

## AGENDA

### **Bainbridge Island Metropolitan Park & Recreation District Regular Board Meeting 6:00 pm Thursday – January 19, 2023**

**Bainbridge Island Recreation Center**  
11700 Meadowmeer Circle NE  
Bainbridge Is, WA 98110  
206-842-5661

#### **10. CALL TO ORDER**

- 10.1 Roll Call
- 10.2 Adjustments to the Agenda
- 10.3 Conflict of Interest Disclosure
- 10.4 Mission Statement

#### **20. PUBLIC COMMENTS (Oral Communications from Audience)**

- 20.1 Public comments on topics not itemized elsewhere on the agenda.  
**Action:** Information only.
- 20.2 Public comments on agenda topics.  
**Action:** Information only.

#### **30. BOARD CONSENT**

- 30.1 Minutes: Regular Board Meeting of January 5, 2023
- 30.2 Financial: Approval of vouchers and payroll.

#### **40. GENERAL BUSINESS**

- 40.1 Battle Point Park Cell Tower Lease to Unison Hamlin (15 min)  
**Action:** Information only.

#### **50. DIRECTOR'S REPORT**

- 50.1 Director's Report
- 50.2 Upcoming Meetings/Work Sessions/Events

02/02/23	Regular Board Meeting	6 pm	Bainbridge Island Recreation Center
02/16/23	Regular Board Meeting	6 pm	Bainbridge Island Recreation Center
03/02/23	Regular Board Meeting	6 pm	Bainbridge Island Recreation Center
03/16/23	Regular Board Meeting	6 pm	Bainbridge Island Recreation Center
03/25/23	Board Retreat	9 am	Bainbridge Island Recreation Center

#### **60. BOARD MEMBER ITEMS**

- 60.1 Remarks from Board Members
- 60.2 Board Member Committee Reports

#### **70. WRITTEN COMMUNICATIONS**

#### **80. ADJOURNMENT**

#### **90. ADJOURN TO EXECUTIVE SESSION IF NEEDED**

#### **100. EXECUTIVE SESSION**

#### **110. RECONVENE TO REGULAR SESSION**

## 120. ADJOURNMENT

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### **Board Committees**

Governance  
Capital Facilities  
Program  
Budget & Finance  
Personnel  
Ad Hoc Committee: Forest Management  
Ad Hoc Committee: Sakai Site Planning

### **2023 Board Representatives**

Kinney/Swolgaard  
Kinney/Janow  
Janow/DeWitt  
Goodlin/Janow  
DeWitt/Kinney  
Swolgaard/DeWitt  
Goodlin/Swolgaard

### **Board Liaisons**

Park District Committees:  
Trails Advisory Committee  
Dog Advisory Committee

Goodlin/Swolgaard  
Kinney/Janow

Community/Public Agencies:  
Bainbridge Island Parks & Trails Foundation  
Intergovernmental Work Group (IGWG)  
Bainbridge Island School District  
City of Bainbridge Island

Goodlin/Janow  
Kinney/Swolgaard  
Goodlin/Kinney  
DeWitt/Janow

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### ***Mission Statement***

*The mission of the Bainbridge Island Metropolitan Park & Recreation District is to build a healthy community through effective, sustainable stewardship of the District's parks and open space, and through the development and delivery of innovative cultural and recreation opportunities.*

**BAINBRIDGE ISLAND METROPOLITAN PARK & RECREATION DISTRICT  
 REGULAR BOARD MEETING January 5, 2023  
 BAINBRIDGE ISLAND RECREATION CENTER**

**CALL TO ORDER:** A quorum being present, the meeting was called to order at 6:00 pm by Chair DeWitt.

**BOARD MEMBERS PRESENT:** Ken DeWitt, Tom Goodlin, Dawn Janow, Jay Kinney, Tom Swolgaard.

**ADJUSTMENTS TO AGENDA:** Remove the executive session for real estate.

**MISSION STATEMENT:** Commissioner DeWitt read the Park District’s mission statement: The mission of the Bainbridge Island Metropolitan Park & Recreation District is to build a healthy community through effective, sustainable stewardship of the District’s parks and open space, and through the development and delivery of innovative cultural and recreation opportunities.

