



**Approved Board of Directors Meeting Minutes**  
**Fort Worden Lifelong Learning Center Public Development Authority (FWPDA)**  
**Tuesday, April 25, 2023 | 5:30 p.m.**  
**Commons B + Zoom**  
**fwpda.gov**

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**Remote access:**

<https://us06web.zoom.us/j/81551312758?pwd=Vmd5cjlicVVmdjFRcDNaZlBTMS9FQT09>

**Via dial-in:**

+1 253 205 0468

Webinar ID: 815 5131 2758

Passcode: 602897

\*9 to raise hand to speak

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**Action Summary**

- ❖ Motion to approve the consent agenda with two edits (changing “postponed to next meeting” to “postponed” in the Feb. 28 minutes and adding a note about technical issues to the Executive Session in the March 28 minutes). **Unanimously approved.**
- ❖ Motion to authorize the Executive Director to establish a new checking account titled Billing Escrow Account with Kitsap Bank. **Unanimously approved.**
- ❖ Motion to authorize and affirm the Executive Director’s signature and acceptance of the Dept. of Commerce Grant CCF/Capital Programs Contract Number: 20-96627-302 in the amount of \$712,000 gross and net to be awarded \$697,000. **Unanimously approved.**
- ❖ Motion to authorize the Executive Director to execute separate Interlocal Agreements with the City, PUD, and County consistent with the terms and forms attached. **Unanimously approved.**
- ❖ Motion to authorize and affirm the contract for grounds maintenance with Northwest Landscaping Services that the Executive Director has already signed. **Passed 4-2.**

**Meeting Agenda**

**I. Call to order (5:30)**

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

**II. Roll Call**

**Board Members:** Brad Mace, David King, Eva Weber, John Begley (Chair of this meeting), Rodger Schmitt, Torie Brazitis

**PDA Staff:** David Timmons, Brianna Mariani, Jeannie McMacken (contract communications), Meriden Vitale (minute taker)

**Liaisons:** Rob Birman, Libby Wennstrom

### III. Consent Agenda

- a. Review February 28, 2023 meeting minutes\*
- b. Review March 28, 2023 meeting minutes\*

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

Eva Weber made a motion to approve the consent agenda with two edits (changing “postpone to next meeting” to “postponed” in the Feb. 28 minutes and adding a note about technical issues to the Executive Session in the March 28 minutes), Brad Mace seconded. **Unanimously approved.**

### IV. Public Comment

No public comment at this time.

David Timmons made a recommendation to hold a special meeting on May 4<sup>th</sup> to review finance reports and go over the PDA’s financial situation in more depth. This would be a public meeting, and recorded, and Timmons offered to speak with board members who were unable to attend. John Begley said they would schedule the meeting.

### V. New Business

#### A. Appointment of Vice Chair

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

**Proposed action:** Motion to approve the nomination and appointment of \_\_\_\_\_ to complete the term of Vice Chair.

John Begley said the board needs to appoint a new vice chair and that Celeste Tell has been asked and has agreed to take the position. Since she was not at the meeting, taking action on her appointment was postponed to the May meeting.

#### B. Kitsap Bank Motion to add new account

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

David Timmons said that the new bank account would be used to manage funds that are collected for reimbursements, so that they would not be comingled with operating funds and serve as an additional internal control.

**Proposed action:** Motion to authorize the Executive Director to establish a new checking account titled Billing Escrow Account with Kitsap Bank.

Eva Weber made a motion to approve, David King seconded. **Unanimously approved.**

**C. Department of Commerce Grant Authorization (available on website)**

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

David Timmons said he executed the grant to avoid delay and he would like the board to affirm his signature so that their action would be on the record. He said this grant began several years ago (2018) with the prior board and was to reimburse the PDA for expenses incurred related to Makers Square. There have been other delays with the grant since.

Rodger Schmitt expressed concern about Timmons signing the contract prior to board approval. Brad Mace suggested talking about any issues with grant authorization process at the board's next work session.

**Proposed action:** Motion to authorize and affirm the Executive Director's signature and acceptance of the Dept. of Commerce Grant CCF/Capital Programs Contract Number: 20-96627-302 in the amount of \$712,000 gross and net to be awarded \$697,000.

David King made a motion to approve, Brad Mace seconded. **Unanimously approved.**

**D. Interlocal Agreements Authorizations\***

1. City\*
2. PUD\*
3. County\*

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

Timmons described Interlocal Agreements (ILAs) between government entities and the reason for having them—the PDA and State Parks lack specialized equipment and personnel to tackle issues with infrastructure (ex. water and sewer) and emergency events. General terms set out a cost for service with some flexibility as well for payments and contributions. He said the ILA with the PUD would assist with putting in the fiber backbone on campus. He said the attorney has reviewed them.

**Proposed action:** Motion to authorize the Executive Director to execute separate Interlocal Agreement's with the City, PUD, and County consistent with the terms and forms attached.

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

**E. Grounds Maintenance Contract Authorization (needs ratifying)\***

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

Timmons said that for 2023 it was agreed that the contract for grounds maintenance would go through the PDA and the PDA would then directly contract for reimbursement from the state. He said there was

difficulty finding a contractor to perform the work. The contract is with a landscaping company that was recommended to hospitality and is for \$15,000 of work/month.

