Commissioners

Bill Bryant
Commission President
Tom Albro
John Creighton
Rob Holland
Gael Tarleton



Tay Yoshitani Chief Executive Officer

P.O. Box 1209 Seattle, Washington 98111 www.portseattle.org 206.787.3000

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APPROVED MINUTES COMMISSION REGULAR MEETING June 7, 2011

The Port of Seattle Commission met in a regular meeting Tuesday, June 7, 2011, at Port of Seattle Headquarters, Commission Chambers, 2711 Alaskan Way, Seattle, Washington. Commissioners Albro, Bryant, Creighton, and Holland were present. Commissioner Albro attended by telephone, and Commissioner Tarleton was excused. Commissioner Albro was excused after 3:03 p.m.

1. CALL TO ORDER

The regular meeting was called to order at 12 noon by Bill Bryant, Commission President.

2. EXECUTIVE SESSION pursuant to RCW 42.30.110

The meeting was immediately recessed to an Executive Session lasting approximately 60 minutes to discuss litigation and legal risk matters. The regular meeting reconvened in open public session at 1:18 p.m.

PLEDGE OF ALLEGIANCE

3. (00:01:15) APPROVAL OF MINUTES

Regular Meetings of February 22, 2011, and April 12, 2011.

Motion for approval of the minutes for the February 22, 2011, and April 12, 2011, regular meetings – Creighton

Second - Holland

Motion carried by the following vote:

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

Absent for the vote: Tarleton

Special Meeting of April 26, 2011.

Motion for approval of the minutes for the April 26, 2011, special meeting – Creighton

Second - Albro

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton (3)

Absent for the vote: Tarleton

Commissioner Holland was absent from the subject meeting.

4. SPECIAL ORDER OF BUSINESS

a. (00:03:00) The **Port Centennial** 1911-2011.

Commissioner Bryant presented the Port Centennial Moment for June, highlighting the parks of the Port of Seattle. He described the Port's long-standing priority to provide public access to the Seattle waterfront, noting the 1915 opening of the Port's first park on the Bell Street Pier, the renaming of Elliott Bay Park as "Centennial Park," and the anticipated opening of public shorefront access at Jack Block Park in West Seattle. There are 22 parks operated by the Port covering over 60 acres. Commissioner Bryant described the environmental awards and certifications received by the Port's parks, which use all-organic landscaping, and are available for reservation by the public for special events.

Commissioner Creighton described the success of "Get to Know Your Port by Bike" Day on June 5, 2011.

5. (00:06:26) <u>UNANIMOUS CONSENT CALENDAR</u>

Item 5b was removed from the Consent Calendar for separate discussion and vote at the request of Commissioner Albro.

a. Authorization for the Chief Executive Officer to amend the benefits consulting contract with Towers Watson for an additional \$320,000, for a total authorization of \$1,130,000, to be used over the term of the contract, in two areas: 1) \$60,000 for actuarial analysis included in the existing scope of work for the Port's Other Post Employment Benefits liability for retiree life insurance, and the Warehouse Pension Trust; and 2) \$260,000 for in-depth research, analysis and advising related to elements in the existing scope of work. This may potentially include, but is not limited to, planning for changes associated with Health Care Reform, enhancing the design and value of the Port's Wellness Initiative, additional benefit plan design costing, or benefits communications strategy support, possibly related to a potential account-based health plan offering.

Request document(s): Commission agenda <u>memorandum</u> dated May 30, 2011, from Tammy Woodard, Total Compensation Senior Manager, and David Leon, Benefits Manager.

c. Authorization for the Chief Executive Officer to execute a contract for external independent audit professional services for the period 2011- 2015. The contract will be in the amount not-to-exceed \$2.6 million for the full term of the contract (three years with two one-year renewal options at the Port's discretion). Service Directives will be issued on an annual basis ordering the annual external audits.

Request document(s): Commission agenda memorandum dated May 27, 2011, from Dan Thomas, Chief Financial and Administrative Officer; Rudy Caluza, Accounting and Financial Reporting Director; and Lisa Lam, Financial Reporting and Controls Senior Manager.

