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APPROVED MINUTES
COMMISSION REGULAR MEETING OCTOBER 9, 2012

The Port of Seattle Commission met in a regular meeting Tuesday, October 9, 2012, at Port of Seattle Headquarters, Commission Chambers, 2711 Alaskan Way, Seattle, Washington. Commissioners Albro, Creighton, and Tarleton were present. Commissioner Holland was excused to attend to other Port business. Commissioner Bryant was absent.

1. CALL TO ORDER

The regular meeting was called to order at 1:03 p.m. by Gael Tarleton, Commission President.

2. EXECUTIVE SESSION pursuant to RCW 42.30.110

None.

PLEDGE OF ALLEGIANCE

3. (00:01:30) APPROVAL OF MINUTES

Regular meeting of August 14, 2012.

Motion for approval of minutes for the regular meeting of August 14, 2012 – Creighton

Second – Albro

Motion carried by the following vote:

In Favor: Albro, Creighton, Tarleton (3)

Absent for the vote: Bryant, Holland

4. SPECIAL ORDER OF BUSINESS

4a. (00:01:53) Seafair Fleet Week Recognition.

Presentation document(s): Commission agenda memorandum dated October 2, 2012, provided by Michael McLaughlin, Director of Cruise and Maritime Operations.

Presenter(s): Mr. McLaughlin.

Mr. McLaughlin introduced Beth Knox, President and CEO of Seafair and the Seafair Foundation, and Diane Jaffa, National Director, Navy League of the United States, who thanked the Port for its participation in Seattle Seafair Fleet Week 2012, which they said accommodated over 20,000 visitors and included numerous community events. Ms. Jaffa presented a framed photo collage of ships entering Elliott Bay to the Commission President.

5. (00:08:50) UNANIMOUS CONSENT CALENDAR

[Clerk's Note: Items on the Unanimous Consent Calendar are considered routine and are not individually presented or discussed; however, the Port Commissioners receive the request documents for review prior to the meeting and have an opportunity to remove items from the Consent Calendar for separate discussion and vote in accordance with the Commission bylaws.]

5a. Approval of the Claims and Obligations for the period of September 1, 2012, through September 30, 2012, in an amount of $36,510,583.43.

Motion for approval of consent item 5a – Creighton

Second – Albro

Motion carried by the following vote:

In Favor: Albro, Creighton, Tarleton (3)

Absent for the vote: Bryant, Holland

(00:09:39) PUBLIC TESTIMONY

As noted on the agenda, public comment was received from the following individual(s):

- Brandon Pedersen, Chief Financial Officer for Alaska Air Group. Mr. Pedersen commented on the structure of the airline lease agreement and concerns over increases to terminal rents and landing fees proposed in the Port's 2013 budget. He stated that the 2013 expenditure for airline realignment should be funded by Airport Development Fund cash reserves, rather than by the airlines.
- Fred Felleman, Northwest Consultant for Friends of the Earth. Mr. Felleman commented on reports of the Port's successful cruise season, provision of shorepower for ships at berth, expenses in the 2013 proposed operating budget, Port contribution to the Alaskan Way Viaduct replacement and Seawall projects, and opportunities for maritime workforce development.

6. DIVISION, CORPORATE, AND COMMISSION ACTION ITEMS

6a. (00:16:00) First Reading and Public Hearing of Resolution No. 3669: A Resolution of the Port Commission of the Port of Seattle declaring certain permanent access easements, and the electrical infrastructure improvements located at: 2585 S 194th St, SeaTac, WA, on Port property on S 194th/196th St, SeaTac, WA, within the public right

of way on 28th Ave S, SeaTac, WA, within the public right of way on International Blvd, SeaTac, WA, and at 3150 S 160th St, SeaTac, WA to be surplus and no longer needed for port district purposes and authorizing the Chief Executive Officer to execute all documents necessary for conveyance of the permanent access easements on the real property and title to these electrical infrastructure improvements to the City of Seattle and Puget Sound Energy.

Request document(s): Commission agenda memorandum dated October 1, 2012, Resolution No. 3669, Attachment B diagram, and Attachment C diagram provided by George England, Program Leader, Aviation Project Management Group.

Presenter(s): Heather Bornhorst, Capital Project Manager.

