



Approved Board of Directors Special Meeting Minutes
Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)
Tuesday, January 24, 2023 | 5:30 p.m.
Commons B + Zoom
fwpda.gov

To join the meeting remotely:

<https://us06web.zoom.us/j/88017068885?pwd=UTIWcHQxRzFhTFc0bWlOeGRwUkFuZz09>

Via dial-in:

+1 253 215 8782

Webinar ID: 880 1706 8885

Passcode: 576611

Action Summary

- ❖ Motion to approve the consent agenda. **Unanimously approved.**
- ❖ Motion to approve the two agreements for Ground Maintenance and Deferred Maintenance funding as presented, and allowing for minor non-material edits with the State Parks and Recreation Commission, subject to attorney review. **Unanimously approved.**
- ❖ Motion to distribute Strategic Directions document to organizations who participated in the Advance workshop for review and feedback (1 week), concurrently create committee to review and incorporate feedback and return to group (2 weeks), David King will appoint committee members. **Unanimously approved.**
- ❖ Motion to authorize the Executive Director to adjust payroll for cost of living in the amount of 8.7% for current employees. Unanimously approved.
- ❖ Motion to authorize the Executive Director to execute contracts for Personnel Services for CPA, Accounting Services and Communication Services consistent with the budget authorization. **Unanimously approved.**
- ❖ Motion to Authorize the Executive Director to execute contracts for Consultant Services for Architectural Review, Lobbying Services, Legal Services and Audit Services consistent with the budget authorization. **Unanimously approved.**
- ❖ Motion to Authorize Resolution 22-17 A Resolution of the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority Adopting the Schedule of Regular Meetings for 2023. **Unanimously approved.**

Meeting Agenda

I. Call to order (5:30)

The meeting was called to order at 5:37 p.m.

II. Roll Call

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

Board Liaisons: Rob Birman, Libby Wennstrom

PDA Staff: David Timmons, Becky Wagner, Jeannie McMacken, Meriden Vitale

State Parks Representatives: Ken Bounds, Mike Sternback, Jon Crimmins, Daryl Hopkins, Brian Hagemann,

Attendees: Aislinn Diamanti, Janine Anderson, Matt Gurney

III. Reports

A. Finance Reports

- a. Profit & Loss*
- b. Balance Statement*
- c. Cash Flow*
- d. Current Accounts Payable*
- e. Status of Line of Credit

Treasurer John Begley introduced the finance reports and reminded the board that direct comparisons between 2021 and 2022 are challenging due to the split with hospitality. He reviewed the work completed throughout 2022 including the financial audit from 2020, the bonds were restructured and consolidated, Makers Square accounting completed, and long-term leases were signed with partners.

Becky Wagner reviewed specifics from Profit & Loss (partner leases reduced due to the addition of building maintenance, increase in utility costs, and new accounts), Balance Sheet (Makers Square owes PDA reimbursements for construction, 2400 Notes Payables is the line of credit borrowed to pay current expenses, bond payments are due December '23), and Cash Flow.

David Timmons said the finance reports format will change since the PDA is no longer associated with Hospitality and the PDA will move to cash basis reporting. Torie Brazitis commented that this is a transitional budget and not sustainable for the long term.

Becky Wagner reviewed Accounts Payable and said the PDA owed \$386,000 as of January 20, 2023. Three invoices from hospitality: fire inspection repairs, grounds maintenance, and ADA ramp rental. Hospitality owes PDA \$51,000 for reimbursements for utilities. She said there is still back and forth billing between the two groups.

There was no Accounts Receivable in the packet but David Timmons provided some background on current A/R aspects.

David Timmons said the PDA has used \$191,000 of the \$250,000 available in the line of credit.

B. Executive Director's Reports

- a. Update on Legislative Capital Ask

David Timmons provided an update on the legislative capital ask—\$6.1 million (of \$32 million ask) has been earmarked by the governor's budget for Fort Worden, which will go towards the fiber backbone and campus alarm system, over a two-biennium time period. He also submitted an \$8 million ask of which \$1 million was approved from the capital budget. He said Rep. Theringer has asked for a

submission based on workforce housing and Timmons will bring this forward in February to discuss.

IV. Public Comment

Rob Birman passed around a handout about the history of Centrum (included in the posted agenda packet).

V. Action Items

1. Consent Agenda

- a. Review the November 29, 2022 Meeting Minutes*
- b. Accounts Payable

Proposed action: Approve the consent agenda.

