

AGENDA
THURSDAY, April 16, 2026 – 12:00pm – 1:30pm
City Hall – Mayor’s Boardroom (2nd Floor), 210 Lottie Street

Meeting ID: 239 174 842 565 23 / Passcode: aK9x592N

CALL TO ORDER

ROLL CALL

OPEN PUBLIC COMMENT PERIOD

Citizens may speak informally to the Board on subjects not scheduled for public hearing. Each speaker is allowed a maximum of three minutes.

APPROVAL OF MINUTES

Action: Approve the October 30th, November 20th, and January 27th board meeting minutes.

AGENDA REVIEW

AGENDA:

1. BWPFD Administration and Financial Reports (*Andy Asbjornsen*)
 - a. Financial Review of fourth quarter of 2025.
 - b. **ACTION: Authorization of checks issued for fourth quarter of 2025.**
2. Capital Maintenance Planning and Cash Flow Analysis (*Tara Sundin*)
 - a. See Memo (attached)
 - b. **DISCUSSION ONLY – NO ACTION**
3. Review Proposed Amendments to Bylaws (*Dunham Gooding*)
 - a. Consider additional language to bylaws (page 2)
 - b. **ACTION: Approval of the Amended Bylaws**
4. Next meeting – July 16th

ADJOURNMENT

**MINUTES OF THE PUBLIC MEETING OF THE
BELLINGHAM-WHATCOM PUBLIC FACILITIES DISTRICT
THURSDAY, OCTOBER 30, 2025**

CALL TO ORDER

Dunham Gooding, President, called the meeting to order at 12:11 p.m.

• **ROLL CALL**

Members present: Dunham Gooding (President), Brent Walker, Bruce Tabb, Loraine Boland, Mark Asmundson, and Sati Mookherjee.

City Staff Present: Andrew Asbjornsen, Carol Rofkar, Forrest Longman, Heather Aven, Maria Coltharp, and Tara Sundin

Also Present: John van Keppel

OPEN PUBLIC COMMENT PERIOD

No public comment received.

APPROVAL OF MINUTES

Minutes for the July 17th and September 18th meetings were submitted for approval. Both sets were approved by general consensus.

BUSINESS

1. BWPFD Administration and Financial Report:

Andrew Asbjornsen reported that the sales tax revenue has a year-to-date balance of \$1,666,987.00. He noted the revenue is flattening out and there has really not been any growth. He shared a couple federal decisions that he feels may help incentivize construction and development.

Andrew Asbjornsen also provided a report on the 3rd quarter financials. He pointed out the new expense of \$1,150.00 and explained that is the membership due for joining the state-wide PFD. He summed up the report indicating the Board has received 75% of the budgeted revenue and have paid out 71% of the budgeted expenses.

MOTION: Mark Asmundson moved to approve and authorize the 3rd quarter checks. Bruce Tabb seconded. VOTE: ALL AYES (Motion passes 6-0)

2. 2026 Budget Presentation:

Andrew Asbjornsen shared that the budget for the PFD was included in the budget report for the full City. He reviewed each line and shared some specifics about where different figures were derived from.

Andrew Asbjornsen stated that the Board may want to consider pushing the \$1,000,000.00 out to 2027 if the debt can be refunded in 2026. He pointed out this could be one way to assist the cash flow for the roof repair at the Mount Baker Theatre.

MOTION: Mark Asmundson moved to approve the proposed budget for 2026 as presented. Bruce Tabb seconded. VOTE: ALL AYES (Motion passes 6-0)

3. Upcoming meeting topics:

Tara Sundin reminded the members of the capital obligations to both the Museum and the Theatre, and pointed out that work related to these obligations is what will come before the Board over the next six (6) months. She noted that depending on the financial needs of those two entities, there may not be additional funds available for “new” projects.

4. Election of 2026 Officers:

CHAIR NOMINATION: Bruce Tabb / Sati Mookherjee nominated **Dunham Gooding**

VICE-CHAIR NOMINATION: Sati Mookherjee / Bruce Tabb nominated **Mark Asmundson**

TREASURER NOMINATION: Mark Asmundson / Sati Mookherjee nominated **Loraine Boland**

SECRETARY NOMINATION: Sati Mookherjee / Bruce Tabb nominated **Brent Walker**

MOTION: All nominees accepted. There was a motion and second to approve the slate as proposed. VOTE: ALL AYES (*Motion passes 6-0*)

5. Approve Resolution for 2026 Meetings:

A resolution outlining the proposed meetings for 2026 was presented to the members for their review and approval. The meeting dates included: February 19th; April 16th; June 18th; August 20th; and October 15th.

