



COMMISSION REGULAR MEETING AGENDA

January 9, 2024

To be held virtually via MS Teams and in person at the Port of Seattle Headquarters Building – Commission Chambers, Pier 69, 2711 Alaskan Way, Seattle WA. You may view the full meeting live at meetings.portseattle.org. To listen live, call in at +1 (425) 660-9954 or (833) 209-2690 and Conference ID 557 994 419#

ORDER OF BUSINESS

10:30 a.m.

1. CALL TO ORDER

2. **EXECUTIVE SESSION** – *if necessary, pursuant to RCW 42.30.110 (executive sessions are not open to the public)*

► 12:00 noon – PUBLIC SESSION

Reconvene or Call to Order and Pledge of Allegiance

3. **APPROVAL OF THE AGENDA** (*at this time, commissioners may reorder, add, or remove items from the agenda*)

4. SPECIAL ORDERS OF THE DAY

5. EXECUTIVE DIRECTOR'S REPORT

6. COMMITTEE REPORTS

7. **PUBLIC COMMENT** – *procedures available online at <https://www.portseattle.org/page/public-comment-port-commission-meetings>*

During the regular order of business, those wishing to provide public comment on items related to the conduct of the Port will have the opportunity to:

1) Deliver public comment via email: All written comments received by email to commission-public-records@portseattle.org will be distributed to commissioners and attached to the approved minutes.

2) Deliver public comment via phone or Microsoft Teams conference: To take advantage of this option, please email commission-public-records@portseattle.org with your name and the topic related to the conduct of the Port you wish to speak to by 9:00 a.m. PT on Tuesday, January 9, 2024. (***Please be advised that public comment is limited to topics related to the conduct of the Port only.***) You will then be provided with instructions and a link to join the Teams meeting.

3) Deliver public comment in person by signing up to speak on your arrival to the physical meeting location: To take advantage of this option, please arrive at least 15 minutes prior to the start of any regular meeting to sign-up on the public comment sheet available at the entrance to the meeting room to speak on items related to the conduct of the Port.

For additional information, please contact commission-public-records@portseattle.org.

8. CONSENT AGENDA (*consent agenda items are adopted by one motion without discussion*)

- 8a. Approval of Minutes of the Regular Meeting of December 12, 2023. **(no enclosure)** (p.4)
- 8b. Approval of the Claims and Obligations for the Period December 1, 2023, through December 31, 2023, Including Accounts Payable Check Nos. 951273 through 951694 in the Amount of \$11,848,100.50 Accounts Payable ACH Nos. 061299 through 062390 in the Amount of \$98,374,743.17; Accounts Payable Wire Transfer Nos. 016192 through 016215 in the Amount of \$13,410,418.86; Payroll Check Nos. 210258 through 210786 in the Amount of \$132,780.40; and Payroll ACH Nos. 1170278 through 1174980 in the Amount of \$15,832,048.14 for a Fund Total of \$139,598,091.07. **(memo enclosed)** (p.14)
- 8c. Monthly Notification of Prior Executive Director Delegation Actions December 2023. **(memo enclosed – No action, for information only)** (p.17)
- 8d. Authorization for the Executive Director to Execute a Testing, Maintenance and Repair Contract for Elevator, Escalator, and Moving Walkway Services at Seattle-Tacoma International Airport and Maritime Locations for Up to Seven Years with a Competitively Bid Port Contract in the Total Estimated Amount of \$37,000,000. **(memo and form enclosed)** (p.19)
- 8e. Authorization for the Executive Director to Approve Lease Extension Options for Up to Two Years Beyond the Current Lease Expiration Date of June 30, 2024, and to Negotiate an Option to Purchase the Duwamish River Community Hub (DRCH) Property. **(memo, current lease, maps and images of location, and presentation enclosed)** (p.24)
- 8f. Authorization for the Executive Director to Enter into a Memorandum of Understanding with ILWU Local 9 that Creates an Exception to Existing Collective Bargaining Agreement Language and Makes Security Access Specialist Shifts Beginning at 3:00am Eligible to Receive a 10 Percent Mid-Shift Differential. **(memo and memorandum of understanding enclosed)** (p.54)
- 8g. Commission Adoption of the Port's 2024 State Legislative Agenda and Authorization for Staff to Advocate on the Agenda During the 2024 Legislative Session. **(memo and presentation enclosed)** (p.57)
- 8h. Order 2024-02: An Order Electing the President for the Port of Seattle Commission for the Calendar Year 2025. **(order enclosed)** (p.80)
- 8i. Authorization for the Executive Director to Increase the Project Authorization by \$7,500,000 to Advance the Project Schedule for the Post IAF Airline Realignment Project at Seattle-Tacoma International Airport, with the Total Estimated Cost of the Project Between \$102,000,000 To \$140,000,000. (CIP #C801158). **(memo and presentation enclosed)** (p.81)

10. NEW BUSINESS

- 10a. Introduction of Resolution No. 3817: A Resolution of the Port of Seattle Commission Amending Resolution No. 3778 and Prior Corresponding Enacting and Amending Resolutions through Incorporation, Pertaining to the Commission’s Bylaws and Rules of Procedure.
([memo](#), [draft resolution](#), [redline](#), and [presentation](#) enclosed) (p.97)
- 10b. Introduction of Resolution No. 3818: A Resolution of the Port of Seattle Commission Adopting the Charter of the Governance Standing Committee. ([memo](#), [draft Resolution](#), [charter](#), and [presentation](#) enclosed)
(p.153)
- 10c. Order 2024-01: An Order Electing the Slate of Officers for Port of Seattle Commission for Calendar Year 2024. ([order](#) enclosed) **(p.166)**

11. PRESENTATIONS AND STAFF REPORTS

- 11a. 2024 Federal Legislative Agenda Briefing. ([memo](#), [agenda](#), and [presentation](#) enclosed) **(p.167)**

12. QUESTIONS on REFERRAL to COMMITTEE and CLOSING COMMENTS**13. ADJOURNMENT**



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**APPROVED MINUTES
COMMISSION REGULAR MEETING**

December 12, 2023

The Port of Seattle Commission met in a regular meeting Tuesday, December 12, 2023. The meeting was held at the Port of Seattle Headquarters Building Commission Chambers located at: 2711 Alaskan Way, Seattle, Washington, and virtually on Microsoft Teams. Commissioners Calkins, Cho, and Mohamed were present. Commissioners Felleman and Hasegawa were absent and excused from attendance.

1. CALL to ORDER

The meeting was convened at 10:31 a.m. by Commission President Cho.

2. EXECUTIVE SESSION pursuant to RCW 42.30.110

The public meeting recessed into executive session to discuss two items regarding litigation/or potential litigation/or legal risk, per RCW 42.30.110(1)(i) and one item regarding litigation/or potential litigation/or legal risk, per RCW 42.30.110(1)(i) and performance of a public employee per RCW 32.30.110(1)(g) for approximately 60 minutes, with the intention of reconvening the public session at 12:00 p.m. Following the executive session, the public meeting reconvened at 12:05 p.m. Commission President Cho led the flag salute.

3. APPROVAL of the AGENDA

The agenda was approved without objection.

In favor: Calkins, Cho, and Mohamed (3)

Opposed: (0)

4. SPECIAL ORDERS OF THE DAY

No Special Orders of the Day were presented.

5. EXECUTIVE DIRECTOR'S REPORT

Executive Director Metruck previewed items on the day's agenda and made general and meeting-related announcements.

6. COMMITTEE REPORTS

Commission Strategic Advisor, Erica Chung, provided the committee reports.

Highline Forum

On November 15, 2023, Port of Seattle Commissioner Fred Felleman chaired the Highline Forum, with Community Co-Chair, Des Moines Mayor Mahoney, attending. Forum members received an update from Deputy Mayor Negusse, the host City of SeaTac. They also received an update from WSDOT on the current work being done on Stage 1b and upcoming Stage 2 work of the SR509 Puget Sound Gateway Project. Sound Transit provided a comprehensive presentation regarding operations and security issues that they are addressing. The agency is in the process of stepping up fare enforcement. Port Senior Director of Economic Development Dave McFadden and Economic Development Manager Annie Tran gave a comprehensive presentation on the Port's role in partnering to foster our regional and local economy. The Port's Interim Noise Program Manager Tom Fagerstrom provided a primer on what a Part 150 noise study is, what is included, when the public will have an opportunity to provide their input, and the approximate timeline for completion. Initial public outreach for this new Part 150 will occur in the first half of 2024, and the study is projected to take from 4 to 7 years to complete. The Port conducted Part 150 noise studies in 1985, 1992, 2002, and 2014. All mitigation and noise remedies the Commission has authorized funding for are a result of those studies.

Aviation Committee

On November 28, 2023, Commissioners Mohamed and Calkins co-chaired the Aviation Committee. The agenda topics included updates on two committee priorities: Transportation Network Company driver parking and the implementation of phase 1 of the expanded geo-fence, increasing the size of dwell areas for drivers. An update and overview of the Taxi Curbside Management contract that is scheduled to be considered at the December 12, 2023, Commission meeting was also provided.

Equity and Workforce Development Committee

On November 28, 2023, Commissioners Hasegawa and Calkins convened the Equity and Workforce Development Committee. Commissioners received the results of the October 2023 Taxi Drivers Workforce Development Survey, with 300 responding, at a 74 percent participation rate, with approximately 50 percent expressing interest in training for a new job within the next year. Commissioners gave feedback on strategies and Port staff will work to connect these drivers with the Port's existing workforce development programs and with external partners. Commissioners also heard an update on the Port's Diversity in Contracting efforts and Commissioners offered input on next steps while staff work to incorporate the results of a disparity study into a new five-year plan.

Sustainability, Environment, and Climate Committee

On November 28, 2023, Commissioners Hasegawa and Felleman convened the Sustainability, Environment, and Climate Committee meeting where they were briefed on the Municipal Solid Waste-to-Fuels Techno-Economic Study Finding. Staff shared the types of technology used in MSW to SAF conversion, economic viability of a SAF facility, financial risks, and received input from Commissioners to explore available incentives that could potentially make SAF financially competitive to conventional jet fuel.

Airport Workforce Conditions Ad Hoc Committee

On November 28, 2023, Commissioners Hasegawa and Mohamed convened the Airport Workforce Conditions Ad Hoc Committee where they received an update on the childcare initiative. Commissioners then received a briefing on the portwide third-party code of conduct initiative and recommendations. Committee members asked staff to further consider how we can validate contractors and vendors compliance upfront, consequences for breach of contract, and engagement with stakeholders regarding informed policy development.

Governance Committee

Commissioners Cho and Calkins convened the Governance Committee meeting on December 4, 2023. The Committee received a briefing of the Bylaws and Rules of Procedure Policy Directive amendment package. The committee reviewed the package of amendments and gave their recommendation to proceed with bringing the amendments forward to the Commission in January 2024. They also received a briefing on the proposed adoption of a Governance Committee standing committee charter. Briefings with other individual Commissioners will be scheduled to overview the package of amendments with them directly. The Committee reviewed the proposed standing committee charter, and recommended that it move forward to the full Commission for consideration in January. This action would make the Ad Hoc Governance Committee a formal standing committee under the Commission's bylaws."

7. PUBLIC COMMENT

- The following person spoke and stated his desire to impeach the presiding officer of the Commission because he ran unopposed during the last regular election: Alex Tsimerman.
- The following people spoke in support of Agenda Item 10b, Request for Proposal and lease concession agreements for the new Concourse C Expansion Project: David Montonaro and Daniel Nguyen.
- The following people spoke regarding the Port's Land Stewardship Plan, the Sustainable Airport Master Plan, and in opposition to the removal of trees in the Riverton neighborhood area for placement of warehousing: Iris Antman; Wendy Butzerin; Susan Ward; Noemie Maxwell (written comments submitted); Michael Caci (written comments submitted); June Blue Spruce (written comments submitted); Jordan VanVoast; Meegan Mckiernan; Sandy Shettler; Rick Harwood (written comments submitted); Andrea O'Ferrall; Andy Stewart; and Tom Hutchinson.
- The following person spoke in support of Agenda Item 10a, curbside management contract for services at SEA, and asked the Commission to consider alternative no. 2: Joshua Welter.
- The following people spoke regarding the IAF project, litigation between the Port and Clark Construction, and receiving payment for services rendered on the project: Scott Murrill; Scott Gibson; Jeret Garcia; Laura Richardson; Scott Garrard; and Bill Calhoun.
- The following person spoke in support of the Core+ Maritime program and thanked the Commission for including Core+ Maritime in the legislative agenda for workforce development: Tori Gehring.
- In lieu of spoken comment, written comments regarding the Port's Land Stewardship Plan, the Sustainable Airport Master Plan, and in opposition to the removal of trees in the Riverton neighborhood area and placement of warehousing were submitted by: Tuner Bradcliff;

Marianne Peterson; Peggy Printz; Martha Read; Andrea Swickard; Diane Gaskill; Judy Akalaitis; and Jennifer Godfrey.

- In lieu of spoken comment, written comments regarding opposition to the cruise industry and the affects she feels it has on the climate and the environment were submitted by: Stacy Oaks.

[Clerk's Note: All written comments are combined and attached here as Exhibit A.]

8. CONSENT AGENDA

[Clerk's Note: Items on the Consent Agenda are not individually discussed. Commissioners may remove items for separate discussion and vote when approving the agenda.]

8a. Approval of Minutes of the Regular Meeting of November 21, 2023.

- 8b. Approval of the Claims and Obligations for the Period November 1, 2023, through November 30, 2023, Including Accounts Payable Check Nos. 950741 through 951272 in the Amount of \$8,006,681.15; Accounts Payable ACH Nos. 060277 through 061298 in the Amount of \$53,245,162.58; Accounts Payable Wire Transfer Nos. 016169 through 016191 in the Amount of \$14,821,854.22; Payroll Check Nos. 209830 through 210257 in the Amount of \$127,847.63; and Payroll ACH Nos. 1165573 through 1170277 in the Amount of \$15,074,200.30, for a Fund Total of \$91,275,745.88.**

Request document(s) included an agenda memorandum.

8c. Monthly Notification of Prior Executive Director Delegation Actions November 2023.

Request document(s) included an agenda memorandum.

- 8d. Authorization for the Executive Director to Advertise and Execute a Major Public Works Contract to Construct Portions of the Surface Area Management System Project at Seattle-Tacoma International Airport; to Amend the Contract with SAAB, Inc. to Increase the Contract Value Up to \$512,000 for Additional Services and Equipment; to Increase the Project Budget by \$2,494,000 for a New Total of \$15,865,000; and to Execute a Project Labor Agreement. (CIP #800650).**

Request document(s) included an agenda memorandum and presentation.

- 8e. Authorization for the Executive Director to Proceed with the Airport Networks and Storage Refresh Project; to Execute Contract(s) for Software, Equipment, Vendor Implementation Services, and Seven Years of Support and License Fees; and to Use Port Staff for Implementation, in the Requested Amount of \$3,400,000 and an Estimated Seven-Year Support and License Agreement in the Amount of \$1,400,000. (CIP #C801321)**

Request document(s) included an agenda memorandum.

- 8f. Authorization for the Executive Director to Execute One Indefinite Delivery/Indefinite Quantity Contract to Perform Surface Water Monitoring and Permit Support with a Total Value of \$5,500,000 and a Contract Ordering Period of Up to Six Years if all Options are Exercised at the Seattle-Tacoma International Airport.**

Request document(s) included an agenda memorandum and presentation.

- 8g. Authorization for the Executive Director to Execute Two Indefinite Delivery, Indefinite Quantity Contracts for the Duwamish Valley Community Equity Program to Promote Port-Community Capacity Building and Green Career Pathways with a Total Estimated Value of \$1,450,000 and Contract Periods of Up to Five Years.**

Request document(s) included an agenda memorandum.

- 8h. Authorization for the Executive Director to Execute Change Orders to Contract MC-0320697 to Reduce Impacts Resulting from Regulatory Compliance Requirements; to Approve a Change of Scope to Design, Acquire Permits, and Construct a New Fire-Rated Roll-Up Door to Meet Regulatory Requirements Related to the Installation of Electrical Equipment Required for Future Expansion of Vessel Shore-Power; to Approve the Use of Port Construction Services and/or Marine Maintenance Labor; and to Increase Project Authorization in the Amount of \$2,226,000, for a Total Project Authorization of \$6,701,000, for the P69 Underdock Utilities Replacement Project. (CIP # C801102).**

Request document(s) included an agenda memorandum.

- 8i. Authorization for the Executive Director or General Counsel to Execute a Sixth Amendment to the Administrative Order on Consent with the U.S. Environmental Protection Agency, King County, City of Seattle, and the Boeing Company for the Lower Duwamish Waterway Superfund Site.**

Request document(s) included an agenda memorandum and amendment.

- 8j. Authorization for the Executive Director to Approve Funding and Procurement for Design, Acquisition, Fabrication, and Installation of Public Art at Seattle-Tacoma International Airport for the 2024 Portion of the 2022-2026 Public Art for Airport Projects CIP in the Amount of \$5,850,000 from the Total Art Pool Budget of \$27,523,820.**

Request document(s) included an agenda memorandum and presentation.

- 8k. Authorization for the Executive Director to Increase the Project Budget Not-to-Exceed \$3,500,000 for Executing a Change Order for Upland Disposal of a Portion of the T5 Dredging Project Under Port of Seattle Management, Master Identification No. U00680.**

Request document(s) included an agenda memorandum and presentation.

The motion for approval of consent agenda items 8a, 8b, 8c, 8d, 8e, 8f, 8g, 8h, 8i, 8j, and 8k carried by the following vote:

In favor: Calkins, Cho, and Mohamed (3)

Opposed: (0)

10. NEW BUSINESS

10a. Authorization for the Executive Director to Contract for Services Associated with Curbside Management of the On-Demand Taxi/Flat-Rate For-Hire Program at the Seattle-Tacoma International Airport for a Total Cost of up to \$14,000,000 and a Term of up to Five Years.

Requested document(s) included an agenda memorandum, Motion 2019-03, Order 2023-03, and presentation.

Presenter(s):

Geoffrey Foster, Senior Manager AV Business Development, Commercial Management and Analysis

Jason Berg, Aviation Property Manager 2, Commercial Management and Analysis

Fariis Lewis, Byer V, Central Procurement Office

Clerk Hart read Item 10a into the record.

Executive Director Metruck introduced the item and presenters.

The presentation addressed:

- curbside management background;
- current agreement terms; and
- new agreement terms.

Discussion ensued regarding:

- concerns related to bringing the curbside management function in-house;
- feedback incorporated from the taxi community;
- curbside management services provided;
- the pros and cons related to the alternatives presented;
- outreach regarding new contact terms and provisions;
- virtual queuing and how that may impact the agreement;
- educating stakeholders regarding what virtual queuing is and how it would function; and
- posting the contract for bid in early 2024.

The motion, made by Commissioner Mohamed, carried by the following vote:

In favor: Calkins, Cho, and Mohamed (3)

Opposed: (0)

10b. Authorization for the Executive Director to Conduct a Request for Proposal with Recommended Adjustments per the November 14, 2023, Commission Briefing and to Execute a Lease and Concession Agreement with Selected Proposers for the Thirteen Locations Known as CCE-RFP at Seattle-Tacoma International Airport Associated with the New Concourse C Expansion Project.

Request document(s) included an agenda memorandum and presentation.

Presenter(s):

Jeff Wolf, Director AV Commercial Management, Commercial Management Administration
Khalia Moore, Senior Manager ADR, Airport Dining and Retail

Clerk Hart read Item 10b into the record.

The presentation addressed:

- the Concourse C Request for Proposals timeline;
- Request for Proposals details;
- the map of the proposed expansion;
- Concourse C Request for Proposals business terms;
- first time bidders class details; and
- next steps and project schedule.

Discussion ensued regarding:

- how Labor Harmony Agreements will apply to small businesses and the threshold for the need for a Labor Harmony Agreement;
- revenue thresholds for small businesses;
- small businesses needing to have an expectation of upfront costs prior to leasing;
- requiring Labor Harmony Agreements within 90 days of negotiating a lease agreement with the Port; and
- adjusting the policy if needed in the future.

The main motion was made by Commissioner Calkins.

A primary amendment, made by Commissioner Mohamed, to strike the phrase “less than three” in the last sentence of the first paragraph of the agenda memorandum, page 2 of 4, and to insert the phrase “three units or fewer,” to read as follows: “Firms with three units or fewer will be exempt from this requirement,” carried by the following vote:

**In favor: Calkins, Cho, and Mohamed (3)
Opposed: (0)**

**The main motion, as amended, carried by the following vote:
In favor: Calkins, Cho, and Mohamed (3)
Opposed: (0)**

11. PRESENTATIONS AND STAFF REPORTS

[Clerk's Note: Items 11b and 11a were re-ordered to accommodate speaker participation.]

11b. 2023 Public Art Program Annual Report.

Presentation document(s) included agenda memorandum and presentation.

Presenter(s):

Tommy Gregory, Senior Public Art Program Manager, Aviation Directors Office
Annabelle Goavec, Public Art Program Coordinator, Aviation Directors Office

Clerk Hart read Item 11b into the record.

Executive Director Metruck introduced the item and presenters.

The presentation addressed:

- artists doing business with the Port;
- art in the C Concourse Expansion Project and other capital projects;
- conservation and maintenance highlights for 2023;
- 2023 new art installations;
- art tours;
- 2023 temporary installations in aviation and maritime; and
- public art program CIP funding for 2024.

Discussion ensued regarding docents to provide a guide to Port art, beacons to direct art installations, and collaborating further with the airport customer service group to further provide art guidance for travelers.

(The regular meeting recessed at 2:50 p.m. and reconvened at 2:56 p.m.)

11a. Draft 2024 State Legislative Agenda Briefing.

Presentation document(s) included agenda memorandum and presentation.

Presenter(s):

John Flanagan, Senior State Government Relations Manager, External Relations
Eric ffitch, Executive Director WPPA
Dave Mastin, VP Government Affairs AWB

Clerk Hart read Item 11a into the record.

Executive Director Metruck introduced the item and presenters.

The presentation addressed:

- priority legislative items for the Port in 2024;
- shared interests with the Washington Public Ports Association;
- shared interests with the Association of Washington Business;
- status of prior legislative priorities;
- next steps in the 2024 legislative session process and agenda development; and
- adoption of the State Legislative Agenda scheduled for January 2024.

Discussion ensued regarding:

- statistics of available childcare facilities and what is being done to address the gap in need;
- curriculum around workforce development;
- the cap and trade program and the extent of integration;
- generating as much revenue as possible from credits and if credits will apply to Washington; and
- long-time legacy positions of the Port, including sound insulation.

12. QUESTIONS on REFERRAL to COMMITTEE and CLOSING COMMENTS

At this time, Commission Clerk Michelle Hart administered the official Oath of Office to Commissioner Sam Cho, swearing him into his new term in office. Commissioner Cho's mother, Kathy Cho, joined in the center of the dais for administration of the Oath.

Commissioner Cho expressed his thanks for his re-election to office, as the only person of color to be re-elected to more than one term in the history of the Port to-date. He further stated his support for Commissioner Mohamed in the officer position of President for the Commission in 2024.

Commissioner Calkins congratulated Commissioner Cho on his re-election to a second term in office and spoke regarding his leadership as Commission President in 2023. He also spoke regarding the difficulty in selecting officers for the Commission in 2024, due to the extraordinary leadership across the Commission. He supported Commission's intent to select Commissioner Hasegawa as Commission Vice-President in 2024 and as President in 2025, and Commissioner Mohamed as Commission President in 2024.

Commissioner Mohamed spoke to Commission President Cho's regional and international leadership for the Port. She spoke regarding his representation and expressed her honor in serving with him. She further expressed her excitement to step into the role of Commission President in 2024; her admiration of Commissioner Hasegawa; and her gratitude for the continued working relationship with the Commission.

Executive Director Metruck congratulated Commission President Cho on his re-election to another term in office; expressed appreciation for the accomplishments in 2023; and looked forward to the coming year with 2024 Commission leadership.

13. ADJOURNMENT

There was no further business and the meeting adjourned at 4:13 p.m.

Prepared:

Attest:

Michelle M. Hart, Commission Clerk

Fred Felleman, Commission Secretary

Minutes approved: January 9, 2024

DRAFT

RETURN TO AGENDA



**COMMISSION
AGENDA MEMORANDUM**

Item No. 8b

ACTION ITEM

Date of Meeting January 9, 2024

DATE: January 2, 2024
TO: Steve Metruck, Executive Director
FROM: Eloise Olivar, AFR Senior Manager Disbursements
SUBJECT: **Claims and Obligations –December 2023**

ACTION REQUESTED

Request Port Commission approval of the Port Auditor’s payment of the salaries and claims of the Port pursuant to RCW 42.24.180 for payments issued during the period December 1 through 31, 2023 as follows:

Payment Type	Payment Reference Start Number	Payment Reference End Number	Amount
Accounts Payable Checks	951273	951694	\$11,848,100.50
Accounts Payable ACH	061299	062390	\$98,374,743.17
Accounts Payable Wire Transfers	016192	016215	\$13,410,418.86
Payroll Checks	210258	210786	\$132,780.40
Payroll ACH	1170278	1174980	\$15,832,048.14
Total Payments			\$139,598,091.07

Pursuant to RCW 42.24.180, “the Port’s legislative body” (the Commission) is required to approve in a public meeting all payments of claims within one month of issuance.

OVERSIGHT

All these payments have been previously authorized either through direct Commission action or delegation of authority to the Executive Director and through his or her staff. Detailed information on Port expenditures is provided to the Commission through comprehensive budget presentations as well as the publicly released Budget Document, which provides an even greater level of detail. The Port’s operating and capital budget is approved by resolution in December for the coming fiscal year, and the Commission also approves the Salary and Benefit Resolution around the same time to authorize pay and benefit programs. Notwithstanding the Port’s budget approval, individual capital projects and contracts exceeding certain dollar thresholds are also subsequently brought before the Commission for specific authorization prior to commencement of the project or contract—if they are below the thresholds the Executive Director is delegated authority to approve them. Expenditures are monitored against budgets monthly by management and reported comprehensively to the Commission quarterly.

Meeting Date January 9, 2024

Effective internal controls over all Port procurement, contracting and disbursements are also in place to ensure proper central oversight, delegation of authority, separation of duties, payment approval and documentation, and signed perjury statement certifications for all payments. Port disbursements are also regularly monitored against spending authorizations. All payment transactions and internal controls are subject to periodic Port internal audits and annual external audits conducted by both the State Auditor’s Office and the Port’s independent auditors.

For the month of December 2023, over \$123,633,262.53 in payments were made to nearly 926 vendors, comprised of 2,616 invoices and over 10,942 accounting expense transactions. About 94 percent of the accounts payable payments made in the month fall into the Construction, Employee Benefits, Contracted Services, Payroll Taxes, Janitorial Services, Legal, Software, Environmental Remediation, Sales Taxes, and Election Expenses. Net payroll expense for the month of December was \$15,964,828.54.

Top 10 Payment Category Summary:

Category	Payment Amount
Construction	79,237,067.31
Employee Benefits	11,759,643.58
Contracted Services	7,112,604.51
Payroll Taxes	5,851,889.20
Janitorial Services	2,139,484.88
Legal	2,117,891.39
Software	2,041,050.36
Environmental Remediation	2,007,673.88
Sales Taxes	1,815,440.92
Election Expenses	1,745,670.14
Other Categories Total:	7,804,846.36
Net Payroll	15,964,828.54
Total Payments	139,598,091.07

Meeting Date January 9, 2024

Appropriate and effective internal controls are in place to ensure that the above obligations were processed in accordance with Port of Seattle procurement/payment policies and delegation of authority.



Lisa Lam/Port Auditor

At a meeting of the Port Commission held on January 09, 2024, it is hereby moved that, pursuant to RCW 42.24.180, the Port Commission approves the Port Auditor’s payment of the above salaries and claims of the Port:

Port Commission

RETURN TO AGENDA



**COMMISSION
AGENDA MEMORANDUM
FOR INFORMATION ONLY**

Item No. 8c
Date of Meeting January 9, 2024

DATE: January 3, 2024
TO: Stephen P. Metruck, Executive Director
FROM: Karen R. Goon, Deputy Executive Director

SUBJECT: Monthly Notification of Prior Executive Director Delegation Actions December 2023

APPROVAL SUMMARY

This memo is presented for information only. Inclusion on the Consent Agenda is asking for Commission’s acknowledgement that the data has been presented to them and the public. This is notification of the following Executive Director delegated approvals that occurred in December 2023.

Category of Approval	Request#	Description of Approvals December 2023	Category Amount
Projects & Associated Contracts	958-2023	Pier 69 Dock Condition Assessment	\$550,000.00
Projects & Associated Contracts	1032-2023	Baggage Optimization Project III- GCCM Audit Services	\$260,000.00
Projects & Associated Contracts	1035-2023	Aviation Bus Fleet Tracking System Refresh	\$1,400,000.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	995-2023	2024 Appraisal IDIQ	\$1,000,000.00
Real Property Agreements	N/A	No Approvals in December	
Utilization of Port Crews	N/A	No Approvals in December	
Sale of Surplus Port Property	1026-2023	Fleet Asset Disposition December 2023	\$189,500.00
Total Value of Executive Director Approvals			\$3,399,500.00

Meeting Date: January 9, 2024

TRANSPARENCY:

In approving the delegations for the Executive Director, the Commission requested that staff ensure transparency is built into the process. As a result, staff will make approvals visible to the public in two ways. First, these types of approvals will be made visible in public Commission meetings via monthly reporting like this one. Approvals are both timed and designed to be visible in a similar manner to the monthly Claims and Obligations reporting. Second, staff will publish these delegations in a PeopleSoft formatted report on the Port website in the same manner that all procurements, contracts, and other opportunities are made available to public communities.

BACKGROUND:

On January 24, 2023, the Commission approved and adopted Resolution No. 3810 that repealed related prior resolutions and increased the previously delegated Commission authority to the Executive Director and provided clarity in process directives to port staff. The approval made the Delegation of Responsibility and Authority to the Executive Director (DORA) effective on April 3, 2023.

The foundation for Resolution No. 3810 included significant data analysis, employee surveys, and internal audit recommendation. Resolution No. 3810 also aligns with the Port Century Agenda in that it helps make the Port a more effective public agency. Considerations and checks and balances have been built into the associated processes of Executive Director approvals including a high bar of transparency.

Following significant analysis and multiple Commission reviews, the Commission approved the DORA on January 24, 2023. That reporting memo is available for review on the Port website under the January 24, 2023, Commission public meeting, and it provides detailed reasoning and explanation of Resolution No. 3810.

RETURN TO AGENDA



**COMMISSION
AGENDA MEMORANDUM**

Item No. 8d

ACTION ITEM

Date of Meeting January 9, 2024

DATE : November 10, 2023

TO: Stephen P. Metruck, Executive Director

FROM: Mike Tasker, Director, Aviation Maintenance
Delmas Whittaker, Director, Marine Maintenance

SUBJECT: Testing, Maintenance and Repair for Escalators, Elevators, and Moving Walkways at Sea-Tac Airport and Maritime Facilities

Amount of this request: \$37,000,000.00

ACTION REQUESTED

Request Commission authorization for the Executive Director to execute a testing, maintenance and repair contract for elevator, escalator and moving walkway services at Sea-Tac Airport and Maritime locations for up to seven years with a competitively bid Port contract. The total cost for seven years is estimated to be approximately \$37 million (Airport \$36.1 million; Maritime \$900,000).

EXECUTIVE SUMMARY

The purpose of this request is to provide services that will maintain operational needs at both Airport and Maritime facilities. The current Port-wide contract provides testing, maintenance, and repair of the airport and waterfront elevators, escalators and moving walkways. It includes immediate response to issues such as entrapments, safety faults, and falls, and ensures compliance with all sections of the State of Washington Labor and Industries (L&I) elevator code.

JUSTIFICATION

This contract authorization will allow the Airport and Maritime facilities to meet operational needs efficiently throughout its term. It directly supports the Port’s century agenda item of Meeting the region’s air transportation needs at Sea-Tac Airport and aligns with our “One Port” approach. Facility maintenance is a key component to ensuring safety and compliance, providing good customer service, and meeting the Airport Service Quality (ASQ) targets set in the 2018 Aviation Division Priorities.

Meeting Date: January 9, 2024

Diversity in Contracting

The contract is not feasible for subcontracting because it does not appear to be a significant number of WMBE firms with the scope. We’ll be asking the prime to prioritize reaching out to WMBE suppliers when possible.

DETAILS

On July 1, 2018, the Port Commission authorized a Port-wide contract with the current contractor (Schindler) which will expire on August 31, 2024. Our objective is to competitively bid another Port-wide 7-year elevator, escalator and moving walkways testing, maintenance and repair contract for an estimated cost of \$37 million dollars, that includes 6% budgeted inflation.

This contract will ensure that the Port’s (131) elevators, (100) escalators, (7) moving walkways receive professional services by a trained and licensed technician.

Elevator, escalator, and moving walk maintenance and repairs require the services of licensed technicians. In the past, in accordance with local and national standards, that work has been performed by a contractor whos’ technicians are licensed by the State of Washington and fall under the jurisdiction of L&I.

The selected contractor will also be required to address deficiencies identified by the state or local inspections office.

Scope of Work

Provide State required testing, manufacturer recommended maintenance, and timely repair services on the airport and Maritime elevators, escalators, and moving walkways. The bid shall include monthly service cost broken down by hourly wages for business hours, after-hours, weekends, and holidays.

Schedule

Execute a contract no later than June 1, 2024.

Activity

Commission design authorization	2024 Quarter 1
Procurement Advertisement	2024 Quarter 1
Contract Execution	2024 Quarter 2

ALTERNATIVES AND IMPLICATIONS CONSIDERED

Alternative 1 – Bid two separate contracts

Request commission authorization to advertise, award, and execute two separate contracts, one for the airport and one for the waterfront. We recommend a 4-year term with three 1-year extensions. The total cost of no less than \$41 million.

Meeting Date: January 9, 2024

Annual Cost Implications: Airport \$6.1 million; Maritime \$200,000. (Total \$6.3 million)

Pros:

- (1) Response time to Maritime facilities may be faster.
- (2) Possible opportunity for small businesses considering Maritime’s limited inventory.

