



APPROVED Meeting Minutes
Board of Directors Special Meeting
Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)
Thursday, October 28th, 2021 | 5 p.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/pdadocuments/*

Action Summary

- ❖ Motion to approve the Consent Agenda. **Unanimously Approved**
- ❖ Authorize the Executive Director to form a Fort Worden Hospitality task force to advise FWPDA administration on mutually agreed upon modifications to the relationship between FWPDA and Fort Worden Hospitality. **Approved with one opposition**
- ❖ Approve the board chair's recommended appointment of board members John Begley, Naushard Cader, and David King to the Finance & Audit Committee. **Unanimously Approved**
- ❖ Authorize the Executive Director to form a Partner Relationship Task Force to advise the FWPDA administration on partner relationships. **Unanimously Approved**
- ❖ Approve Resolution 21-08 authorizing the Executive Director (with Board Chair approval) to execute a property management agreement with Fort Worden Foundation based on the terms in Resolution 21-08 and as presented at the October 28th, 2021 FWPDA board meeting. **Approved with one opposition**
- ❖ Approve Resolution 21-09 approving the contingent grant agreement between the FWPDA and Jefferson County, which is on file with the Authority, and authorizing the Executive Director to execute the agreement and take all actions necessary in connection with such agreement. **Unanimously Approved**

Special Board Meeting

I. Call to Order 5:01 p.m.

The October 28th 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

Fort Worden PDA Board Members: David King, Rodger Schmitt, Brad Mace, John Begley, Naushard Cader, Eva Weber, Celeste Tell, Victoria Brazitis

Staff: David Timmons, Aislinn Diamanti, Natalie Maitland, Becky Wagner, Katie Kennison

Liaison: Mayor Michelle Sandoval (City of Port Townsend)

Fort Worden Hospitality Board: Matt Gurney, Stephanie Svornich, Wendy Davis

III. Public Comment on Special Meeting Topics Only

No public comments were shared in the first comment section.

IV. **Consent Agenda***

- A. Review and approval of the September 22nd, 2021 board meeting minutes and the October Accounts Payables

Action: Motion to approve the Consent Agenda by Brad Mace, seconded by Rodger Schmitt.
Unanimously approved.

V. **Fort Worden Hospitality***

- A. Staff Presentation & Report

David Timmons presented on the PDA's restructuring plans, including background on the management split between the FWPDA and Fort Worden Hospitality.

Matt Gurney, Aislinn Diamanti, and Natalie Maitland presented on Fort Worden Hospitality.

- B. Board Discussion

Board members expressed excitement and appreciation for the presentations and asked questions regarding sustainability, projected financials, staffing, and membership on the taskforce.

Naushard Cader entered into the record his concerns that the agreement was improperly executed.

Mayor Michelle Sandoval registered that it was difficult to vote on something if questions can't be asked about the memorandum going forward and what the taskforce will look like.

Naushard Cader made a motion that the board of directors work with the Executive Director to identify and enlist members from the board and elsewhere to serve on the hospitality task force.

The motion was not seconded and did not carry forward.

Motion by Brad Mace to vote on the Proposed Action as written, seconded by John Begley.

Proposed Action: Authorize the Executive Director to form a Fort Worden Hospitality task force to advise FWPDA administration on mutually agreed upon modifications to the relationship between FWPDA and Fort Worden Hospitality.

In favor: David King, Brad Mace, John Begley, Celeste Tell, Victoria Brazitis, Eva Weber, Rodger Schmitt

Against: Naushard Cader

Approved with one opposition.

Brad Mace left the meeting at 6:56 p.m.

VI. **Finance & Audit Committee***

- A. Staff Report & Board Discussion

Proposed Action: Approve the board chair's recommended appointment of board members John Begley, Naushard Cader, and David King to the Finance & Audit Committee.

Motion for approval by Rodger Schmitt, seconded by John Begley.

Unanimously approved.