Motion for approval of consent Items 5a and 5c - Creighton

Second - Holland

Motion carried by the following vote:

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

Absent for the vote: Tarleton

b. (00:07:18) Authorization for the Chief Executive Officer to execute an Indefinite Delivery/Indefinite Quantity contract for Real Estate Services for the Seaport, Real Estate, Aviation and Capital Development Divisions. The contract will be three years (one year with 2 one-year options) and will be for a total not to exceed \$2,500,000.

Request document(s): Commission agenda memorandum dated May 27, 2011, from W. Allan Royal, Real Estate Development Manager.

Presenter(s): Mr. Royal and Mark Griffin, Real Estate Development Director.

Mr. Royal presented the authorization request, noting the following:

- The request replaces the current Indefinite Delivery/Indefinite Quantity (IDIQ) contract that lasted 14 months:
- Duration of the IDIQ contract is three years; and
- No funding is currently requested.

In response to Commissioner Albro, Mr. Royal stated that the IDIQ process in this case typically involves multiple subcontractors procured to provide highly specialized real estate services. Commissioner Albro expressed his concern over the broad scope of services described for a single IDIQ contract.

In response to Commissioner Bryant, Mr. Yoshitani stated that it would not create a critical delay to defer consideration of the authorization request to the following Commission meeting in order to address Commissioner Albro's questions.

At the discretion of the Chair, further consideration of item 5b was postponed to a subsequent Commission meeting.

6. DIVISION, CORPORATE, AND COMMISSION ACTION ITEMS

a. (00:12:22) Approval of the Century Agenda Committee's preliminary goals for "Moving Cargo" and approval of a refined Century Agenda goal for "Fostering Economic Growth." 1) The current recommendations for the "Moving Cargo" preliminary goals include: a) Position the Puget Sound region as a premier international logistics hub. b) Grow seaport annual container volume in a sustainable manner to more than 3.5 million TEUs. c) Triple air cargo volume to 750,000 metric tons. d) Increase the value of our export cargo from \$13.9 billion to \$55 billion. 2) The current recommendation for the Century Agenda Committee's refined goal for "Fostering Economic Growth" is to "Add 100,000 new Port-related jobs to the existing 200,000 jobs in the region that are attributable to the economic activity created by the Port of Seattle." in the next 25 years.

Request document(s): Commission agenda memorandum dated June 2, 2011, from Tom Barnard, Research and Policy Analyst, and Geri Poor, Regional Transportation Manager.

Presenter(s): Ms. Poor.

Ms. Poor explained the next step for staff, in which the preliminary goals of the Century Agenda would be used to develop five-year benchmarks to achieve the goals, and she described the process of synthesizing the goals into the Port's strategic plan. Ms. Poor invited Commissioners to attend the next Century Agenda panel on Tuesday, June 14, 2011, on the topic of "moving people."

Commissioner Holland requested inclusion of environmental issues as a component in the various Century Agenda panels. Commissioner Creighton commented on the iterative process of the Century Agenda and the ability to incorporate environmental sustainability in the overall strategic plan as preliminary goals related to various subjects are refined. Commissioner Albro stated that the approach of the Century Agenda is to set up benchmarks on economic development issues before specifically addressing the environment in part in order to have a better understanding of the environmental impacts that might call for mitigation by the Port's environmental goals. He highlighted the bold objectives of the preliminary goals so far and proposed that future panels on environmental and community values would yield equally bold objectives.

Commissioner Bryant remarked on previous work on the Port's guiding principles on the environment and stressed that the adoption of the Century Agenda goals should complement, rather than contradict, those goals. Commissioner Creighton added that the goals proposed by the Century Agenda are ambitious but are meant to represent a balanced approach to the diverse interests of the Port's neighbor communities.

Commissioner Holland requested that the schedule of Century Agenda panels be altered to separate the panel on community values from that on environmental concerns. Commissioners Creighton and Albro spoke in favor of the suggestion.

Commissioner Bryant offered the opinion that he was comfortable moving forward with the preliminary goals as long as they are considered to be in draft form, and he highlighted the specific numbers for increased cargo volume as an example.