Cons:

- (1) Resources required to execute and manage two separate contracts double.
- (2) Risk of a reduced economy of scale from Maritime exclusion.
- (3) Does not align with our “One Port” philosophy.
- (4) Maritime may receive fewer bids due to a limited inventory.

This is not the recommended alternative.

Alternative 2 – *Rebid Port wide contract*

Request commission authorization to advertise, award, and execute a Port wide contract. We recommend a 4-year term with three 1-year extensions. The total cost estimated \$37 million.

Annual Cost Implications: Airport \$5.2 million; Maritime \$140,000. (Total \$5.3 million)

Pros:

- (1) Fewer resources spent on execution and management of a single contract.
- (2) Aligns with our “One Port” philosophy.
- (3) Increased opportunity for economy of scale.

Cons:

- (1) All maintenance to be provided with one provider.
- (2) No competition within the airport for dueling contracted companies.

This is the recommended alternative.

FINANCIAL IMPLICATION

Cost Estimate/Authorization Summary

	Capital	Expense	Total
COST ESTIMATE			
Original estimate	\$0	\$37,000,000	\$37,000,000
AUTHORIZATION			
Previous authorizations	0	0	0
Current request for authorization	0	\$37,000,000	\$37,000,000
Total authorizations, including this request	0	\$37,000,000	\$37,000,000
Remaining amount to be authorized	\$0	\$0	\$0

Meeting Date: January 9, 2024

Annual Budget Status and Source of Funds

The annual expenses associated with this contract will be included in the annual operating budgets. For 2024, the Aviation Maintenance department’s operating budget includes \$3.5 million. Approximately 75% of this annual cost is recovered through terminal rents paid by the airlines.

Future Revenues and Expenses (Total cost of ownership)

By continuing to combine airport and maritime contracts into one, the Port has an increased opportunity of cost reduction for this service.

ADDITIONAL BACKGROUND

None.

ATTACHMENTS TO THIS REQUEST

- (1) WMBE Availability Analysis Form

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

February 27, 2018 – Commission authorized the executive director to execute a contract for maintenance and repair for escalators, elevators and moving walks at Sea-Tac airport and maritime facilities.



**COMMISSION
AGENDA MEMORANDUM**

Item No. 8e

ACTION ITEM

Date of Meeting January 9, 2024

DATE : January 2, 2024

TO: Stephen P. Metruck, Executive Director

FROM: David McFadden, Managing Director, Economic Development Division
Pearse Edwards, Senior Director, External Relations
Sally del Fierro, Director, Community Engagement

SUBJECT: Lease Extension of Duwamish River Community Hub Property from South Park Properties, LLC

Amount of this request: Funding of
\$240,000
previously
authorized

ACTION REQUESTED

Request Commission authorization for the Executive Director to approve lease extension options for up to two years beyond the current lease expiration date of June 30, 2024, and to negotiate an option to purchase the Duwamish River Community Hub (DRCH) property. Staff will return to Commission to acquire the property as well as the funds needed for that acquisition.

EXECUTIVE SUMMARY

To honor Resolution 3767, the Duwamish Valley Community Benefits Commitment (CBC), the Port of Seattle leases the Duwamish River Community Hub (DRCH) to provide Duwamish Valley community members with opportunities for economic development, such as Port-related career resource fairs, career and workforce trainings, small business support, and other entry-points in Port-related economic activities. The Port’s lease of a property owned by South Park Properties, LLC provides the Port and the near-port community with much needed convening, conferencing, and training space for economic recovery and workforce development services. In addition to extending the lease for this facility for up to two additional years, staff will negotiate the terms of a purchase option within the lease agreement, should the Port be interested in acquiring the facility over the next few years. The terms of the option agreement is not part of this authorization request. Any Purchase and Sale agreement arising from the exercise of the purchase option in the lease will require additional Commission approval along

Meeting Date: January 9, 2024

with authorization for the funds for such purchase and would be thus subject of a subsequent Commission action.

JUSTIFICATION

The DRCH has interior space and a parking lot available for booking and serving various user groups – community-based organizations, small businesses, government agencies, PCAT, and Port of Seattle. In 2021, the DRCH hosted 12 events; in 2022, 124 events, and in 2023- 256 events are completed or scheduled. Inquiries are coming in for reservations in 2024, including the 2024 school year running until June 2025. The extension of this resource’s lease will support the Port’s ability to advance Port Resolution No. 3767.

The DRCH fills a gap for the community. It provides Community-based organizations with a facility to host their programs, resulting in youth and adults learning about the Port and gaining job skills and contributing to the goals of the CBC. As a result, Port and community capacity increases, the environment of this area is being restored, and workforce and economic development is increasing.

Community-based organizations have used the DRCH for programs and events that teach youth and adults the skills that allow for entry into educational or career pathways. The location of the DRCH is important to local organizations who have attendees coming by foot or bus and for proximity to Duwamish River environmental restoration work.

In the Port’s Duwamish Valley Community Benefits Commitment 2020 Work Plan described in Resolution 3767, the Port committed to “explore the feasibility of an inter-agency job information and training center to promote Port-related careers.” (p.12). The DRCH property at 8600 14th Avenue South, Seattle, WA 98108 fits the needs of this commitment and supports the ongoing implementation of the Duwamish Valley Community Equity Program (DVCEP).

Duwamish River Peoples Park (formerly Terminal 117) Field Office

The DRCH also provides space to support the Port’s development of Duwamish River Peoples Park and Shoreline Habitat in South Park (previously referred to as Terminal 117 Shoreline Habitat and Public Access Site). The Hub provides space for a plant nursery and fabrication area and is a convenient one-minute walk for ongoing maintenance and improvements and other port operations at Duwamish Peoples Park that connect to the Duwamish Valley community.

ACTIVITIES

The facility has a flex-use events area for trainings, workshops and public events, a conference area for small group meetings, and a parking lot to host outdoor trainings and events. Workshops will be culturally responsive and include services that strive to address the concerns of underserved and disproportionately impacted community members, especially communities of color, Native Americans, low-income workers and residents, refugees and immigrants,

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undocumented individuals, veterans, youth and elders, formerly incarcerated individuals, LGBTQAI people, people with disabilities, limited English proficient populations, WMBEs, and women- and people-of-color-led organizations.

Duwamish Valley Port Community Action Team Engagement

The Port Community Action Team (PCAT) is the Community-convened advisory group established in 2017 and consists of Duwamish Valley community members that engage the Port in collaborative action and strategic planning to address historical and current disproportionate, cumulative impacts affecting the Duwamish Valley community. The PCAT uses the DRCH to host its own meetings and public events that also help the Port fulfil its commitments in Resolution 3767.

AGREEMENT HIGHLIGHTS

Landlord: South Park Properties, LLC

Tenant: Port of Seattle

Term/Effective Date: The current Lease term is three years, beginning July 1, 2021, and ending June 30, 2024. The proposed extension is from July 1, 2024, to June 30, 2025.

Use: The Port will use the Premises for general office work, training, events and staging for redevelopment of Terminal 117 (and similar properties)

Area: Approximately two thousand three hundred (2,300) square feet of office space, and about ten thousand (10,000) square feet of paved parking, all as shown on the attached Exhibit B. The premises (the “Premises”) is located at 8600 14th Avenue South, Seattle, WA 98108.

Rent & Other Costs: Current monthly rent plus specified operating cost, property tax and insurance totals \$9,229.75 which will increase by 3% per year starting July 1, 2024.

Parking: Approximately 10,000 square feet of parking available on the premises.

Schedule

Commission authorization	2024 First Quarter
Lease Agreement Signed (We already received landlord’s letter granting Port the request to extend the lease.)	2024 First Quarter
In-use date	2024 Third Quarter

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ALTERNATIVES AND IMPLICATIONS CONSIDERED

Alternative 1 – Extend Lease for this facility

Pros:

1. The facility was identified as an ideal location for community access by South Park and Georgetown residents, easily accessible by foot, public bus, car parking is widely available, and pedestrian/bike trails pass right in front of building. Due to the highways that intersect the South Park neighborhood, this location is especially valuable for accessibility. As other facilities that the CBO’s currently use are on the other side of the highway.
2. Ideal location for incorporating the Port’s Duwamish River People’s Park and Shoreline Habitat into site programming (less than a two-minute walk away).
3. Cost efficient and affordable rental offer considering size of space and location.
4. Community members identified the large parking lot as a unique feature that will be useful for events and gatherings.
5. Recommended by the Duwamish Valley PCAT.

Cons:

1. Leasing a property from an owner is an uncommon method in the Port’s real estate portfolio and requires the continuation of a unique relationship to manage the property.

This is the recommended alternative.

Alternative 2 – Lease a different property

Pros:

1. Possible lower cost to lease another property.
2. Properties in other locations could impact who is served, possibly meeting unmet needs.
3. Other properties could offer alternative features like additional rooms or larger spaces.

Cons:

1. No other facilities have been identified to meet this demand. The facility was identified as an ideal location for community access by South Park and Georgetown residents, easily accessible by public bus, car parking is widely available, and pedestrian/bike trails pass right in front of building.
2. Ideal location for incorporating the Port’s construction of the Duwamish River People’s Park and Shoreline Habitat into site programming (less than a two-minute walk away).
3. The location makes it feasible for the Port’s construction project team and contractors to use the site as a field office.
4. Community members identified the features in this property as most ideal: ADA restrooms, large parking area, multiple meeting, and storage rooms.

This is not a recommended alternative.

Alternative 3 – Do not lease the facility

Pros:

1. Cost savings for the Port.

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2. Reduced staff time coordinating lease and building operator.

Cons:

1. Due to discrimination and redlining, there are very few community spaces in the Duwamish Valley, so the inventory of spaces to conduct the Port’s programming is limited already.
2. No existing location in Duwamish Valley could meet all of the needs for the Port’s proposed activities, so the Port will not be able to deliver on its commitments.
3. Whenever public space is available for the Port’s programming, Port will still need to pay venue rental fees.
4. Inability to effectively incorporate the Port’s construction of the Duwamish River People’s Park and Shoreline Habitat into other Port programming.
5. Continued inefficiencies in coordinating, scheduling rentals of public spaces by Port staff.

This is not a recommended alternative.

FINANCIAL IMPLICATIONS

Cost Estimate/Authorization Summary

Capital

Expense

Total

COST ESTIMATE			
Original estimate	\$0	\$0	\$0
AUTHORIZATION			
Previous authorizations	0	0	0
Current request for authorization	0	0	0
Total authorizations, including this request	0	0	0
Remaining amount to be authorized	\$0	\$0	\$0

Annual Budget Status and Source of Funds

Annual budget for lease of facility is \$120,000 with the base rent being \$112,418. The source of funds is Economic Development Division Maritime Sustainability and External Relations share the cost of this previously budgeted item under previous authorizations. No funding is requested for this authorization.

ATTACHMENTS TO THIS REQUEST

- (1) Current lease
- (2) Map of location and images of building exterior
- (3) PowerPoint presentation

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

January 26, 2021 – Commission authorization to lease the Duwamish River Community Hub one

LEASE AGREEMENT

Between

PORT OF SEATTLE

And

SOUTH PARK SEATTLE PROPERTIES LLC

POS Term Lease Agreement, #003457
South Park SEATTLE Properties, LLC
6/24/2021
7339470.1

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[Signature]
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LEASE AGREEMENT

THIS LEASE AGREEMENT (the "Lease") is made as of this 1st day of July 20_21 by and between the PORT OF SEATTLE, a Washington municipal corporation (the "Lessee"), and SOUTH PARK SEATTLE PROPERTIES, LLC, a Washington limited liability company (the "Landlord").

For and in consideration of the mutual promises, covenants and conditions hereinafter set forth, the parties agree as follows:

SECTION 1: LEASED PREMISES

1.1. Premises. The Landlord hereby leases to Lessee, and Lessee hereby leases from the Landlord, the following described premises (the "Premises") located at 8600 14th Avenue South, a legal description of which is attached hereto as Exhibit A:

Approximately two thousand three hundred (2,300) square feet of office space, and ten thousand (10,000) square feet of paved parking, all as shown on the attached Exhibit B.

1.2. Quiet Enjoyment. So long as Lessee is not in default under this Lease and subject to the specific provisions, covenants and agreements contained in this Lease, the Landlord covenants and agrees that the quiet and peaceful possession and enjoyment of the Premises by Lessee shall not be disturbed or interfered with by the Landlord or by any other party claiming by or through the Landlord.

SECTION 2: TERM

2.1. Lease Term. This Lease shall be for a term of three (3) years, beginning July 1, 2021, (the "Commencement Date") and ending June 30, 2024.

2.2. Options to Extend. If Lessee is in compliance with the terms and conditions of this Lease, Lessee has the option to request an extension of the Lease term for two (2) additional one (1) year terms at the rate described in Section 3.1. In the event Lessee wishes to extend the Lease term, Lessee shall provide the Landlord with written notice of Lessee's request to exercise of such option(s) at any time, but no less than one hundred eighty (180) days prior to the expiration of the Lease term. No later than thirty (30) days after receipt of Lessee's notice, Landlord may provide Lessee with written confirmation of Landlord's consent to the extension, which consent shall not be unreasonably withheld or delayed. Landlord's failure to provide Lessee with such written notice within the stated thirty (30) day period shall constitute Landlord's consent to the extension request. Such extensions to the Lease term are subject to approval by the Port of Seattle Commission. If the Port of Seattle Commission does not approve any extension, Lessee will notify Landlord prior to the expiration of the Lease term that the Lease term will not be extended.

2.3. Possession. If the Landlord shall be unable for any reason to deliver possession of the Premises, or any portion thereof, at the time of the commencement of the term of this Lease, Lessee shall not be liable for any Rent until such time as the Landlord can deliver possession. If Lessee shall, in the interim, take possession of any portion of the Premises, Lessee shall pay as Rent the full rent specified herein reduced pro rata for the portion of the Premises not available for possession by Lessee. If the Landlord shall be unable to deliver possession of the Premises at the commencement of the term of this Lease, Lessee shall have the option to terminate this Lease by at least thirty (30) days' written notice, unless the Landlord shall deliver possession of the Premises prior to the effective date of termination specified in such notice. If Lessee shall, with the Landlord's consent, take possession of all or any part of the Premises prior to the commencement of the term of this Lease, all of the terms and conditions of this Lease shall immediately become applicable, with the exception that Lessee shall not be obligated to pay any Rent for the period prior to the commencement of the term of this Lease unless otherwise mutually agreed.

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SECTION 3: RENT

3.1. Base Rent. Commencing on June 1, 2021, (the "Rent Commencement Date"), Lessee agrees to pay as rent (the "Base Rent") for the Premises the sum of EIGHT THOUSAND TWO HUNDRED SIXTY-NINE AND 00/100 DOLLARS (\$8,269.00) per month. In the event that Lessee elects to extend this Lease pursuant to the terms of Section 2.2 above, the Base Rent shall be increased by three percent (3%) per year for each year that the Lease is extended.

The Base Rent shall be paid to the Landlord in advance on or before the Rent Commencement Date and, thereafter, on or before the first day of each and every month during the term, at such place as the Landlord may designate, without any prior demand, and without any abatement, deduction or setoff whatsoever. If the term commences on any day other than the first day of a calendar month, Base Rent for any fractional month shall be prorated based upon the actual number of days in such fractional month.

3.2. Additional Rent. Lessee agrees to pay Tenant's (Port of Seattle) share of Operating Costs for building maintenance including, but not limited to, routine exterior building cleaning such as graffiti removal, exterior planting, painting, site and groundskeeping, exterior lighting, and other routine matters outside of the building interior. It also includes Property Tax and Insurance (as described in Section 10.1.5) at the following rates:

Operating Costs at the rate of ten cents (\$0.10) per square foot per month, equaling TWO HUNDRED THIRTY AND 00/100 DOLLARS (\$230.00) per month.

Property Tax: FIVE HUNDRED TWENTY- FIVE AND 95/100 DOLLARS (\$525.95) per month.

Commercial Property and Liability Insurance - Insurance: TWO HUNDRED FOUR AND 80/100 DOLLARS (\$204.80) per month.

3.3. Use of Term Rent. The Landlord and Lessee agree that the term "Rent" shall mean and refer collectively to sums denominated as either Base Rent or Additional Rent.

3.4. Late Charges.

3.4.1. Lessee hereby acknowledges that late payment by Lessee to the Landlord of Rent, or any portion thereof, or any other sums due hereunder will cause the Landlord to incur costs not otherwise contemplated by this Lease. Accordingly, if any installment of Rent, or any portion thereof, or any other sum due from Lessee shall not be received by the Landlord within ten (10) days after such amount shall be due, then, without any requirement for notice to Lessee, Lessee shall pay the Landlord a late charge equal to the greater of five dollars (\$5.00) or 5% of such overdue amount. The parties agree that such late charge represents a fair and reasonable estimate of the costs the Landlord will incur by reason of late payment by Lessee. Acceptance of such late charge by the Landlord shall in no event constitute a waiver of Lessee's default with respect to such overdue amount, nor prevent the Landlord from exercising any of the other rights and remedies granted hereunder.

3.4.2. In addition to the late charges provided for in this Section, interest shall accrue on any unpaid Rent and/or other remuneration, or any other sums due hereunder, at the rate of 12% per annum or the maximum rate provided by law, whichever is less, ("the Default Rate") from the date due until paid.

SECTION 4: SECURITY

4.1. Security. Lessee shall, upon execution of this Lease, obtain and deliver to the Landlord a good and sufficient corporate surety company bond, irrevocable stand-by letter of credit, cash deposit or other security in an amount equal to TWO THOUSAND AND NO/100 DOLLARS (\$2,000.00) (hereinafter referred to as "Security"), to secure Lessee's full performance of this Lease, including the payment of all fees and other amounts now or hereafter payable to the Landlord hereunder. If the Security is in a form that periodically requires renewal, Lessee must renew the Security not less than five (5) days before the Security is scheduled to expire.

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4.2. Return of Security. The Security is a part of the consideration for execution of this Lease. If Lessee shall have fully performed all terms and conditions of this Lease, any cash deposit security shall be paid to Lessee within thirty (30) days following the termination (or expiration) date without interest; otherwise the Landlord shall, in addition to any and all other rights and remedies available under this Lease or at law or equity, retain title thereto.

4.3. Application of Security. The Landlord may apply all or part of the Security to unpaid Rent or any other unpaid sum due hereunder, or to cure other defaults of Lessee. If the Landlord uses any part of the Security, Lessee shall restore the Security to its then-currently required amount within fifteen (15) days after the receipt of the Landlord's written request to do so. The retention or application of such Security by the Landlord pursuant to this Section does not constitute a limitation on or waiver of the Landlord's right to seek further remedy under law or equity.

SECTION 5: USE OF PREMISES

5.1. Use of Premises. Lessee shall use the Premises for general office work, training and events. Lessee shall occupy and use the entire Premises in a reasonable manner during the entire term of this Lease.

5.2. No Liens. Lessee is not authorized to subject the Landlord's assets to any liens or claims of lien. Lessee shall keep the Premises free from any liens created by or through Lessee. Lessee shall indemnify and hold Landlord harmless from liability for any such liens including, without limitation, liens arising from any Alterations. If a lien is filed against the Premises by any person claiming by, through or under Lessee, Lessee shall, at Lessee's expense, either remove the lien or furnish to Landlord a bond in form and amount and issued by a surety satisfactory to Landlord, indemnifying Landlord and the Premises against all liabilities, costs and expenses, including attorneys' fees, which Landlord could reasonably incur as a result of such lien.

5.3. Signs. Lessee shall obtain Landlord's written consent as to size, location, materials, method of attachment, and appearance, before installing any signs upon the Premises. Lessee shall install any approved signage at Lessee's sole expense and in compliance with all applicable laws. Lessee shall not damage or deface the Premises in installing or removing signage and shall repair any injury or damage to the Premises caused by such installation or removal.

SECTION 6: UTILITIES

6.1. Utilities. Lessee shall be responsible for Operating Expenses for building maintenance, as described in Section 3.2. Landlord shall not be responsible for providing any utilities to the Premises and shall not be liable for any loss, injury or damage to person or property caused by or resulting from any variation, interruption, or failure of utilities due to any cause whatsoever, and rent shall not abate as a result thereof, except to the extent due to the negligence or misconduct of Landlord. Lessee shall be responsible for determining whether available utilities and their capacities will meet Lessee's needs. Lessee shall install and connect, if necessary, and directly pay for all water, sewer, gas, janitorial, electricity, garbage removal, heat, telephone, and other utilities and services used by Lessee on the Premises during the term, whether or not such services are billed directly to Lessee. Lessee will also procure, or cause to be procured, without cost to Landlord, all necessary permits, licenses or other authorizations required for the lawful and proper installation, maintenance, replacement, and removal on or from the Premises of wires, pipes, conduits, tubes, and other equipment and appliances for use in supplying all utilities or services to the Premises. Landlord, upon request of Lessee, and at the sole expense and liability of Lessee, shall join with Lessee in any reasonable applications required for obtaining or continuing such utilities or services. Lessee may opt to use services that exist in the building and reimburse owners on a monthly basis as agreed. These services may include pest control, ADT security equipment and monitoring and Comcast internet service.

SECTION 7: ALTERATIONS AND LESSEE IMPROVEMENTS

7.1. Alterations. Lessee may make alterations, additions or improvements to the Premises, including any Lessee's Work identified on attached Exhibit C (the "Alterations"), only with the prior written consent of Landlord, which, with respect to Alterations not affecting the

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structural components of the Premises or utility systems therein, shall not be unreasonably withheld, conditioned, or delayed. Landlord shall have thirty (30) days in which to respond to Lessee's request for any Alterations so long as such request includes the name of Lessee's contractors and reasonably detailed plans and specifications therefore. The term "Alterations" shall not include the installation of shelves, movable partitions, Lessee's equipment, and trade fixtures that may be performed without damaging existing improvements or the structural integrity of the Premises and Landlord's consent shall not be required for Lessee's installation or removal of those items. Lessee shall perform all work at Lessee's expense and in compliance with all applicable laws and shall complete all Alterations in accordance with plans and specifications approved by Landlord, using contractors approved by Landlord. Lessee shall pay, when due, or furnish a bond for payment, all claims for labor or materials furnished to or for Lessee at or for use in the Premises, which claims are or may be secured by any mechanics' or materialmen's liens against the Premises or any interest therein. Lessee shall remove all Alterations at the end of the Lease term unless Landlord conditioned its consent upon Lessee leaving a specified Alteration at the Premises, in which case Lessee shall not remove such Alteration, and it shall become Landlord's property. Lessee shall immediately repair any damage to the Premises caused by removal of Alterations.

7.2. Trade Fixtures. Lessee shall retain ownership of all trade fixtures and business equipment and furnishings from time to time installed by Lessee at its expense. Lessee may remove any of such fixtures, equipment or furnishings at any time during the term and shall remove all thereof prior to the expiration of the term. Any such property not removed at the expiration of the term shall become the property of the Landlord without payment to Lessee. Upon any removal of such property, Lessee shall promptly repair any and all damage to the Premises caused thereby.

7.3. Lessee Improvements. Attached Exhibit C sets forth all improvements to be made by Landlord (the "Landlord's Work") and all Lessee improvements to be completed by Lessee (the "Lessee's Work"), if any, that will be performed on the Premises. Responsibility for design, payment and performance of all such work shall be as set forth on attached Exhibit C. If Lessee fails to notify Landlord of any defects in the Landlord's Work within thirty (30) days of delivery of possession to Lessee, Lessee shall be deemed to have accepted the Premises in their then condition. If Lessee discovers any major defects in the Landlord's Work during this 30-day period that would prevent Lessee from using the Premises for the Permitted Use, Lessee shall notify Landlord in writing and the Commencement Date shall be delayed until after Landlord has notified Lessee that Landlord has corrected the major defects and Lessee has had five (5) days to inspect and approve the Premises. The Commencement Date shall not be delayed if Lessee's inspection reveals minor defects in the Landlord's Work that will not prevent Lessee from using the Premises for the Permitted Use. Lessee shall prepare a punch list of all minor defects in Landlord's Work and provide the punch list to Landlord, which Landlord shall promptly correct.

SECTION 8: MAINTENANCE AND REPAIR

8.1. Maintenance and Repair. Lessee shall, at its sole expense, maintain the entire Premises including without limitation the roof surface and normal repairs and maintenance to all heating, ventilation, and air conditioning ("HVAC") equipment at the Premises, in good condition and promptly make all repairs and replacements, whether structural or non-structural, necessary to keep the Premises in safe operating condition, including all utilities and other systems serving the Premises, but excluding the roof structure, subfloor, foundation, exterior walls, and capital repairs and replacements to the HVAC system (collectively, "Landlord's Repair Items"), which Landlord shall maintain in good condition and repair at Landlord's expense, provided that Lessee shall not damage any Landlord's Repair Items and shall promptly repair any damage or injury done thereto caused by Lessee or its employees, officers, agents, servants, contractors, customers, clients, visitors, guests, or other licensees or invitees. Notwithstanding anything in this Section to the contrary, Lessee shall not be responsible for any repairs to the Premises made necessary by the negligence or willful misconduct of Landlord or its employees, officers, agents, servants, contractors, customers, clients, visitors, guests, or other licensees or invitees therein.

SECTION 9: TAXES

9.1. Payment of Taxes. Lessee shall pay all Taxes (defined below) applicable to the Premises during the Lease term. All payments for Taxes shall be made at least ten (10) days prior

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to their due date. Lessee shall promptly furnish Landlord with satisfactory evidence that Taxes have been paid. If any Taxes paid by Lessee cover any period of time before or after the expiration of the term, Lessee's share of those Taxes paid will be prorated to cover only the period of time within the tax fiscal year during which this Lease was in effect, and Landlord shall promptly reimburse or credit Lessee to the extent required. If Lessee fails to timely pay any Taxes, Landlord may pay them, and Lessee shall repay such amount to Landlord upon demand. Landlord may also elect to pay all such Taxes directly to the appropriate taxing authority and receive reimbursement thereof from Lessee within ten (10) days after invoice, either of the full amount paid or at Landlord's election in equal monthly installments. The term "Taxes" shall mean: (i) any form of tax or assessment imposed on the Premises by any authority, including any city, county, state or federal government, or any improvement district, as against any legal or equitable interest of Landlord or Lessee in the Premises or in the real property of which the Premises are a part, or against rent paid for leasing the Premises; and (ii) any form of personal property tax or assessment imposed on any personal property, fixtures, furniture, Lessee improvements, equipment, inventory, or other items, and all replacements, improvements, and additions to them, located on the Premises, whether owned by Landlord or Lessee. "Taxes" shall exclude any net income tax imposed on Landlord for income that Landlord receives under this Lease.

9.2. Contesting Taxes. Lessee may, upon reasonable prior notice to Landlord, contest the amount or validity, in whole or in part, of any Taxes at its sole expense, only after paying such Taxes or posting such security as Landlord may reasonably require in order to protect the Premises against loss or forfeiture. Upon the termination of any such proceedings, Lessee shall pay the amount of such Taxes or part of such Taxes as finally determined, together with any costs, fees, interest penalties, or other related liabilities. Landlord shall reasonably cooperate with Lessee in contesting any Taxes, provided Landlord incurs no expense or liability in doing so.

SECTION 10: INSURANCE AND INDEMNITY

10.1. Indemnity.

10.1.1. Indemnification by Lessee. Lessee shall defend, indemnify, and hold Landlord harmless against all liabilities, damages, costs, and expenses, including attorneys' fees, for personal injury, bodily injury (including death) or property damage arising from any negligent or wrongful act or omission of Lessee or Lessee's employees, officers, agents, servants, contractors, customers, clients, visitors, guests, or other licensees or invitees on or around the Premises, or arising from any breach of this Lease by Lessee.

10.1.2. Indemnification by Landlord. Landlord shall defend, indemnify and hold Lessee harmless against all liabilities, damages, costs, and expenses, including attorneys' fees, for personal injury, bodily injury (including death) or property damage arising from any negligent or wrongful act or omission of Landlord or Landlord's employees, officers, agents, servants, contractors, customers, clients, visitors, guests, or other licensees or invitees on or around the Premises, or arising from any breach of this Lease by Landlord. Landlord shall use legal counsel reasonably acceptable to Lessee in defense of any action within Landlord's defense obligation.

10.1.3. Waiver of Immunity. Landlord and Lessee each specifically and expressly waive any immunity that each may be granted under the Washington State Industrial Insurance Act, Title 51 RCW. Neither party's indemnity obligations under this Lease shall be limited by any limitation on the amount or type of damages, compensation, or benefits payable to or for any third party under the Worker Compensation Acts, Disability Benefit Acts or other employee benefit acts.

10.1.4. LESSEE AND LANDLORD AGREE AND ACKNOWLEDGE THAT SECTION 10 IS THE PRODUCT OF MUTUAL NEGOTIATION. The obligations under this Section shall survive the expiration or earlier termination of this Lease.

10.1.5. Landlord shall procure and maintain at all times during the Term of this Lease:

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10.2. Property Insurance:

10.2.2 *Property Insurance.* Lessee shall obtain and keep in force property insurance using an ISO CP 10 20 Cause of Loss Broad Form (or an equivalent manuscript form) insuring Lessee's personal property and Alterations (specifically including "betterments and improvements") made by or for Lessee against physical damage, including loss of use of the Premises. The policy shall include coverage for any additional costs resulting from debris removal and reasonable amounts of coverage for the enforcement of any ordinance or law regulating the reconstruction or replacement of damaged property including any undamaged sections of the Premises required to be demolished or removed by reason of the enforcement of any Legal Requirement as the result of a covered cause of loss. The amount of such insurance shall be procured on a replacement cost basis (or the commercially reasonable and available insurable value thereof if, by reason of the unique nature or age of the improvements involved, such latter amount is less than full replacement cost). The policy shall also contain an agreed valuation provision in lieu of any coinsurance clause. The Port of Seattle shall be included as an Additional Insured and Loss Payee on Lessee's property insurance policy with respect to the Port's interest in Alterations.

10.2.3. *Insurance Companies.* Insurance required hereunder shall be in companies duly licensed to transact business in the State of Washington, and maintaining during the policy term a General Policyholders Rating of 'A-' or better and a financial rating of 'IX' or better, as set forth in the most current issue of "Best's Insurance Guide."

10.2.4. *Termination; Renewal.* Insurance is to remain current throughout the term of the Lease.

10.3. *Lessee Self-Insures.* Landlord acknowledges, agrees and understands that Lessee self-insures in lieu of or in addition to commercial insurance for the protection and handling of the Lessee's liabilities including injuries to persons and damage to property. Lessee agrees to maintain, a property and liability insurance program through its combination self-funded program and commercial insurance program.,

10.4. *Waiver of Subrogation.* Landlord and Lessee hereby release each other and any other Lessee, their agents or employees, from responsibility for, and waive their entire claim of recovery for any loss or damage arising from any cause covered by property insurance required to be carried or otherwise carried by each of them. Each party shall provide notice to the property insurance carrier or carriers of this mutual waiver of subrogation, and shall cause its respective property insurance carriers to waive all rights of subrogation against the other. This waiver shall not apply to the extent of the deductible amounts to any such property policies or to the extent of liabilities exceeding the limits of such policies.

SECTION 11: DAMAGE OR DESTRUCTION

11.1. *Duty to Repair.* If the Premises or any buildings or structures of which the Premises are a part are damaged by fire, the elements, earthquake, accident or other casualty (collectively, "Casualty"), Landlord shall use reasonable efforts to repair and restore the Premises and/or the buildings or structures of which the Premises are a part to substantially their former condition to the extent permitted by then-applicable Legal Requirements; provided, however, the Landlord shall have no obligation to repair and restore any Alterations or any of Lessee's personal property, specifically including that which Lessee retains ownership of.

11.2. *Right to Terminate.* Either party may elect to terminate this Lease in the event that either party concludes that the damage to the Premises or any buildings or structures of which the Premises are a part cannot be repaired within thirty (30) days of the Casualty. In the event that either party elects to terminate this Lease, the terminating party shall advise the other party of that fact within thirty (30) days of the Casualty and notify the other party of the date, not more than thirty (30) days after the Casualty, on which the Lease will terminate.

11.3. *Abatement of Rent.* The Base Rent and Additional Rent, if any, shall be abated for any portion of the Premises that is rendered untenantable or inaccessible from the period from the date the Landlord is notified of the Casualty through the date of completion of the repairs to the Premises (or to the date of termination of the Lease).

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SECTION 12: ASSIGNMENT AND SUBLEASE

12.1. Assignment. Landlord shall not, in whole or in part, assign, mortgage, encumber or otherwise transfer any interest in this Lease without Lessee's prior written consent.

12.2. Sublease. Lessee may sublease, assign, or otherwise transfer any interest in this lease by providing prior written notice to Landlord.

SECTION 13: DEFAULT

13.1. Defaults. The following occurrences shall constitute a default under this Lease:

13.1.1. The failure by either party to make any payment required by this Lease, following ten (10) days' notice from Landlord of the failure to pay.

13.1.2. The failure by either party to observe or perform any covenant, condition, or agreement to be observed or performed by Lessee in this Lease, which breach continues for a period of thirty (30) days after notice of the breach.

13.1.3. The discovery by the either party that any required information or statement provided and relied upon was materially false.

13.2. Remedies.

13.2.1. Termination of Lease. If this Lease is terminated for default as provided in this Lease, the rights and remedies under this Lease shall be cumulative, and none shall exclude any other right or remedy allowed by law. The non-defaulting party may terminate the defaulting party's interest under the lease by notice of termination. The Lease shall terminate on the date specified in the notice of termination.

SECTION 14: TERMINATION OTHER THAN FOR DEFAULT

14.1. Condemnation. If the Premises are made untenable by eminent domain, or conveyed under a threat of condemnation, this Lease shall automatically terminate as of the earlier of the date title vests in the condemning authority or the condemning authority first has possession of the Premises and all Rents and other payments shall be paid to that date. If the condemning authority takes a portion of the Premises that does not render the Premises untenable, then this Lease shall continue in full force and effect and the base monthly rent shall be equitably reduced based on the proportion by which the floor area of any structures is reduced. The reduction in Rent shall be effective on the earlier of the date the condemning authority first has possession of such portion or title vests in the condemning authority. Landlord shall be entitled to the entire award from the condemning authority attributable to the value of the Premises and Lessee shall make no claim for the value of its leasehold. Lessee shall be permitted to make a separate claim against the condemning authority for moving expenses, provided that in no event shall Lessee's claim reduce Landlord's award. The term "eminent domain" as used in this Section shall include taking or damaging of property by, through or under any governmental or quasi-governmental authority and the purchase or acquisition in lieu thereof.