VII. **Partner Relationship Task Force**

A. Staff Report & Board Discussion

Proposed Action: Authorize the Executive Director to form a Partner Relationship Task Force to advise the FWPDA administration on partner relationships.

Motion by John Begley to approve, seconded by Eva Weber.

Unanimously approved.

VIII. **Resolution 21-08 - Proposed Makers Square Property Management Agreement between FWPDA and Fort Worden Foundation***

A. Staff Report

David Timmons spoke to the new line of credit, the responsibility of the PDA as a property manager, and a clear path forward for implementing the creative corridor.

B. Board Discussion

David King complimented the presentation and the work that was done; Roger Schmitt seconded.

Eva Weber asked about how this would impact the ongoing relationship with the Foundation as well as partners.

David King clarified that the board is not approving the lease, they are approving the management agreement. So the PDA is contracting with the Foundation to manage Maker's Square.

David Timmons explained this would remove the Foundation from the agreement, giving the PDA the authority to execute a lease with any prospective tenants, with a high priority to partners first.

Mayor Michelle Sandoval asked about potential excess of funds, to which David Timmons replied that would have to wait until end of year and books are closed.

Mayor Sandoval asked about the language stating the Foundation's LLC's would terminate. David Timmons explained the timeline involved re: tax credits.

David King and David Timmons spoke to the fact the prior management structure situated the Foundation as a landlord and manager. The new agreement would return the Foundation to their original goals, with PDA taking over as landlord and property manager.

Mayor Sandoval asked about negotiability of the resolution.

Naushard Cader asked questions about the role of the Foundation and their history.

John Watts spoke to the difference between private funding and public money.

Celeste Tell asked a clarifying question re: the agreement pulls property management function away from the Foundation and gives it to the PDA.

Discussion included the potential for peer review and the fair market value of rent.

Proposed Action: Approve Resolution 21-08 authorizing the Executive Director (with Board Chair approval) to execute a property management agreement with Fort Worden Foundation based on the terms in Resolution 21-08 and as presented at the October 28th, 2021 FWPDA board meeting.

Celeste Tell made a motion to approve the resolution, Rodger Schmitt seconded.

In favor: Celeste Tell, Rodger Schmitt, David King, John Begley, Eva Weber, Victoria Brazitis
Opposed: Naushard Cader
Approved with one opposition.

IX. Resolution 21-09 - Contingent Grant Agreement with Jefferson County*

- A. Staff Report
- B. Board Discussion

Proposed Action: Approve Resolution 21-09 approving the contingent grant agreement between the FWPDA and Jefferson County, which is on file with the Authority, and authorizing the Executive Director to execute the agreement and take all actions necessary in connection with such agreement.

Victoria Brazitis made a note about the gesture of support from the county regarding this action. She made a motion to approve the resolution, Naushard Cader seconded.

Unanimously Approved.

X. Partner Programming Report*

XI. Finance Reports

- A. Treasurer's Report
 - 1. Profit & Loss Statement*
 - 2. Cash Flow Statement*
 - 3. 2020 Financial Report
- B. Executive Director's Report
 - 1. Accountability Audit Update
 - 2. Lobbying Report*
 - 3. Business on the Books Report*
 - 4. Federal Funding Infrastructure Proposal Response*
 - 5. Staffing Update

David Timmons spoke briefly about a future meeting regarding the State Auditor's Office fraud report and the Fort's nomination for a White House program investing in infrastructure.

XII. Next Board Meetings

- A. Nov. 24th meeting at 9 a.m. is cancelled.
Special Board Meeting: Tuesday, Nov. 23rd, 4 – 7 p.m.
Topics include discussion about 2022 FWPDA budget and Fort Worden Foundation
- B. Dec. 22nd meeting at 9 a.m. is cancelled.
Special Board Meeting: Tuesday, Dec. 21st, 4 – 7 p.m.

XIII. Public Comment on Special Meeting Topics Only

No public comments.

XIV. Adjourn

The meeting was adjourned at 8:18 p.m.

** Topic involves documents in agenda packet*