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**APPROVED MINUTES
COMMISSION SPECIAL MEETING DECEMBER 5, 2017**

The Port of Seattle Commission met in a special meeting Tuesday, December 5, 2017, in the Central Auditorium at Seattle-Tacoma International Airport, Seattle, Washington. Commissioners Albro, Bowman, Creighton, Felleman, and Gregoire were present.

1. CALL TO ORDER

The meeting was called to order at 2:53 p.m. by Commission President Tom Albro.

2. EXECUTIVE SESSION pursuant to RCW 42.30.110

The public meeting was immediately recessed to an executive session estimated to last 60 minutes to discuss one matter related to performance on a publicly bid contract and one matter related to qualifications for public employment. Following the executive session, which lasted approximately 80 minutes, the public meeting reconvened at 4:20 p.m. Commissioner Albro led the flag salute.

3. SPECIAL ORDERS OF BUSINESS – None.

4. UNANIMOUS CONSENT CALENDAR

[Clerk's Note: Items on the Unanimous Consent Calendar are not individually discussed, although commissioners may remove items from the consent calendar for separate discussion and vote in accordance with commission bylaws.]

4a. Approval of the minutes of the special meeting of August 15, 2017.

4b. Authorization for the Executive Director to execute Change Order 109 to Contract MC-0317730, Vertical Conveyance Modernization Phase 1 at Seattle-Tacoma International Airport, to extend the contract duration by 168 calendar days and for the deductive amount of \$10,000. No additional funds are being requested (CIP #C800251).

Request document(s) included an agenda [memorandum](#).

The motion for approval of consent items 4a and 4b carried by the following vote:

In favor: Albro, Bowman, Creighton, Felleman, Gregoire (5)

5. PUBLIC TESTIMONY

- Hayward Evans, Washington Civil Rights Coalition, regarding recent litigation pertaining to Women and Minority Business participation in the Airport Dining and Retail program.

- Eddie Rye, Jr., Washington Civil Rights Coalition, regarding recent litigation pertaining to Women and Minority Business participation in the Airport Dining and Retail program. Mr. Rye submitted written materials, which are included here as minutes [Exhibit A](#).

6. DIVISION, CORPORATE, AND COMMISSION ACTION ITEMS

Without objection, the Commission advanced to consideration of –

6c. First Reading of Resolution No. 3737, a Resolution of the Port of Seattle Commission to establish a Diversity in Contracting Policy Directive to increase women and minority business opportunities and to repeal Resolutions No. 3506 and No. 3618.

Request document(s) included an agenda [memorandum](#), [presentation slides](#), and [draft resolution](#). A copy of the final draft of Resolution No. 3737 will be made available upon adoption.

Presenter(s): Aaron Pritchard, Commission Issues and Policy Manager, and Teresa Delicino, Director, Small Business Development.

The purpose of this policy is to improve women and minority business enterprise (WMBE) participation in contracts, by increasing the number of WMBE businesses contracted, and the percentage of Port spending with WMBE firms. Each division will set goals based on their anticipated contracting for the coming year. Categories used to define WMBEs will be the same as those used in federal disparity studies.

Commissioners and staff discussed the process for becoming a certified WMBE. Although business will not need to be certified to participate, part of this policy will direct Port staff to encourage certification.

Commissioners expressed an interest in disaggregating the business utilization data by ethnic group in order to determine whether particular groups are underrepresented in order to increase outreach to those communities. Disaggregated data for current contracts was requested in order to establish a baseline.

Changes to consider before adoption were proposed, including the following:

- Striking the word “covered” from Section 3, to apply these goals to all firms contracting with the Port.
- Updating the 2016 Small Business Utilization Report for inclusion as an appendix.
- That the definitions be clarified to distinguish between Disadvantaged Business Enterprise (DBE) and Airport Concessions Disadvantaged Business Enterprise (ACDBE) and WMBE.

The motion for approval of First Reading of Resolution No. 3737 carried by the following vote:

In favor: Albro, Bowman, Creighton, Felleman, Gregoire (5)

Without objection, the Commission advanced to consideration of –

6d. Authorization for the Executive Director to (1) execute a purchase and sale agreement to acquire Salmon Bay Marina for \$15,679,120; (2) execute an amendment to the

existing architectural/engineering services contract for Fishermen's Terminal for \$2,000,000 for the planning and design of a 60,000 square-foot light industrial building and related upland site improvements; and (3) invest \$900,000 in covered moorage fire suppression systems and marina start-up costs.

Request document(s) included an agenda [memorandum](#), [presentation slides](#), [purchase and sale agreement](#), [due diligence summary](#), and [comprehensive analysis options document](#). A map of the property was provided at the time of the meeting and is attached as minutes [Exhibit B](#).

Presenter(s): David McFadden, Managing Director Economic Development, and Jeffrey Utterback, Real Estate Development Director.