14.2. Court Decree. In the event that any court having jurisdiction in the matter shall render a decision which has become final and which will prevent the performance by the Landlord of any of its obligations under this Lease, then either party hereto may terminate this Lease by written notice, and all rights and obligations hereunder (with the exception of any undischarged rights and obligations that accrued prior to the effective date of termination) shall thereupon terminate. If Lessee is not in default under any of the provisions of this Lease on the effective date of such termination, any Rent prepaid by Lessee shall, to the extent allocable to any period subsequent to the effective date of the termination, be promptly refunded to Lessee. Lessee is not entitled to any compensation at termination for the bargain value of the leasehold.

SECTION 15: ACCESS; EASEMENTS

15.1. Access to Premises. After twenty-four (24) hours' notice from Landlord (except in cases of emergency, when no notice shall be required), Lessee shall permit Landlord and its agents, employees and contractors to enter the Premises at all reasonable times to make repairs,

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inspections, alterations or improvements, provided that Landlord shall use reasonable efforts to minimize interference with Lessee's use and enjoyment of the Premises. This Section shall not impose any repair or other obligation upon Landlord not expressly stated elsewhere in this Lease. After reasonable notice to Lessee, Landlord shall have the right to enter the Premises for the purpose of (a) showing the Premises to prospective purchasers or lenders at any time, and to prospective Lessees within one hundred eighty (180) days prior to the expiration or sooner termination of the Lease term; and, (b) for posting "for lease" signs within one hundred eighty (180) days prior to the expiration or sooner termination of the Lease term.

SECTION 16: NONWAIVER; RIGHT TO PERFORM

16.1. No Waiver of Breach. The failure of either party to insist in any one or more instances, upon a strict performance of any of the covenants of this Lease, or to exercise any option herein contained, shall not be construed as a waiver of or relinquishment for the future of the performance of such covenant, or the right to exercise such option, but the same shall continue and remain in full force and effect.

16.2. Landlord's Right to Perform. Upon Lessee's failure to perform any obligation or make any payment required of Lessee hereunder, the Landlord shall have the right to perform such obligation of Lessee on behalf of Lessee and/or to make payment on behalf of Lessee to such parties. Lessee shall reimburse the Landlord the reasonable cost of the Landlord's performing such obligation on Lessee's behalf, including reimbursement of any amounts that may be expended by the Landlord.

SECTION 17: SURRENDER AND HOLDING OVER

17.1. Surrender. At the expiration or sooner termination of this Lease, Lessee shall promptly surrender possession of the Premises to the Landlord in substantially the same condition in which received (or, if altered, then the Premises shall be returned in such altered condition unless otherwise directed), reasonable wear and tear excepted.

17.2. Holding Over. If Lessee, with or without the consent of the Landlord, holds over after the expiration or sooner termination of this Lease, the resulting tenancy will, unless otherwise mutually agreed, be for an indefinite period of time on a month-to-month basis. During such month-to-month tenancy, Lessee shall pay to the Landlord, at the Landlord's sole discretion, the same rental rate that was in effect immediately prior to the month-to-month tenancy. Lessee and Landlord will continue to be bound by all of the provisions of this Lease.

SECTION 18: COMPLIANCE WITH LAWS

18.1. Lessee's Compliance. Lessee shall not cause or permit the Premises to be used in any way which violates any law, ordinance, or governmental regulation or order. Lessee shall be responsible for complying with all laws applicable to the Premises as a result of the Permitted Use, and Lessee shall be responsible for making any changes or alterations as may be required by law, rule, regulation, or order for Lessee's Permitted Use at its sole cost and expense.

18.2. Landlord's Compliance. Landlord represents to Lessee that, as of the Commencement Date, to Landlord's knowledge, but without duty of investigation, and with the exception of any Lessee's Work, the Premises comply with all applicable laws, rules, regulations, or orders, including without limitation, the Americans With Disabilities Act, if applicable, and Landlord shall be responsible to promptly cure at its sole cost any noncompliance which existed on the Commencement Date. If changes or alterations are required by rule, law, regulation, or order unrelated to the Permitted Use, Landlord shall make changes and alterations at its expense.

18.3. Hazardous Material. As used herein, the term "Hazardous Material" means any hazardous, dangerous, toxic or harmful substance, material or waste including biomedical waste which is or becomes regulated by any local governmental authority, the State of Washington or the United States Government, due to its potential harm to the health, safety or welfare of humans or the environment. Landlord represents and warrants to Lessee that, to Landlord's knowledge without duty of investigation, there is no Hazardous Material on, in, or under the Premises as of the Commencement Date except as may otherwise have been disclosed to Lessee in writing before the execution of this Lease. If there is any Hazardous Material on, in, or under the Premises as of the Commencement Date which has been or thereafter becomes unlawfully

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released through no fault of Lessee, then Landlord shall indemnify, defend and hold Lessee harmless from any and all claims, judgments, damages, penalties, fines, costs, liabilities or losses including without limitation sums paid in settlement of claims, attorneys' fees, consultant fees and expert fees, incurred or suffered by Lessee either during or after the Lease term as the result of such contamination.

18.3.1. Lessee shall not cause or permit any Hazardous Material to be brought upon, kept, or used in or about, or disposed of on the Premises by Lessee, its employees, officers, agents, servants, contractors, customers, clients, visitors, guests, or other licensees or invitees, except with Landlord's prior consent and then only upon strict compliance with all applicable federal, state and local laws, regulations, codes and ordinances. If Lessee breaches the obligations stated in the preceding sentence, then Lessee shall indemnify, defend and hold Landlord harmless from any and all claims, judgments, damages, penalties, fines, costs, liabilities or losses including, without limitation, diminution in the value of the Premises; damages for the loss or restriction on use of rentable or usable space or of any amenity of the Premises, or elsewhere; damages arising from any adverse impact on marketing of space at the Premises; and sums paid in settlement of claims, attorneys' fees, consultant fees and expert fees incurred or suffered by Landlord either during or after the Lease term. These indemnifications by Landlord and Lessee include, without limitation, costs incurred in connection with any investigation of site conditions or any clean-up, remedial, removal or restoration work, whether or not required by any federal, state or local governmental agency or political subdivision, because of Hazardous Material present in the Premises, or in soil or ground water on or under the Premises. Lessee shall immediately notify Landlord of any inquiry, investigation or notice that Lessee may receive from any third party regarding the actual or suspected presence of Hazardous Material on the Premises.

18.3.2. Without limiting the foregoing, if the presence of any Hazardous Material brought upon, kept or used in or about the Premises by Lessee, its employees, officers, agents, servants, contractors, customers, clients, visitors, guests, or other licensees or invitees, results in any unlawful release of any Hazardous Materials on the Premises or any other property, Lessee shall promptly take all actions, at its sole expense, as are necessary to return the Premises or any other property to the condition existing prior to the release of any such Hazardous Material; provided that Landlord's approval of such actions shall first be obtained, which will not be unreasonably withheld or delayed. The provisions of this Section shall survive expiration or termination of this Lease.

SECTION 19: MISCELLANEOUS

19.1. Notice. All notices hereunder shall be in writing and shall be delivered personally, by certified or registered mail, or by recognized overnight courier addressed as follows:

To Lessee:

Port of Seattle
Attn: Economic Development Division Lease Administration
2711 Alaskan Way
Seattle, WA 98121

To Lessee:

South Park Seattle Properties, LLC
8009 7th Ave., Suite 106
Seattle, WA 98108

or to such other respective addresses as either party hereto may hereafter from time to time designate in writing. Notices shall be deemed delivered: (i) when personally delivered; (ii) on the third day after mailing when sent by certified or registered mail and the postmark affixed by the United States Postal Service shall be conclusive evidence of the date of mailing; or (iii) on the first business day after deposit with a recognized overnight courier if deposited in time to permit overnight delivery by such courier as determined by its posted cutoff times for receipt of items for overnight delivery to the recipient.

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Payments may be made in the manner provided for notice or may be delivered by regular mail (postage prepaid).

19.2. Relationship to the Landlord and Lessee. Nothing contained herein shall be deemed or construed as creating the relationship of principal and agent, partnership, or joint venture partners, and no provision contained in this Lease nor any acts of Lessee and the Landlord shall be deemed to create any relationship other than that of Lessee and the Landlord.

19.3. Brokers. The Landlord and Lessee each warrant to the other that it has had no discussions, negotiations and/or other dealings with any real estate broker or agent in connection with the negotiation of this Lease, and that it knows of no other real estate broker or agent who is or may be entitled to any commission or finder's fee in connection with this Lease. The Landlord and Lessee each agree to indemnify and hold the other harmless from and against any and all claims, demands, losses, liabilities, lawsuits, judgments, costs and expenses (including without limitation, attorneys' fees and costs) with respect to any leasing commission or equivalent compensation alleged to be owing on account of such party's discussions, negotiations and/or dealings with any real estate broker or agent. This Section is not intended to benefit any third parties and shall not be deemed to give any rights to brokers or finders, and no commissions or finder's fees shall be paid.

19.4. Subordination, Attornment. Unless otherwise designated by the Landlord, this Lease shall be subordinate to all existing or future mortgages and deeds of trust on the Premises or any larger property of which the Premises may be a part, and to all extensions, renewals or replacements thereof. Within thirty (30) days of the Landlord's request, Lessee shall execute and deliver all instruments or certificates which may be necessary or appropriate to reflect such subordination. Notwithstanding the foregoing, Lessee shall not be required to subordinate to future mortgages or deeds of trust unless the mortgagee or beneficiary under the deed of trust agrees that if it becomes the owner of the property, it will recognize the Lease as long as Lessee is not in default. Within thirty (30) days of the Landlord's request, Lessee shall also execute and deliver to third parties designated by the Landlord an estoppel certificate or letter in the form requested by the Landlord or any lender the correctly recites the facts with respect to the existence, terms and status of this Lease. Lessee agrees to attorn to any successor to the Landlord following any foreclosure, sale or transfer in lieu thereof.

19.5. Estoppel Certificates. Either party shall, from time to time, upon written request of the requesting party, execute, acknowledge and deliver a written statement specifying the following, subject to any modifications necessary to make such statements true and complete: (i) the total rentable square footage of the Premises; (ii) the date the Lease term commenced and the date it expires; (iii) the amount of minimum monthly Rent and the date to which such Rent has been paid; (iv) that this Lease is in full force and effect and has not been assigned, modified, supplemented or amended in any way; (v) that this Lease represents the entire agreement between the parties; (vi) that all obligations under this Lease to be performed by either party have been satisfied; (vii) that there are no existing claims, defenses or offsets against the enforcement of this Lease; (viii) the amount of Rent, if any, that Lessee paid in advance; (ix) the amount of security that Lessee deposited with Landlord; (x) if Lessee has sublet all or a portion of the Premises or assigned its interest in the Lease and to whom; (xi) if Lessee has any option to extend the Lease or option to purchase the Premises; and (xii) such other factual matters concerning the Lease or the Premises as either party may reasonably request. The parties acknowledge and agree that any statement delivered pursuant to this Section may be relied upon by a prospective purchaser or assignee of any mortgage or new mortgagee of any interest in the Premises.

19.6. Captions. The captions in this Lease are for convenience only and do not in any way limit or amplify the provisions of this Lease.

19.7. Governing Law; Venue. This Lease shall be construed under the laws of Washington. Exclusive jurisdiction and venue for any action relating hereto shall be in the state or federal courts located in King County, Washington.

19.8. Attorneys' Fees. In the event that either party shall be required to bring any action to enforce any of the provisions of this Lease, or shall be required to defend any action brought by the other party with respect to this Lease, and in the further event that one party shall substantially prevail in such action, the losing party shall, in addition to all other payments

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required therein, pay all of the prevailing party's actual costs in connection with such action, including such sums as the court or courts may adjudge reasonable as attorneys' fees in the trial court and in any appellate courts.

19.9. Invalidity of Particular Provisions. If any term or provision of this Lease or the application thereof to any person or circumstance shall, to any extent, be invalid or enforceable, the remainder of this Lease or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable shall not be affected thereby and shall continue in full force and effect.

19.10. Survival of Indemnities. All indemnities provided in this Lease shall survive the expiration or any earlier termination of this Lease. In any litigation or proceeding within the scope of any indemnity provided in this Lease, Lessee shall, at the Landlord's option, defend the Landlord at Lessee's expense by counsel satisfactory to the Landlord.

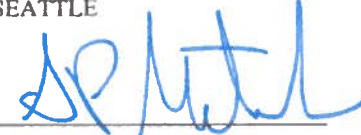
19.11. Entire Agreement; Amendments. This Lease, together with any and all exhibits attached hereto, shall constitute the whole agreement between the parties. There are no terms, obligations, covenants or conditions other than those contained herein. No modification or amendment of this agreement shall be valid or effective unless evidenced by an agreement in writing signed by both parties.

19.12. Exhibits. Exhibits A, B and C are attached to this Lease after the signatures and by this reference incorporated herein.

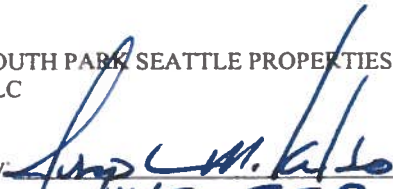
SECTION 20: SIGNATURES

IN WITNESS WHEREOF the parties hereto have signed this Lease as of the day and year first above written.

PORT OF SEATTLE

By: 
Its: EXECUTIVE DIRECTOR

SOUTH PARK SEATTLE PROPERTIES, LLC

By: 
Its: MEMBER

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SECTION 21: ACKNOWLEDGMENTS

STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this 1 day of JULY 2021, before me personally appeared STEPHEN P. METRICK, to me known to be the EXECUTIVE DIRECTOR of the PORT OF SEATTLE, the municipal corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that s/he was authorized to execute said instrument.

In Witness Whereof I have hereunto set my hand and affixed my official seal the day and year first above written.



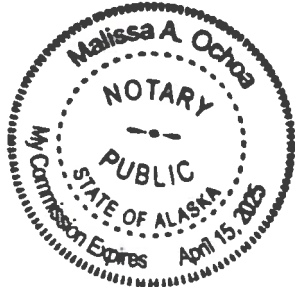
[Signature]
(Signature)
HUGH HASTINGS
(Print Name)
Notary Public, in and for the State of Washington,
residing at KING CO.
My Commission expires: 4-30-2024

~~STATE OF WASHINGTON)~~
 ~~) ss~~
~~COUNTY OF KING)~~

On this 26 day of JUNE 2021, before me personally appeared Joseph M. Karp, to me known to be the Member of South Park Seattle Property LLC the individual/entity that executed the within and foregoing instrument as Landlord, and acknowledged said instrument to be the free and voluntary act and deed of said individual/entity, for the uses and purposes therein mentioned, and on oath stated that s/he was authorized to execute said instrument.

In Witness Whereof I have hereunto set my hand and affixed my official seal the day and year first above written.

[Signature]
(Signature)
Malissa Ochoa
(Print Name)
Notary Public, in and for the State of Washington, ALASKA
residing at Anchorage Alaska
My Commission expires April 15 2025



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EXHIBIT A
- LEGAL DESCRIPTION -

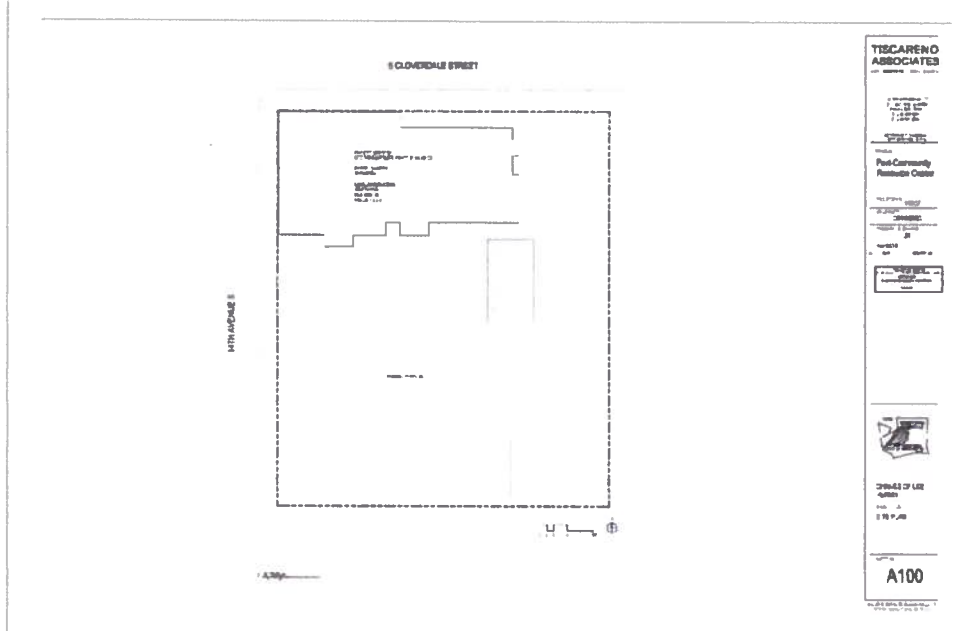
Lots 1 2, 3, and 4 in Block 48 of Southpark Addition to the City of Seattle according to the plat thereof recorded in Volume 4 of plats, Page 87, records of King County, Washington

POS Term Lease Agreement, #003457
South Park SEATTLE Properties, LLC
6/24/2021
7339470.1

Exhibit A, p-1

15/17
SPM
SPM

EXHIBIT B
- PREMISES -



POS Term Lease Agreement, Agr#003457
South Park SEATTLE Properties, LLC
6/24/2021
7339470.1

Exhibit B, p-1

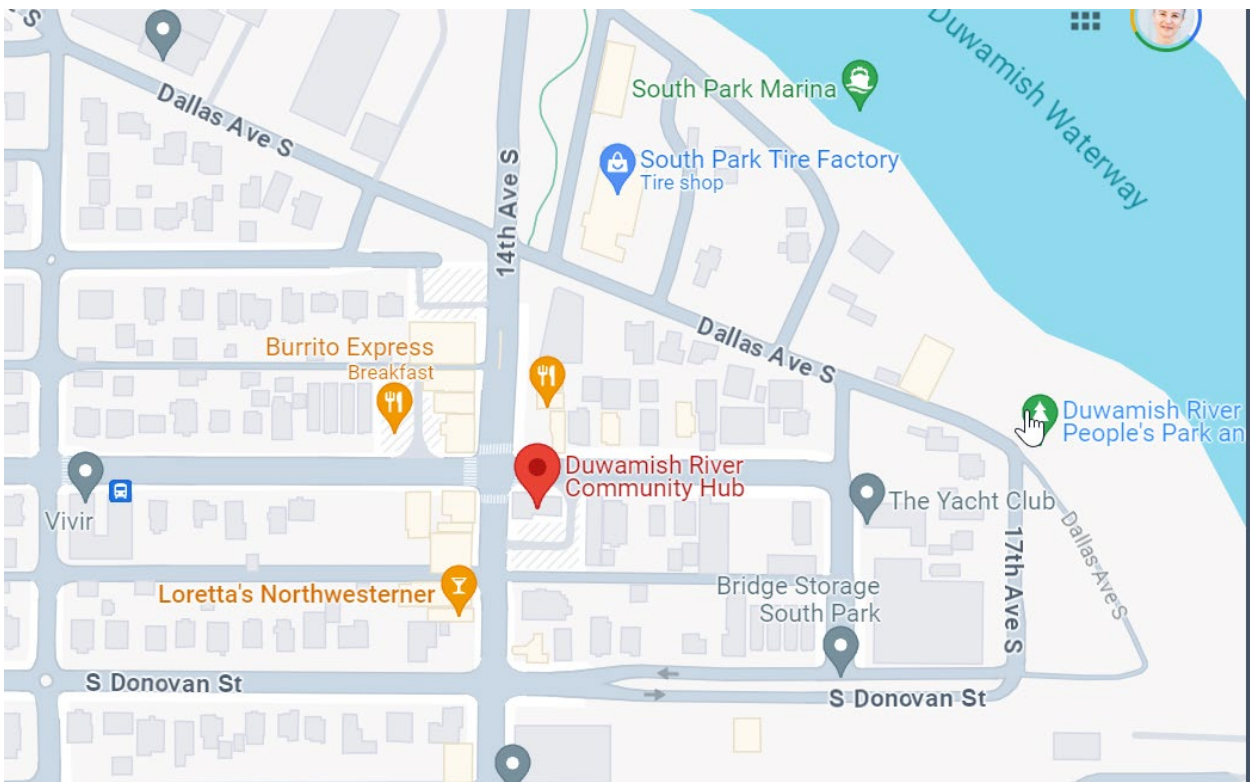
11/17
JMC
SPM

EXHIBIT C
- LANDLORD WORK -

1. Replace all existing door hardware to include accessible lever handles.
2. Provide rubber threshold transitions at any transitions in floor level that exceed the maximum required per ICC/ANSI A117.1-2009 Section 303.
3. Restroom alterations: The existing location of the restrooms and plumbing walls make it infeasible and impractical to relocate or alter to be completely accessible. We propose providing multiple improvements for partial compliance.
 - a. Provide grab bars in the larger west restroom.
 - b. Provide new toilet paper holders in the code compliant location per ICC/ANSI A117.1-2009 Section 604.7.1
 - c. Provide new paper towel dispensers and relocate to 3'-5" above finished floor and within code compliant reach ranges.
 - d. Provide a baby changing station in larger west restroom, located per ICC/ANSI A117.1-2009 Section 603.5.
 - e. Relocate mirrors to meet ICC/ANSI A117.1-2009 Section 604.
4. Paint upgrades – to paint the base brown and doors brown.
5. Closet installation in hallway across from restrooms
6. New ceiling tiles
7. Demolish café bar and replace floor tiles and patch wall as necessary.
8. Flip the door swing for existing door (105) at the eastern hallway entrance.
9. Pocket door remove, replace or make accessible
10. Remove bench at SW entry to provide required door clearance.
11. Provide Fire extinguishers per code.
12. Provide Exit signs per code.
13. Replace all loose, damaged, or missing flooring tiles and match existing

17/11/21
JMK

Recent Photo of Community Hub entrance and map of location



Duwamish River Community Hub

Lease renewal

Authorization Request

Request Commission authorization for the Executive Director to approve lease extension for up to two years beyond current lease expiration date of June 30, 2024, and to allow staff to negotiate an option to purchase the Duwamish River Community Hub (DRCH) property.

Lease Terms and Extensions, Purchase Option

- Existing lease terminates July 1, 2024. It includes 2 (two) one-year options to extend terms.
- This authorization request is to activate these extensions for two additional 1-year terms (through July 2026).
- Staff is also working with owners to potentially purchase the HUB property.
- If our negotiations with the building owners are successful we would return to Commission for authorization to purchase and funds to purchase the property.



Duwamish Hub Supports Port in Community



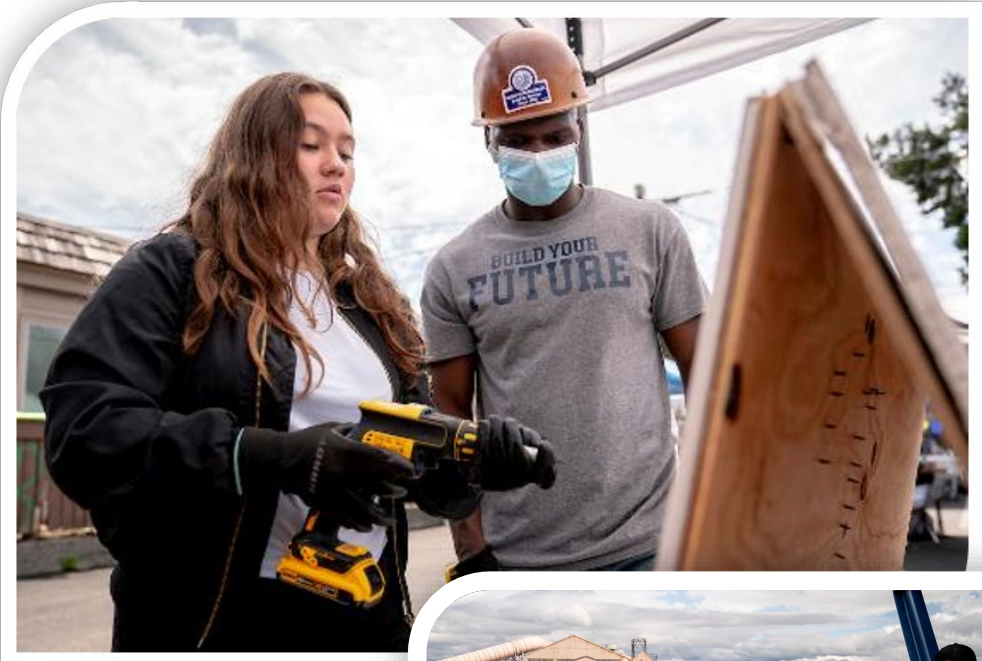
- Connects to Resolution 3767, the Duwamish Valley Community Equity Program and Community Benefits Commitment.
- Field office for Maritime Environment & Sustainability Team.
- Supports Port Community Action Team (PCAT) priorities and near-port community engagement.
- Versatile community meeting space, parking, and native species demo garden.

Hub Connects to Equitable Engagement

- Activated in partnership with PCAT.
- Harnesses the Port's economic development mission to promote community partnerships, healthy environments and communities, and economic prosperity.
- Fosters ongoing port collaboration and education in the Duwamish Valley as equitable, accountable, and environmentally responsible.



Hub Fosters Port-Community Collaboration



Hub supported activities:

- Duwamish River People's Park education and stewardship
- Construction Trades Job Fairs
- Habitat Restoration Training and Green Jobs Program
- Clean Air Initiatives
- Port 101 Workshops on Small Business Contracting
- PCAT meetings and community engagement
- Maritime High School and Workforce Development
- Port Parks Activation
- Lower Duwamish Waterway Clean Up
- Duwamish Valley Port-Community Connections

Hub activity since opening in 2021:

- 400+ events
- Served 62 organizations
- 1,500 hours of use

[RETURN TO AGENDA](#)



**COMMISSION
AGENDA MEMORANDUM**

Item No. 8f

ACTION ITEM

Date of Meeting January 9, 2024

DATE: December 15, 2023

TO: Stephen P. Metruck, Executive Director

FROM: Spruce Metzger, Labor Relations Manager

SUBJECT: Port of Seattle – ILWU Local 9 Memorandum of Understanding Re: Mid-Shift Differential

Amount of this request: Approximately \$318,729

ACTION REQUESTED

Request Commission authorization for the Executive Director to enter into an MOU with ILWU Local 9 that creates an exception to existing CBA language and makes Security Access Specialist shifts beginning at 3:00am eligible to receive a 10 percent mid-shift differential.

EXECUTIVE SUMMARY

The Port of Seattle and the ILWU Local 9, representing 153 Security Access Specialists (SAS) at the airport are parties to a Collective Bargaining Agreement (CBA) expiring 12/31/2023. Security Access Specialists are responsible for performing regulated tasks required under the various TSA Regulations applicable to the Airport, including monitoring and controlling access to Security Identification Display Area (SIDA), screening and inspecting Airport Workers, their accessible property, and all commodities and consumables being delivered to secured areas of the airport, and monitoring and enforcing stakeholder compliance with the Airport Security Program.

The Port and ILWU Local 9 have tentatively agreed to a Memorandum of Understanding (MOU) providing that any shift that begins at 3:00am would qualify for the Mid Shift differential. The terms of the MOU only apply to the Shift Bid that begins on January 7, 2024. as the Parties are currently in CBA bargaining with the CBA set to expire on December 31, 2023.

The current CBA provides for a shift differential of 10% of the base wage rate to employees who work the majority of their hours between 11:00pm and 6:59am.

Meeting Date: January 9, 2024

JUSTIFICATION

RCW Chapter 41.56 requires the Port of Seattle to collectively bargaining wages, hours and conditions of employment with the exclusive bargaining representative designated by the employees.

DETAILS

The shift schedule for Security Access Specialists (SAS) in Aviation Security that begins on January 7, 2024, includes an increase of 45 10-hour shifts beginning at 3:00 and ending at 1:00pm in order to accommodate the high volume of employee screening needed in the early hours of the morning at SEA.

COST

Annual cost of the MOU is estimated to be \$318,729, based on 2023 wage rates.

ATTACHMENTS TO THIS REQUEST

- (1) Memorandum of Understanding

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

n/a

**MEMORANDUM OF AGREEMENT
BY AND BETWEEN
PORT OF SEATTLE
AND
INTERNATIONAL LONGSHORE AND WAREHOUSE WORKERS UNION, LOCAL 9
(Representing the Aviation Security and Aviation Operations Bargaining Units)**

This Memorandum of Agreement (MOA) is entered into by and between the International Longshore and Warehouse Workers Union, Local 9 (Union) and the Port of Seattle (Port), referred to herein collectively as the Parties.

The Parties have met and agree as follows concerning the adjustment of the mid shift differential as outlined in the Collective Bargaining Agreement (CBA) under Article 13: Section 3 -Shift Differentials.

1. The parties recognize the current shift differentials outlined in the CBA, specifying a 10% shift differential for mid shift hours (between 11:00 P.M. and 6:59 A.M.) (“mid shift time bracket”). Under the current wording, “[t]he majority of hours worked within a particular time bracket will determine the shift differential that an employee is entitled to be paid for the entire shift.” The purpose of this MOU is to also allow for a mid-shift differential of 10% for any shift that starts at 3 A.M. , regardless of whether a majority of hours worked are within the mid shift time bracket.
2. The parties hereby agree to modify the shift differential for shifts starting at 3 A.M. or before. Pursuant to this modification, employees working shifts starting at 0300 shall receive a mid-shift differential of 10% over their regular rate, irrespective of the actual hours worked within the mid shift time bracket.
3. This modification shall take effect on January 7, 2024, and shall remain in effect through the January 7, 2024 effective bid.
4. The parties agree to periodically review the impact and effectiveness of this modification. Any necessary adjustments or amendments to this MOU shall be made through mutual agreement in writing.
5. This MOU is in accordance with and does not supersede any other provisions of the existing CBA. The shift differential for mid shift hours, as modified by this MOU, shall be implemented within the framework of the CBA.
6. This MOU is executed in duplicate, each copy having the same effect as an original, on the date first above written.

This Memorandum of Agreement is entered into on the _____ day of _____,2023.

FOR THE UNION:

FOR THE PORT OF SEATTLE:

James M. Limric Jr, President
ILWU, Local 9

Stephen P. Metruck, Executive Director
Port of Seattle



**COMMISSION
AGENDA MEMORANDUM**

Item No. 8g

ACTION ITEM

Date of Meeting January 9, 2024

DATE: January 9, 2024
TO: Stephen P. Metruck, Executive Director
FROM: John Flanagan, Senior State Government Relations Manager
SUBJECT: **Adoption of 2024 State Legislative Agenda**

ACTION REQUESTED

Request Commission adoption of the Port’s 2024 State Legislative Agenda and authorization for staff to advocate on the agenda during the 2024 Legislative Session.

EXECUTIVE SUMMARY

Since the end of the 2023 state legislative session in Olympia, staff from the Government Affairs team has been working with subject-matter experts across the Port, members of the Executive Leadership Team, staff from the Commission office, and the Commissioners themselves to develop a draft legislative agenda for the 2024 legislative session. This is the initial staff briefing for commissioners, with any proposed changes discussed in public session to be adopted on January 9, 2024.

DRAFT 2024 State Legislative Agenda

Priority Agenda Items

Innovative, Equitable, and Diversified Economy

Given the unprecedented availability of state and federal resources geared towards the Green Economy, pursue establishment of new state-level programming to further incentivize the creation of a diverse Green Jobs Workforce, encouraging climate-focused innovation in port-related sectors, and benefitting a wide-array of workers and communities.

- Support the application of state resources towards maximizing use and availability of new federal programming and investments including those associated with the Bipartisan Infrastructure Law, the Inflation Reduction Act, the CHIPS and Science Act, and any other relevant legislation.

Advocate for renewed investments in existing economic development programs that champion innovation, aid the global competitiveness of the region, and provide critical support to international business.

Meeting Date: January 9, 2024

Engage in, and monitor, ongoing efforts regarding the State’s treatment of tourism and related industries, including:

- Pursuing increased investments in the tourism economy and policy proposals benefitting statewide tourism, with the goal of establishing parity with comparable jurisdictions;
- Seeking changes that will fairly and reasonably benefit the private sector and tourism communities alike;
- Regional tourism coordination.

Generally, support state-level efforts to increase workers' access to equitable benefits. This includes monitoring opportunities to:

- Increase access to childcare for Port employees, and actively engaging in state-level efforts that may benefit the Port’s ongoing work to increase childcare opportunities for employees at all Port facilities;
- Broadly address issues affecting pay equity, and supporting policies that conform with or benefit internally adopted pay equity philosophies;
- Reasonably and responsibly increasing equitable healthcare outcomes for Port employees.

Monitor and support ongoing state-level efforts to increase diversity and opportunity in contracting, including support for changes necessary to demonstrably increase the share of grants and contracts awarded to traditionally marginalized populations.

Port Decarbonization, Climate Action, and Environmental Justice

In furtherance of the Port’s ongoing plans to establish several ‘green corridors’, advocate for dedicating state funds towards the development of a regional clean maritime fuels collaborative, with a near-term focus on capacity-building and organization of relevant stakeholders.

To support the continued decarbonization of maritime, aviation, and other port-adjacent priority sectors, encourage enactment of necessary programmatic adjustments to the state’s existing cap-and-trade policy (CCA), and encourage use of CCA revenue for programs benefitting port districts generally, including environmental justice programs.

- Support minor adjustments to cap-and-trade program recommended by Ecology, and efforts to join the existing cap and trade market with other domestic carbon markets (California and Quebec);
- As necessary, increase existing investments in shore power to ensure that projects are implementable in the face of project cost increases;
- Explore opportunities for additional investments in shore power benefitting cruise;
- In tandem with the Northwest Seaport Alliance, monitor and support anticipated outcomes of ongoing medium and heavy duty zero-emission vehicle (MHD ZEV) studies, prioritizing drayage truck owner/operator access to available funding, and supporting programs to build electric-vehicle infrastructure.
- Support creation of a statewide “Community Decarbonization” program, including establishing a state-level environmental justice navigators-style program.

