

## **Grays Harbor Historical Seaport Authority**

Board of Directors Meeting Minutes for February 25, 2020

Board Members Present: Grant Hoehn, David Carlson, David Cottrell, Jamie Nichols, Alex Kluh, Scott Reynvaan, Allen Henderson, Tim Howden

Staff Present: Brandi Bednarik, Mikayla Lavender, Captain Jamie Trost

Meeting was called to order by President Alex Kluh at 6:30 p.m.

**MTA** Hoehn/Henderson – Minutes of the January 28<sup>th</sup>, 2020 Meeting. Motion carried.

Treasurer's Report: All details of the February 25<sup>th</sup> Treasurer's Report were reviewed and approved by the Finance Committee on 02/25/2020. Tim reviewed the recent financial situation. The income statements show 0 revenue from operations, but the Seaport was able to turn a profit. Tim reviewed capitalization of expenses and how depreciation will affect the numbers. Expenses are as low as manageable by the staff, but the organization will need to get the Lady Washington back into service as soon as able.

**MTA** Howden/Cottrell – Total Payables, Payroll, After the Fact and Credit Cards in the amount of \$190,722.98. Motion carried

**MTA** Howden/Cottrell – Total Transfers in the amount of \$45,225.00. Motion carried

**MTA** Kluh/Hoehn – Excuse the absence of Dr. James Minkler and Susan Dudley. Motion carried.

Staff Reports: See *Executive Director's Report Feb 2020* for full details. -Brandi reported on the current status of the Seaports Water situation. Jay Inslee made a surprise visit to Seaport Landing and did a small promotional bit. He was greeted by the crew of the Lady Washington. - The Tall ships conference was good; Staff received a strong showing of support in relation to the Hawaiian Chieftains situation. -We have a potential buyer for the HC and a few other showing possible interest. Brandi is working with each as able to accommodate questions and provide information. To date, no one is offering to repair the vessel but there is interest in buying it for usage. -Capt. Trost reported one of the Lady's crew received an award at the conference. -Brandi needs board bios from Scott and Alex for the website. -Capt. Trost reported the status on Lady's maintenance and that she will be returning to service shortly. New blocks were installed, a lot of crew training has been taking place. 15<sup>th</sup> of Feb sail went well and the sails worked great. New shipwright began today. On the HC front, Capt. Trost has offloaded most of the electronics and water sensitive gear to help preserve the vessel while docked in Astoria. -Capt. Trost provided a plan update on the upcoming sail back into the sound.

New Business: Annual Board training was discussed, and conflict of interest forms were signed by the board. These forms are an annual requirement. The annual board training will be delayed until a further date due to the legal consul being out sick. -Brandi reviewed the status of the server and how we can better change our networking to assist in file sharing and teleworking. The Seaport will be migrating over to Microsoft OneDrive vs Dropbox. Standby for the upcoming changes, they will be initially difficult but worth the transition. -Scott brought up Maritime Blue and asked Brandi to investigate capitalizing on the Governor's visit.

Action Items:

**MTA** Reynvaan/Hoehn – The 5 Remedial Action Grant Expenses listed below totaling in \$57,056.15. Motion carried.

*-Maul Foster & Alongi 38058 – Seaport Landing Uplands \$14,729.15.*

*-Maul Foster & Alongi 38059 – Seaport Landing In-Water \$19,581.25.*

*-Maul Foster & Alongi 38060 – HBM Survey \$4,897.50.*

*-Watershed Science 19-041-02 – Technical Analysis and Reporting \$4,303.75.*

*-Berglund Schmidt 6502 – Topographic Survey \$13,544.50.*

Facilities provided their committee report listed below.

**MTA** Henderson/Howden – Approval of the 2020-2021 Event Center Rates. Motion carried.

Committee Reports:

*Executive* – Nothing to meet on at this time, next meeting TBD.

*Finance* – Reviewed Payables, Incomes, and reports from February. Next meeting is March 24<sup>th</sup> at 5pm.

*Facilities* – Reviewed the status of the Water problem on site. -The shipping shed roof is bad and there are other structural issues making the building unsafe. So, we may have to move out some of the tenants. Brandi wants a second opinion before. -The board room updates are moving along as is the event space updates. -5 Leases are now operational. New lease rates were discussed and sent forward to the board for approval. -The commerce grant for building demolition is taking longer than expected. -We received a grant from Grays Harbor tourism and intend to put up an electronic sign. -Grants received for the Commercial Kitchen. -The RCO grant for the pier, we don't have the funds to match currently, discussion followed. -The shower situation at Seaport landing was brought up for discussion.

*Vessel Advisory* – Did not formally meet this month but will be convening after this board meeting to discuss options for bringing the Chieftain ashore here at Seaport Landing.

*Fundraising* – Discussed event planning and putting together a volunteer plan to reach out and manage more. Next meeting March 3<sup>rd</sup> at 6pm. Capt. Trost brought up the potential of bringing a Norse vessel (planning a west coast tour) to the area to partner with the Lady for an appearance. Westport Winery is releasing a wine that will feature the Lady Washington.

Public Comment: Brandi provided documents explaining on how Seaport Landing is funded to the crowd to help promote mutual understanding. – Tim Howden provided a background of his experience and asked the crowd about their experience in finance. Miranda was the only person in the crowd to respond to him. Tim went over the two types of accounting and how they differ. He explained how our books are managed and audited. He reviewed grant income and how it is spread out over a period to match expenses. -Miranda asked how much Seaport Landing costs, then brought up ProPublica has us inaccurately identified. She is reviewing our previous tax records and asked for more information but was directed to call the IRS. She continued asking questions regarding previous years financial records and analyzed the cost of Seaport Landing in previous years. Brandi explained how the capitalization was not being done and has changed over the years. Miranda continued to explain she feels that our records are confusing and asked for additional records and Brandi politely pointed out that she would need to submit an official records request per legal requirements. Miranda continued to question and challenge the cost of Seaport Landings renovation and wanted to know what our intention was as far as how to continue funding the rest of it. Very condescendingly she challenged the boards decision to continue working towards rehabilitating Seaport Landing because of the looming cost. -Scott Reynvaan stepped in and reminded Miranda that there is a significant benefit to the city, the organization, the county, the state, and that this was not an easy project and would require players from across the board to come together and address the site. We're working this issue one step at a time and will continue to work together with all players to ensure the best way forward is chosen. -Miranda continued to challenge the decisions made via the department of ecology and implied the board is running these systems into the ground and to save the vessels believes we should not be investing in Seaport Landing. -Scott again defended the decisions of the organization and the significance of both the Lady Washington and the site. He reiterated that we're working hard to bring all the stakeholders together to continue making significant gains. -Dru stepped in and talked about the history of the Hawaiian Chieftains struggles and reminded everyone that this has been a difficult decision for everyone involved. He asked that everyone please take the time to be respectful to one another and remember that though we have differing opinions, we can still work together to find solutions. - Amy wanted to point out to the board that there are local ways to continue generating donations such as the event Charitable Suds at Steam Donkey Brewing Company.

Motion to Adjourn by Hoehn/Reynvaan. Motion Carried.

Meeting Adjourned at 7:45 pm.

Minutes submitted by Secretary, David Carlson.