note Registrar’s Certificate of Authentication on a Note.

Section 3. Prepayment. The Authority reserves the right and option to prepay all or a portion of the outstanding principal on the Notes on any date. Interest on the principal portion of the Notes so prepaid shall cease to accrue on the date fixed for such prepayment.
Section 4. Payment of the Notes; Security.

(a) Each Note is a special obligation of the Authority payable out of a special fund of the Authority hereby established at the Bank and designated the “Revenue Anticipation Note Fund” (the “Note Fund”). Amounts on deposit in the Note Fund shall be drawn upon only for the purpose of paying the principal of and interest on the Notes.

(b) The Authority hereby covenants that on or before an installment of principal of or interest on the Notes is due, it will deposit in the Note Fund amounts out of the Revenue Fund as shall be necessary, when added to other amounts paid into the Note Fund, to pay the principal of and interest due on the Notes as the same becomes due. The Notes shall have a lien on Revenue junior to the payment of Operation and Maintenance Expenses, and the outstanding Parity Bonds and any Future Parity Bonds. The Notes shall not be deemed to constitute general obligations or pledges 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.”

(c) The Authority, and its Designated Representative, hereby reserves the right to negotiate with the City a future agreement whereby the City will covenant to secure one or both of the Notes, subject to the mutual acceptance and approval of the Authority, the City, and the Bank.

Section 5. Form, Execution and Authentication of the Notes. The Notes shall be prepared in forms consistent with the provisions of this resolution and State law. The Notes shall be signed on behalf of the Authority by the manual or facsimile signature of a Co-Chair of the Board and attested by the manual or facsimile signature of the Secretary of the Board.

Only the Notes as shall bear thereon Certificates of Authentication in the following form, manually executed by the Note 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 Revenue Anticipation Note, 2021[A/B] (Taxable), described in the Note Resolution.” Such Certificates of Authentication shall be conclusive evidence that the Notes so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this resolution.

In case either of the officers who shall have executed the Notes shall cease to be an officer or officers of the Authority before the Notes so signed shall been authenticated or delivered by the Note Registrar, or issued by the Authority, such Notes 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 Notes may also be signed and attested on behalf of the Authority by such persons as at the actual date of execution of such Notes shall be the proper officers of the Authority although at the original date of such Notes any such person shall not have been such officer of the Authority.
Section 6. Additional Debt. The Authority reserves the right to issue Future Parity Bonds upon satisfying the conditions set forth in the resolutions authorizing such bonds.

The Authority reserves the right to issue debt on a parity of lien on the Revenue with the Notes with the consent of the Bank.

Nothing in this resolution shall prevent the Authority from issuing revenue bonds or like obligations which are a charge upon the Revenue junior or inferior to the charge thereon of the Notes.

Section 7. Sale of the Notes. The Executive Director is appointed as the Designated Representative and is authorized and directed to finalize the terms of the Notes in the manner and upon the terms deemed most advantageous to the Authority consistent with this resolution.

In determining the final terms of the Notes, 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 Notes.

Section 8. Reporting Requirements. While the Notes are outstanding, the Authority will provide the Bank:

(i) a copy of its audited financial statements within 30 days after it is received from the State Auditor,

(ii) a copy of audited financial statements of any entities related to the Authority after such statements are received from the State Auditor or independent auditor,

(iii) a monthly balance sheet, profit and loss statement, comparison to budget, and rolling monthly projected 12 month cash flow forecast and other documents that the Bank may reasonably request.

Section 9. 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 Notes 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 10. 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 Notes.
PASSED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority, Washington, at an open public meeting thereof, this 30th day of June, 2021.

FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY, WASHINGTON

By __________________________
Co-Chair

By __________________________
Co-Chair

ATTEST:

__________________________
Secretary
CERTIFICATION

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

1. That the attached is a true and correct copy of Resolution No. 21-05 (the "Resolution") of the Board, duly passed at a special meeting thereof held on the 30th day of June, 2021.

2. That said meeting was duly convened and held in all respects in accordance with law (including Proclamation 20-28 made by the Governor of the State of Washington on March 24, 2020, as extended, and acts of the legislative leadership of the State of Washington), and to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Commission voted in the proper manner for the passage of said Resolution; that all other requirements and proceedings incident to the proper passage of said Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of June, 2021.

FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY, WASHINGTON

[Signature]
Secretary
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**As of July 16, 2021**

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### Yearly Forecast 2021

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<tr>
<td><strong>Total FWH Sales</strong></td>
<td>19,529</td>
<td>27,632</td>
<td>62,892</td>
<td>10,013</td>
<td>46,425</td>
<td>25,655</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Actual % of Forecast</strong></td>
<td>Room</td>
<td>Catering</td>
<td>Venue</td>
<td>Total Bookings</td>
<td>Restaurant Revenue</td>
<td>Total FWH Sales</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Room</td>
<td>216%</td>
<td>222%</td>
<td>278%</td>
<td>119%</td>
<td>150%</td>
<td>116%</td>
<td>131%</td>
<td>164%</td>
<td>111%</td>
<td>189%</td>
<td>121%</td>
<td>182%</td>
<td>140%</td>
</tr>
<tr>
<td>Catering</td>
<td>-</td>
<td>-</td>
<td>179%</td>
<td>0%</td>
<td>197%</td>
<td>74%</td>
<td>45%</td>
<td>121%</td>
<td>158%</td>
<td>-</td>
<td>121%</td>
<td>0%</td>
<td>106%</td>
</tr>
<tr>
<td>Venue</td>
<td>-</td>
<td>-</td>
<td>301%</td>
<td>0%</td>
<td>191%</td>
<td>98%</td>
<td>88%</td>
<td>159%</td>
<td>84%</td>
<td>203%</td>
<td>118%</td>
<td>-</td>
<td>117%</td>
</tr>
<tr>
<td><strong>Total Bookings</strong></td>
<td>216%</td>
<td>222%</td>
<td>270%</td>
<td>111%</td>
<td>156%</td>
<td>109%</td>
<td>116%</td>
<td>160%</td>
<td>115%</td>
<td>232%</td>
<td>121%</td>
<td>197%</td>
<td>135%</td>
</tr>
<tr>
<td><strong>Restaurant Revenue</strong></td>
<td>121%</td>
<td>315%</td>
<td>449%</td>
<td>115%</td>
<td>58%</td>
<td>106%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total FWH Sales</strong></td>
<td>206%</td>
<td>230%</td>
<td>282%</td>
<td>112%</td>
<td>134%</td>
<td>108%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
# FORT WORDEN PDA

**FWPDA Comparative P&L**

**January through June 2021**

*(unaudited)*

### Ordinary Income/Expense

<table>
<thead>
<tr>
<th>Category</th>
<th>Jan - Jun 21</th>
<th>Jan - Jun 20</th>
<th>$ Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>4000 Accomodations</td>
<td>629,430</td>
<td>226,721</td>
<td>402,709</td>
<td>178%</td>
</tr>
<tr>
<td>4400 Food Sales Revenue</td>
<td>134,352</td>
<td>239,118</td>
<td>(104,766)</td>
<td>(44%)</td>
</tr>
<tr>
<td>4600 Other Revenues</td>
<td>138,255</td>
<td>144,729</td>
<td>(6,474)</td>
<td>(4%)</td>
</tr>
<tr>
<td>4900 Grants/Donations</td>
<td>357,870</td>
<td>2,022,562</td>
<td>(1,664,692)</td>
<td>(82%)</td>
</tr>
<tr>
<td>4950 Historic Tax Credits</td>
<td>354,345</td>
<td>0</td>
<td>354,345</td>
<td>100%</td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td><strong>1,614,252</strong></td>
<td><strong>2,633,130</strong></td>
<td>(1,018,878)</td>
<td>(39%)</td>
</tr>
<tr>
<td><strong>Cost of Goods Sold</strong></td>
<td><strong>21,241</strong></td>
<td><strong>128,032</strong></td>
<td>(106,791)</td>
<td>(83%)</td>
</tr>
<tr>
<td><strong>Gross Profit</strong></td>
<td><strong>1,593,011</strong></td>
<td><strong>2,505,098</strong></td>
<td>(912,087)</td>
<td>(36%)</td>
</tr>
<tr>
<td><strong>Expense</strong></td>
<td><strong>6010 Personnel Costs</strong></td>
<td><strong>537,514</strong></td>
<td><strong>1,398,739</strong></td>
<td><strong>(861,225)</strong></td>
</tr>
<tr>
<td>7000 Repairs &amp; Maintenance</td>
<td>23,727</td>
<td>50,833</td>
<td>(27,106)</td>
<td>(53%)</td>
</tr>
<tr>
<td>7100 Utilities</td>
<td>194,064</td>
<td>203,045</td>
<td>(9,981)</td>
<td>(4%)</td>
</tr>
<tr>
<td>8000 Contracts</td>
<td>655,571</td>
<td>1,538,370</td>
<td>(882,799)</td>
<td>(57%)</td>
</tr>
<tr>
<td>8500 Operating Expense</td>
<td>144,638</td>
<td>262,800</td>
<td>(118,162)</td>
<td>(45%)</td>
</tr>
<tr>
<td><strong>Total Expense</strong></td>
<td><strong>1,555,514</strong></td>
<td><strong>3,453,787</strong></td>
<td>(1,898,273)</td>
<td>(55%)</td>
</tr>
<tr>
<td><strong>Net Ordinary Income (Expense)</strong></td>
<td><strong>37,497</strong></td>
<td><strong>(948,689)</strong></td>
<td>986,186</td>
<td>104%</td>
</tr>
<tr>
<td><strong>Other Income/Expense</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Other Expense</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9500 Capital Purchase/Equipment</td>
<td>0</td>
<td>54,668</td>
<td>(54,668)</td>
<td>(100%)</td>
</tr>
<tr>
<td>9600 Leasehold Improvements</td>
<td>738</td>
<td>238,442</td>
<td>(237,704)</td>
<td>(100%)</td>
</tr>
<tr>
<td><strong>Total Other Expense</strong></td>
<td><strong>738</strong></td>
<td><strong>293,110</strong></td>
<td><strong>(292,372)</strong></td>
<td><strong>(100%)</strong></td>
</tr>
<tr>
<td><strong>Net Other Expense</strong></td>
<td><strong>(738)</strong></td>
<td><strong>(293,110)</strong></td>
<td><strong>292,372</strong></td>
<td><strong>100%</strong></td>
</tr>
<tr>
<td><strong>Net Income (Expense)</strong></td>
<td><strong>36,759</strong></td>
<td><strong>(1,241,799)</strong></td>
<td><strong>1,278,558</strong></td>
<td><strong>103%</strong></td>
</tr>
</tbody>
</table>

