

# MINUTES

## Edmonds Public Facilities District Board of Directors Special Meeting January 4, 2018

The Edmonds Public Facilities District Board meeting convened at 7:39 a.m. in the Edmonds Center for the Arts Green Room, 410 4<sup>th</sup> Avenue North, Edmonds.

### **EPFD Board Members Present**

Larry Ehl, Vice President  
Marla Miller  
Kevin McKay

### **EPFD Board Members Absent**

Mike Popke, President  
Patrick Mulva

### **ECA Staff Present**

Joseph McIalwain, Executive Director  
Matt Keller, Director of Operations

### **City Staff Present**

Scott James, Finance Director (Ex-Officio)

### **Other Guests Present**

Tom Mesaros, City Council Liaison

#### **1. Call to Order**

Board Vice President Ehl called the meeting to order.

#### **2. Board President's Comments**

#### **3. Approval of Minutes – N/A**

#### **4. Approval of Disbursements – N/A**

#### **5. PFD Board Business**

- **Approve Selection of Bond Counsel**

Mr. Keller reviewed the base bid, fees and qualifying criteria for the three bid respondents, Foster Pepper, Pacifica, and Kutak Rock LLP. He relayed reference checks are still underway, but thus far all are very positive. He recommended Foster Pepper based on price and reference response. Board Member Miller pointed out Foster Pepper represents the City of Edmonds; as the process will like include renegotiation of the Contingent Loan Agreement (CLA), Foster Pepper would be unable to represent both parties.

Discussion followed regarding Foster Pepper's potential conflict of interest, Kutak Rock's out-of-state travel fees, Pacifica's disclosure counsel fee, Marc Greenough's (Foster Pepper) experience with PFDs, choosing bond counsel that could represent the EPFD throughout the entire process, and past involvement of Alice Ostdiek (formerly with Foster Pepper and now with Stradling) in the City's bond refinancing. The Board requested staff, 1) clarify fees with Pacifica, 2) inquire with Foster Pepper about the potential conflict of interest, and 3) email board members their findings.

It was agreed to schedule a special meeting on February 10 at 7:30 a.m. to consider selection of bond counsel.

A brief discussion followed regarding the opportunity to present to the City Council Finance Committee meeting on January 9 to discuss the City's participation in the bond refinancing. It was agreed not to present to the Finance Committee until bond counsel is selected.

**6. Executive Session Per RCW 42.30.110(g) to Review the Performance of a Public Employee**

- **Performance Appraisal of Executive Director for FY 2017**

The executive session was postponed to the January 10 EPFD Board meeting.

**7. New Business**

**8. Adjourn**

The meeting was adjourned at 8:09 a.m.

**Next EPFD Board Meeting: Thursday, January 25, 2018 - 7:30 AM**

**ACTION ITEMS:**

1. Regarding selection of bond counsel
  - a. Clarify Pacifica's fee structure
  - b. Inquire with Foster Pepper about the potential conflict of interest
  - c. Email board members staff's findings
2. Schedule a special meeting on February 10 at 7:30 a.m. to consider selection of bond counsel to include an executive session to review performance of a public employee