



**APPROVED Meeting Minutes**  
**Board of Directors Meeting Agenda**  
**Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)**  
**Tuesday, February 22, 2022 | 5:30 p.m.**  
**Via Zoom (Remote Meeting Per Governor Inslee's Proclamation 20-28.15)**

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**Public Meeting Access**

**Via computer:**

<https://us06web.zoom.us/j/88368824601?pwd=d2g4SWJGWXlFc2dJMmpZVk5jdUNmQT09>

**Via phone:**

+1 253 215 8782

Webinar ID: 883 6882 4601

Passcode: 363243

\*9 to raise hand to speak

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**Action Summary**

- ❖ Motion to waive the entrance conference for the Financial Audit of 2018-2020. **Unanimously approved.**
- ❖ Motion to approve the consent agenda. **Unanimously approved.**
- ❖ Motion to authorize the Executive Director to enter the attached Contracts for Financial Services Agreement with Carolyn Zipeto and Becky Wagner, CPA. **Unanimously approved.**
- ❖ Motion to approve Resolution 22-06, authorizing the Executive Director to open new accounts with Kitsap Bank and authorize as signatories to the accounts the Executive Director, and the Chair and treasurer of the Authority as co-signers (contingent upon changing the document's typo). **Unanimously approved.**
- ❖ motion to postpone action on the Master Contract w/ Signal Architecture, pending revisions and review by legal counsel, to a later date. **Unanimously approved.**
- ❖ Motion to authorize the Executive Director to enter into an engagement letter with the firm of Keating, Bucklin & McCormack as attorney for the Authority. **Unanimously approved.**

**Meeting Agenda**

**I Call to Order**

The meeting was called to order at 5:32 p.m.

**II Roll Call**

FWPDA Board Members: Brad Mace, Celeste Tell, David King, John Begley, Rodger Schmitt, Torie Brazitis

Liaisons: Libby Wennstrom (City of Port Townsend)

PDA Staff: David Timmons, Carolyn Zipeto, Becky Wagner, Meriden Vitale

### III. Reports

#### A. Partner Relations Task Force\*

- a. Staff Report
- b. Board Clarifying Questions
- c. Board Discussion
- d. Board Liaison Comments

David Timmons provided an update and the agenda from the first task force meeting that was held in February.

#### B. Hospitality Taskforce

- a. Staff Report
- b. Board Clarifying Questions
- c. Board Discussion
- d. Board Liaison Comments

No report for this month.

#### C. Finance Reports

- a. Treasurer's Report
- b. Profit and Loss Statement\*
- c. Balance Sheet\*
- d. Cash Flow Statement\*
- e. Internal Controls\*

Becky Wagner presented an overview of the finance reports.

Board members asked questions about and discussed long-term liabilities, the glamping project and budget, and internal controls.

#### D. Executive Director's Reports\*

- a. Building 203 Preliminary Report
- b. Lobbying Reports\*
- c. Maker's Square Update\*
- d. Fort Worden MOU w/ Hospitality

David Timmons provided an update on the above topics and mentioned the possibility of waiving the entrance conference for the Financial Audit of 2018-2020.

Rodger Schmitt made a motion to waive the entrance conference for the Financial Audit of 2018-2020, John Begley seconded.

**Unanimously approved.**

### IV. Public Comment

No public comment at this time.

### V. Action Items

## 1. Consent Agenda

- A. Review and approval of the Nov. 23, 2021 and Jan. 13, 2022 meeting minutes\*
- B. January Accounts Payable\*

Meriden Vitale made a comment that there will be one change to the Jan. 13 meeting minutes, adding Becky Wagner to the roll call.

**Proposed action:** Motion to approve the consent agenda.

Brad Mace made a motion to approve, John Begley seconded.

**Unanimously approved.**

## 2. Contract renewals for Becky Wagner and Carolyn Zipeto\*

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

**Proposed action:** Motion to authorize the Executive Director to enter the attached Contracts for Financial Services Agreement with Carolyn Zipeto and Becky Wanger, CPA.

John Begley made a motion to approve, Celeste Tell seconded.

**Unanimously approved.**

## 3. Resolution 22-06\* for new bank accounts

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

**Proposed action:** Motion to approve Resolution 22-06, authorizing the Executive Director to open new accounts with Kitsap Bank and authorize as signatories to the accounts the Executive Director, and the Chair and treasurer of the Authority as co-signers.

Rodger Schmitt made a motion to approve, contingent upon changing the document's typo from 'repel' to 'repeal.' Torie Brazitis seconded.

**Unanimously approved.**

## 4. Master Contract w/ Signal Architecture\*

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

David Timmons explained the reasoning behind seeking a master contract with Signal Architecture.

Board members asked questions about various aspects of the contract's obligations, including temporal limits, fees and costs, institutional knowledge, as well as the details of the procurement selection process. Board members supported review of the contract by attorneys and bringing it up again at the next board meeting (after appropriate review).

**Proposed action:** Motion to authorize the Executive Director to enter the attached Master Contract for Architectural Services Agreement with Signal Architects and concur with the recommendation to waive the procurement selection process for professional services.

Rodger Schmitt made a motion to postpone action on the Master Contract, pending revisions and review by legal counsel, to a later date. Brad Mace seconded.

**Unanimously approved.**

**5. Appointment of Legal Counsel\***

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

David Timmons explained that prior legal counsel John Watts is retiring and the PDA needs to appoint new legal counsel. He went over the search process and expressed his preference for KBM as attorney for the Authority.

Board members asked about the ability to change firms if needed, KBM's capability to deal with the issue of fraud, having local counsel possibly in addition, and also acknowledged the importance of this relationship to Timmons and the need to move quickly to replace John Watts. Board members expressed support for a future declaration to thank John Watts for his work with the PDA.

**Proposed action:** Motion to authorize the Executive Director to enter into an engagement letter with the firm of Keating, Bucklin & McCormack as attorney for the Authority.

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

**Unanimously approved.**

**6. Use Agreement w/ Renewable Nations Institute\***

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

David Timmons explained the use agreement would be for the three vacant offices on the second floor of Building 200 'as is'. The PDA is currently in the preliminary assessment phase with Renewable Nations as part of the MOU.

Board members clarified the agreement is for one year.

**Proposed action:** Motion to authorize the Executive Director to enter the attached Use Agreement with the Renewable Nations Institute subject to non-substantive modifications.

Rodger Schmitt made a motion to approve, Torie Brazitis seconded.

**Unanimously approved.**

**VI. Public Comment**

No public comments at this time.

**VII. Next Board Meeting**

Tuesday, March 22, 2022 at 5:30 p.m.

David Timmons mentioned he would work on a memo for future items in order to provide context for projects and issues that have been ongoing, as well as how they were initiated. Board members expressed support for this.

#### **VIII. Adjourn**

The meeting was adjourned at 7:30 p.m.

*\*Topic involves documents in agenda packet*