

THE NORTHWEST SEAPORT ALLIANCE
MEMORANDUM

MANAGING MEMBERS
ACTION ITEM

Item No.	<u>5E</u>
Date of Meeting	<u>July 2, 2019</u>

DATE: June 26, 2019

TO: Managing Members

FROM: John Wolfe, CEO

Sponsor: Erin Galeno, Chief Financial and Administrative Officer

SUBJECT: The Northwest Seaport Alliance Master Policy: 2019 Annual Review – 1st Reading

A. ACTION REQUESTED

Request Managing Members of the Northwest Seaport Alliance (Alliance) to approve the first reading of the Master Policy Resolution Number 2019-02, which addresses the Managing Members' delegation of administrative authority to the Chief Executive Officer.

B. SYNOPSIS

The Port Commissions are authorized by RCW 53.12.270 to delegate to the managing official of a port district such administrative powers and duties as it may deem proper for the efficient and proper management of port district operations. The NWSA is a port development authority authorized under title 53 which extends this authority to the Managing Members.

C. BACKGROUND

The original Resolution of Delegated Authority for the NWSA was approved by the Managing Members on August 4, 2015. The process to develop this document was led by Commissioners Albro (Port of Seattle) and Commission Johnson (Port of Tacoma). Staff from both homeports conducted an extensive comparison of the respective Resolutions of Delegated Authority. This review, and the collective input of both commissions, resulted in the development of the NWSA Resolution of Delegated Authority.

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In 2016, the Resolution of Delegated Authority was updated to address minor adjustments and to modify the lease deposit requirements in support of the real estate climate in King County. Language similar to the Port of Seattle's Resolution of Delegated Authority was recommended and adopted.

In 2018, the NWSA Resolution of Delegated Authority include minimal language changes and the inclusion of the use of Waivers of Competition as a contracting tool. These changes aligned with the Port of Seattle Resolution of Delegated Authority.

The Master Policy serves as the primary delegation of administrative authority from the Managing Members to the CEO.

Exhibit A of the resolution contains 14 sections:

1. Definitions;
2. Preamble;
3. Overview of Administrative Authority of the Alliance CEO
4. CEO Powers Delegated by Charter;
5. General Provisions;
6. Planning and Budget Implementations;
7. Policies Governing Real Property;
8. Policies Governing Authorization for Projects, Contracting, Procurement and Emergencies;
9. Policies Governing Financial Activities;
10. Legal Services, Claims and Other Representation;
11. Issuance of Tariffs;
12. Policies and Procedures;
13. Actions Previously Approved by the Commissioners and Executives of the Ports of Tacoma and Seattle; and
14. Non-Discrimination and Equal Opportunity

The Alliance Master Policy is structured to:

1. Ensure proper oversight by the Managing Members;
2. Provide transparency so that actions are visible;
3. Provide flexibility to allow the CEO to respond to needs and opportunities;
4. Allow for growth and change; and
5. Support an independent Alliance that is accountable, has clarity of purpose and is efficient.

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D. SUMMARY OF CHANGES/ NEXT STEPS

The 2019 Master Policy Resolution has been provided in a redline version of the current 2018-01 Resolution.

The proposed changes in the 2019-02 Resolution reflects input from Commissioners, staff and legal counsel. These proposed changes will be discussed during the July 2nd presentation.

E. FINANCIAL IMPLICATIONS

The adoption of Master Policy will have no financial impact on the Alliance.

F. ATTACHMENTS TO THIS REQUEST

- PowerPoint Presentation
- Draft Resolution Number 2019-02 (redline version of 2018-01 Resolution)