---

**FORT WORDEN PDA**

FWPDA Comparative P&L

January through June 2021

(unaudited)
# FORT WORDEN PDA

## FWPDA Hospitality Comparative P&L

January through June 2021  
(unaudited)

<table>
<thead>
<tr>
<th>Ordinary Income/Expense</th>
<th>Jan - Jun 21</th>
<th>Jan - June 20</th>
<th>$ Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Income</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4000 Accomodations</td>
<td>629,430</td>
<td>226,721</td>
<td>402,709</td>
<td>178%</td>
</tr>
<tr>
<td>4400 Food Sales Revenue</td>
<td>134,352</td>
<td>239,118</td>
<td>(104,766)</td>
<td>(44%)</td>
</tr>
<tr>
<td>4600 Other Revenues</td>
<td>127,827</td>
<td>141,609</td>
<td>(13,782)</td>
<td>(10%)</td>
</tr>
<tr>
<td>4900 PDA Grants/Donations</td>
<td>44,659</td>
<td>76,400</td>
<td>(31,741)</td>
<td>(42%)</td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td>936,268</td>
<td>683,848</td>
<td>252,420</td>
<td>37%</td>
</tr>
<tr>
<td><strong>Cost of Goods Sold</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6010 Personnel Costs</td>
<td>509,880</td>
<td>1,195,609</td>
<td>(685,729)</td>
<td>(57%)</td>
</tr>
<tr>
<td>7000 Repairs &amp; Maintenance</td>
<td>23,509</td>
<td>22,927</td>
<td>582</td>
<td>3%</td>
</tr>
<tr>
<td>7100 Utilities</td>
<td>194,064</td>
<td>203,045</td>
<td>(8,981)</td>
<td>(4%)</td>
</tr>
<tr>
<td>8000 Contracts</td>
<td>92,024</td>
<td>56,500</td>
<td>35,524</td>
<td>63%</td>
</tr>
<tr>
<td>8500 Operating Expense</td>
<td>126,431</td>
<td>231,648</td>
<td>(105,217)</td>
<td>(45%)</td>
</tr>
<tr>
<td><strong>Total Expense</strong></td>
<td>945,908</td>
<td>1,709,729</td>
<td>(763,821)</td>
<td>(45%)</td>
</tr>
<tr>
<td><strong>Gross Profit</strong></td>
<td>915,027</td>
<td>555,816</td>
<td>359,211</td>
<td>65%</td>
</tr>
<tr>
<td><strong>Other Expense</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9500 Capital Purchase/Equipment</td>
<td>0</td>
<td>46,296</td>
<td>(46,296)</td>
<td>(100%)</td>
</tr>
<tr>
<td><strong>Net Other Expense</strong></td>
<td>0</td>
<td>(46,296)</td>
<td>46,296</td>
<td>100%</td>
</tr>
<tr>
<td><strong>Net Income (Expense)</strong></td>
<td>(30,881)</td>
<td>(1,200,209)</td>
<td>1,169,328</td>
<td>97%</td>
</tr>
</tbody>
</table>
### FWPDA Capital Comparative P&L
January through June 2021
(unaudited)

<table>
<thead>
<tr>
<th>Ordinary Income/Expense</th>
<th>Jan - Jun 21</th>
<th>Jan - June 20</th>
<th>$ Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4600 Other Revenues</td>
<td>10,428</td>
<td>3,120</td>
<td>7,308</td>
<td>234%</td>
</tr>
<tr>
<td>4900 Grants/Donations</td>
<td>313,211</td>
<td>1,946,162</td>
<td>(1,632,951)</td>
<td>(84%)</td>
</tr>
<tr>
<td>4950 Historic Tax Credits</td>
<td>354,345</td>
<td>0</td>
<td>354,345</td>
<td>100%</td>
</tr>
<tr>
<td>Total Income</td>
<td>677,984</td>
<td>1,949,282</td>
<td>(1,271,298)</td>
<td>(65%)</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>677,984</td>
<td>1,949,282</td>
<td>(1,271,298)</td>
<td>(65%)</td>
</tr>
<tr>
<td>Expense</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6010 Personnel Costs</td>
<td>27,634</td>
<td>203,130</td>
<td>(175,496)</td>
<td>(86%)</td>
</tr>
<tr>
<td>7000 Repairs &amp; Maintenance</td>
<td>218</td>
<td>27,906</td>
<td>(27,688)</td>
<td>(99%)</td>
</tr>
<tr>
<td>8000 Contracts</td>
<td>563,547</td>
<td>1,481,870</td>
<td>(918,323)</td>
<td>(62%)</td>
</tr>
<tr>
<td>8500 Operating Expense</td>
<td>18,208</td>
<td>31,152</td>
<td>(12,944)</td>
<td>(42%)</td>
</tr>
<tr>
<td>Total Expense</td>
<td>609,607</td>
<td>1,744,058</td>
<td>(1,134,451)</td>
<td>(65%)</td>
</tr>
<tr>
<td>Net Ordinary Income</td>
<td>68,377</td>
<td>205,224</td>
<td>(136,847)</td>
<td>(67%)</td>
</tr>
<tr>
<td>Other Income/Expense</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Expense</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9500 Capital Purchase/Equipment</td>
<td>0</td>
<td>8,373</td>
<td>(8,373)</td>
<td>(100%)</td>
</tr>
<tr>
<td>9600 Leasehold Improvements</td>
<td>738</td>
<td>238,442</td>
<td>(237,704)</td>
<td>(100%)</td>
</tr>
<tr>
<td>Total Other Expense</td>
<td>738</td>
<td>246,815</td>
<td>(246,077)</td>
<td>(100%)</td>
</tr>
<tr>
<td>Net Other Income (Expense)</td>
<td>(738)</td>
<td>(246,815)</td>
<td>246,077</td>
<td>100%</td>
</tr>
<tr>
<td>Net Income (Expense)</td>
<td>67,639</td>
<td>(41,591)</td>
<td>109,230</td>
<td>263%</td>
</tr>
</tbody>
</table>
FORT WORDEN PDA
Statement of Cash Flows
January through June 2021

<table>
<thead>
<tr>
<th>OPERATING ACTIVITIES</th>
<th>Jan - June 21</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net Income</strong></td>
<td>$ 36,759</td>
</tr>
<tr>
<td><strong>Adjustments to reconcile Net Income</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Net cash provided (used) by operations:</strong></td>
<td></td>
</tr>
<tr>
<td>AR</td>
<td>$(8,750)</td>
</tr>
<tr>
<td>Grants</td>
<td>$885,046</td>
</tr>
<tr>
<td>Inventories</td>
<td>$(33,644)</td>
</tr>
<tr>
<td>Prepaid Expenses</td>
<td>$(83,191)</td>
</tr>
<tr>
<td>Hospitality A/P</td>
<td>$(90,693)</td>
</tr>
<tr>
<td>Capital Fund A/P</td>
<td>$(984,849)</td>
</tr>
<tr>
<td>Current Liabilities</td>
<td>$23,257</td>
</tr>
<tr>
<td>Public Works Retainage</td>
<td>$22,347</td>
</tr>
<tr>
<td>Advance Deposits</td>
<td>$386,402</td>
</tr>
<tr>
<td><strong>Net cash provided by Operating Activities</strong></td>
<td>$152,684</td>
</tr>
<tr>
<td><strong>net cash provided (used) by Financing Activities</strong></td>
<td></td>
</tr>
<tr>
<td>First Federal HTC Loan</td>
<td>$630,546</td>
</tr>
<tr>
<td>Fort Worden Foundation Loan</td>
<td>$(350,000)</td>
</tr>
<tr>
<td>Kitsap Bank Bridge Loan</td>
<td>$(214,000)</td>
</tr>
<tr>
<td><strong>Net cash provided by Financing Activities</strong></td>
<td>$66,546</td>
</tr>
<tr>
<td><strong>Net cash increase for period</strong></td>
<td>$219,230</td>
</tr>
<tr>
<td><strong>Cash at beginning of period</strong></td>
<td>$162,226</td>
</tr>
<tr>
<td><strong>Cash at end of period</strong></td>
<td>$381,456</td>
</tr>
</tbody>
</table>
ANNUAL REPORT CERTIFICATION
Fort Worden Public Development Authority
(Official Name of Government)

3074
MCAG No.

Submitted pursuant to RCW 43.09.230 to the Washington State Auditor’s Office
For the Fiscal Year Ended 12/31/2018

GOVERNMENT INFORMATION:

Official Mailing Address
200 Battery Way
Port Townsend, WA 98368

Official Website Address
http://fortworden.org

Official E-mail Address
dtimmons@fortworden.org

Official Phone Number

AUDIT CONTACT or PREPARER INFORMATION and CERTIFICATION:

Audit Contact or Preparer Name and Title
Becky Wagner

Contact Phone Number

Contact E-mail Address
bwagner@fortworden.org

I certify 11th day of June, 2021, that annual report information is complete, accurate and in conformity with the Budgeting, Accounting and Reporting Systems Manual, to the best of my knowledge and belief, having reviewed this information and taken all appropriate steps in order to provide such certification. I acknowledge and understand our responsibility for the design and implementation of controls to ensure accurate financial reporting, comply with applicable laws and safeguard public resources, including controls to prevent and detect fraud. Finally, I acknowledge and understand our responsibility for immediately submitting corrected annual report information if any errors or an omission in such information is subsequently identified.