Meeting Date: January 9, 2024

- Support use of CCA revenue to mitigate impacts to near-port communities.

Support next steps on state-level clean energy siting policy with a focus on efforts to streamline and simplify the siting, challenge, and approval processes related to clean energy facilities.

Similarly, support efforts to responsibly and incrementally phase-down the use of more carbon-intensive forms of energy;

Support land use proposals that adequately balance economic benefit, environmental sustainability, benefits to Puget Sound ecosystem health, resource stewardship, and environmental justice;

Advocate for additional dedicated resources for remedial action grants benefitting environmental stewardship and ensure that stormwater assistance and other MTCA funds remain un-diverted;

Monitor and encourage ongoing legislative and programmatic efforts to sustainably handle waste, increase producer responsibility, and reduce the prevalence of single-use plastics.

Protecting Transportation Investments

Due to a myriad of factors, transportation project-cost-increases are escalating rapidly and it is highly unlikely that additional transportation revenue will be generated during the 2024 legislative session. Given this environment, advocate for:

- Any necessary policy or budgetary changes to ensure final delivery of the Puget Sound Gateway project without further delays or extension of current timelines;
- Preserving (i.e., not re-directing) existing state-level investments in innovative transportation projects.

Notable Issue Area 1: Economic and Workforce Development

Continue to support economic and workforce development proposals that are consistent with Goals 1, 2, 3, 5, and 6 of the Port’s Century Agenda with a focus on policies and programs that prioritize equity, foster innovation, and create quality and sustainable jobs in the region.

Advocacy will include support for:

- Partnerships that benefit the growth of port-related industries and expansion of state-level worker training programs in those industries;
- Career-connected learning and work-based learning programs that seek to expose K-12 students to professions in port-related industries, including ongoing support for CORE PLUS programming;
- Continuation and expansion of pre-apprentice and apprenticeship programs;
- Efforts to expand the trucking and logistics workforce, including increasing the supply of Commercial Driver’s License (CDL) holders and drivers, with a specific focus on those serving port operations;

Meeting Date: January 9, 2024

- Programs that prioritize equitable recruitment, training, and retention of workers representing diverse populations;
- Policy solutions that connect port-adjacent communities to economic opportunity and ‘prosperity-in-place’;
- The continued enforcement of responsible labor standards;
- Increased state-level investments to promote and grow the tourism industry in Washington;
- Investments in broadband infrastructure including the use of state funds as ‘match dollars’ for federal programs and ongoing efforts to end the digital divide;
- Rural economic development initiatives, including those that benefit small manufacturers and domestic manufacturing generally, investments in freight corridors serving rural areas, rural tourism, and support for associate development organizations;
- Proposals that reduce structural barriers, prioritize equitable working conditions, promote the success of small businesses, and benefit minority and women-owned enterprises;
- The repeal of I-200, efforts to implement Executive Order 22-02, and outcomes resulting from the ongoing work of the Governor’s Statewide Diversity, Equity, and Inclusion Council;
- Statewide contracting practices and programs that increase flexibility for public owners while also supporting small, minority, and women-owned businesses, and increasing opportunity and access for those businesses;
- Creating state-level programs geared towards assisting BIPOC and rural small businesses that traditionally struggle to access available public resources.

Additionally, the Port will continue monitoring developments around programs that divert Port revenues to other uses, opposing changes that further increase diversion of Port revenue, or are otherwise inconsistent with underlying tax law.

Notable Issue Area 2: Energy, Climate, Environment, and Habitat

Continue to support state-level policies regarding energy, environment, sustainability, climate, and habitat that serve Goals 4 and 5 of the Port’s Century Agenda. Advocate for policy and budgetary solutions that promote the adoption and implementation of clean energy, phase-down the State’s reliance on fossil fuels, reduce emissions, and improve environmental outcomes.

Advocacy will include support for:

- Promotion of the use of low- and zero-carbon fuels for transportation, providing low or zero emission transit options, and otherwise aiding the continued reduction in the cost of low- and zero-carbon energy sources;
- Policies that promote the use of clean energy technology, promote the development of in-state renewable energy, build energy efficiency, and support a statewide reduction in greenhouse gas emissions as well as statewide goals for clean power, and that can be implemented in ways that leverage our state’s competitiveness, maintain the efficient

Meeting Date: January 9, 2024

operation of essential public facilities such as airports and seaports, and support equity in the private sector;

- Proliferation of sustainable aviation fuels, including support for SAF infrastructure programs and any necessary adjustments to existing incentives;
- On-dock decarbonization programs and incentives;
- Programs and policies geared towards ‘Scope 3 emissions’;
- Programs benefitting Puget Sound health, including water quality, habitat restoration, cleanups, stormwater, underwater noise reduction, and those related to Orca recovery, including support for the Quiet Sound program and protection of Quiet Sound appropriations made in the enacted biennial budget;
- Maintaining funding for programs associated with the Model Toxics Control Act (MTCA) that assist the Port in its efforts to promote environmental stewardship, including cleanup grants, public participation grants to community organizations, and benefitting voluntary, expeditious cleanup of habitat restoration and/or shoreline public access projects in underserved communities;
- Streamlining and providing robust funding for the Department of Ecology’s wetland mitigation banking program so that cost-effective and large-scale compensatory mitigation projects can be built in advance of permitted impacts;
- Efforts to increase climate resiliency, including resilience in the transportation network serving ports, in collaboration and partnership with local governments;
- Policies that reduce air emissions and pollution for passengers and employees traveling to and from Port facilities, including promoting and improving the efficiency of public transportation and public transit;
- Continuing state partnerships to reduce emissions from waterfront operations while maintaining an international competitive edge, including partnerships to support electric transmission infrastructure development, regarding innovation in the clean maritime sector, and in the State’s ongoing Maritime Blue 2050 initiative;
- Responsible and thoughtful implementation of statewide environmental justice standards, including support for state-agency efforts to build intersectionality directly into programming, establish adequate enforcement mechanisms, and provide necessary resources; and
- The Washington Climate Corps Network, including exploration of opportunities to integrate Climate Corps volunteers into Port operations and programs.

Notable Issue Area 3: Transportation

Support transportation policy that is consistent with Goals 1, 2, and 4 of the Port’s Century Agenda, emphasizing the importance of proposals supporting freight mobility, enhancing competitiveness, aiding multimodal transportation, and continuing to decarbonize.

Advocacy will include support for:

- Investments in transportation networks serving essential public facilities with specific emphasis on funding needed for upgrades to State Route 518 (per the State’s finalized and published recommendation);

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- Proposals speeding the movement of freight and passengers from origin to destination through seaport and airport facilities, and improving trade competitiveness of the state and the Port’s gateway;
- Continued promotion of Washington as an international trading partner, including support for the state’s exporters and ensuring that transportation facilities supporting trade are modern, world-class, and operate efficiently;
- Proposals to clarify and affirm the authority of the Port Commission to control access to port facilities by all transportation modes (including private vehicle access, commercial ground transportation providers, and public transportation providers), and promoting fairness and equity among transportation service providers, in support of responsible operation in all areas of regulation, including insurance, monitoring, safety, and environmental standards;
- State engagement relating to increasing passenger vessel routes operating in Puget Sound, provided that any increased vessel traffic is accompanied by mitigation;
- Regional conversations related to innovative transportation partnerships that will help alleviate congestion on roadways and in airports, and reduce emissions associated with the transportation sector;
- Coordinated approaches to regional transportation planning, including aviation planning;
- Continued progress regarding airport siting or expansion and the efforts of the Commercial Aviation Work Group (CAWG);
- State-level actions to advance planning for major transportation projects, provided that planning efforts account for impacts to the broader transportation network and consider effects to adjacent areas;
- Investments in multimodal and active transportation infrastructure that prioritize safety and efficient movement of freight; and
- Promotion of state agency efforts benefitting REAL ID compliance.

Participate in, and monitor, conversations regarding transportation revenue and revenue-generating policies, advocating that policies prioritize and uphold economic competitiveness and do not disadvantage the efficient movement of goods. Likewise, the Port will continue to advocate that broader transportation implications continue to be a central consideration of major transportation projects.

Notable Issue Area 4: Land Use

Continue to advocate for land use policies benefitting goals 1, 3, 4, and 5 of the Port’s Century Agenda, with a specific focus on zoning issues that may affect port competitiveness.

Advocacy will include support for:

- Proposals that reflect the “Guiding Principles: Stewardship, Enhancement, and Protection of Maritime and Manufacturing Lands” document that was adopted by the Northwest Seaport Alliance on November 1, 2016;

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- Proposals that aim to reduce pressure on critical industrial lands by focusing dense residential development into existing residential areas that have typically been characterized by low-density single-family development;
- Efforts to acknowledge and define Manufacturing and Industrial Centers (MICs) as resource lands of statewide economic significance;
- Proposals that recognize the role industrial resource lands play in global port competitiveness and in supporting job retention in diverse economic sectors; and
- Proposals that seek to strengthen the Container Ports Element of the Growth Management Act.

Monitor actions related to the Department of Commerce’s Interbay Public Development Advisory Committee, and any other legislative changes that may impact the efficient functioning of statewide essential public facilities.

Other Notable Issue Areas: Tax, Governance, Technology, Trafficking, Civil Asset Forfeiture

Taxation:

Support state-level tax policies that foster the economic health of port-related businesses and activities, including:

- Policies that promote the efficient movement of freight and support communities that contain warehousing and distribution infrastructure, especially those facilities and communities benefitting agriculture, manufacturing, and trade sectors; and
- Policies that reduce manufacturing costs in port-related sectors, including businesses that support the efficient functioning of SEA international airport, and incentivizing construction of fishing vessels within Washington State.

Pending action by the Department of Revenue that is currently stalled, consider legislative solutions to clarify the application of Leasehold Excise Tax for certain port-related businesses.

Governance:

- Oppose legislation that would create an imbalance of representatives between the two homeports in the governance of the Northwest Seaport Alliance.
- Monitor legislative proposals that would alter the governance structure of either NWSA homeport, and if proposed, advocate for ratification by citizen vote within the respective homeport district(s).

Technology:

- Monitor proposals related to the use of biometric technology, such as facial recognition, with particular attention to those that address protection of individual privacy, equity, and compliance with federal and state regulations.
- Continue to express concerns related to establishing a Washington State Digital ID intended for general use including at airport facilities.

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- Monitor state-level regulation of artificial intelligence (AI), and seek to form relevant partnerships with state and local government agencies regarding the use of AI.

Trafficking:

- Continue to engage state agencies, the legislature, and external partners in Port-sponsored efforts to combat human trafficking at port facilities, including the airport, seaport, cruise terminals, and marina properties. Explore additional opportunities to deepen partnerships and align ongoing efforts happening elsewhere.

Civil Asset Forfeiture:

- Support for legislative efforts to expand the Port’s existing civil asset forfeiture authority at the state-level, with the goal of giving the Port additional flexibility with related resources.

ATTACHMENTS TO THIS BRIEFING

- (1) Presentation slides

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

December 12, 2023 – The Commission was briefed on the Draft 2024 State Legislative Agenda

November 8, 2022 – The Commission voted to adopt the Final 2023 State Legislative Agenda

October 25, 2022 – The Commission was briefed on the Draft 2023 State Legislative Agenda



2024 State Legislative Agenda

Briefing to Port of Seattle Commission | January 9, 2024

John Flanagan, Sr. State Govt. Relations Manager
Trent House, Contract Lobbyist



OVERVIEW



Preview – What to expect

Short (60-day) session

Supplemental budget

CCA Revenue & Repeal Initiative



Agenda Development Process

Successes from 2023 session

Unfinished business

Ongoing work & core priorities



Next Steps

Incorporate feedback

Seek adoption of Final Agenda

PRIORITY AREA | INNOVATIVE, EQUITABLE & DIVERSE ECONOMY

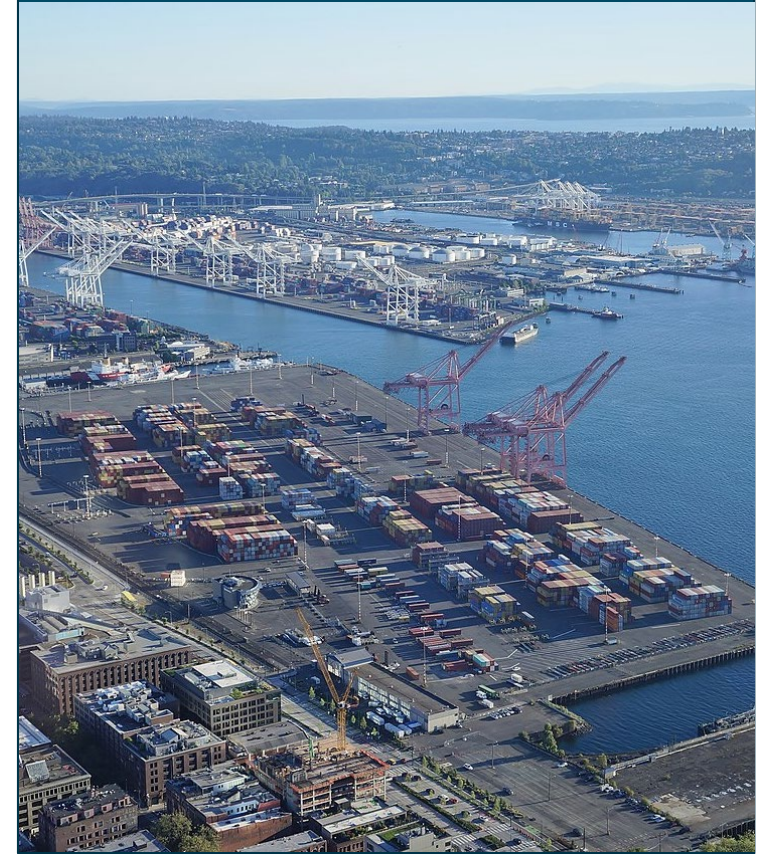
Green Jobs & Workforce



Tourism Administration & Resources



Funding Economic Development Programming



PRIORITY AREA | INNOVATIVE, EQUITABLE & DIVERSE ECONOMY

Increasing equitable access to benefits
(childcare, healthcare, pay equity)



Diversity in Contracting



PRIORITY AREA | PROTECTING TRANSPORTATION INVESTMENTS

Puget Sound Gateway Project (167 / 509)



Innovative Transportation Projects



PRIORITY AREA | DECARBONIZATION & CLIMATE ACTION



Sustainable Maritime Fuels



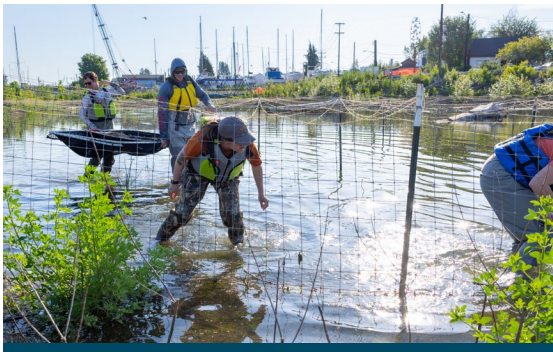
Adjustments to Climate Commitment Act



Shore Power



Clean Trucking (Medium & Heavy Duty ZEVs)



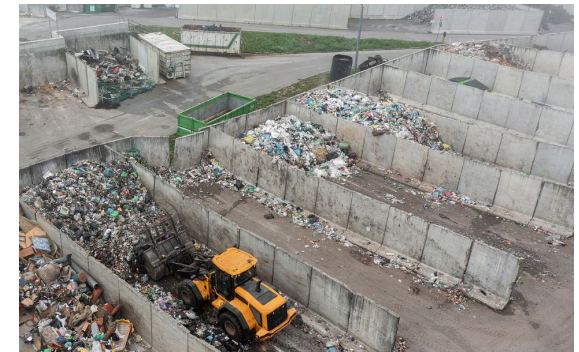
Community Decarbonization



Clean Energy Siting & phasing-out fossil fuels



MTCA, Stormwater, & Remedial Action Grants



Sustainable Waste Management

SHARED INTERESTS | WPPA

- Transition away from leaded aviation fuel – taking a “West Coast First” approach
- Energy supply and clean energy development
- Port decarbonization funding - \$26.5M grant in 2023 session
- MTCA funding – preserve solvency, oppose funding sweeps
- Railroad infrastructure modernization tax credit
- Supply chain funding – promoting freight mobility
- Support for port member priorities and funding requests



SHARED INTERESTS | AWB

- Increasing access to childcare
- Linking Washington to other cap and trade programs (California and Quebec)
- Clean energy siting and permitting improvements
- Creating a comprehensive career connected workforce training system that includes business, K-12, and postsecondary institutions
- Increasing housing supply & preserving industrial lands
- Expanding manufacturing in Washington



Legacy Issue Area 1

Economic & Workforce Development

Worker training programs in port-related industries

- Career-connected and work-based learning programs for K-12
- Pre-apprentice and apprenticeship programs
- Trucking, increasing supply of CDL holders
- Equitable recruitment, training, and retention of a diverse workforce

Connecting port-adjacent communities to economic opportunity ('prosperity in place')

Responsibly enforcing labor standards

Promote and grow tourism in Washington

Broadband and ending the 'Digital Divide'

Rural initiatives (manufacturing, rural freight, rural tourism, support for ADOs)

Repeal I-200 and addressing structural barriers

Promoting success of SMWBEs (Contracting, Capacity Building, etc.)

Flexibility in contracting to public owners

Legacy Issue Area 2

Energy, Climate, Environment, and Habitat

Promote low- and zero-carbon fuels in transportation & transit

Use of clean energy technology, development of in-state renewables, increasing energy efficiency, reducing statewide emissions, and supporting goals for use of clean power

Growth of sustainable aviation fuels

Waterfront electrification, and decarbonization of on-dock infrastructure

Climate Corps Network

Puget Sound health

- Underwater noise, Orca recovery, and Quiet Sound

Programs funded through the Model Toxics Control Act (MTCA)

- Stormwater, Remedial Action Grants

Wetland mitigation banking

Climate resilience

- Including resilience in transportation networks

Environmental justice

- Near-port communities

Legacy Issue Area 3

Transportation

Invest in transportation networks serving essential public facilities

- Upgrades to State Route 518 (joint study recommendations)

Speed movement of freight and passengers from origin to destination including increased access to transit

Improve trade competitiveness of the State and the Port's gateway

Promotion of Washington as an international trading partner

Affirm Port's authority to control access to port facilities by all transportation modes

REAL ID compliance

New transportation revenue & revenue-generating policies

Passenger vessel operations in Puget Sound (and commensurate mitigation)

Regional partnerships and use of emerging technologies to alleviate overall congestion

Coordinated regional transportation planning (including aviation)

Progress on airport siting or expansion (CAWG)

Planning for future major transportation projects

- Account for impacts to broader transportation network, consider effects to adjacent areas

Multimodal and active transportation

- Safety and efficient movement of freight

Legacy Issue Area 4

Land Use

Proposals that reflect the NWSA document “Guiding Principles: Stewardship, Enhancement, and Protection of Maritime and Manufacturing Lands”

Spur dense residential development in existing areas to reduce pressure on industrial lands

Acknowledge that Manufacturing and Industrial Centers (MICs) are resource lands of statewide economic significance

Recognition of the contribution of industrial lands towards global competitiveness

Strengthening the Container Port Element of the GMA

Interbay Public Development Advisory Committee

Other Legacy Issue Areas: Tax, Governance, Technology, Trafficking, Asset Forfeiture

Taxation:

- Promote efficient movement of freight
- Benefit communities where warehousing and distribution infrastructure is located
- Reduce manufacturing costs in port-related sectors
- Clarify the application of Leasehold Excise Tax for certain port-related businesses

Governance:

- Oppose legislation that would create an imbalance of representatives between the two homeports in the governance of the Northwest Seaport Alliance

Technology:

- Monitor use of biometric technology
- Discourage establishing a Washington State Digital ID
- Monitor Artificial Intelligence regulation

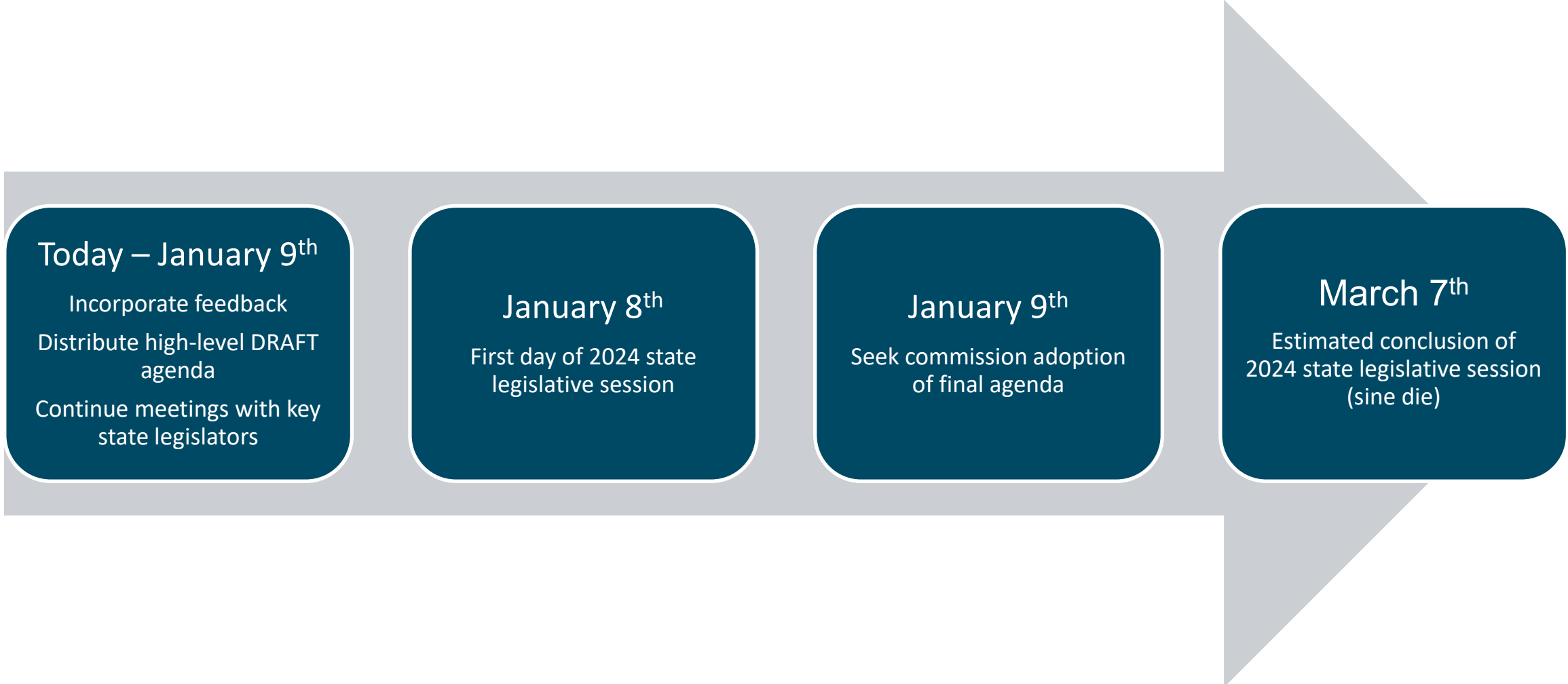
Trafficking:

- Combat human trafficking at port facilities

Civil Asset Forfeiture / Forfeited Property Reform:

- Expand existing civil asset forfeiture authority, with the goal of creating the additional flexibility with related resources

NEXT STEPS



Today – January 9th

Incorporate feedback
Distribute high-level DRAFT agenda
Continue meetings with key state legislators

January 8th

First day of 2024 state legislative session

January 9th

Seek commission adoption of final agenda

March 7th

Estimated conclusion of 2024 state legislative session (sine die)



Questions?



Thank you for your engagement in our expansive advocacy work

[RETURN TO AGENDA](#)

ORDER NO. 2024-02

AN ORDER OF THE PORT OF SEATTLE COMMISSION

... electing the President for the Port of Seattle Commission
for the calendar year 2025.

**PROPOSED
JANUARY 9, 2024**

TEXT OF THE ORDER

The Port of Seattle Commission hereby elects the following Commission President for 2025. The term of office expires December 31, 2025, pursuant to commission bylaws.

- President Toshiko Hasegawa, for the term January 1, 2025, to December 31, 2025

The Commission hereby waives Article III, Section 2 of the Port of Seattle Bylaws and Rules of Procedure regarding the election of Port officers on the first meeting of the calendar year in which those officers shall serve and through this Order elects its President for 2025. Additional officers for 2025 will be brought forward at a later date.

STATEMENT IN SUPPORT OF THE ORDER

At the first meeting of each calendar year, the Commission elects a President, Vice-president, and Secretary, whose terms run from the date of election until the end of the calendar year (Bylaws, Article III, Sections 2 and 3). The duties of the President, Vice-president, and Secretary are described in the Commission's Bylaws and Rules of Procedure in Article III, Sections 5, 6, and 7, respectively.

The individual listed above has agreed to perform the duties of their respective proposed office in 2025, has acknowledged the principle that public service is a public trust, has executed the annual transparency pledge, and recognizes that all officers serve at the pleasure of the Port of Seattle Commission.

RETURN TO AGENDA



**COMMISSION
AGENDA MEMORANDUM**

Item No. 8i

ACTION ITEM

Date of Meeting January 9, 2024

DATE: December 28, 2023

TO: Stephen P. Metruck, Executive Director

FROM: Rick Duncan, Director Airline Affairs & Aviation Properties
Eileen Francisco, Director, Aviation Project Management Group

SUBJECT: Post IAF Airline Realignment - Additional Construction Authorization (CIP #C801158)

Amount of this request: \$7.5 Million

Total estimated project cost: \$102 – \$140 Million

ACTION REQUESTED

Request Commission authorization for the Executive Director to increase the project authorization by \$7,500,000 to advance the project schedule for the Post IAF Airline Realignment project at Seattle-Tacoma International Airport. The range of the total estimated cost of this project is \$102,000,000 to \$140,000,000.

EXECUTIVE SUMMARY

The project is facilitating the relocation of United Airlines’ (UA) domestic only operations space from Concourse A to Concourse B. In September the Commission tasked the project team with investigating and bringing forward opportunities to advance the project schedule or mitigate risk of delay in 2025 project delivery.

This request authorizes funding for temporary facilities and infrastructure that improve the sequencing of construction activities and allow critical work to begin earlier. These include self-contained mobile trailers for temporary tenant relocations and temporary mechanical services to provide supplemental conditioned air to expanded Concourse B office support space ahead of final mechanical upgrades.

In addition, this authorization provides flexibility to execute purchases for long lead critical materials that could negatively impact schedule. Currently some projects are experiencing volatility in the lead times of key infrastructure components such as electrical and mechanical equipment. Having this authorization will provide the ability to act quickly to purchase these long lead items once they have been identified.

Meeting Date: January 9, 2024

JUSTIFICATION

The temporary provisions identified by the project team help mitigate delays to project delivery in 2025 and support the Port’s overall airline realignment criteria and future gate allocation by advancing the relocation of airlines as planned. Funds authorized with this action allow the General Contractor Construction Manager (GCCM) to implement schedule risk mitigation that improve construction sequencing or facilitate work beginning earlier, providing the project team opportunity to maintain or improve the construction schedule. In addition, this authorization allows the project team to act quickly during the design phase to execute procurements early when system components could impact schedule due to long lead time.

Diversity in Contracting

The project team has worked with the Diversity in Contracting team to establish the following women- and minority-owned business enterprise (WMBE) goals for the project’s contracts as outlined in the table below.

Contract	Goal	Commitment
PM	14%	98%
CM	30%	30%
Design	15%	17%
GCCM (Construction)	13%	TBD

DETAILS

In September, the Commission tasked the project team to investigate and identify opportunities for consideration that allow for improved construction sequencing and provide mitigation to reduce risks identified within the current construction schedule. The funding authorized by this action will allow the project team to act on the following scope additions, temporary construction provisions, early procurements and cost increases identified since the September authorization. Collectively, these components support or provide opportunities to improve project delivery.

Scope of Work

- (1) Self-contained trailers to facilitate intermediate office and ramp operations support space for tenants that must be relocated from Concourse B to make way for necessary construction improvements required to facilitate airline relocations and meet the 2025 completion date.
- (2) Supplemental conditioned air provided through temporary air handling units to improve the critical path schedule by allowing the Concourse B ramp office and support spaces to be occupied ahead of final mechanical upgrades.
- (3) Design support to develop design documents and construction funds to facilitate early procurement for components with long-lead material delivery durations identified in coordination with the General Contractor/Construction Manager and design team.

Meeting Date: January 9, 2024

- (4) Higher cost for the Enabling Work Package 1 scope based on current market conditions realized when public bids were received on 11.30.23.

Schedule

To facilitate the complex phased delivery of the project, a portion of work was identified, and the design accelerated to allow the contractor to begin initial work as the base program design continued development. The base program work will begin in Quarter 1 2024, after the first phase of enabling work has been completed and makes the space available. The temporary provisions outlined within provide opportunities to improve the construction sequencing of the critical path schedule, as well as mitigate risk for schedule delays during construction. Implementing these temporary measures now, with the accelerated enabling work authorized in September, will support the project team’s continued efforts to improve schedule milestones.

Activity

Enabling Work Construction Start	2024 Quarter 1
Base Program Construction Authorization	2024 Quarter 2
Base Program Construction Start	2024 Quarter 2
United Airlines Lounge Construction Authorization*	2024 Quarter 4
United Airlines Lounge Construction Start*	2024 Quarter 4
In-use date (Concourse B)	2025 Quarter 4
In-use date (Concourse A)	2026 Quarter 1

* This scope is being designed and constructed by United Airlines under a separate reimbursement agreement and these dates may continue to shift.

Other Key Project Milestone Current Delivery Dates:

United Airlines Gates operating on B Concourse	2025 Quarter 4
United Airlines Lounge opening on B Concourse	2026 Quarter 1

Cost Breakdown

	This Request	Total Project
Design	\$750,000	\$33,750,000
Construction	\$6,750,000	\$68,250,000 – \$106,250,000
Total	\$7,500,000	\$102,000,000 – \$140,000,000

ALTERNATIVES AND IMPLICATIONS CONSIDERED

The temporary measures identified by the project team provide multiple avenues of risk mitigation to manage schedule impacts that are inevitable while in construction. These include but are not limited to, material delivery delays, unforeseen existing conditions, labor availability and significant cost escalation due to market conditions. There is a high probability of schedule delays in delivering Concourse B Gates to United Airlines if the recommended Alternative 3 is not implemented.

Meeting Date: January 9, 2024

Alternative 1 – No temporary office and ramp support space for existing tenants

Cost Implications: \$500,000 - \$1,000,000 (Acceleration Costs and/or Schedule delays)

Pros:

- (1) Additional costs to facilitate the design and construction implementation of temporary provisions would not be incurred.
- (2) Existing tenants located on Concourse B ramp will only be relocated once to their renovated office space, in lieu of an additional temporary relocation.

Cons:

- (1) Does not allow the project team to mitigate schedule delays or improve construction sequencing and phasing.
- (2) Potential to delay United Airlines Gate allocation on Concourse B in 2025
- (3) Delays the GCCM from beginning work in tenant lease spaces critical to facilitating the United Airlines Gate allocation.
- (4) Costs will continue to escalate.
- (5) Significantly reduces the advantages of the GCCM contracting method by delaying the work the mechanical and electrical subcontractors could negotiate and perform now.

This is not the recommended alternative.

Alternative 2 – Delay delivery of United Airlines gate allocation on Concourse B to align with the Concourse B mechanical upgrades (No temporary conditioned air).

Cost Implications: \$500,000 - \$2,000,000 (Acceleration Costs and/or Schedule delays)

Pros:

- (1) Additional costs to facilitate the design and construction implementation of temporary provisions would not be incurred.
- (2) The impact and coordination to existing ramp operations would be eliminated as the temporary infrastructure would not be located at Concourse B ramp.

Cons:

- (1) Does not allow the project team to mitigate schedule delays or improve construction sequencing and phasing.
- (2) Potential to delay United Airlines Gate allocation on Concourse B in September 2025 due to dependence on mechanical upgrades to Concourse B.
- (3) Significantly reduces the advantages of the GCCM contracting method by delaying the work the mechanical and electrical subcontractors could negotiate and perform now.
- (4) Does not align with the Port's overall airline realignment criteria and future gate allocation by advancing the relocation of airlines as planned.

This is not the recommended alternative.

Meeting Date: January 9, 2024

Alternative 3 – Authorize additional funding to address current market costs realized in the public procurement of enabling work, as well as to support temporary provisions and early procurement of long-lead materials to mitigate schedule risk in delivering Concourse B Gates

Cost Implications: \$7,500,000

Pros:

- (1) Provides intermediate office and ramp operations support space to tenants that must be relocated from Concourse B to make way for necessary construction improvements required to facilitate airline relocations.
- (2) Promotes our priority of safety by limiting the existing tenants and operations that will need to be maintained during construction.
- (3) Supplemental conditioned air provided through temporary air handling units improves the critical path schedule by allowing the Concourse B ramp office and support spaces to be occupied ahead of final mechanical upgrades.
- (4) Allows the project team to act quickly during the design phase to execute procurements early when system components could impact schedule due to long lead time.
- (5) Aligns with the current scheduling coordination with adjacent Airport projects.
- (6) Supports the Port’s overall airline realignment criteria and future gate allocation by advancing the relocation of airlines as planned.

Cons:

- (1) Temporary facilities and infrastructure services add design and construction costs that were not anticipated at the time of project definition.
- (2) Existing ramp operations may be impacted with additional temporary facilities placed within very constrained ramp operational areas.
- (3) Existing tenants located on Concourse B ramp will be relocated in a temporary condition prior to final relocation to their renovated office space and ramp support spaces.

This is the recommended alternative.

