



# Port of Seattle Commission Regular Meeting

January 14, 2025



## COMMISSION REGULAR MEETING AGENDA

January 14, 2025

To be held virtually via MS Teams and in person at Port of Seattle Headquarters Building, Commission Chambers, located at 2711 Alaskan Way, Seattle Washington. You may view the full meeting live at [meetings.portseattle.org](https://meetings.portseattle.org). To listen live, call in at +1 (206) 800-4046 or (833) 209-2690 and Conference ID 938 457 112#

### ORDER OF BUSINESS

#### ► 12:00 p.m. – 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

4a. Order No. 2025-01: An Order Electing the Slate of Officers for the Port of Seattle Commission for Calendar Year 2025. **(order enclosed)**

#### 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 (in accordance with the Commission's bylaws) on Commission agenda items or on topics related to the conduct of Port business will have the opportunity to:

**1) Deliver public comment via email:** All written comments received by email to [commission-public-records@portseattle.org](mailto:commission-public-records@portseattle.org) will be distributed to commissioners and attached to the approved minutes. Written comments are accepted three days prior to the meeting and before 9 a.m. on the day of the meeting. Late written comments received after the meeting, but no later than the day following the meeting, will be included as part of the meeting record.

**2) Deliver public comment via phone or Microsoft Teams conference:** To take advantage of this option, please email [commission-public-records@portseattle.org](mailto:commission-public-records@portseattle.org) with your name and agenda item or topic related to the conduct of Port business you wish to speak to by 9:00 a.m. PT on Tuesday, January 14, 2025. **(Please be advised that public comment is limited to agenda items and topics related to the conduct of Port business 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 agenda items and topics related to the conduct of Port business.

**For additional information,** please contact [commission-public-records@portseattle.org](mailto:commission-public-records@portseattle.org).

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

- 8a. Approval of Special Meeting Minutes of December 2, 2024, and the Regular Meeting Minutes of December 10, 2024. **(no enclosure)**
- 8b. Monthly Notification of Prior Executive Director Delegation Actions December 2024. **(memo enclosed)** – For Information Only.
- 8c. Authorization for the Executive Director to Take All Steps Necessary to Complete the Rental Car Facility Quick Turn-Around Fire System Replacement Project at Seattle-Tacoma International Airport in the Requested Amount of \$6,825,000, for a Total Project Cost of \$7,000,000. (CIP #C801412) **(memo and presentation enclosed)**
- 8d. Authorization for the Executive Director to Authorize \$2,800,000 for License and Vendor Support Costs Over a Ten-Year Period for the Pulsiam 911 Dispatch and Police Records Management System, for a Total Estimated Project Cost of \$5,325,000. **(memo enclosed)**
- 8e. Authorization for the Executive Director to Execute a Service Agreement Renewal with Midway Sewer District for a 10-year Term and Two 5-Year Extension Options, in the Requested Amount of \$22,000,000. **(memo and agreement enclosed)**
- 8f. Authorization for the Executive Director to Execute a Settlement Agreement to Recover Approximately \$3,000,000 in Costs Associated with the Port's Participation in the Cleanup of the Lower Duwamish Waterway Superfund Site. **(memo enclosed)**

**10. NEW BUSINESS**

- 10a. Resolution No. 3832: Introduction and Adoption of a Resolution Authorizing the Executive Director to Sell and Convey Port Personal Property in 2025 in Accordance with RCW 53.08.090 with a Value Not Greater than \$22,830 and Repealing Resolution No. 3816, Dealing with the Same Subject. **(memo and draft resolution enclosed)** (*Requested for consolidation of readings to facilitate adoption on the same day as introduction of the resolution.*)
- 10b. Resolution No. 3833: Introduction of a Resolution Establishing a Revised Code of Ethics for Port Commissioners and Repealing Resolution No. 3681, as Amended; and Making a Corresponding Amendment to the Commission's Governance Committee Charter Scope of Work to Include Jurisdictional Review of Written Complaints Alleging Behavioral Standards Violations of Commissioners When Such Complaints are Unaccompanied by a Formal Ethics Complaint Filing. **(memo, draft resolution, exhibit A policy directive, redline, charter amendment, correspondence, and presentation enclosed)**

10c. Resolution No. 3834: Introduction of a Resolution Amending Resolution No. 3817(AM) and Prior Corresponding Enacting and Amending Resolutions through Incorporation, Pertaining to the Commission's Bylaws and Rules of Procedure Policy Directive. **(memo, draft resolution, exhibit A policy directive, and presentation enclosed)**

10d. Order No. 2025-02: An Order to Develop a Portwide Policy on Plain Language for the Port of Seattle. **(order enclosed)**

## **11. PRESENTATIONS AND STAFF REPORTS**

11a. 2024 Internal Audit Annual Report. **(memo and presentation enclosed)**

11b. Draft 2025 International Policy Agenda Briefing. **(memo and presentation enclosed)**

11c. Public Art Program 2024 Annual Report. **(memo and presentation enclosed)**

## **12. QUESTIONS on REFERRAL to COMMITTEE and CLOSING COMMENTS**

## **13. ADJOURNMENT**



**ORDER NO. 2025-01**

**AN ORDER OF THE PORT OF SEATTLE COMMISSION**

... electing the slate of officers for the Port of Seattle  
Commission for calendar year 2025.

**PROPOSED  
JANUARY 14, 2025**

**TEXT OF THE ORDER**

The Port of Seattle Commission hereby elects the following Slate of Officers for 2025. All terms expire December 31, 2025, pursuant to commission bylaws.

- President Toshiko Hasegawa, for the terms January 1, 2025 to December 31, 2025 *(previously appointed to this officer position through Order No. 2024-02 in January 2024)*; and
- Vice President Ryan Calkins, January 1, 2025 to December 31, 2025; and
- Secretary Sam Cho, January 1, 2025 to December 31, 2025.

**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 2025, 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.



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206.787.3000

## **APPROVED MINUTES COMMISSION REGULAR MEETING**

**December 10, 2024**

The Port of Seattle Commission met in a regular meeting Tuesday, December 10, 2024. 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. Commissioner Calkins was absent and excused from the meeting.

### **1. CALL to ORDER**

The meeting was convened at 10:36 a.m. by Commission President Hamdi Mohamed.

### **2. EXECUTIVE SESSION pursuant to RCW 42.30.110**

The public meeting recessed into executive session to discuss one item regarding potential litigation or legal risk per RCW 42.30.110(1)(i) 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 12:06 p.m. Commission President Mohamed led the flag salute.

### **3. APPROVAL of the AGENDA**

The agenda was approved as amended, with items 8m and 8q removed from the consent agenda and addressed separately.

### **4. SPECIAL ORDERS OF THE DAY**

There were no Special Orders of the Day 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**

Erica Chung, Commission Office Strategic Advisor, presented committee reports as follows:

### Highline Forum

The Highline Forum met on November 20, 2024, with Port Co-Chair Commissioner Felleman presiding. An update by meeting host City of SeaTac Councilmember Joe Vinson was provided regarding the city's multi-family housing projects; needs of the Riverton Park asylum seekers; construction projects with bike paths and sidewalks; hiring of an urban forester; and the city's focus on public safety. Presentations were also provided regarding childcare and early childhood education and efforts to address the increasing need for childcare to support the workforce. Commissioner Felleman spoke regarding the Port's 2025 budget funding to study childcare options for airport workers. Updates were also provided regarding the Port's public engagement for the Sustainable Airport Master Plan NTP, a National Environmental Policy Act assessment, and a series of open houses scheduled. An update on the StART Committee's October 23, 2024, meeting was provided by Aviation Community Engagement Manager Marco Milanese. During this meeting, StART discussed aircraft go-arounds and operational growth; review and approval of StART's first State Legislative Policy Agenda; and an update on the Sustainable Airport Master Plan NTP National Environmental Policy Act assessment document release and the public outreach process that is underway.

### Governance Committee

The Governance Committee met on November 21, 2024, convened by Commissioners Mohamed and Cho. The Committee received an overview of proposed amendments to the Commission Ethics Code consisting of statutory alignment; general clean-up; interests in contracts clarifications; conflicts of interest clarifications; a new section addressing participation on non-profit boards; and definition of clear processes and procedures for Board of Ethics' review of code complaints. These amendments were also reviewed by the Board of Ethics in November and received input and approval from the Board to proceed with the amendment package. The Governance Committee recommended the package of amendments be forwarded to the full Commission for consideration in January 2025.

### Audit Committee

The Audit Committee met on December 5, 2025 with Commissioner Calkins presiding. In attendance were Commissioner Felleman as an alternate member; and Sarah Holmstrom as a public member. The Committee received a 2024 audit entrance conference from Moss Adams, and an annual construction audit report from RL Townsend & Associates. The Committee also received updates from Internal Audit Director Glenn Fernandes on the 2024 Audit Plan; the proposed 2025 Internal Audit Plan; the Internal Audit Outreach Project; and the Open Issues Status report. Members of the Committee approved the 2025 Internal Audit Plan presented. Performance Audits were received for: Partner in Employment; the Equity Policy Directive Compliance; Portwide Utilities Management; the Delegation of Authority to the Executive Director system and process; and the T-117 Sites 23-25 Restoration Project Close-Out. Information regarding the limited contract compliance audit for

Seattle Chocolate Company was provided, and the Committee ended its meeting in non-public session to discuss security-sensitive IT Audit information and reports.

Equity and Workforce Development Committee

Commissioners Hasegawa and Calkins convened the Equity and Workforce Development Committee on December 10, 2024. At this time, Commissioners received a briefing on two items from the Economic Development Department: the Community Business Connectors program and the Diversity in Contracting program.

**7. PUBLIC COMMENT**

- The following people spoke regarding Agenda Item 8q, the proposed 5-year project labor agreement between the Port of Seattle and the Seattle County Building and Construction Trades Council, and Western States Regional Council of Carpenters: Nadeem Ismail; Jimmy Matta; Daniel Seydel; Patrick Hughes; Bob Armstead; Monty Anderson; Jesse Scott-Kankull; Joe Dugger; Henry Yates; Sonja Forster; and Angelica Duncan.
- The following people spoke in opposition to Agenda Item 10d, regarding international tourism marketing: Anne Kroeker; John Birnel; and Elizabeth Burton.
- The following person spoke in opposition to climate impacts on South King County communities near the airport: Andrea O'Ferrall.
- The following person spoke regarding cold ironing: Matt Ventoza, ILWU Local 19.
- The following person spoke regarding the established geo-fence and impacts to drivers: Mohamud Adan, Drivers Union WA.
- The following people spoke in opposition to Agenda Item 8j, regarding the Interlocal Agreement with the Cities of Des Moines and SeaTac for continuation of the Des Moines Creek Basin Plan restoration projects: JC Harris and Sandy Hunt (*written comments submitted also regarding Agenda Item 10d and airlines paying for climate impacts mitigation*).
- In lieu of spoken comment, written comments regarding Agenda Item 8q, the proposed 5-year project labor agreement between the Port of Seattle and the Seattle County Building and Construction Trades Council, and Western States Regional Council of Carpenters were submitted by: the International Union of Painters and Allied Trades, District Council 5 Members (Chris Bryant; Cynthia Grant; Savannah Palmira; Todd Springer; Anthony Thompson; and Drew Payne) and Lily Eriksen; Katie Garrow, MLK Labor; Billy Hetherington, from LiUNA; Heather Kurtenbach, Washington State Building and Construction Trades Council; Jim Mumford; John Sanchez and Brian Kinsman, Heat & Frost Insulators and Firestop Workers, Local 7; Daniel Villao, Intelligent Partnerships, Inc.; Lizanne Lyons; Taylor Bickford; Eddie Jezek with Iron Workers Local #86; and Tommy Nelson.
- In lieu of spoken comment, written comments regarding Agenda Item 10d, in opposition to the Port inducing demand for tourism and creating additional emissions through use of Port funding for international tourism marketing were submitted by: Laura Gibbons.
- In lieu of spoken comment, written comments opposing cruise and harms caused by pollution and asking the Port to reduce its cruise sailings were submitted by: Brian Berdan.

*[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 19, 2024.**

**8b. Monthly Notification of Prior Executive Director Delegation Actions November 2024.**

Request document(s) included an agenda memorandum for information only.

**8c. Authorization for the Executive Director to Design and Construct the Common Use Self Service Kiosk Replacement Project at Seattle-Tacoma International Airport in the Requested Amount of \$5,480,000 and an Estimated Project Cost of \$5,800,000. (CIP #C801315)**

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

**8d. Number Not Used.**

**8e. Authorization for the Executive Director to Approve Design Authorization to Complete Design Development and Permitting for the West Waterway High Spots Dredging Project (N99969), in the Requested Amount of \$300,000, and a Total Estimated Project Cost of \$7,000,000.**

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

**8f. Authorization for the Executive Director to Renew the King County Jail Interlocal Agreement 2025 – 2029 for Booking Services.**

Request document(s) included an agenda memorandum, agreement, and letter.

**8g. Authorization for the Executive Director to Advertise, Award, and Execute a Construction Contract for the Variable Frequency Drives Replacement Phase 2 Project; to Authorize Use of Port Crews for Abatement Work, and to Include a Project Labor Agreement for the Contract, for a Total Requested Amount of \$7,885,000 and a Project Total Authorization of \$10,500,000. (CIP #C800978).**

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

**8h. Authorization for the Executive Director to Increase the Project Budget for the Maritime Industrial Center Electrical Infrastructure Replacement Project in the Amount of \$3,500,000, for a Total Project Authorization of \$15,908,000. (CIP #C801241).**

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

- 8i. Commission Adoption of the Port's 2025 State Legislative Agenda and Authorization for Staff to Advocate on the Agenda During the 2025 Legislative Session.**

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

- 8j. Authorization for the Executive Director to Execute an Interlocal Agreement with the Cities of Des Moines and SeaTac for Continuation of the Des Moines Creek Basin Plan Restoration Projects for a Period of 20 Years in the Amount of \$89,304 Per Year.**

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

- 8k. Authorization for the Executive Director to Approve Design Authorization to Complete Design and Permitting for the Terminal 5 Southeast Habitat Restoration Project and to Award and Execute a Preconstruction Services Contract in the Requested Amount of \$1,500,000 and a Total Project Authorization of \$1,715,000. (CIP# C801246).**

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

- 8l. Authorization for the Executive Director to Increase the Authorized Total Project Budget by \$16,800,000 and to Increase the Tenant Reimbursement Agreement Budget from \$112,248,000 to \$121,723,439, for a Total Estimated Project Cost of \$143,307,000, for the Concourse A Building Expansion for Lounges Project. (CIP# C801205)**

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

- ~~**8m<sup>1</sup>. Commission Authorization to Renew the SeaTac Municipal Court and Public Defender Interlocal Agreement 2025—2026, and to Provide Funding for the Agreement through December 31, 2026, in the Amount of \$1,800,000.**~~

~~Request document(s) included an agenda memorandum and agreement.~~

- 8n. Authorization for the Executive Director to Take All Necessary Steps to Approve and Execute a Lease Extension of the SeaTac Office Center (AKA International Place); to Authorize \$350,000 in Additional Funds to Support Costs Associated with the Extension through February 28, 2025; and to Increase the Authorized Funding for Contract Payments through the Extension.**

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

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<sup>1</sup> Agenda Item 8m was removed from the Consent Agenda and addressed separately.

- 8o. Authorization for the Executive Director, or Designee, to Execute 2025-2034 Signatory Lease and Operating Agreements (“SLOA V”) Between the Port and Various Airlines for the Use of Facilities at Seattle-Tacoma International Airport.**

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

- 8p. Authorization for the Executive Director to Execute a Settlement Agreement with the Design-Builder (Clark Construction Group, LLC), to Pay the Port \$28,000,000 to Settle the Remainder of the Port’s Claims Against Clark Construction in the Pending International Arrivals Facility Litigation.**

Request document(s) included an agenda memorandum.

- ~~**8q<sup>2</sup>. Authorization for the Executive Director to Execute a New Project Labor Agreement Between the Port of Seattle and the Seattle County Building and Construction Trades Council, and Western States Regional Council of Carpenters, Covering the Period of December 10, 2024, to December 31, 2029.**~~

~~Request document(s) included an agenda memorandum and agreement.~~

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

**In favor: Cho, Felleman, Hasegawa, and Mohamed (4)**

**Opposed: (0)**

#### **ITEMS REMOVED FROM THE CONSENT AGENDA**

- 8m. Commission Authorization to Renew the SeaTac Municipal Court and Public Defender Interlocal Agreement 2025 – 2026, and to Provide Funding for the Agreement through December 31, 2026, in the Amount of \$1,800,000.**

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

Presenter(s):

Mark Thomas, Deputy Chief of Police, Port of Seattle Police Department

Clerk Hart read Item 8m into the record and Executive Director Metruck introduced the item.

Commissioner Hasegawa queried regarding provision of, and payment for, public defender services.

Discussion ensued regarding the Port’s responsibility to provide for public defender services.

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<sup>2</sup> Agenda Item 8q was removed from the Consent Agenda and addressed separately.

The motion, made by Commissioner Hasegawa, to approve Agenda Item 8m, carried by the following vote:

In favor: Cho, Felleman, Hasegawa, and Mohamed (4)

Opposed: (0)

**8q. Authorization for the Executive Director to Execute a New Project Labor Agreement Between the Port of Seattle and the Seattle County Building and Construction Trades Council, and Western States Regional Council of Carpenters, Covering the Period of December 10, 2024, to December 31, 2029.**

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

Presenter(s):

Matthew Bullock, Labor Relations Manager, Labor Relations

Commission President Mohamed read Item 8q into the record.

The presentation addressed:

- changes in negotiations;
- improvements made for small businesses;
- agreements reached in the core worker agreement;
- modified definition of 'core worker;'
- notification to the Port if project labor agreement contractors fall behind on trust payments; and
- benefits of the project labor agreement.

Discussion ensued regarding:

- reviewing barriers for small business contractors;
- supporting women and minority-owned businesses;
- timely payments to subcontractors, and now having more clear rules and timelines; and
- finding opportunities for future conversations.

The motion, made by Commissioner Hasegawa, to approve Agenda Item 8q, carried by the following vote:

In favor: Cho, Felleman, Hasegawa, and Mohamed (4)

Opposed: (0)

## **10. NEW BUSINESS**

**10a. Order No. 2024-14: An Order to Examine How Enhanced Healthcare Benefits for SEA Workers Impact Worker Safety, Attraction, Retention, and/or Other Business-Related Outcomes at the Airport.**

Requested document(s) included an order.



Presenter(s):

Tyler Emsky, Commission Strategic Advisor, Commission Office  
Jessica Nadelman, Senior Port Counsel, Attorney Services

Clerk Hart read Item 10a into the record and Strategic Advisor Tyler Emsky introduced the item.

Strategic Advisor Tyler Emsky reviewed the Order.

Discussion ensued regarding:

- appreciation to community member and sponsors of the Order for their involvement in the discussion and process;
- providing safe and accessible transport for airport workers;
- a mechanism for worker retention;
- eliminating barriers to employment; and
- establishing a business case.

**The motion, made by Commissioner Cho, to adopt Order No. 2024-14, carried by the following vote:**

**In favor: Cho, Felleman, Hasegawa, and Mohamed (4)**

**Opposed: (0)**

**10b. Number Not Used.**

**10c. Authorization for the Executive Director to Execute a Memorandum of Understanding that Establishes a Strategic Relationship Between the Port of Seattle and the Friends of the Waterfront and Committing Port Funding of \$5,000,000 Over Five Years for the Activation of Port Facilities From Pier 66 to Pier 69, Plus Two Signature Sponsorships Annually.**

Requested document(s) included an agenda memorandum, agreement, presentation 1, and presentation 2.

Presenter(s):

Pearse Edwards, Senior Director, External Relations  
Rosie Courtney, Senior Program Manager, External Relations  
Joy Shigaki, President & CEO Friends of the Waterfront

Clerk Hart read Item 10c into the record and Executive Director Metruck introduced the item.

The presentation addressed:

- transforming Seattle's central shoreline and creating new downtown connections through community partnership;
- port-inspired waterfront change;
- Bell Street pier and uplands today;
- supporting waterfront partnerships;
- memorandum of understanding creating a strategic partnership;
- Pier 66 activation;

- 20 acres connecting city and sound;
- Overlook Walk opening in October 2024;
- Friends of the Waterfront's approach and mission;
- programs and impact;
- campaign fundraising progress;
- Waterfront Park grand opening in Spring 2025; and
- ongoing partnership with the Port and Friends of the Waterfront.

Discussion ensued regarding:

- new Port signage along the waterfront;
- development of sponsorships;
- building program and activation calendar;
- the Port's ability to input into events it sponsors; and
- visioning and adding to the legacy of the region through this partnership and development.

**The motion, made by Commissioner Felleman, to approve Agenda Item 10c, carried by the following vote:**

**In favor: Cho, Felleman, Hasegawa, and Mohamed (4)**

**Opposed: (0)**

**10d. Authorization for the Executive Director to Approve a Contract with State of Washington Tourism Designated for Collaborative International Tourism Marketing Efforts in the Amount of \$1,500,000.**

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

Presenter(s):

Nick Leonti, Director, Tourism Development, Tourism  
David Blandford, Executive Director, State of Washington Tourism

Clerk Hart read Item 10d into the record and Executive Director Metruck introduced the item.

The presentation addressed:

- the international tourism marketing agreement;
- goals of the agreement;
- partnership with State of Washington Tourism;
- current and potential markets for tourism;
- global in-market agencies;
- international visitation to Seattle data;
- 2024 international report for the UK and Germany; and
- competitive analysis data – domestic and international.

Discussion ensued regarding:

- the agreement with State of Washington Tourism assisting to get the most out of Port funding;
- having a separate agreement with Visit Seattle;
- seeking data from our cruise line leases;
- air and cruise travel increasing;

- using dollars to promote tourism beyond FIFA;
- devoting tourism dollars to local marketing;
- developing tourism product through the contract funding;
- diversifying the market base;
- balancing the Port's mandate for economic growth with the responsibility to steward the environment;
- economic benefits of tourism reaching everyone, including small minority-owned businesses;
- using the funding to help communities that are not currently benefiting from tourism; and
- potentially revisiting the language of the agreement with State of Washington Tourism.

**The main motion to adopt Agenda Item 10d was made by Commissioner Cho.**

**The motion to postpone Agenda Item 10d to a time certain of January 2025, made by Commissioner Cho, carried by the following vote:**

**In favor: Cho, Felleman, Hasegawa, and Mohamed (4)**

**Opposed: (0)**

## **11. PRESENTATIONS AND STAFF REPORTS**

### **11a. Maritime Habitat Program Briefing.**

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

Presenter(s):

Sarah Ogier, Director, Maritime Environment and Sustainability  
Kathleen Hurley, Senior Environmental Program Manager, Maritime Environment and Sustainability

Clerk Hart read Item 11a into the record.

Executive Director Metruck introduced the item and presenters.

The presentation addressed:

- habitat program areas of work;
- habitat restoration and parks/public shoreline access areas;
- engagement in stewardship and site maintenance, internships and fellowships, event support, community-based science, and education and outreach;
- sustainable shorelines programming;
- proposed habitat sites; and
- 2025 and beyond program planning.

Discussion ensued regarding concerns related to sea lions at Shilshole Bay Marina docks.

### **11b. 2024 Port of Seattle Affirmative Action Program Briefing.**

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

Presenter(s):

George Gianacakos, Affirmative Action Program Manager, Employee Relation and Workplace Responsibility

Cynthia Alvarez, Director EEO and Professional Standards

Clerk Hart read Item 11b into the record.

Executive Director Metruck introduced the item and presenters.

The presentation addressed:

- affirmative action program purpose;
- 2024 program highlights;
- 2025 underutilization data;
- demographic response over the past five years;
- good faith efforts to increase talent development, employee interest, and education at the Port to hire and compensate employees with equity; and
- program opportunities moving forward.

Discussion ensued regarding:

- outdoor events held for veterans; and
- attendance by Commissioners at Port job fairs.

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

Members of the Commission thanked Commission President Mohamed for her year in office and wished everyone happy holidays.

**13. ADJOURNMENT**

The meeting adjourned at 4:03 p.m.

Prepared:

Attest:

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Michelle M. Hart, Commission Clerk

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Ryan Calkins, Commission Secretary

Minutes approved: January 14, 2025



P.O. Box 1209  
Seattle, Washington 98111  
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206.787.3000

## **APPROVED MINUTES COMMISSION SPECIAL MEETING**

**December 2, 2024**

The Port of Seattle Commission met in a special meeting per RCW 42.30.080 on December 2, 2024. The meeting was held at the Clove Indian Cuisine Restaurant, 829 N. 10th Street, in the Renton Landing, Renton, Washington. All Commissioners were in attendance.

### **1. CALL to ORDER**

The meeting was convened at 12noon by Commission President Hamdi Mohamed for the purpose of conducting a Commission organizing retreat for 2025.

### **2. ITEM OF BUSINESS**

Members of the Commission and staff discussed: 2025 boards and committees' assignments; the Port Commission's sponsorship policy; establishing a dual reporting structure for Commission Office strategic advisors/aides; Commission Office standard operating procedures; Commission budget expense accounts; and vacancy in office provisions.

No action was taken.

### **3. ADJOURNMENT**

The meeting adjourned at 3:30 p.m.

Prepared:

Attest:

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Michelle M. Hart, Commission Clerk

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Ryan Calkins, Commission Secretary

Minutes approved: January 14, 2025

**COMMISSION  
AGENDA MEMORANDUM  
FOR INFORMATION ONLY**

**Item No.**  
**Date of Meeting**

8b  
January 14, 2025

**DATE:** January 14, 2025  
**TO:** Stephen P. Metruck, Executive Director  
**FROM:** Karen R. Goon, Deputy Executive Director

**SUBJECT: Monthly Notification of Prior Executive Director Delegation Actions December 2024**

**APPROVAL SUMMARY**

Notification of the following Executive Director delegated approvals that occurred in December 2024

Category of Approval	Request#	Description of Approvals December 2024	Category Amount
Projects & Associated Contracts	1528-2024	CAT-2 Infrastructure Upgrades	\$827,000.00
Projects & Associated Contracts	1521-2024	Departures Drive Sidewalk Infill	\$1,470,000.00
Projects & Associated Contracts	1577-2024	Nordby conference room additional funds	\$1,400,000.00
Projects & Associated Contracts	1605-2024	TSA Central Breakroom Plumbing Renew and Replace	\$603,861.00
Projects & Associated Contracts	1587-2024	Storage Area Network (SAN) for STIA Data Center	\$400,000.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1542-2024	Local Government Relations Contract	\$300,000.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1540-2024	COR360 System	\$1,900,000.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1603-2024	Real Estate Strategic Planning Look Ahead	\$1,000,000.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1533-2024	Taleo Contract Authorization	\$400,000.00

**COMMISSION AGENDA – Agenda Item No. 8b**

Meeting Date: January 14, 2025

Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1565-2024	PNW2AK Green Methanol Feasibility Study Project Commitment Letter	\$0.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1498-2024	Airport ASHRAE Level 2 Energy Audit	\$800,000.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1594-2024	Extend Avian Radar Contract to Provide Continuity of Operations	\$400,000.00
Non-Project Procurement of Goods & Purchased Service Contracts, Other Contracts, & Tenant Reimbursement	1519-2024	Maritime Parking Consultant IDIQ	\$300,000.00
Real Property Agreement		No Approvals in December	\$0.00
Utilization of Port Crews		No Approvals in December	\$0.00
Sale of Surplus Port Property		No Approvals in December	\$0.00
<b>Total Value of Executive Director Approvals</b>			<b>\$9,800,861.00</b>

**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.

## **COMMISSION AGENDA – Agenda Item No. 8b**

Meeting Date: January 14, 2025

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.



**COMMISSION  
AGENDA MEMORANDUM**

**Item No.**

8c

**ACTION ITEM**

**Date of Meeting**

January 14, 2025

**DATE:** January 6, 2025

**TO:** Stephen P. Metruck, Executive Director

**FROM:** Jeff Wolf, Director, Aviation Commercial Management  
Eileen Francisco, Director, Aviation Project Management Group

**SUBJECT: Rental Car Facility Quick Turn-Around Fire Suppression System Replacement (C801412)**

**Amount of this request:** \$ 6,825,000

**Total requested project cost:** \$7,000,000

**ACTION REQUESTED**

Request Commission authorization for the Executive Director to take all steps necessary to complete the Rental Car Facility (RCF) Quick Turn-Around (QTA) Fire System Replacement project at Seattle-Tacoma International Airport (SEA). The total amount requested for authorization is \$6,825,000 for a total authorization amount of \$7,000,000.

**EXECUTIVE SUMMARY**

The RCF is the primary operating location for most rental car providers at SEA. This facility uses an aqueous film forming foam (AFFF) to extinguish fuel-based fires that contains per- and poly-fluoroalkyl substances (PFAS). The AFFF fire suppression system allows operation of the fueling systems at all four QTAs at the RCF. In 2018, the state of Washington passed a bill which banned the manufacture, sale, and distribution of AFFF containing PFAS starting in 2020. Due to this ban, replacement AFFF is unavailable and in the event the current system runs out of foam due to actual fires or false alarms, the foam-portion of the fire suppression system would become inoperable. This project will replace the existing AFFF system with a dry-pipe water-based fire sprinkler system ensuring the continued operation of the RCF.

**JUSTIFICATION**

This project supports the Century Agenda strategic goal and objective to advance this region as a leading tourism destination and business gateway by meeting the region's air transportation needs at the Airport for the next 25 years. The RCF is a major facility and is the primary operating location for most rental car providers at SEA. In 2023, approximately 4.6 million passengers utilized the RCF and generated \$46.5 million in concession/land rent revenues to the Port, and

Meeting Date: January 14, 2025

\$41.6 million in customer facility charge (CFC) revenues. CFCs are fees paid by customers and remitted to the Port as part of each rental car transaction to help fund repayment of the debt used to construct the RCF as well as other operating expenses, such as the busing system to and from the airport terminal. Costs associated with this project and this funding request will be paid for by the CFC fund. Replacing the existing fire sprinkler system ensures the continued operation of the RCF.

***Diversity in Contracting***

The design of this project will utilize an existing indefinite delivery indefinite quantity (IDIQ) contract that has an established women and minority business enterprise (WMBE) goal of 23%. The project team will work with the Diversity in Contracting department to establish additional WMBE goals within the construction phase of this effort.

**DETAILS**

The RCF has four QTAs, one located on each floor, that support the fueling, car washing, cleaning, and limited light maintenance operations for the vehicles within the rental car fleets. The existing fire suppression system in the QTAs is an AFFF system that contains PFAS. In 2018, the state of Washington passed a bill which banned the manufacture, sale, and distribution of AFFF containing PFAS, effective July 2020. The Port completed a fire risk assessment in March 2024 that recommended the replacement of the AFFF fire suppression system with a dry-pipe water-based sprinkler system. While the system currently has enough material to maintain an appropriate charge, there is not a sufficient supply to recharge the system should there be a release. In that event, the system could be operated as a water-only system, however this is not how the system was designed or intended and is not a long-term solution. The Port is required to perform the work under the terms of the RCF Lease Agreements.

***Scope of Work***

The project will replace existing AFFF fire suppression system dry-pipe water-based sprinkler system. The work will include the replacement of tanks, valves, pumps, sprinkler lines, sprinkler heads and reserve tanks. The new sprinkler system work will tie into the existing Fire Alarm System.

