



APPROVED Meeting Minutes

Board of Directors Special Meeting Agenda

Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)

Tuesday, December 21, 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 approve the October Meeting Minutes, with two changes. **Unanimously Approved.**
- ❖ Motion to adopt Resolution 21-10 to adopt an enterprise services fund budget for fiscal year 2022. **Unanimously Approved.**
- ❖ Motion to authorize the executive director to execute the proposed amendment to the hospitality contract. **Unanimously Approved.**
- ❖ Motion to authorize Executive Director to execute funding agreement with Jefferson County and scope of services contract with Signal Architecture. **Unanimously Approved.**
- ❖ Motion to adopt Resolution 21-11 to adopt the schedule of regular board meetings for 2022. **Unanimously Approved.**

Special Meeting Agenda

I Call to Order at 4:06 p.m.

The December 21st 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

Fort Worden PDA Board members: Celeste Tell, David King, Eva Weber, Roger Schmitt, John Begley, Victoria Brazitis

Staff: Aislinn Diamanti, Natalie Maitland, Carolyn Zipeto, David Timmons, Becky Wagner, Meriden Vitale

Liaisons: Heron Scott (Partners), Mayor Michelle Sandoval (Port Townsend)

III Public Comment on Special Meeting Topics Only

No public comments at this time.

IV Consent Agenda

- A. Review and approval of the October Meeting Minutes *
- B. Accounts Payables (were not presented/available at this meeting)

Meriden Vitale mentioned there will be two minor changes to the October meeting minutes.

Proposed Action: Approve the Consent Agenda

Eva Weber motioned to approve the minutes with the changes, Roger Schmitt seconded.
Unanimously approved.

V. Action Items

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

- A. Staff Presentation (Makers Square Project Status Report) *
- B. Board Clarifying Questions
- C. Board Discussion
- D. Board Liaison Comments

David Timmons gave an update on the Maker's Square project and how it will impact the reserve balance for 2022. Timmons recommended establishing a single enterprise fund, which would have a balance of expenditures of \$3,017,425, a combination between capital and operations. This would allow for maximum flexibility to balance the budget as changes are expected throughout the year.

Torie Brazitis stated that she appreciated David Timmons focus on maintenance and the money required for maintenance. She made a statement of opinion that the board keep focus on the needs/importance of funds for large capital projects in order to keep the Fort up and running for the next 100 years.

David Timmons mentioned the possibility of an incentivized program in the future, where Partner's programming funds would be matched with capital funds allocated by the state. One of the goal's for the upcoming year is to look at this, among other options.

David King confirmed the repayment requirements for bonds have been delayed for two years, with interest still accruing.

Mayor Sandoval asked about the potential for discussions/negotiations with State Parks to lighten the PDA's load for example, reframing the lease and financial responsibilities.

David Timmons spoke to finding the balance between State Park's responsibilities and the PDA's, and not wanting to burden the State in a way that would lead to questions about the necessity of the PDA. Timmons mentioned the PDA's strengths as local support and the need to have a plan for the next two years while still considering long range planning for the future.

Proposed Action: Motion to adopt Resolution 21-10 to adopt an enterprise services fund budget for fiscal year 2022. *

Roger Schmitt moved to approve, John Begley seconded.
Unanimously Approved.

2. Amendment to the hospitality concession contract (20 minutes)

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

David Timmons spoke to Hospitality's work to separate from the PDA and the current challenges involved. With the difficulties concerning Craft Three, Hospitality needs an additional month, pushing the date of separation from the PDA from January 1 to February 1, 2022.

David King emphasized the community support involved with the loan guarantee on behalf of hospitality.

Torie Brazitis thanked the community for their support.

Proposed Action: Motion to authorize the executive director to execute the proposed amendment to the hospitality contract. *

Celeste Tell made a motion to approve, Eva Weber seconded.

Unanimously Approved.

3. Building 203 Workforce Housing Initial Implementation (15 minutes)

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

Timmons reviewed that the previous administration had applied for a county public infrastructure grant for \$150,000 to create workforce housing in Building 203. Based on lessons learned, for example, previous renovations on Building 202 (which is a clone of Building 203), once construction began new problems were discovered. Timmons recommended a modification to this agreement, making it a forgivable loan that would allow three years before repayment begins, and which would convert to a grant once the project begins. This would allow for a more complete assessment about renovation needs and confirm Building 203 can be renovated for use as dormitory-style, seasonal housing. A scope of work has been initiated with the architects to match the initial \$150,000 grant.