The Commission received a report that explained that the property surplus is part of the completion of commitments made in order to improve electrical infrastructure for construction of the Consolidated Rental Car Facility and Bus Maintenance Facility. The value of the infrastructure improvements and related easements is approximately $674,000 and would be transferred to the City of Seattle and Puget Sound Energy, as previously agreed.

Motion for first reading and public hearing of Resolution No. 3669 – Albro

Second – Creighton

PUBLIC HEARING on Resolution No. 3669

Commissioner Tarleton declared the public hearing for Resolution No. 3669 open. There was no public comment offered at this time. Following the opportunity for public comment, the public hearing on Resolution No. 3669 was closed. The question recurred on the motion by Commissioner Albro, seconded by Commissioner Creighton, for first reading and public hearing of Resolution No. 3669.

Motion carried by the following vote:

In Favor: Albro, Creighton, Tarleton (3)

Absent for the vote: Bryant, Holland

7. STAFF BRIEFINGS

7a. (00:19:38) Port of Seattle Radio System Briefing.

Presentation document(s): Commission agenda memorandum dated September 28, 2012, and computer slide presentation provided by Colleen Wilson, Chief of Police; Peter Garlock, Chief Information Officer; David Soike, Director, Aviation Facilities and Capital Program.

Presenter(s): Chief Wilson and Mark Reis, Managing Director, Aviation Division.

Staff provided a presentation to the Commission that included the following information:

- Technical limitations and aging equipment require the upgrade of emergency dispatch equipment and a radio system core, or “switch”;
- It is important to consider interoperability of the Port’s radio system with that of King County and other local, state, and federal jurisdictions;
- The Port’s system accommodates both uniformed services and normal operational needs, including Marine Maintenance, Airport Maintenance, and Airfield Operations;
- A new system core, whether integrated into a King County system or not, is expected to provide additional channels than currently available;
- Locations of Port radio system towers were noted;
- The role of Airport operations is crucial to recovery during an event of natural disaster, and the need for a failsafe system was emphasized; and
- It is important to consider regional cooperation and interoperability and to protect the Port’s interests in any interjurisdictional agreements.

In response to Commissioner Creighton, Mr. Reis noted that an issue for consideration is the relative cost of having a fully integrated radio system versus an independent, but interoperable, one. He stated that transmission of data is a growing consideration for future dispatch systems. In response to Commissioner Albro, Chief Wilson commented that the exact nature of a fully integrated King County system has not been proposed and that the feasibility of maintaining the Port’s ability to insulate its system during an emergency is a concern. Commissioner Albro commented on the need to quantify system use and allocation of user priority and cost in any proposal to integrate the Port’s radio system with that of King County. Commissioner Tarleton commented on the need for a new system to serve its use for possibly 20 years while also accommodating rapid technology developments and significant population and business growth in the region and at Port facilities.

7b. (00:51:05) Briefing on Proposed Resolution No. 3668.

Presentation document(s): Commission agenda memorandum dated October 2, 2012, draft Resolution No. 3668, September 1, 2009, nondiscrimination motion, Resolution No. 3166, and redline version of Resolution No. 3668 provided by Ralph Graves, Managing Director Capital Development, and Craig Watson, General Counsel.

Presenter(s): Mr. Graves and Mr. Watson.

Staff provided a presentation to the Commission that included the following information:

- The current nondiscrimination resolution, No. 3166, was adopted in 1994 and opposes employment discrimination and supporting Affirmative Action by Port contractors;
- Resolution No. 3166 includes requirements relating to establishment of goals and timelines for achieving levels of minority and women’s representation in employment by contractors and associated contractor commitment statements and submission of workforce composition statistics;

- Initiative 200 made many of the mandatory, goal-based measures of Resolution No. 3166 illegal as race- or gender-based preferences, if not required by another program such as federal programs;
- The goal requirements of Resolution No. 3166 were eliminated upon passage of Initiative 200, but not supporting language referencing Affirmative Action programs and plans;
- Proposed Resolution No. 3668 would strongly support equal employment opportunity, oppose discrimination by Port contractors, and encourage workforce diversity, without requiring the previously prescribed commitment forms;
- The proposal would make Port policy consistent with State law, is similar to changes made by the King County, and would decrease paperwork and contractor costs;
- Many of the statistics previously required to be reported by Resolution No. 3166 are available from other sources;
- When federal grant funding of projects attaches requirements such as for Affirmative Action measures, these would continue to apply;

In response to Commissioner Albro, Mr. Graves noted that notice by a contractor of collective bargaining agreements that may impede efforts to comply with the resolution is optional for the contractor and that workforce composition is affected by union operations. Commissioner Tarleton stated an interest in measuring whether the changes to the resolution would improve efficiency of contract approval. Commissioner Albro requested further clarification in the resolution of the role of unions in meeting equal opportunity aspirational goals.