At the request of Commissioner Albro, without objection, item 6a was amended to replace the specific numbers in Moving-Cargo goal (d) with blanks pending adoption of final goals. Preliminary goal (d) would then read as follows:

d) Increase the value of our export cargo from \$ billion to \$ billion.

At the request of Commissioner Bryant, without objection, item 6a was amended to place the words "more than" in Moving-Cargo goal (b) in brackets, meaning that the bracketed language would remain open for discussion pending adoption of final goals. Preliminary goal (b) would then read as follows:

b) Grow seaport annual container volume in a sustainable manner to [more than] 3.5 million TEUs.

Motion for approval of Item 6a, as amended – Albro

Second – Creighton

Motion carried by the following vote:

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

Absent for the vote: Tarleton

b. (00:36:27) Authorization for the Chief Executive Officer to: 1) Complete permitting and design of an expanded fish and wildlife habitat restoration project at Terminal 117 (T-117) for an estimated cost of approximately \$3,021,000; and 2) execute a contract for outside professional services to complete the permitting and design of the habitat restoration project at T-117.

Request document(s): Commission agenda memorandum dated May 27, 2011, and T-117 site map from Stephanie Jones Stebbins, Seaport Environmental and Planning Programs Director; Kathy Bahnick, Seaport Environmental Programs Manager; and Ticson Mach, Capital Project Manager, Seaport Project Management.

Presenter(s): Ms. Jones Stebbins and Ms. Bahnick.

Ms. Jones Stebbins commented on the May 24, 2011, discussion and authorization by the Commission for cleanup at T-117 and introduced the current request for authorization to design habitat restoration for the site upon completion of cleanup efforts. She explained that the current request was for design only and that staff would return to Commission prior to beginning construction at the site.

Ms. Bahnick announced that the settlement agreement and order on consent authorized to be executed on May 24, 2011, had also been executed by the City of Seattle. She noted the

Commission's May 13, 2008, approval to enter into a memorandum of agreement (MOA) with the Duwamish River Natural Resource Trustees (Trustees) to obtain credit for habitat restoration projects, but announced that the National Oceanic and Atmospheric Administration (NOAA) has declined to enter into a credits agreement, preferring to focus on a final settlement agreement.

In response to Commissioner Holland, Ms. Jones Stebbins described remaining opportunities to obtain habitat restoration credits from organizations other than NOAA and noted that a request for information (RFI) on this subject had been published by staff.

Ms. Bahnick explained that provisions in NOAA's programmatic environmental impact statement (EIS) for the Lower Duwamish River restoration describe how mitigation efforts will receive credit in final settlement negotiations. Because of the potential benefit toward restoration credits for the Port, she stated that staff is recommending expanding the site to include bankline south of T-117. This would entail an expansion of the scope of the mitigation design.

Commissioner Creighton commented on his approval for the approach of restoring 70 percent of the Duwamish waterway as a natural habitat while also maintaining a viable industrial corridor representing some 70,000 jobs. He clarified that the authorization request would precede a final agreement with NOAA on the value of restoration credits and asked if staff is confident the Port would obtain credit from NOAA for the work designed.

Ms. Jones Stebbins responded that proceeding with design for the expanded site now would position the Port to move directly into habitat restoration construction following completion of the cleanup, whereas waiting for a final credits agreement with NOAA might require backfilling of the site during a break in the project. She added that staff was not prepared to recommend proceeding with actual construction work in the absence of a credit agreement with NOAA.

Commissioner Holland stated his intention to vote against the request on the grounds that the Port should have a more comprehensive plan for the entire Duwamish River, rather than authorizing design and construction of habitat on a piecemeal basis. Ms. Jones Stebbins pointed out that Commission adopted a comprehensive plan in 2009 that included the two sites in the authorization request. She stated there are approximately 32 sites in the 2009 plan [the 2009 Lower Duwamish River Habitat Restoration Plan identified at least 31 viable restoration opportunities]. Ms. Jones Stebbins explained that design for each site would be specific to unique needs of the site, although some of the design features employed at one site might be replicable at other sites.

