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(The approximate point in the audio recording for the specific item is identified by minutes and seconds; example: 01:30)

**APPROVED MINUTES
COMMISSION REGULAR MEETING NOVEMBER 2, 2010**

The Port of Seattle Commission met in a regular meeting at 1:00 p.m., Tuesday, November 2, 2010 in Commission Chambers, Pier 69, 2711 Alaskan Way, Seattle, WA. Commissioners Albro, Bryant, Holland, and Tarleton were present. Commissioner Creighton participated via telephone.

1. CALL TO ORDER

The regular meeting was called to order at 1:17 p.m. by Bill Bryant, Chair and President.

2. EXECUTIVE SESSION pursuant to RCW 42.30.110

None.

PLEDGE OF ALLEGIANCE

3. APPROVAL OF MINUTES

None.

4. SPECIAL ORDER OF BUSINESS

None.

5. (00:01:44) UNANIMOUS CONSENT CALENDAR

Item 5a was removed as a consent item for discussion.

- a. **Authorization for the Chief Executive Officer to approve and execute lease assignment documents relating to the Terminal 86 Grain Terminal, including the assignment of the current Lease and Construction Agreement, as amended, and the assignment of a related Improvement Agreement between the Port of Seattle and Louis Dreyfus Corporation. Both Agreements would be assigned to Louis Dreyfus Commodities LLC. There is no cost associated with this assignment.**

Request document: Commission agenda [memorandum](#) dated October 27, 2010 from Scott Pattison, Manager, Industrial Properties, Seaport Cruise and Industrial Properties and Michael McLaughlin, Senior Manager, Seaport Cruise and Industrial Properties. Also provided was a copy of the [agreement](#).

Presenter: Mr. Pattison

Mr. Pattison commented on a restructuring of Louis Dreyfus Corporation and the creation of a new holding company, Louis Dreyfus Commodities LLC. He stated that the request is to allow two current Agreements, between the Port and Louis Dreyfus Corporation to be assigned to Louis Dreyfus Commodities Seattle Export Elevator LLC, and guaranteed by Louis Dreyfus Commodities LLC. He noted that based on representation of the new corporate structure provided to the Port by Louis Dreyfus, staff does not believe there will be any impact on their credit profile with them or any risk to the Port of Seattle, but is more administrative in nature.

Commissioner Albro stressed the need to be sure there are significant assets within the Louis Dreyfus group should there be any need in the future for recovery.

Motion for approval of Item 5a – Albro

Second – Holland

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton, Holland, Tarleton (5)

Item 7a was advanced on the agenda as follows:

7. STAFF BRIEFINGS

- a. **(00:08:53) Update on the Alaskan Way Viaduct and Seawall Replacement Project and Review of the Supplemental Draft Environmental Impact Statement (SDEIS)**

Presentation documents: Commission agenda [memorandum](#) dated October 26, 2010 and computer slide [presentation](#) from Patricia Akiyama, Director, External Affairs; Mike Merritt, Local Government Affairs Manager; and Geri Poor, Regional Transportation Manager. Also provided was a computer slide [presentation](#) from the external team of presenters.

Presenters: Mr. Merritt; Ms. Poor; Ron Paananen, Alaskan Way Viaduct and Seawall Replacement Program Manager, Washington State Department of Transportation (WSDOT); and Bob Powers, Deputy Director, Seattle Department of Transportation (SDOT).

As background, Mr. Merritt mentioned the following priorities of the program:

- Providing capacity to move freight traffic efficiently in the region
- Granting easy access to our cargo, commercial fishing and cruise facilities, and Sea-Tac Airport
- Minimizing construction disruption

He noted that the briefing would provide an update on the program status, and that since it is related to the Supplemental Draft Environmental Impact Statement (SDEIS), presenters would be seeking input from the Commission in order to set the stage to return to the Commission with further comments.

Ms. Poor clarified that comments to the SDEIS must be received and submitted by December 13. She also briefly commented on the Port's integral involvement in the viaduct decision-making process since the 2001 Nisqually Earthquake. She provided brief a recap of recent Port participation in the process.

Related to the SDEIS, Ms Poor noted that the Port's focus will include the areas of impact to Port properties and tenants; construction; and freight mobility and rail operations.