MOTION: Bruce Tabb moved to approve the resolution. Mark Asmundson seconded. VOTE: ALL AYES (*Motion passes 6-0*)

6. Propose/Discuss topics for future meeting agendas:

Dunham Gooding stated that he would like to amend the bylaws to include language related to approving unanticipated expenses outside of a regular meeting. He read the language that he would like to have considered and the members will vote on the bylaws amendment at their next regular meeting in February 2026.

For the Good of the Order and Announcements:

Tara Sundin and Mark Asmundson shared some of what they experienced while attending the Association of WA PFD Conference.

Next meeting: *SPECIAL MEETING* on November 20, 2025 at the Lightcatcher Museum.

ADJOURNMENT

Dunham Gooding adjourned the meeting at 1:15 p.m.

Respectfully submitted,
Heather Aven, Administrative Supervisor

Final Minutes Approved:

Dunham Gooding, President

**MINUTES OF THE PUBLIC MEETING OF THE
BELLINGHAM-WHATCOM PUBLIC FACILITIES DISTRICT
THURSDAY, NOVEMBER 20, 2025**

CALL TO ORDER

Dunham Gooding, President, called the meeting to order at 12:00 p.m.

- **ROLL CALL**

Members present: Dunham Gooding (President), Bruce Tabb, Loraine Boland, Mark Asmundson, and Sati Mookherjee.

Members absent: Brent Walker

City Staff Present: Mayor Lund, Andrew Asbjornsen, Carol Rofkar, Heather Aven, Maria Coltharp, and Tara Sundin

Also Present: John van Keppel

OPEN PUBLIC COMMENT PERIOD

Mayor Lund addressed the members and explained how the City of Bellingham is handling the appointments to the various Boards and Commissions, as well as the rationale for the changes.

BUSINESS

1. Financial Update:

Andrew Asbjornsen suggested that the Board consider refinancing the PFD bonds alongside the bonds needing to be refinanced for the What-Comm Building. He indicated that would be happening in early 2026 – and stated that if interested, staff could bring a resolution before the members for consideration in January. He reviewed the potential cost savings that could be had over the next couple of years.

There was support for doing both processes at the same time to save on cost.

2. Presentation – Whatcom Museum:

Maria Coltharp provided a presentation on the history of the museum. She also shared the mission and the vision of the Whatcom Museum. She spoke to the statistics of some of the collections that have been featured, as well as the different spaces they were featured in.

Maria Coltharp shared some of the events that occur throughout the year at the Lightcatcher and highlighted the fact that this site is an education hub, an events center and a children's museum with an interactive gallery. She also shared some of the visitor statistics and the economic impact the Whatcom Museum has on the community.

Tara Sundin shared an overview on the partnership of the City of Bellingham, the Foundation of the Museum, and the Public Facilities District with regard to the operating, funding and lease agreements.

Carol Rofkar spoke to how the City of Bellingham supports the Museum through maintenance and custodial operations. She discussed the different capital needs needed from the most urgent, ones that are 5-10 years out, as well as others that won't be necessary for about 10-15 years.

Tara Sundin stated that the PFD will be talking about next steps to create a strategy for how the assets will be paid for over the next several months.

For the Good of the Order and Announcements:

A special meeting will be added in January 2026 to review and adopt the resolution related to the bond sale.

Next regular meeting: February 19, 2026

ADJOURNMENT

Dunham Gooding adjourned the meeting at 1:30 p.m.

Following the meeting, the Museum's Acting Director Maria Coltharp led a tour of the Museum's archives to provide the PFD board members a sense of the large scale and diversity of the holdings.

Respectfully submitted,
Heather Aven, Administrative Supervisor

Final Minutes Approved:

Dunham Gooding, President

**MINUTES OF THE PUBLIC MEETING OF THE
BELLINGHAM-WHATCOM PUBLIC FACILITIES DISTRICT
TUESDAY, JANUARY 27, 2026**

CALL TO ORDER

Dunham Gooding, President, called the meeting to order at 12:00 p.m.

- **ROLL CALL**

Members present: Dunham Gooding (President), Brent Walker, Bruce Tabb, Loraine Boland, Mark Asmundson, and Sati Mookherjee.

City Staff Present: Andrew Asbjornsen, Heather Aven, Maria Coltharp, and Tara Sundin

Also Present: Deanna Gregory

OPEN PUBLIC COMMENT PERIOD

No testimony given.

