



Meeting Minutes
Board of Directors Special Meeting
Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)
Tuesday, November 23, 2021 | 4 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 refer the draft PDA 2022 budget to the Finance and Audit Committee for consideration of approval. **Unanimously approved.**
- ❖ Motion to endorse the concept and goals of an alliance presented this evening to advance and enhance the arts and culture resources within and about Fort Worden as being consistent with the Master Plan for the Lifelong Learning Center mission and goals and to direct the administration to develop implementing terms and conditions consistent with the Master Lease between the Washington State Parks Commission and the Fort Worden Public Development Authority for follow-up consideration by the board of the authority. **Unanimously approved.**
- ❖ Move to task the Executive Director to prioritize creation of a complete inventory of all state park assets, within PDA responsibility, including age, use, and current conditions as known from previous studies. **Unanimously approved.**

Special Meeting Agenda

I. Call to Order

The Nov. 23 board meeting was a remote Internet- and phone-based meeting in accord 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.

The meeting was called to order at 4:00 p.m.

II. Roll Call

Board Members: Brad Mace, Celeste Tell, David King, Eva Weber, John Begley, Rodger Schmitt
PDA Staff: Aislinn Diamanti, David Timmons, Natalie Maitland, Becky Wagner, Meriden Vitale

Torie Brazitis joined the meeting at 4:06 p.m.

III. Public Comment on Special Meeting Topics Only

Herb Cook commented: “My name is Herb Cook and I am the President of the board of directors of the Fort Worden Foundation. As Aislinn will recall I had my hand raised at the end of the October meeting to make a public comment on an item that was discussed on that agenda and with the permission of the

chair since there was no public comment period at the end of that meeting because the meeting had run long I would like to make that brief comment now even though it is not on an item that is on this agenda.”

The chair and board members had no objections.

“My comment is that at that meeting in the discussion of the management agreement between the PDA and the Fort Worden Foundation for management of Makers Square one member of this board suggested by way of a question, but it was a pretty powerful suggestion, that perhaps members of the Fort Worden Foundation board were taking compensation for our service on that board and I believe the exact phrase used was ‘enriching themselves.’ I would like to make it clear for the record, for this body, and for the general public, since this is a public meeting, that no member of the board of the Fort Worden Foundation has ever taken any compensation for our service on that board. We all serve as volunteers with no compensation whatsoever and in fact the members of the board of the Fort Worden Foundation, in the going on six years now that we have been in existence, have contributed several hundred thousand dollars to the operations of the Fort Worden Foundation and I think for those in the public who may be wondering whether the Fort Worden Foundation is a trustworthy organization it’s important to understand that all of us on the board serve absolutely without compensation and do what we can to contribute to the board. Thank you.”

M. Consent Agenda

- A. Review and approval of the October Accounts Payables

Proposed Action: Approve the Consent Agenda

Consent agenda items, including reviewing October meeting minutes (which were not available at the meeting), were deferred with no objections.

V. Fort Worden Draft PDA 2022 Budget Presentation* (30 minutes)

- A. Staff Presentation
- B. Board Clarifying Questions
- C. Board Discussion
- D. Board Liaison Comments

David Timmons discussed working on a budget that gets the PDA back to its role as a property manager, especially after the split with hospitality, which is in line with the governance model of the master lease.

David Timmons said the PDA was successful in closing on the restoration bond, which restores the capital dollars that had previously been diverted and will give the PDA a small capital budget to work with moving into 2022. Also included is a \$600,000 operating reserve. Additionally, a \$250,000 line of credit for operations, also a debt reserve line of credit, plus backing from Jefferson county for a grant for 378,000 to secure the debt reserve. Once a secure debt reserve is established that money comes back to the PDA as capital dollars.

Also received final National Park Service approval for the Historic Tax Credits, which will allow for the Maker’s Square project to be closed out by year end.

Timmons said that after the PDA split with Hospitality there will be three employees: the executive director, the records clerk, and the administrative assistant. Two finance positions will be contracted and grounds maintenance specifics still need to be figured out with state parks.

Timmons recommended referring the draft PDA 2022 budget to the Finance and Audit Committee for consideration OF approval.

Board members asked questions about where to direct future questions about the budget, participating on the Finance & Audit Committee, and its public meeting requirements.

Timmons said he had filed the budget with the city and state parks. Rodger Schmitt asked about that process since the budget hadn't been approved by the board. Timmons said the budget goes out as a draft first, which gives them opportunity to comment, and then comes back to the board for full approval at the next meeting.

The board accepted a question from Rob Birman (ED Centrum), who asked David Timmons if the budget had any revenue forecast for support from the Fort Worden Foundation; Timmons said no.

Proposed Action: Motion to refer the draft PDA 2022 budget to the Finance and Audit Committee for consideration OF approval.

Rodger Schmitt made a motion to approve, John Begley seconded. Celeste Tell confirmed that the motion to approve includes the corrected language (underlined above).

Unanimously approved.

VI. Partner Relationship Task Force (30 minutes)

- A. Alliance Presentation
- B. Board Clarifying Questions
- C. Board Discussion
- D. Board Liaison Comments

Rob Birman, Executive Director of Centrum, gave a presentation titled "Creative Alliance Proposal: Arts and Culture Corridor at Fort Worden," which outlines a long-range plan to help expand the programming and fundraising reach of the Creative Alliance nationally and internationally, while also freeing the PDA to focus on its property management duties.