Mr. Paananen and Mr. Powers continued the presentation, noting the following program updates:

- Pier 48 building demolition is complete, and area is being used as a light staging area
- South Spokane Street Viaduct is currently under construction and on schedule
- Mercer East construction is underway.
- Mercer West work is in process, with construction of the entire Mercer corridor project currently estimated to cost \$100.3 million, and does not include two lanes going uphill on Mercer Place. He stated that further analysis will be completed of this area, and there will be further discussion of that with the Commission before April 30, 2011.
- Survey conducted with residents of a variety of areas to find out how much was known about the Viaduct/Tunnel project.
- East Marginal Way grade separation project is well under way and going very well.

Mr. Paananen mentioned an issue which continues to come up related to relocation of the bike/pedestrian path near Alaskan Way and the entrance to Terminal 46, noting that the agencies are continuing to work together to assure it is as safe as possible for all users.

Responding to a question from Commissioner Tarleton as to whether or not the Environmental Impact Statement (EIS) being commented on as part of this presentation, Mr. Powers confirmed that it will not include information related to the Seawall-related construction, design, and impacts, but will be a separate process related to that construction contract.

Mr. Paananen commented on the analysis of tolling which was conducted and stated that during the next several years, WSDOT and SDOT will work together to refine and optimize toll scenarios. He noted that travel times with the new tunnel are expected to remain about the same as they would with the existing viaduct, but that if tolling is used, that time could be increased slightly.

Mr. Paananen spoke briefly about the construction of the bored tunnel and anticipated related impacts to the area as well as potential effects on freight during construction.

Mr. Paananen then commented on economic benefits of the project, noting the importance of keeping the Viaduct open during construction to keep people and good moving as well as the importance of the creation of jobs related to the project.

Mr. Paananen noted again that the period for comment on the SDEIS will end on December 13, 2010, and that there would be public open houses on November 16, 17 and 18, and addresses for providing comment were provided.

Commissioner Bryant raised the topic of possible cost overruns of the project, and how the design-build format being used affects that. Mr. Paananen stated that the Department of Transportation has used the design-build format on a number of projects, the biggest of which was the Tacoma Narrows Bridge. He noted that the experience with design-build has been that although it is not always the least expensive way to deliver a project, there is greater price certainty when the contract is awarded, and it also has definite schedule advantages. He also noted that as for cost growth, it has generally been around 3%, and that he believes the amount planned as a contingency should be sufficient.

6. DIVISION, CORPORATE AND COMMISSION ACTION ITEMS

- a. **(01:18:20) Request that the Port of Seattle Commission either: (A) Exercise its authority under RCW 53.19.020(5) and (1) determine that a competitive solicitation process is not appropriate or cost effective with the nonprofit organization Port Jobs; and (2) authorize the Chief Executive Officer to enter into a three-year contract with Port Jobs from January 1, 2011, through December 31, 2013, with an option to renew for two one-year options at the discretion of the Port to perform job training, placement programs, pre-apprenticeship training and educational programs for a total cost with both options exercised for an estimated total cost of \$4,045,953.20;**

OR

(B) Authorize the Chief Executive Officer to execute a three year contract with a qualified nonprofit organization following a competitive procurement process through a Request for Proposal with an option to renew for two one-year option years at the discretion of the Port to perform workforce development, including job training, pre-apprenticeship training and educational programs associated with Port of Seattle tenants and customers and the Port's economic development mission for an estimated total cost of \$4,045,953.20. This option would require authorization for the continuation of the current Port Jobs contract on a month-to-month basis, until a new contract is executed.

Request document: Commission agenda [memorandum](#) dated October 27, 2010 and [exhibit](#) from Ralph Graves, Managing Director, Capital Development Division and Luis Navarro, Director, Office of Social Responsibility.

Presenters: Mr. Graves and Mr. Navarro

Mr. Navarro provided background information on the Port's workforce development strategy, which is currently performed on behalf of the Port by the non-profit organization, Port Jobs, under two separate contracts which are due to end at the end of December, 2010. He briefly reviewed contract details, including in-kind contributions which are a component of the contracts. He also commented on a new program to be included, which will offer assistance to drayage truck drivers who may need support in seeking alternative employment as a result of the Port's new clean air standards.

