



RESOLUTION 2015-_____

A Resolution of the Port Commission of the Port of Seattle, Washington establishing a Port Development Authority pursuant to RCW 53.08 xxx, jointly with the Port of Tacoma and approving the PDA Charter

WHEREAS, the Port of Seattle and Port of Tacoma, ("Ports"), are 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 , and

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

WHEREAS, the Ports seek to form the alliance pursuant to the following federal and state authorities: (1) the FMC Discussion Agreement, (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 use, operate and manage certain marine facilities jointly, to be known as The Northwest Seaport Alliance ("Alliance") and

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

WHEREAS, RCW 53.XX provide that a port or ports shall create a PDA by adoption of a Resolution which approves the PDA's Charter.

NOW, THEREFORE, be it resolved that:

1. The Charter of The Northwest Seaport Alliance, a Washington port development authority, 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 port district operating under the laws of the state of Washington, and the Commission of the Port of Seattle, a port district operating under the laws of the state of Washington, each as a "Managing Member" and collectively as "Managing Members" of the PDA.

Adopted by the Commission of the Port of Seattle at a meeting thereof, held this ____ day of _____, 2015, and duly authenticated in open session by the signatures of the Commissioners present and voting in favor thereof.

Tom Albro

Stephanie Bowman

Bill Bryant

John Creighton

Courtney Gregoire

Port of Seattle Commissioners

**EXHIBIT 1
PDA CHARTER**

DRAFT