There have been prior releases of AFFF containing PFAS at the RCF that may have resulted in the contamination of other facilities and infrastructure (e.g., concrete structure, sanitary sewer system) however, remediation of these facilities and infrastructure is not included in the scope of this project. Insufficient regulation and standards exist currently to determine if environmental actions are necessary to address impacts from historical activations of the fire suppression system. This work will be conducted, if required, by the Port at a future date once regulations and standards are determined.

Meeting Date: January 14, 2025

***Schedule******Activity***

Design start	2024 Quarter 3
Construction start	2025 Quarter 2
In-use date	2026 Quarter 1

***Cost Breakdown******This Request******Total Project***

Design	\$ 777,000	\$ 952,000
Construction	\$ 6,048,000	\$ 6,048,000
Total	\$ 6,825,000	\$ 7,000,000

**ALTERNATIVES AND IMPLICATIONS CONSIDERED****Alternative 1 – No action**Cost Implications: \$0Pros:

- (1) No financial investment required by the Port.

Cons:

- (1) Continued operation of the RCF is at risk since AFFF material cannot be purchased to recharge the system.
- (2) PFAS source is maintained allowing the potential for additional contamination.
- (3) Regulatory agencies may require full replacement increasing future costs.
- (4) Port would be in violation of the Lease Agreement with the Rental Car companies.

This is not the recommended alternative.

**Alternative 2 – Partial replacement of AFFF fire suppression system (tanks, valves, sprinkler heads) and flush fire sprinkler lines rather than replace the lines.**Cost Implications: \$3.1 to \$5.5 million.Pros:

- (1) Ensures continued operation of the RCF.

Cons:

- (1) Requires financial investment by the Port.
- (2) Does not fully remove PFAS source (i.e. - keeps current sprinkler lines) and potential for future contamination.
- (3) Regulatory agencies may require full replacement increasing future costs.

This is not the recommended alternative.

Meeting Date: January 14, 2025

**Alternative 3** – Full replacement of AFFF fire suppression system with dry-pipe water-based sprinkler system in each QTA.

Cost Implications: \$7.0 million.

Pros:

- (1) Ensures the continued operation of the RCF.
- (2) Removes PFAS source and potential for future contamination.

Cons:

- (1) Greater financial investment required by the Port.

***This is the recommended alternative.***

**FINANCIAL IMPLICATIONS**

***Cost Estimate/Authorization Summary***

Capital

Expense

Total

<b>COST ESTIMATE</b>			
Original estimate	\$7,600,000	\$0	\$7,600,000
Current change	(\$1,100,000)	\$500,000	(\$600,000)
Revised estimate	\$6,500,000	\$500,000	\$7,000,000
<b>AUTHORIZATION</b>			
Previous authorizations	\$175,000	\$0	\$175,000
Current request for authorization	\$6,325,000	\$500,000	\$6,825,000
Total authorizations, including this request	\$6,500,000	\$500,000	\$7,000,000
Remaining amount to be authorized	\$0	\$0	\$0

***Annual Budget Status and Source of Funds***

This project CIP #801412 was included in the 2024-2028 capital budget and plan of finance with a budget of \$7,600,000. A budget decrease of \$600,000 was transferred to the Non-Aeronautical Reserve (CIP #800754) resulting in a zero-net change to the Aviation capital budget. The funding source for this project will be customer facility charge (CFC) revenues.

***Financial Analysis and Summary***

Project cost for analysis	\$7,000,000
Business Unit (BU)	Rental Cars
Effect on business performance (NOI after depreciation)	NOI after depreciation will decrease
IRR/NPV (if relevant)	N/A
CPE Impact	N/A

***Future Revenues and Expenses (Total cost of ownership)***

This project will not result in a change to annual operating and maintenance costs.

Meeting Date: January 14, 2025

**ADDITIONAL BACKGROUND**

At SEA, AFFF fire suppression systems containing PFAS are currently in use at the RCF, aviation Fuel Terminal, and the PACCAR, Delta Airlines, and Alaska Airlines hangars. The Port has the responsibility to replace the fire suppression system at the RCF. The airline consortium has the responsibility to remedy the fuel suppression system for the aviation Fuel Terminal and this work is anticipated in the next 5-6 years. The tenants (PACCAR, Delta Airlines, and Alaska Airlines) have the responsibility to remedy the fuel suppression systems for their hangars. Delta Airlines and PACCAR are currently working on design of their new systems, and the schedule for replacement of the Alaska Airlines hangar system has not been shared. Early in 2024 the Port transitioned the Fire Department Aircraft Rescue and Firefighting (ARFF) vehicle fleet to an FAA-approved PFAS-free firefighting foam. The systems described here are the only systems at the airport that contain firefighting foam with PFAS.

**ATTACHMENTS TO THIS REQUEST**

- (1) Presentation

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

None.

Item No.	8c_supp
Date of Meeting	January 14, 2025

# Rental Car Facility Quick Turn-Around Fire Suppression System (#C801402)

Project Authorization



# Project Background

- Rental Car Facility (RCF) is the primary operating location for most rental car providers at SEA
- RCF has a Quick Turn-Around (QTA) facility on each floor that supports fueling, car washing, and limited light maintenance operations
- 4.6 million passengers utilized the RCF in 2023 generating \$46.5 million in concession/land rent revenues and \$41.6 million in customer facility charge (CFC) revenues

# Project Background (Continued)

- RCF QTA fire suppression systems use an aqueous film-forming foam (AFFF) that contains per and polyfluoroalkyl substances (PFAS)
- RCF cannot acquire additional AFFF material due to the state restriction on PFAS-containing AFFF (Chapter 70A.400.020 RCW effective July 1, 2020)
- Fire Risk Assessment completed March 2024 that recommends replacement with a dry-pipe water-based sprinkler system
- Project is required as Major Maintenance per Lease Agreements



# Project Purpose and Scope

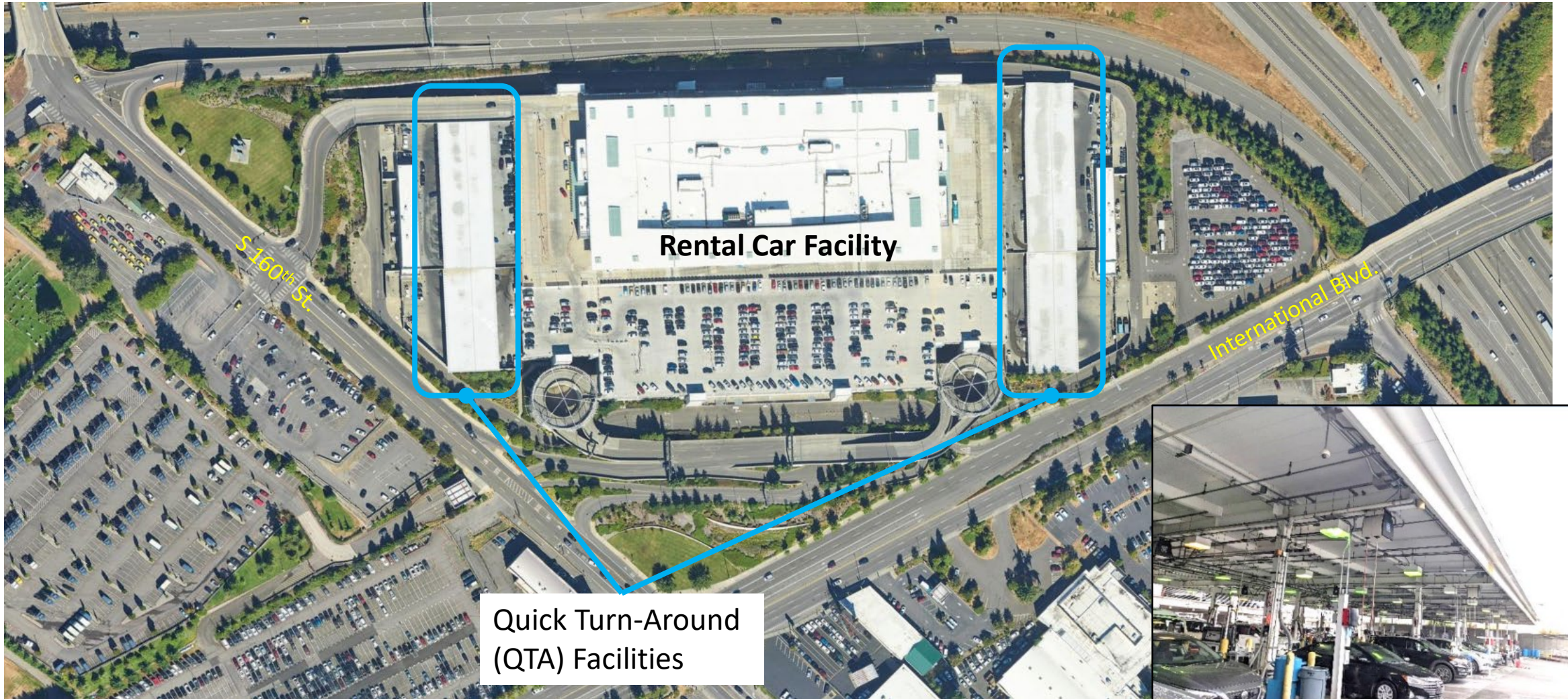
## **Purpose:**

Replacement of existing PFAS contaminated RCF QTA fire suppression systems with a dry-pipe water-based sprinkler system

## **Scope of Work:**

- Replacement of tanks, valves, pumps, sprinkler lines and heads
- Integrate with existing Fire Alarm System

# Project Location





# Project Budget and Schedule

Original Budget: \$7,600,000

Current Budget: \$7,000,000

Completed 30% Design

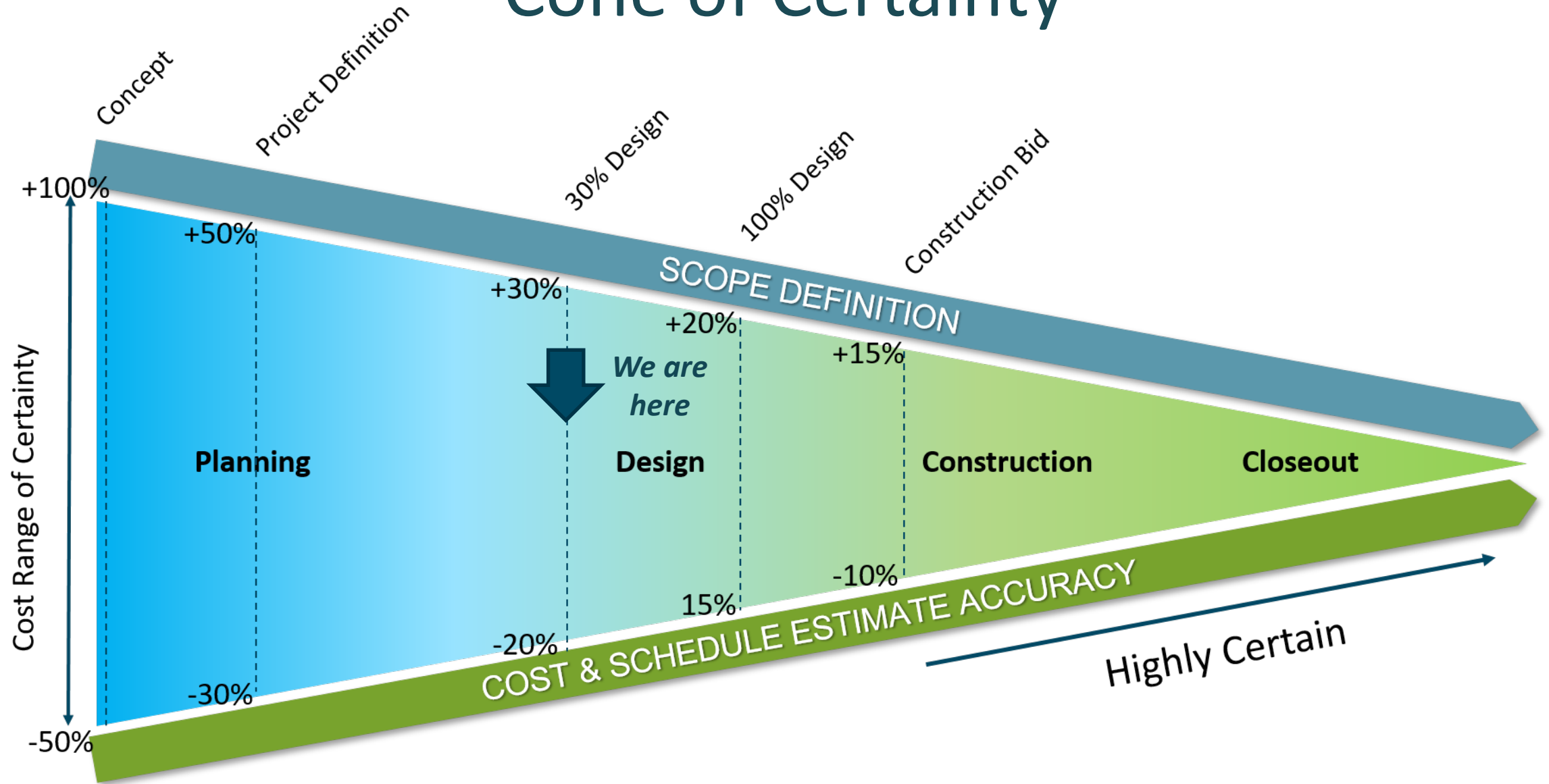
Project primarily funded by  
Customer Facility Charge revenues

Preliminary Project Schedule:

- Design Start Q3 2024
- Construction Start Q2 2025
- In-Use Date Q1 2026

Design-Bid-Build Project Delivery

# Cone of Certainty





**QUESTIONS?**

**COMMISSION  
AGENDA MEMORANDUM**

**Item No.**

8d

**ACTION ITEM**

**Date of Meeting**

January 14, 2025

**DATE:** December 23, 2024

**TO:** Stephen P. Metruck, Executive Director

**FROM:** Krista Sadler, Director Technology Delivery

**SUBJECT: License and Support Contract for 911 Dispatch and Police Records Management System**

**Amount of this request:** \$2,800,000

**Total estimated project cost:** \$5,325,000

**ACTION REQUESTED**

Request Commission authorization for the Executive Director to authorize \$2,800,000 for license and vendor support costs over a ten-year period for the Pulsiam 911 Dispatch and Police Records Management system.

**SUMMARY**

In May 2022, Commission approved a project to replace the existing 911 Dispatch and Police Records Management System for a project cost of \$2,525,000. In this 2022 authorization, the estimated cost for the ten-year license and maintenance was \$2,800,000. The system, purchased from Pulsiam, was competitively procured in 2023 and is currently scheduled for deployment in first quarter 2025.

The new system will allow emergency response departments to manage, respond, and report on emergency events. The Dispatch features are used by the Port 911 Center to receive calls and dispatch the appropriate emergency response teams. The new system will facilitate prioritization, navigation, and information dissemination for simple to complex, multi-organization emergency responses. The Records Management features are used by the Port Police Department for additional event documentation and the management of cases, warrants, arrest, booking, citations, and other Police business.

This request is for the post deployment licensing and support cost for the system over the next ten years, estimated not to exceed \$2,800,000. There is no change from the original estimated total project cost.

There are no attachments to this memo.

**COMMISSION  
AGENDA MEMORANDUM**

**Item No.**

8e

**ACTION ITEM**

**Date of Meeting**

January 14, 2025

**DATE:** December 13, 2024

**TO:** Stephen P. Metruck, Executive Director

**FROM:** John Wellons, Chief Development Officer  
Keri Stephens, Director Aviation Capital and Facilities  
Paul Shen, Aviation Division Civil Engineering Manager  
Keith Warner, Aviation Division Utilities Business Manager  
Chris Leopold, Senior Port Counsel

**SUBJECT: Sewer Services Agreement with Midway Sewer District**

**Amount of this request:** \$22,000,000

**Total estimated project cost:** \$22,000,000

**ACTION REQUESTED**

Request Commission authorization for the Executive Director to execute a service agreement renewal with Midway Sewer District.

**EXECUTIVE SUMMARY**

The existing 30-year service agreement with Midway Sewer district is set to expire and requires renewal to continue sewer services to the airport. The updated service agreement has been developed in close cooperation between the Port and Midway. The renewed agreement continues with the existing fee structure as well as a one-time payment of \$1,600,000 for facility upgrades.

**JUSTIFICATION**

Midway Sewer District is a municipal services corporation providing sewer services to areas of South King County including a portion of Seattle-Tacoma International Airport (SEA). Midway began serving SEA in 1963. The current service agreement has been in place since 1995 and expires February 8, 2025. The wastewater received by Midway is generated from four primary sources: sanitary sewer uses from the main terminal; cooling tower washdown, surface water runoff and industrial wastewater discharges downstream of SEA pre-treatment facility. SEA does not have treatment facilities for these types of wastes and relies on Midway Sewer as well as other local sewer districts to service airport properties.

Meeting Date: Jan 14, 2025

***Diversity in Contracting***

Midway Sewer District is a municipal services corporation, and these sewer services are governed through their existing bylaws and the addition of this service agreement.

**DETAILS**

The current Midway sewer service agreement has been in place since 1995 and expires February 8, 2025. During the past year, Aviation Facilities and Infrastructure managers, along with Legal, have worked closely with Midway leadership to develop the new service agreement which will be in force for 10 years plus two 5-year extension options. The wastewater received by Midway is generated from four primary sources: sanitary sewer uses from the main terminal; cooling tower washdown, surface water runoff and industrial wastewater discharges downstream of SEA pre-treatment facility.

The new service agreement increases flow volumes and includes new language associated with Total Suspended Solids (TSS) and Biochemical Oxygen Demand (BOD) parameters for the sewer outflow from SEA. These updates were regulatory driven by the Washington State Department of Ecology permit with Midway. The new agreement also provides for the transfer of ownership of a pipeline from Midway to SEA for the portion that now resides on the expanded Port property.

During recent years, the flow rates from SEA have exceeded the existing service agreement and were adjusted from 2,500 to 3,200 gallons per minute units. To facilitate this increase, Midway made a significant upgrade to their outfall capacity and the Port requires this upgraded capacity for its future estimated discharge volumes. Midway requires a contribution from the Port associated with this outfall upgrade. Midway and SEA have agreed to a \$1,600,000 payment for this improvement to be paid at the initialization of this new service agreement. This payment has been planned and approved in the Aviation budget for 2025.

***Scope of Work***

This service agreement provides for treatment of sanitary sewer, surface water and industrial wastewater generated from airport operations. The scope also provides for the transfer of ownership of a pipeline from Midway to SEA for the portion that now resides on the expanded Port property.

***Schedule***

The current 30-year contract expires on February 8, 2025. This new agreement is for a 10-year term plus two 5-year extension options.



Meeting Date: Jan 14, 2025

*Activity*

Commission authorization	2025 Quarter 1
In-use date	February 9, 2025

**ALTERNATIVES AND IMPLICATIONS CONSIDERED**

**Alternative 1** The airport was developed with their own wastewater treatment plant in the 1940's and removed in the 1960's through an agreement with Midway Sewer although is not under any Sewer District jurisdiction. If SEA does not continue an agreement with Midway Sewer District they would either need to rebuild a wastewater treatment plant or find another wastewater treatment district which would require extensive capital costs for new conveyance system. The Industrial Waste Plant would also need capital efforts to build a conveyance main and outfall.

Cost Implications: Over \$100 million

Pros:

- (1) SEA would be self-sufficient.

Cons:

- (1) Extensive capital costs
- (2) Possible public concerns building a wastewater treatment plant and Industrial Waste outfall to the Puget Sound.

This is not the recommended alternative.

**Alternative 2** Renew agreement with Midway Sewer District

Cost Implications: \$22,000,000 over the course of the 10-year agreement

Pros:

- (1) Service agreement details have been closely coordinated with Facilities, Legal and Midway sewer
- (2) Continues normal operations without service interruption.
- (3) Rates for sewer services are known and managed through a public process

Cons:

- (1) None

***This is the recommended alternative.***

Meeting Date: Jan 14, 2025

**FINANCIAL IMPLICATIONS**

This sewer agreement will remain under the same fee structure currently in-place as adopted by the Midway Sewer District with the addition of a monthly \$4,000 charge for the Port's right to discharge effluent from the Airport Industrial Waste Line into Midway's system tie-in at the boundary of the Airport.

These sewer services are billed on a monthly and/or quarterly basis and are estimated at \$2,000,000 per year. The \$1,600,000 one-time fee associated with Midway infrastructure improvements is an approved line-item in the 2025 Aviation budget. This total request value includes the 10-years of expenses plus the one-time charge.

<b><i>Cost Estimate/Authorization Summary</i></b>	<b>Capital</b>	<b>Expense</b>	<b>Total</b>
<b>COST ESTIMATE</b>			
Original estimate	\$0	\$22,000,000	\$22,000,000

***Annual Budget Status and Source of Funds***

The costs for these sewer services are part on the Facilities and Infrastructure department annual operational expense costs. These sewer services are billed on a monthly and/or quarterly basis and are estimated at \$2,000,000 per year. The \$1,600,000 one-time fee associated with Midway infrastructure improvements is an approved line-item in the 2025 Aviation budget. This total request value includes the 10-years of expenses plus the one-time charge.

***Financial Analysis and Summary***

Project cost for analysis	\$22,000,000
Business Unit (BU)	Utilities Business Unit with Revenue Cost Recovery in the Industrial Wastewater fee.
Effect on business performance (NOI after depreciation)	NOI after depreciation will decrease
IRR/NPV (if relevant)	N/A
CPE Impact	N/A

***Future Revenues and Expenses (Total cost of ownership)***

The expenses for Midway sewer services are evaluated each annual budget cycle and integrated into the Facilities and Infrastructure Utilities expense budget.

Meeting Date: Jan 14, 2025

**ATTACHMENTS TO THIS REQUEST**

- (1) Draft Service Agreement

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

None

Meeting Date: January 14th, 2025

## SEWER SERVICES AGREEMENT

This Sewer Services Agreement (“Agreement”) is entered into this 9<sup>th</sup> day of February 2025 (the “Effective Date”), between Midway Sewer District, a municipal services corporation of the State of Washington (“Midway”) (formerly known as the Des Moines Sewer District) and the Port of Seattle, a municipal corporation of the state of Washington (the “Port”) (together Midway and the Port are referred to as the “Parties”, with each individually being a “Party”) and owner-operator of the Seattle-Tacoma International Airport (“Airport”).

WHEREAS, the Parties first entered into an agreement for construction of sewer and sewage facilities and the provision of sewer services on February 13, 1963, which expired on August 13, 1994 (the “1963” Agreement”); and

WHEREAS, the Parties entered into a subsequent agreement for the provision of sewer services dated February 8, 1995, which expires on February 8, 2025 (the 1995 Agreement”); and

WHEREAS, Midway constructed an industrial wastewater conduit on the Port’s property pursuant to the 1963 Agreement which serves the airfield portion of the Airport, known as the Airport Industrial Waste Line, and Midway has retained ownership and maintenance responsibility for the Airport Industrial Waste Line since its initial construction; and

WHEREAS, the Parties have determined that it is in their mutual best interest from operational, control, and business perspectives for the Port to assume ownership of, and maintenance responsibilities for, the Airport Industrial Waste Line; and

WHEREAS, in 2007 during the term of the 1995 Agreement, Midway made a significant upgrade to its outfall capacity which was necessitated in part by the Port’s discharges above the daily limit for the Airport Industrial Waste Line, and the Port requires the upgraded capacity for its future discharge volumes which will increase above the existing limits, and Midway requires a capital contribution from the Port associated with the outfall upgrade; and

WHEREAS, the Parties desire to enter into a new agreement to ensure the effective continuation of sewer service to the Airport;

NOW THEREFORE, the Parties agree as follows:

1. Definitions:

a. Airport Industrial Waste Line: shall mean that portion of sewer conduit conveying treated industrial wastewater effluent from the Port’s industrial wastewater treatment plant to a point of connection with Midway’s Outfall that is located off the Airport property.

b. G.F.C. or General Facilities Charge: shall mean each property owner’s proportionate share of the cost of facilities of general benefit to the District, including, but not limited to, existing and future treatment plants, pump stations, trunk lines, interceptors, force mains, outfall lines, structures, equipment and other capitalized costs. MSD Code Section 5.12.020(1).

- c. G.P.M.: shall mean gallons per minute of flow.
- d. M.G.D.: shall mean Million Gallons per day.
- e. Outfall: shall mean the conduit owned and operated by Midway which conveys water from Midway's Des Moines Creek Treatment Plant and from the Airport Industrial Waste Line.
- f. Sanitary Sewer Trunk: shall mean the portion of sewer conduit conveying sanitary sewage from the Airport terminals A, B, C, D, S, Main Terminal, and other off-Airport properties within Midway's jurisdiction.
- g. "Total Suspended Solids or TSS" means solids that either float on the surface of, or are in suspension in water, wastewater, or other liquids, and which are largely removable by laboratory filtering.

2. Term. The term of this Agreement shall be ten (10) years, commencing on February 9, 2025, and ending on the same calendar date in 2035 (the "Term"). Notwithstanding the foregoing, the Parties shall have up to two (2) successive options to extend the Term (each, an "Extension Term") for five (5) years per Extension Term, provided that any Extension Term is subject to the Parties' mutual agreement, which such agreement shall be at the sole and absolute discretion of each Party. To pursue an Extension Term, either Party, shall notify the other Party in writing of its desire to extend the Term no more than one hundred and eighty (180) days and no less than ninety (90) days prior to the expiration of the Term (or Extension Term). Within thirty (30) days of receipt of the aforementioned notice, the receiving Party must notify the other Party in writing of its decision of whether to extend the Term. Failure to respond to the notice within thirty (30) days shall constitute a failure to agree to extend the Term. In the event the Parties mutually agree to an Extension Term, such agreement shall be documented in a simple amendment noting the new term, and shall not require authorization of the Port of Seattle Commission unless other material terms of the Agreement are amended.

3. Airport Industrial Waste Line Conveyance and Maintenance Responsibilities. Since the construction of the Airport Industrial Waste Line, and pursuant to the 1963 and 1995 Agreements, Midway has retained ownership over the Airport Industrial Waste Line improvements, and has been responsible for all maintenance, repair and operation of the Airport Industrial Waste Line. The Port granted Midway an easement in 1965 which allowed Midway to construct, repair, and maintain the Airport Industrial Waste Line, and other sewer improvements on Port Property which is recorded in the records of King County under Number 5887661 (the "Easement"). The Parties hereby agree that it is in the mutual best interest of each Party for ownership, maintenance, repair and operation responsibility for the Airport Industrial Waste Line to be transferred from Midway to the Port on the terms and conditions contained in this Section 3.

a. Transfer of Ownership Interest and Easement Release. Title to the improvements to the Airport property known as the Airport Industrial Waste Line will be conveyed from Midway to the Port effective following mutual execution of this Agreement. The Port represents and warrants that it is taking the Airport Industrial Waste Line on an As-Is, Where-Is basis, without any representation or warranty from Midway as to the condition of the Airport Industrial Waste Line. Midway represents and warrants that it has provided all records in its, or its consultants, possession that relate to the condition or maintenance and repair of, the Airport Industrial Waste Line. In order to cause ownership of the Airport Industrial Waste Line to revert to the Port, and to relinquish Midway's easement rights and obligations to the portion of the Airport containing the Airport Industrial Waste Line, following mutual execution of this Agreement, the Parties will execute and record a copy of the "Partial Easement Release" attached hereto as "**Exhibit A**", and a copy of the Quit Claim Deed attached thereto as "**Exhibit A-1**". The Port shall be responsible for recording the Partial Easement Release, and for any costs associated with such recording, provided that Midway agrees to cooperate in a commercially reasonable manner to execute any necessary documents associated with recording the Partial Easement Release. For avoidance of doubt, the Port shall assume all ownership, maintenance and repair responsibilities for the Airport Industrial Waste Line following mutual execution of this Agreement, irrespective of when the Partial Easement Release is executed and recorded.

4. Airport Industrial Waste Line Flow Capacity and Charges:

a. Airport Industrial Waste Line Charges. Throughout the Term of the Agreement, the Port shall pay Midway a monthly charge of \$4000.00 for the Port's right to discharge effluent from the Airport Industrial Waste Line into Midway's system tie-in at the boundary of the Airport. The port will be billed for this service along as a line item on the Port's regular bi monthly sewer service bill.

b. Airport Industrial Waste Line Flow Capacity. Throughout the Term of the Agreement, the volume of the Port's effluent discharge from the Airport Industrial Waste Line to Midway's system shall not exceed three thousand two hundred (3,200) G.P.M. The Port maintains a meter to monitor the volume of Airport Industrial Waste Line effluent discharge into Midway's system, which meter is located at the Port's Industrial Wastewater Treatment Plant ("IWTP Effluent Flow Meter"). The Port shall be responsible for monitoring the effluent discharge volumes from the Airport Industrial Waste Line into Midway's system.

5. POS Payment for Midway Outfall Upgrades. During the term of the 1995 Agreement, the Port discharged in excess of its Airport Industrial Waste Line effluent volume limits as stipulated in the 1995 Agreement. As a result of the Port's effluent discharges and other factors, upgrades were required to Midway's system outfall to Puget Sound to increase its capacity. In consideration of the Port's prior discharge history, the increase to the Port's effluent discharge flow volume from the Airport Industrial Waste Line pursuant to this Agreement, and Midway's capacity upgrades to its outfall infrastructure to accommodate the Port's increased effluent discharge volumes, the Port

shall pay a total of One Million, Six Hundred Thousand -Dollars and No Cents (\$1,600,000) to Midway. Payment shall be due in full by April 1, 2025.

6. Sanitary Sewer Service.

a. Capacity. The Port's discharge capacity to the Sanitary Trunk Line under the 1995 Agreement is set at One Million (1,000,000) M.G.D. Commencing following mutual execution of this Agreement, the discharge capacity to from the Sanitary Trunk Line to Midway's system shall be increased to One Million, One Hundred Thousand (1,100,000) M.G.D. All discharges into the Midway system from the Sanitary Trunk Line shall comply with Midway sewer use regulations, as revised and amended from time to time.

b. Charges. Midway shall continue to provide sanitary sewer service to the Airport properties within Midway's service area, and shall charge the Port for this service, including General Facilities Charges where applicable, at the same rate as that charged by Midway to all other commercial sewer customers in Midway's service area as provided under Section 5.12 of the MSD Code.

c. Total Suspended Solids Surcharge. Throughout the term of the 1995 Agreement, the Port has typically discharged effluent from the Sanitary Trunk Line that contains Total Suspend Solids levels which are disproportionately higher than other users of Midway's sewer system. Midway anticipates that during the Term of Extension Term of this Agreement, it will reach its limits for Total Suspended Solids which are dictated by its NPDES permit issued by the Washington Department of Ecology. At any point during the Term of this Agreement, if Midway reasonably determines that it will reach its limits for Total Suspended Solids in its NPDES permit, Midway hereby reserves the right to impose a commercially reasonable Total Suspended Solids surcharge on the Port, provided that prior to imposing the surcharge, Midway must provide adequate documentation to the Port demonstrating the basis for calculating the surcharge and its reasonableness. Total Suspended Solids Surcharges shall be calculated as follows: Midway will compare the Port's TSS to the overall influent Total Suspended Solids for Midway's treatment plant (the "Plant"). If the Plant's influent Total Suspended Solids is under 300 mg/l, then 300mg/l will be used as the Midway's base number for comparison. If the Plant's Total Suspended Solids influent is higher than 300mg/l then that higher number will be used as the base number. Midway will calculate a Total Suspended Solids ratio by dividing the Port's TSS influent by the Plant's overall TSS influent (the "TSS Surcharge Ratio"). The TSS Surcharge Ratio is then multiplied by the Port's total amount owing for that billing monthly period, and the resulting increase to the total amount owing is the "Total Suspended Solids Surcharge". Midway will provide the Port six months' notice prior to surcharging for TSS. For the avoidance of doubt, if the Port's TSS influent to is lower than the Plant's overall influent for

any given period, then the Port will not be subject to a Total Suspended Solids Surcharge for the period in question. See MSD Code Section 5.04.360.

d. Biological Oxygen Demand Surcharge. This surcharge shall be calculated as follows: The District calculates the Plant's average influent BOD from May through October (typically the highest influent period of the year) and compares it to the BOD from the Airport's effluent BOD. Midway will calculate a BOD ratio by dividing the Port's BOD influent by the Plant's overall BOD influent (the "BOD Surcharge Ratio"). The BOD Surcharge Ratio is then multiplied by the Port's total amount owing for that billing monthly period, and the resulting increase to the total amount owing is the "BOD Surcharge". For the avoidance of doubt, if the Port's BOD influent is lower than the Plant's overall influent for any given period, then the Port will not be subject to a BOD Surcharge for the period in question. See MSD Code Section 5.04.360.

e. Future NPDES Nutrient Removal Requirements. In the event Nutrient Removal Requirements are imposed, the Port shall comply with any generally applicable MSD code provisions adopted to address the requirements.

