

A Resolution of the Port of Tacoma Commission, Tacoma, Washington and by and between the Port of Tacoma and the Port of Seattle establishing a Port Development Authority (PDA) pursuant to RCW 53.08 xxx, and approving the PDA Charter.

WHEREAS, the Port of Seattle (POS) and Port of Tacoma (POT), (“Ports”), are public port districts, organized under provisions of the laws of the State of Washington, and codified under Title 53 RCW and

WHEREAS, the Ports pursuant to Federal law 46 USC Section 40301(b)(1-2), have filed a Discussion Agreement with the Federal Maritime Commission (FMC) for permission to jointly operate certain marine cargo facilities through an Alliance entity, and

WHEREAS, the Discussion Agreement became effective on (date); and

WHEREAS, the Ports seek to form the Alliance entity pursuant to the following federal and state authorities: (1) the FMC Discussion Agreement and with FMC oversight, (2) an interlocal agreement with delegated powers exercised pursuant to the port joint powers statute (RCW 53.08.240) which expressly permits joint operation and investment outside of a port’s district, (3) RCW 39.34.030, the state Interlocal Cooperation Act, and (4) pursuant to Title 53.XX RCW, which authorizes the Ports to create a Port Development Authority (PDA) to operate certain marine facilities jointly under as the Alliance and

WHEREAS, the operations, management and business of the Alliance shall be managed by the port districts as members of the PDA. Each port district member shall act in such capacity through its own elected commissioners as Managing Members, and

WHEREAS, the Ports expect that the Alliance will operate pursuant to the following structures and authority:

1. Effective August 1, 2015 and pursuant to the above state laws and Title 53.XX RCW, which authorizes the Ports to create a port development authority (the “**PDA**”) to operate certain marine cargo facilities jointly, the Alliance will operate under the terms of the PDA’s Charter attached hereto as **Exhibit A (“Charter”)** which shall continue indefinitely until dissolution thereof in accordance with the provisions of the Charter or as otherwise provided by law. Also effective as of August 1, 2015, the Ports as Managing Members shall license to the Alliance the operation, management, and use of certain Port properties as set forth in the Charter at **Schedule 2 (“Licensed Properties”)**.
2. During the period beginning the Effective Date through December 31, 2015 (“**Startup Period**”), the Ports shall continue to receive all revenues and pay all expenses related to the operations, management, and use of the Licensed Properties.

2. Effective as of January 1, 2016, the Managing Members shall make the capital contributions required under the Charter.

NOW, THEREFORE, be it resolved that:

1. The Charter of the Alliance, a Washington port development authority (the "PDA"), as attached hereto as **Exhibit 1**, is hereby adopted to be effective as of August 1, 2015, and on that effective date is entered into by and among the Commission of the Port of Tacoma, a public port district operating under the laws of the state of Washington, and Commission of the Port of Seattle, a public port district operating under the laws of the state of Washington, as members of the PDA each as a "Managing Member" and collectively as "Managing Members".

ADOPTED by a majority of the members of the Port of Tacoma Commission at a Special Joint meeting held on the ___ day of August 2015, a majority of the Commission members being present and voting on this Resolution and signed by its President and attested by its Secretary under the official seal of said Commission in authentication of its passage this ___ day of August, 2015.

Donald C. Johnson, President
Port of Tacoma Commission

ATTEST:

Richard P. Marzano, Secretary
Port of Tacoma Commission

**EXHIBIT 1
PDA CHARTER**

DRAFT