BUSINESS

1. Review Resolution on Bond Sale :

Andrew Asbjornsen advised the group that they are discussing a resolution to refinance the 2016 bonds. He explained the reason this consideration is being made is so that the life of the PFD can be extended and the tax rebate benefit can continue to be received. He stated that the PFD will be paying off the 2012 bond the year (approximately \$900,000.00) and the 2016 bond would be paid off next year (approximately 1.3 million paid in 2026 and 2 million paid in 2027).

Andrew Asbjornsen explained that the resolution would take the 3.2 million debt and push it out 20 years at about 5% interest annually. He noted by re-selling the bonds, it would net the PFD about 1.1 million dollars that could go into the cash reserves and enable to PFD to so some of the other projects that have been discussed.

Andrew Asbjornsen reviewed the proposed timeline associated with Resolution 2026-1.

There was a brief discussion about whether the term of the bonds needed to be included in the resolution, and Deanna Gregory, Pacific Law Consultant stated it was not necessary as that information was captured in the ordinance that was approved by City Council.

MOTION: Mark Asmundson moved to approved Resolution 2026-1. Sati Mookherjee seconded. VOTE: ALL AYES (*Motion passes 6-0*).

For the Good of the Order and Announcements:

Next regular meeting: February 19, 2026

ADJOURNMENT

Dunham Gooding adjourned the meeting at 12:20 p.m.

Respectfully submitted,
Heather Aven, Administrative Supervisor

Final Minutes Approved:

Dunham Gooding, President

PUBLIC FACILITIES DISTRICT

| 2025 | 1st Quarter | | | 2nd Quarter | | | 3rd Quarter | | | 4th Quarter | | | YTD | Budget | Variance | % |
|-----------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|-------------|
| | January | February | March | April | May | June | July | August | September | October | November | December | | | | |
| BEGINNING CASH (ACTUAL) | 2,229,349 | 2,211,158 | 2,223,971 | 2,196,457 | 2,181,403 | 2,177,268 | 2,159,413 | 2,263,936 | 2,179,258 | 2,195,172 | 2,204,805 | 2,222,926 | 2,229,349 | | | |
| REVENUES | | | | | | | | | | | | | | | | |
| Sales Tax | 177,019 | 208,291 | 167,845 | 160,924 | 184,371 | 170,665 | 192,181 | 204,535 | 201,156 | 194,466 | 204,529 | 192,123 | 2,258,106 | 2,267,390 | 9,284 | 100% |
| Interest | 430 | 483 | 503 | 19,737 | 7,269 | 7,409 | 7,664 | 7,133 | 11,819 | 11,648 | 9,307 | 4,969 | 88,368 | 50,000 | (38,368) | 177% |
| Parking Rents | 1,062 | 740 | 838 | 986 | 925 | 772 | 1,379 | 917 | 790 | 652 | 986 | 925 | 10,971 | 11,400 | 429 | 96% |
| TOTAL REVENUES | 178,510 | 209,514 | 169,186 | 181,647 | 192,565 | 178,846 | 201,223 | 212,585 | 213,765 | 206,766 | 214,822 | 198,016 | 2,357,446 | 2,328,790 | (28,656) | 101% |
| EXPENSES | | | | | | | | | | | | | | | | |
| Legal | | | | | | | | | | | | | - | 2,500 | 2,500 | 0% |
| Advertising & Promotions | | | | | | | | | | | | | - | 2,500 | 2,500 | 0% |
| Travel Expense | | | | | | | | | | 433 | | | 433 | - | (433) | #DIV/0! |
| Purchasing Services | | | | | | | | | | | | | - | 500 | 500 | 0% |
| Other Professional Services | | | | | | | | | | | | | - | 100,000 | 100,000 | 0% |
| Misc Services Not Class (ICAP) | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 50,986 | 50,986 | (0) | 100% |
| Postage | | | | | | | | | | | | | - | 7 | 7 | 0% |
| Insurance | | | | | | | | | | | | 16,683 | 16,683 | 10,000 | (6,683) | 167% |
| Dues & Memberships | | | | | | | | 1,150 | | | | | 1,150 | - | (1,150) | #DIV/0! |
| Other Intergovernmental Svcs | | | | | | | | | | | | | - | 29,579 | 29,579 | 0% |
| Total Administrative Costs | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 4,249 | 5,399 | 4,682 | 4,249 | 20,932 | 69,252 | 196,072 | 126,820 | 35% |
| Debt Service 2012 Bond | 72,099 | 72,099 | 72,099 | 72,099 | 72,099 | 72,099 | 72,099 | 72,311 | 72,099 | 72,099 | 72,099 | 72,099 | 865,399 | 865,637 | 238 | 100% |
| COB Loan Repayment | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 13,350 | 160,203 | 160,203 | - | 100% |
| Debt Service 2016 Bond | 107,003 | 107,003 | 107,003 | 107,003 | 107,003 | 107,003 | 107,003 | 107,353 | 107,003 | 107,003 | 107,003 | 107,003 | 1,284,382 | 1,284,483 | 101 | 100% |
| Total Debt Payments | 192,452 | 192,452 | 192,452 | 192,452 | 192,452 | 192,452 | 192,452 | 193,014 | 192,452 | 192,452 | 192,452 | 192,452 | 2,309,985 | 2,310,324 | 339 | 100% |
| TOTAL EXPENSES | 196,701 | 196,701 | 196,701 | 196,701 | 196,701 | 196,701 | 196,701 | 197,263 | 197,851 | 197,134 | 196,701 | 213,384 | 2,379,236 | 2,506,395 | 127,159 | 95% |
| | (18,191) | 12,813 | (27,515) | (15,054) | (4,135) | (17,855) | 4,523 | 15,323 | 15,914 | 9,632 | 18,121 | (15,367) | (21,791) | (177,605) | (155,815) | |
| ENDING CASH (BUDGETED) | 2,211,158 | 2,223,971 | 2,196,457 | 2,181,403 | 2,177,268 | 2,159,413 | 2,163,936 | 2,179,258 | 2,195,172 | 2,204,805 | 2,222,926 | 2,207,558 | 2,207,558 | | | |
| ENDING CASH (ACTUAL) | | | 2,494,792 | | | 2,878,707 | | | 3,447,169 | | | 2,229,349 | | | | |

