

MINUTES

Edmonds Public Facilities District Board of Directors Meeting November 16, 2017

The Edmonds Public Facilities District Board meeting convened at 7:35 a.m. in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds.

EPFD Board Members Present

Larry Ehl, Vice President
Marla Miller
Patrick Mulva

EPFD Board Members Absent

Mike Popke, President
Kevin McKay

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

Board VP Ehl relayed he requested agendas include an estimated time for each agenda item.

3. Approval of Minutes

- **October 12, 2017**

**BOARD MEMBER MILLER MOVED TO APPROVE THE MINUTES OF OCTOBER 12, 2017.
BOARD MEMBER MULVA SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

- **October 20, 2017**

**BOARD MEMBER MULVA MOVED TO APPROVE THE MINUTES OF OCTOBER 20, 2017.
BOARD VICE PRESIDENT EHL SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

- **October 26, 2017**

**BOARD MEMBER MULVA MOVED TO APPROVE THE MINUTES OF OCTOBER 26, 2017.
BOARD MEMBER MILLER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

4. Approval of Disbursements – None

Mr. McIalwain advised the Admin/Finance Committee will review the disbursements at their meeting tomorrow and recommend approval by the Board at the next meeting.

5. PFD Board Business

- **City Council Presentation – Tuesday, November 21, 2017 – 7pm**

Board members reviewed the draft presentation and provided input.

- Include organizational structure and relationship between PFD and the City (graphic presentation)
- Include the presentation in the Council packet
- Include supplemental information in an appendix
- Introduction by Chair Popke and introduce PFD and ECA Board Members
- 10 minute presentation followed by Q&A
- Include list of PFD and ECA board members in appendix

Mr. McIalwain will provide board members the final presentation. Council President Mesaros advised that a request to the Council to partner in refinancing the bonds can go directly to the Council.

- **Roof Replacement Project – Update re: Bids**
 - **Potential Action: Bid Acceptance**

Mr. McIalwain said the Facilities Committee is reviewing the roof bids; he expected bid acceptance to be scheduled on an upcoming Board agenda.

- **Boiler Software Replacement**

Mr. McIalwain explained the 10-year old software controlling the HVAC is outdated and beginning to fail and needs to be updated. An existing computer will be relocated to manage the software. The cost of software, setup and training is approximately \$8700. The Facilities Committee discussed the software replacement as well as the Historic Preservation Fee; the goal was to establish next year's budget based on fees collected this year. Recognizing the 2017 budget constraints, the Facilities Committee requested the PFD Board release \$8700 from fees collected to date to purchase the boiler software.

Discussion followed regarding how the purchase would affect the budget, delaying the purchase until January, whether delaying the software purchase/installation would create an emergency, issues that will be addressed by the new software, and mechanical issues with the HVAC.

Board members requested the following:

- Investigate the cost of annual license and/or updates
- Determine whether a budget extension would be required
- Board Member Miller requested further information regarding the software proposed to be purchased

It was agreed to delay this item until the December 14 meeting. Staff to present a plan of action and to provide the additional information requested by the Board.

6. Executive Report / Steering Committee

- **November Staff Report – Questions, Comments?**

Board Members were invited to contact Mr. McIalwain with any questions/comments.

- **Refinancing of 2008 Bonds – Update**

Mr. Mclalwain advised an RFP for bond counsel has been prepared and was reviewed by Board Member Miller. Pending final edits, the RFP is ready to be published. In addition to publication, he welcomed input regarding potential vendors to whom the RFP could be provided.

- **Strategic Planning Process – Update**

Mr. Mclalwain relayed the Audience Survey is available now; over 100 have been returned to date. The consultant described the planning process to the task force as well as information they gleaned from focus groups and individual community interviews. The December 9 joint Boards/staff retreat will include a presentation by the consultant as well as early survey returns.

7. Administration & Finance

- **FY 2017 – Projected Year-End Operating Performance**

Mr. Mclalwain relayed initial figures have been prepared but need to be further refined; the 2017 projected year-end operating performance will be presented to the Admin/Finance Committee at their meeting tomorrow.

- **Initial Draft – FY 2018 Budget**

Initial figures have been prepared but need to be further refined; the 2018 draft budget will be presented to the Admin/Finance Committee at their meeting tomorrow.

8. Development

- **Resource Development Report**

Mr. Mclalwain relayed contributed revenue is less than budgeted due to the shortfalls in the Gala and Center Stage. The 2017 budget for contributed revenue is \$1.060 million; Development staff's projections for year-end revenue are approximately \$975,000.

- **Year-End Fundraising Efforts – Board Involvement**

Mr. Mclalwain provided year-end gift appeals for board members to provide personal notes and distribute to friends. Discussion followed regarding other potential fund raising initiatives.

9. Marketing & Programming

- **Ticket Sales Report**

Mr. Mclalwain reviewed the Ticket Sales Report, commenting on sponsorships, net positive position for the season, and the mid-season brochure and announcement of an additional show.

10. Accessibility & Inclusion

Mr. Mclalwain encouraged board members to attend the pre-show reception for Lil Buck & Jon Boogz. Discussion followed regarding marketing/messaging opportunities for important artists

even if the show is sold out, marketing classical performances to the Seattle community, promoting and generating audience for challenging shows, and how shows resonate with specific communities.

Board VP Ehl reported on the Accessibility & Inclusion Committee's presentation to the City's Diversity Commission:

- Invitation to the reception and request to identify any people missing from the invite list
- Expressed interest in opportunities for collaboration between the committee and the commission including member awareness and training
- Agreed to an annual joint meeting
- Diversity Commission Pat Valle volunteered to be a liaison to the Accessibility & Inclusion Committee

11. Facilities & Operations

12. New Business

Board VP Ehl commented on a recent article that stated 80% of corporate boards have not discussed sexual harassment. The ECA has a policy in the personnel manual; there may be an opportunity to clarify the reporting procedures. He also suggested consideration be given to the PFD Board President sending a message to staff regarding harassment, reporting procedures, etc.

13. Adjourn

The meeting was adjourned at 9:11 a.m.

Next EPFD Board Meeting: Thursday, December 14, 2017 7:30 AM

ACTION ITEMS:

1. At December 14 meeting, staff to present a plan of action with regard to the boiler software replacement as well as provide additional information the Board requested
2. Approval of 2018 budget at December 14 meeting
3. Clarify sexual harassment reporting procedures in the personnel manual and consider a message from the PFD Board President to staff regarding harassment, reporting procedures, etc.