

Port of Tacoma 2020 Budget



Ships in the Blair Waterway with Mt. Rainier in the distance

Statutory Budget and Tax Levy adopted: November 25, 2019



The Port of Tacoma has been a recipient of the Government Finance Officers Association (GFOA) award every year since 2005. It reflects the commitment of the Port and its staff to meeting the highest principles of governmental budgeting and is valid for a one-year period. To receive this award, the Port satisfied nationally recognized guidelines for effective budget presentation.

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Memo



To: Port of Tacoma Commission

Date: November 25, 2019

Subject: The Port of Tacoma's 2020 Budget

The Port of Tacoma staff is pleased to present the 2020 Budget Document. This document informs Pierce County citizens and other interested parties about the Port's overall goals and strategies as well as the competitive environment in which we operate. It highlights our focus on strategic investments that will deliver competitive financial results, build for the future, and continue to create jobs and economic wealth for Pierce County and the region.

Competition within the international container business among ports remains intense as ships grow larger, resulting in the potential for fewer port calls. In response to the competition, the ports of Tacoma and Seattle formed The Northwest Seaport Alliance (NWSA) in 2015 to maintain and grow the volume of cargo handled through the Puget Sound gateway.

Since its formation, the NWSA has modernized two terminals, one in each harbor to handle the larger ships. This investment will keep the Puget Sound gateway competitive in this highly competitive market. The Port of Tacoma receives one half of the net income generated by the business activities of the NWSA and is responsible for one-half of the cost of investments for the assets in the alliance. The operating budget and Capital Investment Plan details for the NWSA are included in a separate addendum to this Port of Tacoma Budget.

The Port of Tacoma and the NWSA create significant economic activity and family wage jobs in Pierce and King County and across the state. We provide valuable access to foreign markets to manufacturers and agricultural producers throughout the region and the nation. Port activity generates over 34,800 direct and indirect jobs and a total of 58,400 jobs statewide based on the most recent study completed in 2019 of 2017 data. The economic impact of maritime cargo in Puget Sound is \$12.4 billion. The Port is also an environmental leader, investing in the clean-up and repurposing of properties with historical contamination. This environmental cleanup and economic activity stimulates private investment that might not otherwise be invested in our community.

The Port of Tacoma is focused on ensuring that our facilities outside of the alliance provide economic benefit to our citizens and support the alliance. Additionally, the Port of Tacoma will continue to invest in the road and rail infrastructure surrounding the Tideflats to ensure that cargo moves efficiently.

Key strategic actions include:

- Updating the Port of Tacoma's strategic plan.
- Developing the infrastructure needed for warehousing and distribution centers as well as manufacturing business activities throughout Pierce County.
- Strategic land purchases that support the growth of business and associated family-wage jobs in Pierce County.
- Completing the cleanup of legacy contamination for future development and business growth.
- Planning for either the upgrading or relocating the Port / NWSA Tacoma Offices

While the local economy continues to be strong, we are concerned about the global economy and the potential impact on NWSA revenue from the tariffs. Despite the uncertainty, we are focused on increasing the business activity and job growth within the region, while achieving that success in a financially and environmentally sustainable way. We are thankful for the past success of the Port of Tacoma, and we look forward to great success in the years to come.

A handwritten signature in blue ink that reads "Eric Johnson".

Eric Johnson, Executive Director

Budget Document Overview

The Budget Document consists of these major sections:

I. Port of Tacoma Overview: This section provides historical information about the Port of Tacoma and the development of other ports throughout Washington state. It examines the economic context of the Port of Tacoma's operating environment, and it outlines the Port's organizational structure.

II. Budget Message: This includes an overview of the Port's budget challenges and opportunities, revenue types and expenditures. The Budget Message outlines the Port's priorities and issues for the budget year and describes changes from the previous year.

III. Business Outlook: This section describes the Port's overall goals and strategies. It includes assumptions, potential obstacles and trends that Port staff used to develop the forecast. These serve as the foundation for the Operating Budget.