At the discretion of the Chair, the following agenda item –

7c. Metrics and Continuous Process Improvement Initiatives.

– was postponed to a subsequent Commission meeting.

7d. (01:07:00) 2013 Preliminary Operating Budget Briefing.

Presentation document(s): Commission agenda memorandum dated September 19, 2012, and computer slide presentation provided by Dan Thomas, Chief Financial and Administrative Officer, and Michael Tong, Corporate Budget Manager.

Presenter(s): Mr. Thomas; Mr. Tong; Mark Reis, Managing Director, Aviation Division; Borgan Anderson, Director, Aviation Finance and Budget; Boni Buringrud, Director, Seaport Finance and Budget; Joe McWilliams, Managing Director, Real Estate; and Ralph Graves, Managing Director, Capital Development.

Aviation

The presentation on the Aviation Division preliminary operating budget for 2013 included the following relevant information: that Seattle-Tacoma International Airport is expected to experience moderate growth of 2.2 percent in 2013 despite economic uncertainty; cost per enplanement (CPE) is the primary measure for aeronautical cost management due to the cost-recovery formulas in use, while net operating income (NOI) is the primary measure for nonaeronautical business, which is focused on cash flow. Goals for debt service coverage and unrestricted cash balance were identified.

In response to Commissioner Albro, Mr. Anderson and Mr. Thomas explained that the goal of 10 months unrestricted cash flow in the event of a catastrophic event is at the low end of the expected range for similar airports by Moody's Corporation. In response to Commissioner Albro, Mr. Anderson and Mr. Reis described the factors affecting use of aeronautical revenue to fund the expense costs of the airline realignment rather than using cash balances, including consistency with the current airline lease, the aeronautical needs driving the realignment, and the potential for the use of Airport equity to fund realignment costs rather than through the lease provisions to be considered a gift of public funds.

Additional information presented summarized the 2013 budget drivers, including Century Agenda preliminary goals affecting international flight incentive programs, the Airport Sustainability Master Plan, and energy conservation measures, and expense drivers such as payroll and contractual increases, a full year of Consolidated Rental Car Facility and busing services, and a peak year of airline realignment spending. Revenue drivers were summarized, including assumption of a one-year extension of the current airline signatory lease and operating agreement and increases to nonaeronautical revenues. Aviation expenses for 2013, which are estimated to increase by 10 percent, were summarized.

Commissioner Tarleton noted that expense growth for 2013 was compared to 2012 budget, and was not representative of realignment program cost growth.

New budget requests were described, including programs tied to safety, capacity, asset management, customer service, environmental innovation, airline cost management, organizational and employee development needs, community partnerships and noise compatibility, and various miscellaneous requests such as land appraisals. New budget requests related to non-airline business were summarized, including a valet management contract, concessions leasing consultant, and land development costs related to the Des Moines Creek Business Park.

The methodology was described for determining that overall aeronautical costs are expected to increase by less than three percent, when utility savings is factored. It was noted that including costs for airline realignment and regulated materials management brings growth to 8.2 percent.

In response to Commissioner Tarleton, Mr. Anderson explained that allocation of costs within the terminal cost center of the aeronautical rate base is according to square footage, including the international arrivals facility, and that in order to manage the rates charged to the airlines, some international arrivals facility costs are removed from the rate base in the annual budget. Mr. Reis pointed out that this option is based on its inclusion in the airline lease agreement. He explained that absent this methodology, the relative cost burden in a strict cost-recovery model on international airlines would put the Airport at a competitive disadvantage compared to other West Coast airports.