The Salmon Bay Marina is strategically located adjacent to Fishermen's Terminal. If the Port does not purchase this property now it is unlikely to be on the market again in the near future. A master use permit is attached to the property that will support both fishing and recreational boating.

Commissioners discussed whether purchasing this property is in keeping with the Port's current strategic priorities such as job creation and the number of derelict vessels currently at the marina.

The motion for approval of agenda item 6d carried by the following vote:

In favor: Albro, Bowman, Creighton, Felleman (4)

Opposed: Gregoire (1)

Without objection, the Commission advanced to consideration of –

6e. Authorization for the Executive Director to: (1) authorize \$1,600,000 of project spending via a tenant reimbursement agreement (TRA), see Attachment 1, between the Port and Ivar's Inc. for the design and construction of a shared cooking facility and venting system in support of temporary food carts offering hot food in the Central Terminal at Seattle-Tacoma International Airport; (2) execute a lease and TRA with Ivar's for this purpose under the Airport's AV-2 Policy, and (3) authorize an additional \$400,000 of project spending to support this tenant project. This request seeks a single authorization to approve the TRA and complete design and construction. The total estimated cost for this project is \$2,000,000.

Request document(s) included an agenda [memorandum](#), [presentation slides](#), [tenant reimbursement agreement](#), and [lease and concession agreement](#). A preliminary food cart design was presented at the time of the meeting and is included here as minutes [Exhibit C](#).

Presenter(s): James Schone, Director, Aviation Commercial Management, and Sean Anderson, Program Leader, Aviation Project Management Group.

Previously, this authorization request was presented as agenda item 4d on November 28, 2017, and was laid on the table at that time.

Hot food availability will be limited during the Central Terminal remodel. To help provide adequate dining options to customers, staff proposes entering into a tenant reimbursement agreement (TRA)

with Ivar's to construct a shared cooking facility in order to support temporary food carts in the Central Terminal. A TRA is proposed for this project because Ivar's has the ability to complete the project faster than the Port. In the future, this kitchen can be used for other kiosks and as a business incubator for food service. Commissioner concerns with the project were noted as outlined in more detail on November 28.

The motion for approval of agenda item 6e carried by the following vote:

In favor: Albro, Bowman, Felleman, Gregoire (4)

Opposed: Creighton (1)

The Commission returned to consideration of –

6a. First Reading of Resolution No. 3742: a resolution of the Port Commission of the Port of Seattle adopting bylaws governing the organization and transaction of business of the Port of Seattle Commission and repealing Resolutions No. 3611, 3672, 3673, 3689, 3690, 3733, and all other resolutions dealing with the same subject matter.

Request document(s) included a [draft resolution](#), [appendix](#), and [potential amendments](#). An agenda [memorandum](#) was provided at the time of the meeting. A copy of the final draft of Resolution No. 3742 will be made available upon adoption.

Presenter(s): Paul J. White, Commission Clerk.

The proposed bylaws have been benchmarked against those of other organizations and have undergone extensive review. The text presented is a reorganization of the current bylaws. Since the Port was formed in 1911, the bylaws have been added to and expanded, but have changed little in basic structure and emphasis.

The proposed bylaws contain seven articles, following Robert's Rules of Order.

- Article I provides an object statement.
- Article II pertains to the membership of the body. It addresses vacancies in a way that aligns more clearly with state statute and provides expanded guidance regarding abstention and recusal.
- Article III delineates the roles of officers. It addresses some misapprehensions, such as the degree of control the Commission president has over the agenda, streamlines the slate of officers, and provides a new category for the Commission Clerk's duties.
- Article IV defines the schedule of regular meetings. It is updated to reflect current practice of meeting twice a month. The order of business has been updated to move public comment and unanimous consent earlier in the meeting, and the meeting start time has been moved one hour earlier. Executive session will now start at 11:00 a.m. and public session will start at 12:00 p.m.; this is intended to make it easier for members of the public to attend and provide comment during the lunch hour. The total amount of public comment will be limited to 45 minutes, which is aligned with the practices of other municipalities.
- Article V covers committees and is intended to support the Commission's interest in increasing its policy work.

Commissioners commented on the amount of new content in the proposed bylaws and the pros and cons of taking more time to consider the work prior to a vote.

The motion for approval of First Reading of Resolution No. 3742 carried by the following vote:

In favor: Albro, Creighton, Felleman, Gregoire (4)

Opposed: Bowman (1)

Agenda item 6b was removed from the agenda prior to publication.

7. **STAFF BRIEFINGS** – None.
8. **ADDITIONAL NEW BUSINESS** – None.
9. **ADJOURNMENT**

There was no further business, and the meeting adjourned at 6:26 p.m.

Prepared:

Amy Dressler, Deputy Commission Clerk

Attest:

Ryan Calkins, Commission Secretary

Minutes approved: May 8, 2018.