**PUBLIC COMMENTS ON NON-AGENDA ITEMS**

Loanne Harmeling spoke in support of additional outdoor tennis courts on Bainbridge Island.

**BOARD CONSENT**

**APPROVAL OF MINUTES:**

Upon making the following revisions to the minutes of the December 15, 2022 regular board meeting, Chair DeWitt stated the minutes stand approved as corrected: On page three, bullet five, change the second sentence to: There was a meeting last Wednesday and the depiction of both Commissioner Kinney’s behavior and the staff’s behavior conveyed in the letter that was circulated after the meeting was incorrect. On page four, insert a sentence to indicate the ten-minute extension of the executive session. On page one, under Bike Park Presentation, sixth line, change “parcel of land” to “addition.”

**APPROVAL OF PAYMENTS: MSC: Goodlin/Janow: I have reviewed the following vouchers, warrants and electronic payments and move that they be approved for payment.**

Batch Date	Fund Number & Name	Warrant Numbers	Total Batch Amt	Pre-Approved
12/15/22	001 General Fund	24221	10,000.00	12/15/22
12/27/22	001 General Fund 300 Capital Improvement Fund	24222-24265	136,488.49	12/27/22
12/29/22	001 General Fund 300 Capital Improvement Fund	24266-24313	76,035.71	12/29/22
	001 General Fund (Dec. Payroll)	EFT & 3061-3071	548,155.30	

**GENERAL BUSINESS**

**BOARD OFFICERS:**

**MSC: Janow/Swolgaard: Motion for Commissioner Kinney to be board chair for 2023.**

**MSC: Janow/Goodlin: Motion to nominate Commissioner Swolgaard as vice-chair for 2023.**

**MSC: Janow/Swolgaard: Nominate Commissioner Goodlin for secretary.**

**MSC: Swolgaard/Kinney: Nominate Commissioner Janow to be treasurer in 2023.**

**MSC: Janow/Swolgaard: Motion to nominate Commissioner DeWitt as member at large.**

**BOARD COMMITTEES AND LIAISONS:**

2023 Board Committee Assignments:

Governance:	Kinney/Swolgaard	(incoming Chair and Vice-Chair)
Capital Facilities:	Kinney/Janow	
Program:	Janow/DeWitt	
Budget & Finance:	Goodlin/Janow	(current and past Treasurer serve on this committee)
Personnel:	DeWitt/Kinney	(outgoing and incoming Chairs)
Forest Management:	Swolgaard/DeWitt	(ad hoc committee established at 9/17/20 board meeting)
Sakai Site Planning:	Goodlin/Swolgaard	(ad hoc committee established at 11/3/16 board meeting)

**MSC: Janow/Goodlin: Motion to approve the board committees for 2023.**

2023 Board Liaison Positions:

Park District Trails Advisory Committee:	Goodlin/Swolgaard	
Park District Dog Advisory Committee:	Janow/Kinney	
Bainbridge Island Parks & Trails Foundation:	Goodlin/Janow	
Intergovernmental Work Group (IGWG):	Kinney/Swolgaard	(incoming Chair and Vice-Chair)
Bainbridge Island School District:	Goodlin/Kinney	
City of Bainbridge Island:	DeWitt/Janow	

**MSC: Janow/Goodlin: Motion to approve the board liaisons for 2023.**

**RESOLUTION 2023-01: ELECTRONIC BIDDING:** Administrative Division Director Amy Swenson said there is a statute that requires the Park District to have a resolution to accept electronic signatures and do electronic bidding. This resolution does not refer to scanned images of a signature but uses electronic authentication of the signer. Electronic bidding will reduce administrative work. The bids are sealed electronically, the system ensures all mandatory documents are included and reduces math errors by bidders. Commissioner Goodlin asked what platform the Park District is planning to use. Amy Swenson said the Park District would use Municipal Research Services Center’s platform. The Park District has been using MRSC’s small works roster for roughly 12 years. **MSC: Janow/Swolgaard: Motion to approve resolution 2023-01 to adopt electronic bidding.**

