

## RESOLUTION NO. 2018-03

### A RESOLUTION OF THE NORTHWEST SEAPORT ALLIANCE ***NWSA MANAGEMENT STRUCTURE RESOLUTION***

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

WHEREAS, the POT and the POS previously entered into an agreement to establish The Northwest Seaport Alliance (“NWSA”) pursuant to the following federal and state authorities: (1) the Federal Maritime Commission (“FMC”) Discussion Agreement No. 201228, (2) 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 district’s boundaries, (3) RCW 39.34.030, the state Interlocal Cooperation Act, and (4) pursuant to Title 53.57 RCW, which authorizes the Port districts to create a port development authority to use, operate and manage certain marine facilities jointly, to be known as the NWSA;

WHEREAS, the operations, management and business of the NWSA is managed by the port districts as Managing Members of the NWSA (“Managing Members”) pursuant to an adopted Charter approved by the Ports and the FMC and each port district member shall act in such capacity through its own elected commissioners;

WHEREAS, the NWSA Charter Section 6.4 allowed for a temporary period of duality, whereby the NWSA CEO may also serve as the Port of Tacoma CEO for a period of five years commencing August 4, 2015 (“Transition Period”); and

WHEREAS, POS, POT and NWSA mutually and individually seek to address post-duality POT and NWSA management structures which will also include the adoption of an ILA between the parties which address the procedures to be used in standing up those management structures;

NOW, THEREFORE, be it resolved that:

- I. The NWSA hereby memorializes certain understandings and commitments to address the post-transition period NWSA Management Structure. which shall include:
  - Removing responsibility from NWSA leadership for POT matters beyond the NWSA scope, which will enhance both organizations’ respective focus;
  - Minimizing any additional overhead expense for all three entities: NWSA, POT and POS, to leverage advantages and maximize homeport income;
  - Fully supporting NWSA objectives, and ensuring NWSA leadership has oversight to determine structure and manage critical services;
  - Empowering the new Port of Tacoma Executive Leader to propose the strategy,

approach and staffing for POT non-alliance needs, and simultaneously collaborates to ensure the best interests of the POT, POS and NWSA are met, as is expected of the other two organizations' leaders;

- Engaging the NWSA Executive Leadership in a Management Services Inter-local agreement (“ILA”) to provide day to day management for all Port of Tacoma departments that provide service to the NWSA, including hiring, performance management, and collective bargaining negotiations;
- Clarifying the new Port of Tacoma Executive Leader will be accountable for leasing activities associated with POT properties not licensed to the NWSA;
- Clarifying the NWSA Executive leadership will be the lead for promoting growth of the Puget Sound Gateway’s marine cargo, advancing initiatives to improve the efficiency of the marine cargo supply chain and managing customer relations with NWSA marine cargo owners and key logistics service providers. As the larger goods movement system is both diverse and complex, all three organizations will closely coordinate on those cargo owners and service providers whose interests overlap the NWSA and homeport operations.
- Developing a partnership expectation for the NWSA and homeport leaders to leverage licensed and non-licensed properties where necessary in support of the Marine Cargo supply chain, including an annual review of properties in both harbors that are strategic to the mission of the NWSA.

Adopted by the Managing Member of the NWSA at a meeting thereof, held this **4th day of September 2018**, and duly authenticated in open session by the signatures of the Commissioners present and voting in favor thereof.

**Port of Tacoma Commissioners:**

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Donald G. Meyer

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Donald C. Johnson

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Clare Petrich

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John A. McCarthy

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Dick Marzano

**Port of Seattle Commissioners:**

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Courtney Gregoire

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Ryan Calkins

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Fred Felleman

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Stephanie Bowman

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Peter Steinbrueck

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