Commissioner Holland asked what the cost would be to design habitat restoration for all the sites identified by the 2009 plan. Mr. Yoshitani commented that the Port's activities at T-117 are in response to the site's designation as an Early Action Area and the mandate that it be addressed early in the process of cleaning up the Duwamish River. He cautioned against addressing restoration design in a way that might be perceived as being unresponsive to the need to clean up and restore habitat along the river.

Commissioner Creighton recommended staff provide a new briefing on the 2009 habitat restoration plan as a refresher and for the benefit of Commissioners who were not on the Commission at the

time of its adoption. Commissioner Holland stated he would abstain from the vote on the request under consideration pending a briefing on the 2009 plan.

Commissioner Albro stated he would support the authorization because he is confident in the work that has been performed so far on restoration of the Lower Duwamish and because the process of restoring the habitat needs to be started.

Motion for approval of Item 6b – Albro

Second – Creighton

Public Comment was received from the following individual:

James Rasmussen, Duwamish River Cleanup Coalition Coordinator. Mr. Rasmussen described the Coalition's involvement in community outreach for plans for the Duwamish River. He described the importance of the node of habitat that would be created at the T-117 site and commended the Commission for fulfilling a promise to the community of South Park to restore the site to residential standards.

Commissioner Holland stated his desire to approach the funding for the Lower Duwamish cleanup in a more comprehensive way, including looking for grant funding and involving young people in the restoration work.

Commissioner Bryant commented that the authorization request represented the Port's commitment to exceed environmental standards where appropriate and build habitat simultaneous with maintaining a viable, working waterfront.

The question recurred on approval of Item 6b.

Motion carried by the following vote:

In Favor: Albro, Bryant, Creighton (3)

Abstaining: Holland

Absent for the vote: Tarleton

c. (00:59:21) Request that the Port Commission either select Option A or, as an alternative, select Option B: (A) Exercise its authority under RCW 53.19.020(5) and (1) determine that a competitive solicitation process is not appropriate or cost effective to procure medical claims administration services and dental claims administration services for 2012; and (2) authorize the Chief Executive Officer to enter into new one-year contracts with Premera (for medical claims administration services) and Washington Dental Service (for dental claims administration services) from January 1, 2012, through December 31, 2012, with a total cost for both contracts not to exceed \$1,350,000.

OR, AS AN ALTERNATIVE:

(B) Direct Port staff to return the Port sponsored medical and dental plans to fully insured status and secure medical and dental coverage through an insurance product.

Insurance products do not require the Request for Proposal process so medical and dental insurance products could be selected and put in place by the end of 2011.

Request document(s): Commission agenda memorandum dated May 30, 2011, from Tammy Woodard, Total Compensation Senior Manager, and Nora Huey, Central Procurement Office Director.

Presenter(s): Ms. Woodard.

Ms. Woodard presented the two options offered by staff related to Port-sponsored medical and dental claims administration services for 2012. She outlined the Commission's conversion of Port-sponsored medical and dental plans to self-funded status in order to contain health plan cost increases in 2010. She explained that maintaining self-funded plans requires the Port to contract with claims administrators to review, process, and pay claims incurred under the new system.

Ms. Woodard reported on the challenges Port staff has encountered developing a request for proposal (RFP) to begin competitive selection of claims administration services that complies with Port procurement processes, provides sufficient information to the selection team, and complies with the Health Insurance Portability Accountability Act (HIPAA). She stated that it is difficult to issue an RFP that includes sufficient detail for bidders to provide an adequate proposal while simultaneously withholding protected health information defined by HIPAA, which can include the following:

- Zip codes;
- Various numbers associated with an individual;
- Dates that include a month or day; and
- Other information identifiable to a specific individual

Ms. Woodard reported that staff expects to be ready to issue an RFP in four to six weeks, after which selection and contract negotiation is expected to take six to eight months to complete, followed by a conversion process to the new claims administrators lasting approximately six more months. Due to the amount of time required to complete a competitive selection process, staff is requesting the Commission provide for an alternative for 2012. The alternative recommended by staff is the one designated as Option A in the authorization request.