IV. Operating Budget: This section provides a summary of the assumptions that form the basis for the Port's operating budget. It includes year over year operating budget comparisons, a snapshot of revenue and expenses by line of business and details of expected non-operating costs, and revenue from NWSA to the Port of Tacoma.

V. Five-Year Capital Investment Plan (CIP): The CIP consists of all capitalized and expensed projects that the Port plans to complete in the next five years, excluding investment commitments from the Port of Tacoma to the NWSA. Capitalized projects affect the Port's Profit and Loss statement through depreciation while expensed projects flow directly to the Port's net income the year expenses are incurred. This section provides details on the CIP including the impact of the Capital spending on Port profitability.

VI. Tax Levy: The tax levy section provides details on how the Port's tax levy is developed and how the tax levy is used by the Port. Additionally, this section provides historical tax information, and provides data to compare the Port's tax levy to the levy assessed by other entities within Pierce County.

VII. Plan of Finance: This section features an explanation of revenue and expense trends and assumptions as well as discussing long-term capital projects and the Port's plan for funding these projects. This section also incorporates the entire impact of the Port of Tacoma and the Port of Tacoma's share of the NWSA's operating income and CIP on the Port's financial performance.

VIII. Environmental Stewardship: This section provides a historical context for the environmental challenges facing the Port and our surrounding community. It also outlines the Port's priorities and investments in cleaning up and protecting the land, water and air around Commencement Bay.

IX. Summary of Significant Accounting Policies: This section provides a summary of the accounting policies that the Port follows in developing the budget as well as how the Port reports actual financial results. It is an accumulation of all the important financial rules that the Port follows.

X. Debt Guidelines: The debt guidelines describe how the Port manages debt, including criteria for issuing, refunding, and retiring debt. This section also describes what tools the Port may use to minimize debt interest rate risks.

Appendices: The appendices provide additional information useful to the reader.

Addendum: The Northwest Seaport Alliance (NWSA): A separate document describing the NWSA including the operating budget, Capital Investment Plan and other items related to the NWSA.

I Port of Tacoma Overview

Washington State Ports

Ports play an important role in the economic vitality of Washington state, the most trade-dependent state in the United States.

Ports in Washington state evolved in much the same way as those in other parts of the world. Wherever people settled near the water, boats, ships and barges were needed to move people and goods. Docks, floats, piers, gangways and other conveniences were built to accommodate marine traffic. From their very start, ports became centers for population, business and trade.

In 1889, the new Washington State Constitution declared that beds of navigable waters belonged to the citizens. The Washington State Legislature designated harbor areas and provided a system for leasing waterfront tidelands and uplands in those areas.

In the late 1800s, most of Washington's port and dock facilities were privately controlled. In 1911, the Legislature enacted laws that enabled citizens the right to establish port districts and oversee their development and operation.

The Port District Act of 1911 was the culmination of a long struggle to achieve public control over areas that were essentially public in their impacts, such as commerce.

"Port districts are hereby authorized to be established in the various counties of the state for the purposes of acquisition, construction, maintenance, operation, development and regulation within the district of harbor improvements, rail or motor vehicle transfer and terminal facilities, water transfer and terminal facilities, air transfer and terminal facilities, or any combination of such transfer and terminal facilities, and other commercial transportation, transfer, handling, storage, and terminal facilities, and industrial improvements" (Revised Code of Washington 53.04.010).

Port of Tacoma

Created by Pierce County, Washington, citizens on November 5, 1918, the Port of Tacoma plays a major role in international trade as well as in the economic development of Pierce County and the state of Washington. Today, the Port of Tacoma is one of the leading seaports in North America, offering strong trade ties with Alaska, Asia and the rest of the world.

The Port's geographic boundaries lie within Pierce County and is situated on Commencement Bay in Puget Sound. Because of this strategic location, it offers efficient connections to sea, rail, highway and air transportation networks.