One change to the new proposed contracts noted by Mr. Navarro is the direct payment from Port funds of the equivalent amount of the .20 per labor hour previously funded through major construction contracts for pre-apprenticeship programs.

Mr. Navarro then reviewed the differences in the two options being proposed to the Commission at this time, as covered in the agenda item memo provided.

CEO Yoshitani noted that his recommendation, being made verbally, is for approval of Option A, although staff is prepared to go with either option.

Motion for Item 6a, Option A – Holland

Second - Tarleton

Discussion followed with Commissioner Tarleton commenting on the extensive amount of work that has been done over the past several years related to the appropriate structure of Port Jobs, and noting the importance of jobs which are being created.

Commissioner Creighton commented on the critical function of Port Jobs for the community, and although he can understand both options being presented, he leans toward supporting Option B.

Commissioner Albro commented that there may be a marginal benefit to going through an RFP process for this contract, but that process would be disruptive to services which are currently being provided at a time when there is such focus on jobs being provided to the community.

Responding to Commissioner Albro's question related to the expected increase to the contract over the next several years, Mr. Navarro stated that the main contributors to the increases are the new program for truck driver assistance as well as the .20 per labor hour payment.

Commissioner Bryant stated that one of the metrics on whether or not this contract should be renewed in the future will be whether or not Port Jobs has developed a program, or made progress toward one, with the maritime community as it has at the Airport.

Motion carried by the following vote:

In Favor: Albro, Bryant, Holland, Tarleton (4)

Opposed: Creighton (1)

- b. (01:45:54) Authorization for the Chief Executive Officer to execute an Agreed Order with the Washington State Department of Ecology (DOE) for the completion of remediation investigation actions at Terminal 115 North for an estimated cost of \$1,000,000.**

Request document: Commission agenda [memorandum](#) dated October 25, 2010 and computer slide [presentation](#) from Kathy Bahnick, Seaport Environmental Programs Manager and Brick Spangler, Stormwater/Remediation Specialist. Also provided was a copy of the [agreed order](#).

Presenters: Stephanie Jones Stebbins, Senior Manager, Seaport Environmental Programs and Ms. Bahnick

Ms. Jones Stebbins provided brief background information on the project, noting that the site is located on the Lower Duwamish Waterway, and as part of the DOE's source control efforts, they are asking various parties to enter into agreed orders for the cleaning up of certain properties along the Duwamish River. She stated that the Port had received a notice from DOE in January, 2009, and that as the owner; the Port agreed that they are legally liable party, but there was not enough information provided to suggest any risk to human health. At that time, the Port suggested having an independent investigation conducted to provide further information, which was authorized by the Commission and completed.

Ms. Jones Stebbins stated that negotiations have taken place regarding the scope of work to be completed, and that staff is now prepared to enter into the agree order with DOE.

Responding to a question from Commissioner Albro related to interim remedial action which may be required and the amount in the budget for such work, staff stated that this is not a part of the \$1,000,000 being discussed today. Ms. Jones Stebbins clarified that should any interim remedial action be necessary, staff would return to the Commission for approval of that. She also noted that staff is requesting grant money, but it the result of that request is currently unknown.

Commissioner Bryant noted that in the absence of any money from the state to help with the site cleanup, it will be necessary to use tax levy funds to do so.

Motion for approval of Item 6b – Tarleton

Second – Albro

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton, Tarleton (4)

Commissioner Holland was absent for the vote

- c. (01:57:11) Authorization for the Chief Executive Officer to execute an Indefinite Delivery/Indefinite Quantity (IDIQ) professional services contract for design services in the amount of \$400,000 in support of anticipated capital improvement projects related to the South Satellite Concessions Project (CIP #C800412) and the Gate Lobby Projects (CIPO #C800466) at Seattle-Tacoma International Airport (Airport). No funding is associated with this authorization.**

Request documents: Commission agenda [memorandum](#) dated October 27, 2010 and [drawings](#) from Wayne Grotheer, Director, Aviation Project Management Group; Nick Harrison, Senior Manager, Airport Operations; and Deanna Zachrisson, Manager, Concessions Business

Presenters: Mr. Harrison and Ms. Zachrisson

Mr. Harrison noted that this request is for design services at the west end of the south satellite at the Airport, the area which is used for all of Delta Airlines' flights as well as international carriers. He stated that the work is necessary due to the aging of the facility as well as an increase in business there.

