

RESOLUTION NO. 2019-04

A RESOLUTION OF THE NORTHWEST SEAPORT ALLIANCE ADOPTING THE SECOND AMENDED MANAGING MEMBER BYLAWS

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

WHEREAS, the Ports have formed The Northwest Seaport Alliance ("Alliance"), pursuant to and subject to Federal Maritime Commission ("FMC") oversight, and have entered into an interlocal agreement with delegated powers exercised pursuant to the port joint powers statute (RCW 53.08.240) which expressly permits joint operation and investment outside of a port's district, and pursuant to RCW 39.34.030, the Interlocal Cooperation Act, and pursuant to RCW ch.53.57, which authorizes the Ports to create a Port Development Authority ("PDA") to operate certain marine facilities jointly as the Alliance; and

WHEREAS, the operations and affairs of the PDA are managed by the port districts as members of the PDA and the charter ("Charter") for the PDA and each port district member ("Managing Member") acts in such capacity through its own elected commissioners; and

WHEREAS, The Alliance Managing Members previously adopted Managing Members Bylaws, to constitute the rules governing the transaction of business by the Northwest Seaport Alliance Managing Members; and

WHEREAS, said Bylaws at Article XI provide that the Bylaws may be amended by the Alliance Managing Members by resolution duly adopted; and

WHEREAS, the Managing Members previously adopted the First Amended Bylaws by Resolution 2015-07 in January 2016, and now seek to update the Bylaws further.

NOW, THEREFORE, BE IT RESOLVED BY THE MANAGING MEMBERS OF THE NORTHWEST SEAPORT ALLIANCE that:

That the Second Amended Bylaws, as set forth in **Exhibit "A"** attached to this Resolution and by this reference incorporated herein, is adopted for the purpose of establishing the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.

ADOPTED by a majority of the members of The Northwest Seaport Alliance at a Regular meeting held on the 2nd day of July, 2019, a majority of the members being present and voting on this resolution and signed by its Co-Chairs and attested by its Co-Secretaries under the official seal of said Managing Members in authentication of its passage this 2nd day of July, 2019.

Stephanie Bowman, Co-Chair
The Northwest Seaport Alliance

Clare Petrich, Co-Chair
The Northwest Seaport Alliance

ATTEST:

John A. McCarthy, Co-Secretary
The Northwest Seaport Alliance

Peter Steinbrueck, Co-Secretary
The Northwest Seaport Alliance