7. Miscellaneous.

a. MSD Code. The currently adopted Midway Sewer District code provisions of general application shall control in the event there are any inconsistencies or conflicts with the provisions of this Agreement.

b. Agreement Amendments. This Agreement may be amended through mutual agreement of the parties. Such amendments shall not be binding unless they are in writing and signed by personnel authorized to bind each of the Parties.

c. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Washington. The King County Superior Court in Washington State shall have exclusive jurisdiction and venue over any legal action arising under this Agreement.

d. Assignment and Third-Party Beneficiaries. This Agreement is not assignable or delegable by any Party in whole or in part, without the express prior written consent of the other Parties. Nothing in this Agreement is intended to, nor shall be construed to give any rights or benefits in the Agreement to anyone other than the Parties, and all duties and responsibilities undertaken pursuant to this Agreement will be for the sole and exclusive benefit of the Parties and not for the benefit of any third party.

e. Waiver. A failure by a Party to exercise its rights under this Agreement shall not preclude that Party from subsequent exercise of such rights and shall not constitute a waiver



of any other rights under this Agreement unless stated to be such in a writing signed by an authorized representative of the waiving Party and duly acknowledged by the other Parties.

f. Severability. If any provision of this Agreement or any provision of any document incorporated by reference shall be held invalid, such invalidity shall not affect the other provisions of this Agreement which can be given effect without the invalid provision, if such remainder conforms to the requirements of applicable law and the fundamental purpose of this Agreement, and to this end the provisions of this Agreement are declared to be severable.

g. Entire Agreement. This Agreement contains all the terms and conditions agreed upon by the Parties. No other understandings, oral or otherwise, regarding the subject matter of this Agreement shall be deemed to exist or to bind any of the Parties hereto.

h. Notice. Any notice required or permitted to be given pursuant to this Agreement shall be in writing, and shall be sent postage prepaid by U.S. Mail, return receipt requested, to the following addresses unless otherwise indicated by the Parties to this Agreement:

To Midway: The General Manager  
3030 S. 240<sup>th</sup> St.  
Kent, WA 98032

To the Port:

Facilities and Infrastructure Manager  
Port of Seattle  
17801 International Blvd  
Seattle, WA 98168

i. Indemnification. Each Party to this Agreement will be responsible for the negligent acts or omissions of its own employees, officers, or agents in the performance of this Agreement. No Party will be considered the agent of the other Party and no Party assumes any responsibility to the other Party for the consequences of any act or omission of any person, firm, or corporation not a party to this Agreement. To the maximum extent allowed by law, each Party shall protect, defend, indemnify, and save harmless the other Party, its officers, officials, employees, and agents, while acting within the scope of their duties, employment, or agency from any and all costs, claims, judgments, penalties, and/or awards of damages, to the extent arising out of or in any way resulting from that Party's own negligent acts or omissions in connection with performance of activities under the terms of this Agreement.

The Parties agree that their respective obligations under this section extend to any claim, demand, and/or cause of action brought by, or on behalf of, any of its employees or agents. For this purpose, each of the Parties, by mutual negotiation, hereby waive, with respect to the other Party only, any immunity that would otherwise be available against such claims under the industrial insurance provisions of Title 51 RCW, and all other applicable Industrial Insurance/Worker's Compensation Acts or their equivalent in the applicable jurisdiction. Further, the indemnification obligations under this Agreement shall not be limited in any way by any limitations on the amount or type of damages, compensation, or benefits payable to or for any third party under Worker's Compensation Acts, Disability Benefit Acts, or other Employee Benefit Acts.

In compliance with RCW 4.24.115 or any successor provision, all provisions of this Agreement pursuant to which any Party ("Indemnitor") agrees to indemnify the other Parties (each an "Indemnatee") against liability for damages arising out of bodily injury to persons or damage to property relative to the construction, alteration, repair, addition to, subtraction from, improvement to, or maintenance of, any building, road, or other structure, project, development, or improvement attached to real estate (a) shall not apply to damages caused by or resulting from the sole negligence of the Indemnatee, its agents, contractors or employees, and (b) to the extent caused by or resulting from the concurrent negligence of Indemnatee's agents, contractors or employees, shall apply only to the extent of the Indemnitor's negligence.

If either Party incurs any judgment, award, and/or cost arising therefrom, including attorneys' fees, to enforce the provisions of this section, all such fees, expenses, and costs shall be recoverable by the prevailing party(ies).

Notwithstanding anything to the contrary contained herein, and except for the third-party indemnification obligations set forth above, no Party shall be responsible for payment to the other Parties for consequential, special, or punitive damages in any way arising from this Agreement or any claim of breach or failure under this Agreement.

This indemnification shall survive the termination of this Agreement.

8. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall constitute an original, and all of which will together constitute this one Agreement.
9. Exhibits. The following exhibits are hereby incorporated to the Agreement:
  - **Exhibit A** Partial Release of Easement
  - **Exhibit A-1** Quit Claim Deed.

[signatures on the following page]



EXECUTED BY THE UNDERSIGNED PARTIES effective as of the last date below.

Midway Sewer District

Port of Seattle

By: \_\_\_\_\_

\_\_\_\_\_

Marc Monteith  
General Manager

Steve Metruck  
Executive Director

\_\_\_\_\_

\_\_\_\_\_

Date

Date

## **EXHIBIT A – Partial Release of Easement**

### **PARTIAL RELEASE OF EASEMENT**

**RELEASOR:** Midway Sewer District

**RECIPIENT:** Port of Seattle

**LEGAL DESCRIPTION (Abbreviated):**

**Assessor's Tax Parcel IDs: #**

**Reference Nos. of Documents Released or Assigned:** 5887661

This Agreement is made this \_\_\_\_\_ day of \_\_\_\_\_, 2024 between, MIDWAY SEWER DISTRICT fka DES MOINES SEWER DISTRICT "Releasor" and PORT OF SEATTLE "Recipient".

#### **RECITALS**

1. The Port of Seattle granted an Easement to Midway Sewer District fka Des Moines Sewer District for the installation and maintenance of sewer lines upon or under Port of Seattle property under King County Recording number 5887661 "1965 Easement."
2. Midway Sewer District Owns and operates an Airport Industrial Waste Line in portions of the 1965 Easement "Industrial Trunk".
3. Midway Sewer District Owns and operates a sanitary sewer service line in portions of the 1965 Easement "Sanitary Trunk."
4. Midway Sewer District and the Port of Seattle have entered into a Sewer Services Agreement under which Midway Sewer District has agreed to transfer ownership and responsibility of the Industrial Trunk to the Port of Seattle while retaining Midway Sewer District's ownership of the Sanitary Trunk "Sewer Services Agreement."
5. Pursuant to the Sewer Services Agreement Midway Sewer District no longer requires an easement for the Industrial Trunk but continues to require an easement for the Sanitary Trunk.

In consideration of the mutual promises and benefits as established in the Sewer Services Agreement the parties agree as follows.

1. Partial Release of Easement. Midway Sewer District releases its interest in the Industrial Trunk portions of the 1965 Easement as legally described on Exhibit A.
2. Partial Retention of Easement. Midway retains its interest in the Sanitary Trunk portions of the Easement as described in Exhibit B but only for the use of a Sanitary Trunk line.
3. Coordination of Trunk Lines. The Parties agree to cooperate when either party needs to perform maintenance or replacement of a portion of its respective Trunk line to minimize impacts to

the other parties Trunk line in those portions of the Easement described in Exhibit B where both Trunks are collocated.

4. Remaining Terms of 1965 Easement Unchanged. Except as specifically modified herein, all other terms and conditions of the 1965 Easement shall remain unchanged.

RELEASOR Recipient  
Midway Sewer District

Port of Seattle

By: \_\_\_\_\_  
Marc Monteith, General Manager

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

STATE OF WASHINGTON,     )  
  ) ss.  
COUNTY OF KING.         )

ACKNOWLEDGMENT  
OF  
MUNICIPAL CORPORATION

I certify that I know or have satisfactory evidence that Marc Monteith signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the General Manager of Midway Sewer District, a Washington Municipal Corporation, to be the free and voluntary act of such corporation, for the uses and purposes mentioned in the instrument.

SUBSCRIBED AND SWORN TO before me on \_\_\_\_\_, 2024.

\_\_\_\_\_  
Notary Public in and for the State of  
Washington, Residing in \_\_\_\_\_  
My appointment expires \_\_\_\_\_

STATE OF WASHINGTON,     )  
  ) ss.  
COUNTY OF KING.         )

ACKNOWLEDGMENT  
OF  
MUNICIPAL CORPORATION

I certify that I know or have satisfactory evidence that \_\_\_\_\_ signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the \_\_\_\_\_ of Port of Seattle, a Washington Municipal Corporation, to be the free and voluntary act of such corporation, for the uses and purposes mentioned in the instrument.

SUBSCRIBED AND SWORN TO before me on \_\_\_\_\_, 2024.

---

Notary Public in and for the State of  
Washington, Residing in \_\_\_\_\_  
My appointment expires \_\_\_\_\_

## **EXHIBIT A**

### For a Portion for Industrial Trunk:

An easement consisting of a 30-foot wide strip, the centerline of which is described as follows:

Beginning at the aforementioned Point "A"; thence north  $68^{\circ}20'09''$  West 458.80 feet; thence North  $8^{\circ}20'26''$  West 85.0 feet to a point hereinafter referred to as Point "C".

### For a Portion of the Industrial Trunk:

An easement consisting of a 20-foot wide strip, the centerline of which is described as follows:

Beginning at the aforementioned Point "C"; thence North  $8^{\circ}20'26''$  West 1,373.96 feet; thence North  $10^{\circ}25'15''$  West 486.79 feet; thence North  $34^{\circ}05'37''$  West 1,032.27 feet; thence North  $1^{\circ}26'39''$  East 374.96 feet; thence South  $89^{\circ}30'51''$  West 165.06 feet; thence North  $79^{\circ}19'06''$  West 80.12 feet; thence North  $64^{\circ}37'14''$  West 76.74 feet to the point of termination at the Industrial Waste Treatment Plant Outfall; Less that portion of said easement which lies within the 100-foot wide right-of-way of South 188<sup>th</sup> Street.



## **EXHIBIT B**

### For Portion of Industrial & Sanitary Trunk:

An Easement consisting of a 30-foot wide strip the centerline of which is described as follows:

Commencing at the Monument marking the center of Section 4, Township 22 North, Range 4 East, W.M., King County, Washington;

Thence along the East-West centerline of said Section 4, North 88°26'34" West 634.44 feet; thence North 17°12'51" West 31.69 feet to the True Point of Beginning; thence continuing North 17°12'51" West 366.97 feet; thence north 29°43'41" West 851.0 feet to a point hereinafter referred to as Point "A".

### For Portion of Sanitary Trunk:

An easement consisting of a 20-foot wide strip, the centerline of which is described as follows:

Beginning at the aforementioned Point "A"; thence north 16°26'48" East 282.56 feet; thence North 39°24'24" East 798.18 feet; thence 22°28'17" East 385.0 feet to a point hereinafter referred to as Point "B"; thence continuing North 22°28'17" East 1,408.88 feet; thence South 87°56'22" East 203.60 feet to its intersection with the Easterly property line of Seattle-Tacoma Airfield and also lying North 3°18'24" East 643.0 feet, and South 87°56'22" East 334.57 feet of the South ¼ corner of Section 33, Township 23 North, Range 4 East W.M.

## EXHIBIT A-1 – Quit Claim Deed

### RETURN ADDRESS:

Seattle-Tacoma International Airport  
17801 Pacific Highway South  
Main Terminal Building  
Mezzanine Level, Room A6012M  
Seattle, WA 98158  
Attention: Aviation Properties

### QUIT CLAIM DEED

GRANTOR: MIDWAY SEWER DISTRICT  
A municipal services corporation of the State of Washington

GRANTEE: PORT OF SEATTLE  
a municipal corporation of the State of Washington

ABBREVIATED LEGAL DESCRIPTION: N/A  
Full legal description on Exhibit A

ASSESSOR'S TAX PARCEL NOS.: 2823049016

REFERENCE NO. OF DOCUMENT RELEASED OR ASSIGNED: 5887661

For and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration received, Midway Sewer District, a municipal services corporation of the State of Washington (“Grantor”), hereby conveys and quit claims to the Port of Seattle, a municipal corporation of the State of Washington (“Grantee”), the subterranean improvements to the real property described in Exhibit A attached hereto and incorporated herein by this reference, situated in the County of King, State of Washington, subject to all matters of record.

IN WITNESS WHEREOF, Grantor has executed this Deed as of the \_\_\_\_ day of \_\_\_\_\_, 2025.

MIDWAY SEWER DISTRICT

By \_\_\_\_\_  
Its \_\_\_\_\_

STATE OF WASHINGTON                    )  
  ) ss.  
COUNTY OF \_\_\_\_\_ )

I certify that I know or have satisfactory evidence that \_\_\_\_\_ is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as the \_\_\_\_\_ of the Midway Sewer District to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: \_\_\_\_\_



(Use this space for notarial stamp/seal)

\_\_\_\_\_  
Notary Public  
Print Name \_\_\_\_\_  
My commission expires \_\_\_\_\_

***Exhibit A to Deed***

***Legal Description***

For a Portion for Industrial Trunk sewer line located within:

An easement consisting of a 30-foot wide strip, the centerline of which is described as follows:

Beginning at the aforementioned Point “A”; thence north 68°20’09” West 458.80 feet; thence North 8°20’26” West 85.0 feet to a point hereinafter referred to as Point “C”.

For a Portion of the Industrial Trunk sewer line located within:

An easement consisting of a 20-foot wide strip, the centerline of which is described as follows:

Beginning at the aforementioned Point “C”; thence North 8°20’26” West 1,373.96 feet; thence North 10°25’15” West 486.79 feet; thence North 34°05’37” West 1,032.27 feet; thence North 1°26’39” East 374.96 feet; thence South 89°30’51” West 165.06 feet; thence North 79°19’06” West 80.12 feet; thence North 64°37’14” West 76.74 feet to the point of termination at the Industrial Waste Treatment Plant Outfall; Less that portion of said easement which lies within the 100-foot wide right-of-way of South 188<sup>th</sup> Street.

**COMMISSION  
AGENDA MEMORANDUM**

**Item No.** 8f

**ACTION ITEM**

**Date of Meeting** January 14, 2025

**DATE :** January 6, 2025

**TO:** Stephen P. Metruck, Executive Director

**FROM:** Elizabeth Black, Deputy General Counsel

**SUBJECT: Settlement Agreement**

**Amount of this request:** N/A

**Total estimated project cost:** N/A

**ACTION REQUESTED**

Request Commission authorization for the Executive Director to execute a settlement agreement to recover over \$3 million in costs associated with the Port's participation in the cleanup of the Lower Duwamish Waterway Superfund Site.

**EXECUTIVE SUMMARY**

Since 2001, the Port has incurred costs in support of the cleanup of contamination at the Lower Duwamish Waterway Superfund Site in coordination with the U.S. Environmental Protection Agency and the Washington State Department of Ecology. The Port agreed to this work and shared costs alongside the City of Seattle, King County, and The Boeing Company, understanding that the costs the Port spent would be reallocated at a later date and shared amongst all potentially responsible parties.

In 2014, the Port entered into a confidential, non-binding mediation process alongside several dozen other potentially responsible parties to determine and allocate appropriate shares of costs for each party to pay. The parties agreed to share certain mediation costs as part of that process. As a result, the Port has negotiated a settlement agreement with approximately 40 parties (not including the City of Seattle, King County, or The Boeing Company) to recoup a portion of its past costs. Pursuant to the agreement, the settling parties will reimburse the Port a total of \$3,445,375.45. In turn, the Port will reimburse four of those parties a total of \$15,120.87, representing amounts that they paid in shared mediation costs which exceeded their allocated shares of cleanup costs.

This matter was further discussed in privileged attorney-client communications. There are no attachments to this memo.

**COMMISSION  
AGENDA MEMORANDUM**

**Item No.** 10a

**ACTION ITEM**

**Date of Meeting** January 14, 2025

**DATE:** December 13, 2024

**TO:** Stephen P. Metruck, Executive Director

**FROM:** Lisa Lam, Director, Accounting & Financial Reporting

**SUBJECT: Resolution No. 3832 – Delegation of Authority to Sell and Convey Port Personal Property for 2025 Not Exceeding a Value of \$22,830**

**ACTION REQUESTED**

Introduction and request adoption of Resolution No. 3832: A resolution of the Port of Seattle Commission authorizing the Executive Director to sell and convey Port personal property in 2025 in accordance with RCW 53.08.090 with a value not greater than \$22,830 and repealing Resolution No. 3816, dealing with the same subject.

**EXECUTIVE SUMMARY**

The Port of Seattle regularly determines that personal property is no longer needed for port district purposes and prepares accordingly for its disposal. Commission authorization is required to grant the Executive Director authority to sell and convey port district personal property of \$22,830 or less in value in accordance with RCW 53.08.090.

**JUSTIFICATION**

Pursuant to RCW 53.08.090, the commission may, by resolution renewed from year to year, authorize the managing official of a port district to sell and convey port district personal property of \$22,830 or less in value. RCW 53.08.090(2) established a base value limit for calendar year 2024. Beginning December 2024, the Washington State Department of Revenue adjusted the initial value yearly based on any increases of the consumer price index available on December 1 of the current year from the prior year. It is now timely for the Commission to consider renewal of the Executive Director's authority for the year 2025.

Surplus items that fall within the \$22,830 fair market value limit have been well utilized over the years with many having reached the end of their useful lives. The Port on average surpluses, through either sale or disposal, about \$25,000 per year in in equipment, furnishings and computer/mobility devices with the average FMV being \$12,500, and about \$150,000 per year in rolling stock/vehicles with the average FMV being \$6,000 to \$10,000 per vehicle. Also, Chapter 39.33 RCW in part authorizes the Port to sell, transfer or exchange surplus property to the state or other local jurisdictions.

Meeting Date: January 14, 2025

**ATTACHMENTS TO THIS REQUEST**

- (1) Draft Resolution No. 3832

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

November 21, 2023 – Resolution No. 3816, authorizing the Executive Director to sell and convey Port personal property in accordance with RCW 53.08.090 with a value not greater than \$22,000, and repealing Resolution No. 3808 dealing with the same subject.

November 29, 2022 – The Commission adopted Resolution No. 3808, authorizing the Executive Director to sell and convey Port personal property in accordance with RCW 53.08.090 with a value not greater than \$23,000, and repealing Resolution No. 3797 dealing with the same subject.

**PORT OF SEATTLE  
RESOLUTION NO. 3832**

**A RESOLUTION** of the Port of Seattle Commission authorizing the Executive Director to sell and convey port personal property in 2025 in accordance with RCW 53.08.090 with a value not greater than \$22,830 and repealing Resolution No. 3816, dealing with the same subject.

**WHEREAS**, the voters of King County, pursuant to the provisions of enabling legislation adopted by the legislature of the State of Washington, Chapter 92, Laws of 1911, RCW 53.040.010, authorized and approved at a special election held in King County on the 5<sup>th</sup> day of September 1911, the formation of a port district co-extensive with King County to be known as the Port of Seattle; and

**WHEREAS**, the Port of Seattle was thereupon established as a port district and has since been and now is a duly authorized and acting port district of the State of Washington; and

**WHEREAS**, the Port of Seattle owns personal property and, from time to time, may sell or convey such property pursuant to RCW 53.08.090 and RCW 39.33.

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

Section 1. The Port Commission of the Port of Seattle hereby delegates to the Executive Director of the Port of Seattle the authority to sell and convey port personal property of a value established annually by resolution.



Section 2. The value of Port personal property that may be sold and conveyed by the Executive Director in 2025, in accordance with Section 1, shall be \$22,830.00 or less, per occurrence.

Section 3. Pursuant to RCW 53.08.090, the port commission may annually renew the Executive Director's authority under this resolution and adjust the property value limit under Section 2 based on the consumer price index established by the Washington State Department of Revenue.

Section 4. Resolution No. 3816, dealing with the same subject, is hereby repealed.

ADOPTED by the Port Commission of the Port of Seattle, at a duly noticed meeting held this 14th day of January, 2025, 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

**COMMISSION  
AGENDA MEMORANDUM**

**Item No.** 10b

**ACTION ITEM**

**Date of Meeting** January 14, 2025

**DATE :** January 2, 2025

**TO:** Stephen P. Metruck, Executive Director

**FROM:** Aaron Pritchard, Commission Chief of Staff  
Pete Ramels, General Counsel  
Jessica Nadelman, Senior Counsel  
Michelle M. Hart, Commission Clerk

**SUBJECT: Package of Amendments for the Commission Code of Ethics and Corresponding Amendment to the Governance Committee Charter Scope of Work**

**Amount of this request:** n/a

**Total estimated project cost:** n/a

**ACTION REQUESTED**

Request Commission Introduction of Resolution No. 3833, a resolution of the Port of Seattle Commission establishing a revised Code of Ethics for Port Commissioners and repealing Resolution No. 3681, as amended; and making a corresponding amendment to the Commission's Governance Committee charter scope of work to include jurisdictional review of written complaints alleging behavioral standards violations of Commissioners when such complaints are unaccompanied by a formal ethics complaint filing.

**EXECUTIVE SUMMARY**

Resolution No. 3833 proposes to repeal previously adopted Resolution No. 3681, as amended, which established a revised Commission Code of Ethics for Port Commissioners in 2013. Resolution No. 3833 and its Exhibit A (the code of ethics policy directive) aligns the Port Commission's Code of Ethics more fully with statutory provisions, including for interest in contracts and conflicts of interest; provides definition, organization, and structure to the code; provides for advisory opinions to be issued by the Board of Ethics; provides for a standard of conduct based on respectful interactions of Commissioners and provides a formal process to review complaints related to alleged violations of Commission behavioral standards and the Port's Statement of Values; creates a new section addressing remote contracting interests during service on non-profit boards and duty of loyalty to the Port; and provides transparency and predictability in the code complaint process.

Meeting Date: January 14, 2025

If adopted, a corresponding amendment to the Commission’s Governance Committee Charter is needed to reflect the committee’s jurisdiction granted under the code of ethics to review written alleged violations of Commission behavioral standards when such complaints are unaccompanied by a formal ethics complaint filing to the board of ethics or the office of workplace responsibility.

### **JUSTIFICATION**

The Commission’s Code of Ethics has not been reviewed or amended since 2013. The Commission has expressed its position to incorporate respectful interactions and adherence to the Port’s Statement of Values in its ethical behavioral standards. The resolution, in part, accomplishes the codification of these standards and provides a mechanism to address allegations of violations of these standards, whether the question is before the Board of Ethics, or the Commission’s Governance Committee.

Review of the code further identified the need for better alignment of the Code’s provisions to state statute; general document clean-up; and the need for additional structure and timelines to provide clear guidance for people involved in the complaint process.

Exhibit A, the amended code proposed, has been thoroughly reviewed and has received input from the Port’s legal team; Commission’s counsel, the Board of Ethics, and the Commission’s Governance Committee. The Board of Ethics and the Governance Committee have both recommended the proposal be forwarded to the Commission for its consideration of adoption.

### **ALTERNATIVES AND IMPLICATIONS CONSIDERED**

The Commission could choose to (1) adopt the proposed amendments as presented; (2) amend the proposed amendments presented; or (3) reject the proposals to amend the Commission Code of Ethics and corresponding amendment to the Commission’s Governance Committee charter, leaving the code as adopted in 2013.

### **FINANCIAL IMPLICATIONS**

None.

### **ADDITIONAL BACKGROUND**

Sectional Analysis of Changes:

- Sections 1 and 2: General Requirements – aligned with RCW 42.52; added reference to applicable port employee policies; removed duplicative sections; and reflects ethics standards provisions adopted into the Commission’s Bylaws and Rules of Procedure in 2024.
- Section 2: Conflicts of Interest – aligned with RCW 42.52; removed references to appearance of impropriety violations because the listed examples were duplicative of other sections; changed title of “Financial Interest Prohibited” to “Activities Incompatible

Meeting Date: January 14, 2025

with Public Duties” to align with state law and incorporate wider potential application i.e. service on non-profit boards.

- Section 3: Interests in Contracts – aligned with state law (contracting violations can be from direct or indirect interests; updated exceptions to align with state law and include consistent references to immediate family; updated exceptions consistent with RCW 42.23 (language and \$3K statutory amount)).
- Section 4: Statement of Financial Affairs – simplified provision to align with Public Disclosure Commission requirements.
- Section 5: Acceptance of Gifts – clarified rules regarding the acceptance of gifts on behalf of the Port; added exceptions consistent with state law, including adding an exception for food and beverages.
- Section 6: Former Port Commissioners – added language regarding maintaining confidentiality; and general section clean-up including timelines associated with provisions.
- Section 7: Participation on Non-Profit Boards – created a new section addressing service on non-profit boards, with service creating a remote interest in contracts. The provision states that Commissioners do not violate the code when approving membership fees for non-profits upon which board the commissioner serves during the port budget approval process. In approving the budget, commissioners shall not advocate for adjustment to proposed fee amount or membership status for non-profits upon which board the commissioner serves. Commissioners may express support of policy positions of a non-profit organization upon which the commissioner serves except when the commission is considering or approving a contract with the non-profit in which the commissioner has a remote interest. This section aligns with statutory provisions.
- Section 8: Board of Ethics – aligned with current Board of Ethics (‘board’) practices; added language to define the board as investigative agency to allow potential use of Public Records Act exemption 42.56.240(2) for complainants to provide confidentiality when applicable; provided clarity around submission of complaints to the board (filed by non-employees) or to the Port’s Office of Workplace Responsibility (filed by employees); provides for notice to parties at the point of complaint intake and throughout the complaint process; clarifies the screening process to be completed by the board with assistance of an outside investigator when necessary; specifies timelines to complete the complaint screening process; timelines to complete investigations; specifies complaint deliberation processes in-line with Open Public Meeting Act requirements; addresses corrective action determinations; specifies provisions for the board of ethics to issue advisory opinions with protections for reliance on these determinations; and if an ethics complaint is dismissed by the board and its investigation indicates potential violations of the behavioral standards referenced in Section 9 of the Code, the Board shall refer the matter to the Governance Committee for further review.
- Section 9: Violations of Commission Bylaws and Rules of Procedure Behavior Commitments – sends written complaints of alleged Commission behavioral standards and port statement of values violations to the Governance Committee (when such

Meeting Date: January 14, 2025

allegations are unaccompanied by a formal ethics complaint filing or has been forwarded by the ethics board).

- Section 10 – Definitions – removed definitions where duplicative of state law; added definitions of admonishment, censure, and reprimand based on judicial code definitions.

**ATTACHMENTS TO THIS REQUEST**

- (1) Draft Resolution No. 3833 with Exhibit A (Revised Ethics Code)
- (2) Redline of Draft Resolution No. 3833
- (3) Governance Committee Charter Amendment
- (4) Board of Ethics' Correspondence
- (5) Presentation slides

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

December 30 – January, 2025 – Commissioner Briefings

November 21, 2024 – Governance Committee Briefing

November 11, 2024 – Board of Ethics Briefing

**PORT OF SEATTLE  
RESOLUTION NO. 3833**

**A RESOLUTION** of the Port of Seattle Commission establishing a revised Code of Ethics for Port Commissioners and repealing Resolution No. 3681, as amended; and making a corresponding amendment to the Commission's Governance Committee charter scope of work to include jurisdictional review of written complaints alleging behavioral standards violations of Commissioners when such complaints are unaccompanied by a formal ethics complaint filing.

**WHEREAS**, the voters of King County authorized and approved the formation of a port district coterminous 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**, high moral and ethical standards among public officials are essential to good government; and

**WHEREAS**, a strong and clear code of ethics for Port Commissioners promotes and strengthens the faith and confidence of the people of King County in their elected Port Commissioners, and assists the Commissioners in the performance of their public duties; and

**WHEREAS**, the Port Commission believes its Commissioners should be held to the highest moral and ethical standards and strongly supports organizational policies and procedures that maintain the public's trust and confidence and ensure fair dealings in all Port transactions; and

**WHEREAS**, in 2023, the Port Commission amended its Bylaws and Rules of Procedure to adopt its commitment to upholding and conducting respectful interactions and fostering a safe and healthy work environment for all through this commitment; mandated reoccurring ethics training for Commissioners; and gave the Board of Ethics the jurisdiction to review potential violations of the Commission's standards of conduct; and

**WHEREAS**, the Port Commission last updated its ethics code through adoption of Resolution No. 3681, as amended, in May 2013; and

47       **WHEREAS**, the Port of Seattle Commission Code of Ethics has not undergone another  
48 thorough analysis of defined process or procedure since the 2013 recodification; and  
49

50       **WHEREAS**, Resolution No. 3833 is the cumulation of a two-year review of the code,  
51 applicable statutes, port policy, and municipal and other codes related to ethics; and  
52

53       **WHEREAS**, Resolution No. 3833 has received detailed legal review and input; and has  
54 been reviewed and recommended for approval by the Board of Ethics and the Commission’s  
55 Governance Committee.  
56

57       **NOW, THEREFORE, BE IT RESOLVED** by the Port of Seattle Commission as  
58 follows:  
59

60       **SECTION 1. Policy Directive Amendment.** The technical and substantive amendments  
61 contained in Exhibit A of this resolution are hereby adopted, as if fully set forth herein.  
62

63       **SECTION 2. Corresponding Amendment to Governance Committee Charter.** The  
64 Governance Committee Charter scope of work shall be amended to reflect the committee’s  
65 oversight over written complaints of alleged Commission behavioral standards violations when  
66 these allegations are unaccompanied by a formal ethics complaint filing to the board of ethics or  
67 the office of workplace responsibility or have been forwarded by the Board of Ethics.  
68

69       **SECTION 3. Scrivener’s Errors.** The Commission Clerk is hereby authorized to execute  
70 scrivener’s error revisions in finalizing amendments to the Port Commission Code of Ethics made  
71 through adoption of this resolution, as needed, to address technical corrections.  
72

73       **SECTION 4. Effective Date.** This resolution is effective upon adoption.  
74

75       **ADOPTED** by the Port of Seattle Commission at a duly noticed public meeting thereof,  
76 held this \_\_\_\_ day of January, 2025, and duly authenticated by the signatures of the commissioners  
77 voting in favor thereof and the seal of the commission.  
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Port of Seattle Commission

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**EXHIBIT A to Resolution No. 3833**



## **EXHIBIT A**

### **PORT OF SEATTLE COMMISSION CODE OF ETHICS**

#### **SCOPE AND APPLICABILITY**

Port of Seattle commissioners (“commissioners”) are elected officials charged with public trust. Commissioners are expected to uphold this trust by exhibiting appropriate and ethical behavior and avoiding conflicts of interest. This code of ethics (“Code”) establishes ethics standards and provides for enforcement of these standards. This Code is authorized and governed by Chapters 42.23 and 53.08 RCW and modelled after applicable sections of Chapters 42.52 RCW.