Timmons said he signed the contract before the board meeting due to the seasonal nature of the work and that Hospitality was requesting his signature before this board meeting was to be held. He said he executed the agreement subject to the board's ratification. He said he is in active negotiations with State Parks for a maintenance agreement in 2023, which would need to go before the Park's Commission in July. If Parks does not come through the PDA would need to look at adding this to a common area cost. (Grounds maintenance was handed to the PDA in 2018 and therefore Parks no longer has the staff or equipment to do the work in house.) He said they will need to look at a funding mechanism for this, to be discussed at the special meeting, and would confer with partners.

Rodger Schmitt expressed concern that Timmons signed the contract prior to bringing it to the board and asked about hiring in house labor to reduce costs. Timmons said hiring is difficult in the area, especially landscaping.

Torie Brazitis asked about the cost of last year and the need for a full year contract; Timmons said it was \$113,000 for about 4-5 months in 2022. She said she was uncomfortable with the lack of options before the board.

Brad Mace expressed concern about the funds needed for this contract and asked about scaling back the areas maintained, the sustainability of the work and equipment, and emphasizing local labor. He also asked about the ability to cancel the contract.

Libby Wennstrom asked about the revenue stream to cover this.

Timmons said he would be looking to create a formula that included recovery of all common area fees (which this would be) and that ideally grounds maintenance would be paid out of a direct contribution from Parks. If Parks doesn't come forward, then this would be applied to the common area fee for all partners.

David King mentioned this is a reimbursable cost for the PDA.

Aislinn Diamanti, from Fort Worden Hospitality, spoke to the process behind the grounds maintenance contract and said their studies found that this contract is less expensive than doing the work in-house, including equipment purchases. Timmons said while discussing the contract with Hospitality that it was agreed to have the PDA hold the contract since the PDA would have the best opportunity to seek reimbursement from the state. Matt Gurney also spoke to the selection process and said they were lucky to have one vendor bid on the contract.

Timmons said he understands the concerns for hiring outside labor and that he is looking for solutions to keeping the fort viable. He said he felt this was the best solution with the time and options they had under the current circumstances and said the PDA remains lean in resources and capacity.

Torie Brazitis asked what resources the PDA needs to be viable—she said she would like to see Timmons have support in contract administration and to see a range of options for contracts like this. She asked about alternatives for the 2024 grounds contract. Timmons said he is currently talking with Parks about them taking over grounds maintenance in 2024 and that they need time to buy equipment and prepare to assume the responsibility; they could also choose to outsource it directly. He said analysis and recommendation for next year would come back before the board in the fall.

In response to questions from Brad Mace, Timmons said that the ultimate goal is to get Parks to cover the grounds maintenance costs so there would be no pass through to the partners or the PDA. Libby Wennstrom asked if this was a line item in the budget that the board saw last year; Timmons said no, at that time it was under Hospitality. David King said the PDA's finances are complicated with the reimbursements and pass throughs with partners on campus and so even reimbursable costs can present a cash flow issue.

Discussion also included the common area costs and who is responsible for maintenance and how costs are allocated between partners, Parks, and PDA.

**Proposed action:** ~~Motion to authorize and affirm the Executive Director to enter into a service contract for Grounds Maintenance with Northwest Landscape Services.~~

Motion to authorize and affirm the contract for grounds maintenance with Northwest Landscaping Services that the Executive Director has already signed.

Brad Mace made a motion to approve with the above edits, Eva Weber seconded. Four approved, two opposed. **The motion passed 4-2.**

## **VI. Reports 1:40 mins**

### **A. Pest Control Contract**

Timmons said this was in discussion between Parks and the partners to provide common pest management, rodents primarily. It is a fee per building.

### **B. Status of \$200,000 2022 Maintenance Contract**

1. Current and Pending A-19

Timmons said all the A-19 obligations have been submitted and are awaiting reimbursement. He anticipated receiving funds later in the week. It will be used to pay hospitality for money spent on grounds maintenance in 2022 as well as \$35,000 to the PDA.

### **C. Status of \$750,000 Preservation Contract**

1. Previous Pre-paid reimbursable expenses
2. Campus Tech Contract Authorization
3. Commons Boiler/Chiller Contract Authorization

Timmons said he is looking at a proposal for a tech contract to upgrade the internet as part of the emergency management systems throughout the campus. The money would also be allocated the boiler/chiller at the commons that needs interim repairs before the district heating plan is in place. He said he would bring these items to the board at the next meeting for review.

### **D. Status of Makers Square Flood Damage**

Timmons said he would have a final report on the uninsured loss costs at the next meeting. He said the buildings are back online and in use since March 1<sup>st</sup>.

### **E. Status of AP/AR**

Timmons said Bri has done a tremendous amount of work to update the AP and AR and would go over these in more depth at the special meeting.

**VII. Public Comment**

No public comment at this time.

**VIII. Next Board Meeting**

Work Session: May 9, 2023 at 5:30 p.m.

Suggested topics?

Board Meeting: Tuesday, May 23, 2023 at 5:30 p.m. Fort Worden Commons B 200 Battery Way

**IX. Adjourn**

The meeting was adjourned at 7:26 p.m.

*\*Topic involves documents in agenda packet*