**DIRECTOR’S REPORT**

**Park Services Division:** Park Services Division Director Dan Hamlin said Bainbridge Island Little League has asked if they can put up permanent fences at Hidden Cove Ballfields. Staff has reached out to Bainbridge Island Football Club to make sure that would not be a problem for them. The plan for the entirety of Strawberry Hill Park is set to be done by the end of March. Staff walked the proposed trail routes for the Sound to Olympics trail through Sakai Park, the plan will be presented to the board later in the year. Staff continues work to get the Blakely Harbor Park bathroom back in service. Cabin 5 at Fay Bainbridge Park is now open and available for rent. A Martin Luther King Jr Day of Service event has been planned at Blakely Harbor Park. Senior Planner Perry Barrett said the SEPA public comment period continues for Williams-Olson Park. There is also currently a SEPA comment period open for the sail float replacement project.

Recreation Division: Recreation Division Director Mark Benishek said winter/spring registration begins this Saturday at 9:30 am. Work on the summer recreation catalog will start soon. The Don Nakata pool was closed last week for maintenance, the pool is now almost back up to its regular temperature. Recreation Superintendent Bryan Garoutte said staff is working on preparing to launch the new Court Reserve system for Bainbridge Island Recreation Center. The youth basketball league has 83 teams this season. Ski bus staff and volunteers had a training last weekend. Commissioner Goodlin asked if there is a plan to eliminate the hardcopy of the recreation catalog. Mark Benishek said there is no plan to eliminate the hardcopy of the recreation catalog, but staff is looking at ways to make the electronic version of the catalog more interactive.

Administrative Division: Administrative Division Director Amy Swenson said that as part of the 2020-2021 audit, the auditor's office said their reporting hotline received some calls about the purchase of intangible property relating to the purchase of Bainbridge Island Recreation Center. The auditor's office is not sure if they will be looking into it.

Executive Director Terry Lande said that Executive Services Manager Helen Stone is spending a lot of her time working on public records requests. A part-time employee has been hired to help with public records requests. It is an incredible amount of work, particularly when a request is regarding minor participants in recreation programs, as each document must be read and redacted as needed.

**BOARD MEMBER ITEMS:**

- Commissioner Swolgaard said it is phenomenal that there are 83 youth basketball teams this year.
- Commissioner Kinney said that in thinking about the future he noted that there have been a few commissioners who have not been able to complete their terms and there is a process for replacing commissioners. Sooner or later there will need to be a plan for a successor for Executive Director Terry Lande, as he will eventually want to retire. Commissioner Kinney said the board should do some preliminary work on a process for succession. He suggested holding a retreat on the topic of succession and getting an independent moderator. Commissioner DeWitt said that working on the process for board member succession is also a good idea. March 25 from 9:00 am to 12:00 pm was chosen for a possible board retreat.
- Commissioner Kinney said he met with Paul Sullivan, the president of the board of the Bainbridge Community Tennis Association regarding outdoor tennis courts on Bainbridge Island.
- Commissioner Goodlin said he was walking along the shoreline at Fort Ward Park and noticed a lot of sloughing of the bank. He thinks the Park District should be considering sea level rise and high tides at all the waterfront parks.
- Commissioner Janow said that the Walks with the Commissioners program will start up again in May.
- Commissioner Janow gave kudos to Park District staff for managing the recent inclement weather including the high tides. She suggested putting king tide charts into the recreation program catalog.
- Commissioner Janow said the annual Bainbridge Island Environmental Conference will be March 18 at Islandwood.
- Commissioner Janow attended the Frosty Paws event at Strawberry Hill Park.

**MEETING ADJOURNED** at 7:29 pm.

Helen M. Stone  
Terry M. Lande  
BAINBRIDGE ISLAND METROPOLITAN  
PARK & RECREATION DISTRICT

BY: \_\_\_\_\_  
Jay C. Kinney

BY: \_\_\_\_\_  
John Thomas Swolgaard

BY: \_\_\_\_\_  
Dawn Janow

BY: \_\_\_\_\_  
Kenneth R. DeWitt

ATTEST: \_\_\_\_\_  
Tom Goodlin

DRAFT



Jan 10, 2023

## Terms of Agreement

**Seller:** Bainbridge Island Park & Recreation  
**Site Address:** 11299 NE Arrow Point Drive, Bainbridge Island Washington, 98110  
**Site #:** US453233