Commissioner behavior is additionally governed by the standards established in the Port of Seattle Commission Bylaws and Rules of Procedure; the Port of Seattle Statement of Values; the Commission Oath of Office; the Commission Transparency Pledge; applicable laws; and through a commitment to respectful interactions.

#### **Section 1. General Requirements.**

- A. Consistent with the commission bylaws, within ninety days of each term commissioners will attend ethics training regarding applicable state, port, and Code standards.
- B. A commissioner shall abide by the port’s policies of anti-harassment, equal opportunity, violence in the workplace, and anti-retaliation. These policies are referred to as “workplace misconduct” throughout this Code.
- C. A commissioner shall not use the position to secure special privileges or exemptions for themselves, members of their family, or others.
- D. A commissioner shall not employ or use any person, money, or property under the commissioner’s official control or direction, or in the commissioner’s official custody, for the

private benefit or gain of the commissioner, their family, an employee, or another, except as to occasional use of port resources, of de minimis cost and value, that does not result in interference with the proper performance of duties, and is consistent with the port's information systems and service acceptable use policy when applicable.

- E. A commissioner shall not disclose confidential information gained because of the commissioner's position, nor may the port commissioner otherwise use such information for personal or family gain or benefit.
- F. A commissioner shall not accept employment or engage in business or professional activities that the commissioner might reasonably expect would require or induce the commissioner by reason of their position to use or disclose confidential information acquired because of the commissioner's position.

## **Section 2. Conflicts of Interest.**

### **A. Outside Employment.**

Given that commissioners are elected to a part-time position, it is understood that they are likely to have outside employment. At times, such employment may give rise to potential conflicts of interest. In such situations, the commissioner must disclose the potential conflict prior to any involvement and seek advice from the commission's legal counsel on whether a conflict exists and on how best, if appropriate, to recuse him or herself from port activities involving the issue.

### **B. Activities Incompatible with Public Duties.**

Except as described herein, no commissioner may have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction or professional activity or incur an obligation of any nature that is in conflict with the proper discharge of the commissioner's official duties.

C. Improper Compensation.

No commissioner may, directly or indirectly, ask for, give, receive, or agree to receive any compensation, gift, reward, or gratuity from a source for performing, omitting, or deferring the performance of any official duty unless otherwise authorized by law.

**Section 3. Interest in Contracts.**

A. Interests Prohibited.

No commissioner or their immediate family (spouse, dependents) shall be beneficially interested, directly or indirectly, in any contract which may be made by, through, or under the supervision of the commission, or which may be made for the benefit of the port; or accept, directly or indirectly, any compensation, gratuity, or reward in connection with the awarding of such contract from any person beneficially interested therein.

B. Exceptions.

The prohibition in Section 3A shall not apply to:

1. the furnishing of electrical, water or other utility services by the port, at the same rates and on the same terms as are available to the public generally;
2. the designation of public depositories for port funds;
3. the publication of legal notices required by law to be published upon competitive bidding or at rates not higher than prescribed by law for members of the general public;
4. the letting of any other contract in which the amount received under the contract by the commissioner, their immediate family or the commissioner or their immediate family's business does not exceed three thousand dollars (\$3,000.00) in any calendar month; or
5. the leasing of port property to a commissioner or to a contracting party in which a commissioner or their immediate family has a financial or beneficial interest, if in

addition to all other legal requirements, a board of three disinterested appraisers and the superior court in the county where the property is situated finds that all the terms and conditions of such lease are fair to the port and are in the public interest.

The appraisers must be appointed from members of the American Institute of Real Estate Appraisers by the presiding judge of the superior court.

C. Limitation on Voting.

A commissioner may not participate in consideration or vote on the authorization, approval, or ratification of a contract in which the commissioner or their immediate family is beneficially interested even though one of the exemptions under Section 3B above allows the awarding of such a contract. The interest of the commissioner must be disclosed to the commission and noted in the official minutes before the formation of the contract and the commissioner shall follow the procedures for limitations on voting in the Commission Bylaws and Rules of Procedure.

D. Remote Interest.

A commissioner is not interested in a contract, for purposes of Section 3A above, if the commissioner has only a remote interest in the contract and the extent of the interest is disclosed to the commission and noted in the official minutes of the commission prior to the formation of the contract, and the commission approves the contract in good faith by a vote of its membership sufficient for the purpose without counting the vote of the commissioner having the remote interest; provided, that Section 3D is not applicable to any commissioner interested in a contract, even if the commissioner's interest is only remote, if the commissioner influences or attempts to influence any other commissioner or port employee to enter into the contract. For purposes of Section 3D, a port commissioner has a remote interest when the port commissioner:

1. is a non-salaried officer or board member of a nonprofit corporation;
2. is an employee or agent of a contracting party where the compensation of such

employee or agent consists entirely of fixed wages or salary;

3. is a landlord or tenant of an entity contracting with the port; and

4. is a holder of less than one percent of the shares, or interest, in a business entity contracting with the port.

E. **Improper Contract Void.**

Any contract made in violation of the provisions of Section 3 is void and the performance thereof, in full or in part, by a contracting party shall not be the basis of any claim against the port. Any port commissioner violating the provisions of Section 3 is liable to the port for a penalty in the amount of five hundred dollars (\$500.00), in addition to such other civil or criminal liability or penalty as may otherwise be imposed upon the port commissioner by law.

**Section 4. Statement of Financial Affairs.**

Each commissioner shall file with the Washington State Public Disclosure Commission a copy of a Statement of Financial Affairs prepared in satisfaction of the requirements of RCW42.17A.235 and RCW 42.17A.240, which shall be available for public inspection upon written request.

**Section 5. Acceptance of Gifts.**

A. **Gifts Prohibited.**

Except as permitted below, a port commissioner may not receive, accept, take, seek, or solicit, directly or indirectly, anything of economic value as a gift, gratuity, or favor from a person if it could be reasonably expected that the gift, gratuity, or favor would influence the vote, action or judgment of the commissioner, or be considered as part of a reward for action or inaction.

B. **Acceptance of Gifts on Behalf of Port of Seattle.**

A commissioner may accept a gift of personal property of any value for and on behalf of the port. Any gift so accepted shall become the property of the port and not of the

commissioner. A commissioner shall report the acceptance of any gift under this section to the port's general counsel within thirty (30) days of receipt.

C. Prohibition on Gifts to Commissioners.

A commissioner may not accept gifts, other than those specified in Section 5E, with an aggregate value in excess of fifty dollars (\$50.00) from a single source in a calendar year or a single gift from multiple sources with a value in excess of fifty dollars (\$50.00). For purpose of this section, "single source" means any person, whether acting directly or through any agent or other intermediary, and "single gift" includes any event, item or group of items used in conjunction with each other or any trip including transportation, lodging, and attendant costs, not excluded from the definition of gift in Section 5D. The value of gifts given to a commissioner's family or guest shall be attributed to the commissioner for the purpose of determining whether the limit has been exceeded, unless an independent business, family, or social relationship exists between the donor and the family or guest.

D. Items Not Considered Gifts.

The following items are excluded from the definition of gift and may be accepted by a commissioner or member of his/her family without constituting a violation of the Code:

1. Items from family or friends where it is clear beyond a reasonable doubt that the item was not given as part of any design to gain or maintain influence in the port;
2. Items related to the outside business of the commissioner that are customary and not related to the commissioner's performance of official duties;
3. Items exchanged among commissioners, or among commissioners and port employees, or a social event hosted or sponsored by a commissioner or port employee for co-workers;
4. Payments by a governmental or nongovernmental entity of reasonable expenses incurred in connection with a speech, presentation, appearance, or trade mission made in the port commissioner's official capacity. As used in this Section

"reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;

5. Items a commissioner is authorized by law to accept, including, but not limited to, items accepted in accordance with RCW 53.36.120-150 (promotional hosting) or RCW 53.08.110 (gifts to port);
6. Payment of enrollment and course fees and reasonable travel expenses attributable to attending seminars and educational programs sponsored by a bona fide governmental or nonprofit professional, educational, trade or charitable association or institution. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;
7. Items returned by the commissioner to the donor within thirty (30) days of receipt or donated to a charitable organization within thirty (30) days of receipt;
8. Campaign contributions reported under chapter 42.17A RCW;
9. Discounts available to a commissioner as a member of an employee group, occupation, or similar broad-based group;
10. Awards, prizes, scholarships, or other items provided in recognition of academic or scientific achievement;
11. Items paid for directly by a commissioner.

E. Exceptions.

The following gifts are presumed not to influence a commissioner and may be accepted without regard to the fifty-dollar (\$50.00) limit established above, without constituting a violation of the Code:

1. Unsolicited flowers, plants, and floral arrangements;
2. Unsolicited advertising or promotional items of nominal value, such as pens and

note pads;

3. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy, desk item, wall memento or similar item.
  4. Unsolicited items received by a commissioner for the purpose of evaluation or review, if the port commissioner has no financial or beneficial interest in the eventual use or acquisition of the item by the port;
  5. Informational material, publications, or subscriptions related to the recipient's performance of official duties;
  6. Food and beverages consumed at hosted receptions where attendance is related to the commissioner's official duties;
  7. Admission to, and the costs of food and beverages consumed at, events sponsored by or in conjunction with a civic, charitable, governmental, or community organization;
  8. Unsolicited gifts from dignitaries from another state or a foreign country and intended to be personal in nature; and
  9. Food and beverages on infrequent occasions in the ordinary course of meals where attendance by the commissioner is related to the performance of official duties.
- Provided that where the gift in the form of food or beverage exceeds fifty dollars (\$50.00) on a single occasion, it shall be reported as required in chapter 42.17A

RCW.

F. Rebuttable Presumption.

The presumption that acceptance of the gifts listed in section 5E do not influence a commissioner is rebuttable and after review by the board of ethics may be overcome based on the circumstances surrounding the giving and acceptance of the gift.



## **Section 6. Former Port Commissioners.**

Former commissioners engaging in transactions with the port shall do so consistent with the standards of ethical conduct and in accordance with the relevant portions of this Code.

### **A. Special Consideration Prohibited.**

A former commissioner shall not request or otherwise seek special consideration, treatment, or advantage from port staff or commissioners.

### **B. Appearances Before Commission.**

For one (1) year after termination of port commission service, a former commissioner may not appear before the port commission on behalf of another individual or entity, whether or not for compensation of any kind, in relation to any case, proceeding, application, or matter in which such former commissioner participated during port commission service: *Provided*, that if after public discussion and a finding by the commission that the public or the port's interests would be better served, the commission may waive this provision if so requested by a former commissioner.

### **C. Participation in Contracts with Port of Seattle.**

For one (1) year after termination of port commission service, a former commissioner may not have a direct or indirect beneficial interest in any contract or grant that was made by, authorized, or funded by port commission action in which the former commissioner participated during the period of port commission service.

### **D. Participation in Competitive Selection Process.**

For one (1) year after termination of port commission service, a former commissioner may not participate as a competitor in any competitive selection process for a port contract in which the former commissioner participated in any way while serving on the port commission.

E. Disclosure Requirements.

For one (1) year after termination of port commission service, a former commissioner must disclose past port commission service before participating in any port action. The disclosure shall be made in writing to the commission clerk who will notify the commission.

F. Use of Confidential Information.

A former commissioner shall not, for personal or family benefit, use or disclose confidential information gained by reason of the former commissioner's position.

G. Employment.

No former commissioner may accept an offer of employment or receive compensation from an employer if the former commissioner knows or has reason to believe that the offer of employment or compensation was intended, in whole or in part, directly or indirectly, to influence the former commissioner or as compensation or reward for the performance or nonperformance of a duty by the former commissioner during the course of port commission service.

H. Employer Defined.

As used in this Section, "employer" means any individual, partnership, association, corporation, firm, institution, or other entity, whether or not operated for profit, or any other entity or business that an individual owns or in which the individual has a controlling interest.

**Section 7. Participation on Non-Profit Boards.**

A. Service Encouraged.

Commissioners are encouraged to serve on non-profit boards.

B. Limitations.

Commissioners shall adhere to the service limitations set forth in the commission bylaws.

C. Contracts.

A commissioner serving on a non-profit board has a remote interest in contracts between the Port and the non-profit upon which board the commissioner serves. When such contracts come before the commission, the commissioner serving on the non-profit board must follow the remote interest provisions referenced in section 3D of this Code.

D. Duty of Loyalty.

Commissioners do not violate this code when approving membership fees for non-profits upon which board the commissioner serves during the port budget approval process. In approving the budget, commissioners shall not advocate for adjustment to proposed fee amount or membership status for non-profits upon which board the commissioner serves. Commissioners may express support of policy positions of a non-profit organization upon which the commissioner serves except when the commission is considering or approving a contract with the non-profit in which the commissioner has a remote interest.

**Section 8. Board of Ethics.**

A. Formation and Purpose.

The commission shall appoint a Board of Ethics ("Board") to ensure proper and consistent implementation of this Code. The Board is an investigative agency charged with intake, screening, and investigation of complaints, and providing recommendations for corrective action to the commission for consideration. In performing its duties, the Board and its members shall uphold port values and follow the principles contained in this code. It is the intention of the port to encourage reporting of ethics violations to the Board by protecting complainant confidentiality to the extent permitted by this Code and the law. The commission's chief of staff; the commission's legal counsel, and the port's general counsel shall serve as resources, as needed, to carry out tasks on behalf of the Board to assist with

the process provided for in this Code. The port shall provide sufficient investigative and administrative support to enable the Board to reasonably carry out its duties hereunder.

B. Complaints, Intake and Notice.

1. Filing of Complaints. Any person, including without limitation commissioners, port employees, and members of the public, may submit a written complaint alleging a violation of the Code to the Board through a form established by the commission clerk's office, specifying one or more alleged violations by a commissioner of this Code. Every complaint must include the complainant's correct name, an email address, or address at which mail can be delivered to the complainant and a daytime telephone number. Anyone submitting a complaint may be asked for additional information about the complaint by the Board and shall cooperate with the Board in providing pertinent information. Complainants may request confidentiality at the time they submit a complaint. Except when a public hearing or meeting occurs, to the extent permitted by law, the Board shall maintain requested confidentiality relating to a complaint or the substance of any investigation until the Board completes its review of the complaint and provides its report to the commission.

In the alternative, employees may submit written, telephonic or in-person complaints directly to the human resources director or designee and/or the office of workplace responsibility. The human resources director or designee and/or the office of workplace responsibility will immediately inform port general counsel who shall inform the Board that a complaint was received.

2. Intake Process. For complaints submitted by port employees, whether to the Board or directly to the human resources director or designee and/or the office of workplace responsibility, the port's office of workplace responsibility shall complete an intake process consistent with employee complaint procedures and

provide a memo with sufficient detail to allow the Board to make a screening determination to port general counsel for transmission to the Board. For complaints submitted by non-employees, the Board will complete the intake. The Board may request that port general counsel engage an outside investigator to assist in intake and provide a memo to the Board with sufficient detail to allow the Board to make a screening determination.

3. Dismissal. Complaints, such as those comprised of bare allegations or speculation, that cannot be substantiated sufficiently to allow for a screening determination through the intake process conducted by the Board or by the human resources director or designee and/or the office of workplace responsibility, shall be dismissed by the Board.
4. Notice of Complaint Received. The Board, when it receives a complaint directly or after notice from human resources or workplace responsibility, shall inform the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, the commission's legal counsel, and the port's general counsel that a complaint has been filed.
5. Summary Created. The entity responsible for intake will create a written summary of the concerns raised, including the general nature of the conduct, approximate dates of the conduct, and which Code provisions are potentially violated. For complaints submitted to the Board, the Board chair will create the summary. For complaints submitted to human resources, the assigned workplace responsibility investigator will create the summary. The summary shall be provided by the Board or office of workplace responsibility to the commission chief of staff who will provide the summary to the respondent commissioner, with the identities of the complainant and witnesses redacted.

C. Screening.

1. Use of Investigator. The Board may request that port general counsel engage an outside investigator to assist in screening determinations.
2. Standard of Sufficiency. The Board or the outside investigator shall determine (1) if the allegations of violation, if true, would constitute a violation of the code; and (2) if the allegations were made within three years of the alleged violation unless the violation was concealed by the respondent commissioner in which case the complaint must be filed within three years of discovery of the violation. However, the complaint will not be considered timely if the commissioner is no longer in office and will be dismissed.
3. Review Timeline. The Board shall conduct its initial review and screening of complaints received within thirty (30)-calendar days of the completion of the intake process and shall determine if the standard of sufficiency has been satisfied. If it has been satisfied, the complaint will be investigated. All screening determinations are final, and no appeal is permitted.
4. Notification of Screening Outcome. Within five (5) business days of making its determination, the Board shall notify the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its screening determination. Complaints not meeting the screening standard will be dismissed and not investigated under this Code.
5. Notice to Commission. Within one (1) business day of notification under Section 8C(4), notice of a complaint screened for further investigation shall be provided to the entire commission;

6. Legal Defense Costs. After a matter is screened for investigation, the port will pay a respondent commissioner's legal defense costs if action is arising out of the performance or failure of performance of the commissioner's duties.

D. Investigation and Recommendation Process.

1. Investigation and Recommendation. The Board will delegate the performance of the investigation for all screened complaints to an appropriate individual or firm. Port general counsel will engage the individual or firm that will serve as the investigator.

The delegated investigator shall conduct its investigation within sixty (60) days of delegation unless the investigator determines that additional time is needed based on complexity, the number of witnesses, witness availability, or other factors. The Board and respondent commissioner shall be updated by the investigator regarding any necessary time extensions.

The respondent commissioner will be provided an opportunity to respond to the allegations including submission of a statement of position, evidence, and witness statements. The delegated investigator may request that individuals or firms provide information, including any form of recorded information. The delegated investigator may require that commissioners answer questions and provide information, including any form of recorded information. The delegated investigator shall report to the Board its factual findings and conclusions about whether a violation of the Code occurred. If the investigator concludes that the Code has been violated, the investigator shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions, if applicable. In addition, the delegated investigator shall make recommendations about necessary corrective action if requested by the Board.

2. Board Executive Session. All Board deliberations may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. If the respondent commissioner requests a public meeting or hearing, the Board will immediately notify the complainant.
3. Board Findings. Following an investigation, the Board shall make findings and conclusions about whether the commissioner's conduct violated the Code. The Board may adopt investigator's findings and conclusions or may make its own findings and conclusions. The Board may request that individuals, including the respondent commissioner, or firms, provide information, including any form of recorded information. If the Board concludes that the Code has been violated, the Board shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions where applicable. If the Board concludes that the Code has not been violated, it shall dismiss the complaint. If the investigation indicates potential violations of the behavioral standards referenced in Section 9, upon dismissal, the Board shall refer the matter to the Governance Committee for further proceedings under that section. The Board shall notify the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its no-violation finding, dismissal, and, when applicable, referral to the Governance Committee.
4. Corrective Actions. Where the Board concludes that the commissioner's conduct violated the Code, it shall recommend corrective action.

Corrective action recommendations may include without limitation, an admonishment, reprimand, or censure, a recusal of a commissioner from voting on certain topics, forfeiture of position as officer of the commission in a manner



consistent with the commission bylaws and rules of procedure, a referral of the matter to appropriate law enforcement authorities, workplace safety measures and training to address workplace misconduct allegations, and other action necessary to obtain compliance with the Code and restore public confidence in the proper functioning of the commission. The Board shall report in writing its findings, conclusions, and if necessary recommended corrective action, to the commission.

In making its recommendation regarding corrective action, the Board shall take into account whether the violation substantially and improperly influenced the port commission's or the Port of Seattle's actions, the cost of the violation to the Port of Seattle, the nature of the violation, and any other pertinent factors, including mitigating factors. The Board's findings, conclusions, and recommendations shall be provided to the commission within forty-five (45) days of receipt of the investigator's report unless additional time is necessary due to complexity or scheduling conflicts. The Board shall inform the commission of any extension of time.

5. Quorum. If a quorum or more of commissioners are the subjects of a complaint before the Board, the Board's findings, conclusions, and corrective action will be final. Upon request of any commissioner, the Board may hold a public meeting or public hearing before issuing its decision.

E. Action by the Commission.

1. Executive Session. Unless the respondent commissioner requests a public meeting or public hearing, the commission shall consider the findings, conclusions, and any recommendations of the Board in executive session of the commission. If the respondent commissioner requests a public meeting or public hearing, the commission will immediately notify the complainant.
2. Deliberations. The respondent commissioner will be provided an opportunity to

respond to the Board's findings and recommendations with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process.

3. Final Decision. The commission may choose to accept in full or in part, or reject in full or in part, the recommendations of the Board, or may make its own recommendations. Action to accept or reject the recommendations shall be made in an open public meeting. The commission's final decision will be issued through a commission order.

F. Advisory Opinions.

1. An advisory opinion is an interpretation of this Code as it applies to a set of facts provided in writing to the Board. The purpose of an advisory opinion is to provide guidance before officials engage in an action that may be prohibited.
2. Before a formal advisory opinion is issued by the Board, the proposed opinion shall be reviewed by the port general counsel and/or designee within ten (10) business days of receipt unless additional time is necessary.
3. A commissioner may request an advisory opinion regarding application of the Code to a particular set of facts or circumstances related to the commissioner submitting the request.
4. The requesting commissioner's conduct does not violate the code if: 1) a written request for an advisory opinion describes possible future conduct and accurately and fully discloses the material facts related to that conduct; 2) the Board issues a written advisory opinion that the described conduct would not violate the code;

and 3) the commissioner, in reasonable reliance on the advisory opinion, acts in a manner consistent with that advisory opinion.

5. A commissioner or the commission chief of staff may request an advisory opinion regarding general application of the Code that does not concern the actions of commissioners not making the request.

G. Composition. Terms. Vacancies.

The Board shall be composed of three (3) members ("Board Members"). Each Board Member shall be selected by majority vote of the commission in open session. None of the Board Members shall be a commissioner or port employee. The term of office for each Board Member shall be three (3) years. The Board shall elect a chairperson annually. Vacancies on the Board, whether occurring by death, resignation, removal, or expiration of term, shall be filled by the port commission by majority vote in open session. In filling any vacancy or making any appointment to the Board, the port commission shall strive to select members with diverse perspectives and areas of expertise and experience appropriate to the review of ethical matters, and who are of good general reputation and character.

H. Quorum. Meetings. Procedures.

Two Board Members shall constitute a quorum. The Board may adopt procedures consistent with the provisions of this Code governing the conduct of meetings investigations, hearings and the issuance of opinions, reports, and corrective action.

I. Removal of Board Member.

A Board Member may be removed for just cause by a majority vote of the port commission.

J. Reimbursement and Per Diem.

Board Members shall be reimbursed by the port for pre-approved and reasonable expenses incurred in the exercise of official Board business and shall be paid a per diem equal to the per diem paid to commissioners.

## **Section 9.      Violations of Commission Bylaws and Rules of Procedure Behavioral Standards**

### **A.   Violations.**

Violations of commissioners' behavioral standards referenced in the Commission Bylaws and Rules of Procedure ("Bylaws"), including the port's statement of values and respectful interactions, shall be reviewed by the commission's governance committee when unaccompanied by complaints related to violations of this Code.

### **B.   Complaint Process.**

Written complaints of violations of these standards shall be directed to the members of the commission's governance committee. Or, if the complaint involves one of the members of the committee, it shall be made to the non-subject member.

Complaints of violations of these standards, when unaccompanied by complaints related to violations of this Code, made to the Board or the human resources director or designee and/or the office of workplace responsibility, shall be reported to the general counsel for referral to the governance committee.

The committee will work with the commission chief of staff to inform the respondent commissioner about the nature of the complaint filed. The complainant's identity will not be shared with the respondent commissioner.

### **C.   Governance Committee Review.**

Within 10 business days following the receipt of the complaint, the governance committee shall convene to review the allegations. The governance committee may request that port general counsel engage an investigator to advise the committee.

### **D.   Committee Deliberation and Recommendations.**

After review of the complaint, the governance committee may:

- a) recommend no further action; or

- b) recommend that the commission require corrective training or action, counsel, discussion, or other similar means; or
- c) recommend that the commission investigate the complaint further.

The governance committee must report their recommendation to the commission that no further action be taken or that the commission take further action.

E. Commission Deliberations and Action.

The respondent commissioner will be provided an opportunity to respond to the complaint with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process. The commission must take any action regarding the resolution of the complaint in open session.

For allegations requiring additional investigation, the commission may request that port general counsel engage an investigator. The investigator's findings will be reported to the Commission.

Based on the governance committee's recommendations, or, when additional investigation is necessary, following the investigation the Commission may take appropriate action including corrective training or action, counsel, discussion, warnings, letter of concern, or removal from appointed positions.

The commission president is responsible for informing the complainant of the outcome of the complaint.

**Section 10. Definitions.**

Throughout this Code, the following definitions shall apply.

A. Admonishment.

A caution to a commissioner not to engage in certain proscribed behavior. An admonishment may include a requirement that the commissioner follow a specified corrective course of action.

B. Censure.

A conclusion that the conduct of the commissioner violates the Code, detrimentally affects the integrity of the commission, and undermines public confidence in the commission. A censure shall include a requirement that the commissioner follow a specified corrective course of action.

C. Official Duty.

Those duties of a commissioner as defined by the port or by statute or the state constitution.

D. Participate.

To participate in an action or a proceeding personally and substantially as a commissioner, through approval, disapproval, decision, recommendation, the rendering of advice, investigation, or otherwise.

E. Person.

Any individual, partnership, association, cooperative, corporation or other business entity.

F. Reprimand.

A finding that the conduct of the commissioner is a minor violation of the Code and does not require censure. A reprimand shall include a requirement that the commissioner follow a specified corrective course of action.

## EXHIBIT A

### PORT OF SEATTLE ~~COMMISSION~~ CODE OF ETHICS

#### SCOPE AND APPLICABILITY

Port of Seattle commissioners (“commissioners”) are elected officials charged with public trust. Commissioners are expected to uphold this trust by exhibiting appropriate and ethical behavior and avoiding conflicts of interest. This code of ethics (“Code”) establishes ethics standards and provides for enforcement of these standards. This Code is authorized and governed by Chapters 42.23 and 53.08 RCW and modelled after applicable sections of Chapters 42.52 RCW.

Commissioner behavior is additionally governed by the standards established in the Port of Seattle Commission Bylaws and Rules of Procedure; the Port of Seattle Statement of Values; the Commission Oath of Office; the Commission Transparency Pledge; applicable laws; and through a commitment to respectful interactions.

#### Section 1. ~~General Requirements.~~

Consistent with ~~FOR PORT COMMISSIONERS~~

#### ~~PREAMBLE.~~

~~This code of ethics (“Code”) provides guidance in the event a conflict arises between a port commissioner's interests or behavior and the commissioner's responsibility to the commission and the public.~~

~~It is assumed and expected that a commissioner will act in accordance with applicable federal, state and local laws, and will strive to avoid even the appearance of impropriety in the conduct of his/her office.~~

~~Ultimately, ethics are a matter of honesty, common sense and judgment. Neither this, nor any other code, can be an adequate substitute for those attributes.~~

A. ~~Commissioners are elected officials entrusted with public confidence, and ultimately questions involving a commissioner's behavior are a matter to be judged by the electorate. For that to happen, there must be transparent standards to refer to and there must be mechanisms that provide the public with information. This Code attempts to provide those standards and that framework~~ the commission bylaws, within ninety days of each term commissioners will attend ethics training regarding applicable state, port, and Code standards.

A.

~~Section 1.~~ **Standard of Conduct.**

~~A. — A port commissioner shall not transact any business of the port commission or act on behalf of the port commission with respect to any matter that requires port commission approval, without first obtaining the commission's approval~~



~~pursuant to a public vote of the port commission or other port commission direction as provided in a meeting open to the public.~~

B. ~~A port~~ commissioner shall abide by the ~~Port of Seattle's~~port's policies of anti-harassment, equal opportunity and non-discrimination and is prohibited from engaging in unlawful sexual or non-sexual harassment, workplace, violence or in the workplace, and anti-retaliation against whistleblowers. These policies are referred to as "workplace misconduct" throughout this Code.

C. ~~A port~~ commissioner shall not use ~~Port of Seattle~~resources for personal benefit. ~~Incidental, limited or occasional use of port resources, especially electronic media, is acceptable so long as the use is not for personal gain or benefit.~~

## ~~Section 2. — Use of Office.~~

A.C. ~~A port~~ commissioner shall not use his or her~~the~~ position to secure special privileges or exemptions for ~~himself, herself~~themselves, members of ~~his/her~~their family, or others.

B. ~~A port~~ commissioner shall not knowingly use his or her office for personal or family gain or profit.

D. ~~A~~ commissioner shall not employ or use any person, money, or property under the commissioner's official control or direction, or in the commissioner's official custody, for the private benefit or gain of the commissioner, their family, an employee, or another, except as to occasional use of port resources, of de minimis cost and value, that does not result in interference with the proper performance of duties, and is consistent with the port's information systems and service acceptable use policy when applicable.

C.E. ~~A port~~ commissioner shall not disclose confidential information gained because of the ~~port~~ commissioner's position, nor may the port commissioner otherwise use such information for personal or family gain or benefit.

~~D.F.~~ A ~~port~~ commissioner shall not accept employment or engage in business or professional activities that the ~~port~~ commissioner might reasonably expect would require or induce ~~him/her to~~ the commissioner by reason of their position to use or disclose confidential information acquired because of the ~~port~~ commissioner's position.

**Section 32. Conflicts of Interest.**

~~A. — Special Consideration Prohibited.~~

A. Outside Employment.

Given ~~port~~that commissioners are elected to a part-time position, it is understood that they are likely to have outside employment. At times, such employment may give rise to potential conflicts of interest. In such situations, the commissioner must disclose the potential conflict prior to any involvement and seek advice from the commission's ~~outside legal~~ counsel ~~or the commission's Ethics Board (Board)~~ on whether a conflict exists and on how best, if appropriate, to recuse him or herself from port activities involving the issue.