Signatures
Becky Wagner (bwagner@fortworden.org)
Fort Worden Public Development Authority  
Fund Resources and Uses Arising from Cash Transactions  
For the Year Ended December 31, 2018

| 401 Operations |  
|----------------|-----------------|
| **Beginning Cash and Investments** |  
| 30810 Reserved | 152,082  
| 30880 Unreserved | 388,008  
| 388 / 588 Net Adjustments | -  
| **Revenues** |  
| 310 Taxes | -  
| 320 Licenses and Permits | -  
| 330 Intergovernmental Revenues | 25,189  
| 340 Charges for Goods and Services | 6,229,414  
| 350 Fines and Penalties | -  
| 360 Miscellaneous Revenues | 586  
| **Total Revenues:** | 6,255,189  
| **Expenditures** |  
| 520 Public Safety | -  
| 530 Utilities | -  
| 550 Natural and Economic Environment | -  
| 560 Social Services | -  
| 570 Culture and Recreation | 6,653,134  
| **Total Expenditures:** | 6,653,134  
| **Excess (Deficiency) Revenues over Expenditures:** | (397,945)  
| **Other Increases in Fund Resources** |  
| 391-393, 596 Debt Proceeds | 1,190,000  
| 397 Transfers-In | -  
| 385 Special or Extraordinary Items | -  
| 386 / 389 Custodial Activities | 765,183  
| 381, 382, 395, Other Resources | -  
| 398 | -  
| **Total Other Increases in Fund Resources:** | 1,955,183  
| **Other Decreases in Fund Resources** |  
| 594-595 Capital Expenditures | 34,980  
| 591-593, 599 Debt Service | 15,493  
| 597 Transfers-Out | -  
| 585 Special or Extraordinary Items | -  
| 586 / 589 Custodial Activities | 757,678  
| **Total Other Decreases in Fund Resources:** | 808,151  
| **Increase (Decrease) in Cash and Investments:** | 749,087  
| **Ending Cash and Investments** |  
| 5081000 Reserved | 1,206,691  
| 5088000 Unreserved | 82,486  
| **Total Ending Cash and Investments** | 1,289,177  

The accompanying notes are an integral part of this statement.
Fort Worden Public Development Authority  
Fiduciary Fund Resources and Uses Arising from Cash Transactions  
For the Year Ended December 31, 2018

<table>
<thead>
<tr>
<th></th>
<th>Investment Trust</th>
</tr>
</thead>
<tbody>
<tr>
<td>308 Beginning Cash and Investments</td>
<td>1,808,925</td>
</tr>
<tr>
<td>388 &amp; 588 Net Adjustments</td>
<td>-</td>
</tr>
<tr>
<td>310-390 Additions</td>
<td>855,728</td>
</tr>
<tr>
<td>510-590 Deductions</td>
<td>820,392</td>
</tr>
<tr>
<td><strong>Net Increase (Decrease) in Cash and Investments:</strong></td>
<td><strong>35,336</strong></td>
</tr>
<tr>
<td>508 Ending Cash and Investments</td>
<td>1,844,261</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of this statement.
Note 1 – Summary of Significant Accounting Policies

The Fort Warden Lifelong Learning Center Public Development Authority (PDA) was incorporated September 2011 and operates under the laws of the State of Washington applicable to a public corporation. The PDA is a special purpose district that manages, promotes, develops, and secures funding to enhance the Fort Warden State Park and Lifelong Learning Center.

The PDA reports financial activity in accordance with the Cash Basis Budgeting, Accounting and Reporting System (BARS) Manual prescribed by the State Auditor’s Office under the authority of Washington State law, Chapter 43.09 RCW. This manual prescribes a financial reporting framework that differs from generally accepted accounting principles (GAAP) in the following manner:

- Financial transactions are recognized on a cash basis of accounting as described below.
- Component units are required to be disclosed but are not included in the financial statements.
- Government-wide statements, as defined in GAAP, are not presented.
- All funds are presented, rather than a focus on major funds.
- The Schedule of Liabilities is required to be presented with the financials as supplementary information.
- Supplementary information required by GAAP is not presented.
- Ending balances are not presented using the classifications defined in GAAP.

A. Fund Accounting

Financial transactions of the government are reported in individual funds. Each fund uses a separate set of self-balancing accounts that comprises its cash and investments, revenues, and expenditures. The government’s resources are allocated to and accounted for in individual funds depending on their intended purpose. The following fund types are used:

**Enterprise Fund:** this fund is the main operating fund of the PDA and is supported primarily by user charges.

**Fiduciary Fund:** this fund is used to account for the activities of the Fort Warden Foundation.

B. Basis of Accounting and Measurement Focus

Financial statements are prepared using the cash basis of accounting and measurement focus. Revenues are recognized when cash is received, and expenditures are recognized when paid.

In accordance with state law, the PDA also recognizes expenditures paid during twenty days after the close of the fiscal year for claims incurred during the previous period.

C. Cash and Investments
See Note 5 – Deposits and Investments

D. Capital Assets

Capital assets are assets with an initial cost of more than $5,000 and an estimated useful life in excess of five years. Capital assets and inventory are recorded as capital expenditures when purchased.

E. Compensated Absences

Vacation leave may be accumulated up to one year’s accrual and is payable upon separation or retirement. Sick leave may be accumulated up to a maximum of 160 hours. Upon separation or retirement employees do not receive payment for unused sick leave. Payments are recognized as expenditures when paid.

F. Long Term Debt

See Note 4 – Long-Term Debt.

G. Reserved Portion of Ending Cash and Investments

Beginning and Ending Cash and Investments is reported as reserved when it is subject to restrictions on use imposed by external parties or due to internal commitments established by the PDA Board of Directors. When expenditures that meet restrictions are incurred, the PDA intends to use the reserved resources first before using unreserved amounts. Reservations of cash consist of philanthropic gifts.

Note 2 – Budget Compliance

The PDA adopts annual appropriated budgets for the operating and capital funds. These budgets are appropriated at the fund level. The budget constitutes the level authority for expenditures at that level. Annual appropriations lapse at the fiscal year end. Annual appropriated budgets are adopted on the same basis of accounting used for financial reporting.

The appropriated and actual expenditures for the legally adopted budgets were as follows:

<table>
<thead>
<tr>
<th></th>
<th>Final Budget</th>
<th>Actual</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating</td>
<td>5,224,000</td>
<td>7,426,305</td>
<td>(2,202,305)</td>
</tr>
<tr>
<td>Capital</td>
<td>2,742,725</td>
<td>34,980</td>
<td>2,707,745</td>
</tr>
<tr>
<td>Total</td>
<td>7,966,725</td>
<td>7,461,285</td>
<td>505,440</td>
</tr>
</tbody>
</table>

Note 3 – Component Unit & Related Party

The Fort Worden Foundation (FWF) a WA non-for-profit corporation was incorporated on April 15, 2016 to operate as an IRC Section 509(a)(3), Type I supporting organization, engaging in fundraising activities that further the mission and purpose of the Fort Worden PDA. The PDA appoints FWF board members (7) and lends staff and support to the Foundation. Two board members serve on both the FWF and PDA boards.
The FWF provides a vehicle to support efforts to secure historic tax credits as a funding mechanism for the redevelopment of historic buildings in the PDA’s lease area. Three LLCs (two in December 2017 and one in October 2019) were formed by the Foundation to take advantage of tax credits for the PDA’s Makers Square Project.

The FWF has not adopted an annual operating budget. For 2018 net income of $847,443 was generated to cover construction expenses for the Makers Square project. An additional $1,586,032 was due from the PDA for these expenses.

**Note 4 – Debt Service**

The accompanying Schedule of Liabilities provides more details of the outstanding debt and liabilities of the PDA and summarizes the PDA’s debt transactions for the year ended December 31, 2018.