David King read into the record the following proposed action: "Motion to endorse the concept and goals of an alliance presented this evening to advance and enhance the arts and culture resources within and about Fort Worden as being consistent with the Master Plan for the Lifelong Learning Center mission and goals and to direct the administration to develop implementing terms and conditions consistent with the Master Lease between the Washington State Parks Commission and the Fort Worden Public Development Authority for follow-up consideration by the board of the authority."

Eva Weber asked about deferred maintenance, including whether buildings are currently unusable due to lack of maintenance. Birman said yes.

Brad Mace asked about the timeline for decision-making and how improvements to the creative corridor might impact other buildings on campus.

Torie Brazitis mentioned her interest in creating a common set of data on the PDA's responsibilities under the Master Lease in order to be clear about responsibilities between the PDA and the Alliance.

Celeste Tell asked about potential options for moving forward outside of the Alliance and maintaining a standard-of-care across the campus.

Mayor Michelle Sandoval asked questions about the timeline in regards to lease length and the time it takes to fundraise, as well as what would happen if partners leave.

Brad Mace asked for clarification about the shared duties for finding new partners between the PDA and the Alliance. He asked David Timmons about how new partners/tenants would impact ongoing grants or financial

contributions from the state/county/feds that the PDA is currently eligible for.

Timmons explained that it all depends. He also mentioned the information in the presentation, as Birman said, is an observation assessment.

David King said the key phrase from his perspective was public-private partnerships.

David Timmons mentioned the need to avoid redundancy and prevent duplication of efforts.

Brad Mace wondered about simultaneously pursuing this approach while also considering other options.

Torie Brazitis read an alternate motion into the record: "I move to ask the executive director to prioritize creation of a complete inventory of park assets under the responsibility of the PDA including age, use, and current conditions of buildings."

After discussion, Eva Weber moved to approve the motion as read by David King. Brad Mace seconded the motion.

"Motion to endorse the concept and goals of an alliance presented this evening to advance and enhance the arts and culture resources within and about Fort Worden as being consistent with the Master Plan for the Lifelong Learning Center mission and goals and to direct the administration to develop implementing terms and conditions consistent with the Master Lease between the Washington State Parks Commission and the Fort Worden Public Development Authority for follow-up consideration by the board of the authority."

Unanimously approved.

Torie Brazitis offered another motion for the board to consider: "Move to ask the Executive Director to prioritize creation of a complete inventory of all state park assets, within PDA responsibility, including age, use, and current conditions."

Celeste Tell seconded.

John Begley asked to include a timeframe.

David Timmons said a uniform standard is needed, so as not to create competing concepts or proposals. He said a building inventory exists, it's just a matter of finding it.

Celeste Tell clarified that this would be a condition assessment, not prescriptive.

Mayor Sandoval asked whether Brazitis' motion intended to create another observational assessment or pursue more in-depth inspections.

Brazitis responded that she was looking for the PDA to have one set of data to work from by gathering previous reports into one document, like a "de-duping exercise."

Brazitis re-read the motion with amendments: "Move to [t]ask the Executive Director to prioritize creation of a complete inventory of all state park assets, within PDA responsibility, including age, use, and current conditions [as known from previous studies]."

Unanimously approved.

VI. Hospitality Task Force (0 minutes)

- A. Staff Report – *no report*
- B. Board Clarifying Questions
- C. Board Discussion

D. Board Liaison Comments

VIII. Finance Reports (15 minutes)

- A. Treasurer's Report
 - A. Profit & Loss Statement
 - B. Cash Flow Statement

Becky Wagner gave an update on the financials.

IX. Executive Director's Report (30 minutes)

- A. Accountability Audit Update
- B. Lobbying Report (verbal report)
- C. Business on the Books Report*
- D. Federal Funding Infrastructure Proposal Response
- E. Staffing Update

Timmons gave an update on the accountability audit exit interview, anticipated for the first week of January. He said he would schedule a public meeting for the exit interview, hoping to do it in December so as to complete it by year end.

Natalie Maitland gave an update on the Business on the Books.

Timmons discussed the opportunity for federal funding for shovel-ready projects, having worked with state parks to identify \$32 million in projects. He said it's currently a wait-and-see situation as nobody knows if the funding was part of the recent infrastructure package.

Brad Mace asked about the timeline for knowing about this funding and how it would impact some of the other actions the board discussed this evening. Timmons said yes, and estimated there would be at least 30-60 days to hear anything more.

Timmons said the staff will be down to three at the PDA but felt good about the direction the PDA is moving in, while acknowledging there will be a learning curve while new staff get in place.

X. Next Board Meetings

- A. Dec. 22nd meeting at 9 a.m. is cancelled.
Special Board Meeting: Tuesday, Dec. 21st, 4 – 7 p.m.

XI. Public Comment on Special Meeting Topics Only

No public comments at this time.

XII. Adjourn

The meeting was adjourned at 6:19 p.m.

** Topic involves documents in agenda packet*