



APPROVED Meeting Minutes
Board of Directors Special Meeting Agenda
Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)
Monday, January 24, 2022 | 5:30 p.m.
Via Zoom (Remote Meeting Per Governor Inslee's Proclamation 20-28.15)

Action Summary

- ❖ Motion to approve the consent agenda. **Unanimously approved.**
- ❖ Motion to approve Resolution 22-01* authorizing and directing the Executive Director to execute an amendment to the concession agreement with Fort Worden Hospitality Services and Facilities at the Fort Worden campus, previously authorized by Resolution 21-03. **Unanimously approved.**
- ❖ Motion to approve Resolution 22-02* authorizing and directing the Executive Director, with board chair approval, to execute a lease agreement with Centrum and other parties to manage and operate Maker's Square buildings 308, 324 and a portion of 305 at the Fort Worden campus. **Unanimously approved.**
- ❖ Motion to approve Resolution 22-03 authorizing and directing the Executive Director with board approval to execute a set of financial policies in response to the State Auditor's Office (SAO) findings relating to the accountability audit report issued in December 2021, as the first step in preparing a comprehensive review of financial and management policies. **Unanimously approved.**
- ❖ Motion to approve Resolution 22-04* authorizing and directing the Executive Director to execute a Memorandum of Understanding as a non-binding agreement between the Fort Worden Lifelong Learning Center Public Development Authority and the Renewable Nations Institute. **Unanimously approved.**
- ❖ Motion to approve Resolution 22-05* authorizing and endorsing the Washington Parks and Recreation Commission's proposed January 27th action and directing the chair to communicate this endorsement to the commission. **Unanimously approved.**

Special Meeting Agenda

I. Call to Order

The meeting was called to order at 5:34 p.m.

II. Roll Call

PDA Board Members: Celeste Tell, David King, Eva Weber, Brad Mace, John Begley, Rodger Schmitt (joined at 5:44 p.m.), Torie Brazitis (joined at 6:02 p.m.)

Liaisons: Heron Scott, Libby Wennstrom

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

III. Public Comment

Meriden Vitale read into the record the following written comment submitted by Lynn Hrenko: "This is what I say to the idea of the City or any other agency funding the FWPDA either temporarily or long-term: NO, NO, NO !!"

IV. Consent Agenda

- A. Review and approval of the December 2021 Meeting Minutes*
- B. December 2021 and January 2022 Accounts Payables*

Proposed Action: Approve the Consent Agenda

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

V. Action Items (60 minutes)

1. Hospitality Amendments

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

Proposed Action: Motion to approve Resolution 22-01* authorizing and directing the Executive Director to execute an amendment to the concession agreement with Fort Worden Hospitality Services and Facilities at the Fort Worden campus, previously authorized by Resolution 21-03.

David Timmons explained the details and reasoning behind the amendment that extends the split with hospitality until mid-February. Board members asked questions about the involvement of State Parks, negotiations with Craft3, the communications plan for announcing the split, and maintenance continuity.

Rodger Schmitt made a motion to approve, John Begley seconded. **Unanimously approved.**

2. Maker's Square

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

Proposed Action: Motion to approve Resolution 22-02* authorizing and directing the Executive Director, with board chair approval, to execute a lease agreement with Centrum and other parties to manage and operate Maker's Square buildings 308, 324 and a portion of 305 at the Fort Worden campus.

David Timmons went over the background of the proposed agreement as well as modifications. Board members asked questions about the property management responsibility of the PDA in regards to leases with partners, grounds maintenance responsibilities between PDA and partners, general delegation of responsibilities across the campus, as well as severability. There was lengthy discussion about lease language and the review process for lease agreements, including the role of the Partner Relations Taskforce.

Rodger Schmitt made a motion to postpone the action until the next meeting, Celeste Tell seconded.

Unanimously approved.

3. Audit Response

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

Proposed Action: Motion to approve Resolution 22-03* authorizing and directing the Executive Director with board approval to execute a set of financial policies in response to the State Auditor's Office (SAO) findings relating to the accountability audit report issued in December 2021.

David Timmons explained this resolution is in response to the Jan. 13 special meeting and past audits. Board members discussed past accountability mechanisms, a committee for oversight of the Executive Director, and board vs. ED oversight of financial policy. The Board expressed interest in creating a comprehensive financial policy.

Updated language: Motion to approve Resolution 22-03 authorizing and directing the Executive Director with board approval to execute a set of financial policies in response to the State Auditor's Office (SAO) findings relating to the accountability audit report issued in December 2021, as the first step in preparing a comprehensive review of financial and management policies.

Eva Weber made a motion to approve, Brad Mace seconded. **Unanimously approved.**

4. MOU w/ Renewable Nations Institute

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

Proposed Action: Motion to approve Resolution 22-04* authorizing and directing the Executive Director to execute a Memorandum of Understanding as a non-binding agreement between the Fort Worden Lifelong Learning Center Public Development Authority and the Renewable Nations Institute.

Alan Baer provided an overview of the Global Challenge Award and the Renewable Nations Institute. Board members were interested in this opportunity and asked questions about the fit with Fort Worden and the city of Port Townsend, the yearly cycle of programming, and long-range goals and planning needs of the Institute.

Eva Weber made a motion to approve, Brad Mace seconded. **Unanimously approved.**

5. WA State Parks Lease

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

Proposed Action: Motion to approve Resolution 22-05* authorizing and endorsing the Washington Parks and Recreation Commission's proposed January 27th action and directing the chair to communicate this endorsement to the commission.

Rodger Schmitt made a motion to approve, Celeste Tell seconded. **Unanimously approved.**

*Due to time constraints the meeting was adjourned before discussing the full agenda. David Timmons said he would send a memo to recap agenda items (below, in italics) that were not discussed.

VI. *Partner Relationship Task Force (0 minutes)*

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

VII. *Hospitality Task Force (0 minutes)*

- A. *Staff 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**
 - C. *2021 Preliminary Ending Balance**

- IX. **Executive Director's Report (20 minutes)**
 - A. *Maker's Square Flood Damage Report*
 - B. *Historic Tax Credit Report*
 - C. *203 Glamping Report*
 - D. *Business on the Books Report**
 - E. *Lobbyist Report—December 2021**

- X. **Next Board Meeting**

- A. February 22, 2022 at 5:30

- XI. **Public Comment**

No public comment at this time.

- XII. **Adjourn**

Rodger Schmitt made a motion to adjourn. The meeting was adjourned at 8:07 p.m.

** Topic involves documents in agenda packet*