Ms. Zachrisson then spoke about how this project will better allow expectations of travelers to be met, by increasing the capability to provide food and retail spaces. This will in turn create business opportunities as well as revenue for the Port.

Motion for approval of Item 6c – Albro

Second – Tarleton

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton, Holland, Tarleton (5)

- d. (02:02:13) (1) Authorization for the Chief Executive Officer (CEO) to execute all documents necessary to acquire title to all the abandoned streets within the Des Moines Creek Business Park (DMCBP) site from the City of Des Moines and the Washington State Department of Transportation (WSDOT) in an amount not to exceed \$3,200,000; and (2) Resolution No. 3646, First Reading. Declaring surplus and no longer needed for Port District purposes 2.84 acres of Port-owned real property located in the City of Des Moines, Washington, and authorizing the Chief Executive Officer to execute all documents necessary to transfer title of the property to the City of Des Moines for \$743,334 and amend the Comprehensive Scheme to reflect that the property is surplus**

to the needs of Seattle-Tacoma International Airport and is hereby deleted from Unit No. 18.

**First Reading of Resolution No. 3646
Public Hearing**

Request documents: Commission agenda [memorandum](#) dated October 26, 2010, [site map](#), and computer slide [presentation](#) from Mark C. Griffin, Senior Real Estate Development Manager; James R. Schone, Director, Aviation Business Development; and Diane Summerhays, Director, Aviation Community Development. Also provided was a copy of the [Resolution](#).

Presenter: Mr. Griffin

Mr. Griffin commented on the proposed property exchange with the City of Des Moines, noting that it continues collaboration with the City over the past five years on planning work aimed at readying the Des Moines Creek Business Park site for redevelopment.

He reviewed details of the property site, as well as terms of the property exchange, noting that the exchange is based on an appraised value of \$6 per square foot. He also clarified that the \$3.2 million amount of this request does not reflect a \$743,000 credit from the City, as it only deals with the acquisition of streets. He stated that closing is expected within 30 days of the Port's execution of the [second addendum](#), and he then anticipates negotiating a new development agreement with the City to address other issues at the site. He said the second development agreement is expected to be finalized with the City at some point next year, and would return at that time for Commission approval.

Grant Fredericks, Planning and Public Works Director, City of Des Moines offered brief comments, noting his appreciation for the cooperative nature of the City's relationship with the Port.

Motion for approval of Item 6d (1 – CEO Authorization) – Tarleton

Second – Holland

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton, Holland, Tarleton (5)

Commissioner Bryant then declared the meeting a public hearing. No comments were received, and the public hearing was closed.

Motion for Resolution No. 3646, First Reading – Albro

Second – Holland

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton, Holland, Tarleton (5)

- e. (02:13:21) Resolution No. 3644, Second Reading and Final Passage. Declaring certain Port of Seattle personal property surplus and no longer needed for its intended Port purpose and authorizing the Chief Executive Officer to take all necessary steps to arrange for the sale of this surplus personal property by public auction or other legal means and to execute all documents necessary to accomplish this disposal in accordance with RCW 53.08.090.**

Request document: Commission agenda [memorandum](#) dated October 27, 2010 from Tim Jayne, Senior Manager, Procurement Services. Also provided was a copy of the [Resolution](#).

Presenter: Ralph Graves, Managing Director, Capital Development Division

Mr. Graves noted that since the property to be surplussed has a total value of over \$10,000, this action is needed to be authorized by Commission Resolution.