~~B. — Appearance of Impropriety.~~

~~A port commissioner shall not request or otherwise seek special consideration, treatment or advantage from others, or knowingly engage in activities which are in conflict, or which have the potential to create a conflict, with the performance of official duties. Examples of conflicts, or potential conflicts, of interest include (but are not limited to) circumstances where the port commissioner:~~

~~1. Influences the selection or non-selection of, or the conduct of business of, any entity doing business with the port, when the port commissioner or his/her family has a financial interest in that entity or any of its competitors.~~

~~2. Solicits for himself/herself or for another, a gift or any other thing of value (consistent with Section 6) from the port or from any person having dealings with the port; provided that no conflict of interest shall be deemed to exist with respect to solicitations for campaign contributions required to be reported under Chapter 42.17 RCW or for charitable contributions.~~

~~3. Accepts any retainer, compensation, gift or other thing of value which is contingent upon a specific action or non action by the port commission.~~

~~4. Accepts a gift in any manner other than as provided in Section 6 below.~~

~~5. Intentionally uses or discloses information not available to the general public and acquired by reason of his/her official position which financially benefits the port commissioner, his/her family, friends or others.~~

~~C. Financial Interest Prohibited.~~

~~B. No commissioner may have an undisclosed~~Activities Incompatible with Public Duties.

Except as described herein, no commissioner may have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction or professional activity, or incur an obligation of any nature that is in conflict with the proper discharge of the ~~commissioner's~~commissioner's official duties.

~~D. Improper Compensation.~~

~~C.~~

No commissioner may, directly or indirectly, ask for ~~or~~, give ~~or~~, receive, or agree to receive any compensation, gift, reward, or gratuity from a source for performing ~~or~~, omitting, or deferring the performance of any official duty, unless otherwise authorized by law.

Section ~~4. Financial or Beneficial~~3. Interest,

in Contracts.

~~A. Interests~~Prohibited.

No ~~port~~-commissioner or ~~his/her~~their immediate family (spouse, dependents) shall  
~~(i) have an undisclosed financial or beneficial interest, direct or indirect, be beneficially~~  
~~interested, directly or indirectly,~~ in any contract which may be made by, through, or under  
the supervision of the ~~port~~-commission, or

A. which may be made for the benefit of the port; or ~~(ii)~~ accept, directly or indirectly, any compensation, gratuity, or reward in connection with the awarding of such a contract from any person beneficially interested therein.

B. ~~Statutory Exceptions.~~

B. ~~As provided in RCW 42.23.030, the~~

The prohibition in Section ~~4A3A~~ shall not apply to:

1. the furnishing of electrical, water or other utility services by the port, ~~where authorized under statute~~, at the same rates and on the same terms as are available to the public generally;
2. the designation of public depositories for port funds;
3. the publication of legal notices required by law to be published ~~by any municipality~~, upon competitive bidding or at rates not higher than prescribed by law for members of the general public;
4. the letting of any other contract in which the amount received under the contract by the ~~port~~ commissioner, their immediate family or the ~~port commissioner's~~ commissioner or their immediate family's business does not exceed ~~onethree~~ thousand ~~five hundred~~ dollars (\$~~1,500~~3,000.00) in any calendar month; ~~and/or~~
5. the leasing of port property to a ~~port~~ commissioner or to a contracting party in which a ~~port~~ commissioner or his/her/their immediate family has a financial or beneficial interest, if in addition to all other legal requirements, a board of three disinterested appraisers and the superior court in the county where the property is situated finds that all the terms and conditions of such lease are fair to the port and are in the public interest. The appraisers must be appointed from members of

the American Institute of Real Estate Appraisers by the presiding judge of the superior court.

~~C.~~ Limitation on Voting.

C.

A ~~port~~ commissioner may not participate in consideration or vote on the authorization, approval, or ratification of a contract in which ~~he/she~~the commissioner or ~~his/her~~their immediate family ~~has a financial or beneficial interest is beneficially interested~~ even though one of the exemptions under Section ~~4B3B~~ above allows the awarding of such a contract. The interest of the commissioner must be disclosed to the commission and noted in the official minutes before the formation of the contract and the commissioner shall follow the procedures for limitations on voting in the Commission Bylaws and Rules of Procedure.

~~D.~~ Remote Interest.

D.

A ~~port~~ commissioner is not interested in a contract, for purposes of Section ~~4A3A~~ above ~~and RCW 42.23.030~~, if the ~~port~~ commissioner has only a remote interest in the contract and the extent of the interest is disclosed to the ~~port~~ commission and noted in the official minutes of the ~~port~~ commission prior to the formation of the contract, and ~~thereafter the port commission authorizes, approves, or ratifies~~ the contract in good faith by a vote of ~~port commissioners~~its membership sufficient for the purpose without counting the vote ~~or votes~~ of the ~~port~~ commissioner(s) having the remote interest; provided, that Section ~~4D3D~~ is not applicable to any ~~port~~ commissioner interested in a contract, even if the ~~port~~ commissioner's interest is only remote, if the ~~port~~ commissioner influences or attempts to influence any other ~~port~~ commissioner or port employee to enter into the contract ~~in violation of this Code and state law.~~ For purposes of Section ~~4D3D~~, a port commissioner has a remote interest when the port



commissioner:

1. is a non-salaried officer or board member of a nonprofit corporation;
2. is an employee or agent of a contracting party where the compensation of such employee or agent consists entirely of fixed wages or salary;
3. is a landlord or tenant of an entity contracting with the port; and

4. is a holder of less than one percent of the shares ~~of~~, or interest, in, a business entity contracting with the port.

~~E.~~ Improper Contract Void.

~~E.~~ \_\_\_\_\_

Any contract made in violation of the provisions of Section ~~43~~ is void and the performance thereof, in full or in part, by a contracting party shall not be the basis of any claim against the port. Any port commissioner violating the provisions of Section ~~43~~ is liable to the port for a penalty in the amount of five hundred dollars (\$500.00), in addition to such other civil or criminal liability or penalty as may otherwise be imposed upon the port commissioner by law.

~~F.A.~~ Censure.

~~In addition to all other penalties, civil or criminal, the violation by any port commissioner of the provisions of Section 4 may be grounds for censure by the commission and other appropriate legal proceedings.~~

~~Section 5.~~ Statement of Financial Affairs.

~~On or before April 15 of each year, or within fourteen (14) days of taking the oath of office, each port~~ Each commissioner shall file with the Washington State Public Disclosure Commission a copy of a Statement of Financial Affairs prepared in satisfaction of the requirements of RCW 42.17A.235 and RCW 42.1717A.240-241, which shall be available for public inspection upon written request.

**Section 65. Acceptance of Gifts.**

**A. Gifts Prohibited.**

**A. A**

Except as permitted below, a port commissioner may not receive, accept, take, seek, or solicit, directly or indirectly, any anything of economic value as a gift, gratuity, or favor from a person if it could be reasonably expected that the gift, gratuity, or favor would influence the vote, action or judgment of the ~~port~~ commissioner, or be considered as part of a reward for action or inaction.

**B. Acceptance of Gifts on Behalf of Port of Seattle.**

**A**

**B.** ~~Consistent with RCW 53.08.110, a~~ ~~port~~ commissioner may accept a gift of ~~real and~~ personal property of any value for and on behalf of the port. Any gift so accepted shall become the property of the port and not of the ~~port~~ commissioner. A ~~port~~ commissioner shall report the acceptance of any gift under this section to the port's general counsel within thirty (30) days of receipt.

**C. Limitation Prohibition on Gifts:**

**A** ~~port~~ to Commissioners.

A commissioner may not accept gifts, other than those specified in Section ~~6E5E~~, with an aggregate value in excess of fifty dollars (\$50.00) from a single source in a calendar year or a single gift from multiple sources with a value in excess of fifty dollars (\$50.00). For purpose of this section, "single source" means any person, whether acting directly or through any agent or other intermediary, and "single gift" includes any event, item or group of items used in conjunction with each other or any trip including transportation, lodging, and attendant costs, not excluded from the definition of gift in Section ~~605D~~.

The value of gifts given to a ~~port~~ commissioner's family or guest shall be attributed to the ~~port~~ commissioner for the purpose of determining whether the limit has

C. been exceeded, unless an independent business, family, or social relationship exists between the donor and the family or guest.

~~D.~~ Items Not Considered Gifts.

D.

The following items are excluded from the definition of gift and may be accepted by a ~~port~~ commissioner or member of his/her family without constituting a violation of the Code:

1. Items from family or friends where it is clear beyond a reasonable doubt that the item was not given as part of any design to gain or maintain influence in the port;
2. Items related to the outside business of the ~~port~~-commissioner that are customary and not related to the ~~port~~ commissioner's performance of official duties;
3. Items exchanged among ~~port~~-commissioners, or among ~~port~~-commissioners and port employees, or a social event hosted or sponsored by a ~~port~~ commissioner or port employee for co-workers;
4. Payments by a governmental or nongovernmental entity of reasonable expenses incurred in connection with a speech, presentation, appearance, or trade mission made in the port commissioner's official capacity. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;
5. Items a ~~port~~ commissioner is authorized by law to accept, including, but not limited to, items accepted in accordance with RCW 53.36.120-150 (promotional hosting) or RCW 53.08.110 (gifts to port);

6. Payment of enrollment and course fees and reasonable travel expenses attributable to attending seminars and educational programs sponsored by a bona fide governmental or nonprofit professional, educational, trade or charitable association or institution. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;
7. Items returned by the ~~port~~ commissioner to the donor within ~~tirty~~thirty (30) days of receipt or donated to a charitable organization within thirty (30) days of receipt;
8. Campaign contributions reported under chapter 42.~~47~~17A RCW;
9. Discounts available to a ~~port~~ commissioner as a member of an employee group, occupation, or similar broad-based group;
10. Awards, prizes, scholarships, or other items provided in recognition of academic or scientific achievement; ~~and~~
- ~~11.1. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy, desk item, wall memento or similar item.~~
11. Items paid for directly by a commissioner.

~~E.~~ Exceptions.

E.

The following gifts are presumed not to influence a ~~port commissioner's action or non-~~  
~~action on any matter~~commissioner and may be accepted without regard to the fifty-dollar  
(\$50.00) limit established above, without constituting a violation of the Code:

1. Unsolicited flowers, plants, and floral arrangements;
2. Unsolicited advertising or promotional items of nominal value, such as pens and note pads;
3. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy,

desk item, wall memento or similar item.

~~3.4.~~ Unsolicited items received by a ~~port~~ commissioner for the purpose of evaluation or review, if the port commissioner has no financial or beneficial interest in the eventual use or acquisition of the item by the port;

~~4.5.~~ Informational material, publications, or subscriptions related to the ~~recipient's~~ recipient's performance of official duties;

6. Food and beverages consumed at hosted receptions where attendance is related to the ~~port~~ commissioner's official duties, ~~including admission;~~

~~5.7.~~ Admission to, and the costs of food and beverages consumed at, events sponsored by or in conjunction with a civic, charitable, governmental, or community organization. ~~Provided, that where the gift exceeds fifty dollars (\$50.00) on a single occasion, it shall be reported as required in RCW 42.17.241(1)(1); and;~~

~~6.8.~~ Unsolicited gifts from dignitaries from another state or a foreign country and intended to be personal in nature; ~~and~~

9. Food and beverages on infrequent occasions in the ordinary course of meals where attendance by the commissioner is related to the performance of official duties. Provided that where the gift in the form of food or beverage exceeds fifty dollars (\$50.00) on a single occasion, it shall be reported as required in chapter 42.17A RCW.

~~F.~~ Rebuttable Presumption.

F.

The presumption that acceptance of the gifts listed in ~~this~~ section ~~influences a port commissioner's action or non-action on any matter is~~ 5E do not influence a commissioner is rebuttable and after review by the ~~Board~~ board of ethics may be overcome based on the circumstances surrounding the giving and acceptance of the ~~Gift~~ gift.



**Section 76. Former Port Commissioners.**

Former ~~port~~-commissioners (~~"former commissioners"~~)-engaging in transactions with the port shall do so consistent with the standards of ethical conduct and in accordance with the relevant portions of this Code.

~~A.~~ Special Consideration Prohibited.

A.

A former commissioner shall not request or otherwise seek special consideration, treatment, or advantage from port staff or ~~port~~ commissioners.

~~B.~~ Appearance of Special Consideration.

~~A former commissioner shall avoid circumstances in which, to a reasonable person, it might appear that the former commissioner is requesting or otherwise seeking or receiving special consideration, treatment or advantage from port staff or port commissioners.~~

~~C.~~ Appearances Before Commission.

B.

For one (~~1~~) year after termination of port commission service, a former commissioner may not appear before the port commission on behalf of another individual or entity, whether or not for compensation of any kind, in relation to any case, proceeding, application, or matter in which such former commissioner participated during ~~his/her~~ ~~period of~~ port commission service: *Provided*, that if after public discussion and a finding by the commission that the public or the port's interests would be better served, the commission may waive this provision if so requested by a former commissioner.

~~D.~~ Participation in Contracts with Port of Seattle.

C.

For one (1) year after termination of port commission service, a former commissioner may not have a direct or indirect ~~financial or~~ beneficial interest in any contract or grant that was made by, authorized, or funded by port commission action in which the former

commissioner participated during the period of port commission service.

~~E.~~ Participation in Competitive Selection Process.

D.

For one (1) year after termination of port commission service, a former commissioner may not participate as a competitor in any competitive selection process for a port contract in which the former commissioner participated in any way while serving on the port commission.

~~F.~~ Disclosure Requirements.

E.

For one (1) year after termination of port commission service, a former commissioner must disclose ~~his or her~~ past port commission service before participating in any port action. The disclosure shall be made in writing to the ~~commission's outside counsel~~ commission clerk who will notify the commission.

~~G.~~ Use of Confidential Information.

~~F.~~ For one (1) year after termination of port commission service, a

A former commissioner ~~must~~ shall not, for personal or family benefit, use or disclose ~~his or her past port commission service before participating in any port action. The disclosure shall be made in writing to confidential information gained by reason of the commission's outside counsel who will notify the commission~~ former commissioner's position.

~~H.~~ Employment.

G.

No former commissioner may accept an offer of employment or receive compensation from an employer if the former commissioner knows or has reason to believe that the offer

of employment or compensation was intended, in whole or in part, directly or indirectly, to influence the former commissioner or as compensation or reward for the performance or nonperformance of a duty by the former commissioner during the course of port commission service.

~~I. Appearance of Impropriety in Employment.~~

~~No former commissioner may accept an offer of employment or receive compensation from an employer if the circumstances would lead a reasonable person to believe the offer was made, or compensation given, for the purpose of influencing the performance or nonperformance of duties by the former commissioner during the course of the former commissioner's service on the port commission.~~

~~J. Employer Defined.~~

~~H.~~

As used in this Section, "employer" means any individual, partnership, association, corporation, firm, institution, or other entity, whether or not operated for profit, or any other entity or business that an individual owns or in which the individual has a controlling interest.

**Section 7. Participation on Non-Profit Boards.**

A. Service Encouraged.

Commissioners are encouraged to serve on non-profit boards.

B. Limitations.

Commissioners shall adhere to the service limitations set forth in the commission bylaws.

C. Contracts.

A commissioner serving on a non-profit board has a remote interest in contracts between the Port and the non-profit upon which board the commissioner serves. When such contracts come before the commission, the commissioner serving on the non-profit board must follow the remote interest provisions referenced in section 3D of this Code.

D. Duty of Loyalty.

Commissioners do not violate this code when approving membership fees for non-profits

upon which board the commissioner serves during the port budget approval process. In approving the budget, commissioners shall not advocate for adjustment to proposed fee amount or membership status for non-profits upon which board the commissioner serves. Commissioners may express support of policy positions of a non-profit organization upon which the commissioner serves except when the commission is considering or approving a contract with the non-profit in which the commissioner has a remote interest.

**Section 8. Board of Ethics.**

~~A. — Formation and Purpose.~~

~~The port commissioners shall appoint a Board of Ethics ("Board") to ensure proper and consistent implementation of this Code.~~

A. Formation and Purpose.

The commission shall appoint a Board of Ethics ("Board") to ensure proper and consistent implementation of this Code. The Board is an investigative agency charged with intake, screening, and investigation of complaints, and providing recommendations for corrective action to the commission for consideration. In performing its duties, the Board and its members shall uphold port values and follow the principles contained in this code. It is the intention of the port to encourage reporting of ethics violations to the Board by protecting complainant confidentiality to the extent permitted by this Code and the law. The commission's chief of staff, the commission's legal counsel, and the port's general counsel shall serve as resources, as needed, to carry out tasks on behalf of the Board to assist with the process provided for in this Code. The port shall provide sufficient investigative and administrative support to enable the Board to reasonably carry out its duties hereunder.

B. Complaints, Intake and Notice.

Filing of Complaints. Any person, including without limitation ~~port~~ commissioners, port employees, and members of the public, may submit a written complaint alleging a violation of the Code to the ~~commission president, or in the event of an allegation involving the president to the vice president~~ Board through a form established by the commission clerk's office, specifying one or more alleged violations by a commissioner of this Code. ~~Complaints may also be submitted through the Port of Seattle Ethics and Compliance~~



1. ~~Hotline.~~ Every complaint, ~~except a complaint submitted through the Ethics and Compliance Hotline,~~ must include the complainant's correct name, an email address, or address at which mail can be delivered to the complainant, and a daytime telephone number. Anyone submitting a complaint may be asked for additional information about the complaint by the Board and shall cooperate with the Board in providing pertinent information. ~~The Board shall maintain~~ Complainants may request confidentiality at the time they submit a complaint. Except when a public hearing or meeting occurs, to the extent permitted by law, the Board shall maintain requested confidentiality relating to a complaint or the substance of any investigation until the Board completes its review of the complaint and provides its report to the ~~Commission~~ commission.

In the alternative, employees may submit written, telephonic or in-person complaints directly to the human resources director or designee and/or the office of workplace responsibility. The human resources director or designee and/or the office of workplace responsibility will immediately inform port general counsel who shall inform the Board that a complaint was received.

~~C. —~~ Powers.

~~The Board shall provide guidance whether a factual situation involving a commissioner presents a violation of the Code when requested by that commissioner.~~

2. The Board shall initially consider all complaints to Intake Process. For complaints submitted by port employees, whether to the Board or directly to the human resources director or designee and/or the office of workplace responsibility, the port's office of workplace responsibility shall complete an intake process consistent with employee complaint procedures and provide a memo with sufficient detail to allow the Board to make a screening determination

to port general counsel for transmission to the Board. For complaints submitted by non-employees, the Board will complete the intake. The Board may request that port general counsel engage an outside investigator to assist in intake and provide a memo to the Board with sufficient detail to allow the Board to make a screening determination.

3. Dismissal. Complaints, such as those comprised of bare allegations or speculation, that cannot be substantiated sufficiently to allow for a screening determination through the intake process conducted by the Board or by the human resources director or designee and/or the office of workplace responsibility, shall be dismissed by the Board.
4. Notice of Complaint Received. The Board, when it receives a complaint directly or after notice from human resources or workplace responsibility, shall inform the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, the commission's legal counsel, and the port's general counsel that a complaint has been filed.
5. Summary Created. The entity responsible for intake will create a written summary of the concerns raised, including the general nature of the conduct, approximate dates of the conduct, and which Code provisions are potentially violated. For complaints submitted to the Board, the Board chair will create the summary. For complaints submitted to human resources, the assigned workplace responsibility investigator will create the summary. The summary shall be provided by the Board or office of workplace responsibility to the commission chief of staff who will provide the summary to the respondent commissioner, with the identities of the complainant and witnesses redacted.

C. Screening.

1. Use of Investigator. The Board may request that port general counsel engage an outside investigator to assist in screening determinations.
2. Standard of Sufficiency. The Board or the outside investigator shall determine whether the complaint (1) if the allegations of violation, if true, would constitute a violation of the code; and (2) if the allegations were made within three years of the alleged violation unless the violation was properly submitted and warrants concealed by the respondent commissioner in which case the complaint must be filed within three years of discovery of the violation. However, the complaint will not be considered timely if the commissioner is no longer in office and will be dismissed.
3. Review Timeline. The Board shall conduct its initial review and screening of complaints received within thirty (30)-calendar days of the completion of the intake process and shall determine if the standard of sufficiency has been satisfied. If it has been satisfied, the complaint will be investigated. All screening determinations are final, and no appeal is permitted.
4. Notification of Screening Outcome. Within five (5) business days of making its determination, the Board shall notify the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its screening determination. Complaints not meeting the screening standard will be dismissed and not investigated under this Code.

5. Notice to Commission. Within one (1) business day of notification under Section 8C(4), notice of a complaint screened for further investigation. ~~Complaints that are not properly submitted or that present no reasonable basis for the conclusion that the Code has been violated shall be dismissed. If the Board determines that the complaint warrants shall be provided to the entire commission;~~
6. Legal Defense Costs. After a matter is screened for investigation, ~~it may conduct the investigation itself or the port will pay a respondent commissioner's legal defense costs if action is arising out of the performance or failure of performance of the commissioner's duties.~~

D. Investigation and Recommendation Process.

Investigation and Recommendation. The Board will delegate the performance of the investigation for all screened complaints to an appropriate individual or firm.

~~The Board or~~ Port general counsel will engage the individual or firm that will  
serve \_\_\_\_\_ as \_\_\_\_\_ the \_\_\_\_\_ investigator.

~~The~~ delegated investigator shall ~~promptly conduct its investigation. The Board or~~ conduct its investigation within sixty (60) days of delegation unless the investigator determines that additional time is needed based on complexity, the number of witnesses, witness availability, or other factors. The Board and respondent commissioner shall be updated by the investigator regarding any necessary time extensions.

The respondent commissioner will be provided an opportunity to respond to the allegations including submission of a statement of position, evidence, and witness statements. The delegated investigator may request that individuals or firms ~~appear before the Board or delegated investigator to answer questions and provide~~ provide information, including any form of recorded information. The ~~Board or~~ delegated investigator may require that commissioners answer questions and provide information, including any form

of recorded information.

1. The delegated investigator shall report to the Board its factual findings and conclusions about whether a violation of the Code occurred. ~~If the investigator concludes that the Code has been violated, the investigator shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions, if applicable.~~ In addition, the delegated investigator ~~may~~shall make recommendations about necessary corrective action, ~~if requested by the Board.~~
2. Board Executive Session. All Board deliberations may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. ~~If the respondent commissioner requests a public meeting or hearing, the Board will immediately notify the complainant.~~
3. Board Findings. Following an investigation, the Board shall make ~~its factual~~ findings and conclusions about whether ~~a~~the commissioner's conduct violated the Code. The Board may adopt investigator's findings and conclusions or may make its own findings and conclusions. The Board may request that individuals, including the respondent commissioner, or firms, provide information, including any form of recorded information. If the Board concludes that the Code has been violated, the Board shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions where applicable. If the Board concludes that the Code has not been violated, it shall dismiss the complaint. If the investigation indicates potential violations of the behavioral standards referenced in Section 9, upon dismissal, the Board shall refer the matter to the Governance Committee for further proceedings under that section.  
The Board shall notify the respondent commissioner, commission president or

vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its no-violation finding, dismissal, and, when applicable, referral to the Governance Committee.

Corrective Actions. Where the Board concludes that the commissioner's conduct violated the Code ~~occurred, and, it shall determine whether it will~~ recommend any corrective action.

Corrective action recommendations may include without limitation, an admonishment, reprimand, or censure, a recusal of a commissioner from voting on certain topics, ~~a reprimand or public censure of forfeiture of position as officer of the commission~~ in a commissioner manner consistent with the commission bylaws and rules of procedure, a referral of the matter to appropriate law enforcement authorities, workplace safety measures and training to address workplace misconduct allegations, and other action necessary to obtain compliance with the Code and restore public confidence in the proper functioning of the commission. ~~The Board may elect to adopt the delegated investigator's conclusions and recommendations, if any, or the Board may adopt its own findings, conclusions and recommended corrective action. The Board may determine following the investigation that no violation of the Code is presented and dismiss the complaint.~~ The Board shall report in writing its findings, conclusions, and if necessary recommended corrective action, to the commission.

4.

In making its recommendation regarding corrective action, the Board shall take into account whether the violation substantially and improperly influenced the port commission's or the Port of Seattle's actions, the cost of the violation to the Port of Seattle, the nature of the violation, and any other pertinent

factors, including mitigating factors. The Board's findings, conclusions, and recommendations shall be provided to the commission within forty-five (45) days of receipt of the investigator's report unless additional time is necessary due to complexity or scheduling conflicts. The Board shall inform the commission of any extension of time.

5. Quorum. If a quorum or more of commissioners are the subjects of a complaint before the Board, the Board's findings, conclusions, and corrective action will be final. Upon request of any commissioner, the Board may hold a public meeting or public hearing before issuing its decision.

E. Action by the Commission.

1. Executive Session. Unless the respondent commissioner requests a public meeting or public hearing, the commission shall consider the findings, conclusions, and any recommendations of the Board in executive session of the commission. If the respondent commissioner requests a public meeting or public hearing, the commission will immediately notify the complainant.
2. Deliberations. The respondent commissioner will be provided an opportunity to respond to the Board's findings and recommendations with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process.
3. Final Decision. The commission may choose to accept in full or in part, or reject in full or in part, the recommendations of the Board, or may make its own recommendations. Action to accept or reject the recommendations shall be made



in an open public meeting. The commission's final decision will be issued through a commission order.

F. Advisory Opinions.

1. An advisory opinion is an interpretation of this Code as it applies to a set of facts provided in writing to the Board. The purpose of an advisory opinion is to provide guidance before officials engage in an action that may be prohibited.
2. Before a formal advisory opinion is issued by the Board, the proposed opinion shall be reviewed by the port general counsel and/or designee within ten (10) business days of receipt unless additional time is necessary.
3. A commissioner may request an advisory opinion regarding application of the Code to a particular set of facts or circumstances related to the commissioner submitting the request.
4. The requesting commissioner's conduct does not violate the code if: 1) a written request for an advisory opinion describes possible future conduct and accurately and fully discloses the material facts related to that conduct; 2) the Board issues a written advisory opinion that the described conduct would not violate the code; and 3) the commissioner, in reasonable reliance on the advisory opinion, acts in a manner consistent with that advisory opinion.
5. A commissioner or the commission chief of staff may request an advisory opinion regarding general application of the Code that does not concern the actions of commissioners not making the request.

~~E.~~ Composition, Terms, Vacancies.

The Board shall be composed of three (3) members ("Board Members"). Each Board

Member shall be selected by majority vote of the ~~port~~ commission in open session.

G.

None of the Board Members shall be a ~~port~~ commissioner or port employee. The term of office for each Board Member shall be three (3) years. The Board shall elect a chairperson annually. Vacancies on the Board, whether occurring by death, resignation, removal, or expiration of term, shall be filled by the port commission by majority vote in open session. In filling any vacancy or making any appointment to the Board, the port commission shall strive to select members with diverse perspectives and areas of expertise and experience appropriate to the review of ethical matters, and who are of good general reputation and character.

~~D.~~ Quorum. Meetings. Procedures.

H.

Two Board Members shall constitute a quorum. The Board ~~shall~~may adopt procedures consistent with the provisions of this Code governing the conduct of meetings investigations, hearings and the issuance of opinions, reports, and corrective action.

~~E.~~ Disclosure.

~~The Board may report to the port commission in executive session in accordance with Chapter 42.30 RCW. The port commission shall release any written recommendations prepared by the Board to the public with any redactions the port commission, in its discretion, deems necessary to protect privacy consistent with Chapter 42.56 RCW and other public disclosure laws.~~

~~F.~~ Removal of Board Member.

I.

A Board Member may be removed for just cause by a majority vote of the port commission, ~~after written charges have been served on the Board Member and a hearing.~~

~~has been held by the port commission. A public hearing shall be held at the request of the Board Member.~~

~~G.~~ J. Reimbursement and Per Diem.

Board Members shall be reimbursed by the port for pre-approved and reasonable expenses incurred in the exercise of official Board business and shall be paid a per diem equal to the per diem paid ~~commissioners. The port shall provide sufficient investigative and administrative support to enable the Board to reasonably carry out its duties hereunder to commissioners.~~

**Section 9. Violations of Commission Bylaws and Rules of Procedure Behavioral Standards**

A. Violations.

Violations of commissioners' behavioral standards referenced in the Commission Bylaws and Rules of Procedure ("Bylaws"), including the port's statement of values and respectful interactions, shall be reviewed by the commission's governance committee when unaccompanied by complaints related to violations of this Code.

B. Complaint Process.

Written complaints of violations of these standards shall be directed to the members of the commission's governance committee. Or, if the complaint involves one of the members of the committee, it shall be made to the non-subject member.

Complaints of violations of these standards, when unaccompanied by complaints related to violations of this Code, made to the Board or the human resources director or designee and/or the office of workplace responsibility, shall be reported to the general counsel for referral to the governance committee.

The committee will work with the commission chief of staff to inform the respondent commissioner about the nature of the complaint filed. The complainant's identity will not be shared with the respondent commissioner.

C. Governance Committee Review.

Within 10 business days following the receipt of the complaint, the governance committee shall convene to review the allegations. The governance committee may request that port general counsel engage an investigator to advise the committee.

D. Committee Deliberation and Recommendations.

After review of the complaint, the governance committee may:

- a) recommend no further action; or
- b) recommend that the commission require corrective training or action, counsel, discussion, or other similar means; or
- c) recommend that the commission investigate the complaint further.

The governance committee must report their recommendation to the commission that no further action be taken or that the commission take further action.

E. Commission Deliberations and Action.

The respondent commissioner will be provided an opportunity to respond to the complaint with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process. The commission must take any action regarding the resolution of the complaint in open session.

For allegations requiring additional investigation, the commission may request that port general counsel engage an investigator. The investigator's findings will be reported to

the Commission.

Based on the governance committee's recommendations, or, when additional investigation is necessary, following the investigation the Commission may take appropriate action including corrective training or action, counsel, discussion, warnings, letter of concern, or removal from appointed positions.

The commission president is responsible for informing the complainant of the outcome of the complaint.

## **Section 10. Definitions.**

Throughout this Code, the following definitions shall apply.

### A. Admonishment.

A caution to a commissioner not to engage in certain proscribed behavior. An admonishment may include a requirement that the commissioner follow a specified corrective course of action.

### B. Censure.

#### A. Compensation.

~~Anything of economic value, however designated, that is paid, loaned, granted, or transferred, or to be paid, loaned, granted, or transferred for, or in consideration of personal services to any person.~~

#### B. Confidential Information.

~~Specific information that is not available to the general public on request or information made confidential by law.~~

C. ~~Financial or Beneficial Interest.~~

~~A creditor, debtor or ownership interest (including without limitation, ownership evidenced by stock purchase) in an amount or value in excess of \$1,500.00, or any employee, consultant or partnership arrangement, except a remote interest; provided that~~

~~an owner of an interest in a mutual or other pooled investment fund or in any employee or retirement benefit plan (including without limitation, pension plans, profit sharing plans and deferred compensation plans) shall not be deemed to have a Financial or Beneficial Interest in any component investment within the fund or plan where the owner of the interest: (1) has no right to control or influence the selection of component investments; and (2) has not influenced the selection of component investments; and (3) has not created or used the fund or plan to subvert the intent of this Code. The term Financial or Beneficial Interest also includes any option to purchase real or personal property and the value of an option shall be the market value of the property which is the subject of the option.~~

A conclusion that the conduct of the commissioner violates the Code, detrimentally affects the integrity of the commission, and undermines public confidence in the commission. A censure shall include a requirement that the commissioner follow a specified corrective course of action.

~~D.~~ Official Duty.

C.

Those duties of a ~~port~~ commissioner as defined by the ~~Portport~~ or by statute or the ~~State Constitution~~ state constitution.

~~E.~~ Participate.

D.