The Port of Tacoma is an independent municipal corporation that operates under state-enabling legislation. The Port is a separate entity from the City of Tacoma, Pierce County and the State of Washington. Although each of these are separate entities, they often work together on economic development and transportation projects in order to create more jobs and business opportunities.

In the spirit of working together to improve the economies of Puget Sound, the Port of Tacoma joined forces with the Port of Seattle in August 2015 to create The Northwest Seaport Alliance (NWSA). By combining resources, the Puget Sound becomes the fourth largest gateway for containerized cargo in North America. Please see the addendum for additional information on the NWSA. With most of the maritime assets assigned to the NWSA, the Port's efforts are focused on industrial development, real estate and growth in our bulk business. The Port works to attract major manufacturing and warehouse/distribution centers to Tacoma/Pierce County.

The Port's approximately 2,650 acres are primarily located in the Commencement Bay Tideflats. Today, the Port has about 150 acres of land available for industrial development on Port-owned properties separate from its marine terminal areas.

Port properties include warehouse/industrial sites, a grain terminal, and two major areas for industrial development. The first site is the Port Commerce

Center, comprised of more than 100 acres of Port land developed in partnership with a private developer. The second site is the Port's Frederickson Industrial Area, which offers land for sale for industrial use.

Pierce County

Pierce County is the second most populous metropolitan area in the State of Washington.

Located about halfway between the Oregon and Canadian borders, Pierce County covers 1,790 square miles. Within this area are 10 hospitals, 15 public school districts, a large number of private schools, two vocational-technical colleges, two community colleges and six four-year colleges and universities.

Pierce County boasts a diversified economy. The manufacturing sector produces forest products, chemicals, metals, aerospace products and a strong agricultural production. It also is home to Joint Base Lewis-McChord, Madigan Army Medical Center and Camp Murray.

Port Facilities and Services

The Port owns and maintains facilities related to maritime commerce, including facilities for containerized cargo, automobiles, dry bulks such as grain, logs, breakbulk cargo, heavy-lift cargo and project cargoes. Many of these assets are now assigned to the alliance.

The Port's two major waterways – the Blair and Sitcum – can accommodate six miles (9.7 kilometers) of deepwater berthing. The waterways are about 51 feet deep. At the Port of Tacoma's facilities, excellent connections to inland highway and rail transportation networks help expedite cargo moving through Tacoma.

In 1981, the Port pioneered on-dock intermodal rail when it opened the North Intermodal Yard, the first of its kind on the West Coast. This innovation helps the Port and its customers efficiently handle international import containerized cargo that heads east via rail to markets such as Chicago and New York. Three highway interchanges link the Port and its main terminals to Interstate 5 (see Figure I-1 on page I-6).

See the NWSA addendum for more information on intermodal services.

Port of Tacoma Commission

The citizens of Pierce County elect a five-member Port Commission to govern the Port of Tacoma. Each Commission seat is elected every four years, on a staggered basis.

The Commission establishes the tax levy collected. The Commission is also the final authority for approval of the Port's annual budget, long-term leases, sales and purchases of land, policies, long-range development plans, financing and all construction projects and spending in amounts exceeding the authority of the Chief Executive Officer.

The Commission also appoints the Chief Executive Officer, who is responsible for hiring staff and managing the Port's daily operations. The Port Commissioners at the time of this publication are:

- Don Johnson
- Dick Marzano
- John McCarthy
- Don Meyer
- Clare Petrich

Port Commission Meetings

Commission meetings are open to the public and are held at:

The Fabulich Center
3600 Port of Tacoma Road
Tacoma, WA 98424

For the agenda and the next Commission meeting, as well as minutes for Commission meetings held from 2001 to present, you can visit the Port's website at www.portoftacoma.com.

