

## RESOLUTION NO. 2020-04

### A RESOLUTION OF THE NORTHWEST SEAPORT ALLIANCE AMENDING RESOLUTION 2018-03 ***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 FM C 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, in 2018, POS, POT and NWSA mutually and individually addressed post-Transition Period POT and NWSA management structures which included the adoption of an Interlocal Agreement ("ILA") between the parties which addresses the procedures to be used in standing up those management structures, which at the NWSA also was memorialized in Resolution 2018, adopted on September 4, 2018; and

WHEREAS, the Parties anticipated that once the new Port of Tacoma Executive Director was hired, that future organizational changes may occur. Eric Johnson the Port Executive Director completed his first year in June, 2020 and

WHEREAS, John Wolfe, NWSA CEO and Eric Johnson Port of Tacoma Executive Director propose changes to the current organizational structure and developed a recommendation that transitions management of the majority of the Port departments to the Port Executive Director, with the transition to this new organizational structure to be completed by the end of 2020; and

WHEREAS, the NWSA Managing Members agree with the Executives' recommended changes to the Management Structure, necessitating this update to NWSA Resolution 2018-03.

**NOW, THEREFORE**, be it resolved that:

Resolution 2018-03 is hereby amended so that the THEREFORE clause reads as follows:

I. The NWSA hereby memorializes certain understandings and commitments to address the post-Transition Period NWSA Management Structure which includes:

- Clarifying responsibility of NWSA and POT 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;
- Acknowledging the Port of Tacoma Executive Leader will propose the strategy, approach and staffing for POT non-NWSA needs, and simultaneously collaborate to ensure the best interests of the POT, POS and NWSA are met, as is expected of the other two organizations' leaders

- Confirming that key positions of the NWSA leadership personnel will directly manage day-to-day operations of Port of Tacoma staff who work in Departments that support the NWSA, including hiring, performance management, and collective bargaining negotiations. The identified NWSA leadership positions are: Deputy Chief Executive Officer(s), Chief Operations Officer, Director of Engineering, and the Environmental Director, all as more fully set forth in the parties' Management Services Interlocal Agreement, a revised version of which was reviewed and authorized by the Managing Members contemporaneously herewith.;
- Clarifying the Port of Tacoma Executive Director is 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 1<sup>st</sup> day of September 2020, and duly authenticated in open session by the signatures of the Commissioners present and voting in favor thereof.

Port of Seattle Commissioners:




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Peter Steinbrueck




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Stephanie Bowman




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Fred Felleman




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Ryan Calkins




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Sam Cho

Port of Tacoma Commissioners:




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John McCarthy




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Don Meyer




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Dick Marzano




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Deanna Keller




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Kristin Ang