

THE NORTHWEST SEAPORT ALLIANCE
MEMORANDUM

MANAGING MEMBERS
ACTION ITEM

Item No.: 9A
Meeting Date: August 4, 2026

DATE: July 16, 2026
TO: Managing Members
FROM: Co-Chairs: Commissioner Calkins and Commissioner Marzano
SUBJECT: Establishment of the Northwest Seaport Alliance East Waterway Strategy Committees

A. ACTION

Establish two special committees to be known as the East Waterway Strategy Seattle Harbor Committee and the East Waterway Strategy Tacoma Harbor Committee and adopt the corresponding charters as presented which set forth the membership and limited purpose of the committees.

B. SYNOPSIS

The Co-Chairs propose to establish two special committees to study, discuss strategies, and provide recommendations to the Managing Members on the currently-pending future uses of the Northwest Seaport Alliance (NWSA) Licensed Properties located in the East Waterway located in Seattle, Washington. In their discussions, the committees will consider the impacts and risks to NWSA in addition to risks and opportunities that are relevant to the Port of Seattle and Port of Tacoma (collectively, "Homeports"). All committee discussions will be limited to those topics pursuant to the joint marine cargo seaport alliance described in Federal Maritime Commission (FMC) Agreement No. 201228-003 between the Port of Seattle (Seattle Harbor) and Port of Tacoma (Tacoma Harbor) ("FMC-filed Agreement").

C. BACKGROUND

The Port of Seattle and the Port of Tacoma entered into the FMC-filed Agreement on June 8, 2015. Discussions and minutes or reports written pursuant to the FMC-filed Agreement and relating to competitive or strategic business activities within the FMC-filed Agreement's scope receive confidential treatment pursuant to 46 U.S.C. § 40306 and 46 C.F.R. § 535.701(i). This confidential treatment extends to discussions and written materials of the same purpose and scope for committees. NWSA business activities that are within the scope of the FMC-filed Agreement include joint marketing, planning, development and utilization of NWSA facilities, negotiating, setting, and approving terminal rates and charges, and exploring all

development and use relating to any facilities that the Homeports designate as within scope of NWSA and the FMC-filed Agreement. Article VII of the FMC-filed Agreement authorizes NWSA to form committees and/or working groups.

The East Waterway Seattle Harbor Strategy Committee and the East Waterway Tacoma Harbor Strategy Committee are proposed as special, limited-term committees established for the specific and limited purpose of studying, discussing strategies, and providing recommendations on the currently-pending future uses of NWSA Licensed Properties located in the East Waterway in Seattle, Washington and the impacts and risks to NWSA and the respective Homeport.

Attached for adoption are proposed committee charters establishing each committee's authority, responsibilities, and procedures with the same structure and format. Consistent with the FMC-filed Agreement, the two committees would be required to share any committee meeting minutes with the other committee. These committees would not be authorized to act on behalf of NWSA, Port of Seattle, and/or Port of Tacoma. Each committee will be required to prepare and present a final confidential report to the Managing Members with their recommendations.

D. ATTACHMENTS TO THIS REQUEST

- Attachment 1: Draft East Waterway Strategy Seattle Harbor Committee Charter
- Attachment 2: Draft East Waterway Strategy Tacoma Harbor Committee Charter

E. PREVIOUS ACTIONS OR BRIEFINGS

- N/A

**NORTHWEST SEAPORT ALLIANCE
EAST WATERWAY STRATEGY
SEATTLE HARBOR COMMITTEE CHARTER**

A. Purpose and Authority

The East Waterway Strategy Seattle Harbor Committee (EWS Seattle Harbor Committee or Committee) is a special committee created by the Managing Members of the Northwest Seaport Alliance (NWSA). The general purpose of the Committee is to study, discuss strategies, and provide recommendations on the currently-pending potential future uses of NWSA Licensed Properties located in the East Waterway in Seattle, and impacts of same, including anticipated impacts on the Seattle Homeport (Purpose), all pursuant to the joint marine cargo seaport alliance described in Federal Maritime Commission (FMC) Agreement No. 201228-003 between the Port of Seattle (Seattle Harbor) and Port of Tacoma (Tacoma Harbor).

The EWS Seattle Harbor Committee is solely a recommending body, charged with providing recommendations to, and at the request of, the Managing Members and is not a governing or decision-making body.

The NWSA Managing Members created two committees to discuss this Purpose and therefore, this EWS Seattle Harbor Committee is created alongside a committee of the same form, purpose, function, and nature in the Tacoma Harbor.

The Committee is empowered to seek any information it requires from the NWSA or Port of Seattle employees relating to the Purpose, all of whom are directed to cooperate with the Committee's requests. The Committee is required to keep the NWSA CEO apprised of all such requests.