Celeste Tell moved to approve the consent agenda, Eva Weber seconded. **Unanimously approved.**

2. Opportunity for dialogue with State Parks

- a. Staff presentation
- b. Board clarifying questions
- c. Board discussion
- d. Board liaison comments

David Timmons said this was a chance to have a dialogue between board members and state parks officials about the current state of affairs and how to continue working together. Discussion included partner investment with private funds, the unique public/private partnerships that happen at the fort, and all agreed that there needs to be a sustainable vision for the fort.

3. Contracts with State Parks – Grounds Maintenance and Deferred Maintenance*

- a. Staff presentation
- b. Board clarifying questions
- c. Board discussion
- d. Board liaison comments

David Timmons said Parks has agreed to contribute a one-time amount of \$150,000 towards grounds maintenance for 2022. The contract includes an admin fee for the PDA. There is also a contract for \$750,000 appropriation that will be in effect as of July 1, 2022, any expenses after that date will qualify. The money will need to be contractually obligated by June 30, 2023. Timmons said he will look for this in future funding cycles as well. Discussion included how to prioritize projects and funds, plans for maintenance beyond these funds, and additional capital requests. Eva Weber made a comment to suggest the attorneys review the contract.

Proposed action: Authorize the Executive Director to execute the two agreements for Ground Maintenance and Deferred Maintenance funding as presented and allowing for minor non-material edits with the State Parks and Recreation Commission.

Brad Mace made a motion to approve the two agreements, subject to attorney review. Eva Weber seconded. **Unanimously approved.**

4. Report and Recommendation on Collective Findings from the Fort Worden PDA and Fort Worden Partners Advance(s)*

- a. Staff presentation

- b. Board clarifying questions
- c. Partners clarifying questions
- d. Board discussion
- e. Board liaison comments

David Timmons said this was a carryover from the December meeting, which was cancelled. The Advance Review and Workshop took place on Jan. 18, 2023. The board discussed how to develop the strategic directions document, who should receive the document, tribal involvement, and ultimately agreed to create an ad hoc committee to meet, review partner and board feedback, and create a narrative summary to bring back to the group.

Proposed action: ~~Authorize the adoption of the findings and recommendations and direct the Executive Director to begin the implementation of actions and to regularly report to the Board on the status of those actions.~~ Move to distribute Strategic Directions document to organizations who participated in Advance workshop for review and feedback (1 week), concurrently create committee to review and incorporate feedback and send back to group (2 weeks); Chair David King will appoint committee members.

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

5. 2023 Budget Implementation

- a. Review and authorization of 2023 Staffing Duties, Work Plan and Compensation
 - i. 2023 Administrative staffing and COLA compensation
 - ii. The Finance and Audit Committee passed a motion to recommend to the board a COLA of 8.7% effective 1/1/23
 - b. Authorization of Contracts – Personnel Contract Services
 - i. CPA Services
 - ii. Accounting Services
 - iii. Communications Services
 - c. Authorization of Consulting Services Contracts – Consulting Services
 - i. Architectural Review Services
 - ii. Lobbying Services
 - iii. Legal Services
 - iv. Audit Services
 - d. Annual Authorizations
 - i. Public Meeting Notice, date and time for regular meetings (Resolution 22-17)*
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- a. Staff presentation
 - b. Board clarifying questions
 - c. Board discussion
 - d. Board liaison comments

David Timmons explained the above budget implementation needs. The board agreed to discuss each individually.

Proposed action: 4 actions: Compensation of employees, contract authorization for Personnel Services and Consulting Services, and Resolution 22-17 for 2023 Board Schedule

Motion: Authorize the Executive Director to adjust payroll for cost of living in the amount of

8.7% for current employees.

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

Motion: Authorize the Executive Director to execute contracts for Personnel Services for CPA, Accounting Services and Communication Services consistent with the budget authorization.

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

Motion: Authorize the Executive Director to execute contracts for Consultant Services for Architectural Review, Lobbying Services, Legal Services and Audit Services consistent with the budget authorization.

Brad Mace made a motion to approve, Celeste tell seconded. **Unanimously approved.**

Motion: Authorize Resolution 22-17 A Resolution of the Board of Directors of the Fort Worden Lifelong Learning Center Public Development Authority Adopting the Schedule of Regular Meetings for 2023.*

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

VI. Public Comment

No public comment at this time.

VII. Next Board Meeting

Tuesday, February 28, 2023 at 5:30 p.m. BLDG 210 Commons B, Fort Worden

VIII. Adjourn

The meeting was adjourned at 8:07 p.m.

**Topic involves documents in agenda packet*