FINANCIAL IMPLICATIONS

<i>Cost Estimate/Authorization Summary</i>	Capital	Expense	Total
COST ESTIMATE			
Original estimate	\$35,000,000	\$35,000,000	\$70,000,000
Previous changes – net	\$34,000,000	(\$2,000,000)	\$32,000,000
Current change – transfer of estimated budget from expense to capital	\$32,145,000	(\$32,145,000)	\$0
Revised estimate	\$101,145,000	\$855,000	\$102,000,000
AUTHORIZATION			
Previous authorizations	\$24,900,000	\$22,700,000	\$47,600,000
Transfer of authorization from expense to capital	\$22,002,000	(\$22,002,000)	\$0

Meeting Date: January 9, 2024

Current request for authorization	\$7,500,000	\$0	\$7,500,000
Total authorizations, including this request	\$54,402,000	\$698,000	\$55,100,000
Remaining amount to be authorized	\$46,743,000	\$157,000	\$46,900,000

Annual Budget Status and Source of Funds

This project, CIP C801158, was included in the 2024-2028 capital budget and plan of finance with a capital budget of \$69 million and an expense budget of \$33 million for a total cost of \$102 million. The expense components of the project in amount of \$32,145,000 are now deemed as capital. The capital budget of \$32,145,000 was transferred from the Aeronautical Allowance CIP C800753 resulting in no net change to the Airport capital budget. The funding sources will be Airport Development Fund and revenue bonds.

Financial Analysis and Summary

Project cost for analysis	\$102,000,000
Business Unit (BU)	Gates
Effect on business performance (NOI after depreciation)	NOI after depreciation will increase due to inclusion of capital (and operating) costs in airline rate base.
IRR/NPV (if relevant)	N/A
CPE Impact	CPE \$0.35 starting in 2027

Future Revenues and Expenses (Total cost of ownership)

These improvements will replace aging and deficient infrastructure and building systems and improve overall operation and maintenance of Concourse B Ramp. The project team will continue to coordinate with Aviation Maintenance as the extents of operating and maintenance costs can be more accurately evaluated with further design development. Complete upgrade and replacement of the HVAC system serving the project footprint increases code compliant leasable space, giving the Port flexibility and potential for increased revenues.

ADDITIONAL BACKGROUND

The project team is meeting with adjacent projects to coordinate project schedules, scope overlap and other necessary items to limit construction impacts to normal airport and tenant operations.

- (1) Baggage Optimization Program
- (2) Main Terminal Low Voltage Upgrades
- (3) North Main Terminal Redevelopment
- (4) Concourse HVAC Infrastructure Renewal and Replacement Program (CHIRRP)
- (5) 2024 Airfield Improvement Project
- (6) 2026 Airfield Improvement Project

ATTACHMENTS TO THIS REQUEST

- (1) Presentation slides

Meeting Date: January 9, 2024

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

September 26, 2023 – Commission authorized \$14,400,000 to facilitate the following actions: (1) authorize enabling construction work for the Post IAF Airline Realignment project at Seattle-Tacoma International Airport, (2) procure long lead items, (3) increase the project authorization by \$14,400,000, and (4) execute a project labor agreement.

September 12, 2023 – The commission was briefed on the program status and schedule for future authorization requests.

February 14, 2023 – The commission authorized \$7,000,000 to facilitate the following actions: (1) amend a project-specific design contract, and (2) execute a Change Order to the General Contractor/Construction Manager Pre-Construction Services contract.

March 23, 2021 – The Commission authorized \$26,000,000 to facilitate the following actions: (1) execute project specific Service Agreements for project management, construction management, design services, and testing and special inspections; (2) to utilize a General Contractor/Construction Manager (GCCM) and execute a GCCM construction contract for pre-construction services; (3) to use port crews; and (4) to execute a Memorandum of Agreement (MOA) between the Port of Seattle (Port) and United Airlines.

Post IAF Airline Realignment Additional Construction Authorization

January 9, 2024
Commission Date



Requested Action

Increase the project authorization by \$7.5 million to support opportunities identified by the project team to advance the project schedule or mitigate risk of delay in 2025 project delivery.

Opportunities to Mitigate Schedule Risk

- (1) Self-contained trailers to facilitate intermediate office and ramp operations support space for tenant relocations.
- (2) Supplemental conditioned air provided through temporary air handling units to improve the critical path schedule.
- (3) Design support and construction funds to facilitate early procurement for additional components with long-lead material delivery durations.
- (4) Increases to Enabling scope based on real time market conditions realized when public bids were received on 11.30.23.

Cost Breakdown

Cost Estimate/Authorization Summary	Capital	Expense	Total
Original estimate	\$35,000,000	\$35,000,000	\$70,000,000
Previous changes – net	\$34,000,000	(\$2,000,000)	\$32,000,000
Current change – transfer of estimated budget from expense to capital	\$32,145,000	(\$32,145,000)	\$0
Current Budget	\$101,145,000	\$855,000	\$102,000,000
Previous authorizations	\$24,900,000	\$22,700,000	\$47,600,000
Transfer of authorization from expense to capital	\$22,002,000	(\$22,002,000)	\$0
Current request for authorization	\$7,500,000	\$0	\$7,500,000
Total authorizations, including this request	\$54,402,000	\$698,000	\$55,100,000
Remaining amount to be authorized	\$46,743,000	\$157,000	\$46,900,000

Schedule for Commission Actions/Briefing

- January 9, 2024
 - Additional authorization for schedule mitigation measures – This request
- Quarter 2 2024
 - Construction authorization for Packages 2 – 4
 - Briefing on United Airlines Lounge (dependent on tenant's progress)
- Quarter 3 2024
 - Construction authorization for United Airlines Lounge(dependent on tenant's progress)

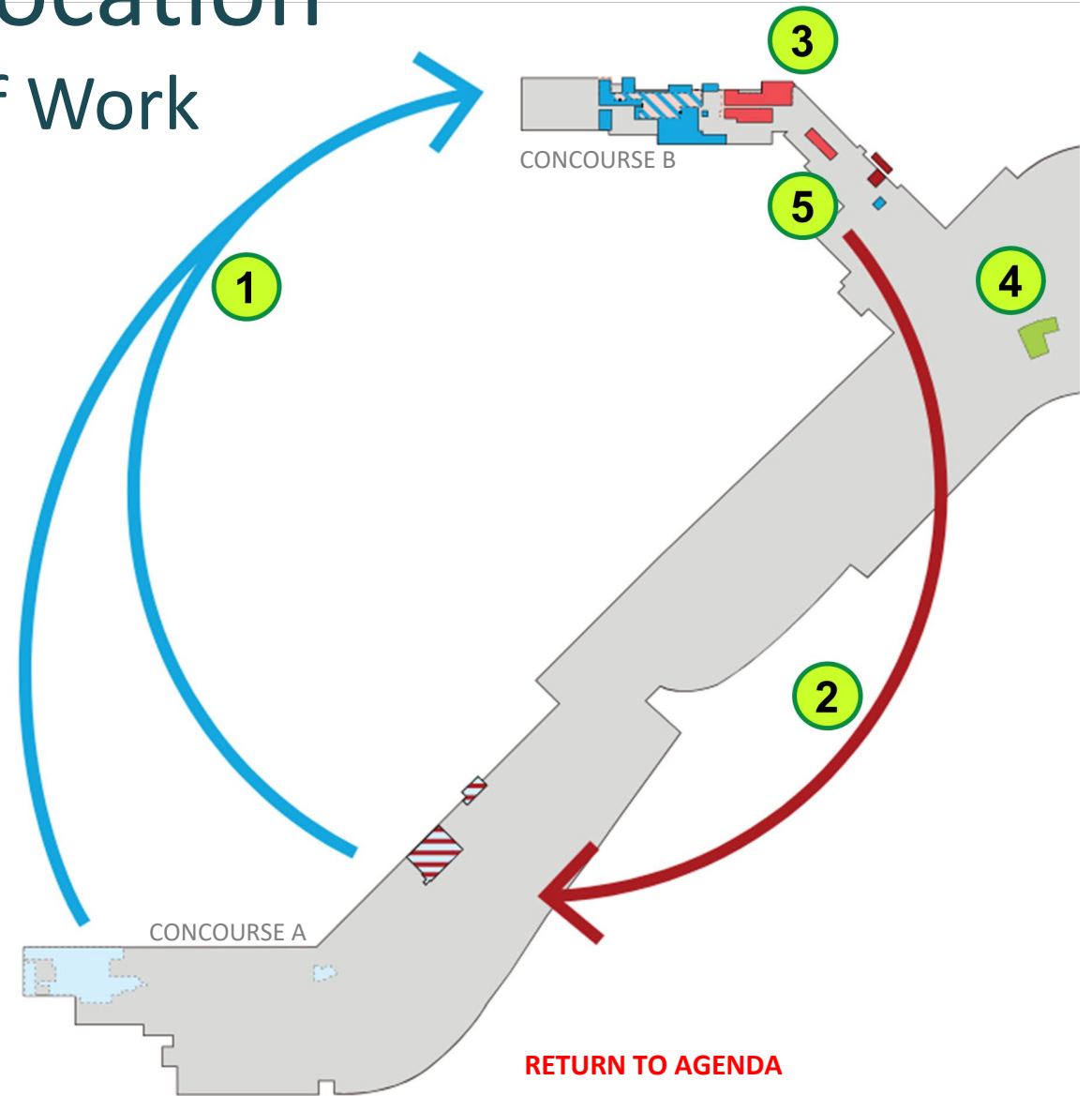
QUESTIONS/DISCUSSION

APPENDIX

Project Location

Scope of Work

- 1 Relocates United Airlines (UA) to renovated and expanded space on Concourse B.
- 2 Relocates Delta Air Lines into UA vacated gates on Concourse A.
- 3 Replaces two Air Handling Units in 2 new penthouses and upgrades mechanical system infrastructure on Concourse B.
- 4 Reconfigures Zone 4 leasable space to accommodate common use, flow-through ticket counters.
- 5 Relocates United Airlines to renovated lounge on Concourse B.





**COMMISSION
AGENDA MEMORANDUM**

Item No. 10a

ACTION ITEM

Date of Meeting January 9, 2024

DATE: December 18, 2023
TO: Stephen P. Metruck, Executive Director
FROM: Aaron Pritchard, Commission Chief of Staff
Michelle M. Hart, MMC, Commission Clerk
SUBJECT: **2024 Commission Bylaws and Rules of Procedure Amendment Package**

Amount of this request: Not Applicable
Total estimated project cost: Not Applicable

ACTION REQUESTED

Request introduction of Resolution No. 3817: a resolution of the Port of Seattle Commission amending Resolution No. 3778 and prior corresponding enacting and amending resolutions through incorporation, pertaining to the Commission’s Bylaws and Rules of Procedure.

EXECUTIVE SUMMARY

The Port of Seattle Commission’s Bylaws and Rules of Procedure require a review at least every three years. The last substantive review was undertaken in 2020.

Legal counsel has reviewed the proposed amendments and these amendments are consistent with Commission practice and the Commission’s parliamentary authority, *Robert’s Rules of Order, Newly Revised*.

The Commission’s Governance Committee has reviewed the attached bylaws amendment package and recommended adoption of the proposed resolution making these amendments.

JUSTIFICATION

The Commission, through prior action, has mandated a review of the Commission’s Bylaws and Rules of Procedure on a three-year cycle. The purpose of the review is to maintain the policy directive in the most up-to-date form of Commission’s processes and procedures.

DETAILS AND SECTIONAL ANALYSIS

Substantive amendments proposed in Resolution No. 3817 are summarized below. The attached redlined document displays the exact wording of all proposed amendments. Deleted language in the redline document is shown in brackets with strike-through text and in caps. Language to be added is shown in red, bolded text and is underlined. Technical amendments made to restructure sentences, provide housekeeping updates, and clean up superfluous language are not discussed here due to their grammatical and clarifying nature; however, they are shown throughout the attachment.

Meeting Date: January 9, 2024

Further amendments may be brought forward in 2024 once the project to review the Commission’s Code of Ethics has completed. That project will restart in 2024.

Sectional Analysis

List proposed amendments here.

- Article II – Commissioners, Section (5), Ethical behavior, conflict of interest, recusal procedure.
 - General sentence construction clean-up.
 - Adds reference to “respectful interactions.”
 - Adds language that Commissioners shall avoid conflicts of interest and the appearance of conflicts of interest when performing their duties.
 - Adds language for Commissioners’ commitment to fostering a safe, healthy, and respectful work environment.
 - Adds language for a requirement that Commissioners receive training on the Code of Ethics for Port Commissioners, the Commission’s Bylaws and Rules of Procedure and the Port’s Statement of Values within 90 days of being sworn into office for each term they serve.

- Article III - Officers, Section (1). General sentence construction clean-up.

- Article III – Officers, Section (5), Duties of the President, (f) Commission spokesperson.
 - Adds a provision reflecting our existing practice that Commissioner should coordinate Commission media inquiries with the External Relations Communications Director and the Commission Chief of Staff.

- Article III – Officers, Section (5), Duties of the President, (g) Signature of instruments.
 - Removes the provision that the Commission President signs on behalf of the Commission all proclamations and resolutions adopted in public session. All Commissioners have historically signed on both proclamations and resolutions. The amendment reflects that long-standing practice.

- Article III – Officers, Section (8), Duties of the commission clerk, (e) record holder. Clarifies that the commission clerk is the record holder and custodian of all Commission governance policies.

- Article III – Officers, Section (8), Duties of the commission clerk, (e) affixing digital signatures of commissioners.
 - Adds the process to reflect current practice for affixing digital signatures on adopted regular and special meeting actions in the form of resolutions and proclamations, provided required Commissioner signatures are not received in a timely manner.

- Article IV – Meetings, Section (3) Absences, (b) Remote participation.
 - Removes the requirement that at least one commissioner be physically present to preside over a public meeting when other commissioners are participating virtually. Statutory provisions enacted into the Revised Code of Washington post-pandemic provide for fully virtual participation of members, so long as the physical meeting space is open, available

Meeting Date: January 9, 2024

to the public, and the public can listen to the proceedings (AGO 2017 No. 4; RCW 42.30.030; HB1329).

- Article IV – Meetings, Section (4) Regular meetings, (a) Date, place, and time.
 - Clarifies the current process for cancellation of a regular meeting falling on a holiday.
- Article IV – Meetings, Section (8) Executive sessions, (b) Recording of executive sessions.
 - Addresses executive session recording requirements. This practice of recording executive sessions is not a requirement of law and is not common practice in jurisdictions.
- Article IV – Meetings, Section (11) Sponsorship of regular meeting orders, resolutions, policy directives, and proclamations.
 - Adds a process for commissioner sponsorship of orders, resolutions, policy directives, and proclamations. The process proposed is consistent with the requirements of the Open Public Meetings Act and common practice in jurisdictions who provide for sponsorship of their legislative actions.
- Article V – Committees, Section (1).
 - Provides for an alternate Commissioner to be appointed to temporarily act as a full committee member, provided a regular committee member is absent from a committee meeting.
- Article V – Committees, Section (4), Standing committees.
 - Updates the name of the Energy and Sustainability Committee to the ‘Sustainability, Environment, and Climate Committee,’ per previous action of the Commission.
 - Codifies the Governance Committee of the Commission as a standing committee.
- Article V – Committees, Section (8) Record of committee proceedings and recommendations.
 - Removes the provision that ‘committee records of actions’ during committee meetings be signed by committee chairs. Committee meetings do not result in a set of formal minutes for approval, rather, summaries of committee meeting discussions are produced which do not require signatures. The update reflects actual practice and procedure.
- Article VI – Rules of Order, Section (7) Proclamations.
 - Clarifies the ceremonial nature of proclamations.
- Article VI – Rules of Order, Section (8) Limitation on debate.
 - Recognizes the president/presiding officer’s role in promoting efficient operation of commission meetings.
 - Amends the current rule of procedure to allow the president/presiding officer to implement limitations on debate to ensure efficient and effective debate.
 - Limitations on debate must be set at the beginning of debate.
 - Recognizes the Commission Members’ right to appeal the ruling of the president/presiding officer.

Meeting Date: January 9, 2024

- Article VI – Rules of Order, Section (10) Rules governing public comment.
 - Repeals currently written rules governing public comment and recodifies rules to be more orderly defined.
 - Clarifies that records of public comment, oral or written are public records and subject to disclosure laws.
 - Clarifies that written public comments are subject to the same rules as oral public comment, as applicable.
 - Clarifies that public comment is heard only during the time specified on a Commission agenda.
 - Clarifies and further defines ‘disruptions’ as applicable to the rules governing public comments for persons attending Commission meetings and those providing public comment.
 - Prohibits the use of public comment for campaign purposes.
 - Sets forth procedure and notice provisions for disruption of public meetings, including exclusions from meeting attendance if disruptions persist.

Schedule

The Commission Clerk, Port General Counsel, and Commission Chief of Staff held meetings with Commissioners individually to overview the amendment package prior to the January 9, 2024, Commission meeting. January 9 is introduction of the resolution. January 23 is currently scheduled for consideration of adoption.

ALTERNATIVES AND IMPLICATIONS CONSIDERED

Process to Amend Proposed Resolution at Time of Consideration

The Commission may choose to (1) strike language; (2) add language; (3) strike and amend language - once the main motion is on the floor.

FINANCIAL IMPLICATIONS

None.

ATTACHMENTS TO THIS REQUEST

- (1) Proposed Resolution No. 3817
- (2) Exhibit A Bylaws and Rules of Procedure redline
- (3) Presentation slides

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

December 4, 2023 – Governance Committee Briefing

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**PORT OF SEATTLE
RESOLUTION NO. 3817**

A RESOLUTION of the Port of Seattle Commission amending Resolution No. 3778 and prior corresponding enacting and amending resolutions through incorporation, pertaining to the Commission’s Bylaws and Rules of Procedure.

WHEREAS, the voters of King County authorized and approved the formation of a port district co-extensive with King County, to be known as the Port of Seattle, in a special election on September 5, 1911; and

WHEREAS, the Port of Seattle Commission is the legally constituted governing body of the Port of Seattle; and

WHEREAS, Roberts Rules of Order, Newly Revised, continues to be the adopted parliamentary authority of the Port of Seattle Commission; and

WHEREAS, bylaws of the commission require a review and recommendation as to any needed revisions at least once every three years, as provided by Article VII, Amendment of Bylaws; and

WHEREAS, the bylaws of the commission were last reviewed in full October 2020; and

WHEREAS, the commission has determined it is time to conduct its required three-year review of its governing document regarding its operating rules and rules of procedure, and recommends the amendments herein to provide clarity, improve transparency, and better align its rules of procedure with the goals and priorities of the port commission.

NOW, THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Seattle as follows:

SECTION 1. The technical and substantive amendments contained in Exhibit A of this resolution are hereby adopted, as if fully set forth herein.

SECTION 2. The commission clerk is hereby authorized to execute scrivener’s error revisions in finalizing amendments to the Commission Bylaws and Rules of Procedure made through adoption of this resolution, as needed, to address technical corrections.

42 **ADOPTED** by the Port Commission of the Port of Seattle at a duly noticed public meeting
43 thereof, held this ___ day of _____, 20__, and duly authenticated in open session by the
44 signatures of the commissioners voting in favor thereof and the seal of the commission.

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Port of Seattle Commission

PORT of SEATTLE COMMISSION BYLAWS

Amended _____, 2024

Article I – Object

- (1) Founded in 1911 by a vote of the people as a special purpose government, the Port of Seattle’s mission is to promote economic opportunities and quality of life in the region by advancing trade, travel, commerce, and job creation in an equitable, accountable, and environmentally responsible manner. *(Res. 3761, §1, 2019; Res. 3742, 2017)*
- (2) These bylaws constitute the rules governing the transaction of business by the duly elected Port of Seattle Commission. Commissioners shall faithfully, ethically, and transparently perform all duties of office and shall abide by the principle that public service is a public trust. It is the goal of these bylaws to outline the transaction of business in a way that appropriately safeguards the rights of the majority, minority, and individual within the body politic of the Port of Seattle Commission. *(Res. 3742, 2017)*
- (3) *[Repealed by Resolution 3761, September 10, 2019]*

Article II – Commissioners

- (1) Membership. The Port of Seattle is led by a board of five commissioners elected by King County voters pursuant to the provisions of Chapter 53.12 RCW. Election and terms of port commissioners shall be pursuant to applicable law. As elected officials, each commissioner shall exercise the responsibilities of office and be accountable to the general public, the citizens of King County, and one another. *(Res. 3761, 2019; Res. 3742, 2017)*
- (2) Collegiality. The commission exercises port powers described by law and governs the Port of Seattle when a quorum of its membership is assembled in a properly noticed public meeting and action is taken by the required vote. It is the right of the individual or the minority of commissioners to dissent from the will of the majority, and it is the right of the majority to act by whatever vote is needed for passage of a question. Commissioners are independently elected and have the right to voice personal opinions on matters under consideration or that are pending final action by the commission. Commissioners have the right to express opinions that differ from the decision of the majority of the commission, provided that each commissioner transparently distinguishes his or her individual opinion from the collective decisions of the commission as a body. *(Res. 3778, 2020; Res. 3742, 2017)*
- (3) Oath of office. Pursuant to the requirements of RCW 29A.60.280, newly elected commissioners shall take the oath of office required by law during the time period defined by law. The oath shall be administered by a notary public holding the position of commission clerk. Another person qualified to administer oaths may administer the oath of office to newly elected commissioners when compliance with the legally required time period

necessitates it. In addition to taking the oath of office required by statute, newly elected commissioners may take their oaths of office in a public ceremony. Provided such commissioners have already taken the oath in the manner required by applicable law, any person may administer the oath during such a ceremony. (Res. 3742, 2017)

- (4) Transparency pledge. Annually, prior to the first public meeting of the year, each commissioner shall execute the following transparency pledge:

As a duly elected Port of Seattle commissioner, I am responsible for ensuring that the Port of Seattle, a public agency of the state of Washington, conducts its business in the open in compliance with the state’s Open Public Meetings Act, Chapter 42.30 RCW.

In fulfillment of my duties to the commission as a body, and in recognition of my responsibilities as an elected official serving the citizens of King County, I give my personal commitment to fostering and maintaining a culture of accountability and transparency within the commission, among Port of Seattle employees, and between the Port of Seattle and the citizens of King County.

Therefore, I affirm my commitment to openly governing the Port of Seattle pursuant to the Open Public Meetings Act and the state’s Public Records Act (Chapter 42.56 RCW). As a commissioner, I will support and advance policies and practices that increase the Port’s openness and accountability and expand citizen access to the port’s decision-making consistent with the intent of the Open Public Meetings Act.

Signed this ____ day of ____, ____, for the term of January 1 through December 31, ____ . Commissioner ____ (Res. 3742, 2017)

- (5) Ethical behavior, conflict of interest, recusal procedure, **and respectful interactions.**

- (a) Commissioners shall uphold the standard of conduct reflected in **Code of Ethics for Port Commissioners, these bylaws, and the** Port of Seattle Statement of Values ~~{AND FURTHER DESCRIBED IN THE PORT OF SEATTLE CODE OF ETHICS AND WORKPLACE CONDUCT AND THE PORT OF SEATTLE CODE OF ETHICS FOR PORT COMMISSIONERS. COMMISSIONERS SHALL AVOID CONFLICTS OF INTEREST AND THE APPEARANCE OF CONFLICTS OF INTEREST WHEN PERFORMING THEIR DUTIES AS PORT COMMISSIONERS. PROCEDURES RELATED TO ALLEGED MISCONDUCT AND POTENTIAL CONFLICTS OF INTEREST ARE DESCRIBED IN THE}~~ **The Board of Ethics established by the** Port of Seattle Code of Ethics for Port Commissioners **has the authority to review potential violations of these standards in the manner described in the Port of Seattle Code of Ethics for Port Commissioners. }** ~~IMPLEMENTATION OF WHICH IS ENSURED BY THE COMMISSION’S OFFICERS AND AN INDEPENDENT BOARD OF ETHICS.]~~
- (b) **Commissioners shall avoid conflicts of interest and the appearance of conflicts of interest when performing their duties as port commissioners.** If a potential ~~{OR ACTUAL}~~ conflict of interest arises, commissioners shall resolve the conflict pursuant to the requirements of the Code of Ethics for Port Commissioners, including when necessary, recusing themselves from any consideration and voting upon the issue that

creates the conflict. When recusing themselves, commissioners shall announce the conflict or potential conflict of interest prior to deliberation on the matter subject to recusal. Unless a recusing commissioner's presence is required to preserve a quorum, the commissioner shall leave the meeting room during consideration of business subject to the conflict and may return upon its completion.

- (c) Commissioners are committed to fostering a safe and healthy work environment for all, guided by the commission's commitment to treat one another, port staff and others with respect.
- (d) Commissioners shall receive training on the Code of Ethics for Port Commissioners, these bylaws, and the Port's Statement of Values within ninety days of being sworn into office for each term they serve.

(Res. 3778, 2020; Res. 3742, 2017)

(6) Vacancy in office.

- (a) A vacancy in the office of port commissioner may occur as provided in Chapter 42.12 RCW or by the port commissioner's nonattendance at meetings of the port commission for a period of 60 days unless the commissioner is excused by the port commission. In the event a vacancy in the office of port commissioner occurs, such vacancy shall be filled in accordance with RCW 53.12.140 pursuant to Chapter 42.12 RCW and other applicable law. The remaining commissioners shall fill the vacancy by appointment no later than 90 days after the creation of the vacancy. When a vacancy is due to resignation, the commission shall appoint a new commissioner within 90 days of the resignation effective date.
- (b) Solicitation of applications. Within five business days after receiving notice of a vacancy or the creation of a vacancy, the commission shall solicit applications to fill the vacancy by issuing a press release and posting a request for applications on the Port of Seattle website. Applications shall be solicited from citizens in King County interested in being considered for the appointment. All applications for the appointment shall be submitted to the port commission by the deadline noted in the commission's request for applications.
- (c) Review and selection of candidates. The commission shall review the applications and shall obtain background investigations of the applicants. The commission may conduct interviews in public of the most qualified candidates. The commission shall fill the vacancy by selecting one candidate by majority vote of its membership in a public meeting.
- (d) Vacancy in office of three or more commissioners. When a majority of the commissioner positions fixed by law are vacant, the provisions of RCW 42.12.070 and applicable law shall govern the filling of the vacancies.

(e) Appointment until the next election. As provided in Chapter 29A.24 RCW, each person appointed to serve in the office of commissioner shall serve until a qualified person is elected at the next election at which a member of the governing body normally would be elected. The person elected shall take office immediately and serve the remainder of the unexpired term.

(Res. 3778, 2020; 2020; Res. 3742, 2017)

(7) Outside boards and commissions. Commissioners may serve on external port-related boards and commissions. No more than two commissioners shall serve on the same external board or commission at the same time to avoid creating a quorum of commissioners at the meetings of such board or commission. The commission shall consider the following factors when determining participation and length of service for commissioners on external boards and commissions:

- a. The membership and office-holding requirements of the external boards in question;
- b. The interests of individual commissioners in serving on various external boards; and
- c. Whether the port commission is adequately represented on the external boards and commissions needed to effectively advocate for the interests of the Port of Seattle. *(Res. 3778, 2020; Res. 3742, 2017)*

(8) All commissioners shall serve at least one, one-year term on the commission's audit committee prior to the completion of their fourth year in office. The audit committee participates directly in the oversight and review of the performance of the internal audit director in accordance with policy directives related to Port of Seattle salaries and benefits. In consultation with the audit committee, the audit committee chair shall contribute to the executive director's performance review of the internal audit director. *(Res. 3752, §1, 2018; Res. 3744, §1, 2018; Res. 3742, 2017)*

(9) Oversight and review of the executive director. As a body, the commission provides oversight and review of the performance of the executive director in accordance with the executive director's employment agreement. *(Res. 3742, 2017)*

(10) Review of staff reporting to both the commission and the executive director (dual reports). In addition to oversight of the executive director and direct reports of the office of the commission, the commission as a body provides input to the executive director in executive session regarding the performance of those employees who report directly to the executive director. In particular, the commission as a body provides review of the general counsel and external relations senior director, who report dually to the commission and the executive director. *(Res. 3752, §1, 2018; Res. 3742, 2017)*

Article III – Officers

- (1) All officers shall serve at the pleasure of the Port of Seattle Commission and shall carry out the responsibilities described in these bylaws. Commission officers may be censured or removed from office at any public meeting of the port commission legally convened in accordance with applicable laws and these bylaws. **The Board of Ethics established by the Port of Seattle Code of Ethics for Port Commissioners has authority to review potential violations of the standards of conduct for port commissioners set forth in Article II, Section 5(a) of these bylaws.** ~~[THE CODE OF ETHICS FOR PORT COMMISSIONERS SHALL IDENTIFY THE PROCEDURES FOR ADDRESSING COMPLAINTS OF MISCONDUCT, ABUSE OF AUTHORITY, AND NEGLECT OF THE DUTIES OF OFFICE BY OFFICERS.]~~. Censure or removal from office shall require a vote of the majority of commissioners, as prescribed by applicable law and these bylaws. *(Res. 3778, 2020; Res. 3742, 2017)*
- (2) Election. At the first public meeting of each calendar year, the commission shall elect a president, vice president, and secretary. *(Res. 3778, 2020; Res. 3754, §2, 2019; Res. 3742, 2017)*
- (3) Term of office. An officer's term shall run from the date of election until the end of the calendar year. *(Res. 3742, 2017)*
- (4) Commission officer vacancy.
 - (a) When a commission officer resigns or is removed from the office of president, vice president, or secretary, a commissioner may be selected to serve out the officer's uncompleted term and shall so serve until the end of the calendar year. When such vacancies arise, they may be filled at any regular or special meeting of the commission. During the temporary absence of any commission officer, the officer next in line shall assume all prescribed duties of the absent officer in an acting capacity in the following order of succession, provided that this order of succession does not apply to meetings of committees composed of fewer than a quorum of the port commission:
 - (b) In the physical absence of the president, the vice president temporarily shall assume all prescribed duties of the president under Article III, Section 5.
 - (c) In the physical absence of the vice president, the secretary temporarily shall assume all prescribed duties of the vice president under Article III, Section 6.
 - (d) In the physical absence of both the president and vice president, the secretary temporarily shall assume all prescribed duties of the president under Article III, Section 5.*(Res. 3778, 2020; Res. 3754, §3, 2019; Res. 3742, 2017)*
- (5) Duties of the president.

- (a) Order and decorum. The president shall preside over all public meetings and executive sessions of the Port of Seattle Commission and shall be responsible for maintaining order and decorum in accordance with the provisions of these bylaws.
- (b) Preliminary agenda. The president shall authorize the formation of the commission’s preliminary public meeting agenda and shall propose the agenda for commission approval on the day of the meeting in the appropriate order of business.
- (c) Notice of meetings. The president shall authorize the issuance of such legal notices of public meetings as may be required by law and these bylaws.
- (d) Oversight of the office of the commission. In consultation with the commission, the president shall provide oversight and review of the performance of the commission chief of staff. The commission chief of staff shall be responsible for the organization and management of the office of the commission. The commission chief of staff shall consult with the commission regarding the performance evaluation, hiring, and firing of staff of the office of the commission.
- (e) Oversight of staff reporting to both the commission and the executive director (dual reports). On behalf of the commission and in concert with the executive director, the president shall provide oversight to the general counsel and **external relations senior [PUBLIC AFFAIRS]** director, who report dually to the commission and the executive director. The president shall serve as the commission’s primary point of contact to these positions.
- (f) Commission spokesperson. The president shall be the spokesperson for the commission in expressing views held collectively by the Port of Seattle Commission that have been established by action taken in public session or that are consistent with the policies, statements, and actions of the port commission. The president may delegate this role on a case-by-case basis. The president shall make reasonable efforts to consult with another commissioner prior to making public statements on behalf of the commission. When the president expresses his or her own individual opinions, he or she shall refrain from using the title of commission president. In an effort to keep the president informed in the role of commission spokesperson, commissioners are requested to forward a courtesy copy of individual commissioners’ media publications to the president 24 hours prior to issuance by the member. Members’ media publications shall reflect that views expressed therein are the sole views of the individual commission member and are not representative of the views of the Port of Seattle Commission, unless the media publication is approved and sanctioned by the full commission prior to publication. This provision does not apply to media publications issued in a personal capacity and not purported to be written by a member of the port commission in their public capacity. **The External Relations Communications Director coordinates all media inquiries in order to streamline responses and to avoid multiple responses on the same issue. To support this role, Commissioners should coordinate media inquiries with the External Relations Communications Director and the Commission Chief of Staff.**

- (g) Signature of instruments. ~~[ON BEHALF OF THE COMMISSION, THE PRESIDENT SHALL SIGN ALL PROCLAMATIONS AND RESOLUTIONS ADOPTED IN PUBLIC SESSION.]~~ The president shall execute all agreements required in the normal course of fulfilling his or her duties. The president shall sign all official correspondence and other instruments on behalf of the commission that are consistent with the opinions or policy direction of the commission established by public action.
- (h) Travel Coordination. Port Policy No. AC-2 requires that all domestic travel, as defined by the policy, be authorized by the Port Commission President. All international travel is approved by the full commission in an open public meeting.

Domestic travel approval shall be administratively authorized by official notification from the president of the approval. If changes to travel requests occur, the request shall be revised by a commissioner and re-submitted to the president for re-approval in advance of any requested domestic travel. The request for travel shall include the number of commissioners traveling (if applicable), the port-related reason for travel, and the dates and destination of travel. Commissioners shall submit requests for domestic travel to the president for review at least 14 days before the travel departure date, unless scheduling considerations require submission less than 14 days. Travel to British Columbia, Canada, is treated as domestic travel for the purposes of this policy.

Approval of international travel shall be authorized by formal action of the commission. The authorizing commission memorandum shall detail the number of commissioners traveling (if applicable), the port-related reason for travel, and the dates and destination of travel. International travel requests shall be submitted to the commission office 21 days in advance of each calendar quarter (January, April, July, October). Travel change requests for previously approved international travel shall again be put before the full commission for review and action.

Commissioners not receiving advanced travel authorization for international travel shall report to the full commission regarding the purpose of their travel, dates of travel, location of travel, benefit received by the port through the travel, and shall seek majority approval of the post-travel authorization in order to submit claims for travel expense reimbursement.

For both domestic and international travel, approving authority shall review travel requests of commissioners to ensure travel opportunities are equitable to all members and are consistent with the interests of the Port. An appropriate port employee may be delegated the responsibility of processing travel reimbursements associated with domestic and international travel of commissioners.