In carrying out its responsibilities, the Committee shall ensure that all matters are within scope of the FMC Agreement No. 201228-003, or as amended. Any coordination or discussion in each Committee shall not exceed any authority identified in the same FMC Agreement.

B. Composition

The Committee will be comprised of the five (5) commissioners from the Managing Member Port of Seattle.

C. Term

The Committee is established for the specific Purpose and will therefore be established for a limited duration from August 4, 2026 to August 1, 2027, or until delivery of the Committee's final confidential report of recommendations, whichever occurs earlier, and at which point the Committee will cease to exist, unless further authorized and extended by the Managing Members.

D. Duties

The Committee is not authorized to act on behalf of NWSA or the Port of Seattle Commission and has no independent authority. The Committee is only authorized to engage in the following activities:

1. Evaluate any potential uses for NWSA Licensed Properties located in the East Waterway and recommend, study, and/or conduct additional research that would help clarify impacts to the NWSA, and/or the Port of Seattle, and/or facilities at the Port of Seattle.
2. Review, study, identify, and recommend to the Managing Members any Seattle Harbor risks and/or opportunities (i.e. financial, economic, environmental) that are relevant to any anticipated use or redevelopment of the East Waterway.
3. At the conclusion of the Committee's work, the Committee shall present its final confidential report of recommendations to the Managing Members, which shall be produced under 46 U.S.C. §40306, 46 C.F.R. §535.701(i)(1), and as authorized by the Port of Seattle/Port of Tacoma Alliance Agreement, FMC Agreement No. 201228-003, or as amended.

E. Meetings

The Committee will meet at least once.

1. The Managing Members Co-Chair from the Port of Seattle Commission shall serve as the Committee's Chair and is responsible for convening and presiding over any Committee meeting.
2. A quorum is required for Committee meetings. A Quorum is defined as a majority of the commissioner Committee members.
3. The Committee shall invite the NWSA CEO or delegate(s) and the Port of Seattle Executive Director or delegate(s). The Committee may invite staff members of NWSA and/or Port of Seattle or others to attend meetings and provide pertinent information, as necessary.
4. The Managing Members Co-Chair from the Port of Seattle Commission shall provide a caution statement at the outset of each committee meeting advising the committee that the scope of discussions cannot exceed the scope of the FMC Agreement and shall also ensure that no unauthorized discussions take place during the meeting.
5. Committee meetings may be held completely virtually.
6. Except as otherwise set forth herein, Committee meetings will be held in accord with the then-current version of Robert's Rules of Order, Newly Revised, and where applicable, the NWSA Managing Member Bylaws.
7. Meeting agendas will be developed by the Committee Chair and provided at least 24 hours in advance for all Committee members, along with appropriate briefing materials, which agenda and briefing materials shall also be provided to the commissioners of the Port of Tacoma as the other Managing Member of the NWSA.
8. Committee meetings may be held in closed session per 46 U.S.C § 40306; 46 C.F.R. § 535.608, 46 C.F.R. § 535.701(i)(1) and Federal Maritime Commission Agreement No. 201228-003 (FMC Session). No votes of the Committee may occur in closed session. Committee members may only consider matters in any closed session that are: 1) within the scope of the activities described in Part D - Duties of this charter; 2) confidential in

- nature; and 3) relate to the NWSA's strategy or competitive posture.
9. All Committee members and staff or other invited guests in attendance at FMC Session(s) shall keep such discussions and any related materials provided to the Committee confidential.
 10. Staff should be prepared to notify the FMC promptly of any voluntary disclosures per 46 CFR § 535.701(i)(2).
 11. The Committee is responsible for causing meeting minutes to be created, approved by the Committee's Chair, and timely shared with the commissioners of the Port of Tacoma as the other Managing Member of the NWSA.
 12. The Committee agendas, materials, and minutes shall be prepared, marked and filed by the NWSA Clerk.
 13. Minutes and any materials provided to or prepared by the Committee shall be marked with the appropriate confidentiality language and citations.
 14. Minutes and any materials provided to or prepared by the Committee will be filed with the Federal Maritime Commission no later than 21 days following any Committee meeting, and minutes shall be made available as prescribed in FMC Agreement 201228-003.

**NORTHWEST SEAPORT ALLIANCE
EAST WATERWAY STRATEGY
TACOMA HARBOR COMMITTEE CHARTER**

A. Purpose and Authority

The East Waterway Strategy Tacoma Harbor Committee (EWS Tacoma Harbor Committee or Committee) is a special committee created by the Managing Members of the Northwest Seaport Alliance (NWSA). The general purpose of the Committee is to study, discuss strategies, and provide recommendations on the currently-pending potential future uses of NWSA Licensed Properties located in the East Waterway in Seattle, and impacts of same, including anticipated impacts on the Tacoma Homeport (Purpose), all pursuant to the joint marine cargo seaport alliance described in Federal Maritime Commission (FMC) Agreement No. 201228-003 between the Port of Seattle (Seattle Harbor) and Port of Tacoma (Tacoma Harbor).