| | 1st Quarter | Total | 2nd Quarter | Total | 3rd Quarter | Total | 4th Quarter | Total |
|----------|-------------|-----------------|-------------|-----------------|-------------|---------------|-------------|---------------|
| Revenue | | 557,210 | | 553,058 | | 627,574 | | 619,604 |
| Expenses | | 590,102 | | 590,102 | | 591,814 | | 607,218 |
| | | <u>(32,892)</u> | | <u>(37,044)</u> | | <u>35,760</u> | | <u>12,386</u> |

City of Bellingham - Component Unit
Bellingham-Whatcom Public Facilities District
December 2025

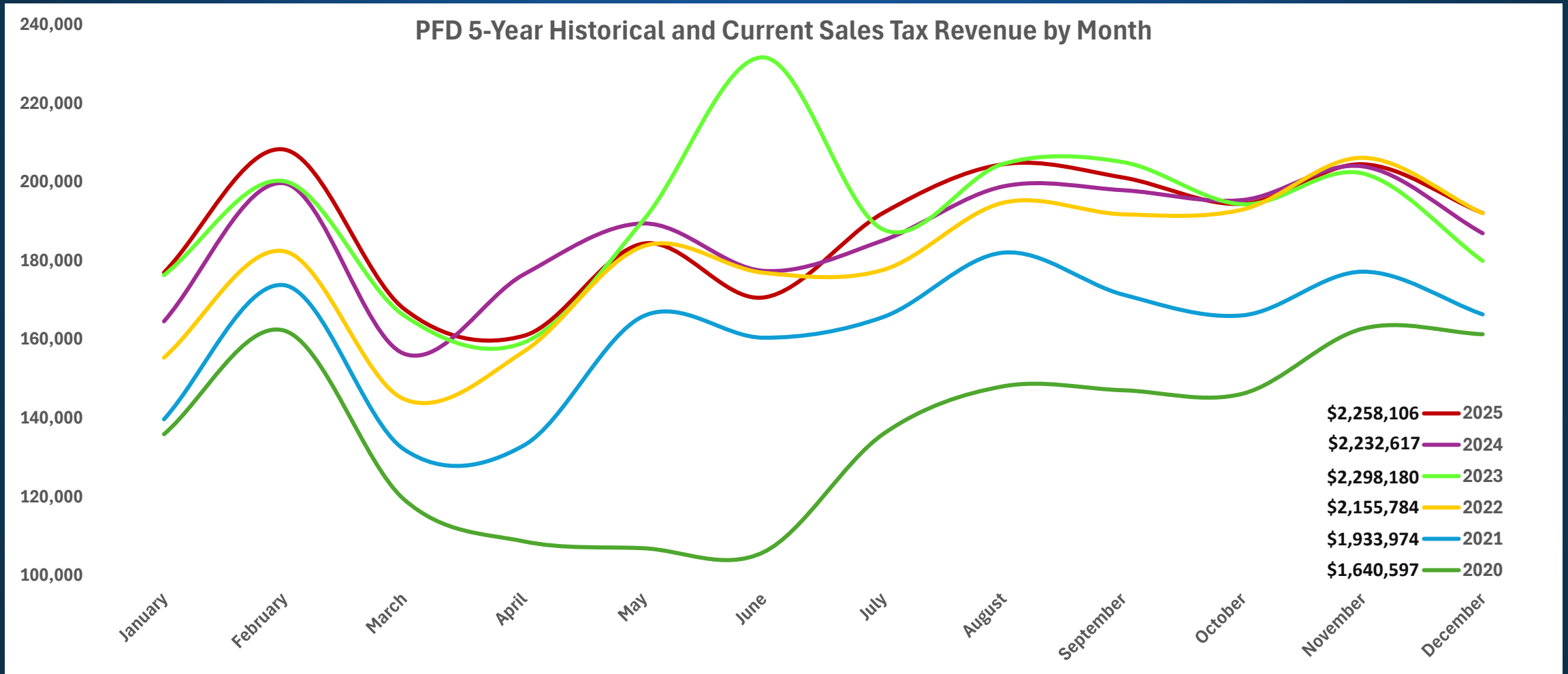
| | Prior YTD | Current YTD | Percent Change | Revised Budget | Budget to Actual % |
|-------------------------------------|------------------|------------------|-------------------|-------------------|-----------------------|
| Beginning Estimated Reserves | \$ 2,152,301 | \$ 2,230,262 | 4% | \$ 2,230,262 | 100% |
| Revenues | | | | | |
| Retail Sales & Use Tax | 2,232,617 | 2,258,106 | 1 | 2,267,390 | 100 |
| Interest Earnings | 80,205 | 88,903 | 11 | 50,000 | 178 |
| Parking Rental Income | 10,277 | 10,971 | 7 | 11,400 | 96 |
| Total Revenues | 2,323,099 | 2,357,981 | 2 | 2,328,790 | 101 |
| Expenses | | | | | |
| Services | 54,899 | 70,002 | 28 | 196,072 | 36 |
| Debt | 2,202,352 | 2,309,986 | 5 | 2,310,324 | 100 |
| Total Expenses | 2,257,251 | 2,379,987 | 5 | 2,506,395 | 95 |
| Change in Net Position | 65,848 | (22,007) | | (177,605) | |
| Ending Estimated Reserves | \$ 2,218,149 | \$ 2,208,255 | (%) | \$ 2,052,657 | 108% |

