



**APPROVED Meeting Minutes**  
**Board Meeting Agenda**  
**Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)**  
**Tuesday, May 24, 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 internet:**

<https://us06web.zoom.us/j/82722023911?pwd=Zk5FTHNpZUNDSFkwWmVFdGw1SzV6QT09>

**Via phone:**

+1 253 215 8782

Webinar ID: 827 2202 3911

Passcode: 917700

\*9 to raise hand to speak

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**Action Summary**

- ❖ Motion to approve the consent agenda. **Unanimously approved.**
- ❖ Motion to rescind Resolution 22-12\* (authorizing the Executive Director to make a finding of the existence of an emergency, which the PDA faces with regard to immediate completion of the glamping project.) and direct the Executive Director to assess options and make a recommendation on a course of action at the June regular meeting. **Unanimously approved.**
- ❖ Motion to authorize the Executive Director to enter into a professional services agreement with Dave Peterson, PE for capital project support on an hourly rate not to exceed \$125/hour with a cap of \$30,000. **Unanimously approved.**
- ❖ Motion to direct the Chair to begin implementation of the process to conduct an evaluation of the Executive Director's performance. **Unanimously approved.**

**Meeting Agenda**

**I. Call to order**

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

**II. Roll Call**

PDA Board Members: Brad Mace, Celeste Tell, David King, Eva Weber, Rodger Schmitt, Torie Brazitis

Liaisons: Heron Scott, Libby Wennstrom

PDA Staff: David Timmons, Becky Wagner, Meriden Vitale, Brian Augenthaler (attorney)

**III. Reports**

## **A. Finance Reports**

- a. Treasurer's Report
- b. Profit & Loss YTD\*

Because the Treasurer was out of the country, the Finance & Audit Committee did not meet in May. David Timmons provided a short financial update. Becky Wagner reviewed P&L. They also discussed the ongoing audit of 2019 to 2020.

David Timmons mentioned looking ahead at energy efficiency improvements, mentioning that with the rising cost of oil, fuel for officer's row was \$27,000 last month. He has been talking with the PUD to meter all the buildings in order to have a better system for determining utility usage and costs for partners.

## **B. Executive Director's Reports**

- a. Lobbying Memo and Report\*
- b. Justice Capital status update\*
- c. Renewable Nations status update\*

Timmons reviewed the lobbying report. They successfully registered with the state as a lobbyist, completing the switch from the Foundation.

Justice Capital is part of the White House Infrastructure package and the PDA remains one of thirteen finalists, out of two hundred nominations. Still waiting to hear about next steps. Timmons has been in communication with them about "shovel ready" projects, as well as "investment ready" projects.

The Renewable Nations meeting in New York with the ambassador of Japan was successful. The concept of the proposal to create a joint institute at Fort Worden was well received. Timmons said the Justice Capital goals fit well with Renewable Nations, focused on serving minorities and underrepresented communities, and encouraged people to look at the Okinawa Institute of Science and Technology website, which is involved in the concept proposal.

## **IV. Public Comment**

No public comment at this time.

## **V. Action Items (6:30 p.m. estimate)**

### **1. Consent Agenda**

- a. Review the April 12, 2022\* and April 26, 2022 meeting minutes. \*

**Proposed action:** Approve the consent agenda.

Rodger Schmitt made a motion to approve. Eva Weber seconded. **Unanimously approved.**

### **2. Motion to Rescind Glamping Resolution**

- A. Staff presentation
- B. Board clarifying questions
- C. Board discussion
- D. Board liaison comments

**Proposed action:** Motion to rescind Resolution 22-12\* (authorizing the Executive Director to make a finding of the existence of an emergency, which the PDA faces with regard to immediate completion of the glamping project.) and direct the Executive Director to assess

options and make a recommendation on a course of action at the June regular meeting.

Timmons explained that due to several factors he recommends rescinding the emergency order and pausing new developments in the glamping project. Hospitality is not ready to take over the project this summer and the cost of completing the accommodations exceeds the \$600,000 the PDA has to spend. Timmons gave a brief recap of the project history and said there was a miscalculation in terms of expected profits based on the original project plan. The PDA will review the project history and accompanying documents in more depth at the June meeting. Board members and liaisons asked questions about the decision-making time frame, hospitality's readiness and involvement, and the impact to the PDA's debt payments.

David King stated that providing accommodations is part of the PDA's master lease and is not solely a fundraising endeavor. Board members expressed interest in hearing directly from Hospitality on this topic moving forward. Heron Scott encouraged transparency with partners and public as decisions are made.

Eva Weber made a motion to approve. Celeste Tell seconded. **Unanimously approved.**

### **3. Authorize contract with Dave Peterson\***

- A. Staff presentation
- B. Board clarifying questions
- C. Board discussion
- D. Board liaison comments

**Proposed Action:** Motion to authorize the Executive Director to enter into a professional services agreement with Dave Peterson, PE for capital project support not to exceed \$30,000.

David Timmons explained that this motion would allow him to get some help managing the minor projects that need to be completed, including the Makers Square courtyard, a capital projects list for the preservation funds (\$750,000 awarded by the legislature), and the glamping project. Peterson understands the public procurement process very well and has a history of successful working relationships.

Board members asked about the time frame for the contract as well as the hourly rate. Timmons said it would be 5-10 hours of work/week. Peterson would report to Timmons and they are currently discussing his hourly rate.

Celeste Tell made a motion to approve with the following amendment: "an hourly rate not to exceed \$125/hour with a cap of \$30,000." Eva Weber seconded. **Unanimously approved.**

### **4. Fort Worden Hospitality MOU\***

- A. Staff presentation
- B. Board clarifying questions
- C. Board discussion
- D. Board liaison comments

**Proposed Action:** Motion to accept the modified terms of the MOU with Fort Worden Hospitality addressing assignment of liabilities and assets in relationship to the Concession Services Agreement transferring hospitality services from the FWPDA to Fort Worden

Hospitality.

David Timmons said the PDA met with Hospitality recently to discuss the final reconciliation and transfer of the liabilities on advanced deposits. Hospitality is still evaluating and had not returned documents in time for the meeting. David King mentioned having a representative from hospitality present for this future discussion.

**5. Executive Director Evaluation Process\***

- A. Staff presentation
- B. Board clarifying questions
- C. Board discussion
- D. Board liaison comments

**Proposed Action:** Motion to direct the Chair to begin implementation of the process to conduct an evaluation of the Executive Director's performance.

David Timmons said he had discussed with the Chair and Vice Chair developing a process for evaluating the Executive Director. He outlined the following process: the Board Chair sends evaluations to board members, they fill out and return to the Chair, the Chair compiles them into a single document that is shared in an Executive Session, with board consensus ED is invited to Executive Session to hear feedback, then full report is shared in a public meeting, with the completed evaluation a public record. Heron Scott asked about incorporating public and stakeholder feedback of the ED. David King and David Timmons said board members should be reaching out to people to gather opinions and feedback that they will then incorporate into their evals.

Eva Weber made a motion to approve. Torie Brazitis seconded. **Unanimously approved.**

**VI. Public Comment**

No public comment at this time.

**VII. Next Board Meeting**

Tuesday, June 28, 2022 at 5:30 p.m.

**VIII. Executive Session—Potential litigation**

No action will be taken.

The board went into executive session at 7:00 p.m.

**IX. Adjourn (8:00 p.m. estimate)**

The meeting was officially adjourned at 7:45 p.m.

*\*Topic involves documents in agenda packet*