



Ellensburg Business Development Authority dba CenterFuse
BOARD OF DIRECTORS MEETING MINUTES
Wednesday, May 8, 2024
4:00 - 5:30 PM

Members in Attendance: Garrett Poshusta, Chair, Dawn Alford, Vice Chair; Grant Clark, Treasurer; Jennifer Lubanski, Board Member, James Jankowski, Board Member and John Perrie, Board Member.

Members not in Attendance: Jared Vallejo, Board Member.

Others present: Rich Elliot, Ellensburg City Mayor and Liaison; Kelle Vandenberg, City of Ellensburg Arts & Economic Development Manager; Amy McGuffin Kittitas County Chamber of Commerce CEO, David Chamberlin Kittitas County Chamber of Commerce board member, Johnny Graff and Phil Backlund moderators for the City of Ellensburg economic development task force, Kristine Miller, CenterFuse Executive Director.

1. Opening

1.1 Call to Order

The Chair called the meeting to order at 4:01 PM

1.2 Approval of Agenda

Motion to approve the agenda made by Grant Clark, second by John Perrie. Motion approved by unanimous vote.

1.3 Approval of Minutes

Motion to approve the April 10, 2024 regular meeting minutes made by Grant Clark, second by Dawn Alford. Motion approved by unanimous vote.

1.4 Approval of Voucher

Motion to approve the April 2024 voucher made by Grant Clark, second by John Perrie. Motion approved by unanimous vote.

1.5 Public Comment

No comments.

The meeting began with the introduction of meeting attendees to include David Chamberlin with the Kittitas County Chamber of Commerce and Johnny Graff and Phil Backlund moderators for the City of Ellensburg's economic development task force.

2. Executive Update & Election of New Secretary

2.1 Overview of Current Status and Major Developments

The executive director shared some key moments from the last 30 days: the Lean 101 class held in partnership with Impact Washington sold out and was a success, Jeanette with Impact Washington already following up with some attendees, executive director continues to meet with and make progress with the economic development task force partners, had a successful visit with a client who came to Ellensburg and met with CWU, local business, and toured the Wildcat Farm.

2.2 Election of New Secretary

Discussion was held regarding Jennifer Lubanski being nominated for the role of secretary due to board member and board secretary Del Bankson's recent departure from the board.

Garrett Poshusta made a motion to elect Jennifer Lubanski to the role of CenterFuse board secretary. Dawn Alford seconded. Motion approved by unanimous vote.

3. Update on Asset Discussions with the City of Ellensburg

3.1 Presentation of outcomes from the May 2nd meeting with the City of Ellensburg regarding the airport building and other assets and 3.2 Board discussion of implications for CenterFuse.

Garrett Poshusta presented a brief overview of key points from the recent meeting between the City of Ellensburg and CenterFuse, noting the meeting was to lay the groundwork for the period when CenterFuse would be dissolved and winding down the PDA. Garrett Poshusta noted that he would like the assets to follow CenterFuse into whatever new entity it evolves into and an agreement to have a plan for the assets in place. CenterFuse may need to have a special meeting to discuss this.

Jennifer Lubanski stated that she would like to share her thoughts, noting that she felt the PDA dissolving is a tragedy, the loss of entity with bonding authority is a concern, and that our asset has long term income. Garrett Poshusta noted that change can be scary, but that there are issues broader than the city. Jennifer Lubanski responded that she wondered if CenterFuse merged if board members would stay on. John Perrie mentioned having a path to have board and work continuity. Garrett Poshusta stated that it is important to raise issues and concerns and have an opportunity to have those discussions.

John Perrie shared his concern that he has been wondering who we (CenterFuse) are and stated that we have to know who we are. James Jankowski asked if a PDA was still on the table and the board discussed this possibility. Further discussion was had regarding a date and whether it was a hard date, with John Perrie wondering if a date can be more flexible if we can show we are making progress and Garrett Poshusta noting that the city has said it is not a hard date. Jennifer Lubanski further noted the important things that a PDA brings to the table.

Additional discussion was had on dissolution of PDA, with James Jankowski asking if we can reel it back, Garrett Poshusta discussing interest of continuing to example a PDA in its own right, and John Perrie

mentioning that he would like time to explore this. Garrett Poshusta shared his thoughts on roles and redundancies and noted that one benefit of potential integration is that these redundancies go away.

James Jankowski noted it would be beneficial to develop a pros/cons list. John Perrie stated that it would be beneficial to know what we can and cannot do in an executive session and that we can have a subcommittee to discuss. John Perrie asked if the 501c3 can have a board that is not Chamber members and it was noted that individuals who are not Chamber members can be on the board.

4. Strategic Review of Discussions with the Chamber of Commerce

4.1 Summary of ongoing negotiations and strategic alignment, 4.2 Input from the Chamber CEO (if they wish to speak) and 4.3 Board discussion.

Garrett Poshusta prompted board members to review the MOU with the Chamber of Commerce, noting that this involves a 501c3 that is already in existence, but not fully operational. The CenterFuse board would be invited to sit on that board.