To help improve public accessibility and availability to the Port's decision-making process, the Port started streaming its Commission meetings on the Web in 2008. All Port Commission meetings are streamed live, and then archived on the Port website. Members of the public can easily access archived meetings by typing in a specific topic of interest. All meetings featuring that topic will then come up in a list for quick access and review.

Citizens may contact the Port Commission by calling the Port of Tacoma's Executive Department at 253-383-9402; fax at 253-383-9440. Correspondence may be mailed to:

Port Commission
Port of Tacoma
P.O. Box 1837
Tacoma, WA 98401

Please see the addendum for information concerning the NWSA Managing Members.

Organizational Structure

The Port of Tacoma's Executive Director is responsible for non-NWSA licensed properties, economic development, and port compliance. The Port Executive Director is supported by the NWSA staff, and port staff who support both the Port and the NWSA. NWSA daily operations are led by the Chief Executive Officer and the Executive Team. See the Organizational Chart (Figure I-2 on page I-7). A master services agreement between the Port of Tacoma and the NWSA formalized this management structure.

NWSA Executive Team

The NWSA Executive Team is comprised of the CEO, two deputy CEO's, and seven chief officer positions and executive administrative support. The NWSA Executive Team oversees all business activities and departments, and with the Commission, provides long-term strategic direction. The Executive Team ensures compliance with all regulations relevant to NWSA and Port activities including public meetings and information, environmental protection, labor relations, procurement, security, financial management and other issues.

Executive administrative support is responsible for scheduling and supporting Commission activities, including regular Commission meetings, study sessions and executive sessions.

NWSA Commercial Group

Led by the Chief Commercial Officer and the Chief Strategy Officer, the Commercial Group is comprised of the Business Development team, the Marketing &

Business Services Team, and two Real Estate teams, one for the NWSA, and one for the Port.

NWSA Business Development Team: International and domestic container, breakbulk, and bulk cargo are core business segments for the NWSA. The NWSA Business Development team is responsible for cargo and terminal business development and management, and customer service for all of these cargos. Business Development team plays an important role coordinating efforts with the entire supply chain, including customers on terminal facility and operational improvements to enhance overall efficiency at the NWSA's terminals. See additional information in the NWSA budget addendum.

NWSA Marketing and Business Services Team: This NWSA team supports the Business Development team and is responsible for research, data analysis, advertising and marketing activities. This team also manages and administers the NWSA tariff. It also supports the goals of the Commercial Group by providing strategic market research and business intelligence, cargo volume tracking and forecasting.

POT Real Estate Business: Non-terminal industrial and commercial properties and facilities complement the NWSA businesses and are a significant source of revenue for the Port. Real estate personnel are responsible for leasing, divesting and managing the Port's real estate portfolio.

Located in an industrial zone with room for growth, port tenants offer a broad range of services for the Port's international and domestic customers including warehousing and distribution, manufacturing and marine services.

The Port retains the grain terminal in the Real Estate business, which has a long-term lease, as well as the East Blair One wharf, which is leased to the NWSA for the NWSA's breakbulk business. The Port is pursuing other water-dependent opportunities that may include the former Arkema site.

NWSA Operations Group

Led by the Deputy Executive and Chief Operations Officer, the Operations Group is responsible for the daily operations of the Port and is comprised of the Operations, Maintenance and Security Departments.

Operations Department: The operations group mainly supports the operations of the alliance. Please see the NWSA Addendum Section I. The operations group will manage the two waterways so that NWSA and Port maritime operations work harmoniously.

This department collaborates with members of the supply chain to promote policies, procedures and technologies that improve operational efficiency.

Maintenance Department: The Port's Maintenance group consists of two departments – Equipment and Facilities. Employees of both departments remain Port employees, but are responsible for equipment and facility repair/maintenance of Port-owned as well as NWSA assigned assets. Maintenance responsibilities include grounds, buildings and cranes to vehicles and straddle carriers.