Mr. Reis noted that airline concerns over Airport cost increases are related to a possible 20-percent increase in terminal rental rates and a possible eight-percent increase in landing fees. He stated that increases of this size may be necessary in part due to the decision made in 2003 and supported by the airlines to defer payment on principal for bonds issued in 2001 until 2013 in order to temporarily reduce airline costs and improve airline cash flow at the time. He stated that compensating for over-collection of fees in 2011 resulted in lower 2012 fees than was reflective of the 2012 budget, which skews comparison between the 2012 and 2013 fee projections.

Non-aeronautical revenue and operating expenses were summarized, with emphasis on net operating income, which is adjusted after application of a customer-facilities-charges (CFC) surplus of $2.8 million to approximately $2.4 million. In response to Commissioner Creighton, Mr. Anderson explained that the fund balance of CFC surplus funds is expected to offset future capital improvements in lieu of new bond issuance.

Non-airline business revenues and key indicators were summarized, including concessions sales per enplanement of $11.25. Revenues and expenses were presented by division and department. It was noted that full-time-equivalent (FTE) positions are reduced by 11.3 FTEs, due to transfer of security terminal access control activities from the Airport to the Transportation Security Administration.

The regular meeting was recessed at 3:07 p.m. and reconvened at 3:15 p.m., chaired by Commissioner Tarleton.

Seaport

The presentation on the Seaport Division preliminary operating budget for 2013 included the following relevant information:

- Actual 2012 twenty-foot-equivalent-unit (TEU) volume is expected to decrease 17 percent from 2012 budget to 1.66 million TEUs;
- Cruise passengers are expected to decrease three percent from 2012 budget to 851,000 passengers;
- Grain volume is expected to decrease to 3.4 metric tons due to drought in the Midwest and market conditions in South America;
- Seaport expense drivers include continuation of asset condition assessments, maintenance dredging, stormwater compliance, Northwest Ports Clean Air Strategy implementation, and increased utility cost;
- Seaport Org revenues and expenses were summarized, and it was noted that after factoring security grant reductions, operating revenue is expected to increase 11.9 percent in the Seaport Division;
- Increase in budgeted container revenue for 2013 is related to refunding of revenue bonds for Terminal 18;
- Revenue increases in Cruise and Maritime operations are largely due to changes in the Port's agreement with Cruise Terminals of America and also due to change in the tariff;
- Org expenses were summarized by reporting group and the Seaport expense budget was presented;
- Total operating expenses are proposed to increase approximately two percent, or $396,000, and total expenses after factoring changes to security grant expenses and environmental remediation liability will increase by about 0.4 percent;

- Payroll costs are expected to increase three percent, consistent with Corporate guidelines;
- Increases to utility costs were noted and it was explained that approximately 85 percent of increased utility cost is billed to Port tenants;
- Reductions to various Seaport initiatives were noted;
- Initiatives proposed for 2013 were summarized, including details on expenses for implementation of the Northwest Ports Clean Air Strategy and Environmental Remediation Liabilities;
- Seaport FTEs are proposed at 60 FTEs for 2013, slightly higher than the 59.9 FTEs in 2012;
- Application of the Seaport operating budget to the Century Agenda were noted;
- The overall Seaport operating budget was summarized, and it was noted that an increase in net operating income of $11.1 million, or 21.5 percent compared to the 2012 budget, is expected;
- The budget summary for container business indicates an increase of net operating income of $11.6 million, or 30 percent, compared to 2012 budget;
- It was explained that Seaport expenses include groups within the Seaport division, such as Cruise and Maritime Operations, Lease and Asset Management Group, and Seaport Finance; and
- Key risks for Seaport business were noted.

Commissioner Albro noted a fundamental misalignment of the interests of the Port and the terminal operators apparent from falling TEUs with no concurrent drop in Port revenue. Commissioner Tarleton compared the Seaport trends to the Airport's interest in aligning with tenant concerns by closely following cost per enplanement.

Commissioner Tarleton commented on opportunities inherent in the Seaport's 10-year Container Terminal Access Study to better understand freight movement between Port operations in the Duwamish Manufacturing and Industrial Center (MIC) and the Ballard/Interbay MIC.

In response to Commissioner Creighton, Stephanie Jones-Stebbins, Director of Seaport Environmental Services, commented that the At-Berth Clean (ABC) Fuels program will continue to provide incentive for use of fuels cleaner than required by international standards and will continue to be funded until 2015, when the international standards will be comparable to the ABC Fuels standards.

