

NBPDA
Meeting Minutes
11/01/2017 6:30 PM
102 CBD Mall #3

Call to Order- 6:40pm

Roll Call- President Mike Baker, Alternate Dan Smith, Executive Director Robyn Legun, Legal Counsel Teunis Wyers, Administrative Assistant Hannah Settje, Treasurer Adam Schaeffer, Public member, Fern Armstrong.

Agenda Changes- Addition of report on status of 484 LLC by legal counsel.

Board Comments- None

Manager's Report- Discussion on income/loss with sales down 21% the past month, possibly because of forest fires and new competition. Expenses are down \$39,000 after September, payroll and product expense have dropped. Preliminary October numbers are down as well. There is not enough data for the 2018 budget as of yet.

Board should expect sales and spending to go down. Short discussion on impacts of reduced tourism in area. Adam had some questions on margins and Robyn will provide in-depth analysis towards the end of 2017.

Discussion on needed changes for State of Washington policy and laws. Suggestions to make direct contact with the state government and legislation to speak about PDA.

Discussion about last years profit and projections for this year. Employee hours in the shop have been reduced and budget for buying have been lowered, also there is no state audit this year.

Discussion on spending some of budget in November because of state inventory systems was not launched on time and our inventory system will not allow new deliveries after certain date.

Finance Report- SEE MANAGER's REPORT

AGENDA CHANGE- Report from Teunis about 484 Evergreen LLC. LLC is dormant and waiting on a need. Basic construction of the LLC needs to be cleaned up and fixed. Problems were listed and Teunis will bring the suggested changes at the next meeting. Short discussion on a marketing LLC and using 484 Evergreen for this purpose.

Comments from Teunis on the huge improvement to the debt situation with PDA, short discussion by Board on loans and what has been paid off so far this year. Discussion on goals for 2018 to pay off another loan with profits and how we used all profits from 2016 to pay off loans and make contributions to the city.

Old Business

PROPOSED COMMUNITY DAY, Revise Resolution 3.50- Resolution (adopted July 19, 2017) stated to have a community day with proceeds from store to go to City of North Bonneville. The community day was canceled because of forest fires. Resolution was reviewed by legal counsel and decided to be canceled.

MARKETING DISCUSSION- Discussion on setting up an LLC that is government owned to sell marketing products, excluding cannabis products. Discussion on having legal counsel write charter and bylaws for new LLC. Short discussion on money to start LLC and how the structure of the LLC would work. Will not use for profit but for marketing tool for store, so possibly use some of the marketing budget for start up.

Steps for starting the LLC:

1. Name- Teunis will register a business name with the state. Short discussion on names.
2. Articles of organization will be filed after name.
3. Apply Tax ID number
4. Open a bank account
5. Adopt a charter/ bylaws.

Vote to begin the process of a separate marketing LLC. Dan motioned to approve, Adam 2nd motion, unanimous approval to begin process.

ADOPT NEW OPERATING PROCEDURES, Resolution 3.10 (re-visited)- Resolution 3.10 was tabled at April 2017 meeting for further discussion. Presentation of preliminary application and policies. Discussion of drafts of each document with explanation of what they are and how the PDA could disburse grants to community non-profits.

Edits on document:

102.B "*or none included*" to be added

102.C.b "*Funds will continue to accrue*" to be added. Also "*profit*" needs to be changed to net income or something similar, Robyn will confirm with the CPA to decide the exact wording

102.D.a discussion on if only 1 person should be able to disburse for emergency.

Also there needs to be a limit on amount of funds. The limit agreed upon is \$3,000.

Section 102 needs editing with some wording issues.

Discussion on who we can give funds to, with inter local agreements and non-profits.

Presenting Draft application and policies will be reviewed by Board at next meeting.

Dan motioned to approve Resolution 3.10 as amended at this meeting. Adam would like to see the changes before approval, Board reviewed edits of documents again, Adam 2nd motion, unanimous approval to adopt Resolution 3.10.

New Business

CONSENT AGENDA: Minutes, Invoices, Payroll for July, August, September 2017- Adam motioned to approve consent agendas for each month, Dan 2nd motion, unanimous approval.

REVISE 2017 BUDGET, Resolution 3.60- Line items to be changed for revision:
Legal services increase to \$9,000 from \$6,000.

Intergovernmental Service to Board increase to \$6,00 from \$3,000 (charitable donations)

Dan motioned to approve the 2017 revised budget as presented, Adam 3rd motion, unanimous approval.

ADOPT 2018 BUDGET, Resolution 3.70- Discussion on some line items that we revised from preliminary budget, Adam moved to approve 2018 Budget as presented, Dan 2nd motion, unanimous approval of 2018 Budget

MARKETING CHARTER REVIEW – Already discussed in Old Business

CONTRACT FOR WINTER MAINTENANCE, Resolution 3.80 – Shop needs to have someone on call for winter maintenance, plowing, ect. There is a budget line item already in place for this work. Discussion on costs. Robyn has already been granted authority to hire for maintenance issues without a resolution, so Resolution 3.80 has been unanimously dissolved.

SET NEXT MEETING DATES - Wednesday, February 07th, 2018, 6:30pm

Public Comment- None

Closing Board Comments- Adam would like a recap on paying independent contractor, Mike explained situation, Teunis says legally all is well with situation, Board feels it is dealt with sufficiently.

Adjournment -8:53pm

Note: The public is always invited to attend meetings and the Board may adjourn to executive session in accordance with RCW 42.30.110 during any meeting.