The debt service requirements for general obligation bonds, revenue bonds and lines of credit are as follows:

<table>
<thead>
<tr>
<th>Year</th>
<th>Line of Credit</th>
<th>Revenue Bond, 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>$190,000</td>
<td>$ 0</td>
</tr>
<tr>
<td>2020</td>
<td></td>
<td>19,375</td>
</tr>
<tr>
<td>2021</td>
<td></td>
<td>36,875</td>
</tr>
<tr>
<td>2022</td>
<td></td>
<td>38,125</td>
</tr>
<tr>
<td>2023</td>
<td></td>
<td>39,375</td>
</tr>
<tr>
<td>Thereafter</td>
<td></td>
<td>$ 866,250</td>
</tr>
</tbody>
</table>

**Note 5 – Deposits and Investments**

Investments are reported at original cost. Deposits and investments by type at December 31, 2018 are as follows:

PDA’s Own Bank Deposits - $1,289,177.

Custodial credit risk is the risk that, in the event of a failure of a depository financial institution, the PDA would not be able to recover deposits or would not be able to recover collateral securities that are in possession of an outside party. The PDA’s deposits are mostly covered by federal depository insurance (FDIC). All investments are insured, registered or held by the PDA or its agent in the government’s name.

**Note 6 – Other Disclosures**

**Subsequent Event – COVID-19**

In February 2020, the Governor of the state of Washington declared a state of emergency in response to the spread of a deadly new virus. In the weeks following the declaration, precautionary measures to slow the spread of the virus were ordered. These measures included restricting or halting the operation of certain businesses, closing schools, colleges, and universities, cancelling public events, prohibiting
public and private gatherings, and requiring people to stay home unless they are leaving for an essential function. Subsequent phased re-opening measures have been unpredictable and subject to reversal.

The FWPDA’s operating revenue is generated primarily through hospitality services – events, lodging and restaurants. The Governor’s order required cancellation of scheduled events and vacation lodging reservations, and closure of the 3 restaurants on site. Advance deposits are collected for reservations and although generally not refundable – several were given due to force majeure. Most were applied to reservations pushed forward to the fall or later. This abrupt closure halted revenue generation, and where advance deposits were refunded drained cash reserves. Staff were furloughed to the extent possible, but when terminated were entitled to their accrued vacation payout – further draining cash. Perishable food inventory was wasted. The financial impact was devastating to the PDA.

Because the FWPDA is a governmental agency – it did not qualify for any of the Federal Stimulus funds distributed during 2020. Additionally – the Makers Square construction project was underway, and the project had to be halted. Grant fund payments based on paid expenses were delayed. The PDA manages 72 buildings and the costs of utilities and general maintenance are ongoing. Uncertainty about re-opening timeframes make it difficult to estimate the continuing impact of Covid-19 on the district.

**Subsequent event - Malfeasance**

In 2020 the district became aware that its CFO was violating finance-related legal and contractual provisions as follows:

- Failure to file annual financial reports
- Failure to comply with BARS
- Diversion of Capital Funds to Operations without proper authority
- Possible embezzlement

The district terminated the CFO, and reported the malfeasance to the WA SAO. THE district engaged the SAO to conduct a fraud audit and an accountability audit. A part time CPA was engaged to support the audits and bring the accounting records into compliance with GAAP. A second CPA was engaged to convert the records to comply with BARS and file cash basis annual financial reports for prior years. The district refinanced debt to restore the diverted funds to the Capital account.

**Construction Commitment**

The district has an active construction project as of December 31, 2018. At year-end the district’s commitment with the contractors is as follows:

<table>
<thead>
<tr>
<th>Project</th>
<th>Spent to Date</th>
<th>Remaining Commitment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Energy Efficiency</td>
<td>1,225,700</td>
<td>209,506</td>
</tr>
</tbody>
</table>
(Of the committed balance of $209,506 the district will be required to raise $0 in future financing.)

**Note 7 – Deferred Compensation Plan**

All PDA full-time and qualifying part-time employees are eligible to participate in the Deferred Compensation Plan administered by the Washington State Department of Retirement Systems (DRS).

The State Legislature establishes, and amends, laws pertaining to the creation and administration of all public retirement systems.

The Department of Retirement Systems, a department within the primary government of the State of Washington, issues a publicly available comprehensive annual financial report (CAFR) that includes financial statements and required supplementary information for each plan. The DRS CAFR may be obtained by writing to:

Department of Retirement Systems  
Communications Unit  
P.O. Box 48380  
Olympia, WA 98540-8380

Also, the DRS CAFR may be downloaded from the DRS website at [www.drs.wa.gov](http://www.drs.wa.gov).

**Note 8 – Risk Management**

The PDA is exposed to various risks of loss related to theft of, damage to, and destruction of assets; torts; errors and omissions; injuries to employees; and natural disasters.

The PDA purchases commercial insurance for such risks of loss through Enduris. Coverage includes general, auto, public officials’ errors and omissions, and employment liability with a limit of $20 million per occurrence and a $1,000 deductible. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three fiscal years.
<table>
<thead>
<tr>
<th>MCAG</th>
<th>Fund #</th>
<th>Fund Name</th>
<th>BARS Account</th>
<th>BARS Name</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3473000</td>
<td>Activity Fees</td>
<td>$6,229,414</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3081000</td>
<td>Reserved Cash and Investments - Beginning</td>
<td>$152,082</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3088000</td>
<td>Unreserved Cash and Investments - Beginning</td>
<td>$388,008</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3611000</td>
<td>Investment Earnings</td>
<td>$586</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3370000</td>
<td>Local Grants, Entitlements and Other Payments</td>
<td>$25,189</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>3081000</td>
<td>Reserved Cash and Investments - Beginning</td>
<td>$1,808,925</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>575504040</td>
<td>Multipurpose and Community Centers</td>
<td>$1,844,273</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>575501010</td>
<td>Multipurpose and Community Centers</td>
<td>$3,155,563</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>575502030</td>
<td>Multipurpose and Community Centers</td>
<td>$944,607</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>575502020</td>
<td>Multipurpose and Community Centers</td>
<td>$808,691</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>5081000</td>
<td>Reserved Cash and Investments - Ending</td>
<td>$1,206,691</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>5088000</td>
<td>Unreserved Cash and Investments - Ending</td>
<td>$82,486</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>5081000</td>
<td>Reserved Cash and Investments - Ending</td>
<td>$1,844,261</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3893000</td>
<td>Agency Type Collections</td>
<td>$179,130</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3893000</td>
<td>Agency Type Collections</td>
<td>$584,089</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3893000</td>
<td>Agency Type Collections</td>
<td>$1,964</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3912000</td>
<td>Revenue Bonds Issued</td>
<td>$1,000,000</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3917000</td>
<td>Other Note/Contracts</td>
<td>$190,000</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>3899000</td>
<td>Other Custodial Activities</td>
<td>$855,728</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>589900000</td>
<td>Other Custodial Activities</td>
<td>$820,392</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>58930000</td>
<td>Agency Type Remittances</td>
<td>$580,812</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>58930000</td>
<td>Agency Type Remittances</td>
<td>$176</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>591758070</td>
<td>Debt Repayment - Cultural and Recreational Facilities</td>
<td>$15,493</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>589300000</td>
<td>Agency Type Remittances</td>
<td>$176,690</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>59476060</td>
<td>Capital Expenditures/Expenses - Park Facilities</td>
<td>$34,980</td>
</tr>
<tr>
<td>ID. No.</td>
<td>Description</td>
<td>Due Date</td>
<td>Beginning Balance</td>
<td>Additions</td>
<td>Reductions</td>
</tr>
<tr>
<td>--------</td>
<td>-----------------------------------</td>
<td>-----------</td>
<td>-------------------</td>
<td>-----------</td>
<td>------------</td>
</tr>
<tr>
<td>263.61</td>
<td>First Federal Line of Credit</td>
<td>5/16/2019</td>
<td></td>
<td>190,000</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Total General Obligation Debt/Liabilities:</strong></td>
<td></td>
<td></td>
<td>190,000</td>
<td></td>
</tr>
<tr>
<td>259.12</td>
<td>Compensated Absences</td>
<td></td>
<td>75,738</td>
<td>494</td>
<td></td>
</tr>
<tr>
<td>252.11</td>
<td>Revenue Bond, 2018</td>
<td>4/1/2040</td>
<td></td>
<td>1,000,494</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Total Revenue and Other (non G.O.) Debt/Liabilities:</strong></td>
<td></td>
<td>75,738</td>
<td>1,000,494</td>
<td>1,076,232</td>
</tr>
<tr>
<td></td>
<td><strong>Total Liabilities:</strong></td>
<td></td>
<td>75,738</td>
<td>1,190,494</td>
<td>1,266,232</td>
</tr>
</tbody>
</table>

Fort Worden Public Development Authority
Schedule of Liabilities
For the Year Ended December 31, 2018

FINAL_Page 136
<table>
<thead>
<tr>
<th>Grantor</th>
<th>Program Title</th>
<th>Identification Number</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>State Grant from Department of Commerce</td>
<td>FW Energy Efficiency</td>
<td>16-96608-216</td>
<td>208,000</td>
</tr>
<tr>
<td></td>
<td>FW Solar Project</td>
<td>16-96608-307</td>
<td>170,000</td>
</tr>
</tbody>
</table>

Sub-total: 378,000

Grand total: 378,000
Has your government engaged labor relations consultants? ___ Yes  _X_ No

If yes, please provide the following information for each consultant:

<table>
<thead>
<tr>
<th>Name of firm:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name of consultant:</td>
</tr>
<tr>
<td>Business address:</td>
</tr>
<tr>
<td>Amount paid to consultant during fiscal year:</td>
</tr>
<tr>
<td>Terms and conditions, as applicable, including:</td>
</tr>
<tr>
<td>Rates (e.g., hourly, etc.):</td>
</tr>
<tr>
<td>Maximum compensation allowed:</td>
</tr>
<tr>
<td>Duration of services:</td>
</tr>
<tr>
<td>Services provided:</td>
</tr>
</tbody>
</table>
Schedule 21

LOCAL GOVERNMENT RISK-ASSUMPTION
For the Year Ended December 31, 20__

1. __no__ Does the entity self-insure for any class of risk, including liability, property, health and welfare, unemployment compensation, workers’ compensation? (yes/no)

If NO, STOP, you do not need to complete the rest of this Schedule.