PFD 2025 4th Quarter Review

April 2026



PFD Sales Tax Revenue





Questions?



BOND DEBT SERVICE

**City of Bellingham
Limited Tax General Obligation Refunding Bonds, 2026 (Ref 2016A)
Final Numbers**

Dated Date 02/26/2026
Delivery Date 02/26/2026

| <i>Period Ending</i> | <i>Principal</i> | <i>Coupon</i> | <i>Interest</i> | <i>Debt Service</i> | <i>Annual Debt Service</i> |
|--------------------------|------------------|---------------|-----------------|---------------------|--------------------------------|
| 06/01/2026 | | | 36,733.33 | 36,733.33 | |
| 12/01/2026 | 70,000 | 5.000% | 69,600.00 | 139,600.00 | 176,333.33 |
| 06/01/2027 | | | 67,850.00 | 67,850.00 | |
| 12/01/2027 | 95,000 | 5.000% | 67,850.00 | 162,850.00 | 230,700.00 |
| 06/01/2028 | | | 65,475.00 | 65,475.00 | |
| 12/01/2028 | 100,000 | 5.000% | 65,475.00 | 165,475.00 | 230,950.00 |
| 06/01/2029 | | | 62,975.00 | 62,975.00 | |
| 12/01/2029 | 105,000 | 5.000% | 62,975.00 | 167,975.00 | 230,950.00 |
| 06/01/2030 | | | 60,350.00 | 60,350.00 | |
| 12/01/2030 | 110,000 | 5.000% | 60,350.00 | 170,350.00 | 230,700.00 |
| 06/01/2031 | | | 57,600.00 | 57,600.00 | |
| 12/01/2031 | 115,000 | 5.000% | 57,600.00 | 172,600.00 | 230,200.00 |
| 06/01/2032 | | | 54,725.00 | 54,725.00 | |
| 12/01/2032 | 125,000 | 5.000% | 54,725.00 | 179,725.00 | 234,450.00 |
| 06/01/2033 | | | 51,600.00 | 51,600.00 | |
| 12/01/2033 | 130,000 | 5.000% | 51,600.00 | 181,600.00 | 233,200.00 |
| 06/01/2034 | | | 48,350.00 | 48,350.00 | |
| 12/01/2034 | 135,000 | 5.000% | 48,350.00 | 183,350.00 | 231,700.00 |
| 06/01/2035 | | | 44,975.00 | 44,975.00 | |
| 12/01/2035 | 145,000 | 5.000% | 44,975.00 | 189,975.00 | 234,950.00 |
| 06/01/2036 | | | 41,350.00 | 41,350.00 | |
| 12/01/2036 | 150,000 | 5.000% | 41,350.00 | 191,350.00 | 232,700.00 |
| 06/01/2037 | | | 37,600.00 | 37,600.00 | |
| 12/01/2037 | 160,000 | 5.000% | 37,600.00 | 197,600.00 | 235,200.00 |
| 06/01/2038 | | | 33,600.00 | 33,600.00 | |
| 12/01/2038 | 165,000 | 5.000% | 33,600.00 | 198,600.00 | 232,200.00 |
| 06/01/2039 | | | 29,475.00 | 29,475.00 | |
| 12/01/2039 | 175,000 | 5.000% | 29,475.00 | 204,475.00 | 233,950.00 |
| 06/01/2040 | | | 25,100.00 | 25,100.00 | |
| 12/01/2040 | 180,000 | 5.000% | 25,100.00 | 205,100.00 | 230,200.00 |
| 06/01/2041 | | | 20,600.00 | 20,600.00 | |
| 12/01/2041 | 190,000 | 4.000% | 20,600.00 | 210,600.00 | 231,200.00 |
| 06/01/2042 | | | 16,800.00 | 16,800.00 | |
| 12/01/2042 | 200,000 | 4.000% | 16,800.00 | 216,800.00 | 233,600.00 |
| 06/01/2043 | | | 12,800.00 | 12,800.00 | |
| 12/01/2043 | 205,000 | 4.000% | 12,800.00 | 217,800.00 | 230,600.00 |
| 06/01/2044 | | | 8,700.00 | 8,700.00 | |
| 12/01/2044 | 215,000 | 4.000% | 8,700.00 | 223,700.00 | 232,400.00 |
| 06/01/2045 | | | 4,400.00 | 4,400.00 | |
| 12/01/2045 | 220,000 | 4.000% | 4,400.00 | 224,400.00 | 228,800.00 |
| | 2,990,000 | | 1,594,983.33 | 4,584,983.33 | 4,584,983.33 |



Planning and Community Development City of Bellingham

TO: PUBLIC FACILITIES DISTRICT BOARD

FROM: Tara Sundin, Community & Economic Development Manager

DATE: April 12, 2026