Real Estate

The presentation on the Real Estate Division preliminary operating budget for 2013 included the following relevant information:

- Key Real Estate Division budget assumptions include a 92-percent recreational marina occupancy rate, 78-percent occupancy rate at Fishermen's Terminal, and 70-percent occupancy at the Manufacturing Industrial Center in Ballard;
- There is a target for 95-percent occupancy for commercial properties by the end of 2013;

- Ownership of the Eastside Rail Corridor is expected to transfer to King County by the end of 2012;
- Execution of the deferred maintenance plan is expected to continue in 2013;
- Org revenues for the Real Estate Division are expected to increase by 0.3 percent, or $102,000, compared to the 2012 budget;
- Real Estate Division expenses are expected to increase by 5.8 percent, or $2.1 million, including increases to commercial portfolio management, maintenance costs, and increased contingency;
- Payroll expenses are projected to decrease by 1.6 percent, or $283,000, despite overall increases built into Port salary and benefits structures;
- The shift of maintenance salaries and wages away from the expense budget contributed to the small size of the expense budget increase for 2013;
- The total baseline proposed expense budget represents an increase of 1.3 percent, or $440,000;
- Conclusion of deferred maintenance work in 2013 was noted, and deferred maintenance expenses were highlighted;
- A Real Estate contingency of $500,000 is set aside in 2013 to mitigate the risk of new maintenance efficiencies not translating into the expected level of savings;
- A list of deferred maintenance projects was presented;
- It was noted that slide 63, regarding Real Estate FTEs, contained a typographical error and should have shown a reduction of three, not four, FTEs due to closure of the General Services Print Shop;
- The duties of four FTEs for Maintenance Planners were described;
- Overall revenues and expenses were summarized, and it was noted that revenue is expected to rise by $115,000, or 0.4 percent; that expenses increased for staffing, tenant improvements, broker fees, and contingency funding; and that expenses are budgeted to increase by approximately $1.8 million, an increase of 4.8 percent; and
- Key risks for the Real Estate Division were noted, including higher vacancies in commercial properties and recreational marinas and continued expenses related to maintaining the Eastside Rail Corridor.

Commissioner Creighton commented on the delay in King County's approval of purchase of the Eastside Rail Corridor and the Port's continued maintenance costs until the rail corridor changes hands. In response to Commissioner Tarleton, Joe McWilliams, Managing Director, Real Estate Division, commented on the Port's ongoing maintenance costs after transfer of the Corridor to other jurisdictions, including King County.

Capital Development

The presentation on the Capital Development Division (CDD) preliminary operating budget for 2013 included the following relevant information:

- Priority goals noted include delivery of projects to operating divisions; emergency preparedness; and development of CDD employees;
- Budgets for 2012 and 2013 were compared;
- The 2013 budget was presented by department;

- Small works construction contracts are reduced from $992,000 in the 2012 budget to $348,420 in the 2013 budget;
- There is an increase of FTEs by 10, primarily driven by the needs of the Aviation Division;

In response to Commissioner Albro, Mr. Graves explained that the acquisition planning for the project is not complete and that portions of that project may eventually fall under the Small Works Contracting category.

Corporate

The presentation on the Corporate Division preliminary operating budget for 2013 included the following relevant information:

- The increase in the Corporate budget for 2013 is 2.8 percent over the 2012 budget;
- Key expense drivers include payroll increases, shifting of payroll costs from capital to expense, increased insurance premiums, particularly in connection with activation of the new Consolidated Rental Car Facility, Century Agenda support, economic impact statement update, Port Jobs funding increases, and shift of information systems upgrade to expense budget with increased use of remotely hosted technology solutions (cloud computing);
- Corporate cost as a percentage of total operating revenue and expense has declined;
- Decreases in Police Department overtime expenses for wages and benefits were noted;
- Expense increases for Labor Relations and Information and Communications Technology (ICT) were described as owing to a shift away from capitalization of payroll due to changes in accounting rules and decline in projects;
- Reduction of Commission contingency budget was noted;
- The increase to the Corporate baseline budget was stated at 1.7 percent before factoring new budget requests, which bring the increase to 2.8 percent;
- Of approximately $3 million in new budget requests, roughly $1.5 million are included in the proposed operating budget, including requests for the Century Agenda, tourism promotion, full 2013 funding for Port Jobs, the five-year economic impact study, risk management and learning management system upgrades, new FTEs for implementation of the Century Agenda and for an internal investigator for violations of the Port Code of Conduct, and services related to an internal ICT audit;
- The Corporate operating budget was summarized by department, major budget changes were noted, and a summary of FTEs was presented indicating a net reduction of FTEs from the 2012 budget of 1.5 for a total of 449.2 FTEs; and
- Corporate costs for 2013 were presented to be 14.2 percent of total revenue and 23.8 percent of total expenses.