In support of part one of Option A – that the Commission exercise its authority under RCW 53.19.020(5) and determine that a competitive solicitation process is not appropriate or cost effective to procure medical claims administration services and dental claims administration services for 2012 – Ms. Woodard offered the following circumstances for Commission consideration:

- Use of a competitive selection process for multi-year contracts beyond 2012 is still the Port's goal; and
- The additional year provided in this option would enable the Port to ensure that the RFP can comply with the requirements of competitive solicitation while providing sufficient information to bidders and simultaneously manage the Port's exposure to risk related to disclosure of protected health information.

She added that in the absence of the additional time to adequately select claims administrators to support a self-funded plan, the Port would need to return to an insured product to secure medical and dental coverage for 2012. Ms. Woodard explained that returning to fully insured plans would nullify the expected five to ten percent savings resulting from the Port's original decision to convert to self-funded plans, in addition to any applicable 2012 rate increase. The additional cost to convert back to fully insured plans is estimated at between \$500,000 and \$1 million.

In response to Commissioner Bryant, Ms. Woodard explained that self-funded medical and dental benefits were implemented as of January 1, 2011, and that the one-year contracts with Premera and Washington Dental Services were entered into based on Commission's authorization in May 2010. Rate increases for 2011 over 2010 were approximately 10 percent less than they would have been under a fully insured program. She stated that staff had intended to enter into multiple-year contracts for claims administration services this year, but that this process had been complicated by the factors mentioned above.

In response to Commissioner Bryant, Ms. Woodard further clarified that exercising Option B in the authorization request, which is not staff's recommended alternative, would essentially reverse the Commission's 2010 decision to transition from a fully insured benefits plan to a self-insured plan.

In response to Commissioner Holland, Ms. Woodard stated that changing plans could potentially result in a change of benefits because the package provided through an insured product would be less flexible than the options available under a self-insured plan.

In response to Commissioner Albro, Ms. Woodard confirmed that the cost of claims administration services is an ongoing expense, rather than a temporary expense associated with conversion from fully insured to self-insured status. Refraining from a competitive selection process for these services for 2012 is the reason for the request for determination under RCW 53.19.020(5) in the authorization request.

Commissioner Creighton expressed his support for Option A, noting that the request for the Commission to determine that a competitive selection process is not appropriate or cost-effective is an issue of timing, not a request to waive all further competitive solicitation process for future claims administration services.

Motion for approval of Item 6c, Option A, part 1, that the Commission exercise its authority under RCW 53.19.020(5) and determine that a competitive solicitation process is not appropriate or cost effective to procure medical claims administration services and dental claims administration services for 2012, and for rejection of Option B of Item 6c – Creighton

Second - Holland

Motion carried by the following vote:

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

Absent for the vote: Tarleton

Motion for approval of Item 6c, Option A, part 2, authorizing the Chief Executive Officer to enter into new one-year contracts with Premera (for medical claims administration services)

and Washington Dental Service (for dental claims administration services) from January 1, 2012, through December 31, 2012, with a total cost for both contracts not to exceed \$1,350,000 – Holland

Second - Creighton

Motion carried by the following vote:

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

Absent for the vote: Tarleton

d. (01:23:05) Authorization for additional funding in the amount of \$87,000 for the construction of the Terminal 91 Roadway Pavement Project for a total project authorization of \$982,000 (CIP #C800343).

Request document(s): Commission agenda memorandum dated May 27, 2011, from Fred Chou, Capital Construction Project Manager, and Dwight Rives, Port Construction Services Director.

Presenter(s): Mr. Chou and Mr. Rives.

Mr. Chou reported on the condition of the pavement at two intersections at Terminal 91 and stated that project work had been intended to be completed prior to the start of the 2011 cruise season.

Mr. Rives described the factors contributing to the cost overrun, including the following:

- Discovery of the need to perform additional asphalt structural work on several work areas:
- Paving beyond the original design in order to provide for proper drainage; and
- Overtime incurred due to a weather-dependent shortening of the window of work in order to complete the project prior to the start of the 2011 cruise season.

Motion for approval of Item 6d – Albro

Second – Creighton

Motion carried by the following vote:

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

Absent for the vote: Tarleton

7. STAFF BRIEFINGS

a. (01:28:13) Terminal 91 – Neighbors' Advisory Committee – 2010 Annual Report and Chairperson Nomination.