Motion for Resolution No. [3644](#), Second Reading and Final Passage – Tarleton

Second – Albro

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton, Holland, Tarleton (5)

7. STAFF BRIEFINGS

- b. (02:15:29) Staff Briefing on the Cruise Memorandum of Understanding (MOU) – Proposed Options for an MOU Amendment Process**

Presentation documents: Commission agenda [memorandum](#) dated October 26, 2010 and computer slide [presentation](#) from Stephanie Jones Stebbins, Director, Seaport Environmental Programs and Mike McLaughlin, Director, Cruise and Industrial Properties

Presenters: Ms. Jones Stebbins and Mr. McLaughlin

Mr. McLaughlin commented briefly on the Cruise MOU, noting that the agreement provides a forum for voluntary actions aimed at improving the treatment of wastewater discharges from cruise ships operating in Washington waters. He stated that the intent of the MOU was to develop waste management practices to preserve a clean and healthy environment and to demonstrate the industry's commitment to be a steward of the environment. The MOU has been amended four times since it was established, but that the MOU does not currently define a formal process for making amendments. It was decided by the parties to the MOU that a more defined process for making such amendments is needed.

Ms. Jones Stebbins then reviewed the two options currently being considered, as included within the memo, for a future amendment process, noting that both options include a public hearing and define criteria for amendments, as well as requiring the MOU parties to agree to an amendment, and stated that this would also assure a more public process.

Ms. Jones Stebbins noted that Port staff recommends having a clear Port process for making amendments, and that once a public review process has been completed, staff would bring a recommendation to the Commission for a vote to establish the Port's official position.

Responding to a question from Commissioner Tarleton as to who maintains the database of the MOU's historical record of amendments proposed; actions taken on those proposals; and data collected during the public comment period, Mr. Jones Stebbins stated that this is something that has not been clarified. Commissioner Tarleton noted that this is something that needs to be done for a public record, especially since this is a voluntary MOU. Ms. Jones Stebbins stated that up to this point, the information has been available on the Department of Ecology (DOE) website.

Public comment related to Item 7b was then received from the following individuals:

- Bill Morani, Holland America Line. Mr. Morani spoke in favor of amending the process by which amendments to the cruise ship MOU are made, noting its consistency with the Port's green principles adopted by the Commission in 2009.

- Fred Felleman, Friends of the Earth. Mr. Felleman commented on the following areas:
 - Terminal 66 electrification possibly in jeopardy due to budgetary constraints
 - Model Toxics Control Acts (MTCA) funds availability for Terminal 115 cleanup
 - Recent spill at Fishermen's Terminal and the Port's capacity to respond to such events
 - Recent discovery of ammunition found under water at the Terminal 91 site
 - Cruise MOU and the need for a clear amendment process being necessary.
Commented that there are still many unresolved issues. Wants to know more about how the Port plans to deal with sewage sludge; discharging at the docks; and labor disputes related to cold-ironing.

c. (02:39:41) Staff Briefing on the 2011 Salary and Benefit Resolution

Presentation documents: Commission agenda [memorandum](#) dated October 15, 2010 and computer slide [presentation](#) from Tammy Woodard, Senior Manager, Total Compensation

Presenter: Ms. Woodard

Ms. Woodard provided an overview of the 2011 Salary and Benefit Resolution, as well as shared staff recommendations for moving forward. She noted that changes to the Resolution will be minimal from last year's, and that benefit changes will impact employees more significantly than Resolution changes will. All changes will reflect a conservative approach to pay and benefits for 2011.

Ms. Woodard reviewed what is covered by the Salary and Benefit Resolution, and how data is received and analyzed in order to arrive at projections for the upcoming year for pay and benefits.

Commenting more specifically on benefit changes for the upcoming year, Ms. Woodard noted that significant changes were considered, including employees paying an increasing share of the cost of their medical coverage, with an increase of about 80% in 2011.

Final changes recommended to the 2011 Salary and Benefit Resolution include:

- Minor wording changes, to simplify or clarify
- An updated holiday schedule
- Reduction in paid time off (PTO) accumulation limits, reduced by 100 hours
- 2% increase to non-represented salary ranges, keeping ranges close to market level

Commissioner Holland commented on the uniqueness of the Port of Seattle, and in noted that in order to attract the type of employees needed to remain competitive, it is important to have generous health care benefits as well as salary increases.

Commissioner Albro agreed with comments made by Commissioner Holland, and also commented on the importance of managing expenses. He noted his belief that it would make more sense to adjust pay ranges by 1% rather than the proposed 2%. A separate area commented on by Commissioner Albro was that of differences between represented and non-represented employees as related to pay increases.

Commissioner Tarleton commented on differences between the public and the private sector related to pay increases.