Board members asked questions about what will happen to the loan terms if Building 203 ends up not suitable for housing.

David Timmons said that if that happens the loan terms will be renegotiated and other uses found for Building 203. Other architects have looked at the suitability of Building 203 for housing and confirmed it's possible, but Timmons said he is more concerned about the condition report.

Proposed Action: Motion to authorize Executive Director to execute funding agreement with Jefferson County and scope of services contract with Signal Architecture.

Roger Schmitt made a motion to approve, John Begley seconded.

Torie Brazitis made a comment that she appreciates doing due diligence to the building. Celeste Tell seconded.

Unanimously approved.

4. 2022 Board Meeting Schedule

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

David King noted the meetings are in the evening to accommodate working board and community members. He also noted the schedule is important in order to avoid too many “special” meetings which restrict public comment to agenda topics.

David Timmons said the board is still able to meet outside these times if necessary, it would just be designated as a special meeting.

Proposed Action: Motion to adopt Resolution 21-11 to adopt the schedule of regular board meetings for 2022. *

John Begley made a motion to approve, Eva Weber seconded.
Unanimously approved.

VI Partner Relationship Task Force (5 minutes)

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

VII Hospitality Task Force (5 minutes)

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

David Timmons spoke to these two taskforces together. Timmons intends to have taskforces begin meeting in Feb. 2022, which is a result of year end busy-ness, lack of staff support, and the delay in hospitality’s split from the PDA.

Mayor Sandoval commented about the PDA Board coming to the Fort Worden campus to become familiar with the buildings and the partners.

VIII Finance Reports (15 minutes)

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

Becky Wagner reviewed November finances. The PDA received a loan guarantee grant from the county for \$378,000 that will be held in reserve.

David King asked a question about advance deposits, with respect to hospitality.

David Timmons said that advance deposits are being utilized to continue the cash flow of the organization. Status of advance deposits will become clear after the audit reports and after the split with hospitality. He emphasized the importance of getting through the audits in order to confirm there is an accurate financial picture before moving forward.

IX Executive Director’s Report (30 minutes)

- A. Accountability Audit Update, SAO Exit Interview December 23, 2021 at 1pm
- B. Lobbying Report* (DZPA Monthly Interim Report)

- C. Business on the Books Report*
- D. Federal Funding Infrastructure Proposal Response
- E. Staffing Update
- F. Partner Lease Discussion
 - 1. Follow up on Alliance Presentation
 - 2. Marine Science Center
 - 3. MOU w/ PTStyroCyclers *
- G. Coordinated Capital
- H. January Parks Commission Meeting

Accountability Audit Update, SAO Exit Interview December 23, 2021 at 1pm

Timmons spoke to the upcoming meeting and thanked staff for their hard work in preparation. Timmons felt that the majority of issues brought up in the SAO's report have been addressed, with the reports covering a four-year period in the past, and that moving forward and implementing accountability measures will be important. David King asked about the documentation of new accountability measures. Timmons said he is working on putting something together, particularly what steps the board should take if reports aren't finished on time or other such events occur.

Torie Brazitis spoke to the importance of the accountability measures and asked about seeing the PDA's current policies. She suggested reviewing them in the future for transparency.

Lobbying Report

Timmons gave a brief update on the agreement between Parks and the PDA for grounds maintenance.

Business on the Books

Natalie Maitland reviewed the BOB report and updated the board on several of the holiday events that took place at the Fort.

Federal Funding Infrastructure Response

Timmons had no additional information on the federal funding but has been in contact with congressional representatives.

Staffing Update

Timmons said that staff will be lean at the PDA through next year.

MOU w/ PTStyroCyclers

The MOU with PT StyroCyclers allows them to use an empty bunker to store to-be-recycled Styrofoam.

Coordinated Capital

The Fort Worden Coordinating Committee met and adopted a coordinated capital plan. Fire alarms were nominated as the number one priority.

January Parks Commission Meeting

The January Parks Commission meeting and January board meeting are both scheduled for the week of Jan. 25th and will be an opportunity for the board to familiarize themselves with the campus. Board members expressed support.

X. Next Board Meetings

- A. January 25, 2022 at 5:30 – 8:30 p.m.

XI. Public Comment on Special Meeting Topics Only

No public comment at this time.

XII. Adjourn

The meeting was adjourned at 5:58 p.m.