To participate in an action or a proceeding personally and substantially as a ~~port~~ commissioner, through approval, disapproval, decision, recommendation, the rendering of advice, investigation, or otherwise.

~~F.~~ Person.

E.



Any individual, partnership, association, cooperative, corporation or other business entity.



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F.

Reprimand.

A finding that the conduct of the commissioner is a minor violation of the Code and does not require censure. A reprimand shall include a requirement that the commissioner follow a specified corrective course of action.

**PORT OF SEATTLE COMMISSION**  
**GOVERNANCE COMMITTEE**  
**CHARTER**

**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; reviewing complaints related to commissioner behavioral standards; 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.

E. Review Complaints of Violations of Commissioner Behavioral Standards

1. Consistent with the Port of Seattle Commission Code of Ethics, when unaccompanied by complaints of Code of Ethics violations, review complaints of violations of the bylaws' behavioral standards.
2. Make recommendations to the Commission for action or non-action on the complaint.

#### 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 or as otherwise authorized under the Commission Code of Ethics.

## 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.

**From:** [Josh Friedmann](#)  
**To:** [Hart, Michelle](#)  
**Cc:** [Ramels, Pete](#); [Pritchard, Aaron](#)  
**Subject:** [EXTERNAL] Ethics Chair's Report to Governance Committee  
**Date:** Friday, November 15, 2024 6:13:31 PM

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**WARNING:** External email. Links or attachments may be unsafe.

Dear Governance Committee Members:

My name is Josh Friedmann, and I am the current chair of the Port of Seattle's Board of Ethics ("Ethics Board").

Your three-member Ethics Board has reviewed the Port's existing Code of Ethics and the staff team's draft package of recommended amendments to that Code. We reviewed the documents in detail, and also held an open public meeting about them on November 11, 2024.

At this meeting, we studied the staff team's draft amendment package in detail, and had the opportunity to ask numerous questions to the Port's legal and administrative staff about key aspects of the amendments. Informed by our own experiences and professional backgrounds, the Ethics Board members also suggested a few minor additions to this draft package.

At the time of the Ethics Board's November 11 meeting, no formal motion was needed, but I'm pleased to report that we found the staff's draft to be very thoughtful and generally excellent in quality. There may yet be places where additions or minor revisions are suggested, but as a general matter, we commend this draft to you without reservations or concerns.

Josh Friedmann  
Seattle, Wash.



# 2025 Revised Commission Code of Ethics Policy Directive

January 14, 2025



# Agenda

- Review of a 2025 Proposed Revised Commission Code of Ethics Policy Directive

# 2025 Proposed Revised Commission Code of Ethics

## Project Team

Aaron Pritchard, Commission Chief of Staff

Pete Ramels, General Counsel

Jessica Nadelman, Senior Counsel

Michelle M. Hart, Commission Clerk

Elizabeth Black, Deputy General Counsel

# 2025 Proposed Revised Commission Code of Ethics

- Last Code Revision – May 2013
- Project Work Started in 2021 and Continued Through 2022
- July 2022 Presentation to Governance Committee
  - Discussed Components of 2013 Ethics Code
    - Structure of the Document
    - Content of the Document

# 2025 Proposed Revised Commission Code of Ethics

- Work was Paused in 2023 and Resumed in 2024
- Project Team Reviewed the Entire Code with a Fresh Perspective Based on Code Construction and Needs

# 2025 Proposed Revised Commission Code of Ethics

## Work Done To-Date

- Reviewed the Code for Technical Updates; Duplicity; Consistency with Statute; Process Trigger Points; Transparency; Confidentiality-Balance; Neutrality/Equity; and Clarity in Construction of the Document and its Policies and Procedures
- Feedback on New Draft
  - Commission's Counsel; General Counsel; Board of Ethics; Governance Committee

# 2025 Proposed Revised Commission Code of Ethics— New Draft

- General Alignment with Statute
  - Aligns Conflicts of Interests and Interest in Contracts Provisions with State Law
  - Aligns Acceptance of Gifts Provisions with State Statute
- Structures Commission Requirements and Behavioral Standards – Consistent with Bylaws Revisions

# 2025 Proposed Revised Commission Code of Ethics— New Draft

- Former Port Commissioners – General Section Clean-up and Added Language Around Maintaining Confidentiality
- Added a New Section 7 Regarding Non-Profit Boards
  - Addressing Service on these Boards, with Service Creating a Remote Interest in Contracts
- Revamped the Board of Ethics Section 8



# 2025 Proposed Revised Commission Code of Ethics— New Draft

- Added Section 9 Related to Written Complaints of Alleged Violations of Commission Behavioral Standards When Such Complaints are Unaccompanied by an Ethics Complaint Filing – to the Governance Committee.
- Removed Definitions Where Duplicative with State Statute and Added Definitions for Admonishment; Censure; and Reprimand.

# 2025 Proposed Revised Commission Code of Ethics - Next Steps

- Introduction of Resolution to Adopt a New Code of Ethics – Jan. 14, 2025
- Adoption of Resolution to Adopt a New Code of Ethics – Jan 28, 2025
- Corresponding Bylaws and Governance Committee Charter Amendments

# Questions and Discussion

# Appendix

## **SECTIONAL ANALYSIS**

# Revised Code of Ethics

- Sectional Analysis
  - Preamble
    - New
      - Has been made succinct, clear, and includes references to statutes governing the Code and modelled after applicable sections of RCW 42.52, Ethics in Public Service.

# Revised Code of Ethics

- Sectional Analysis
  - Sections 1 and 2 – General Requirements (Consolidated):
    - Added reference to applicable Port employee policies
    - Aligned language with RCW 42.52, Ethics in Public Service
    - Removed duplicative sections
    - Added training requirement

# Revised Code of Ethics

- Sectional Analysis
  - Section 2 – Conflicts of Interest:
    - Aligned language with RCW 42.52, Ethics in Public Service
    - Commission legal counsel opines on questions of outside employment
    - Removed references to appearance of impropriety violations except as to contracts
    - Changed title of “Financial Interest Prohibited” to “Activities Incompatible with Public Duties” to align with state law and incorporate wider potential application i.e. service on non-profit boards

# Revised Code of Ethics

- Sectional Analysis
  - Section 3 – Interest in Contracts:
    - Contracting violations can be from direct or indirect interests
    - Updated exceptions to include consistent references to immediate family
    - Updated exceptions consistent with RCW 42.23
    - Added termination of leadership position (Commission officers) as a possible corrective action



# Code of Ethics Rewrite Project

- Sectional Analysis
  - Section 4 – Statement of Financial Affairs:
    - Simplified to align with PDC requirements
    - Removed timeline requirement because already set out in state law.
  - Section 5 – Acceptance of Gifts:
    - Aligned with RCW 42.52
    - Added exception for food and beverages consistent with state law
    - Added tokens of appreciation

# Code of Ethics Rewrite Project

- Sectional Analysis
  - Section 6 – Former Port Commissioners:
    - Added language re maintaining confidentiality
    - Aligned with prohibitions applicable to sitting Commissioners.
  - Section 7 – Participation on Non-Profit Boards (New Section):
    - Provides guidance and provisions related to participation on non-profit boards.
    - States that service on non-profit boards creates a remote interest in contracts
    - Duty of Loyalty Provision - States that no violation exists if engaging in certain activities on behalf of the port related to the non-profit board upon which a Commissioner also serves.

# Code of Ethics Rewrite Project

- Sectional Analysis
  - Section 8 – Board of Ethics
    - 2025 rewrite increases clarity in many areas regarding the complaint process – including, intake, notices during the process, screening process, investigation, complaint timelines, confidentiality, provisions in case of public hearings, board recommendation to the Commission, and final review and decision of the Commission.
    - The rewrite includes authority to the board to issue advisory opinions.
    - Definitions have also been removed if otherwise already defined in statute and definitions added for final actions of the Commission.

# Code of Ethics Rewrite Project

- Sectional Analysis

- Section 8 – Board of Ethics

- Added language to define the Board as an investigative agency to allow potential use of Public Records Act exemption 42.56.240(2) for complainants
    - Public records act exemption above – names will not be released.
    - Provided clarity around submission of complaints to the Board or to Port Workplace Responsibility (WR) – Complaint Intake Points
    - Clarified intake process by the Board for non-employees or by the Office of Workplace Responsibility for employees
    - Notice provided at intake – to respondent Commissioner, Commission COS, Commission's legal counsel, and Port General Counsel

# Code of Ethics Rewrite Project

- Sectional Analysis
  - Section 8 – Board of Ethics
    - Clarified screening process to be completed by the Board with assistance of outside investigator when necessary
    - Thirty days to complete screening
    - Five days to inform key stakeholders
    - One day to inform Commission when screened in
    - Port pays Commissioner legal fees
    - Investigation by outside investigator - goal to complete in 60 days
    - Board deliberates in executive session

# Code of Ethics Rewrite Project

- Sectional Analysis
  - Section 8 – Board of Ethics
    - Commissioner can exercise right for public meeting or hearing
    - Board provides findings, conclusions and corrective action recommendation in goal of 45 days
    - Board's decisions are final if there is a quorum of subject Commissioners
    - Commission decides on corrective action

# Code of Ethics Rewrite Project

- Sectional Analysis
  - Section 8 – Board of Ethics
    - Board has power to issue advisory opinions. Protection for reliance on advisory opinion provided.
    - Board members removed without hearing
  - Section 9 – Complaints of Alleged Violations of Commissioner Behavioral Standards Not Accompanied by an Ethics Complaint Filing
    - Governance committee handles complaints addressing the Port's Statement of Values and Commission's respect standards
    - Board of Ethics will have jurisdiction when accompanied by Code violations (Section 8)

# Code of Ethics Rewrite Project

- Sectional Analysis
  - Section 10 – Definitions
    - Definitions removed where duplicative of state law
    - Added definitions of admonishment, censure and reprimand based on judicial code



**COMMISSION  
AGENDA MEMORANDUM**

**Item No.** 10c

**ACTION ITEM**

**Date of Meeting** January 14, 2025

**DATE :** January 2, 2025

**TO:** Stephen P. Metruck, Executive Director

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

**SUBJECT: 2025 Amendment of the Commission Bylaws and Rules of Procedures Policy Directive**

**Amount of this request:** n/a

**Total estimated project cost:** n/a

**ACTION REQUESTED**

Request Commission Introduction of Resolution No. 3834: Amending Resolution No. 3817(AM) and prior corresponding enacting and amending resolutions through incorporation, pertaining to the Commission's Bylaws and Rules of Procedure ('Bylaws') policy directive.

**EXECUTIVE SUMMARY**

Amendments proposed provide for: corresponding amendments to the Bylaws and Rules of Procedure that are necessary due to amendment of the Commission Code of Ethics ('code'); exceptions to limitations on voting for 'remote interests' of Commissioners participating on non-profits boards and providing for the ability for a Commissioner to abstain from voting in cases of remote interests, as defined by the code; updates to vacancies in office provisions due to statutory changes in Washington State statute; dual reporting requirements for Commission Office strategic advisors/aides; clarifying that Commissioners may be removed from an officer's position as a means of corrective action in cases of code violations; and an amendment to the public comment rules allowing a presiding officer to issue either an oral notice of disruption during a meeting, or a written notice post-meeting.

**DETAILS**

Article II – Commissioners

- Section 5 – Ethical behavior, conflict of interest, recusal procedure, and respectful interactions.
  - Revision to the section title.

Meeting Date: January 14, 2025

- Reflecting Commission’s commitment to uphold the requirements and behavioral standards reflected in the Code of Ethics.
- Incorporating the Governance Committee’s jurisdiction to review potential violations of Commission’s behavioral commitments and the Port’s Statement of Values when an alleged written complaint is unaccompanied by a formal ethics complaint filing; or a matter has been forwarded by the Board of Ethics to the committee.
- Incorporating limitations on voting for ‘remote interests’ in contracts for Commissioners participating on non-profits boards and providing for the ability for a Commissioner to abstain from voting in cases of remote interests, as defined by the code.
- Section 6 – Vacancy in office.
  - Aligning nomination, posting and notice, review, and appointment of candidate provisions with Washington State statute pertaining to vacancies in office.
- Section 7 – Outside boards and Commissions.
  - Reflecting participation in matters involving non-profit boards.
- Section 11 – Oversight of the Office of the Commission and the Commission Chief of Staff.
  - To include dual reporting requirements of Commission Office strategic advisors/aides.

**Article III – Officers**

- Clarifying that a Commissioner may be removed from an officer’s position as a potential corrective action resulting from an Ethics Complaint finding.

**Article VI – Rules of Order**

- Voting. Recognizing that a Commissioner is not interested in a contract pertaining to a non-profit organization, on which they also serve, if the Commissioner has only a remote interest in the contract and the extent of the interest is disclosed prior to the formation of the contract; and the Commission approves the contract without counting the vote of the Commissioner having the remote interest; excepting if the Commissioner influences or attempts to influence any other Commissioner or port employee to enter into the contract.
- Technical Edit – Removing a provision that interlocal agreements be adopted by resolution, as it is not our practice to adopt these by resolution, unless otherwise required by law.
- Public Comment Rules. Recognizing the presiding officer may issue either an oral notice for public comment rules disruptions at the time of the meeting, or a written notice of disruption after the meeting.

Meeting Date: January 14, 2025

**ALTERNATIVES AND IMPLICATIONS CONSIDERED**

The Commission could choose to (1) adopt the proposed amendments as presented; (2) amend the proposed amendments presented; or (3) reject the proposals to amend the Commission's Bylaws and Rules of procedure. Alternative (3) would misalign sections of these Bylaws with 2025 amendments proposed to the Commission Code of Ethics; would maintain differences in Commission rules of procedure with state statute pertaining to vacancy in office provisions; and would not provide a written requirement for dual reporting of strategic advisors/aides to the Commission and the Chief of Staff.

**FINANCIAL IMPLICATIONS**

None.

**ATTACHMENTS TO THIS REQUEST**

- (1) Draft Resolution No. 3834
- (2) Exhibit A - Bylaws and Rules of Procedure policy directive
- (3) Presentation

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

December 30 – January, 2025 – Commissioner Briefings  
November 21, 2024 – Governance Committee Briefing  
November 11, 2024 – Board of Ethics Briefing

1  
2  
3 **PORT OF SEATTLE**  
4 **RESOLUTION NO. 3834**  
5

6 **A RESOLUTION** of the Port of Seattle Commission amending Resolution  
7 No. 3817(AM) and prior corresponding enacting and  
8 amending resolutions through incorporation, pertaining to  
9 the Commission's Bylaws and Rules of Procedure.  
10

11 **WHEREAS**, the voters of King County authorized and approved the formation of a port  
12 district coterminous with King County to be known as the Port of Seattle in a special election on  
13 September 5, 1911; and  
14

15 **WHEREAS**, the Port of Seattle Commission is the legally constituted governing body of  
16 the Port of Seattle; and  
17

18 **WHEREAS**, the Commission Bylaws and Rules of Procedure require a review and  
19 recommendation as to any needed revisions at least once every three years, as provided by policy  
20 directive, Article VII, Amendment of Bylaws; and  
21

22 **WHEREAS**, the last substantive review and amendment of the Commission's Bylaws  
23 and Rules of Procedure policy directive occurred in 2020, with an interim review and amendment  
24 occurring in January 2024; and  
25

26 **WHEREAS**, amendments made to the Commission Code of Ethics in 2025 require  
27 corresponding amendments to the Commission Bylaws and Rules of Procedure, including to  
28 incorporate the Governance Committee's jurisdiction to review alleged violations of the  
29 Commission's behavioral commitments contained in the Commission Code of Ethics and the Port  
30 of Seattle Statement of Values; to provide clarification and alignment to state statute where  
31 needed, including vacancy in office provisions; and to reflect provisions governing  
32 Commissioners' participation in matters involving non-profit boards on which they also serve;  
33 and  
34

35 **WHEREAS**, additional administrative revisions were identified and are included in the  
36 proposed policy directive amendment.  
37

38 **NOW, THEREFORE, BE IT RESOLVED** by the Port of Seattle Commission as  
39 follows:  
40

41 SECTION 1. Amendment of Policy Directive. The technical and substantive amendments  
42 contained in Exhibit A of this resolution are hereby adopted.  
43

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

**SECTION 3. Effective Date.** This resolution shall become effective upon adoption.

**ADOPTED** by the Port of Seattle Commission at a duly noticed public meeting thereof, held this \_\_\_\_ day of January, 2025, 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

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66  
67

**EXHIBIT A to Resolution No. 3834**

## **PORT OF SEATTLE COMMISSION BYLAWS AND RULES OF PROCEDURE**

*Amended January 23, 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]~~, **Behavioral standards**, conflict of interest, **limitations on voting** **[RECUAL PROCEDURE]**, and respectful interactions.
- (a) Commissioners shall uphold the ~~[STANDARD OF CONDUCT]~~ **requirements and behavioral standards** reflected in **the Commission** Code of Ethics ~~[FOR PORT COMMISSIONERS]~~ **(Code)**, these bylaws, and the Port of Seattle Statement of Values. The Board of Ethics established by the ~~[PORT OF SEATTLE CODE OF ETHICS FOR PORT COMMISSIONERS]~~ **Code** has the authority to review potential violations of **these requirements** and standards in the manner described in the ~~[PORT OF SEATTLE CODE OF ETHICS FOR PORT COMMISSIONERS]~~ **Code**. **When unaccompanied by potential Code violations, the Commission Governance Committee additionally has the authority to review potential violations of the bylaws' behavioral standards in the manner described in the Code.**
- (b) Commissioners shall avoid conflicts of interest ~~[AND THE APPEARANCE OF CONFLICTS OF~~



~~INTEREST~~ when performing their duties as port commissioners. If a potential conflict of interest arises, commissioners shall resolve the conflict pursuant to the requirements of the Code ~~[OF ETHICS FOR PORT COMMISSIONERS]~~, including when ~~[NECESSARY]~~ required, ~~[RECUISING THEMSELVES FROM ANY]~~ limitations on 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, or the commissioner has a remote interest as defined in the Code, 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. 3817, 2024; 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]~~ occurrence 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]~~ residents of 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]~~ nominee. The commission shall review the applications and shall obtain background investigations of the most qualified applicants. The commission may review applications in executive session and ~~[THE COMMISSION]~~ may conduct interviews in public of the most qualified candidates. The commission shall ~~[FILL THE VACANCY BY SELECTING]~~ nominate at least one candidate by majority vote of its membership in a public meeting.

(d) Posting and Notice. After nominating at least one candidate, the commission shall post the vacancy and name of the nominated candidate(s) in three public places including the Port's website for 15 days. During this time period, registered King County voters may submit nominations for the commission's consideration.

(e) Review. The commission may review nominations received during the notice period in executive session.

(f) Appointment of Candidate. The commission shall appoint the final candidate by majority vote of its membership in a public meeting.

(g) 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]~~ .080 and applicable law shall govern the filling of the vacancies.

(h) 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. Participation in matters involving non-profit boards before the commission is governed by the Code of Ethics. 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)*
- (11) Oversight of the office of the commission and the commission chief of staff. The Commission, as a body, coordinated by the commission president, shall provide oversight and review of the performance of the commission chief of staff according to the Commission office standard operating procedures. The commission chief of staff shall be responsible for the organization and management of the office of the commission, according to the Commission office standard operating procedures. 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. However, strategic Advisors/aides are a dual report to the assigned Commissioner and the Chief of Staff, or delegates, with annual work plans jointly approved and final ratings reached through consensus between the assigned Commissioner and the Chief of Staff. *(Res. 3817, 2024)*

### **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. ~~[CENSURE OR R]~~ Removal from an officer position 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) *[Repealed by Resolution 3817, January 23, 2024]*
- (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 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. 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. 3817, 2024; 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, 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. 3817, 2024; 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.

*(Res. 3817, 2024; 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, 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. 3817, 2024; 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]~~ **chief of staff**, 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.
- (m) 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.
- (o) 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. 3817, 2024; 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. Periodic review of executive sessions shall occur by outside counsel for Open Public Meetings Act compliance. *(Res. 3817, 2024)*

(b) *[Repealed by Resolution No. 3817, January 23, 2024]*

(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. 3817, 2024; 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. 3817, 2024; 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) [Repealed by Resolution No. 3817, January 23, 2024]
- (d) Equity and Workforce Development Committee
- (e) Governance Committee
- (f) Portwide Arts and Culture Board
- (g) Sustainability, Environment, and Climate Committee
- (h) Waterfront and Industrial Lands Committee

*(Res. 3817, 2024; 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. 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. 3817, 2024; 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. Two exceptions exist (1) If a commissioner has a remote interest, that commissioner may abstain from voting on the question before the commission. An abstention shall not be counted as either a yes or no vote; and (2) [E]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 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 "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 "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. 3817, 2024; 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 INTERLOCAL AGREEMENTS REQUIRING THE CORRESPONDING GOVERNMENTAL ENTITY TO ADOPT THE 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. 3817, 2024; 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 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 and shall have the port seal affixed. *(Res. 3817, 2024; 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. (*Res. 3817, 2024; 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 otherwise revised 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 speaker's 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 is 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.
    - (ii) Notice of disruptions. The presiding officer of a commission meeting shall either provide an oral warning during the meeting or a written warning after the meeting has concluded to anyone found to be in violation of these rules governing public comment.**
  - (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.

*(Res. 3817, 2024; 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

January 23, 2024	Resolution 3817 revised rules for public comment; created a commission sponsorship provision; provided for ethical and respectfulness standards; addressed the recording requirement for executive sessions; provided for committee alternates; and addressed other structural and technical amendments.
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.

# Commission Bylaws and Rules of Procedure Policy Directive Amendment

January 14, 2025



# Agenda

## Overview Proposed 2025 Bylaws and Rules of Procedure Policy Directive Amendment Package



# 2025 Bylaws and Rules of Procedure Policy Directive Amendment

## Project Team

Aaron Pritchard, Commission Chief of Staff

Pete Ramels, General Counsel

Jessica Nadelman, Senior Counsel

Michelle M. Hart, Commission Clerk

# 2025 Bylaws and Rules of Procedure Policy Directive Amendment

- Reviewed for Amendments Every 3 Years, or as Necessary

# 2025 Bylaws and Rules of Procedure Policy Directive Amendment

- Recognizing Changes Made in the 2025 to the Ethics Code:
  - Reflecting Commission's Commitment to Uphold the Requirements and Behavioral Standards Reflected in the Code of Ethics.
  - Corrective Action – Removal of Commissioner from Officer's Position

# 2025 Bylaws and Rules of Procedure Policy Directive Amendment

- Recognizing Changes Made in the 2025 to the Ethics Code:
  - Recognizes Governance Committee Scope - Over Written Allegations of Violations of Ethics Code Behavioral Commitments and Port Statement of Values when Unaccompanied by Ethics Complaint
  - Remote Interest in Contracts through Participation on Non-Profit Boards

# 2025 Bylaws and Rules of Procedure Policy Directive Amendment

- Statutory Alignment
  - Changes in Vacancy in Office Provisions for State Law - Nomination, Posting and Notice, Review, and Appointment of Candidate Provisions
- Administrative Changes
  - Reflecting that Commission Office Strategic Advisors/Aides Have Dual Reporting Requirements to the Commission and Commission Chief of Staff

# 2025 Bylaws and Rules of Procedure

## Policy Directive Amendment

- Rules of Order Amendments
  - Voting Re: Non-Profit Organizations and Remote Contracting Interests of Commissioners
  - Technical Amendment – Reflecting Port's Practice of Adopting Interlocal Agreements
  - Warning for Notice of Disruption – Public Comment Rules
    - Provides for an Oral Notice at the Time of the Meeting, or a Written Notice Post-Meeting

# Next Steps

- Introduction of Resolution – January 14, 2025
- Adoption of Resolution – January 28, 2025

# Questions and Discussion



**ORDER NO. 2025-02**  
**AN ORDER OF THE PORT OF SEATTLE COMMISSION**

...to develop a portwide policy on plain language for the Port of Seattle.

**PROPOSED**  
**JANUARY 14, 2025**

**INTRODUCTION**

The Port of Seattle is committed to clear communication and equitable access to information for all.

**TEXT OF THE ORDER**

The Port Commission hereby directs the Executive Director to develop a portwide policy on plain language to enhance the clarity and accessibility of public-facing documents. At a minimum, the plain language policy shall include guidelines for communication that prioritize clarity, simplicity, and accessibility, especially when it applies to public-facing documents.

The following should be considered in the development of this policy:

- A guide that establishes Port standards and expectations for plain language. This guide should align with best practices from private institutions and government agencies, including the federal<sup>1</sup> and state<sup>2</sup> governments.
- The types of documents or content that are subject to the plain language policy. The plain language writing and policy should apply to all public-facing documents. This includes, but is not limited to, website content, forms and applications, news releases, social media, public information materials, employment recruitment notices, and solicitations for public comment.
- A plan for inventorying key existing public information and documents that need to be reworked, prioritizing forms or public information directly affecting an individual's ability to access services or engage with the Port.
- A process or procedure for reviewing and updating documents to ensure they meet the standards set.
- A process or procedure for training staff on the principles of plain language writing and effective best practices for using plain language.

<sup>1</sup> <https://www.plainlanguage.gov/media/FederalPLGuidelines.pdf>

<sup>2</sup> <https://governor.wa.gov/issues/efficient-government/plain-language>

Standards for plain language for public-facing documents should be implemented no later than March 31, 2025.

#### **STATEMENT IN SUPPORT OF THE ORDER**

This Order seeks to build on and expand upon Order 2023-05, which the Port Commission adopted in April 2023 and directed the Executive Director to develop a portwide policy on language access.

Plain language writing ensures the intended message is easily understood, reducing confusion and misinterpretation. It also makes information accessible to people with different literacy levels, ultimately making it accessible to translate and supporting accessibility efforts for people who use accessibility and language access tools.

The federal and state governments, numerous private entities, educational institutions, and non-profit organizations have enacted plain language policies to ensure the public can access information without unnecessary barriers and promote transparency and effective communication.

Accordingly, the Port recognizes that our responsibility is to make public information accessible and easy to understand, particularly for those who may face barriers due to language or disability. By adopting plain language principles, we can improve the user experience, reduce confusion, and foster a sense of inclusion. Research shows that plain language significantly enhances comprehension, especially for marginalized communities. This initiative supports the Port's commitment to equity, diversity, and inclusion and aligns with state and federal accessibility standards. Through this Order, we aim to fulfill our obligation to serve the public effectively.

The development and implementation of a plain language policy is essential to enhance communication with the public, especially as the Port continues to engage and update its community engagement and language access plans in partnership with community.

**COMMISSION**  
**AGENDA MEMORANDUM**

**Item No.** 11a

**BRIEFING ITEM**

**Date of Meeting** Jan 14, 2025

**DATE:** January 14, 2025  
**TO:** Stephen P. Metruck, Executive Director  
**FROM:** Glenn Fernandes, Director, Internal Audit  
**SUBJECT:** **2024 Internal Audit Annual Report**

**EXECUTIVE SUMMARY**

The purpose of this memo is to brief the Commission and the public on audits performed in the 2024 calendar year. The 2024 Audit Plan was approved at the December 13, 2023, Audit Committee meeting.

Internal Audit (IA) has completed 16 audits and identified 10 High Risk, 14 Medium Risk, and 3 Low Risk issues for management action. In addition, R.L. Townsend & Associates, an external, independent auditor, who was engaged to audit General Contractor/Construction Manager (GC/CM) construction projects, presented an Annual Audit Services Report at the December 5, 2024, Audit Committee meeting.

Implementation of the associated recommendations will strengthen internal controls, enhance processes, and improve efficiencies. Internal Audit has a process in place where we periodically follow up on recommendations and agreed upon management action plans to assure action is taken. This process also relies on attestations from Management. Delinquent action plans are periodically brought to the Audit Committee's attention.

**BACKGROUND**

On December 11, 2007, the Port of Seattle (Port) Commission passed a motion, which resulted in the creation of an independent and objective Internal Audit function. The Internal Audit Charter was last updated and approved by the Audit Committee, the Commission President, and the Executive Director on October 5, 2020. No significant changes have warranted an update since then.

The Audit Committee serves as an arm of the Port Commission. For 2024, Commissioner Hasegawa chaired the Audit Committee, and Commissioner Calkins served as the other commission member. Ms. Sarah Holmstrom, CPA, a Finance Leader for Amazon Advertising, served as the external member of the Audit Committee.

Meeting Date: January 14, 2025

Internal Audit conducts audits and reviews of Port departments, programs, functions, systems, contracts, and activities based on the department's approved audit plan. In discharging their duty, the Internal Audit Director and his staff are accountable to the Audit Committee and to the Executive Director.

**LISTING OF 2024 INTERNAL AUDITS COMPLETED**

Below is a list of audits completed by Internal Audit in 2024. These audits are categorized by audit type.

**Performance:**

- 1) Time Approval Controls
- 2) Utility Management
- 3) Equity Policy Directive Compliance
- 4) Aqueous Film Forming Foam (AFFF) Transition
- 5) Partner in Employment
- 6) Delegation of Authority

**Performance - Capital:**

- 7) Concourse A Expansion for Lounges – Delta TRA
- 8) Parking Garage Modernization Project
- 9) TSE Phase 2 Bollard and ADA Ramps
- 10) Terminal 117 Sites 23-25 Restoration Project Closeout

**Information Technology:**

- 11) Application Software Security<sup>1</sup>

**Limited Contract Compliance:**

- 12) Pallino Seatac, LLC
- 13) 1915 KCHouse Concepts Seatac, LLC
- 14) Stellar Bambuza
- 15) Seattle Food Partners, LLC
- 16) Seattle Chocolate Company

<sup>1</sup> Security Sensitive – Exempt from public disclosure per RCW 42.56.420.

**ATTACHMENTS TO THIS BRIEFING**

- (1) Presentation

Meeting Date: January 14, 2025

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

February 13, 2024 – The Commission was briefed on 2023 completed audits.

January 24, 2023 – The Commission was briefed on 2022 completed audits.

December 9, 2021 – The Commission was briefed on 2021 completed audits.

December 8, 2020 – The Commission was briefed on 2020 completed audits.

December 10, 2019 – The Commission was briefed on 2019 completed audits.

# 2024 Internal Audit Annual Report

Glenn Fernandes - Director, Internal Audit

January 14, 2025

P69 Commission Chambers

12:00 PM – 5:00 PM

## **2024 Audit Committee**

- Commissioner Toshiko Hasegawa, Committee Chair
- Commissioner Ryan Calkins, Committee Member
- Sarah Holmstrom, Committee Public Member

## **Substitutes**

- Commissioner Hamdi Mohamed
- Commissioner Fred Felleman

## **Internal Audit Charter – Authority and Accountability**

Approved by Audit Committee, Commission President, and Executive Director.

- The Internal Audit Department derives its authority from the Port of Seattle Commission.
- Internal Audit conducts audits and reviews of Port departments, programs, functions, systems, contracts, and activities.
- The Director is a dual report, who reports functionally to the Audit Committee and administratively to the Executive Director.