The EWS Tacoma Harbor Committee is solely a recommending body, charged with providing recommendations to, and at the request of, the Managing Members and is not a governing or decision-making body.

The NWSA Managing Members created two committees to discuss this Purpose and therefore, this EWS Tacoma Harbor Committee is created alongside a committee of the same form, purpose, function, and nature in the Seattle Harbor.

The Committee is empowered to seek any information it requires from the NWSA or Port of Tacoma employees relating to the Purpose, all of whom are directed to cooperate with the Committee's requests. The Committee is required to keep the NWSA CEO apprised of all such requests.

In carrying out its responsibilities, the Committee shall ensure that all matters are within scope of the FMC Agreement No. 201228-003, or as amended. Any coordination or discussion in each Committee shall not exceed any authority identified in the same FMC Agreement.

B. Composition

The Committee will be comprised of the five (5) commissioners from the Managing Member Port of Tacoma.

C. Term

The Committee is established for the specific Purpose and will therefore be established for a limited duration from August 4, 2026 to August 1, 2027, or until delivery of the Committee's final confidential report of recommendations, whichever occurs earlier, and at which point the Committee will cease to exist, unless further authorized and extended by the Managing Members.

D. Duties

The Committee is not authorized to act on behalf of NWSA or the Port of Tacoma Commission and has no independent authority. The Committee is only authorized to engage in the following activities:

1. Evaluate any potential uses for NWSA Licensed Properties located in the East Waterway and recommend, study, and/or conduct additional research that would help clarify impacts to the NWSA, and/or the Port of Tacoma, and/or facilities at the Port of Tacoma.
2. Review, study, identify, and/or recommend to the Managing Members any Tacoma Harbor risks and/or opportunities (i.e. financial, economic, environmental) that are relevant to any anticipated use or redevelopment of the East Waterway.
3. At the conclusion of the Committee's work, the Committee shall present its final confidential report of recommendations to the Managing Members, which shall be produced under 46 U.S.C. §40306, 46 C.F.R. §535.701(i)(1), and as authorized by the Port of Seattle/Port of Tacoma Alliance Agreement, FMC Agreement No. 201228-003, or as amended.

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 12. The Committee agendas, materials, and minutes shall be prepared, marked and filed by the NWSA Clerk.
 13. Minutes and any materials provided to or prepared by the Committee shall be marked with the appropriate confidentiality language and citations.
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Item No.: 9A
Meeting Date: August 4, 2026

Establishment of the Northwest Seaport Alliance East Waterway Strategy Committees



THE NORTHWEST
SEAPORT ALLIANCE
SEATTLE + TACOMA

Commissioner Calkins, NWSA Co-Chair
Commissioner Marzano, NWSA Co-Chair

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MOTION

Establish two special committees to be known as the East Waterway Strategy Seattle Harbor Committee and the East Waterway Strategy Tacoma Harbor Committee and adopt the corresponding charters as presented which set forth the membership and limited purpose of the committees.

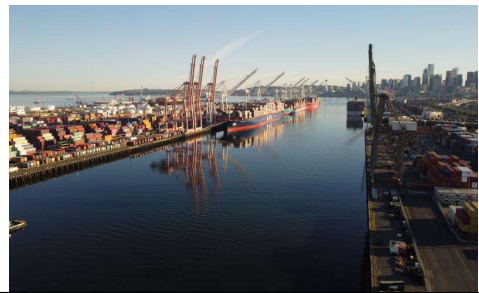


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Background

- The Co-Chairs propose to establish two special committees to study, discuss strategies, and provide recommendations to the Managing Members on the currently-pending future uses of NWSA Licensed Properties located in the East Waterway located in Seattle.
- All committee discussions will be confidential, relating to the competitive or strategic business activities within the scope of the joint marine cargo seaport alliance agreement described in Federal Maritime Commission (FMC) Agreement No. 201228-003 between the Port of Seattle (Seattle Harbor) and Port of Tacoma (Tacoma Harbor).



Background

- Each committee will have its own charter establishing the committee's authority, responsibilities, and procedures.
- The two special committees will have the same form, purpose, function, and nature. The committees will be required to share minutes of any committee meeting with each other.
- The committees shall present final confidential reports to the Managing Members with their recommendations on the currently-pending future uses of NWSA licensed properties in the East Waterway.

MOTION

Establish two special committees to be known as the East Waterway Strategy Seattle Harbor Committee and the East Waterway Strategy Tacoma Harbor Committee and adopt the corresponding charters as presented which set forth the membership and limited purpose of the committees.