If YES, continue below.

a. Which class of risk does the entity self-insure? Check all that apply.
   i. _____ Liability
   ii. _____ Property
   iii. _____ Health and Welfare (medical, vision, dental, prescription)
   iv. _____ Unemployment Compensation
   v. _____ Workers’ Compensation
   vi. _____ Other - please describe: _____________________________________________

b. _____ Does the entity self-insure as an individual program? (yes/no)
   i. _____ If answered YES, does the entity allow another separate legal entity into its self-insurance program(s)? (yes/no) For example, employees of a different organization participate in a health and welfare program of a city.

       If so, list the entity or entities: ______________________________________________________________________

   ii. _____ If answered YES, list the other member(s): ________________________________

   c. _____ Does the entity self-insure as a joint program? (yes/no)

       _____ If answered YES, list the other member(s): ________________________________
2. _____ Does the entity administer its own claims? (yes/no)

3. _____ Does the entity contract with a third party administrator for claims administration? (yes/no)

4. _____ Did the entity receive a claims audit in the last three years, regardless of who administered the claims? (yes/no)

5. _____ Were the program’s revenues sufficient to cover the program’s expenses? (yes/no)

6. _____ Did the program use an actuary to determine its liabilities? (yes/no)

**EXAMPLE**

<table>
<thead>
<tr>
<th>Description of Risk Type</th>
<th>Number of claims received during the period</th>
<th>Number of claims paid during the period</th>
<th>Total amount of claims paid during the period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Liability (automobile)</td>
<td>354</td>
<td>279</td>
<td>$104,366</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description of Risk Type</th>
<th>Number of claims received during the period</th>
<th>Number of claims paid during the period</th>
<th>Total amount of claims paid during the period</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
ANNUAL REPORT CERTIFICATION

Fort Worden Public Development Authority
(Official Name of Government)

3074
MCAG No.

Submitted pursuant to RCW 43.09.230 to the Washington State Auditor’s Office

For the Fiscal Year Ended 12/31/2019

GOVERNMENT INFORMATION:

Official Mailing Address   200 Battery Way
                           Port Townsend, WA 98368

Official Website Address  http://fortworden.org

Official E-mail Address   dtimmons@fortworden.org

Official Phone Number

AUDIT CONTACT or PREPARER INFORMATION and CERTIFICATION:

Audit Contact or Preparer Name and Title  Becky Wagner Contract CPA

Contact Phone Number

Contact E-mail Address   bwagner@fortworden.org

I certify 8th day of July, 2021, that annual report information is complete, accurate and in conformity with the Budgeting, Accounting and Reporting Systems Manual, to the best of my knowledge and belief, having reviewed this information and taken all appropriate steps in order to provide such certification. I acknowledge and understand our responsibility for the design and implementation of controls to ensure accurate financial reporting, comply with applicable laws and safeguard public resources, including controls to prevent and detect fraud. Finally, I acknowledge and understand our responsibility for immediately submitting corrected annual report information if any errors or an omission in such information is subsequently identified.

Signatures
Becky Wagner (bwagner@fortworden.org)
<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Beginning Cash and Investments</strong></td>
<td></td>
</tr>
<tr>
<td>Reserved</td>
<td>1,206,691</td>
</tr>
<tr>
<td>Unreserved</td>
<td>82,486</td>
</tr>
<tr>
<td>Net Adjustments</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Beg. Cash &amp; Investments</strong></td>
<td>1,289,177</td>
</tr>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
</tr>
<tr>
<td>Taxes</td>
<td>-</td>
</tr>
<tr>
<td>Licenses and Permits</td>
<td>-</td>
</tr>
<tr>
<td>Intergovernmental Revenues</td>
<td>1,342,492</td>
</tr>
<tr>
<td>Charges for Goods and Services</td>
<td>6,499,510</td>
</tr>
<tr>
<td>Fines and Penalties</td>
<td>-</td>
</tr>
<tr>
<td>Miscellaneous Revenues</td>
<td>28,603</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>7,870,605</td>
</tr>
<tr>
<td><strong>Expenditures</strong></td>
<td></td>
</tr>
<tr>
<td>Public Safety</td>
<td>-</td>
</tr>
<tr>
<td>Utilities</td>
<td>-</td>
</tr>
<tr>
<td>Natural and Economic Environment</td>
<td>-</td>
</tr>
<tr>
<td>Social Services</td>
<td>-</td>
</tr>
<tr>
<td>Culture and Recreation</td>
<td>9,729,989</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>9,729,989</td>
</tr>
<tr>
<td><strong>Excess (Deficiency) Revenues over Expenditures</strong></td>
<td>(1,859,384)</td>
</tr>
<tr>
<td><strong>Other Increases in Fund Resources</strong></td>
<td></td>
</tr>
<tr>
<td>Debt Proceeds</td>
<td>2,200,000</td>
</tr>
<tr>
<td>Transfers-In</td>
<td>-</td>
</tr>
<tr>
<td>Special or Extraordinary Items</td>
<td>-</td>
</tr>
<tr>
<td>Custodial Activities</td>
<td>722,910</td>
</tr>
<tr>
<td>Other Resources</td>
<td>263,014</td>
</tr>
<tr>
<td><strong>Total Other Increases in Fund Resources</strong></td>
<td>3,185,924</td>
</tr>
<tr>
<td><strong>Other Decreases in Fund Resources</strong></td>
<td></td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>1,051,028</td>
</tr>
<tr>
<td>Debt Service</td>
<td>206,418</td>
</tr>
<tr>
<td>Transfers-Out</td>
<td>-</td>
</tr>
<tr>
<td>Special or Extraordinary Items</td>
<td>-</td>
</tr>
<tr>
<td>Custodial Activities</td>
<td>756,593</td>
</tr>
<tr>
<td>Other Uses</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Other Decreases in Fund Resources</strong></td>
<td>2,014,039</td>
</tr>
<tr>
<td><strong>Increase (Decrease) in Cash and Investments</strong></td>
<td>(687,499)</td>
</tr>
<tr>
<td><strong>Ending Cash and Investments</strong></td>
<td></td>
</tr>
<tr>
<td>Reserved</td>
<td>403,554</td>
</tr>
<tr>
<td>Unreserved</td>
<td>198,124</td>
</tr>
<tr>
<td><strong>Total Ending Cash and Investments</strong></td>
<td>601,678</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of this statement.
<table>
<thead>
<tr>
<th></th>
<th>Investment Trust</th>
</tr>
</thead>
<tbody>
<tr>
<td>308 Beginning Cash and Investments</td>
<td>1,844,261</td>
</tr>
<tr>
<td>388 &amp; 588 Net Adjustments</td>
<td>-</td>
</tr>
<tr>
<td>310-390 Additions</td>
<td>2,976,439</td>
</tr>
<tr>
<td>510-590 Deductions</td>
<td>-</td>
</tr>
<tr>
<td>Net Increase (Decrease) in Cash and Investments:</td>
<td>2,976,439</td>
</tr>
<tr>
<td>508 Ending Cash and Investments</td>
<td>4,820,700</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of this statement.
Fort Warden Public Development Authority
Notes to the Financial Statements
For the year ended December 31, 2019

Note 1 – Summary of Significant Accounting Policies

The Fort Warden Lifelong Learning Center Public Development Authority (PDA) was incorporated September 2011 and operates under the laws of the State of Washington applicable to a public corporation. The PDA is a special purpose district that manages, promotes, develops, and secures funding to enhance the Fort Warden State Park and Lifelong Learning Center.

The PDA reports financial activity in accordance with the Cash Basis Budgeting, Accounting and Reporting System (BARS) Manual prescribed by the State Auditor’s Office under the authority of Washington State law, Chapter 43.09 RCW. This manual prescribes a financial reporting framework that differs from generally accepted accounting principles (GAAP) in the following manner:

- Financial transactions are recognized on a cash basis of accounting as described below.
- Component units are required to be disclosed but are not included in the financial statements.
- Government-wide statements, as defined in GAAP, are not presented.
- All funds are presented, rather than a focus on major funds.
- The Schedule of Liabilities is required to be presented with the financials as supplementary information.
- Supplementary information required by GAAP is not presented.
- Ending balances are not presented using the classifications defined in GAAP.

A. Fund Accounting

Financial transactions of the government are reported in individual funds. Each fund uses a separate set of self-balancing accounts that comprises its cash and investments, revenues, and expenditures. The government’s resources are allocated to and accounted for in individual funds depending on their intended purpose. The following fund types are used:

   Enterprise Fund: this fund is the main operating fund of the PDA and is supported primarily by user charges.