RE: Capital Maintenance Update

Staff appreciate the Board's engagement in advancing both capital planning and broader strategic discussions for the District's facilities. This memo provides an update on recent financial analysis work and proposes a refined framework for discussion at the upcoming meeting.

Capital Maintenance Update

Staff have completed a 15-year cash flow analysis based on updated revenue projections and capital needs – we will share this spreadsheet with you on Thursday. This analysis provides a clearer understanding of long-term obligations and available resources.

At a high level, approximately 65% of projected revenue is required to meet anticipated capital maintenance needs over the planning horizon. This establishes a more defined baseline for long-term financial planning and helps clarify the scope of resources potentially available for other eligible uses.

This analysis represents an important milestone in establishing the financial foundation necessary to support more substantive discussions regarding future visioning, investment priorities, and facility strategy.

Staff have reviewed the results with the Mayor's Office and identified several potential pathways forward. These options will be presented and discussed with the Board at the upcoming meeting.

Proposed Discussion Framework

Given the completion of the cash flow analysis, staff propose using part of the upcoming meeting to refine and focus the discussion on next steps. Specifically, we seek Board input on whether the following framing is useful for guiding future work:

- Discussion on planning scenarios as outlined below
- Development of clear criteria to evaluate and prioritize potential facility enhancements
- Identification of the level of background information needed regarding Downtown, Old Town, and Waterfront context, particularly in light of the near-term focus on existing facilities rather than new facility development

- Consideration of appropriate timing for any enhancement discussions, including onboarding of new leadership at key cultural institutions prior to initiating prioritization processes

Planning Scenarios for Discussion

Staff discussed the following options with the Mayor and she is interested in advancing work on Option 2.

Option 1: Capital Maintenance Only (Conservative Path)

Focus solely on funding major capital maintenance needs, with periodic reassessment and a reduced governance and meeting burden.

- **Pros:** Lowest financial risk; clear focus on core obligations; flexibility for future reassessment; minimal administrative complexity
- **Cons:** Does not address facility limitations; missed opportunities for modernization and revenue enhancement; potential for higher long-term costs due to deferred improvements

Option 2: Capital Maintenance + Facility Enhancements (Preferred Path)

Fund both capital maintenance and targeted facility enhancements (e.g., restrooms, back-of-house improvements, collections storage, technology upgrades, administrative retrofits), supported by a criteria-based prioritization process and active Board input.