Amy McGuffin noted that the MOU was provided because the Chamber thought they were at the point of integration (with CenterFuse) and the MOU is designed to outline “here is where we are going”. CenterFuse would be a brand under the Chamber’s 501c3 and as such the Chamber took the role of parent organization, with CenterFuse coming in as a house brand. Pros and cons of this were briefly discussed between the Amy McGuffin and the CenterFuse board.

Amy McGuffin stated that the Chamber is doing this in good faith, from a business perspective it may not be the best but there is an economic development gap that could benefit the Chamber and she (Amy) would rather have an entity come in given the learning curve of having a new employee fill the role. The executive director of CenterFuse already knows people, how to run meetings, take notes, etc.

John Perrie referenced the prior partnership with the Chamber, Jennifer Lubanski expressed concern that the city loses something if they lose the PDA, bonding and buildout. Garrett Poshusta noted the potential for synergy and his hope would be that the assets would be dealt with prior to merging. Rich Elliot spoke to wanting to see CenterFuse succeed, that everyone would be taken care of when combining entities, CenterFuse has a role to play, and that he will advocate for equitable treatment for everyone. Rich Elliot further noted that a PDA under the city is not a good fit, some level of disconnect from the city and that (we) will help you figure out where to go and how to get there.

Garrett Poshusta further noted that the PDA is a legacy structure, with Dawn Alford asking if the board still needed to discuss structures. Johnny Graff then took the opportunity to speak to the task force process, how the task force was working to help CenterFuse become a county wide entity, and that the task force was working under the pretext that (CenterFuse) want to be county-wide. John Perrie mentioned not wanting to lose contacts and continuity we had, board needs to be up to date and does not want to lose what we had. Kelle Vandenberg spoke about how Kristine and Amy work together and the opportunities for CenterFuse.

Phil Backlund further noted that the move is an opportunity for CenterFuse and spoke about how the (taskforce) process began in January. Rich Elliot further noted that we support this and trust the process,

Amy McGuffin added that we have good faith that we will figure it out together, we are inviting the executive director to come continue what CenterFuse is good at. Amy McGuffin then spoke to the MOU, the current conversation, and noted that CenterFuse would become a house brand and not a stand-alone entity. James Jankowski noted experience working for a chamber of commerce and asked if CenterFuse would be pressured into promoting membership. Amy McGuffin responded no, we support all businesses per our agreement with the city, Chamber offers some member only things, and noted their structure is unusual in the Chamber world.

Phil Backlund asked the board if they would be able to have an answer to the MOU and Kelle Vandenberg reminded the board of the larger discussion on a county wide strategy.

5. Countywide PDA Discussion

5.1 Update on interactions with county commissioners and 5.2 Board discussion.

Executive director Kristine Miler spoke to the options available (to CenterFuse) and why some may not work, noting the decision matrices shared previously, and asked board how they would like her to ensure consistent communication (during this process) – weekly, as needed? The board directed the executive director to continue what she was doing.

6. Task Force Mediators Input and Update

6.1 Introduction and insights from the task force moderators (if they wish to speak) and 6.2 Board discussion.

Note: Johnny Graff and Phil Backlund from the taskforce spoke as needed above (see meeting notes under item four above) and did not speak further at this point.

7. Open Floor for Strategic Discussion

7.1 Board member discussion and deliberation on the path forward, considering all stakeholder input and documents/information provided by the executive director and 7.2 Board determination of next steps.

Board discussion about a special meeting was had, to include what needs to be discussed at a special meeting. The board further discussed integration, the role that assets play in a merger, and signing the MOU. James Jankowski asked the board if they were comfortable signing the MOU and then working through the details. Garrett Poshusta asked if the board would sign the MOU as stated or have a subcommittee with Grant Clark noting that they did not necessarily need to and could sign the MOU as is. James Jankowski noted he was comfortable signing as is and continuing discussion. John Perrie discussed the Chamber may want CenterFuse to fulfill economic development (role) and Garret Poshusta noted this is a way for them (Chamber) to do the work, we have experience in this with Dawn Alford noting that we have relationship capital too.

8. Resolution and Voting

8.1 Presentation and discussion of proposed Resolution 2024-03 RE approval to negotiate a merger with Kittitas County Chamber of Commerce and 8.2 Voting on Resolution 2024-03.

Motion to approve Resolution 2024-03 made by James Jankowski, second by Grant Clark. Motion approved by unanimous vote.

The board discussed whether a resolution was needed for the executive director to sign the MOU with the Chamber. The executive director noted she would feel more comfortable having the board vote to approve her to sign the MOU.

Motion to authorize the executive director to sign the MOU with the Chamber made by Garret Poshusta, second by Dawn Alford. Motion approved by unanimous vote.

9. Closing

9.1 For the good of the order

None

9.2 Adjournment

Adjournment – time 5:45 PM Motion to adjourn by Garret Poshusta.

Drafted: 5/13/2024

Approved: *Jennifer Lubanski*

Submitted by: Kristine Miller