Presentation document(s): Commission agenda memorandum dated May 26, 2011, from Marie Fritz, Cruise Services & Business Development Manager, and Bruce Laing, Neighbors' Advisory Committee Chairperson. Also provided were the Terminal 91 Neighbors Advisory Committee 2010

Annual Report, a draft Port Commission Letter nominating Bruce Laing to continue as Chair of the Neighborhood Advisory Board, and a biography of Mr. Laing.

Presenter(s): Ms. Fritz and Mr. Laing.

Ms. Fritz introduced Mr. Laing, who summarized the 2010 annual report of the Terminal 91 Neighbors Advisory Committee (NAC), highlighting the following:

- Names of Port staff participating in NAC activities in 2010;
- Ongoing issues of significance to the NAC as of 2010;
- NAC recommendations to the Port, including the understanding that informal dialog between Port staff and the NAC will precede formal amendment of the Port's agreement with the NAC;
- Encouragement of the Commission to thoroughly scrutinize the adequacy of Alaskan Way Viaduct replacement options;
- Regarding the Combined Sewer Overflow (CSO) system installation, a recommendation for full and complete public discussion, which has been fulfilled;
- Request that the Port update alternative strategies for providing emergency access through Port property to the Magnolia community; and
- Recommendation concerning conversion of waterfront property to a part as part of expansion of the existing Smith Cove Park.

Mr. Laing thanked Commissioners Holland and Creighton for participating in NAC meetings and reextended the invitation to all Commissioners to participate in the NAC's meetings.

Commissioner Bryant stated his intention to sign the letter recommending Mr. Laing continue in his role as chair of the Terminal 91 NAC. A copy of the signed letter is, by reference, made a part of these minutes, is marked <u>Exhibit A</u>, and is on file in Port offices.

At the discretion of the Chair, the Commission advanced to consideration of –

c. (01:39:28) 2012 Budget Process Schedule.

Presentation document(s): Commission agenda memorandum dated May 20, 2011, and computer slide presentation from Dan Thomas, Chief Financial and Administrative Officer, and Michael Tong, Corporate Budget Manager.

Presenter(s): Mr. Thomas and Mr. Tong.

Mr. Thomas and Mr. Tong introduced the process and schedule for preparing for the 2012 budget, including the following:

- Overview of the budget process culminating in filing the statutory budget with King County;
- August 2 second quarter performance briefing;

- August 5 budget guidelines issuance; and
- August 16 presentations on division business and capital plans, which is expected to be approximately a four-hour meeting.

Commissioner Albro requested a dynamic discussion for the August 16, 2011, meeting rather than merely a presentation of staff assertions. Commissioner Albro was excused after 3:03 p.m.

Mr. Tong outlined September and October budget activities including the following key dates:

- September 27, 2011 Capital budget review.
- October 4, 2011 Operating budget review.
- October 18, 2011 Preliminary budget documents available to Commission.
- October 25, 2011 Draft plan of finance review.
- October 27, 2011 Release to the public of the preliminary budget and draft plan of finance.

He stated that first and second readings of a proposed budget are scheduled for November 8 and 22, 2011, respectively, and the statutory budget would be filed with King County on December 1, 2011.

Mr. Yoshitani commented on the importance for the Commission to consider beginning any potential discussions relating to the tax levy. Commissioner Bryant pointed out that a five-year plan of finance had been adopted. Commissioner Holland recommended having a discussion of the tax levy due to several of the Port's upcoming commitments. Commissioner Creighton stated that he had supported the five-year plan of finance, which he would prefer to follow, but added that it would be helpful to have a discussion of the tax levy in light of the various capital projects and commitments of the Port.

At the discretion of the Chair, consideration of –

b. Total Rewards Philosophy Briefing.

was postponed to a subsequent Commission meeting.

At the discretion of the Chair, consideration of –

d. Capital Improvement Projects Report for the First Quarter 2011.

was postponed to a subsequent Commission meeting.

8. NEW BUSINESS

None.

9. POLICY ROUNDTABLE

None.

10. ADJOURNMENT

There being no further business, the regular meeting was adjourned at 3:07 p.m.

John Creighton Secretary

Minutes approved: July 26, 2011.