   Fiduciary Fund: this fund is used to account for the activities of the Fort Warden Foundation.

B. Basis of Accounting and Measurement Focus

Financial statements are prepared using the cash basis of accounting and measurement focus. Revenues are recognized when cash is received, and expenditures are recognized when paid.

In accordance with state law, the PDA also recognizes expenditures paid during twenty days after the close of the fiscal year for claims incurred during the previous period.
C. Cash and Investments

See Note 5 – Deposits and Investments

D. Capital Assets

Capital assets are assets with an initial cost of $5,000 or more and an estimated useful life of at least five years. Capital assets and inventory are recorded as capital expenditures when purchased.

E. Compensated Absences

Vacation leave may be accumulated up to one year’s accrual and is payable upon separation or retirement. Sick leave may be accumulated up to a maximum of 160 hours. Upon separation or retirement employees do not receive payment for unused sick leave. Payments are recognized as expenditures when paid.

F. Long Term Debt

See Note 4 – Long-Term Debt.

G. Reserved Portion of Ending Cash and Investments

Beginning and Ending Cash and Investments is reported as reserved when it is subject to restrictions on use imposed by external parties or due to internal commitments established by the PDA Board of Directors. When expenditures that meet restrictions are incurred, the PDA intends to use the reserved resources first before using unreserved amounts. Reservations of cash consist of philanthropic gifts.

Note 2 – Budget Compliance

The PDA adopts annual appropriated budgets for the operating and capital funds. These budgets are appropriated at the fund level. The budget constitutes the level authority for expenditures at that level. Annual appropriations lapse at the fiscal year end. Annual appropriated budgets are adopted on the same basis of accounting used for financial reporting, which is GAAP, whereas the actual numbers reflected below are on a cash basis. This difference in reporting produced the total negative budget variance.

The Foundation does not adopt an annual budget – see Note 3.

The appropriated and actual expenditures for the legally adopted budgets were as follows:

<table>
<thead>
<tr>
<th></th>
<th>Final Budget</th>
<th>Actual</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating</td>
<td>5,935,433</td>
<td>10,623,984</td>
<td>(4,688,551)</td>
</tr>
<tr>
<td>Capital</td>
<td>5,450,481</td>
<td>1,587,131</td>
<td>3,863,350</td>
</tr>
<tr>
<td>Total</td>
<td>11,385,914</td>
<td>12,211,115</td>
<td>(825,201)</td>
</tr>
</tbody>
</table>

Note 3 – Component Unit & Related Party

The Fort Worden Foundation (FWF) a WA non-for-profit corporation was incorporated on April 15, 2016 to operate as an IRC Section 509(a)(3), Type I supporting organization, engaging in fundraising activities that further the mission and purpose of the Fort Worden PDA. The PDA appoints FWF board members (7) and lends staff and support to the Foundation. Two board members serve on both the FWF and PDA boards.
The FWF provides a vehicle to support efforts to secure historic tax credits as a funding mechanism for the re-development of historic buildings in the PDA’s lease area. Three LLCs (two in December 2017 and one in October 2019) were formed by the Foundation to take advantage of tax credits for the PDA’s Makers Square Project.

The FWF has not adopted an annual operating budget. The Foundation owes the PDA $2,278,658 for Capital Expenditures paid by the PDA on behalf of the project. These expenditures are included in Operating Costs by the PDA.

**Note 4 – Debt Service**

The accompanying Schedule of Liabilities provides more details of the outstanding debt and liabilities of the PDA and summarizes the PDA’s debt transactions for the year ended December 31, 2019.

The debt service requirements for general obligation bonds, revenue bonds and lines of credit are as follows:

<table>
<thead>
<tr>
<th>Year</th>
<th>Revenue Bond, 2018</th>
<th>Revenue Bond, 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>$ 31,000</td>
<td>$ 0</td>
</tr>
<tr>
<td>2021</td>
<td>59,000</td>
<td>143,200</td>
</tr>
<tr>
<td>2022</td>
<td>61,000</td>
<td>144,000</td>
</tr>
<tr>
<td>2023</td>
<td>63,000</td>
<td>148,000</td>
</tr>
<tr>
<td>2024</td>
<td>65,000</td>
<td>152,800</td>
</tr>
<tr>
<td>Thereafter</td>
<td>$1,321,000</td>
<td>$1,012,000</td>
</tr>
</tbody>
</table>

**Note 5 – Deposits and Investments**

Investments are reported at original cost. Deposits and investments by type at December 31, 2019 are as follows:

PDA’s Own Bank Deposits - $601,678.

Custodial credit risk is the risk that, in the event of a failure of a depository financial institution, the PDA would not be able to recover deposits or would not be able to recover collateral securities that are in possession of an outside party. The PDA’s deposits are mostly covered by federal depository insurance (FDIC). All investments are insured, registered or held by the PDA or its agent in the government’s name.
Note 6 – Other Disclosures

Subsequent Event – COVID-19

In February 2020, the Governor of the state of Washington declared a state of emergency in response to the spread of a deadly new virus. In the weeks following the declaration, precautionary measures to slow the spread of the virus were ordered. These measures included restricting or halting the operation of certain businesses, closing schools, colleges, and universities, cancelling public events, prohibiting public and private gatherings, and requiring people to stay home unless they are leaving for an essential function. Subsequent phased re-opening measures have been unpredictable and subject to reversal.

The FWPDA’s operating revenue is generated primarily through hospitality services – events, lodging and restaurants. The Governor’s order required cancellation of scheduled events and vacation lodging reservations, and closure of the 3 restaurants on site. Advance deposits are collected for reservations and although generally not refundable – several were given due to force majeure. Most were applied to reservations pushed forward to the fall or later. This abrupt closure halted revenue generation, and where advance deposits were refunded drained cash reserves. Staff were furloughed to the extent possible, but when terminated were entitled to their accrued vacation payout – further draining cash. Perishable food inventory was wasted. The financial impact was devastating to the PDA.

Because the FWPDA is a governmental agency – it did not qualify for any of the Federal Stimulus funds distributed during 2020. Additionally – the Makers Square construction project was underway and the project had to be halted. Grant fund payments based on paid expenses were delayed. The PDA manages 72 buildings and the costs of utilities and general maintenance are ongoing. Although re-opening has begun, capacity limitations and staff shortages in the hospitality industry make it difficult to estimate the continuing impact of Covid-19 on the district.

Subsequent event - Malfeasance

In 2020 the district became aware that its CFO was violating finance-related legal and contractual provisions as follows:

- Failure to file annual financial reports
- Failure to comply with BARS
- Diversion of Capital Funds to Operations without proper authority
- Possible embezzlement

The district terminated the CFO, and reported the malfeasance to the WA State Auditor’s Office (SAO). The district engaged the SAO to conduct a fraud audit and an accountability audit. A part time CPA was engaged to support the audits and bring the accounting records into compliance with GAAP. A second CPA was engaged to convert the records to comply with BARS and file cash basis annual financial reports for prior years. The district refinanced debt to restore the diverted funds to the Capital account.
Construction Commitment

The district has an active construction project as of December 31, 2019. At year-end the district’s commitment with the contractors is as follows:

<table>
<thead>
<tr>
<th>Project</th>
<th>Spent to Date</th>
<th>Remaining Commitment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Energy Efficiency</td>
<td>$1,435,206</td>
<td>$25,549</td>
</tr>
<tr>
<td>Glamping</td>
<td>$530,866</td>
<td>$48,134</td>
</tr>
</tbody>
</table>

(Of the committed balance of $73,683 the district will be required to raise $0 in future financing.)

Note 7 – Deferred Compensation Plan

All PDA full-time and qualifying part-time employees are eligible to participate in the Deferred Compensation Plan administered by the Washington State Department of Retirement Systems (DRS).

The State Legislature establishes, and amends, laws pertaining to the creation and administration of all public retirement systems.

The Department of Retirement Systems, a department within the primary government of the State of Washington, issues a publicly available comprehensive annual financial report (CAFR) that includes financial statements and required supplementary information for each plan. The DRS CAFR may be obtained by writing to:

Department of Retirement Systems
Communications Unit
P.O. Box 48380
Olympia, WA 98540-8380

Also, the DRS CAFR may be downloaded from the DRS website at [www.drs.wa.gov](http://www.drs.wa.gov).

Note 8 – Risk Management

The PDA is exposed to various risks of loss related to theft of, damage to, and destruction of assets; torts; errors and omissions; injuries to employees; and natural disasters.