<b>PURCHASE OPTIONS</b>	<b>Tenant/Carrier</b>	<b>Monthly Rent</b>	<b>Escalation Rate</b>
(Please initial to initiate choice)	AT&T Wireless	\$2,167.12	3.00% Annual

<b>Options</b>	<b>Purchase Price</b>	<b>Term</b>	<b>Payout Type</b>	<b>Payout Detailing</b>	<b>Revenue Share</b>	<b>Initial</b>
A	\$ 348,906.00	30 (years)	Lump-sum	Paid at close	50%	_____
B	\$ 430,333.00	30 (years)	Installment	10 equal payments over 108 months, first at close	50%	_____
C	\$ 264,389.00	15 (years)	Lump-sum	Paid at close	65%	_____
D	\$ 320,745.09	15 (years)	Installment	10 equal payments over 108 months, first at close	65%	_____

*Revenue Share: Upside referring to revenue in excess of the current rental stream, with escalations, applied over the duration of the easement term, from new tenants in additional 300 sq. ft. space.*

**Terms:** This letter outlines the general business terms agreed by Purchaser and Seller for the conveyance of a Wireless communications easement and assignment of Wireless leases and rents for the stated term. Upon the execution of this agreement, the parties shall proceed in good faith to negotiate a mutually acceptable Wireless easement agreement and proceed to Purchaser's due diligence and closing.

The purchase price shall be the gross purchase price from which will be netted:

- Prorated rent for the remainder of the month of closing plus the next two months (Seller shall receive and deposit those two monthly rent checks after closing)
- Transfer taxes (if any)

**Easement term:** (See above); Abandonment period of 5 years surrendered after that duration if site becomes vacant.

**Easement Area:** Approximately 435 sq. ft. of ground space comprising the existing leased areas, with an additional 300 sq. ft. together with access and utilities easements serving the tower site.

**Due Diligence:** Closing is subject to Purchaser's receipt and evaluation of the document checklist items, completion of due diligence, and final underwriting approval. Seller agrees to cooperate fully with Purchaser in connection with its evaluation of this transaction. If there is a mortgage or lien on the property, Seller agrees to obtain a non-disturbance agreement ("NDA") from the lender or lienholder. If the NDA cannot be obtained, Seller may request a risk assessment to determine whether Purchaser will close without the NDA. Purchaser will endeavor to close this transaction within 60 days of its receipt of the checklist items.

**Confidentiality:** Seller agrees not to disclose any of the terms of this agreement to any third parties without Purchaser's prior written consent. Prior to closing, Seller shall not (a) negotiate, solicit, or entertain any offers to sell or assign any interest in the Wireless leases or premises with any other party; or (b) modify, amend, extend, renew, or terminate the Wireless leases.

This agreement between Purchaser and Seller, and their respective affiliates, successors, and assigns, may be executed in any number of scanned or photographic counterparts, each of which shall be deemed to be an original, and together shall constitute one and the same instrument. Seller acknowledges that Purchaser's commitment to expend time, effort, and expense to evaluate this transaction are good, valuable, and sufficient consideration for the covenants herein.

**Purchaser:**  
Unison US OpCo, LLC

By: \_\_\_\_\_  
Name: Harrison Theros  
Title: Authorized Signatory  
Date: \_\_\_\_\_, 2023

**Seller:**

By: \_\_\_\_\_  
Name:  
Title:  
Date: \_\_\_\_\_, 2023

## Document Checklist

1. The following information is required for closing:
  - Full copies of each Wireless lease, including any addenda, amendments, site plans, notices, and correspondence
  - Copies of the last three months' rent checks (or the last annual check, if paid annually)
  - Copy of deed
  - Copy of current tax bill for property
  - Phase I and II environmental reports (if applicable)
  - Proof of Seller's existence and authority, as applicable: articles of incorporation and bylaws; articles of organization and operating agreement; partnership agreement; trust agreement; death certificate, divorce decree, and probate documents

2. Mortgage:  Yes  No

Bank: \_\_\_\_\_  
Mortgage Amount: \_\_\_\_\_

Lender Contact: \_\_\_\_\_  
Lender Phone: \_\_\_\_\_  
Lender Email: \_\_\_\_\_