Prior to moving forward with Item 7d, New Business was advanced for public comment from the following individual:

8. NEW BUSINESS

- Deborah Frauste, Friends of Lower Kinneer Park. Ms. Frauste commented on volunteer work done at Kinneer Park as part of improvements to the Queen Anne area, and raised a request for the Port to match a \$100,000 grant recently received by the City of Seattle. These funds will move a conceptual plan to construction drawings, which will include a pedestrian/bicycle trail in the Mercer West Corridor, an area which has both the freight and neighborhood communities concerned.

The agenda was then returned to Policy and Staff Briefings, as follows:

d. (03:19:43) Budget Roundtable Discussion

- 1. Tax Levy Follow-up Discussion**
- 2. Preliminary Budget Update**

Presentation documents: Commission agenda [memorandum](#) dated October 28, 2010 and computer slide [presentation](#) from Dan Thomas, Chief Financial and Administrative Officer and Michael Tong, Corporate Budget Manager

Presenters: Various, as noted below:

Tax Levy Discussion:

Elizabeth Morrison, Senior Manager, Corporate Finance, opened the [presentation](#), noting that prior briefings on the subject had been held on both October 12 and October 26, 2010. She commented that the tax levy scenarios to be provided at this time include some new General Obligation (G.O.) bond funding. She reviewed assumptions for the current scenarios, which were developed following previous Commission discussion.

The current scenarios for use of the tax levy were reviewed as follows:

1. Fully fund Real Estate CIP
2. Allow the tax levy to increase 1% per year
 - a. Beginning in 2011
 - b. Beginning in 2012
3. Modest levy increase with \$10 million CIP deferral

It was also noted that job and sales tax implications for deferred projects is being evaluated.

Ms. Morrison responded to Commissioner Albro's question as to possible recovery sources for expenditures in the current forecast, noting that recovery from other responsible parties is included in the assumptions; however, anything from grants, litigation or insurance are recovery sources which are simply too difficult to estimate.

Mark Reis, Managing Director, Aviation Division addressed Commissioner Albro's question related to noise mitigation in the Highline School district, which is not paid for by Airport Development Funds, but by tax levy funds. Mr. Reis noted that this is the result of Commission direction, and an agreement which exists between the FAA, the State, Highline School District, and the Port.

Commissioner Holland then commented on the importance of funding deferred maintenance, a topic which had previously been discussed.

Commissioner Bryant stated that he would be concerned about adding any other funding toward Real Estate until there is more of a long-term plan for Fishermen's Terminal, the Maritime Industrial Center, and other properties. He noted that with the economy as it is, he would not want to see taxes raised.

Commissioner Tarleton commented on the importance of communicating to the public what our environmental obligations are.

Commissioner Albro stated his belief that there needs to be a Real Estate strategy, and commented on the link that exists between real estate and transportation.

Commissioner Holland was excused and was absent from the meeting from this point forward.

Real Estate Division 2011 Capital Budget

Joe McWilliams, Managing Director, Real Estate Division, briefly reviewed Real Estate items which, in varying degrees, are included in each of the three scenarios presented in the briefing. Those were noted as:

- Real Estate Contingency for Renewal and Replacement
- Fishermen's Terminal Net Shed Solution
- Fishermen's Terminal C-15 Building Subsidence Improvement

He summarized ways in which the projects would be impacted, depending upon which levy scenario would be used.

Preliminary Budget Update

Presenters: Dan Thomas, Chief Financial and Administrative Officer; Michael Tong, Corporate Budget Manager; Borgan Anderson, Senior Manager, Aviation Finance and Budget; and Boni Buringrud, Manager, Seaport Finance and Budget

Mr. Tong provided an overview of the Port's year-end forecast, noting that year-end numbers are expected to be very strong. Staff also commented on operating budget adjustments made within the different divisions since the briefing to the Commission on October 5th.

Mr. Tong then provided a summary of recent changes to both the operating and non-operating budget and a summary of the 2011 preliminary budget.

9. POLICY ROUNDTABLE

None.

10. ADJOURNMENT

There being no further business, the regular meeting was adjourned at 5:50 p.m.

(A digital recording of the meeting is available on the Port's website)

Rob Holland
Secretary