- (i) Coordination of the commission office budget. The chief of staff shall work with members of the commission to identify member budget priorities and requests. The president of the commission shall review the commission office budget proposal of the chief of staff and consult with members of the commission regarding the proposal and their priorities as needed.

- (j) Other duties of the president. The president shall perform other duties incidental to the office of the president, as established from time to time by the commission.

(Res. 3778, 2020; Res. 3742, 2017)

(6) Duties of the vice president.

(a) *[Repealed by Resolution 3754, January 8, 2019]*

(b) *[Repealed by Resolution 3744, January 30, 2018]*

- (c) As described in Section 4 above, in the physical absence of the president, the vice president temporarily shall assume all prescribed duties of the president under Article III, Section 5.

- (d) Other duties of the vice president. The vice president shall perform other duties incidental to the office of the vice president, as established from time to time by the commission.

(Res. 3754, §1, 2019; Res. 3744, §1, 2018; Res. 3742, 2017)

(7) Duties of the secretary.

- (a) The secretary shall oversee the recording of official actions of the Port of Seattle Commission and shall oversee the distribution, retention, and disposition of such records as described in these bylaws. To carry out this responsibility, the secretary shall coordinate with the commission clerk. The secretary shall present minutes for approval to the commission and shall attest to the authenticity of approved minutes by signature. When the secretary is physically absent, the presiding officer shall so attest.

- (b) Other duties of the secretary. The secretary shall perform other duties incidental to the office of the secretary, as established from time to time by the commission.

(Res. 3778, 2020; Res. 3742, 2017)

(8) Duties of the commission clerk.

- (a) A staff position shall perform the duties of the commission clerk. The commission clerk shall be supervised by the commission chief of staff. The work of the commission clerk shall support the secretary as the officer responsible for overseeing the recording of actions of the Port of Seattle Commission.

- (b) Legal notices. Subject to authorization of the president, as described in Section 5, the commission clerk shall ensure the posting, distribution, retention, and disposition of port commission public meeting notices, as may be required by law and these bylaws.

- (c) Minutes. The commission clerk shall ensure the recording, distribution, retention, and disposition of records of the official actions of the Port of Seattle Commission in accordance with applicable law and best practices.
- (d) Catalogs and indices. The commission clerk shall ensure the collection and cataloguing of policy directives and resolutions of the Port of Seattle Commission and shall coordinate with the office of the port's executive director to ensure that policies and procedures promulgated by executive leadership are regularly reviewed for conformity with commission policy directives. The commission clerk shall maintain such indices of the records of the port commission as are considered appropriate to accommodate the normal course of business. At a minimum, the commission clerk shall maintain indices of actions of the port commission contained in its minutes, and the subject matter of adopted resolutions, policy directives, and commission orders as described in Article VI, Section 6.
- (e) Record holder. The commission clerk shall be the record holder and custodian of the commission's approved minutes, adopted resolutions, proclamations, commission orders, policy directives, ~~[AND]~~ the Delegation of Responsibility and Authority to the Executive Director (General Delegation of Authority), and other commission governance policies. The commission clerk also shall be the record holder of certificates of election of port commissioners, commission transparency pledges, lists of commissioner assignments to commission committees and external boards and commissions, and secondary copies of commissioner oaths of office, which shall be recorded with the King County recorder's office.
- (f) Port seal. The commission clerk shall be the custodian of the official Seal of the Port of Seattle and shall affix its impression on official instruments whenever required.
- (g) Administration of oaths. The commission clerk shall be the ordinary administrator of the oath of office for newly elected port commissioners within the manner required pursuant to RCW 29A.60.280, shall ensure the recording of such oaths with the King County Recorder's Office, and shall provide other notarial services as required in the regular course of business. If the commission clerk is not available to administer the oath of office during the time period required pursuant to RCW 29A.60.280 or other law, another official authorized to administer oaths pursuant to Chapter 5.28 RCW may administer the oath, a copy of which shall be provided to the commission clerk for submission to the recorder's office. The provisions of this section are intended to ensure compliance with legal requirements and do not preclude additional public oath-of-office ceremonies.
- (h) Notice of adjournment. When circumstances prevent assembly of a quorum of port commissioners at the scheduled place or time, the commission clerk shall call the scheduled meeting to order exclusively for the purpose of adjourning to another time or location and shall ensure the posting of a notice of adjournment as described elsewhere in these bylaws.

- (i) Public comment. When the public is invited to comment pursuant to the provisions of law or these bylaws, the commission clerk shall assemble a list of speakers.
- (j) Roll-call votes. When a vote by roll call is required pursuant to the rules of order, the commission clerk shall call the roll, announce the result to the presiding officer, and record the votes so cast. The presiding officer shall announce the decision of the commission on any motion.
- (k) Parliamentarian. When questions of order arise, the presiding officer may consult the commission clerk on the commission’s rules of order and established parliamentary authority.
- (l) Other duties of the clerk. The commission clerk shall perform other duties consistent with the responsibilities of a municipal clerk, as may be required from time to time.
- (m) Delegation of duties. The duties of the commission clerk may be performed on a temporary basis by a deputy commission clerk or suitable delegate, as circumstances require.
- (n) **Affixing digital signatures of commissioners. Adopted regular and special meeting actions in the form of resolutions and proclamations of the commission requiring signature of commissioners shall be signed within six business days of adoption. The commission clerk is authorized to affix digital signatures of commissioners if signatures are not obtained by the sixth business-day, excepting from time to time those actions that require signing in a more expeditious manner.**

(Res. 3778, 2020; Res. 3742, 2017)

Article IV – Meetings

1. Public meetings.

- (a) All meetings of a quorum of port commissioners shall be open to the public as required by law and these bylaws; provided deliberations may be closed to the public pursuant to the exemptions provided for explicitly in state law and in accordance with the procedures required by statute and these bylaws.
- (b) Record of proceedings. A record of all actions of the port commission taken during its public meetings shall be kept by the commission clerk and shall be made available to the public in the form of minutes approved by the port commission. When the commission has approved the minutes of a meeting, the minutes so approved shall represent the sole, final, and considered determination of the commission as to the actions contained therein, superseding all statements made by commissioners at the meeting. Unless prevented by extenuating circumstances, regular meetings shall, and special meetings may, be recorded electronically.

(Res. 3742, 2017)

2. Quorum. A majority of the persons holding the office of port commissioner at any time shall constitute a quorum of the port commission for the transaction of business. No business of the port commission shall be transacted unless there are in office at least a majority of the full number of commissioners fixed by law. No action defined by statute as the transaction of the official business of a public agency shall occur in the absence of a quorum. In the absence of a quorum, individual commissioners may participate in informational presentations. Such presentations are not deliberations of the Port of Seattle Commission, and comments made by individual commissioners in the absence of a quorum are advisory only and are not binding as decisions of the port commission. In the event a public meeting is interrupted by the loss of a quorum of commissioners, the presiding officer shall announce that the commission meeting has been adjourned or recessed due to the absence of a quorum before continuing with further informational presentations.

(Res. 3778, 2020; Res. 3742, 2017)

3. Absences.

- (a) The failure of a port commissioner to attend port commission meetings for a period of 60 days, unless excused by the commission, shall constitute a vacancy in office as described in RCW 53.12.140. If a port commissioner is absent from port commission meetings in order to attend to other port business, such absences shall be deemed excused. Absences shall be noted in the meeting minutes as either “excused” or “absent.”

- (b) Remote participation. Commissioners shall attend public meetings of the Port of Seattle Commission in person unless prevented from doing so by extenuating circumstances. Commissioners who are unable to attend in person may participate in meeting deliberations electronically or by telephone, provided the commissioner can interact in the deliberations and can be heard by the other commissioners and others attending the meeting. Commissioners participating in a meeting remotely shall be counted for purposes of establishing a quorum and shall vote on all matters put for a decision during the meeting. ~~[AT LEAST ONE COMMISSIONER SHALL BE PHYSICALLY PRESENT TO PRESIDE OVER A PUBLIC MEETING WHEN OTHER COMMISSIONERS ARE PARTICIPATING ELECTRONICALLY OR BY TELEPHONE, EXCEPT IN CASES OF SPECIAL MEETINGS CALLED TO DEAL WITH AN EMERGENCY INVOLVING INJURY OR DAMAGE TO PERSONS OR PROPERTY OR THE LIKELIHOOD OF SUCH INJURY OR DAMAGE, AS DESCRIBED IN RCW 42.30.080.]~~

(Res. 3742, 2017)

4. Regular meetings.

- (a) Date, place, and time. Regular meetings of the Port of Seattle Commission shall be held on the second and fourth Tuesdays of every month except August, November, and December. In August, November, and December, regular meetings shall be held on the second and third Tuesdays. The meeting on the second Tuesday of the month shall be

held at port headquarters at Pier 69, 2711 Alaskan Way, Seattle, Washington. Regular meetings on the fourth Tuesday of the month shall be held at the conference center at Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle, Washington. The meeting held on the third Tuesdays of August, November, and December shall be held at the conference center at Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle, Washington. Regular public meetings shall be convened at 12:00 noon. When an executive session is to be held, the regular meeting may convene at 10:30 a.m. and shall immediately recess to an executive session that shall be closed to the public, after which the public session shall reconvene at 12:00 noon. When a regular meeting falls on a holiday, **the regular meeting shall be cancelled [SUCH REGULAR MEETING] and a special meeting** shall be rescheduled as soon as possible thereafter. Regular public meetings held pursuant to the schedule described in this section shall not require additional publication of notice; however, notice similar to that provided for special meetings may be provided for regular meetings.

- (b) Cancellation. Regular or special meetings may be cancelled by authorization of the president or by written request of a majority of the membership of the commission. Such a request shall be provided to the president and the commission clerk at least 25 hours in advance of the scheduled convening time of the meeting to be cancelled. The commission clerk shall issue notice of such cancellations no later than 24 hours in advance of the scheduled convening time pursuant to the same procedures required for notice of special meetings. Meetings requiring cancellation less than 24 hours in advance of the scheduled convening time due to extenuating circumstances shall be convened at the scheduled time and immediately adjourned as otherwise provided for in this section.

(Res. 3778, 2020; Res. 3742, 2017)

5. Order of business for regular meetings.

- (a) The order of *business* for regular meetings shall be as follows, subject to the conditions specified in this section:

- Call to Order
- Executive Session
- Approval of the Agenda
- Special Orders of the Day
- Executive Director's Report
- Committee Reports
- Public Comment
- Consent Agenda
 - Items Removed from the Consent Agenda
- Unfinished Business
- New Business
- Presentations and Staff Reports
- Questions on Referral to Committee and Closing Comments
- Adjournment

- (b) Call to order. At the time specified by notice or these bylaws, the presiding officer shall call the meeting to order, announce the date, location, and convening time, and announce the presence of those commissioners constituting a quorum. When using the regular order of business, upon establishing a quorum, the presiding officer shall announce any absences and shall lead the commissioners and public assembled in reciting the Pledge of Allegiance to the Flag before continuing with other public business.
- (c) Executive session. An executive session closed to the public may be held as described elsewhere in these bylaws for the purposes permitted by state law. When an executive session is held prior to transacting public business pursuant to the procedures in these bylaws, the commission shall reconvene in public session and may again recess into executive session as provided for by law.
- (d) Approval of the agenda. Following convening of the public session of a meeting using the regular order of business, the presiding officer shall call for approval of the agenda by putting the question for the revision of the proposed agenda. If any commissioner objects to the day's agenda, the commissioner shall offer an amendment to add to, remove from, or reorder items on the preliminary agenda. If there are no amendments offered for the day's agenda, the proposed agenda shall be deemed approved without objection. Any commissioner present at the time of approval of the agenda may remove an item from the consent agenda for separate consideration and vote. Removal of an item from the consent agenda shall not require a vote unless the proposal is to remove the item from the day's agenda altogether. Any other amendments to the agenda shall be decided in the order moved, shall require a second to be considered, and shall be decided by a vote of a majority of the membership. The approved agenda, including any successful amendments, shall constitute the specific order of the day. Upon approval of the agenda, the proposed motions on it shall be considered filed with the commission clerk and, in the possession of the commission, and these shall not be withdrawn or amended prior to adoption except by the required vote. Further changes to the approved agenda may be made later in the meeting and shall require a two-thirds vote. Final actions shall not be added to the agendas of special meetings at the time of approval of the agenda.
- (e) Special Orders of the Day. Items that are ceremonial, or otherwise special in nature. Examples of Specials Orders of the Day include but are not limited to: presentation of proclamations; appointment of officers; appointment of committee members; swearing in of newly elected commissioners; stakeholder engagement sessions; policy roundtables; or any actions the commission chooses to take up at a special time on its agenda.
- (f) Executive director's report. The executive director may make a brief report and announcements to the commission on matters relevant to commission deliberations prior to consideration of the orders of the day.

- (g) Committee Reports. The Commission Policy Manager, or designee, may provide committee updates, reports, and recommendations at this time. Members of the commission may also provide reports of their participation on regional committees at this time, as the need arises.
- (h) Public comment. The commission may accept public comment at a regular or special meeting and shall accept public testimony during public hearings and at other times as required by law. Submission of written comment to the commission shall be encouraged.
- (i) Consent Agenda. Items on the consent agenda shall include routine matters and actions considered by the president to have consensus of all commissioners, including approval of the minutes. Resolutions may be included on the consent agenda for final adoption if they are routine and considered by the president to have consensus of all commissioners, have already been introduced on a prior day, and do not require a public hearing or amendment. Items on the consent agenda shall not be subject to discussion or debate and shall be decided by a single vote. Any commissioner present at the time of consideration of approval of the agenda may request removal of an item from the consent agenda for separate consideration and vote. Items removed from the consent agenda shall be taken up immediately after passage of the consent agenda. The minutes of each meeting will detail items removed from the consent agenda under the separate subheading “Items Removed from the Consent Agenda” to show clearly where the items were discussed and the disposition of those items.
- (j) Unfinished Business. Items postponed to a time certain or tabled from a current or previous meeting.
- (k) New Business. Consists of subjects which have not previously been considered by the commission and which may require discussion and action. Introduction of commission resolutions and public hearings may also appear under this order of business.
- (l) Presentations and staff reports. Presentations and staff reports that are informational in nature or not requiring immediate final action.
- (o) Questions on referral to committee and closing comments. Matters referred to committees for recommendation in advance of public consideration by the commission may be discharged from committee pursuant to the provisions of Article V.
- (n) Adjournment. Provided there is no further scheduled business to transact, the commission shall adjourn without the need for a motion.

(Res. 3778, 2020; Res. 3742, 2017)

6. Special meetings.

- (a) Any meeting held at a time or location other than as described for a regular meeting pursuant to these bylaws constitutes a special meeting of the Port of Seattle Commission. Special meetings may be called at any time by the president or a majority of the membership of port commissioners, provided notice is issued by the commission clerk in the manner prescribed by law not later than 24 hours in advance of the convening time of a special meeting. The date, time, and location for convening such meetings shall be described in the notice for the special meeting as required pursuant to Chapter 42.30 RCW. The call for a special meeting shall include a description of the business to be transacted during the special meeting and final action shall not be taken on any other matter at such meeting. A special meeting may follow the order of business prescribed for a regular meeting.
- (b) Waiver of notice. Written notice issued at least 24 hours in advance of convening a special meeting shall not be required when a special meeting is called to deal with an emergency involving injury or damage to persons or property, or the likelihood of such injury or damage, as described in RCW 42.30.080. The requirement to issue written notice at least 24 hours in advance of convening a special meeting may be dispensed with in the case of any commissioner who files with the commission clerk a written waiver of notice prior to the convening of such meeting. Such written notice may also be dispensed with as to any commissioner who is actually present at the time of convening the special meeting. The written waiver of notice shall include the commissioner's signature or similar authentication and shall state the date, time, location, and description of the business to be transacted at the special meeting. The commission clerk shall provide forms for executing notice waivers.
- (c) Notice waiver not submitted. Special meetings called with less than 24 hours' written notice shall comply with all requirements of law and these bylaws. Special meetings called to deal with an emergency involving injury or damage to persons or property, or the likelihood of such injury or damage, as described in RCW 42.30.080 do not require 24 hours' written notice. When any other special meeting is called with less than 24 hours' notice, written notice shall be posted as far ahead of convening the meeting as practicable. In such a case, if any commissioner has not filed a written waiver of notice as prescribed in this section, and such commissioner is not present when the special meeting convenes, the special meeting shall immediately adjourn to a time that is at least 24 hours after the actual time of posting the written notice for the meeting. The procedures for adjourning a special meeting are described further in Section 7 below.
- (d) Special meetings called by a quorum of commissioners. When a majority of the membership of the commission calls a special meeting, the commissioners calling the meeting shall notify the president and commission clerk in writing of their intention to convene the special meeting. The written request shall indicate the place and time for convening the special meeting and a description of the business to be transacted. This information shall be included in the notice for the special meeting pursuant to the notice

requirements of law and these bylaws. Final action shall not be taken on any other matter at such meeting. Such a written notification to call a special meeting by a majority of the membership of the commission shall be delivered to the commission clerk at least three business days prior to the convening date of such a special meeting. No special meeting called pursuant to the procedures in these bylaws shall commence earlier than 24 hours after the time of posting of the required meeting notice.

- (e) Special meetings; community engagement. At least twice every year, the commission shall hold special meetings for the purpose of engaging the public in the consideration of matters relevant to the work of the Port of Seattle. The meeting locations, times, and agendas shall be appropriate to the intended participants and shall comply with applicable law and these bylaws.

(Res. 3742, 2017)

- 7. Adjournment or continuation of a public meeting. Regular and special meetings may be adjourned or continued pursuant to the notice requirements of Chapter 42.30 RCW. When a meeting is so adjourned and provided members of the public are present at the time of the adjournment or continuation, the presiding officer or the commission clerk shall announce the place and time to which the meeting is to be adjourned or continued. An order of adjournment shall be posted on or near the door of the room where the meeting was adjourned or continued immediately following the announcement of adjournment or continuation. If no members of the public are present at the time the meeting is adjourned or continued, the announcement may be dispensed with and a copy of the order shall be posted as described here. *(Res. 3742, 2017)*

8. Executive sessions.

- (a) Executive sessions shall be closed to the public pursuant to the limitations imposed by state law, including but not limited to the Open Public Meetings Act, Chapter 42.30 RCW. No final actions shall be taken during an executive session. Executive sessions may be held only during a regular or special meeting of the port commission and may be held at any time following convening of the public meeting in accordance with the procedures required by statute and described in these bylaws.

- ~~(b) [RECORDING OF EXECUTIVE SESSIONS. EXECUTIVE SESSIONS SHALL BE RECORDED ELECTRONICALLY, AND THE GENERAL COUNSEL SHALL BE THE RECORD HOLDER OF THE ORIGINAL RECORDINGS. EXECUTIVE SESSIONS HELD FOR THE PURPOSE OF DISCUSSING EVALUATION OF QUALIFICATIONS FOR PUBLIC EMPLOYMENT OR REVIEW OF THE PERFORMANCE OF A PUBLIC EMPLOYEE AS DESCRIBED IN RCW 42.30.110(1)(G) SHALL BE EXEMPT FROM THE RECORDING REQUIREMENTS OF THIS SECTION. EXECUTIVE SESSIONS HELD TO DISCUSS OTHER MATTERS AUTHORIZED BY RCW 42.30.110 MAY BE MADE EXEMPT FROM RECORDING BY A MOTION DECIDED IN PUBLIC SESSION PRIOR TO CONVENING THE EXECUTIVE SESSION. THE EXTENT TO WHICH THE EXECUTIVE SESSION OR PARTS THEREOF SHALL BE EXEMPT FROM RECORDING SHALL BE STATED IN THE MOTION TO EXEMPT FROM RECORDING. OUTSIDE COUNSEL ANNUALLY SHALL MONITOR~~

~~THE COMMISSION'S COMPLIANCE WITH CHAPTER 42.30 RCW – THE OPEN PUBLIC MEETINGS ACT – AND OTHER LAWS BY REVIEWING RECORDINGS OF COMMISSION EXECUTIVE SESSIONS ON A REPRESENTATIVE SAMPLING BASIS.]~~

- (c) Recessing to executive session; public present. The following procedure shall apply when an executive session is conducted prior to transacting other business of a regular or special meeting and when the public is present in the scheduled location of the public meeting. A quorum of port commissioners shall assemble at the location of the executive session. Once the required quorum is present and the published time for convening the regular or special meeting has arrived, the presiding officer and the commission clerk shall meet in the scheduled location of the public meeting and the presiding officer shall call the meeting to order. If the required quorum of commissioners is present at the location of the executive session but not present in the location of the public meeting, the presider shall announce that such a quorum is present. The presiding officer shall announce the number of topics to be discussed in executive session and identify them sufficiently to establish their legal exemption from public deliberation. The announcement shall provide an estimate of the time at which the public session will reconvene, and the public meeting will then immediately stand in recess. The time announced for reconvening the special or regular meeting shall not be earlier than the time otherwise published for commencement of the public session of such a regular or special meeting in accordance with the notice requirements of Chapter 42.30 RCW.
- (d) Recessing to executive session; public not present. The following procedure shall apply when an executive session is conducted prior to transacting other business of a regular or special meeting and when the public is not present in the scheduled location of the public meeting. A quorum of port commissioners shall assemble at the location of the executive session. Once the required quorum is present and the published time for convening the regular or special meeting has arrived, the commission clerk shall notify the presiding officer that there are no members of the public assembled in the scheduled location of the public meeting, and the announcement procedures of subsection (c) above may be dispensed with. Under these circumstances, a notice listing the matters to be discussed in executive session and noting the applicable legal exemptions from public deliberation shall be posted on or near the door of the scheduled location of the public meeting. This notice shall include the time previously published for reconvening of the public session of the regular or special meeting as required under Chapter 42.30 RCW.
- (e) Extension of executive session. The following procedure shall apply when an executive session is conducted prior to transacting other public business of a regular or special meeting and the length of the executive session requires extension by more than five minutes. The presiding officer shall return to the public meeting room and announce, or may designate the commission clerk to announce, the extension of the executive session pursuant to the requirements of Chapter 42.30 RCW. The announcement of extension shall include a revised time for reconvening the public session, and a quorum of commissioners shall not reconvene the public session at a time earlier than announced. The announcement of extension shall be made both within the meeting room and in any common area immediately adjacent to the meeting room where participants may be

waiting.

(Res. 3778, 2020; Res. 3742, 2017)

9. Study Sessions. Study sessions are held for the purpose of close consideration and informal discussion of any matter by commissioners. Study sessions are considered special meetings of the commission, unless otherwise regularly scheduled. These meetings are open to the public pursuant to law and these bylaws. Study sessions may be held with or without electronic recording or invitation of public comment, as appropriate to the subject matter. No final actions shall be taken at a meeting described as a study session in its published notice under Chapter 42.30 RCW. (Res. 3778, 2020)

10. Public Hearings.

(a) Public hearings are defined by law and are characterized by an obligation to allow the public to testify on matters that may be legislative or quasi-judicial in nature. Public hearings shall be held when required by law and when required shall be held as part of a regular or special public meeting and shall be included on the meeting agenda.

(b) At the commission’s discretion, special opportunities for public comment may be provided, even when a public hearing is not legally required. Such engagement to obtain public comment may be described on a meeting agenda as a “public hearing.”

(c) The order for conducting any public hearing on matters requiring final action shall be as follows:

The matter to be considered shall be read into the record.

There may be a staff presentation on the matter and questions of staff by commissioners. The presiding officer shall open the public hearing.

After receipt of testimony, the presiding officer shall close the public hearing.

The presiding officer shall entertain a motion and second for consideration of the matter.

Following a motion to take action, there may be debate by commissioners.

Once debate has concluded, the commission shall proceed to the vote on final action.

(11) Sponsorship of regular meeting orders, resolutions, policy directives, and proclamations.

(a) A commissioner wishing to sponsor an order, resolution, or policy directive before the commission for action shall submit a request for sponsorship to the commission clerk prior to official publication of a regular meeting agenda, and no less than five business days prior to the meeting. The clerk shall ensure that sponsors’ names are reflected on finalized records kept for historic preservation.

(b) Sponsorship of an agenda memo is not permitted, as commission memos are generated by the executive director to the commission and are authorizations of the commission, not commission directives.

(c) A second commissioner may join a first commissioner in sponsorship of an item if they submit this request for joining sponsorship to the commission clerk prior to the publication of a regular meeting agenda, and no less than five business days prior to the meeting. If more than one commissioner timely submits such a request, the first in time shall join in the sponsorship of the item. After the five business days prior to the meeting deadline, a commissioner may request their name be added to the sponsorship of a commission order, resolution, or policy directive at the time of the meeting. However, a quorum or more of commissioners may not join in sponsorship of any item until such time as the main motion to approve the item is on the floor and before the commission for action.

(d) Proclamations of the commission. As noted in Article VI, Section (7), proclamations are ceremonial, in observance of, and commemorative in nature only. Proclamations are not intended to provide commission policy directives. Proclamations may also be sponsored by individual commissioners, as outlined here in this section; however, by their nature, proclamations are a statement of the entire body.

(Res. 3778, 2020)

Article V – Committees

(1) The commission may establish standing or special committees at any time to aid in the transaction of its business. The composition and leadership of committees shall be determined as provided elsewhere in this article. To ensure compliance with Chapter 42.30 RCW and other applicable law related to open public meetings, committees shall include not more than two commissioners and the presence of both commissioners shall be required to establish a quorum for the purpose of conducting the committee’s business. Additional committee members may be appointed from among port staff, public stakeholders, or subject matter experts, as appropriate to the committee’s scope. Non-commissioners on a committee shall not be counted for purposes of establishing a quorum and shall not vote on any question put to the committee. **An alternate commissioner may be identified as needed to attend meetings during times of absence of regular committee members.** *(Res. 3778, 2020; Res. 3742, 2017)*

(2) Charter required. Every committee of the port commission shall be established by adoption of a charter informed by the commission’s strategic priorities and workplans and which shall include the following information:

- (a) The name of the committee;
- (b) The extent to which meetings of the committee shall be open to the public;
- (c) A schedule of regular committee meetings, if applicable;
- (d) The scope of work;
- (e) The extent to which the committee is legally authorized to act on behalf of the commission;

- (f) Whether the committee is authorized to hold public hearings or other public engagement activities;
- (g) The duration of the committee’s work; and
- (h) Specific outcomes or recommendations expected of the committee in the conduct of its business.

(Res. 3778, 2020; Res. 3742, 2017)

(3) Committee membership. As noted elsewhere in these bylaws, commissioners shall serve on or chair standing or special committees of the port commission and on external boards and commissions. Committee and external board and commission assignments shall be completed by the end of January each year. When there is not consensus among commissioners, the president shall make the appointment. Assignments to committees of the port commission and external boards and commissions may change during the year, and the commission clerk shall maintain an updated list, noting the dates and the nature of any revisions. Changes to such assignments shall be made only after consulting the commissioners affected, and the president shall provide the commission clerk with written notice of any changes. It is important the commission recognizes the need to rotate participation on its committees among members. This aides in maintaining diversity in committees and in providing succession and learning opportunities. As such, commissioners shall not serve more than two consecutive years on the same standing or special committee without at least one year between the next term of service. This lapse in term of service may be waived by majority vote of the commission. *(Res. 3778, 2020; Res. 3742, 2017)*

(4) Standing committees. The charter for a standing committee shall be adopted by resolution, and adoption of such resolution shall add the committee to the list of standing committees included in these bylaws. The standing committees of the Port of Seattle Commission are the following:

- (a) Audit Committee
- (b) Aviation Committee
- ~~(c) [ENERGY AND SUSTAINABILITY COMMITTEE]~~
- (c) Equity and Workforce Development Committee
- (d) Governance Committee
- (e) Portwide Arts and Culture Board
- (f) Sustainability, Environment, and Climate Committee
- (g) Waterfront and Industrial Lands Committee

(Res. 3778, 2020; Res. 3742, 2017)

(5) Special committees. Special committees are those committees established at any time by the commission that have a limited purview and limited duration. The charter of a special committee shall be adopted by a commission order and shall include the same kind of

information prescribed for other committee charters under these bylaws. A special committee legally empowered to act on behalf of the commission, conduct hearings, or take testimony or public comment shall conduct its business in meetings duly noticed and open to the public. *(Res. 3778, 2020; Res. 3742, 2017)*

- (6) Referral to committee. Topics that involve establishment or revision of policy directives or governance structures shall be referred to a committee of appropriate purview for recommendations on action by the commission. Other matters may be referred to appropriate committees at the discretion of the commission by public action. If there is no standing or special committee of appropriate purview constituted for the policy matter, one shall be constituted by a charter adopted pursuant to the requirements of these bylaws. Such committee referral shall be made by the president or may be ordered by the commission by public action. Notwithstanding the timeline set in the committee’s charter for consideration and recommendation to the commission, the commission may, by a vote of a majority of its membership, discharge a committee from further consideration of any matter. The motion to so discharge shall refer the matter to a different committee or place it on the agenda for commission consideration. *(Res. 3778, 2020; Res. 3742, 2017)*
- (7) Attendance at committees by additional commissioners. When more than two commissioners plan to attend a meeting of a standing or special committee, the additional commissioner(s) planning to attend shall notify the commission clerk in writing of their intention to attend the meeting. Notice to the commission clerk shall be provided at least three business days in advance of the date set for convening the meeting. If a quorum of commissioners will be present at a committee meeting, the commission clerk shall provide public notice of the meeting as both a committee meeting and a commission meeting with the agenda limited to the committee’s business. No final action of the Port of Seattle Commission shall be taken at such a committee meeting. *(Res. 3778, 2020; Res. 3742, 2017)*
- (8) Record of committee proceedings and recommendations. Standing and special committees shall keep records of actions taken and assigned during their deliberations and of final recommendations made to the commission. These records shall be prepared by the committee’s staff coordinator [~~AND SHALL BE AUTHENTICATED BY THE SIGNATURE OF THE COMMITTEE CHAIR~~]. The commission clerk shall be the record holder for these records and shall make them available for public review. Final recommendations of standing or special committees shall be placed on the agenda of a commission public meeting as soon as practicable and may be discussed by the commission in public session. The charter of a standing committee may require it to electronically record its deliberations. *(Res. 3778, 2020; Res. 3742, 2017)*
- (9) Workplans and year-end reports.
 - (a) Standing committees shall adopt annual workplans that list the activities or specific, measurable tasks by which the committee will implement its charter. Annual workplans shall be presented to the commission in public session, prior to their adoption by a standing committee, as close to the beginning of the calendar year as practicable. A year-end report of standing committees shall be made to the commission detailing committee

recommendations to the Commission and work products produced.

- (b) Special committees shall adopt workplans as described above, adopted by the port commission, to execute the scope of the special committee. Because special committees have limited purview and duration, the scope defined in the committee’s charter may be deemed sufficient so long as it includes objectives and strategies for carrying out the scope of work.

(Res. 3778, 2020)

Article VI – Rules of Order

- (1) Parliamentary authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the commission in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the commission may adopt. *(Res. 3742, 2017)*

- (2) Voting.

- (a) It shall be the responsibility of each commissioner to vote on all questions put for action. Commissioners shall recuse themselves when appropriate because of a conflict of interest. Commissioners shall announce their reasons for recusing themselves from consideration of a matter pursuant to the requirements of these bylaws. Commissioners who do not cast a yes or no vote because of a conflict or potential conflict of interest shall be subject to rules pertaining to recusal described in Article II, Section 5.

- (b) Motion required. The commission shall transact its business only by motion made by any commissioner during a public meeting, including the presiding officer. Motions shall be decided by the vote prescribed by law or these bylaws. The decision of the commission shall be announced by the presiding officer. Only actions in the form of a motion adopted by the required vote shall be binding decisions of the port commission. Nonprocedural motions shall be submitted in writing for consideration by the commission. Motions of this kind shall include action requests submitted in a commission agenda memorandum that are attached to an approved agenda; commission orders as described in Section 6 of this article; ceremonial proclamations as described in Section ~~6~~ 7 of this article; and amendments to main questions documented on forms provided for that purpose.

- (c) Motions to be seconded. Motions shall require a second to be considered, unless exempt from the need for a second by the adopted parliamentary authority or the provisions of these bylaws.

- (d) Motions postponed. Main motions and any associated subsidiary motions may be postponed to a time certain, postponed indefinitely, or may be tabled. Items laid on the table may be taken from the table during the same session or shall be listed as new business, or unfinished business as appropriate, at the next regular meeting.

- (e) Majority vote. In all cases where a majority vote is required for passage of any question, it shall require an affirmative vote of a majority of the commission's membership to pass.
- (f) Voting procedure. A vote by voice shall be sufficient for the passage of any matter, provided any commissioner may call for a vote by roll call as described in Article III, Section 8. Votes shall be indicated by "~~YEA~~ **aye**" for approval or "nay" for objection.
- (g) Unanimous consent. The commission may act by unanimous consent when it is the presiding officer's opinion that there is consensus among commissioners. In such cases "~~YEAS~~ **ayes**" and "nays" need not be called for, provided the presider calls for objections and no objections are voiced. Actions taken by unanimous consent are decisions of the commission. The outcome of an action taken by unanimous consent shall be announced by the presider and shall be recorded in the minutes as taken "without objection." A single objection to action by unanimous consent shall put the question to a voice vote, or, if requested by any commissioner, a roll-call vote.

(Res. 3778, 2020; Res. 3742, 2017)

- (3) Excusing absences. Those commissioners announced by the presider as excused shall be deemed excused by unanimous consent of the commissioners present provided there is no objection. Upon receipt of an objection to a commissioner's status as excused or absent, the presider may correct his or her previous announcement. The commission shall decide the attendance status if clarification is required. The question shall be for approval to record the subject commissioner as excused. *(Res. 3778, 2020; Res. 3742, 2017)*
- (4) Amendment of questions. Once a motion has been made and seconded, or a requested action filed by its inclusion on an approved agenda, it shall be modified prior to adoption only by amendment. Any commissioner, including the presiding officer, may offer an amendment to a question that is subject to amendment. Amendments shall follow the parliamentary process for amendments as established by Roberts Rules of Order Newly Revised. Amendments shall be filed with the commission clerk at least 24 hours prior to the convening of a public meeting during which they will be offered for consideration in order to be considered timely filed. Amendments from the floor shall be written on forms provided at the time of the meeting in order to establish specificity of the amendment, as provided for in Article VI(2)(b). *(Res. 3778, 2020; Res. 3742, 2017)*
- (5) Resolutions.
 - (a) The port commission shall act by resolution for actions that are required by law to be in resolution form; that repeal or amend actions previously taken by resolution; that establish or revise policy directives or governance structures; or that are actions of a legislative character, as defined by law and below.