## **Internal Audit Charter – Authority and Accountability**

The Director and his or her staff are authorized to:

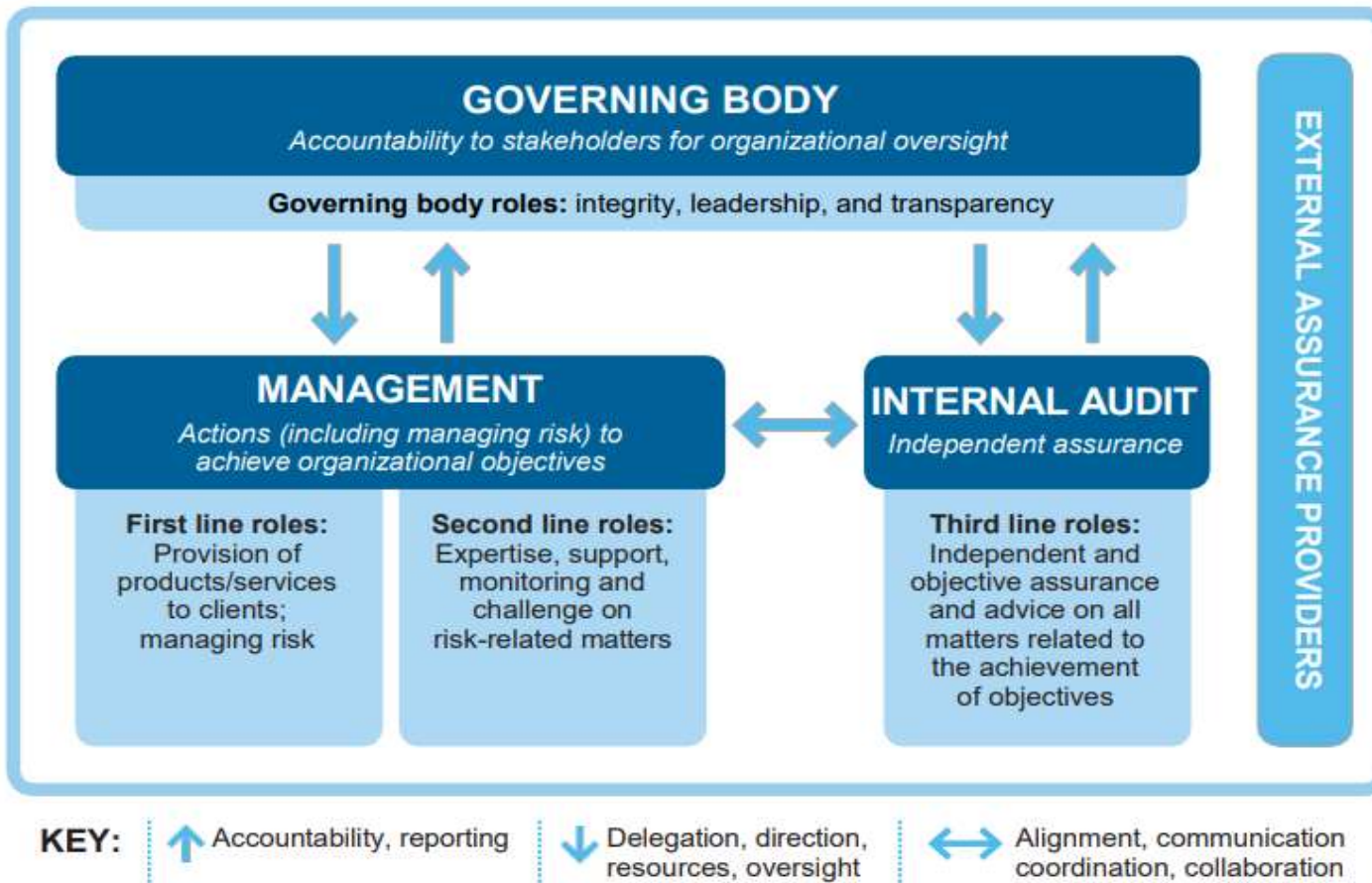
- Have full, free and unrestricted access to all Port functions, activities, personnel, records, property, and other relevant materials necessary to accomplish their work.
- Access information from contracted third parties and handle the information in accordance with contractual terms.
- Handle documents provided to Internal Audit in the same prudent manner as by those employees who are normally accountable for them.
- Have full access to the Audit Committee and to the Port Commission, as needed.

## **Internal Audit Charter – Authority and Accountability**

The Director and his or her staff are authorized to:

- Allocate resources, set frequencies, select subjects, determine scope of work, and apply the techniques required to accomplish audit objectives.
- Obtain the necessary assistance of personnel in units of the Port where they perform audits, as well as other specialized services from within or outside the Port.
- Report issues related to the processes for controlling the activities of the Port and its tenants, customers and vendors, including potential improvements to those processes, and provide information concerning such issues through resolution.

# The IIA's Three Lines Model



Source: The Institute of Internal Auditors, *THE IIA'S THREE LINES MODEL – An Update of the Three Lines of Defense*, published in July 2020.

- **Combined Assurance to Break Down Silos:**

The governing body, management, and internal audit have their distinct responsibilities, but all activities need to be aligned with the objectives and collectively grow the value of the organization.

- **Beyond the Three Lines Model:**

Today's environment of risk bedlam requires us to go a step further. Collaboration is a business imperative and a platform we can use to generate even greater enterprise value.

## **2024 Audit Plan Update**

- 16 audit reports were completed in 2024: 6 Performance, 4 Capital Projects, 1 Information Technology, and 5 Limited Contract Compliance
- Audits identified 10 High Risk, 14 Medium Risk, and 3 Low Risk rated issues for management action
- Seven active GC/CM Construction Projects, continuous auditing:
  - Required by RCW 39.10.385
  - Continue to identify cost savings
- Audit reports are shared with Audit Committee Members, and for transparency, are also posted to the Port's external facing website

[Audit reports can be found at <https://www.portseattle.org/page/internal-audit-reports>.]

2024 AUDIT PLAN STATUS														
Audit Title	Type	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
Fire Department – PFAS Use, Storage, and Phase-out	Performance													
Time Approval Controls	Performance													
Delegation of Authority	Performance													
Equity Policy Directive Compliance	Performance													
Utility Management – Port-wide	Performance													
Partner in Employment <sup>1</sup>	Performance													
Concourse A Building Expansion for Lounges/DELTA TRA <sup>2</sup>	Performance - Capital													
T-117 Sites 23-25 Restoration Project GC/CM Closeout	Performance - Capital													
TSE - Phase 2 Bollards and ADA Ramps	Performance - Capital													
Parking Garage Elevator Modernization	Performance - Capital													
Application Software Security	IT													
Network Infrastructure Management (ICT) <sup>3</sup>	IT													
TSA Cybersecurity <sup>3</sup>	IT													
Payment Card Industry (PCI) QSA Assessment Results <sup>4</sup>	IT													
Stellar Bambuza SEA, LLC	Contract Compliance													
Seattle Food Partners, LLC	Contract Compliance													
1915 KCHouse Concepts – SEATAC, LLC	Contract Compliance													
Pallino SeaTac, LLC	Contract Compliance													
Seattle Chocolate Company, LLC <sup>5</sup>	Contract Compliance													

1. This audit was added to the 2024 Plan to assess the impact of fraud allegations.
2. This audit was started in the Fourth Quarter of 2023 and completed in the First Quarter of 2024.
3. This audit was deferred due to the recent Cybersecurity Incident.
4. This audit was performed by an external consultant and managed by InfoSec.
5. This audit was added from the 2024 Contingency Audit Plan.

KEY	Complete
	In Process
	Deferred

## Performance Audits Focus

- Six Performance audits were completed in 2024
- Key Observations Included:
  - PFAS at tenant locations
  - Managing overtime when excessive
  - Need for enhancements on water leak detection
  - Opportunities to improve controls at small organizations

## Capital/Construction Audits

Four Capital/Construction audits were completed in 2024

- Projects audited had estimated Capital Spend of \$152 million
- Key Observations Included:
  - Port's closeout expense reconciliation process was effective and met industry standards
  - Revise Tenant Reimbursement Agreement processes to decrease the potential of unallowable or duplicate costs
  - Improve Pay Application review processes by maintaining adequate supporting documentation
  - Obtain Port Risk Management approval of insurance coverage and costs prior to formalizing contracts
- Seven GC/CM Projects; RCW required audits
  - Estimated spend of \$1.5B

## Information Technology (IT) Audits

- One IT audit was completed in 2024
- Focus on enhancing cybersecurity controls
  - Discussed in non-public session



## **2025 Audit Strategy**

- Stay independent and objective
- Cyber Incident Recovery
- Community Initiatives
- Closed Network Systems
- Continue to focus on Capital Delivery (Financial, Quality, and Schedule)
- Complete RCW Required GC/CM Audits

Internal Audit Outreach Program – Small Business Entities/Grant Recipients that Partner with the Port

# Questions

Glenn Fernandes  
Director, Internal Audit



**COMMISSION**  
**AGENDA MEMORANDUM**

**Item No.** 11b

**BRIEFING ITEM**

**Date of Meeting** January 14, 2025

**DATE:** December 13, 2024

**TO:** Stephen P. Metruck, Executive Director

**FROM:** Melissa Parks, Government Relations Manager, Maritime Sustainability

**SUBJECT:** **Draft 2025 International Policy Agenda**

**EXECUTIVE SUMMARY**

Port of Seattle Commissioners, executive team members, and internal subject-matter experts are engaging internationally to build relationships, share the opportunities and challenges of operating maritime and aviation gateways, and advocate in support of Port goals that are beyond our direct authority. This draft memo updates the Port's international policy priorities to guide and inform our engagement for 2025.

**DETAIL**

Driven by the Century Agenda, the Port is working to achieve ambitious goals that maintain Puget Sound as a premier international gateway for commerce and tourism that benefits the region while ensuring equity, sustainability, and quality of life for our region's residents. The Port of Seattle also strives to be a welcoming environment for our communities, visitors, and businesses. While the Port can upgrade and modify our facilities, we have limited control over the commercial aircraft and maritime vessels that utilize our gateway. We need international standards and cooperation to fully achieve these goals and others.

International diplomacy is in a state of change. For the past few years, we have experienced rising global tensions and escalating conflicts regionally in Central Europe, Asia, and the Middle East. Global diplomatic instability could make it more difficult for cooperation and progress on global international policy goals and commitments. In addition, a change in Administrations and control of Congress means different policy goals and diplomatic priorities at the federal level. Ports, however, have our own relationships and continue to convene to discuss global policy goals, share best practices, and identify solutions for achieving shared commitments and overcoming challenges. The Port has the opportunity to continue to lean into direct diplomacy with sister ports and other strategic ports, business partners, and international associations and organizations to continue to demonstrate how our local actions and investments are progressing international policy goals.

Meeting Date: January 14, 2025

Success of these international priorities will be achieved through highlighting the Port's continued local investments as well as engagement with international ports, the United States Government, industry associations, private industry, and non-governmental organizations.

Following Commission feedback on these draft policy priorities, staff will revise and bring final proposed international priorities for full Commission approval.

## **2025 INTERNATIONAL POLICY PRIORITIES**

### ***Promote Transparency, Collaboration, and Consistency***

**Encourage transparency and broad engagement in developing globally consistent standards and policies for aviation and maritime industries** to promote public awareness, industry alignment, and certainty for planning and effective implementation. Coordinate with The Northwest Seaport Alliance on international maritime engagement.

**Promote collaboration, share best practices and challenges, and foster relationships to develop comprehensive solutions to complex global issues and help achieve our goals** by engaging in key international forums such as the International Civilian Aviation Organization (ICAO), International Maritime Organization (IMO), United Nations Climate Conference of Parties; with international partners including our sister ports, particularly, Busan, Kobe, Rotterdam, and Singapore; and industry associations and non-government organizations including Airports Council International, International Association of Ports and Harbours (IAPH), and Getting to Zero Coalition. *(Emphasize in presentation)*

### ***Promote Equity, Environmental Justice, and Sustainable Development***

**Promote the adoption of principles and values by international organizations that commit them to equity, environmental justice, and sustainable development**, as well as engaging communities most impacted by industries associated with port operations. Actively seek opportunities to partner with other organizations in achieving equity and environmental justice goals.

**Advocate for policies, programs, projects, and investments that advance equity, support environmental and economic justice, and implement the United Nations' Sustainable Development Goals and United Nations Development Program's Environmental Justice Technical Report.** *Solutions must be co-developed with and center the experiences and voices of the communities most impacted.*

### ***Respecting the Rights of Indigenous Peoples***

**Support the United Nations' Declaration on the Rights of Indigenous Peoples and the ways it works to uphold and defend Tribal Sovereignty.**

***Addressing Climate Change and Reducing Air Emissions***

**Support robust and immediate climate action**, policies, and initiatives, like the Paris Agreement and Clydebank Declaration, that demonstrate ambitious, feasible, and equitable approaches to mitigate climate changing factors and prepare for climate impacts, even if the United States is no longer a party to such agreements.

**Encourage international organizations to incorporate environmental justice principles into their climate policy** that are people-centered, developed with impacted communities, and seeks mitigation as well as better quality of life for communities who are experiencing the burden of climate change.

**Support data-informed decision-making based on scientific information (quantitative and qualitative) and lived experiences; progress reporting; and information sharing** on global climate impacts and mitigation and adaptation strategies relevant to the Port, King County, or the Pacific Northwest.

**Monitor international developments of standards for safe handling and storage of emerging alternative aviation and maritime fuels**, such as hydrogen and methanol, as well as new technologies at the ICAO and IMO. Provide input on issues that could impact worker and community safety and airport and seaport operations.

**Support ICAO implementation of policy instruments, including the Carbon Offsetting and Reduction Scheme (CORSIA), to achieve net zero aviation emissions by 2050** and encourage investments that accelerate the uptake and supply of Sustainable Aviation Fuel.

- (1) Monitor developments related to emissions and other aviation environmental impacts within the ICAO Committee on Aviation Environmental Protection (CAEP) that assists the ICAO Council in formulating new policies and adopting new Standards and Recommended Practices (SARPs) related to emissions, and more generally to aviation environmental impact.

**Support the IMO's adoption of policies to reduce climate and air pollution emissions from commercial shipping by 2050 including:**

- (1) Global maritime fuel standard that reduces the intensity of greenhouse gas emissions in fuel over time and meets sustainability criteria.
- (2) Economic measures that create a level playing field globally and incentivizes the supply and use of low and zero emission maritime fuels.
- (3) Just Transition policy that works to equitably distribute gains, includes port infrastructure as an eligible recipient of future emissions revenue, and reduces the risk to developing countries in the transition to low and zero emission fuels.

Meeting Date: January 14, 2025

**Encourage review of the IMO's Carbon Intensity Indicator** with revisions that account for different ship operational profiles and overall reduced energy demand on ships.

**Encourage knowledge sharing between Green Shipping Corridors** and their international partners to accelerate supply and uptake of low and zero greenhouse gas emission fuels and maximize participation by ports and ships. Engage the U.S federal government and other international governing bodies in these conversations.

**Contribute to efforts coordinated by IAPH to standardize shore power connections** and power distribution differences to increase interoperability between ports and ships and increase connection rates.

**Monitor development of international standards for offshore wind and other alternative energy developments; and encourage collaboration in standards** between governments and leading international developers to reduce barriers to deployment. Support the development of offshore wind and alternative energy supply chains that prioritize low greenhouse gas emissions, economic development, and social equity.

### ***Reducing Aviation and Maritime Noise***

**Monitor and support developments to reduce noise from commercial aircraft** by the ICAO Committee on Aviation Environmental Protection (CAEP), including through aircraft technology and airport operational best practices.

**Support the IMO's voluntary guidelines to reduce underwater noise from ships** and share experiences and outcomes from the Port of Seattle's efforts to help inform uptake and use of the guidelines.

### ***Improving Water Quality/Marine Health***

**Monitor the IMO's development of standards for the discharge of wash water from exhaust gas cleaning systems** and the use of risk and impact assessments to inform decisions about restrictions or limits to wash water discharge.

**Encourage awareness of, and actions to reduce, ocean acidification impacts** to global marine ecosystems, communities, and associated industries. Share Port research on local, nature-based carbon remediation including kelp and eelgrass enhancement, with international partners through the International Alliance to Combat Ocean Acidification.

### ***Combat and Reduce Human Trafficking***

**Monitor and encourage efforts at ICAO, the IMO, and other international organizations** we engage with to increase awareness of and combat human trafficking in aviation and

Meeting Date: January 14, 2025

**maritime industries** and share the Port’s experience with supporting the national awareness campaign. Highlight the Port’s public-private partnership with local organizations to combat human trafficking. Seek opportunities to partner and expand this work in preparation for hosting the 2025 Club World Cup and 2026 World Cup.

***Support Sustainable Tourism***

**Support the Global Sustainable Tourism Council and similar organization’s best practices** that balance the environmental, social, cultural, and economic aspects of tourism and share the Port’s, and our Washington tourism partners’, sustainable and inclusive tourism best practices.

**ATTACHMENTS TO THIS BRIEFING**

- (1) Presentation

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

February 27, 2024 – The Commission approved the 2024 International Policy Agenda

February 3, 2024 – The Commission was briefed on the draft 2024 International Policy Agenda



# DRAFT 2025 INTERNATIONAL POLICY AGENDA

Melissa Parks, Government Relations Manager, Maritime Sustainability

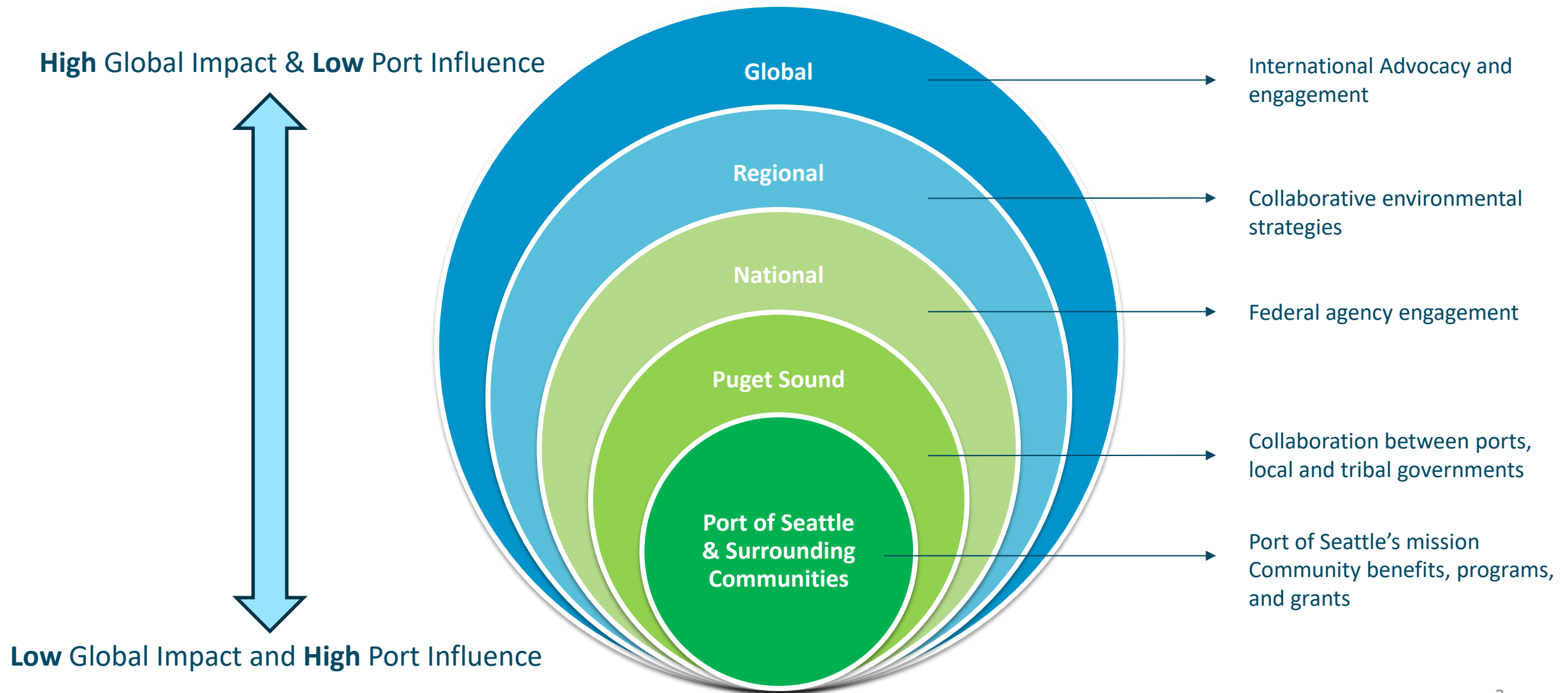


# Overview

- Review 2024
- Current Context and Potential Implications
- Agenda Overview and Updates for 2025
- Next Steps

# Why an International Agenda

## Partnership Critical to Port Strategies



# International Engagement in 2024



# Current Context



International Diplomacy and Collaboration



Port – to – Port Best Practices and Innovation



# Continuing International Priorities



*Addressing Climate Change & Air Pollution*

*Reduce Aviation and Maritime Noise*

*Improve Water Quality/Marine Health*

*Alternative Energy Standards*

*Combat and Reduce Human Trafficking*

*Support Sustainable Tourism*

# Recommended Updates for 2025



## Support UN Declaration of the Rights of Indigenous Peoples



## FIFA Club World Cup 2025

- Seattle: a welcoming international city
- Share work to combat and reduce human trafficking



## International Maritime Organization

- Review Carbon Intensity Indicator
- Adopt Global Fuel Standard and Economic Measure for Ship Emissions
- Ports eligible to receive revenue

# Next Steps

## International Policy Agenda

- Commission edits and feedback
- Submit Agenda for Adoption: February 11 Meeting

## Upcoming Opportunities

- International Maritime Organization in April
- Strategic engagement on clean energy and technology
- International Association of Ports and Harbors – 70<sup>th</sup> Anniversary in Kobe, Japan

**Questions?**

**COMMISSION  
AGENDA MEMORANDUM**

**Item No.** 11c

**BRIEFING ITEM**

**Date of Meeting** January 14, 2025

**DATE:** December 6, 2024  
**TO:** Stephen P. Metruck, Executive Director  
**FROM:** Tommy Gregory, Senior Public Art Program Manager  
 Annabelle Goavec, Public Art Program Coordinator  
 Pete Fleming, Public Art Technician  
 Christine Lee, Public Art Contract Specialist

**SUBJECT: Public Art Program 2024 Annual Report**

**EXECUTIVE SUMMARY**

In compliance with the public Art program's strategic plan, this is a briefing on the annual report for the Executive Director and Commissioners. In our briefing we will discuss our goals, the delivery of major construction projects, and collection restoration and asset management.

**Budget versus Actual spend to date for all Art projects.**

Project Name	Budget	Actual to Date	Variance
BIPOC Art	\$100,000	\$55,050	\$44,950
C Concourse Expansion	\$3,789,676	\$192,476	\$3,597,200
Checkpoint 1	\$2,500,000	\$1,115,931	\$1,384,069
Restroom Renovation	\$1,889,462	\$746,836	\$1,142,626
SEA Gateway/NMTRP	\$4,710,000	\$567,500	\$4,142,500
Skybridge Bollards	\$145,000	\$44,800	\$100,200
Widen Arrivals	\$1,500,000	\$164,162	\$1,335,838
Fire Department Artwork	\$182,383	\$182,383	\$0
IAF Indigenous	\$325,324	\$325,324	\$0
NSAT Boundary	\$107,841	\$ 107,841	\$0
<b>Total</b>	<b>\$15,249,687</b>	<b>\$3,502,304</b>	<b>\$11,747,383</b>

**Status of the C102066 Art pool funds**

The current Art budget is \$23,570,820 actual spending to date of \$3,502,304.

**Status of the C801332 Waterfront Art Pool**

The current Art budget is \$ 1,868,000.00, actual spending to date of \$0.



Meeting Date: January 14, 2025

**Cultural Programing-** Will be reviewed upon approval of updated policy and guidelines. Working with cultural partners in the Puget Sound region to elevate our internal partnership with the Port's music program.

### **Capital Projects/Commissions**

- Restroom Phase 5:
  - D3: Shuli Sade's artworks were installed June 2024
  - B3: Minhi England and Bill FitzGibbons installed their work in August 2024
  - C16: Elyse Pignolet started fabrication and will install early 2025
  - D1: Jeremy Bert and Jen Elek are about to start fabrication. Installation: early 2025
  - D11: Einar and Jamex De La Torre about to start fabrication. Installation: early 2025.
- Widen Arrivals project: Working closely with Sabine Marcelis on the bench and bus canopy project
- C Concourse expansion project (CCE): 9 artists are under design phase
- North Main:
  - 7 artists have been selected, 5 are under design phase, 2 are under fabrication. The first installation will take place Q2 2025.
  - Two pictures from Spike Mafford and 4 from Nikita Mehta were purchased and will be installed in the restroom located before Checkpoint 5.
  - Two artworks were also acquired for the Nursing room: *Constellation* by Kelsey Fernkopf and Naoko Morisawa, *New Wave – Abstract Movement*
- Skybridges 1 and 6, Bollard project: KT Hancock installed her artwork; *A Color for Every Destination* early December. Sandra Williams and Kyle Olson installed their artwork; *Origins of Fire, Rainier* at the end of December.
- Checkpoint 1:
  - 23 artworks from 17 artists selected for the cases- installation will take place in March 2025.
  - 25 artworks from 23 artists will be installed on the Checkpoint 1 wall, next to Baggage Claim 2.
- One Request for Qualification (RFQ)s has been posted at the end of 2024 for art opportunities with the South Concourse Evolution (SCE) and a few more will be shared with the public early 2025.

Meeting Date: January 14, 2025

**Conservation & Maintenance efforts** *(including deferred conservation and maintenance of existing art)*

These major projects took place in addition to the ongoing daily maintenance and conservation of the Art Collection:

- 1) Completion of major restoration of paint damage to *“Spinning our Wheels”* by Linda Beaumont at the Rental Car Facility.
- 2) Replacement of damaged art glass panel by Cable Griffith within *“Cascadia”* which encapsulates the C Concourse STS escalators.
- 3) Encasement of Richard Elliot’s *“Eyes on the World”* to protect in place during NMTRP construction located on Baggage Claim.
- 4) Switch back on, maintenance, and repair of Trimpin’s *“On Matters, Monkeys, and Kings”* that had been switched off during the covid shutdown.
- 5) Restoration of cracked panels in Dick Weiss’s two installations *“For A.W.”* and *“Cow on its side”* at the D Concourse STS access escalators.
- 6) Restoration of paint damage and re-installation of Robert Rauschenberg’s *“Star Quarters”*, now on A Concourse.
- 7) Complete cleaning of Frank Stella’s *“York Factory”* at the entrance to A Concourse.
- 8) Relocation of Francis Celentano’s *“Venetian Delta”* from WTC to AOB Conference Center.

**Temporary Art**

**Aviation:**

- Glass artists under contract for the North Main Terminal Project and the C Concourse Expansion project have some artworks on display as part of Refract.
- Celebrating Black History month with artworks from Barbara Earl Thomas and Marita Dingus
- Tuan with Leah Nguyen exhibit
- Highline heritage museum- Celebrating SEA’s 75<sup>th</sup> Anniversary
- Cornish College of the Arts film students

**Maritime Division:**

- Grace Flott’s temporary Pier 69 exhibit ended in February 2024. In November 2024 she was selected to create Gov. Jay Inslee’s portrait
- Temporary art exhibition at Pier 69: Kelsey Fernkopf one night install on October 18
- Megan Prince’s exhibit was recently installed at Pier 69 and will be on view until June 2025

Meeting Date: January 14, 2025

**Other**

- Looking forward to growing the Public Art team to maintain success on these projects
- Pete participated in the PACCIN collection care international conference in May in Kansas City
- Attend the AAAE Arts in the Airport Conference in November in Philadelphia. Annabelle was a speaker at this conference regarding Institutional partnerships.
- Use a Port-wide database (Fulcrum) to keep track of Port assets at the airport. This project started early 2021
- The Lumiere Group is working with Maritime Division to establish a 5-year CIP Plan and create an inventory of their collection.

**Equity, diversity and inclusion principles initiatives/execution**

- Temporary exhibition celebrating Black History month.
- DEI Contractors for nearly all our conservation projects.
- Worked with local small businesses to frame multiple artworks: Allison & Ross (WMBE)
- The Lumiere Group awarded the Maritime Division art planning and inventory contract is a WMBE firm.