Commissioners Tarleton and Albro stated their support for increasing the budgeted amount for the economic impact statement from $185,000 to $300,000 to ensure examination of economic impacts related to the Airport and the North Pacific Fishing Fleet.

Portwide

The presentation on the Portwide preliminary operating budget for 2013 included the following relevant information:

- Preliminary non-represented payroll assumptions include provision for average pay-for-performance increases by three percent;
- Salary ranges are proposed to increase by two percent, although not reflected in the budget due to minimal cost impact;
- Medical and dental costs are expected to increase 2.2 percent, compared to market trends of 6-8 percent due to the Port's self-insured status, change of health care provider in 2013, and minor increases in employee premium sharing;
- And the employer's Public Employee Retirement System (PERS) contribution is anticipated to increase from 7.21 percent to 9.1 percent, with a blended rate of 8.16 percent;
- Overall operating revenue is budgeted to increase 7.2 percent, or $37 million, largely due to revenue bond refunding for Terminal 18;
- Overall operating expenses are budgeted to increase 6.6 percent, or $20.5 million, largely due to expenses in the Aviation Division;
- Total payroll costs are budgeted to increase 3.4 percent, or $7 million;
- Non-payroll expenses are anticipated to increase 13.5 percent, or $13.4 million;
- A comprehensive summary of operating revenues and expenses was presented, showing the tax levy at $73 million, $14.3 million in lower capital contributions due to decreases in Third Runway grant funding, and lower interest income compared to 2012;
- Reduction of bond interest expenses was attributed to revenue refunding bond issuance; and
- Portwide FTEs were summarized by division and are proposed to total 1,788.6 FTEs for 2013, and increase of 1.4 FTEs compared to 2012 budget.

8. NEW BUSINESS

(03:44:40) Update on ASIG Safety Conditions at Seattle-Tacoma International Airport.

Mr. Reis noted public testimony on August 7, 2012, related to safety of aircraft fueling operations at the Airport and a related press conference on October 3, 2012, that included comments related to unsafe fueling system equipment. He reported that the Federal Aviation Administration (FAA) Part 139 certification process (Title 14, Code of Federal Regulations, Part 139 – Certification of Airports) includes annual investigation of the fueling systems at Seattle-Tacoma International Airport, including safety considerations. He noted that the Airport has never been cited by the FAA for fueling system deficiencies.

Port of Seattle Firefighter Leon Gutierrez reported that he conducts approximately 270 inspections of every piece of fueling equipment at the Airport every 90 days, including 35 fuel tankers, 15 vehicle hydrant trucks, 40 stationary hydrant carts, 161 hydrant pits, one load rack, and an eight-tank fuel farm with a capacity over 24 million gallons of jet fuel. He added that he inspects 115 emergency fuel shutoff mechanisms every six months. He explained that an FAA inspector reviews the records of these inspections on a quarterly basis and conducts additional spot inspections.

Mr. Reis stated that on October 5, 2012, in response to the October 3 allegations, the FAA conducted an inspection. Although no evidence was found to support the allegations of safety violations, Mr. Reis reported he sent a letter to Working Washington reiterating the importance to the Airport of airfield safety and requesting further information about any safety issues that may have been missed by Port and FAA inspectors.

Mr. Reis reported that fueling contractor ASIG (Aircraft Service International Group) had a contingency plan in place should its fuelers strike as announced on October 3 and that a temporary restraining order issued on October 5 to ensure that no actions would be taken to initiate a strike had been extended to October 17.

9. POLICY ROUNDTABLE

None.

10. ADJOURNMENT

There being no further business, the regular meeting was adjourned at 5:00 p.m.

Bill Bryant
Assistant Secretary
Minutes approved: January 8, 2013.