(b) Form of resolutions. Resolutions shall be consecutively numbered and shall include the following components:

- (i) A title representative of the resolution’s intent with reference to all prior resolutions on the same subject amended or repealed;
- (ii) A preamble of recitals (“whereas” clauses) stating the rationale for the action to be taken;
- (iii) A decision (“resolved”) clause similar to the enactment clause of a city ordinance, organized into sections as needed and asserting the proposed action; and
- (iv) A section indicating the date of public adoption with places to affix signatures and the impression of the port seal.

The commission clerk shall maintain a form for drafting of resolutions as approved for use by legal counsel.

(c) Matters of a legislative character. For the purposes of this section, “actions of a legislative character” shall include ~~{INTERAGENCY}~~ **interlocal** agreements requiring the corresponding governmental entity to adopt the ~~{INTERAGENCY}~~ **interlocal** agreement by ordinance or take similar legislative action.

(d) A resolution shall be introduced and adopted by separate votes on the introduction of the resolution and the adoption of the resolution. No resolution shall be adopted on the same day upon which it is introduced, except by unanimous consent of all commissioners as described in these bylaws. Once a motion for introduction of a resolution has been made or a resolution has been filed by its inclusion on an approved agenda, it shall be modified prior to adoption only by amendment. Commissioners may give their consent to adopt a resolution on the same day it is introduced in person at the meeting during which final passage of the resolution is sought or, in the case of commissioners absent from such meeting, by advance written consent. Written consent for a vote on adoption of a resolution at the same meeting as its introduction shall include the resolution number or series of numbers, a brief description of the resolution(s), the date of the meeting for which such consent is given, and the name and signature or similar authentication of the commissioner giving consent. Such written consent shall be included in the record of the meeting.

(e) The commission clerk shall provide a form for consent to adoption of a resolution on the same day it is introduced.

(f) The commission clerk shall maintain records of adopted resolutions as described in these bylaws.

(Res. 3778, 2020; Res. 3742, 2017)

- (6) Commission Orders. The commission may adopt formal, written motions known as “commission orders.” Commission orders may address subjects of limited applicability or duration and shall not be used to adopt policy or governance direction of indefinite duration. Commission orders shall be used to adopt special committee charters as described in Article V. The commission clerk shall keep a record of adopted commission orders of the Port of Seattle, which shall be sequentially numbered; shall include a brief title and text of the order; may include a statement in support of the order; and shall be indexed and made available for public review. (Res. 3778, 2020; Res. 3742, 2017)
- (7) Proclamations. The commission may take actions of ~~[A-CEREMONIAL]~~ ceremony (to persons given to ceremony or to acts attended by ceremony), observance, and commemorative in nature by proclamation. Adopted proclamations shall be signed by the commission ~~[PRESIDENT]~~ and shall have the port seal affixed. (Res. 3742, 2017)
- (8) Limitation on debate. As a board of less than twelve members, the Port of Seattle Commission President, or designated presiding officer, may allow any commissioner to speak multiple times on any subject under consideration. Before a commissioner speaks twice on the same subject, the other commissioners shall have an opportunity to speak on that subject in turn. It is the role of the president, or designated presiding officer, to promote efficient operation of commission meetings. The presiding officer shall preserve order and decorum and in the interest of efficiency may impose time limits for testimony and comment given by the public and members of the commission. Time limits enacted by the President, or designated presiding officer, must be stated at the beginning of discussion on any motion or briefing before the Commission. Time limitations enacted later in a discussion on a motion or briefing before the Commission shall require a majority vote of the Commission. The presiding officer’s ruling on limitations for debate may be appealed according to Roberts Rules of Order Newly Revised. ~~[A MOTION TO LIMIT DEBATE MAY BE MADE. THE MOTION SHALL STIPULATE THE AMOUNT OF TIME TO WHICH COMMISSIONER COMMENT WILL BE LIMITED AND REQUIRES A TWO-THIRDS VOTE FOR PASSAGE.]~~ (Res. 3742, 2017)
- (9) Order and decorum. The presiding officer shall be responsible for maintaining order and decorum during public meetings. Commissioners shall address motions and procedural inquiries to the presiding officer and may address staff and guest presenters directly during consideration of any matter, provided they have been recognized by the presiding officer. All persons speaking during consideration of any matter, including commissioners, staff, and members of the public, shall limit remarks to the matter at hand and shall refrain from reference to personal traits, insults, inflammatory language, threats, abusive or harassing behavior including but not limited to obscene language and gestures, and other nongermane comments and actions. During a public meeting or hearing, commissioners shall refrain from engaging in dialog with speakers offering public comment but may request further information or consultation from the presiding officer or appropriate staff representative on a topic raised during comment. (Res. 3778, 2020; Res. 3742, 2017)

(10) Rules governing public comment.

(a) Persons wishing to address the commission shall sign up to provide spoken public comment on lists provided by the commission clerk and shall identify the specific agenda item or subject to be addressed. Public comment at commission meetings is limited to matters on the commission agenda and to the conduct of port business. Recorded spoken public comment and the identity of speakers shall be public records subject to the disclosure requirements of Chapter 42.56 RCW. The names of speakers shall be recorded in the minutes of the public meeting.

(b) Written public comment related to spoken public comment presented at the time of a commission meeting shall be attached to the approved minutes of the meeting. Written public comment submitted for a commission meeting, in lieu of spoken public comment, shall also be attached to the approved minutes of the meeting and shall be summarized by the commission clerk at the time of the meeting. Written public comment shall be public records subject to the disclosure requirements of Chapter 42.56 RCW. Written public comment shall identify the commentor's name and the agenda item or other subject related to the conduct of port business to be addressed, and shall follow the same rules as spoken comment provided for in the relevant provisions of subsection (f) of this section. Written public comment not in compliance with these provisions shall not be included as a part of the meeting record.

(c) The time allotted for public spoken comment shall be limited to a total of 45 minutes, unless extended at the commission's discretion. Each speaker shall be limited to two minutes unless extended by the presiding officer.

(d) Public spoken comment shall be heard only during the time designated for public comment on the day's agenda.

(e) Persons providing public spoken comment shall approach the podium or testimony table when recognized by the presiding officer and shall use the microphone provided. Each speaker shall repeat their name for the record, and shall identify the agenda item or other subject related to the conduct of port business to be addressed. An initial failure to repeat a speakers name or identify the subject of public comment will not be considered a disruption under subsection (f) if the speaker immediately does so when reminded by the presiding officer. Public comment at commission meetings is an opportunity for members of the public to address the commission and not a dialogue between the commission and the public.

(f) Individuals attending a commission meeting, including those providing spoken public comment, must not engage in speech or conduct that disrupts, disturbs or

otherwise impedes the orderly conduct of any meeting. Disruptions include, but are not limited to, violations of the following standards:

- (1) Individuals may speak out only if they have been recognized by the presiding officer for spoken public comment.
- (2) Individuals may not hold or place a banner or sign in the meeting room in a way that endangers others or obstructs the free flow of people or the view of others at the meeting.
- (3) Individuals may not intentionally disrupt, disturb or otherwise impede attendance or participation at a meeting.
- (4) Individuals must follow the direction of the presiding officer or security personnel.
- (5) Public comment must be related to agenda items or the conduct of port business.
- (6) Public comment must be made to the commission as a body and not to any individual member except as related to action taken by that member in the member's commission capacity.
- (7) Spoken public comment must be completed within the allotted time.
- (8) An individual's spoken public comment period may not be used for purposeful delay, including remaining silent or engaging in other activity without conveying a discernible message.
- (9) Public comment for the purpose of assisting a campaign for election of any person to any office or for the promotion of or opposition to any ballot proposition is not allowed except when addressing action being considered or taken by the port on a ballot proposition.
- (10) Spoken public comment cannot be directed to the audience.
- (11) Individuals, including those providing spoken public comment, must not engage in abusive or harassing behavior including, but not limited to, derogatory remarks based on age, race, color, national origin/ancestry, religion, disability, pregnancy, sex/gender, sexual orientation, transgender status, marital status or any other category protected by law; the use of obscene or profane language and gestures; assaults or other threatening behavior; and sexual misconduct or sexual harassment.
- (12) Individuals, including those providing spoken public comment, may not physically approach commissioners or staff during the meeting, provided individuals may provide written public comment before or after the meeting,

and in addition, speakers may offer written materials to the commission clerk for distribution during their testimony to commissioners.

(g) Consequences for disruptions.

(1) Warning process for disruption and loss of speaking privileges.

(i) If a meeting is disrupted, the presiding officer shall warn the individual that the disruptive conduct is out of order and that further disruption will result in the speaker's loss of speaking privileges.

(ii) A second disruption at the same meeting or within 90 days after the first disruption, will result in loss of speaking privileges. The presiding officer will, if the individual is providing public comment, direct that the speaker's microphone be turned off to end the individual's comment period, and will announce that any further disruption by the individual within the next 180 days will be grounds for exclusion from commission meetings.

(2) Exclusion from meetings.

(i) If an individual engages in a disruption within 180 days from losing speaking privileges, the individual shall lose attendance privileges for the commission meeting in which the disruption occurs and for 180 days thereafter. The presiding officer will, if the individual is providing public comment, direct that the speaker's microphone be turned off, and will direct that the individual be removed from the meeting. In addition, the presiding officer shall inform the individual that they are excluded from attendance at future commission meetings for a period of 180 days.

(ii) If, during the three years following a 180-day period of exclusion, an individual engages in another disruption, the presiding officer shall follow the process in subsection (g)(2)(i) and the individual shall lose attendance privileges for the commission meeting in which the disruption occurs and for one year thereafter.

(h) Notice of exclusion. At the commission president's direction, the commission clerk or designee shall notify an individual in writing of the specific reasons and length of the exclusion by mailing the notice to the individual's last known address, if any. The notice shall advise that if the person desires to address the commission during the period of exclusion, they may submit written comment to the commission clerk by email or by leaving them at the port reception desk, which will be provided to the commission if the comments follow the rules set forth above in subsection (b) of this section. If the individual attempts to attend a commission meeting during the period they are excluded, the commission clerk shall provide the individual with a

copy of the written notice of exclusion and the individual shall be removed from the meeting.

(i) The decision to exclude an individual from spoken public comment or meeting attendance may be overruled by a majority vote of those commission members in attendance at the meeting where the exclusion is announced or by a majority vote of the commissioners at the next regularly scheduled meeting following the exclusion.

(j) If a meeting is interrupted by a disruption, as provided in this section, that renders the orderly conduct of the meeting infeasible, the presiding officer may recess or adjourn the meeting to another location and order the room cleared. If a meeting is adjourned due to a disruption, commissioners shall leave the meeting room until the meeting is reconvened.

~~(F) DISRUPTIONS OF COMMISSION PUBLIC MEETINGS ARE PROHIBITED. DISRUPTIONS INCLUDE BUT ARE NOT LIMITED TO THE FOLLOWING:~~

- ~~(I) REFUSAL OF A SPEAKER TO LIMIT REMARKS TO TOPICS RELATED TO THE CONDUCT OF PORT BUSINESS;~~
- ~~(II) THREATS AND ABUSIVE OR HARASSING BEHAVIOR INCLUDING BUT NOT LIMITED TO OBSCENE LANGUAGE AND GESTURES;~~
- ~~(III) REFUSAL OF A SPEAKER TO COMPLY WITH THE ALLOTTED TIME SET FOR THE INDIVIDUAL SPEAKER'S PUBLIC COMMENT;~~
- ~~(IV) OUTBURSTS FROM MEMBERS OF THE PUBLIC WHO HAVE NOT BEEN RECOGNIZED BY THE PRESIDING OFFICER FOR PUBLIC COMMENT;~~
- ~~(V) DELAYING THE ORDERLY CONDUCT OR PROGRESS OF THE PUBLIC COMMENT PERIOD, INCLUDING INTERFERING WITH THE TESTIMONY OF OTHERS;~~
- ~~(VI) DIRECTING REMARKS TO THE AUDIENCE;~~
- ~~(VII) HOLDING OR PLACING OF A BANNER OR SIGN IN THE COMMISSION MEETING ROOM IN A WAY THAT ENDANGERS OTHERS OR OBSTRUCTS THE FREE FLOW OF PERSONS ATTENDING THE COMMISSION MEETING;~~
- ~~(VIII) LEAVING THE PODIUM OR TESTIMONY TABLE TO PHYSICALLY APPROACH COMMISSIONERS OR STAFF DURING ONE'S PUBLIC COMMENT, PROVIDED SPEAKERS MAY OFFER WRITTEN MATERIALS TO THE COMMISSION CLERK FOR DISTRIBUTION BEFORE, DURING, OR AFTER THEIR TESTIMONY TO COMMISSIONERS AND MAY APPROACH THE COMMISSION CLERK TO ASK QUESTIONS OR FOR DIRECTION;~~

~~(IX) ANY BEHAVIOR THAT DISRUPTS, DISTURBS, OR OTHERWISE IMPEDES ATTENDANCE AT A COMMISSION PUBLIC MEETING.~~

~~(G) WARNING FOR DISRUPTION. IF A MEETING IS DISRUPTED AS PROVIDED IN THIS SECTION, THE PRESIDING OFFICER SHALL WARN THE SPEAKER THAT THE DISRUPTIVE CONDUCT IS OUT OF ORDER AND THAT FURTHER DISRUPTION MAY RESULT IN THE SPEAKER'S LOSS OF SPEAKING PRIVILEGES OR REMOVAL FROM THE MEETING, DEPENDING ON THE SEVERITY OF THE DISRUPTION. A SECOND DISRUPTION MAY RESULT IN LOSS OF SPEAKING PRIVILEGES AND, FOLLOWING A SECOND WARNING, A THIRD DISRUPTION MAY RESULT IN EXPULSION FROM THE MEETING. THE PRESIDING OFFICER MAY USE DISCRETION IN REMOVING A SPEAKER, DEPENDING ON THE SEVERITY OF A DISRUPTION.~~

~~(H) IF A MEETING IS INTERRUPTED BY A DISRUPTION AS PROVIDED IN THIS SECTION THAT RENDERS THE ORDERLY CONDUCT OF THE MEETING INFEASIBLE, THE PRESIDING OFFICER MAY RECESS OR ADJOURN THE MEETING TO ANOTHER LOCATION AND ORDER THE ROOM CLEARED. RECESS OR ADJOURNMENT BY THE PRESIDING OFFICER TO ANOTHER LOCATION SHALL BE PURSUANT TO THE PROVISIONS OF ARTICLE IV, SECTION 7, OF THESE BYLAWS AND SHALL BE AT THE DISCRETION OF THE COMMISSION. IF A MEETING IS ADJOURNED DUE TO A DISRUPTION, COMMISSIONERS AND STAFF SHALL LEAVE THE MEETING ROOM UNTIL THE MEETING IS RECONVENED.]~~

(Res. 3778, 2020; Res. 3742, 2017)

(11) Questions for which objection requires offering of an amendment. As noted in these bylaws, the following are motions that are normally decided by unanimous consent and which require that objection be accompanied by the offering of an amendment to the main question:

(a) Approval of the agenda. The form for the question for approval of the agenda shall be put as a call for revisions to the preliminary agenda as proposed, followed by a brief pause. Objection shall take the form of an amendment to add to, remove from, or reorder items on the preliminary agenda.

(b) Excusing absences. The form for excusing absences shall be put as an announcement of those present, absent, and excused, followed by a brief pause. Objection shall take the form of an amendment to the presiding officer's announcement. If a vote is taken on whether to record a commissioner as either excused or absent, the question shall be put as a request to show the commissioner "excused."

(c) Approval of the minutes. Minutes typically shall be included on the consent agenda. When removed from the consent agenda for separate consideration, the question shall be on approval of the minutes as proposed and circulated to commissioners in advance. Objection shall take the form of the offering of an amendment to correct the record contained in the minutes as proposed. All commissioners present at the time of the vote to approve the minutes and any amendments offered to the proposed minutes shall vote on the question put, regardless of their presence or absence from the meeting for which

the subject minutes have been prepared.

(Res. 3778, 2020; Res. 3742, 2017)

(12) Questions requiring unanimous consent of all commissioners. As noted elsewhere in these bylaws, the following motions require unanimous consent of the membership, whether present or absent, and an objection has the effect of defeating the question:

(a) Motion to allow adoption of a resolution on the same day it is introduced, as described in Article VI, Section 6.

(Res. 3742, 2017)

(13) The waiver of any rule contained in these bylaws shall require either an affirmative vote of two-thirds of those voting or the vote explicitly stipulated in these bylaws, whichever is more restrictive. *(Res. 3742, 2017)*

Article VII – Amendment of Bylaws

(1) Amendment by resolution. These bylaws may be amended by the commission at any regular or special meeting by resolution duly adopted. *(Res. 3742, 2017)*

(2) Publication. The commission clerk shall revise the bylaws to reflect amendments, record a history of revisions to the bylaws, make the bylaws available for public review, and maintain an index to the content of the bylaws. *(Res. 3778, 2020; 3742, 2017)*

(3) At least once every three years, the commission shall refer the bylaws to an appropriate committee for review and recommendation for revisions. *(Res. 3778, 2020; 3742, 2017)*

APPENDIX A

Typical Forms Called for in the Port of Seattle Commission Bylaws

Form for waiver of written 24-hour public meeting notice:

“In accordance with RCW 42.30.080, I waive my right to 24 hours’ notice of the special Port of Seattle Commission meeting of __[date]__, called for the purpose of __[subject]__, and set to convene at __[time]__ in __[location]__ . Commissioner __[full name]__”

Form for consent to allow introduction and adoption of a resolution on the same day:

“MEMORANDUM

DATE: __[date of consent]__
TO: __[Name]__, President, Port of Seattle Commission
FROM: __[Name]__, Port of Seattle Commissioner
SUBJECT: Written Consent for Introduction and Adoption of Resolution ____

I will be unable to attend the port commission public meeting on __[date]__, to be held in __[location]__, and will not be present when Resolution ____ is considered and voted upon by the commission. However, I am familiar with Resolution ____, which relates to __[subject]__. In accordance with Article VI, Section 5, of the port commission bylaws, I consent to Resolution ____ being introduced on __[date]__ and being offered for adoption at the same meeting at which it is first introduced. Please proceed with consideration of Resolution ____, and enter this advance written consent in the record of the meeting as required by the bylaws.

__[Commissioner’s signature]__”

Revision History

October 27, 2020	Resolution 3778 revised multiple sections throughout the document.
September 10, 2019	Resolution 3761 revised the object statement in Article I and the membership description of Article II, Section 1.
January 8, 2019	Resolution 3754 removed the automatic succession of the vice president to president.
January 30, 2018	Resolution 3744 removed the requirement that the vice president be the chair of the audit committee (Article III, Section 6) and moved provisions relating to oversight and review of the internal audit director to Article II, Section 8.
December 19, 2017	Resolution 3742 repealed all prior resolutions amending the Port of Seattle Commission bylaws. The previous version had been adopted August 15, 2017. The December 19, 2017, version reorganized the bylaws into seven articles, established <i>Robert's Rules of Order</i> as a parliamentary authority, changed the order of business and regular meeting schedule somewhat, provided for formal committee structures, incorporated rules for order and decorum, and otherwise articulated several processes which previously had been left to informal understanding.

Agenda Item: 10a_supp
Meeting Date: January 9, 2024

2024 Commission Bylaws and Rules of Procedure Policy Directive Amendment

January 9, 2024

Time for Review

- Purpose of the 3-Year Review
 - Transparency
 - Efficiency
 - Predictability
 - Flexibility
 - Structure/Organization
 - Accuracy – Consistent with State Law, Port Policy, Parliamentary Procedure, and Practice of the Commission

Amendment Package

- Amending Rules of Public Comment
- Other Proposed Substantive Amendments
- Updates/‘Practice’ Amendments
- Technical Clean-Up

Article VI – Rules of Order, Section (10)

Rules Governing Public Comment

- Goal 1: Add more specificity about when a speaker disrupts a meeting and more clearly define behavior that is considered disruptive.
- Goal 2: Add progressively stronger consequences if a speaker repeatedly disrupts meetings, including an allowance for a speaker to be banned for 180 days or for one year.

Article VI – Rules of Order, Section (10)

Rules Governing Public Comment

- Key Elements of Updated Disruption Definition that applies to both individuals providing public comment and individuals in attendance who are not providing public comment:
 - Individuals must follow the direction of the presiding officer or security personnel.
 - Public comment cannot support or oppose a campaign or ballot measure.

Article VI – Rules of Order, Section (10)

Rules Governing Public Comment

- Key New Elements of Updated Disruption Definition:
 - Abusive and Harassing Behavior definition is broader and more specific.
 - Derogatory remarks based on age, race, color, national origin/ancestry, religion, disability, pregnancy, sex/gender, sexual orientation, transgender status, marital status or any other category protected by law.

Article VI – Rules of Order, Section (10)

Rules Governing Public Comment

- Key New Elements of Updated Disruption Definition:
 - The use of obscene or profane language and gestures.
 - Assaults or other threatening behavior.
 - Sexual misconduct or sexual harassment.

Article VI – Rules of Order, Section (10)

Rules Governing Public Comment

- Progressive Consequences for Repeated Disruptions.
 1. First disruption results in a warning.
 2. Second disruption within 90 days of the first disruption results in losing speaking privileges at the meeting.
 3. Third disruption within 180 days of losing speaking privileges results in being excluded from attending commission meetings for 180 days.

Article VI – Rules of Order, Section (10)

Rules Governing Public Comment

- Progressive Consequences for Repeated Disruptions.
 4. A Fourth or subsequent disruption after being excluded for 180 days results in being excluded from attending commission meetings for one year.
 5. A speaker who has been excluded from commission meetings and is thus subject to a heightened standard that allows further exclusion without warning can end that status by having no further disruptions for a period of 3 years.

Bylaws and Rules of Procedure Policy Directive Amendment Package

- Other Proposed Substantive Amendments
 - Ethics provisions – codifying Commissioner’s commitment to fostering a safe, healthy, and respectful work environment; and creating an ethics, bylaws, and Port values training within 90 days of being sworn into each term in office.
 - Additional bylaws revisions may be needed in the future after review and update of the Code of Ethics for Commissioners.

Bylaws and Rules of Procedure Policy Directive Amendment Package

- Other Proposed Substantive Amendments
 - (c) Commissioners are committed to fostering a safe and healthy work environment for all, guided by the commission's commitment to treat one another, port staff and others with respect.
 - (d) Commissioners shall receive training on the Code of Ethics for Port Commissioners, these bylaws, and the Port's Statement of Values within ninety days of being sworn into office for each term they serve.

Bylaws and Rules of Procedure Policy Directive Amendment Package

- Other Proposed Substantive Amendments
 - Strikes requirement that one Commissioner be physically present to preside over public meeting.
 - Addresses Executive Session procedures.
 - Provides for a formal sponsorship process for Commissioners.
 - Provides for the appointment of alternates to Commission committees.

Bylaws and Rules of Procedure Policy Directive Amendment Package

- Other Proposed Substantive Amendments
 - Codifies the Governance Committee as a Standing Committee.
 - Provides a special rule for limitations on debate to be set by the President, or designated presiding officer, when needed to ensure the efficiency of meetings.

Bylaws and Rules of Procedure Policy Directive Amendment Package

- Updates and Practice Amendments
 - Other proposed amendments to clean up language and update sections to reflect Commission practice.
 - External Relations media policy – Commissioners coordinate media inquiries with External Relations Communications Director and the Commission Chief of Staff.
 - Signing practice of Commission on resolutions and proclamations.
 - Clerk’s authority to affix digital signatures for Commissioners within six days of passage of actions.

Bylaws and Rules of Procedure Policy Directive Amendment Package

- Updates and Practice Amendments
 - Other proposed amendments to clean up language and update sections to reflect Commission practice.
 - Reflecting the cancellation process for regular meetings falling on a holiday.
 - No signatures required for committee summaries.
 - Clarifying the ceremonial nature of proclamations.
 - Other general clean-up.

DISCUSSION/QUESTIONS?

[RETURN TO AGENDA](#)



**COMMISSION
AGENDA MEMORANDUM**

Item No. 10b

ACTION ITEM

Date of Meeting January 9, 2024

DATE : December 18, 2024

TO: Stephen P. Metruck, Executive Director

FROM: Aaron Pritchard, Commission Chief of Staff
Michelle M. Hart, MMC, Commission Clerk

SUBJECT: Introduction of Resolution Establishing the Governance Standing Committee

Amount of this request: \$0

Total estimated project cost: \$0

ACTION REQUESTED

Commission introduction of Resolution No. 3818, adopting a standing committee of the Port of Seattle Commission, named the ‘Governance Committee.’

EXECUTIVE SUMMARY

The Governance Committee of the Port of Seattle Commission has operated as an informal Ad Hoc committee for the past three years. This committee meets on an as-needed basis to review, input, and make recommendations on policy directives related to Commission governance matters such as the Commission’s Bylaws and Rules of Procedure, the Board of Ethics Code, and the Delegation of Responsibility and Authority to the Executive Director.

JUSTIFICATION

As the work of this committee is ongoing, it is recommended that a formal standing committee charter be adopted, further formalizing the scope and purpose of the committee.

DETAILS

- The committee will consist of two Port of Seattle Commissioners – the currently seated President and the Past President of the Commission.
- Development and/or review of policy directives created by the Commission directly related to governance matters of the Commission, Commission transparency, and policy not otherwise accounted for through the charters of other standing committees.
- Supporting Commission standing committees in reviewing policies and procedures related to governance and special rules of procedure.

Meeting Date: January 9, 2024

- Review and advise the Commission regarding guidelines for long-term succession planning for the Executive Director position, in consultation with the Executive Director and the Human Resources Director.
- General oversight and reporting on Governance Committee duties, responsibilities, and charter.

ALTERNATIVES AND IMPLICATIONS CONSIDERED

The Commission may choose to keep the Governance Committee Ad Hoc; however, the Governance Committee has recommended adoption of the attached charter.

FINANCIAL IMPLICATIONS

None.

ATTACHMENTS TO THIS REQUEST

- (1) Draft Resolution No. 3818
- (2) Draft Charter
- (3) Presentation slides

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

December 4, 2023 – Governance Committee Briefing

1
2
3 **PORT OF SEATTLE**
4 **RESOLUTION NO. 3818**
5

6 **A RESOLUTION** of the Port of Seattle Commission adopting the charter of the
7 Governance Committee.
8

9 **WHEREAS**, all authority of the Port of Seattle is vested with the Commission in its actions
10 as a public body under Title 53 RCW, and the Commission vests authority with the Executive
11 Director and delineates Commission and Executive Director responsibilities through the
12 Delegation of Responsibility and Authority; and
13

14 **WHEREAS**, committees function as policy development bodies or intensive review
15 boards; and
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17 **WHEREAS**, the charter is the foundational statement of the committee's purpose,
18 establishes the name and scope of the committee, meeting requirements, composition of the
19 committee, and expected outcomes of the committee; and
20

21 **WHEREAS**, the commission exercises control over the work of its committees by
22 establishing their scope, or purview, in the committee charter and by taking advantage of the
23 motion to refer to, or discharge from committee, any matter under its consideration, as
24 described in the commission bylaws, enabling standing committees to adopt their own annual
25 workplans, which represents the concrete implementation of the committee's chartered scope
26 in a given year; and
27

28 **WHEREAS**, the Open Public Meetings Act (Chapter 42.30 RCW) and related law and
29 committee charters make it clear when commission committees are strictly advisory in nature,
30 and the rules requiring open public meetings are well established in law; and
31

32 **WHEREAS**, public reporting and accessible records elevate the profile of commissioners'
33 work in committee and make committee contributions more tangible and transparent to the
34 public.
35

36 **NOW, THEREFORE, BE IT RESOLVED** by the Port of Seattle Commission:
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38 Section 1. The charter of the Governance Committee of the Port of Seattle
39 Commission, attached as Exhibit A, is hereby adopted.
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ADOPTED by the Port of Seattle Commission at a duly noticed public meeting thereof, held this _____ day of _____, 2024, and duly authenticated in open session by the signatures of the commissioners voting in favor thereof and the seal of the commission.

Port of Seattle Commission

DRAFT

EXHIBIT A – Resolution No. 3818

GOVERNANCE COMMITTEE

I. INTRODUCTION AND PURPOSE

A. The Governance Committee, herein referred to as “the Committee,” is a standing committee created by the Port of Seattle Commission (“the Commission”).

B. The Committee is established to assist the Commission in creating, updating, and monitoring the Commission’s governance policies, procedures, and directives; and items of interest that are specifically related to the business operations of the Commission. Consistent with this function, the Governance Committee encourages continuous process improvement of, and fosters adherence to, the Port Commission’s governance policies, directives, and procedures at all levels – the principle of continuous process improvement being to simplify processes and effectively and creatively solve problems.

C. This Charter defines the composition, scope, authority, mission, duration, responsibility, and meeting structure of the Committee.

II. COMPOSITION

The Committee will consist of two Port of Seattle commissioners. These commissioners shall be the currently seated Commission President and the Past President in any given respective year of the committee’s operation.

III. SCOPE OF WORK

The work of the Governance Committee shall be delineated in the following categories and shall have the following duties:

A. Commission Bylaws and Rules of Procedure:

1. In concert with the Commission Clerk, Commission Chief of Staff, and the Legal Department as needed, develop, review, and recommend amendments to the Commission’s Bylaws and Rules of Procedure setting forth the governance structure of the Commission and its rules and procedures for conducting its business.
2. Periodic review of the Bylaws and Rules of Procedure shall be conducted every three (3) years, as is consistent with the Bylaws.

- B. General Commission Policy and Procedure:
 - 1. At the direction of the Commission President or a quorum of the Commission, develop and/or review policy directives created by the Commission directly related to governance matters, and Commission transparency.
 - 2. Consult with and support Commission standing and special committees in reviewing policies and procedures related to governance and special rules of procedure.
 - 3. Advise the Commission of current best practices in governance.

- C. Succession Planning:
 - 1. Review and advise the Commission regarding guidelines for, and monitor compliance with, long-term succession planning for the Executive Director, in consultation with the Executive Director and the Human Resources Director.

- D. Oversight and Reporting:
 - 1. Establish annual workplans of the committee when needed.
 - 2. Report annually to the Commission regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered, and related recommendations.
 - 3. Conduct a periodic assessment of this Charter and the Governance Committee's purpose, duties, and responsibilities hereunder, and recommend to the Commission any changes or amendments thereto.
 - 4. Perform any other activities consistent with this Charter and governing laws that the Commission determines are necessary or appropriate and are referred to this standing committee.

IV. AUTHORITY

In pursuit of its mission and scope, the Committee is not legally authorized to act on behalf of the Commission, but is authorized to conduct the following activities:

- A. Gather and evaluate information, consider matters within the committee's scope of work, and provide information, advice, and recommendations to the Commission.
- B. Communicate the priorities of the Commission.
- C. Engage in outreach efforts and activities to gather and evaluate information to provide to the Commission.
- D. If the Committee determines that to meet its responsibilities it needs the independent services of an outside advisor or consultant, it may propose the retention of such advisor or consultant to the commission for approval.

V. DURATION

The Governance Committee is a standing committee with broad purview over matters related to policy and procedure of the Port Commission and will continue indefinitely until the Commission repeals its Charter.

VI. RESPONSIBILITY

- A. The role of the committee chair(s) shall be to:
 - 1. Preside at meetings and serve as committee sponsor(s);
 - 2. Ensure that the committee addresses the purpose and areas of responsibility described in this Charter; and
 - 3. Set committee meeting agendas in concert with the Commission Clerk and Commission Chief of Staff.
- B. The Commission Chief of Staff is the Committee liaison, and the Commission Clerk will support the work of the committee as assigned. The role of the committee liaison shall be to:
 - 1. Regularly update the Commission on the work of the committee in memos, individual briefings, and public session;
 - 2. Support the work of the committee;
 - 3. Develop, manage, and distribute meeting materials;
 - 4. Provide logistical support including procuring meeting rooms, scheduling, creating meeting records, providing technical assistance, and public posting of Committee information; and
 - 5. Coordinate with the primary executive staff contact to keep the Executive Director informed about committee progress and Commission policy and procedure.
- C. The Port of Seattle Deputy Executive Director will support the Committee as the primary executive staff contact. The role of the executive staff contact shall be to:
 - 1. Inform the Executive Director about committee progress;
 - 2. Support the committee with timely and responsive information;
 - 3. Coordinate with other executive staff in support of the Committee's work; and
 - 4. Serve as a resource for committee deliberations.

VII. Meetings

- A. The Committee will meet on an as-needed basis to conduct the work of the Commission. Reporting of the Committee shall be provided to the Commission to provide transparency as to progress made in executing its Charter.
- B. Workgroups composed of non-commissioner advisors and subject matter experts may be formed by the Committee to provide in-depth analysis of issues for the Committee and are expected to meet as frequently as needed. Workgroups meetings are not considered official committee meetings for purposes of establishing a quorum or management of records by the Commission Clerk.
- C. A quorum of the Committee is required to conduct official committee business. A quorum is defined as the presence of both commissioners assigned to the Committee.
- D. Meetings of the Governance Committee shall be open to the public when required by applicable law or the bylaws of the Port of Seattle Commission.
- E. Agendas will be prepared and made available to committee members in advance of meetings.
- F. Agendas for updates to the Commission to be presented in public session will be published as part of regular or special commission meeting notices.
- G. Minutes will be prepared and retained for all meetings of the Committee.

- H. Records of committee meetings shall be provided to the Commission Clerk for appropriate retention in accordance with applicable law and best practices.