**Public Art Program**

- Jack Kuykendall and Helen Kuykendall High School interns, Summer 2024
- Daphne Maiden internship ended October 2024

The Public Art team welcomes Tilly Word as our new college intern

**ATTACHMENTS TO THIS BRIEFING**

- (1) Presentation

# PUBLIC ART PROGRAM 2024 ANNUAL REPORT

# Capital Projects



Anna Mlasowsky



Bill FitzGibbons



Elyse Pignolet



Crystal Worl



Dan Mirer



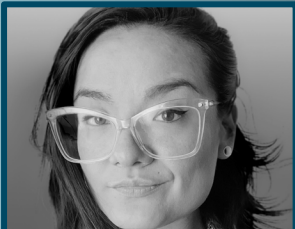
Fumi Amano



Becky Feather



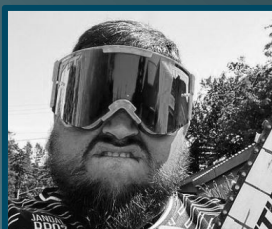
Marco Brambilla



Minh England



Shogo Ota



Ty Juvinel



Rebecca Bird



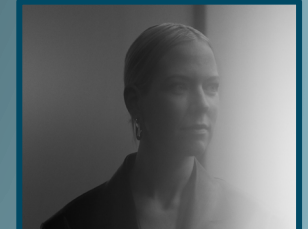
June Sekiguchi



Jaq Chartier



Barry Johnson



Sabine Marcelis



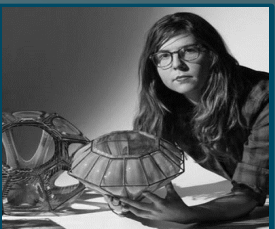
Shuli Sadé



Sarah More



Soo Sunny Park



KT Hancock



Morgan Madison



Jennifer Steinkamp



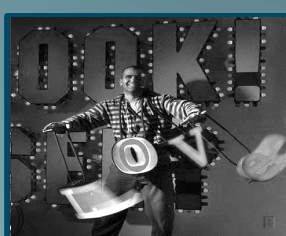
Matthew Szosz



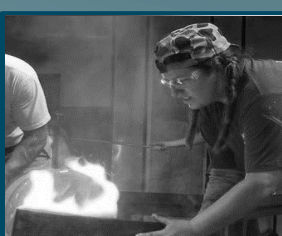
Julie Alpert



Mary Coss



Jeremy Bert & Jen Elek



De La Torre Brothers



Kyle Olson & Sandra Williams



# Restroom Phase 5



D3: Shuli Sade  
Installation June 2024

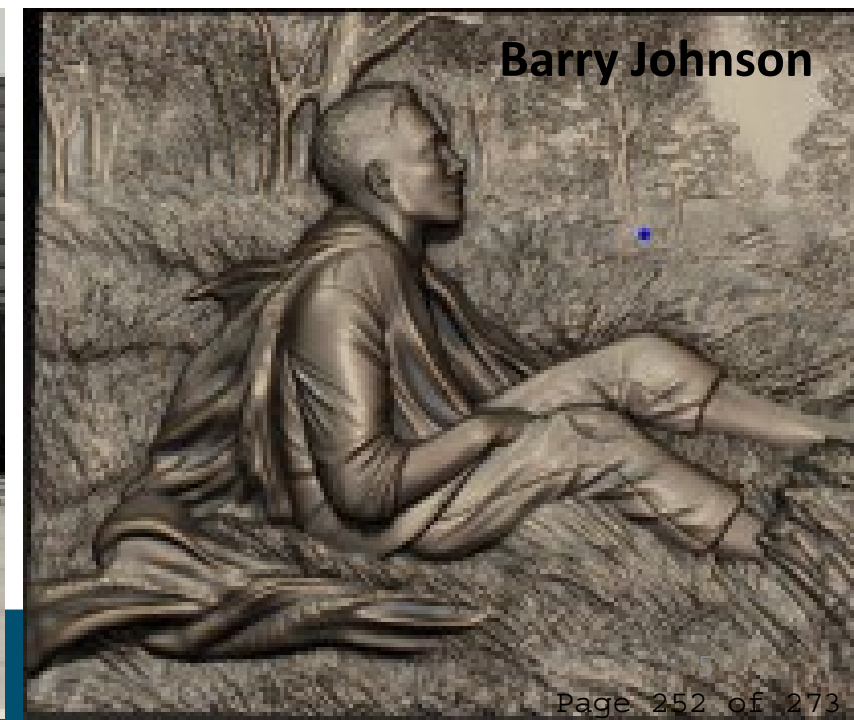


B3: Minhi England  
Installation August 2024



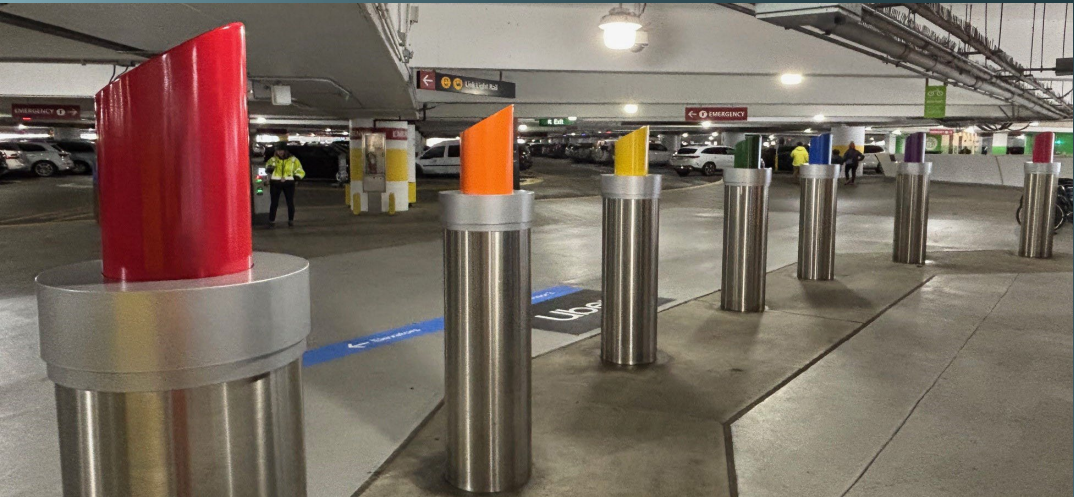
B3: Bill FitzGibbons  
Installation August 2024



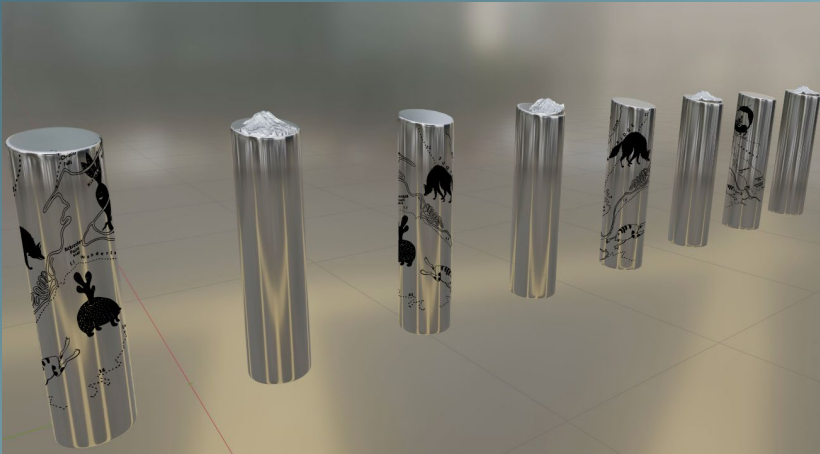




Bollard project: KT Hancock (Skybridge 1)



Sandra Williams and Kyle Olson (Skybridge 6)

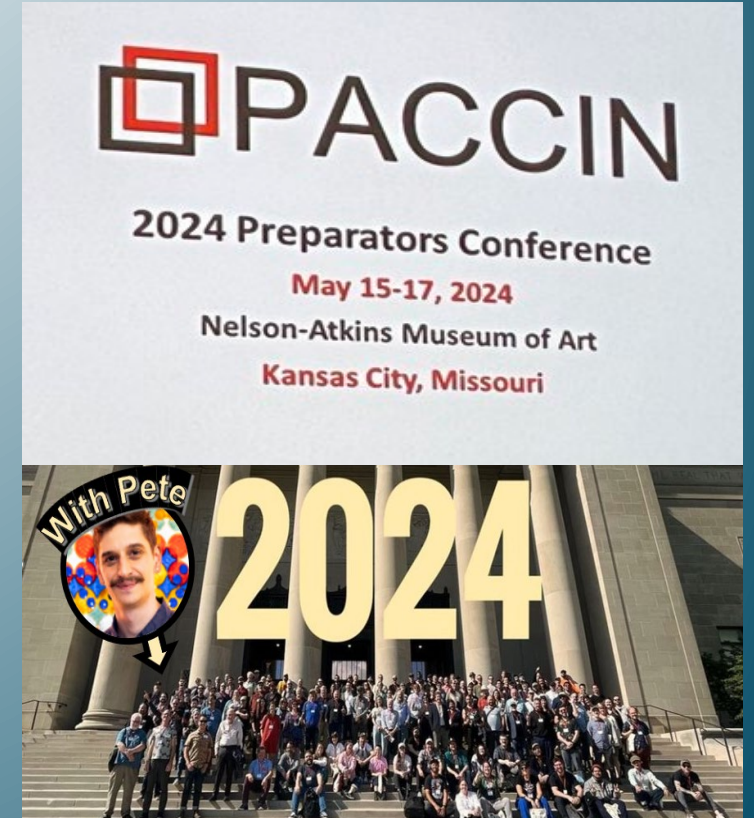




# Conferences



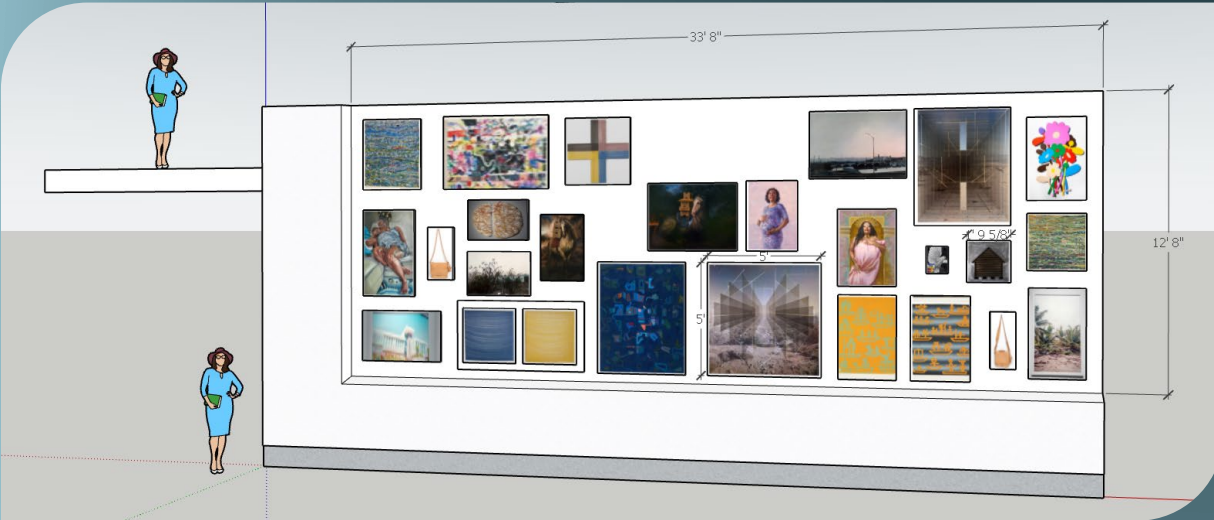
Annabelle and Tommy attended AAEE Arts in the airport conference in Philadelphia (November 2024)



Pete participated in the PACCIN collection care international conference.



# Checkpoint 1



25 artworks were acquired from 23 artists



23 artworks were purchased from 17 artists

# Conservation and maintenance: 2024 Highlights

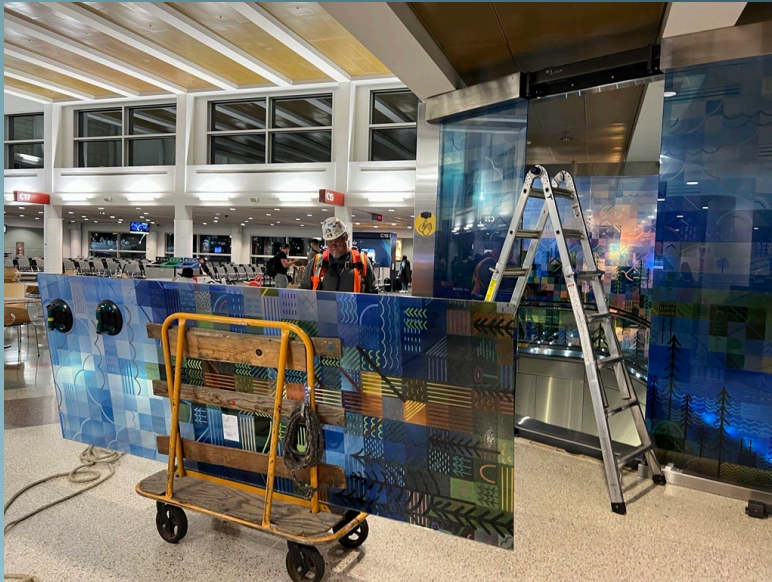
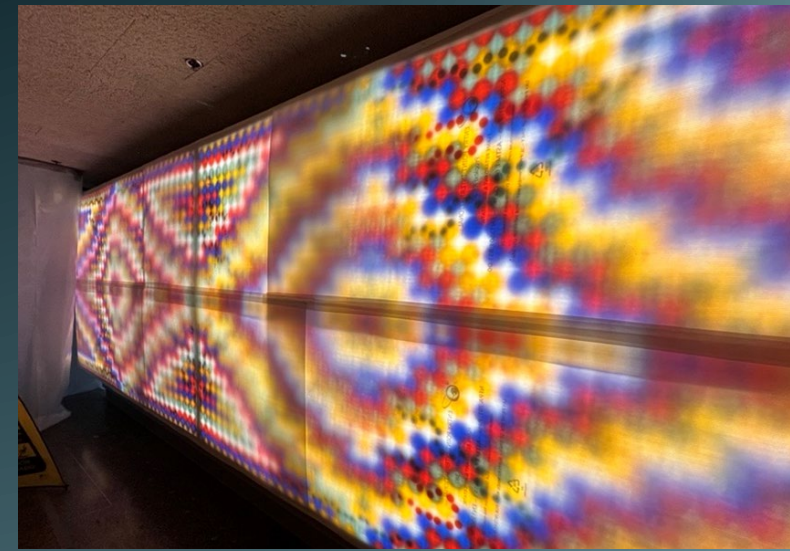


Frank Stella conservation:  
major dust removal



Repair and Switch-On of Dormant Trimpin *On  
Matters, Monkeys, and Kings* A Concourse





Cable Griffith, *Cascadia*: Replacement panel made in Germany by the original fabricators.



Protecting the Richard Elliott artwork during NMTRP construction and abatement





Restoring cracked panels  
by Dick Weiss



Paint restoration of Linda Beaumont, Spinning our Wheels,  
at the Rental Car Facility, largest restoration project to date



Robert Rauschenberg, Star Quarters, 1973:  
Restoration and new installation, A Concourse

# 2024 New Installations: Aviation

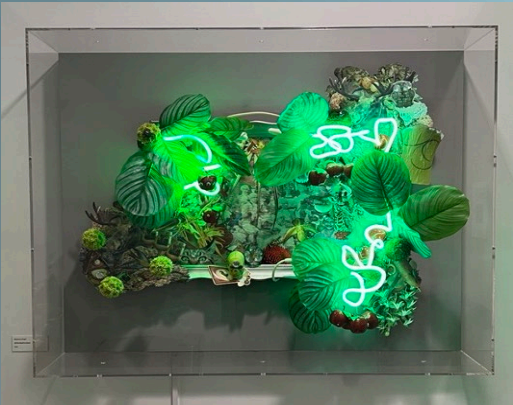




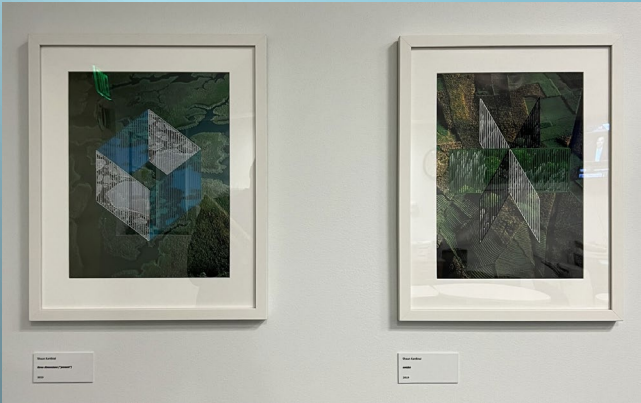
Rebecca Bird, *Five women*



Jun Yang, *Botanical Garden Gatherers*



Ben Wright  
*All the World is Green*



Shaun Kardinal artworks  
in the AV SEC Breakroom



Francis Celentano *Venetian Delta*  
Conference Center Reception

# 2024 Temporary Installations: Aviation



# Black History Month celebration: Artworks by Barbara Earl Thomas and Marita Dingus





## Refract Glass Festival:

Jimmy Anderegg, *Reflections*, exhibit and collection tour



## Highline Heritage Museum: Celebrating SEA's 75th Anniversary

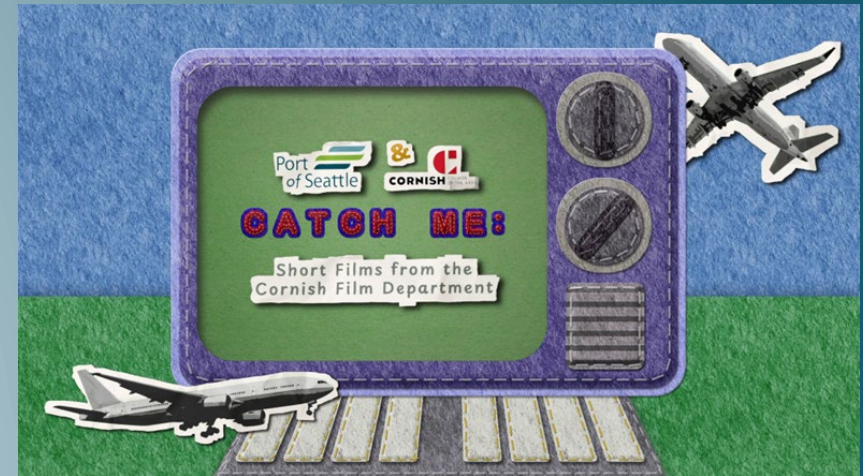




# Tuan Nguyen memorial exhibit



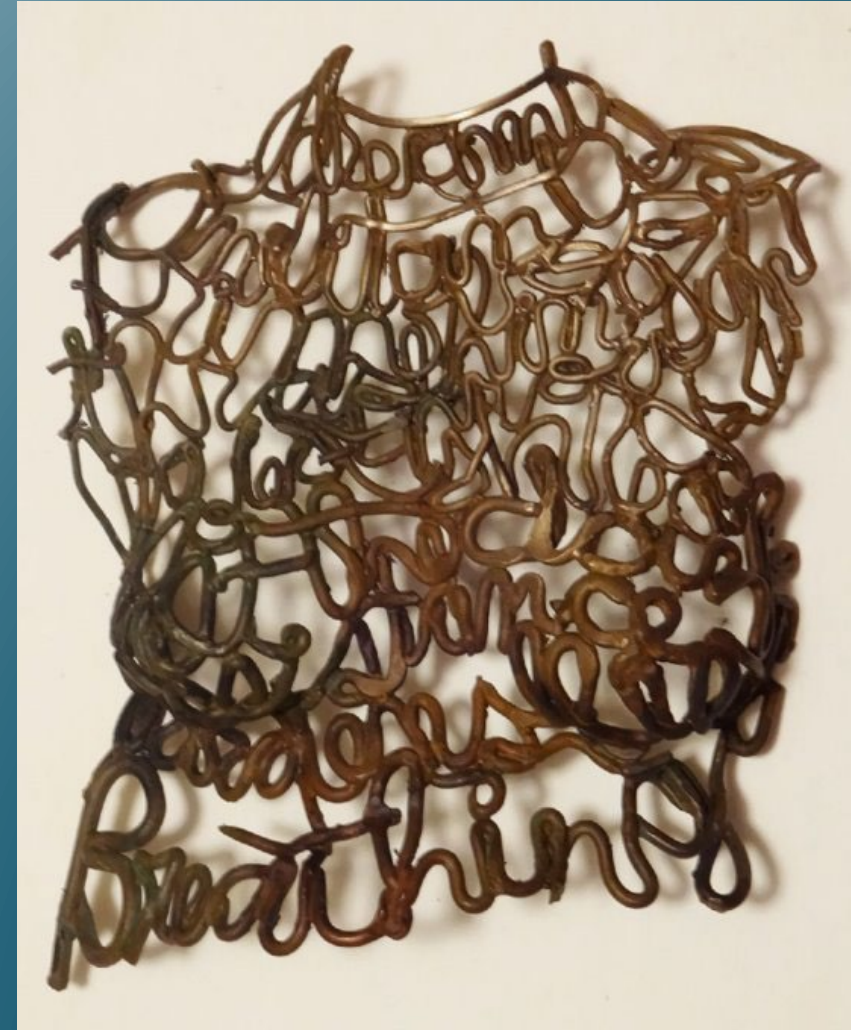
Cornish College of the Arts student film exhibit.



# 2024 Installations: Maritime



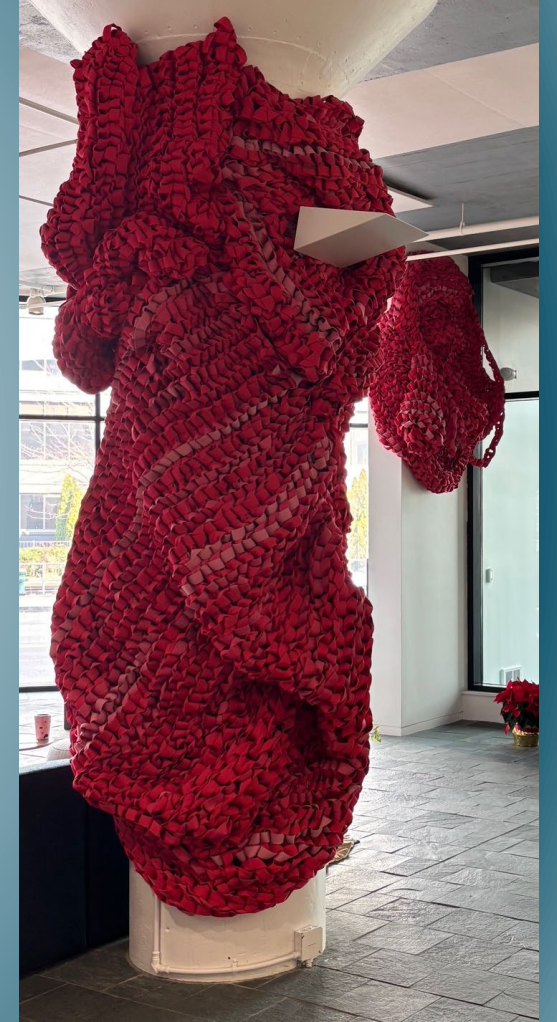
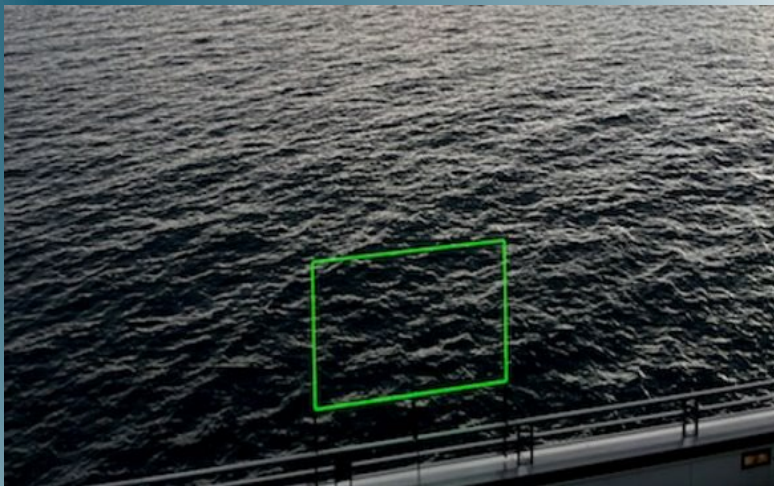
# Mary Coss



# 2024 Temporary Installations: Maritime



# Kelsey Fernkopf and Megan Prince at Pier 69

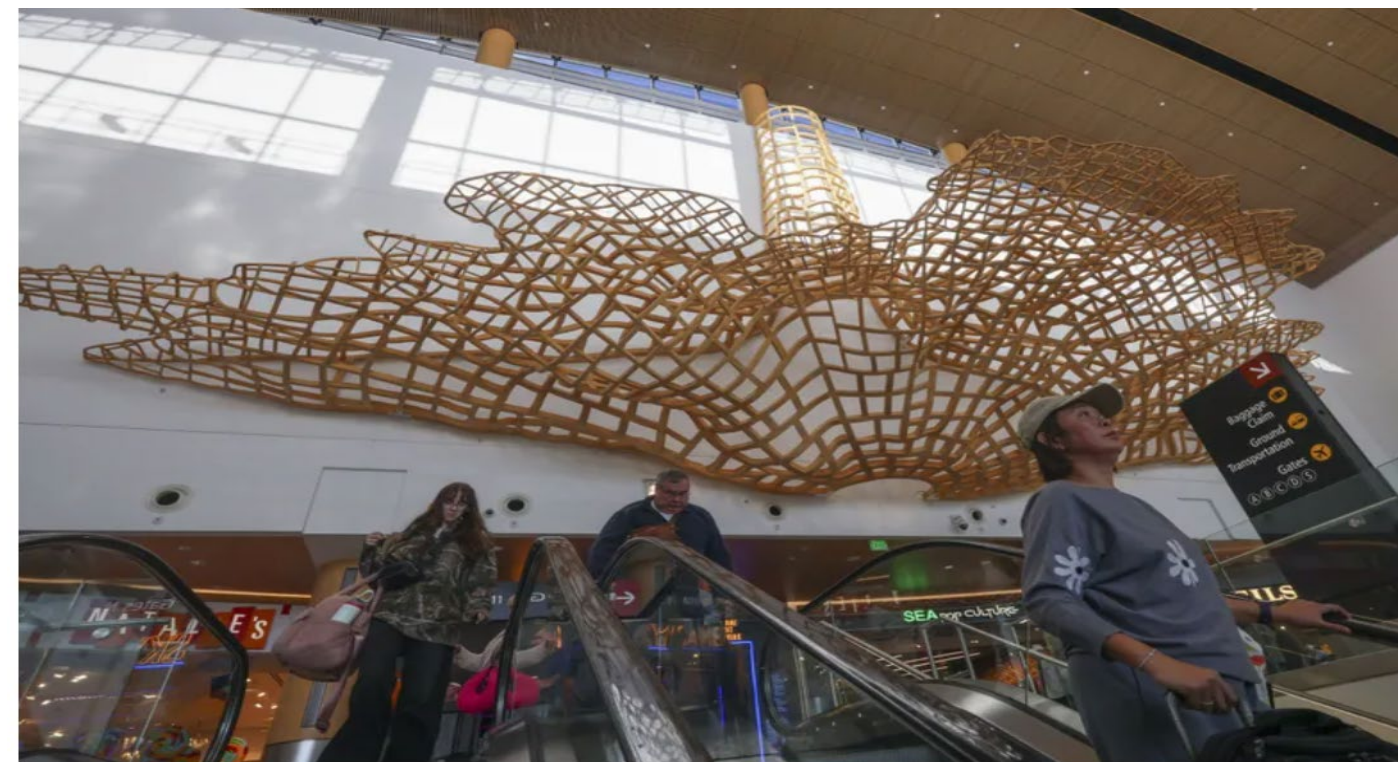


# 2024 Art Program Articles



# Sea-Tac's art collection is a visual treat for holiday travelers

Nov. 12, 2024 at 6:00 am | Updated Nov. 12, 2024 at 6:00 am

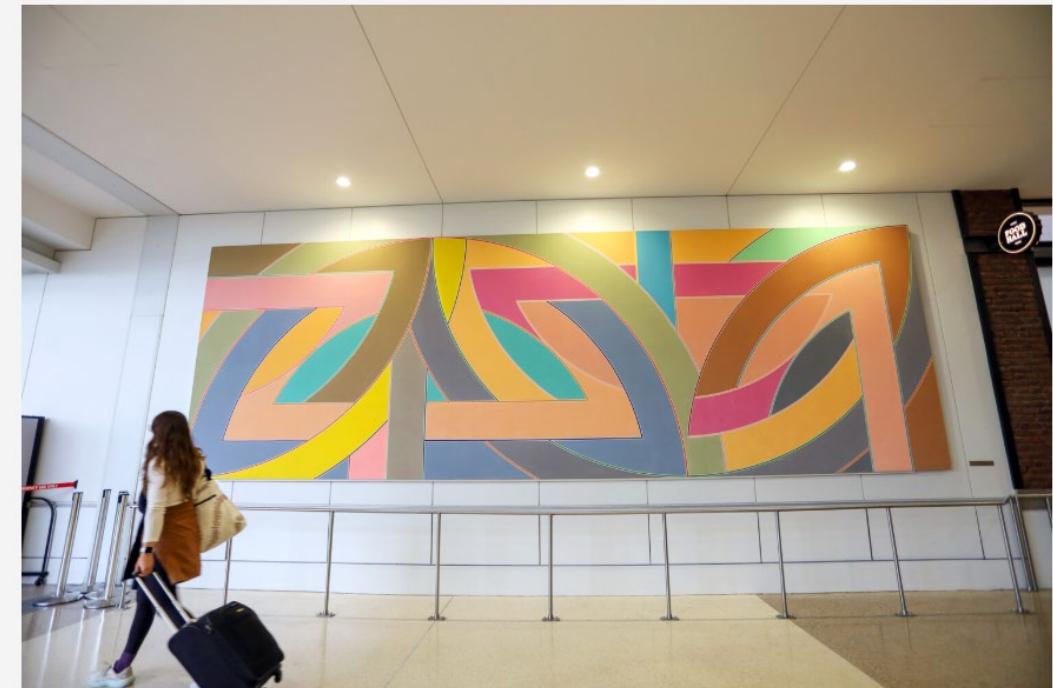


By Gemma Wilson  
*Seattle Times arts and culture writer*

## A Look at the Art History of SEA

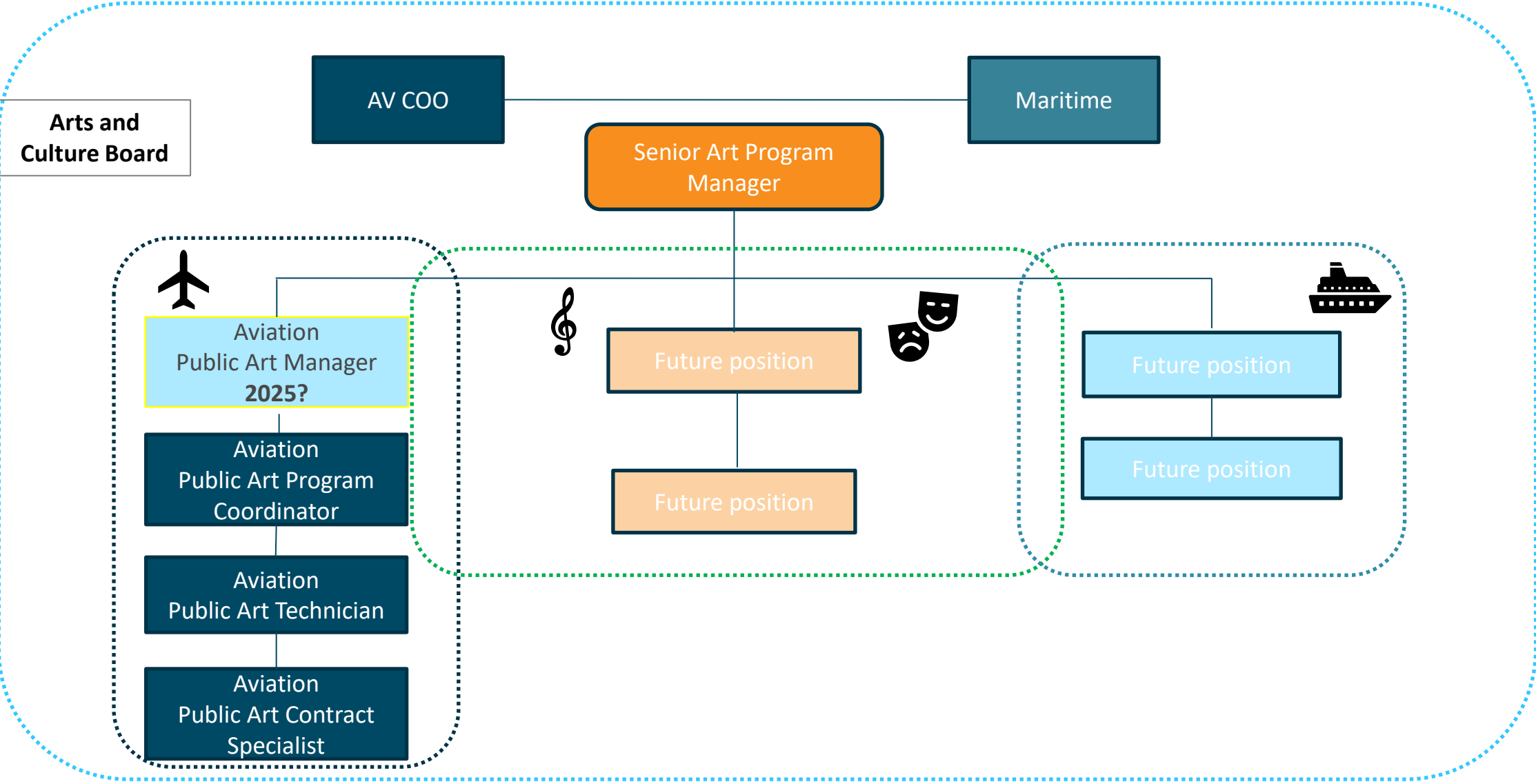
Since when did airports become the new museums? (Seattle did it first.)

👤 Amanda Manitch • November 23, 2024



Frank Stella, York Factory A PHOTO BY KELLY O

# Public Art Org Chart





**QUESTIONS?**