- **Pros:** Improves facility functionality and user experience; supports long-term asset value; enables leveraging of external funding; allows for strategic, criteria-based investment decisions
- **Cons:** Increased cost and complexity; requires stronger governance and coordination capacity; potential for scope expansion without clear prioritization discipline;

Option 3: Reduced Maintenance Contribution + New Facility Investment

Reduce District contribution to maintenance and redirect available resources toward debt service for a potential new facility investment (e.g., Bay Street Connector concept), with reassessment of feasibility over time.

- **Pros:** Enables potential development of a new civic asset; supports long-term expansion opportunities; provides flexibility for future reassessment
- **Cons:** Increased financial risk to the City; deferred maintenance risk; competition with existing facility needs; dependent on broader City financial capacity; likely insufficient District revenue alone to fully support implementation

Next Steps

Staff look forward to discussing this work with the Board and receiving input on the preferred framing and direction. Feedback will help refine future analysis, prioritization criteria, and implementation pathways.

**BELLINGHAM-WHATCOM PUBLIC FACILITIES DISTRICT
AMENDED BY-LAWS**

ARTICLE 1

BOARD OF DIRECTORS

Section 1.1 Directors

There shall be seven (7) Directors of the Bellingham-Whatcom Public Facilities District.

Section 1.2 Terms

The term of a Director shall be four (4) years, with the exception that the terms of the initial Directors are staggered in accordance with BMC 2.94.030. Terms shall commence on the date that the individual was appointed by the jurisdictions creating the District. Board members shall have no term limits.

ARTICLE 2

OFFICERS AND COMMITTEES

Section 2.1 Officers Designated

The officers of the District shall be a President, Vice President, Treasurer, and Secretary, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board may prescribe.

Section 2.2 Election, Qualification, and Term of Office

The Board shall elect each of the officers from among its members. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board members commences each year, for a one year term, and each officer shall hold office during said one-year term and until his or her successor is elected. The Board at its organizational meeting shall elect the first officers of the Board. The first slate of officers shall serve from election until July 31, 2003. Thereafter, each term shall be for one year. Beginning July 31, 2005, no member shall hold the same office for more than two (2) consecutive terms. A member who has held the same office for two (2) consecutive terms may be reelected to that office after a one (1) year absence from such office.

Section 2.3 Powers and Duties

(a) President. The President shall be the chief executive officer of the District and shall have general supervision over the business of the District, subject to control of the Board, and as limited by the Charter and Interlocal Agreements with the creating jurisdictions. The President shall preside at all meetings of the Board. The President may sign and execute, in the name of the District, resolutions, deeds, mortgages, contracts, leases, bonds and other instruments duly authorized by the Board.

(b) Vice President. At the request of the President or in case of the President's absence, disability, or other incapacity, the Vice-President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice-President shall perform such other duties as may from time to time be assigned to that office by the Board or the President.

(c) Treasurer. The Treasurer shall coordinate with the City of Bellingham Finance Director, or his designee, the ex officio treasurer of the District, to ensure that all funds of the District are deposited in such manner as may be designated by the Board of Directors. The Treasurer shall attest to all resolutions, contracts, and other instruments duly authorized by the Board. The Treasurer shall perform all duties of the office of Treasurer, including all duties incident to the office of chief financial officer in coordination with the City of Bellingham Finance Director, or his designee.

(d) Secretary. The Secretary shall keep or authorize others to keep a full and complete record of the meetings of the District Board of Directors, committees, when acting on behalf of the Board, and to the extent they are separate, the meetings of the officers with appropriate minutes; shall make service of such notices as may be required, shall supervise the keeping of the books and other records and written documents comprising the business of the District, and shall discharge other duties as pertain to the office as prescribed by the District Board of Directors.

(e) President and Treasurer. If an issue arises requiring approval for spending on an item that is not within the approved current annual budget, the President and Treasurer are authorized to approve the spending on behalf of the PFD Board of Directors to a maximum of \$2500.00

Section 2.4 Removal from Office

Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board, by an affirmative vote of the majority of the members, may remove any officer of the Board from his or her office whenever in its judgment the best interests of the District will be served thereby.

Section 2.5 Vacancies

The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term.

Section 2.6 Establishment of Committees

The Board, by resolution, may designate from among its members one or more committees, each consisting of at least three members, to investigate and report to the Board on any relevant matters. The committees shall report back to the Board with recommended action, however, final authority for any action remains with the Board.

