

**RESOLUTION NO. 3734**

**A RESOLUTION** of the Port Commission of the Port of Seattle, amending Resolution No. 3727, deleting the position title of Chief Executive Officer and replacing it with the position title of Executive Director; deleting the position title of Chief Executive Officer and replacing it with the position title of Executive Director in all Port of Seattle resolutions and motions currently in effect; and establishing a dual direct reporting relationship of the General Counsel to the Executive Director and the Port Commission.

**WHEREAS**, the Seattle Port Commission is the legally constituted governing body of the Port of Seattle and has ultimate responsibility for all Port operations, activities, initiatives, and relationships; and

**WHEREAS**, Chapter 53.12 RCW authorizes the Port Commission to delegate powers and responsibilities to a managing official of the port district as the Port Commission determines; and

**WHEREAS**, Resolution No. 3727, adopted November 22, 2016, provided for the position of Chief Executive Officer of the Port of Seattle, an employee appointed by the Port Commission, and the Port Commission has determined that the title of Chief Executive Officer does not adequately reflect the duties and responsibilities of the position; and

**WHEREAS**, the Port Commission has further determined that it is in the best interest of the Port as a public agency to change the reporting requirement of the Port's General Counsel;

**NOW, THEREFORE, BE IT RESOLVED** by the Port Commission of the Port of Seattle as follows:

Section 1. Section 1 (DEFINITIONS) of Resolution No. 3717 is hereby amended to delete the definition of Chief Executive Officer and replace it with the following:

**Executive Director:** An employee who is appointed by the Commission and who is subject to the terms and conditions of this Resolution. However, any terms, conditions, adjustments to pay, pay range, or benefits for the Executive Director adopted in open session by the Commissioners shall prevail over any relevant conflicting or inconsistent terms and conditions in this Resolution. Such agreement shall become effective without an amendment to this Resolution.

Section 2. All references to Chief Executive Officer and CEO in Resolution No. 3727 are hereby deleted and replaced with "Executive Director."

Section 3. All references to Chief Executive Officer and CEO in all Port of Seattle Commission motions and resolutions in effect on the date of adoption of this Resolution No. 3734 are hereby deleted and replaced with "Executive Director."

Section 4. All references to Interim Chief Executive Officer and Interim CEO in all Port of Seattle Commission motions and resolutions in effect on the date of adoption of this Resolution No. 3734 are hereby deleted and replaced with "Interim Executive Director."

Section 5. Section II.A. (Reporting Requirements for Certain Positions) of Resolution No. 3727 is hereby amended to add the following paragraph 4:

**General Counsel:** The General Counsel will have a dual direct reporting relationship with the Executive Director and the Commission by way of the Commission President. The Executive Director will have, in consultation with the Commission, responsibility for review and approval of performance expectations for the General Counsel and Legal Department staff. Legal Department staff, including Workplace Responsibility staff, will report to the General Counsel.

**ADOPTED** by the Port Commission of the Port of Seattle at a duly noticed public meeting thereof, held this \_\_\_\_ day of \_\_\_\_\_, 2017, and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof and the seal of the Commission.

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Port of Seattle Commission