Agenda Item: 10b_supp
Meeting Date: January 9, 2024

Adopting a Governance Standing Committee

January 9, 2024

Governance Committee Charter

- Purpose
 - Established to assist the Commission in creating, updating, and monitoring the Commission’s governance policies, procedures, and directives; and items of interest that are specifically related to the business governance operations of the Commission.
- Scope
 - Reviews and Makes Recommendations Re: Commission Bylaws and Rules of Procedure Policy Directive; Other Commission Policy and Procedure including Ethics Code and DORA.

Governance Committee Charter

- Scope
 - Succession Planning - Long-term succession planning for Executive Director in concert with Executive Director and HR Director.
 - Annual Work Plan – for the Committee, as needed.
 - Periodic Review of the Governance Committee Charter, duties, and responsibilities of this committee.

Governance Committee Charter

- Composition
 - 2 Commissioners (The currently seated president and past-president for any given respective year of committee operation.)
- Meetings
 - The committee meets as-needed to conduct its work.

DISCUSSION/QUESTIONS?

[RETURN TO AGENDA](#)

ORDER NO. 2024-01

AN ORDER OF THE PORT OF SEATTLE COMMISSION

... electing the slate of officers for Port of Seattle
Commission for calendar year 2024.

**PROPOSED
JANUARY 9, 2024**

TEXT OF THE ORDER

The Port of Seattle Commission hereby elects the following Slate of Officers for 2024. All terms expire December 31, 2024, pursuant to commission bylaws.

- President Hamdi Mohamed, for the terms January 1, 2024 to December 31, 2024; and
- Vice President Toshiko Hasegawa, January 1, 2024 to December 31, 2024; and
- Secretary Ryan Calkins; January 1, 2024 to December 31, 2024.

STATEMENT IN SUPPORT OF THE ORDER

At the first meeting of each calendar year, the Commission elects a President, Vice-president, and Secretary, whose terms run from the date of election until the end of the calendar year (Bylaws, Article III, Sections 2 and 3). The duties of the President, Vice-president, and Secretary are described in the Commission’s Bylaws and Rules of Procedure in Article III, Sections 5, 6, and 7, respectively.

The individuals listed above have agreed to perform the duties of their respective proposed offices in 2024, have acknowledged the principle that public service is a public trust, have executed annual transparency pledges, and recognize that all officers serve at the pleasure of the Port of Seattle Commission.

RETURN TO AGENDA



**COMMISSION
AGENDA MEMORANDUM
BRIEFING ITEM**

Item No.	<u>11a</u>
Date of Meeting	<u>January 9, 2024</u>

DATE: November 30, 2022
TO: Stephen P. Metruck, Executive Director
FROM: Eric Schinfeld, Sr. Manager, Federal and International Government Relations
SUBJECT: **Federal Legislative Agenda for 2024**

EXECUTIVE SUMMARY

Over the last twelve months, Port of Seattle government relations staff have worked with Commissioners, executive team members, and internal subject-matter experts to execute the Port’s Commission-approved 2023 federal policy priorities. In partnership with our Congressional delegation and other public and private sector collaborators, the Port has been able to make substantial progress at the federal level in ways that tangibly benefit the Port, the region, and the users of our aviation and maritime facilities.

In particular, the Port’s crowning achievement has been partnering with the near-airport cities to successfully advocate for the inclusion of a set of shared aircraft noise and emissions policies into the House and Senate versions of the FAA Reauthorization Act. The inclusion of Port priorities in the Senate FY24 Transportation Appropriations bill and the Congressional passage of MARAD Reauthorization were also victories. However, last year ended with a significant amount of unfinished work – including the final Congressional passage of the FAA Reauthorization Act, FY24 appropriations bills, and a farm bill, as well U.S. Treasury final guidance on the Inflation Reduction Act’s sustainable aviation fuel blender’s tax credit.

To that end, the Port’s draft 2024 federal agenda represents a mix of efforts to finalize 2023 progress with new items that reflect emerging opportunities. All of our federal work falls within four categories of policy goals:

- Infrastructure and Transportation
- Decarbonization and Sustainability
- Community and Equity
- Trade, Economic Development and Workforce

The Port’s proposed federal agenda is lengthy – with approximately 50 different priorities. Staff believes that the full list is achievable; however, as a way to communicate some level of prioritization, our top eight federal priorities can be summarized as follows:

- 1) Attract federal funding for our infrastructure and decarbonization efforts and other relevant programs
- 2) Support the continued transition to non-PFAS airfield firefighting foams
- 3) Secure sufficient federal staffing of our aviation and maritime facilities
- 4) Strengthen federal partnerships that support our sustainable aviation fuels and maritime decarbonization goals, particularly related to our green corridor efforts
- 5) Address permitting issues and backlogs that impede our ability to upgrade our facilities and do environmental mitigation work
- 6) Secure federal funding and partnerships to support Southern Resident Killer Whale restoration, including underwater noise efforts
- 7) Secure federal funding and partnerships to address aircraft noise and emissions issues

Meeting Date: January 9, 2024

- 8) Strengthen federal partnerships to address our equity priorities, including immigration reform and combatting human trafficking

Following Commission feedback on this draft legislative agenda, staff will revise and bring a final proposed agenda for full Commission approval. Staff will then begin engaging local and national partners to pursue the successful passage and implementation of these priorities.

FEDERAL LEGISLATIVE AGENDA

(Italics indicate new and/or updated item for 2024)

1) Infrastructure & Transportation

- **Sufficient Infrastructure and Transportation Funding**
 - a. **Pursue Grant Funding:** Work closely with federal partners to successfully apply for grant funding from the Bipartisan Infrastructure Law (BIL), as well as ongoing federal funding programs like RAISE, INFRA and PIDP; support local partner grants that are aligned with Port goals and interests.
 - i. *Take advantage of the provisions from last year’s National Defense Authorization Act (NDAA) that extended authorization for PIDP to be used to fund infrastructure at “seafood cargo” facilities.*
 - b. **Maximize Harbor Maintenance Tax (HMT):** Secure implementation of the HMT reform provisions in the Water Resources Development Act of 2020. Secure appropriations for the HMT “donor port” program authorized under Section 2106 of the 2014 Water Resources Reform and Development Act to compensate for the current structure and impacts of the HMT.
 - c. **Increase Passenger Facility Charge Flexibility:** Continue efforts to raise the federal cap on the Passenger Facility Charge (PFC) from \$4.50 while maintaining the Port Commission’s ability to determine whether or not to change the user fee based on locally determined needs and competitive dynamics.
 - d. **Move Forward on Army Corps Projects:** *Support design of the West Waterway portion of the Seattle Harbor Navigation Improvement Project, which will deepen the federal channels serving T-5 in Seattle Harbor; pursue approvals for early action to remove high spots in the waterway. Reach agreement with the US Army Corps of Engineers to develop a plan to begin design on the East Waterway portion of the project.*
 - e. **Fully Fund the Locks:** Support funding for continued federal operation and maintenance of the Hiram M. Chittenden Locks, as well as additional funding for priority, non-routine maintenance.
 - f. **Build Toward Domestic Content for Port Capital Projects:** Support flexibility in Buy America and other domestic preference requirements to provide time for US manufacturers to achieve the scale needed to meet new demand for port equipment, including zero-emissions equipment, and to make their production lines compliant with federal requirements.
 - g. **Support Transit & High-Speed Rail:** Support funding for sustainable transportation options, including transit infrastructure and operations, that can increase the availability and attractiveness of low-carbon travel options for Port passengers and employees. In particular, work with regional and statewide stakeholders to effectively compete for high-speed rail funding contained in the BIL.
 - h. **Support EV Infrastructure:** Work closely with federal partners to successfully apply for electric vehicle (EV) infrastructure funding in the BIL that may be available for the Port’s aviation and maritime properties in order to incentivize the transition to greener forms

Meeting Date: January 9, 2024

of surface transportation. In addition, support funding for EV infrastructure located outside Port boundaries but proximate to Port aviation and maritime facilities.

- **Efficient and Safe Port Operations**

- a. **Expedite the Federal Transition from PFAS:** Engage with Congress and the Administration to speed the transition to non-fluorinated airfield fire-fighting foams. Advocate for federal support to help airports with the transition to these new foams, including the costs of replacing or cleaning current equipment.
- b. **Maximize TSA & CBP Staffing:** Continue to partner with U.S. Transportation Security Administration (TSA) and U.S. Customs & Border Protection (CBP) leadership for sufficient staffing to ensure efficient, safe, and healthy processing of passengers and cargo. Increase overall funding for TSA and CBP officers serving our aviation and maritime gateways.
- c. **Limit Federal Requests for Port Funding:** Pursue efforts to ensure the federal government resumes full responsibility for funding CBP services, equipment, and facility development.
- d. **Support Terminal 46 Planning:** Appropriately engage with key federal agencies in support of NWSA efforts to plan for future uses of Terminal 46.
- e. **Maximize Passenger and Airfield Innovations & Efficiencies:** Support TSA efforts to expand PreCheck, as well as additional technology solutions that maximize security and efficiency. Encourage expedited deployment of the Federal Aviation Administration's (FAA) Terminal Flight Data Manager (TFDM) airfield congestion management program at Seattle-Tacoma International Airport (SEA) in order to improve flow and efficiency on the airfield, reducing both delays and fuel-related emissions.
- f. **Maintain TSA LEO Reimbursements:** Preserve TSA funding for Law Enforcement Officer (LEO) reimbursement grants.
- g. **Improve UAS Integration and Detection:** Support federal efforts to improve the integration, detection, identification, and mitigation of drones in and around airports. Specifically, increase funding for unmanned aircraft systems (UAS) detection and mitigation, as well as extend UAS interdiction authority to trained state and local law enforcement agencies.
- h. **Support UAM/AAM Integration:** Encourage a consistent and predictable federal approach to urban air mobility (UAM) and advanced air mobility (AAM) deployment that creates widely agreed upon operating standards and appropriate integration into the National Airspace System.
- i. **Support the Jones Act:** Promote the Jones Act's crucial role in providing the institutional framework that helps keep the U.S. domestic maritime industry viable. Maintain limited flexibility to grant waivers from Jones Act regulations in extraordinary cases when domestic shipping capacity is insufficient to respond to a given need and when Puget Sound domestic maritime stakeholders validate that a waiver is necessary to support the vitality of their industry.

2) **Decarbonization & Sustainability**

- **Expanded Sustainable Aviation Fuel (SAF) Deployment**

- a. **Pursue Grant Funding:** Work closely with federal partners to successfully apply for grant funding from the Inflation Reduction Act's (IRA) Alternative Fuel and Low-Emission Aviation Technology Program and other relevant programs; support local partner grants that are aligned with Port goals and interests.
- b. **Ensure Alternative Calculation of Life Cycle Greenhouse Gas Emissions for SAF Tax Credits:** Support efforts by the federal Sustainable Aviation Fuels Lifecycle Analysis Interagency Working Group to finalize an updated version the U.S. Department of Energy's

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Greenhouse Gases, Regulated Emissions, and Energy Use in Technologies (GREET) model as the secondary methodology for calculating tax credits under the new SAF Blender's Tax Credit, as well as implement associated guidance from the U.S Treasury Department for implementation of this new model.

- c. **Increase Airport Revenue Flexibility:** Ensure clarity and authority for airports to use airport revenue and federal grant funding to support fuel switching, including support for the air quality and carbon reduction benefits of SAF.
 - d. **Fully Fund Federal SAF Investments:** Support federal funding for research on SAF, as well as for feedstock processing and fuel production facilities, from agencies including the U.S. Departments of Defense (DoD), Agriculture, Energy and Transportation.
 - e. **Implement DoD SAF Pilot:** Advocate for Joint Base Lewis-McChord to be selected for the SAF pilot included in the 2022 NDAA, as a means to further develop a regional SAF ecosystem.
 - f. **Ensure Strong SAF Support in the 2024 Farm Bill:** In particular, advocate for a new “Farm to Fly” Program to foster the capacity of alternative fuels to expand fuel resources for the aviation sector, bolster rural development and create new markets for America's farmers.
- **Maritime Decarbonization**
 - a. **Pursue Grant Funding:** Work closely with federal partners to successfully apply for funding for maritime decarbonization provisions of the BIL and IRA, as well as existing federal grants like PIDP; in addition, support NWSA efforts to apply for these funds, as well as any other local partner grants that are aligned with Port goals and interests – including Alaska cruise port efforts to apply for green corridor-related infrastructure.
 - i. *Take advantage of the provisions from last year's NDAA that extended authorization for PIDP to be used to fund shore power for cruise terminals, for ports that also operate cargo facilities.*
 - b. **Develop Green Corridor Partnerships:** Partner with the federal government to facilitate the sharing of best practices and other programmatic efforts to support implementation of the Washington-Alaska-British Columbia Green Cruise Corridor and the Busan-NWSA Green Shipping Corridor.
 - c. **Shape International Maritime Policy:** Engage with key federal stakeholders to effectively advocate for progress on maritime decarbonization policies for both cruise and shipping at the International Maritime Organization and other international organizations.
 - d. **Support Additional Domestic Ship Building Capacity:** *Work within existing federal programs and/or support the creation of new federal programs that can enhance domestic ship building capacity – particularly related to vessels that can utilize alternative maritime fuels and/or help transport clean energy like offshore wind turbines.*
 - e. **Promote Alternative Maritime Fuels:** *Support the addition of “fuel for ocean-going vessels” to the list of fuels that are eligible for the Renewable Fuel Standard.*
 - f. **Promote Hydrogen and Clean Marine Fuel Infrastructure:** *Work with partners to successfully invest federal funding for clean hydrogen projects, such as from the Pacific Northwest's Regional Hydrogen Hub program.* Advocate for new federal funding for infrastructure to support the use of hydrogen and low-carbon, sustainable maritime fuels at ports.
 - g. **Fully Fund DERA:** Support authorization and full funding for the U.S. Environmental Protection Agency (EPA) Diesel Emissions Reduction Act (DERA) program, which provides funding for emissions reduction programs.

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- h. **Support Offshore Wind Development:** Support key pieces of legislation that advance the offshore wind industry, particularly in ways that create opportunities for the Pacific Northwest to become a leader in manufacturing, assembly, deployment, and maintenance. Partner with local stakeholders to pursue federal funding contained within the IJA for offshore wind.
- **Puget Sound Restoration**
 - a. **Invest in SRKW Support:** Advocate for increased federal resources for Puget Sound and Southern Resident Killer Whale (SRKW) restoration, including funding to support habitat restoration, to sustain Chinook salmon populations and other species critical to SRKW recovery, to help clean up legacy sources of contaminants that affect SRKW, to better understand and reduce impacts of vessel- and marine construction-related underwater noise, and to manage stormwater runoff. Support appropriations for the Puget Sound Nearshore Ecosystem Restoration Project, the National Estuary Program, the Puget Sound Geographic Program, and the Pacific Coastal Salmon Recovery Fund.
 - b. **Pursue Grant Funding:** Work closely with local and federal partners to successfully apply for funding for SKRW restoration; in particular, pursue Coast Guard funding to assist ports in reducing impacts of vessel traffic and port operations on marine mammals.
 - c. **Fully Staff Federal Environmental Permitting:** Support increased regulatory staff funding for the U.S. Army Corps of Engineers, National Oceanic and Atmospheric Administration (NOAA) Fisheries and the U.S. Fish and Wildlife Service to reduce permit and mitigation bank approval backlogs.
 - d. **Implement Expedited Federal Environmental Permitting:** *Support implementation of reforms to federal regulatory processes to speed the approval and creation of NWSA and home port habitat sites.*
 - e. **Deauthorize a Small Portion of the Federal Channel Near Terminal 25 South for Environmental Remediation and Salmon Habitat:** *Pursue legislation to allow the Port of Seattle to conduct its environmental remediation and restoration around Terminal 25 South without being required by the U.S. Army Corps of Engineers to dredge that area to navigable depths, given that it is not currently maintained as such.*
 - f. **Engage Federal Agencies in SRKW Support:** Support federal agency involvement in the SRKW recovery effort and underwater noise reduction, including the by the Coast Guard, NOAA, and the Maritime Administration (MARAD).
 - g. **Oppose Unvetted Permitting Changes:** Oppose changes by the National Marine Fisheries Service to the process for permitting projects, which jeopardize ports' ability to fulfill their economic, environmental, and social missions. Advocate that such significant modifications to federal permitting regulations should be made only through an act of Congress or a formal rulemaking process.
 - h. **Invest in Kelp and Kelp Research:** Support new federal funding to enhance kelp forest ecosystem conservation, restoration, and management projects. Promote the use of these projects to better understand the environmental services that kelp provides.

3) Community & Equity

- **Welcoming Immigration Policies**
 - a. **Promote Immigration Reform:** Be a leading voice on immigration policies that ensure the Port, its partners, and its customers have the workforce to succeed in the global economy, and that immigrants and refugees are actively included in the opportunities that our region's economy provides.

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- b. **Support REAL ID Transition:** Coordinate with federal agencies on implementation of REAL ID, by the 2025 deadline including a public information campaign to support a smooth and fair transition. Strive to ensure that eventual full implementation matches national uptake so as to avoid major travel disruptions.
 - c. **Make DACA Permanent:** Support permanent legal protections for immigrant children currently eligible for the Deferred Action for Childhood Arrivals (DACA) program.
- **Aircraft Noise and Emissions Policies and Funding**
 - a. **Support StART Priorities:** Advocate for Congressional passage of provisions included in the House and Senate versions of the FAA Reauthorization Act that were prioritized by the SEA Stakeholder Advisory Round Table (StART):
 - i. U.S. Representative Adam Smith’s Protecting Airport Communities from Particle Emissions Act;
 - ii. Representative Smith’s Sound Insulation Treatment Repair and Replacement Program Act;
 - iii. Creating a clear process and deadline for review and action on the FAA’s 65 DNL noise contour metric;
 - iv. Funding for the FAA’s Environmental Mitigation Pilot Program;
 - v. FAA support for new regional airport capacity.
 - b. **Address Indoor Air Quality:** Continue to explore the need for federal programs and funding to address indoor air quality near airports, particularly for schools and other facilities that are occupied by large groups of potentially sensitive populations.
 - c. **Provide Flexibility to SEA to Decide the Future of Nearby Port-Owned Parks:** Advocate for Congressional passage of the provision included in both the House and Senate versions of the FAA Reauthorization Act that provides SEA the option, if desired, to sell or preserve certain park parcels, even if federal dollars were used for their purchase.
 - d. **Fund Secondary Noise Insulation Analysis:** Advocate for Congressional passage of FY24 Senate Transportation Appropriations legislation that would fund a secondary noise insulation study
 - **Other Equity-Related Policies**
 - a. **Promote Biometric Policy Changes:** Support federal legislation on biometric technology and associated data collection that balances operational needs with protections for privacy, equity, and civil liberties.
 - b. **Prevent Human Trafficking:** Partner with federal agencies to improve human trafficking prevention and intervention efforts.
 - c. **Support Policing Reforms:** Advocate for comprehensive federal policing reforms that further the goals of the Port Commission’s Task Force on Policing and Civil Rights, including addressing racial bias; excessive use of force; decertification; misconduct reporting, disciplinary review, and immunity protections; militarization; training; and other accountability, civil rights, and equity measures.
 - d. **Support “Reconnecting Communities” Initiatives:** Support efforts by the Port and local partners to attract BIL funding that can address and resolve environmental justice issues inequities caused by past transportation investments.

4) Trade, Economic Development & Workforce

- **Competitive Trade Policies**
 - a. **Promote Trade and Lower Barriers:** Advocate for productive engagement and negotiations that ensure a fair and level playing field for mutually beneficial trade; ensure

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that enforcement actions such as tariffs and quotas are a measure of last resort and, when necessary, be carefully and narrowly targeted to address the problem and minimize the unintended impacts on American producers and consumers.

- b. **Re-evaluate Tariffs:** Support re-evaluating and/or rescinding existing tariffs and other trade barriers. In particular, the United States should work with key trade partners in Asia to reduce tariffs in light of supply chain impacts, inflationary cost effects, and their overall strategic value relative to diplomatic and economic goals.
 - c. **Support New Trade Opportunities:** Advocate for new trade agreements that open new markets and level playing fields for Washington employers and others who use the Port as their international gateway, while creating verifiable, measurable, and enforceable standards to protect workers and the environment.
- **Economic & Workforce Development**
 - a. **Pursue Grant Funding:** Secure additional federal funding for key priorities within the Port’s economic development, tourism development, and workforce development programs; support local partner grants that are aligned with Port goals and interests.
 - b. **Support Drayage Drivers:** Support federal programs that help drayage truck drivers achieve better wages and working conditions.
 - c. **Support the North Pacific Fishing Fleet:** Support key federal priorities for the North Pacific fleet, including fishing fleet modernization and supporting infrastructure to address the impacts of climate change on the fishing industry.
 - d. **Promote Tourism:** Support federal efforts to increase and facilitate domestic and international tourism into Puget Sound region and Washington state, with a focus on sustainable tourism promotion opportunities.

ATTACHMENTS TO THIS PRESENTATION -

- (1) 2023 Federal Legislative Agenda
- (2) Presentation slides

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

- January 24, 2023 – The Commission approved the 2023 Federal Legislative Agenda.
- January 25, 2022 – The Commission approved the 2022 Federal Legislative Agenda.
- January 12, 2021 – The Commission approved the 2021 Federal Legislative Agenda.
- January 28, 2020 – The Commission approved the 2020 Federal Legislative Agenda.
- December 10, 2018 – The Commission approved the 2019 Federal Legislative Agenda.
- January 9, 2018 – The Commission approved the 2018 Federal Legislative Agenda.

2023 PORT FEDERAL PRIORITIES

The Port of Seattle is committed to creating a successful, safe, and healthy travel and trade experience, and to serving as a key contributor to regional and statewide economic growth. We are focused on developing more modern, high-tech facilities; better connecting the Puget Sound region to the world; maximizing the environmental sustainability of our operations; and ensuring that our local communities and residents thrive. The federal government can help us achieve this vision by:

1. INFRASTRUCTURE & TRANSPORTATION

Sufficient Infrastructure and Transportation Funding:

Ensure that the Port and its partners have the resources necessary to develop new infrastructure that supports the successful operations of our facilities, regional mobility, and water-based navigation systems. In particular:

- » Support Port grant applications for key infrastructure and transportation systems
- » Maximize Harbor Maintenance Tax appropriations for the “donor port” HMT rebate program, and secure implementation of the HMT reform provisions that were included in the Water Resources Development Act of 2020
- » Increase Passenger Facility Charge flexibility
- » Move forward on Army Corps projects, such as design of the West Waterway portion of the Seattle Harbor Navigation Improvement Project, and design and construction of the Tacoma Harbor Navigation Improvement Project
- » Support funding for continued federal operation and maintenance of the Hiram M. Chittenden Locks, as well as additional funding for priority, non-routine maintenance
- » Support flexibility in Buy America and other domestic preference requirements until US manufacturers can achieve the scale needed to meet federal requirements for port equipment, including zero-emissions equipment
- » Support funding for sustainable transportation options, including electric vehicle infrastructure, transit infrastructure and operations, and high-speed rail funding

Efficient and Safe Port Operations: Ensure sufficient federal staffing and other resources to allow for travelers, goods, and workers to operate successfully and safely at Port facilities. In particular:

- » Expedite the transition to non-fluorinated airfield fire-fighting foams
- » Maximize TSA and CBP staffing
- » Limit federal requests for Port funding for federal services, equipment, and facility development

- » Support Terminal 46 planning
- » Support TSA efforts to expand PreCheck, as well as additional technology solutions that maximize security and efficiency
- » Preserve TSA funding for Law Enforcement Officer (LEO) reimbursement grants
- » Improve UAS integration and detection
- » Support UAM/AAM integration into the National Airspace System
- » Support the Jones Act

2. DECARBONIZATION & SUSTAINABILITY

Expanded Sustainable Aviation Fuel (SAF) Deployment:

Continue important progress toward the implementation of robust SAF production and use. In particular:

- » Support Port and regional partner grant applications for key SAF infrastructure
- » Ensure clarity and authority for airports to use airport revenue and federal grant funding to support fuel switching, including support for the air quality and carbon reduction benefits of SAF
- » Fully fund federal SAF investments from agencies including the U.S. Departments of Defense (DoD), Agriculture, Energy (DOE) and Transportation (DOT)
- » Advocate for Joint Base Lewis-McChord to be selected for the SAF pilot included in the last National Defense Authorization Act

Maritime Decarbonization: Continue progress toward electrification and decarbonization of maritime operations and infrastructure. In particular:

- » Support Port and regional partner grant applications for key maritime decarbonization investments
- » Support the develop of partnerships with key federal agencies such as State, DOE, DOT and MARAD to support the development of green corridors

- » Support Port efforts to help shape international maritime decarbonization policy, such as at the International Maritime Organization
- » Support additional federal funding for port-specific hydrogen and clean marine fuel infrastructure
- » Fully fund the US Environmental Protection Agency's DERA program
- » Support efforts to location a United States Center for Maritime Innovation in Washington

Puget Sound Restoration: Continue to invest in efforts to restore the Puget Sound, and to facilitate the recovery of Southern Resident Killer Whales (SRKW). In particular:

- » Invest in Puget Sound restoration through existing programs
- » Support Port and regional partner grant applications for key remediation and underwater noise reduction investments
- » Fully staff federal environmental permitting offices
- » Expedite federal environmental permitting processes, including implementation of new rules that allow Ports to support these efforts
- » Support SRKW recovery through investments in key programs
- » Oppose changes by the National Marine Fisheries Service to the process for permitting projects until they are approved through an act of Congress or a formal rulemaking process
- » Invest in kelp and kelp research

3. COMMUNITY & EQUITY

Welcoming Immigration Policies: Support changes that create a welcoming environment for visitors, immigrants, and refugees into our country. In particular:

- » Promote comprehensive immigration reform
- » Support efforts to fully prepare for REAL ID transition
- » Make DACA permanent

Sound Insulation Funding and Aircraft Noise and Emissions Policies: Support additional investments in sound insulation for home and other buildings near airports, and implement policies that address aircraft noise and emissions. In particular:

- » Support Port grant applications for additional sound insulation investments
- » Advocate for changes to federal policies, regulations, and programs that align with local community priorities – as identified by the SEA Stakeholder Advisory Round Table (StART)
- » Support additional research and funding to address indoor air quality near airports, specifically in public schools

Other Equity-Related Policies: Support new policies and regulations that are aligned with the Port's equity, diversity, and inclusion priorities. In particular:

- » Support federal legislation on biometric technology that balances operational needs with protections for privacy, equity, and civil liberties
- » Support funding and partnerships to facilitate the Port's efforts to combat human trafficking
- » Support policing reforms that align with the Port's policing accountability assessment recommendations
- » Address barriers to increased Port spending on community initiatives
- » Support local grant applications for "Reconnecting Communities" funding

4. TRADE, ECONOMIC DEVELOPMENT & WORKFORCE

Competitive Trade Policies: Advocate for productive engagement and negotiations that ensure a fair and level playing field for mutually beneficial trade. In particular:

- » Promote trade and lower non-tariff barriers
- » Re-evaluate existing tariffs
- » Support new trade opportunities

Economic & Workforce Development: Invest in job creation and training to ensure widespread prosperity for all of the region's residents. In particular:

- » Support Port and regional partner grant applications for key economic and workforce development investments
- » Support key pieces of legislation that advance the offshore wind industry, particularly to create opportunities for the Pacific Northwest to become a leader in OSW manufacturing, assembly, deployment, and maintenance for BOEM-identified projects
- » Support quality of job improvements for drayage drivers
- » Support the North Pacific fishing fleet
- » Promote tourism

For more information on the Port of Seattle's federal legislative agenda, contact:

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Draft Federal Legislative Agenda for 2024

Briefing to Port of Seattle Commission
January 9, 2024

Eric Schinfeld, Sr. Manager, Federal & International Government Relations, Port of Seattle

Overview

- 2023 Key Accomplishments & 2024 Outlook
- Overview of Draft 2024 Policy Priorities
 - Infrastructure and Transportation
 - Decarbonization and Sustainability
 - Community and Equity
 - Trade, Economic Development and Workforce
- Next steps
 - Incorporate Commission feedback
 - Seek Commission adoption at 1/23/24 meeting

2023 Successes

- **Inclusion of Key StART Priorities in House & Senate Versions of FAA Reauthorization:**
 - U.S. Representative Adam Smith’s Protecting Airport Communities from Particle Emissions Act
 - Representative Smith’s Sound Insulation Treatment Repair and Replacement Program Act
 - Creating a clear process and deadline for review and action on the FAA’s 65 DNL noise contour metric
 - Funding for the FAA’s Environmental Mitigation Pilot Program
 - FAA guidance for new regional airport capacity
- **2023 StART DC Fly-in**
 - 20 Elected officials and staff advocating jointly and successfully for the above priorities
- **Inclusion of Flexibility for Airport Owned Parks in House & Senate Versions of FAA Reauthorization**
 - Provides SEA the option to sell or preserve certain park parcels, even if federal dollars were used for their purchase
- **Passage of MARAD Reauthorization**
 - PIDP for cruise shore power and “seafood cargo” infrastructure
- **FY24 Senate Transportation Appropriations Funding**
 - Secondary Noise Insulation Study Funding

Impactful Progress on Current Port Priorities

2024 Outlook

- **Divided government/Presidential Election Year**
 - Limits potential for legislative progress
 - Agencies have significant rulemaking authority
- **Potential areas of Port-relevant legislative progress:**
 - Appropriations
 - FAA Reauthorization Act
 - Farm Bill
 - Supplemental Appropriations Bill (for CBP staffing)
- **Potential areas of Port-relevant executive/agency progress:**
 - Grant funding
 - Clean energy/Climate/Green Corridor
 - Trade
 - Workforce development

Potential Opportunities for Progress on Port Priorities

Top Policy Priorities

I. Infrastructure and Transportation

- 1) Federal funding for infrastructure projects
- 2) Federal staffing of our aviation and maritime facilities
- 3) Address regulatory issues that impact infrastructure development

II. Decarbonization and Sustainability

- 4) Federal funding & partnerships, particularly SAF and green corridor
- 5) Transition from PFAS firefighting foams
- 6) Address regulatory issues and backlogs that impede environmental mitigation work
- 7) Federal funding & partnerships to support SRKW, including underwater noise

III. Community and Equity

- 8) Federal policies, funding & partnerships to address aircraft noise and emissions
- 9) Federal policies & partnerships to address equity priorities, including immigration and human trafficking

IV. Trade, Economic Development and Workforce

- 10) Federal funding for economic development, tourism promotion, and workforce development programs

New/Updated Infrastructure & Transportation Priorities for 2024

- Take advantage of the provisions from last year's National Defense Authorization Act (NDAA) that extended authorization for PIDP to be used to fund infrastructure at "seafood cargo" facilities.
- Pursue additional CBP staffing through the supplemental appropriations legislation
- Support design of the West Waterway portion of the Seattle Harbor Navigation Improvement Project; pursue approvals for early action to remove high spots in the waterway
- Reach agreement with the US Army Corps of Engineers to develop a plan to begin design on the East Waterway portion of the project



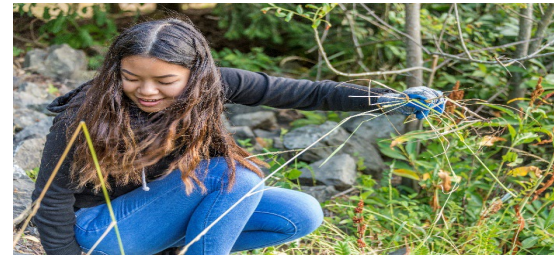
New/Updated Decarbonization Priorities for 2024

- Support the finalization and implementation of a new version of the U.S. DOE’s Greenhouse Gases, Regulated Emissions, and Energy Use in Technologies (GREET) model as the secondary methodology for calculating tax credits under the new SAF Blender’s Tax Credit.
- Take advantage of the provisions from last year’s NDAA that extended authorization for PIDP to be used to fund shore power for cruise terminals, for ports that also operate cargo facilities.
- Work with partners to successfully invest federal funding for clean hydrogen projects, such as from the Pacific Northwest’s Regional Hydrogen Hub program.
- Advocate for the 2024 Farm bill to include a 1) new U.S. Department of Agriculture “Farm to Fly” Program and 2) the addition of “fuel for ocean-going vessels” to the Renewable Fuel Standard to expand alternative fuel resources for the aviation and maritime sector.



New/Updated Sustainability Priorities for 2024

- Work within existing federal programs and/or support the creation of new federal programs that can enhance domestic ship building capacity – particularly related to vessels that can utilize alternative maritime fuels and/or help transport clean energy like offshore wind turbines
- Support implementation of reforms to federal regulatory processes to speed the approval and creation of NWSA and home port habitat sites
- Pursue legislation to allow the Port of Seattle to conduct its environmental remediation and restoration around Terminal 25 South without being required by the U.S. Army Corps of Engineers to dredge that area to navigable depths, given that it is not currently maintained as such



New/Updated Community & Equity Priorities for 2024

- Advocate for Congressional passage of provisions included in the House and Senate versions of the FAA Reauthorization Act that were prioritized by the SEA Stakeholder Advisory Round Table (StART):
 - U.S. Representative Adam Smith's Protecting Airport Communities from Particle Emissions Act
 - Representative Smith's Sound Insulation Treatment Repair and Replacement Program Act
 - Creating a clear process and deadline for review and action on the FAA's 65 DNL noise contour metric
 - Funding for the FAA's Environmental Mitigation Pilot Program
 - FAA guidance for new regional airport capacity
- Advocate for Congressional passage of the provision included in both the House and Senate versions of the FAA Reauthorization Act that provides SEA the option, if desired, to sell or preserve certain park parcels, even if federal dollars were used for their purchase
- Advocate for Congressional passage of FY24 Senate Transportation Appropriations Legislation that funds a secondary noise insulation study

Next Steps

- **Today** – Commission briefing in public session
- **Now through January 23, 2024** – Incorporate feedback received
- **January 23, 2024** – Ask Commission for adoption in public session
- **February 2024** – Meetings with Congressional offices to distribute agenda and share priorities
- **March – December 2024** – Commissioners participation in DC advocacy, such as:
 - March: ACI/AAAE, PNWA & AAPA DC Fly-ins
 - April: Seattle Chamber-Portland Chamber Joint DC Fly-in
 - TBD: 2024 StART DC Fly-in?
 - August: Congressional Recess meetings & tours
 - December: AWB DC Fly-in

[RETURN TO AGENDA](#)

Questions?