ARTICLE 3

MEETINGS

Section 3.1 Regular Board Meetings

Regular meetings of the Board shall be held at least twice a year at a time and place to be determined by the Board by resolution.

Section 3.2 Special Board Meetings

The President or a quorum of the Board may call special meetings of the Board.

Section 3.3. Notice of Regular Board Meetings

Notice of all regular meetings and the preliminary agenda for the meeting shall be provided to Board members at least five (5) working days before the scheduled meeting date. The meeting date and agenda shall also be provided to the City and County representatives, to the local newspaper of general circulation and to each radio and/or television station that has requested notice as provided in RCW 42.30.080. In addition, the District shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing.

Section 3.4 Notice of Special Board Meetings

Notice of all special meetings of the Board shall be given by delivering personally or by mail written notice at least 24 hours prior to the time of the meeting to each Board member and to each local newspaper of general circulation and to each radio or television station that has requested notice as provided in RCW 42.30.080. The time and place of the special meeting and the business to be transacted must be specified in the notice.

Section 3.5 Minutes

Minutes of each Board meeting shall be kept and when approved entered into the permanent record of the Public Facilities Board.

Section 3.6 Rules or Order

The business of all meetings shall be conducted according to Roberts Rules of Order, short version.

Section 3.7 Quorum

Four (4) members of the Board shall constitute a quorum at a regular or special meeting of the Board. Decisions of the Board shall require the affirmative vote of at least four (4) members of the Board.

ARTICLE 4

AMENDMENTS TO CHARTER AND BYLAWS

Section 4.1 Proposals to Amend Charter and Bylaws

- (a) Proposals to amend the Charter or Bylaws shall be presented in a format that strikes over material to be deleted and underlines new material.
- (b) Any Board member may introduce a proposed amendment to the Charter or to the Bylaws (which may consist of new Bylaws) at any regular meeting or at any special meeting of which 30 days advance notice has been given.

Section 4.2 Board Consideration of Proposed Amendments

If notice of a proposed amendment to the Charter or to the Bylaws, and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board fifteen (15) days prior to any regular Board meeting or any special meeting of which thirty (30) days' advance notice has been given, then the Board may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not so provided, the Board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which 30 days' advance notice has been given and at least fifteen (15) days prior to which meeting such notice and information is provided to Board members. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 4.3 City Council Approval of Proposed Charter Amendments

Proposed Charter amendments adopted by the Board shall be submitted to the Bellingham City Council for approval. The District's Charter may be amended only as provided in Article X of the Charter.

Section 4.4 Board Approval of Proposed Bylaw Amendments

These Bylaws may be amended by majority vote of the members of the Board after notice as provided in Section 4.3. Bylaw amendments do not require approval of the Bellingham City Council.

Section 4.5 Bylaws and Interlocal Agreement

These Bylaws are the governing rules of the Public Facilities Board and they hereby additionally acknowledge the interlocal agreement between the City of Bellingham that may contain additional expectations, obligations, and specific requirements for the governance of the Board.

ARTICLE 5

ADMINISTRATIVE PROVISIONS

Section 5.1 Books and Records

The District shall keep current and complete books and records and shall keep minutes of the proceedings of the Board and its committees having any of the authority of the Board.

Section 5.2 Contracts and Documents - Execution of

All contracts, resolutions, and instruments of any kind and description to which the District is a party shall be approved as to form and legality by the District legal counsel, and executed in the name of the District by the President or, in the absence or incapacity of the President, by the Secretary, and attested to by the Treasurer.

Section 5.3 Indemnification of Board Members

The District elects to defend and indemnify its present and former Board members and officers and their successors, spouses, and marital communities to the full extent authorized by law and the Charter. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouses and marital communities upon his

or her appointment to the Board and in the event of his or her death shall extend to his or her heirs, legal representatives, and estate. Each person who shall act as a Board member or officer of the District shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right that he or she may have.

Section 5.4 Principal Office

The principal office of the Public Facilities District shall be in Bellingham City Hall, located at 210 Lottie Street, Bellingham, WA 98225.


Section 5.5 Fiscal Year

The fiscal year of the District shall begin January 1 and end December 31 of each year.

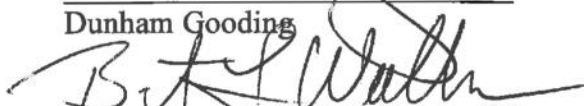
ARTICLE 6

APPROVAL OF AMENDED BYLAWS

Approved by the Bellingham-Whatcom Public Facilities District Board of Directors on October 22, 2014.



Dunham Gooding



Brent Walker



Daniel Larner



David F. Warren