The PDA purchases commercial insurance for such risks of loss through Enduris. Coverage includes general, auto, public officials’ errors and omissions, and employment liability with a limit of $20 million per occurrence and a $1,000 deductible. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three fiscal years.
<table>
<thead>
<tr>
<th>MCAG</th>
<th>Fund #</th>
<th>Fund Name</th>
<th>BARS Account</th>
<th>BARS Name</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3473000</td>
<td>Activity Fees</td>
<td>$6,499,510</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3081000</td>
<td>Reserved Cash and Investments - Beginning</td>
<td>$1,206,691</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3088000</td>
<td>Unreserved Cash and Investments - Beginning</td>
<td>$82,486</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3611000</td>
<td>Investment Earnings</td>
<td>$353</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3670000</td>
<td>Contributions and Donations from Nongovernmental Sources</td>
<td>$28,250</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>3081000</td>
<td>Reserved Cash and Investments - Beginning</td>
<td>$1,844,261</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3370000</td>
<td>Local Grants, Entitlements and Other Payments</td>
<td>$1,342,492</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>57551010</td>
<td>Multipurpose and Community Centers</td>
<td>$3,764,853</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>575502020</td>
<td>Multipurpose and Community Centers</td>
<td>$1,019,378</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>57553030</td>
<td>Multipurpose and Community Centers</td>
<td>$931,273</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>575504040</td>
<td>Multipurpose and Community Centers</td>
<td>$4,014,485</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>5081000</td>
<td>Reserved Cash and Investments - Ending</td>
<td>$4,720,666</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>5081000</td>
<td>Reserved Cash and Investments - Ending</td>
<td>$403,554</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>5088000</td>
<td>Unreserved Cash and Investments - Ending</td>
<td>$198,124</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>5081000</td>
<td>Reserved Cash and Investments - Ending</td>
<td>$100,034</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3893000</td>
<td>Custodial Type Collections</td>
<td>$173,570</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3893000</td>
<td>Custodial Type Collections</td>
<td>$546,264</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3893000</td>
<td>Custodial Type Collections</td>
<td>$3,076</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3912000</td>
<td>Revenue Bonds Issued</td>
<td>$2,200,000</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>3822000</td>
<td>Retainage Deposits</td>
<td>$263,014</td>
</tr>
<tr>
<td>3074</td>
<td>601</td>
<td>Foundation</td>
<td>3899000</td>
<td>Other Custodial Activities</td>
<td>$2,976,439</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>591757070</td>
<td>Debt Repayment - Cultural and Recreational Facilities</td>
<td>$190,000</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>591758070</td>
<td>Debt Repayment - Cultural and Recreational Facilities</td>
<td>$16,418</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>589300000</td>
<td>Custodial Type Remittances</td>
<td>$177,140</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>589300000</td>
<td>Custodial Type Remittances</td>
<td>$577,370</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>589300000</td>
<td>Custodial Type Remittances</td>
<td>$2,083</td>
</tr>
<tr>
<td>3074</td>
<td>401</td>
<td>Operations</td>
<td>594756060</td>
<td>Capital Expenditures/Expenses - Cultural and Recreational Facilities</td>
<td>$1,051,028</td>
</tr>
</tbody>
</table>
**Fort Worden Public Development Authority**  
**Schedule of Liabilities**  
**For the Year Ended December 31, 2019**

<table>
<thead>
<tr>
<th>ID. No.</th>
<th>Description</th>
<th>Due Date</th>
<th>Beginning Balance</th>
<th>Additions</th>
<th>Reductions</th>
<th>Ending Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>263.61</td>
<td>First Federal Line of Credit</td>
<td>5/16/2019</td>
<td>190,000</td>
<td>-</td>
<td>190,000</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td><strong>Total General Obligation Debt/Liabilities:</strong></td>
<td></td>
<td>190,000</td>
<td>-</td>
<td>190,000</td>
<td>-</td>
</tr>
<tr>
<td>259.12</td>
<td>Compensated Absences</td>
<td>4/1/2040</td>
<td>76,232</td>
<td>-</td>
<td>3,407</td>
<td>72,825</td>
</tr>
<tr>
<td>252.11</td>
<td>Revenue Bond, 2018</td>
<td>6/28/2028</td>
<td>1,000,000</td>
<td>600,000</td>
<td>-</td>
<td>1,600,000</td>
</tr>
<tr>
<td>252.11</td>
<td>Revenue Bond, 2019</td>
<td></td>
<td>-</td>
<td>1,600,000</td>
<td>-</td>
<td>1,600,000</td>
</tr>
<tr>
<td></td>
<td><strong>Total Revenue and Other (non G.O.) Debt/Liabilities:</strong></td>
<td></td>
<td>1,076,232</td>
<td>2,200,000</td>
<td>3,407</td>
<td>3,272,825</td>
</tr>
<tr>
<td></td>
<td><strong>Total Liabilities:</strong></td>
<td></td>
<td>1,266,232</td>
<td>2,200,000</td>
<td>193,407</td>
<td>3,272,825</td>
</tr>
</tbody>
</table>
**Schedule 19**

**Labor Relations Consultant(s)**  
**For the Year Ended December 31, 20___**

Has your government engaged labor relations consultants? ___ Yes  _X_ No

If yes, please provide the following information for each consultant:

<table>
<thead>
<tr>
<th>Name of firm:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name of consultant:</td>
</tr>
<tr>
<td>Business address:</td>
</tr>
<tr>
<td>Amount paid to consultant during fiscal year:</td>
</tr>
<tr>
<td>Terms and conditions, as applicable, including:</td>
</tr>
<tr>
<td>Rates (e.g., hourly, etc.):</td>
</tr>
<tr>
<td>Maximum compensation allowed:</td>
</tr>
<tr>
<td>Duration of services:</td>
</tr>
<tr>
<td>Services provided:</td>
</tr>
</tbody>
</table>
1. ___no___ Does the entity self-insure for any class of risk, including liability, property, health and welfare, unemployment compensation, workers’ compensation? (yes/no)

If NO, STOP, you do not need to complete the rest of this Schedule.

If YES, continue below.

   a. Which class of risk does the entity self-insure? Check all that apply.
      i. _____ Liability
      ii. _____ Property
      iii. _____ Health and Welfare (medical, vision, dental, prescription)
      iv. _____ Unemployment Compensation
      v. _____ Workers’ Compensation
      vi. _____ Other - please describe: __________________________________________

   b. _____ Does the entity self-insure as an individual program? (yes/no)
      i. _____ If answered YES, does the entity allow another separate legal entity into its self-insurance program(s)? (yes/no) For example, employees of a different organization participate in a health and welfare program of a city.
      If so, list the entity or entities: __________________________________________

   c. _____ Does the entity self-insure as a joint program? (yes/no)
      _____ If answered YES, list the other member(s): __________________________

2. _____ Does the entity administer its own claims? (yes/no)

3. _____ Does the entity contract with a third party administrator for claims administration? (yes/no)

4. _____ Did the entity receive a claims audit in the last three years, regardless of who administered the claims? (yes/no)

5. _____ Were the program’s revenues sufficient to cover the program’s expenses? (yes/no)

6. _____ Did the program use an actuary to determine its liabilities? (yes/no)

**EXAMPLE**

<table>
<thead>
<tr>
<th>Description of Risk Type</th>
<th>Number of claims received during the period</th>
<th>Number of claims paid during the period</th>
<th>Total amount of claims paid during the period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Liability (automobile)</td>
<td>354</td>
<td>279</td>
<td>$104,366</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description of Risk Type</th>
<th>Number of claims received during the period</th>
<th>Number of claims paid during the period</th>
<th>Total amount of claims paid during the period</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
RESOLUTION NO. 21-07

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY
AUTHORIZING SIGNERS FOR FWPDA CHECKING AND SAVINGS ACCOUNTS WITH FIRST FEDERAL SAVINGS AND LOAN

RECITALS

A. Pursuant to the Amended Charter, “the management of all Authority affairs shall reside in a Board of Directors. (Amended Charter, Article VII, Organization of Authority, Section I.)

B. Pursuant to Article VII, Section 6 of the Charter, duties of Board Members may include, among other duties, the contracting of debts, issuance of notes, debentures, or bonds, and the mortgaging or pledging of corporate assets to secure the same. In addition, “any resolution authorizing or approving such an action shall require the affirmative action vote of the majority of board members voting on the issue.” (Amended Charter, Article VII, Organization of Authority, Section 6.)

C. The Board of Directors is authorized to supervise the activities of the Corporation; when necessary execute instruments on its behalf when authorized by the Board.

D. Resolution 15-10 sets out the policy directive of the administrative authority of the Executive Director including policies governing check signing and funds.

E. Specific board members and specific departmental managers need to have authority to sign checks to maintain an efficient and effective operation.

F. The Fort Worden PDA maintains checking and savings accounts at First Federal Savings and Loan to conduct business necessary for efficient and effective operations.

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

The Board approves the following staff and board members as authorized signers on the following accounts as listed in Exhibit A.

ADOPTED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority at a properly noticed meeting thereof at which a quorum was present, held on the 28TH day of July 2021.

By: _________________________   ATTEST:

Board Chair                     By: _________________________

Secretary

By: _________________________
EXHIBIT A

Current

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S = Signer  
I = Information Only
RESOLUTION NO. 21-03 [Amended June 30, 2021]

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE FORT WORDEN LIFELONG LEARNING CENTER PUBLIC DEVELOPMENT AUTHORITY AUTHORIZING AND DIRECTING THE EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT WITH FORT WORDEN HOSPITALITY TO MANAGE AND OPERATE HOSPITALITY SERVICES AND FACILITIES AT THE FORT WORDEN CAMPUS

RECITALS:

A. This Resolution of the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority (Fort Worden Public Development Authority, or FWPDA) authorizes the Executive Director to execute an agreement with Fort Worden Hospitality, a WA nonprofit corporation, to manage and operate hospitality services and facilities within the Fort Worden campus.

B. The FWPDA’s charter, adopted in September 2011, specifically directs the FWPDA to undertake, assist with, and facilitate the implementation of a Lifelong Learning Center at Fort Worden State Park consistent with the 2008 Fort Worden Long Range Plan, and to develop the necessary agreements and partnerships for the use, operation, management, and development of State-owned facilities and properties within the Park.

C. The FWPDA’s master lease with Washington State Parks establishes that the FWPDA, as tenant, shall use the campus for “purposes consistent with a Lifelong Learning Center” as articulated in Parks planning documents, and that “such uses may evolve and change over time while remaining focused on uses consistent with a Lifelong Learning Center concept.” The lease further states that the tenant “shall promote the use of the Campus facilities for nonprofit, government and corporate events, meetings, workshops, seminars, and conferences even if such promotion and use is not the highest and best market use and may reduce the overall net revenues (due to discounted lease or conference rates); provided, however, Tenant shall also actively promote, market, and make available the facilities for independent travelers, family retreats, and other users.”

D. 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. Facing cash deficit conditions as a result of COVID-19 impacts on business and the use of capital monies for operations, the FWPDA’s Interim Executive Director and Board of Directors began reviewing the long-term sustainability of the current operating model, which was not producing revenue sufficient to address capital and maintenance needs on campus.

E. At the November 25, 2020 FWPDA board meeting, the Interim Executive Director presented a draft reorganization concept that included the creation of an entity that would operate as an enterprise service provider for all food/beverage/hospitality services under a long-term agreement with the FWPDA. The presentation proposed that structural changes would address challenges with the FWPDA’s current role as a public entity
running a hospitality business. He stated that the current model is unsustainable with projected ongoing budget deficits.

F. At the December 9, 2020 FWPDA board meeting, the Interim Executive Director presented the “FWPDA Recovery and Reorganization Plan” and recommended that the FWPDA reorganize to develop new opportunities to restore and acquire revenues to support expenditures and continue hospitality services. The presentation stated that for the continuity of campus services, the FWPDA needs to pivot to a new model to be prepared for the post-COVID environment. The plan built on the presentation at the Board’s November 25, 2020 meeting for the formation of a new entity to operate hospitality services under a long-term franchise agreement. The new entity would allow a board composed of hospitality experts to focus on hospitality, limit constraints on customary hospitality practices stemming from being operated by a government entity, separate routine maintenance needs from capital needs, and help create long-term sustainability for campus services.

G. The Interim Executive Director advised at the meeting 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. Separating hospitality services from asset management services allows a hospitality entity to focus on hospitality services, and work with partners on those issues to the benefit of the partners and community, and better fulfill that portion of FWPDA responsibilities under the master lease. At the same time, the FWPDA can focus on asset management to more effectively find the constituents, tax benefits, and investment to enhance and rehabilitate those assets, and therefore be in a better position to fulfill that portion of FWPDA responsibilities under the master lease.

H. On December 9, 2020, the FWPDA Board adopted Resolution 20-21 approving the reorganization concept outlined in the “FWPDA Recovery and Reorganization Plan,” subject to Board approval of implementing measures and actions presented in the future by the Interim Executive Director, and directing the Interim Executive Director to take initial steps to implement the reorganization as outlined in the plan.

I. On December 16, 2020, the FWPDA Board, on recommendation of the Interim Executive Director and legal counsel, amended Resolution 20-21 to replace references to a “not-for-profit limited liability corporation (LLC)” with a “nonprofit corporation” as the best legal structure for the new hospitality service model, citing that Washington State RCWs offer more and better guidance for nonprofits.

J. Authorized reorganization steps include 1) filing for the creation of a 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, and 2) if appropriate, transferring on a short-term basis (not to exceed one year) hospitality services operations to the new nonprofit corporation, pending long-term agreements that would be subject to future Board approval.
K. The Interim Executive Director filed articles of incorporation for Fort Worden Hospitality as a Washington Nonprofit Corporation with the Secretary of State, effective December 22, 2020, with the mission stated as: “Fort Worden Hospitality welcomes visitors to a treasured state asset -- Fort Worden State Park and Lifelong Learning Center. We connect people to the park’s resources: the lifelong learning center campus; the cultural, educational, artistic, environmental, and recreational programs offered by the park’s partner organizations; and the trails, beaches, and historic batteries. We also provide hospitality packages; meeting and event spaces; food services; and lifelong learning programming.”

L. At the January 27, 2021 board meeting, the Interim Executive Director and FWPDA hospitality staff presented a 2021 budget outlook. The Interim Executive Director stated he would be working with FWPDA staff and an informal hospitality advisory team to review budget projections and operational issues. The outlook presented an overview of a Hospitality board with extensive hospitality and/or financial management experience, and anticipated operational changes and forecasting for leisure, group, and restaurant activity and proposed that Fort Worden Hospitality formally separate from the FWPDA on July 1, 2021.

M. At the meeting, the Interim Executive Director stated he had reviewed the concept for a separate entity operating hospitality services with Gerry Johnson (Pacifica, Seattle), an attorney with expertise in public development authorities, who advises there was no legal issue with the concept.

N. At the meeting, the Interim Executive Director also stated he had reviewed the concept and projections with representative of the State Auditor’s Office, and they had no audit or legal issues with the concept.

O. At the February 24, 2021 board meeting, the Interim Executive Director and FWPDA hospitality staff presented for discussion 1) a draft term sheet that outlined hospitality services to be provided and 2) a Fort Worden Hospitality Business Plan for 2021-2022 that included a five-year pro forma. The Board voted to authorize the Board co-chairs and Interim Executive Director to negotiate the terms of a Hospitality contract and bring a formal proposal to the Board in March.

P. At the March 24, 2021 board meeting, the Interim Executive Director and FWPDA hospitality staff presented an updated draft term sheet and draft agreement between the FWPDA and Fort Worden Hospitality to commence July 1, 2021 for 25 years. The draft agreement was modeled on a WA State Parks concession agreement template. The draft terms noted that Fort Worden Hospitality would fulfill all terms of public benefit in the FWPDA’s master lease with State Parks and provide public reports for operational transparency.

Q. At the March 24 meeting, the Interim Executive Director reported to the board that the hospitality advisory team has been analyzing history, trends, and projections and has concluded that Fort Worden Hospitality’s business model is viable and sustainable.
R. At the March 24, meeting FWPDA board member and treasurer Jeff Jackson, with extensive background in hospitality businesses, and who has been reviewing hospitality projections and providing advice to the Interim Executive Director, concurred with the Interim Executive Director's recommended approach because it best meets the goals of sustainability in both hospitality and asset management areas.

S. At the March 24, 2021 meeting, the FWPDA board authorized the Board Co-Chairs, Interim Executive Director, and FWPDA attorney to incorporate the draft terms as presented into a Fort Worden Hospitality agreement and provide a final draft with a minimum 7-day public notice of a special board meeting to consider final adoption by the FWPDA Board.

T. At its April 28, 2021 meeting, the FWPDA board accepted the Fort Worden Hospitality draft documents as substantially consistent with the draft terms previously presented to the Board, and approved a first reading of the contract with final consideration and action to occur at a future meeting.

U. The agreement does not affect Makers Square, which is separately managed by Makers Square Master Tenant, LLC (whose managing partner is the Fort Worden Foundation).

V. At its May 26, 2021 meeting, the FWPDA Board moved to approve Resolution 21-03, and then approved a motion to postpone final action until a special meeting on June 2, 2021 to allow for additional input and board consideration.

W. At the June 2, 2021 special meeting, the Board approved Resolution 21-03, authoring the Executive Director to execute an agreement with Fort Worden Hospitality in substantially the form of agreement presented to the Board on May 26, 2021 (including changes presented June 2, 2021).

X. The Board now desires to amend Resolution 21-03 to incorporate comments and suggestions from State Parks, and to re-authorize the Executive Director to execute the agreement as set forth 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 amends Resolution 21-03 (passed June 2, 2021) as follows: Resolution 21-03 now reads as adopted by the Board on June 30, 2021 (and replaces the form of Resolution passed June 2, 2021).

2. The Board authorizes the Executive Director to execute an agreement with Fort Worden Hospitality to manage and operate hospitality services at Fort Worden in substantially the form of agreement presented to the Board at its special meeting on June 30, 2021 (which is substantially similar to the form of agreement presented to the Board at its regular meeting on May 26, 2021, including changes in the form of agreement presented at the June 2, 2021 special meeting), and includes changes recommended by State Parks since June 2, 2021, and
3. The Board authorizes the Executive Director to negotiate and assist in the implementation of benchmarks with Hospitality allowing Hospitality to exit the agreement if the benchmarks are not met by January 1, 2022. The Executive Director is authorized to make non-substantive changes to the agreement that do not materially alter the agreement presented to the Board.

ADOPTED by the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority at a special meeting thereof, held the 30th day of June, 2021

By: ____________________________  ATTEST: ____________________________
Norm Tonina, Co-Chair

By: ____________________________  By: ____________________________
Todd Hutton, Co-Chair

Jane Kilburn, Secretary
Fort Worden Public Development Authority
2021 Board of Directors Meeting Schedule (Regular Board Meetings)
See website for announcements of special meetings

*All regular meetings are scheduled for the 4th Wednesday of each month, at 9 a.m.*

<table>
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<tr>
<th>Date</th>
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<td>June 2 (special meeting)</td>
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<td>June 30 (special meeting)</td>
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* Until otherwise notified, all board meetings will be remote meetings in accordance with the “Stay Home” Emergency Proclamation and Proclamation 20-28, issued by Governor Jay Inslee. Board meetings are accessible live via access information published in public meetings notices and on the Fort Worden PDA website.