Security Department: The Port Security Department supports the sustainable, economic viability of the Port by consistently contributing to a safe and secure environment for all through professionalism, respect and integrity. The Security Department supports emergency operations, actively promotes the safety and security of the Port community, maintains the Port's maritime domain awareness and aligns the security practices with the United States' critical infrastructure protection policies. The Port's Security Department also works closely with other entities, including U.S. Coast Guard, Customs and Border Protection, local police and fire departments. Security remains with the Port of Tacoma, but will provide services to NWSA assigned properties through the service level agreement.

The Port of Tacoma Security group also provides security at the West Sitcom Terminal (formerly APMT).

Support Organizations.

The POT support organizations provide services to the homeport and NWSA. Day to day management of these teams is performed by the NWSA executive team.

Facilities Development Group

Led by the Chief Facilities Development Officer, the Facilities Development Group is responsible for long-

term planning and development of port assets, and all Port related environmental issues. This group is comprised of the Planning, Engineering and Environmental departments.

Planning Department: The Planning Department, which is part of NWSA, coordinates with state, regional and local stakeholders to identify regional freight transportation infrastructure needs, provides land-use and preliminary terminal design services and works to maximize terminal through-put and capacity.

Engineering Department: The Engineering Department remains with the Port but provides design and construction management services and delivers state-of-the-art facilities to both the Port as well as NWSA. The Engineering and Environmental Departments work collaboratively to abide by and meet local, state and federal regulations.

Environmental Department: The Environmental Department develops and implements comprehensive programs to minimize the effects of Port operations on air, water and sediment quality. Environmental staff are located both in the Port and in NWSA, and provide services to each organization through the service level agreement.

This department works with permitting agencies to facilitate terminal development projects and maintains regulatory compliance.

Department staff monitors and provides input on the drafting of environmental ordinances and regulations significant to the Port and informs the public of the Port's environmental activities.

Finance and Administration Group

Led by the Chief Financial and Administrative Officer, the Finance and Administration Group is responsible for the administrative tasks that keep the NWSA and Port functioning. This group includes the departments of Finance and Accounting, Contracts, Purchasing, Business Processes, Public Records and Information Technology. These functions stay with the Port of Tacoma but will provide services to the NWSA through the service level agreements.

Finance and Accounting Department: The mission of the Finance and Accounting Department is to create value through strategic financial planning and

timely accurate accounting practices. In addition to partnering with business leaders to grow profitable businesses and create jobs, its role is to collect, invest and disburse Port funds and provide monthly and annual financial reports in accordance with state and federal laws as authorized by the Commission.

Services provided by the Port's Finance and Accounting Department include general accounting, payroll, accounts payable, accounts receivable, treasury, capital financing, financial planning, budgeting and internal auditing.

Contracts and Purchasing Department: The Contracts and Purchasing Department provides support for the acquisition of supplies, materials and services and ensures compliance with public procurement laws and regulations.

Information Technology, Business Process and Public Records Department: The Information Technology, Business Process and Public Records Departments work to champion and make possible the innovative application of technologies that enhance the overall performance of the Port. The department partners with Port businesses, functional departments and other Port stakeholders to improve the flow and efficiency of the freight movement through application of technology.

Human Resources Department

Led by the Chief Human Resources Officer, the Human Resources Department is responsible for:

- Work-force development, which includes attracting, retaining and developing the right people;
- Setting compensation, administering benefits, organization-wide training, and managing employee relations; and
- Creating a constructive, diverse culture.

The Human Resources Department is responsible for personnel assigned to both the Port of Tacoma and the NWSA. Services to the NWSA are provided through the service level agreement.

Public Affairs Group

Led by the Public Affairs Director, the Public Affairs Group is responsible for communicating and managing relationships with other governmental bodies, the public, media and external stakeholders. Comprised of the Communications and Government Affairs departments, key functions of this team include governmental affairs, community relations and internal and external communications. This group will also provide services to the NWSA through the service level agreement.

Government Affairs Department: The government affairs staff advances the Port's legislative priorities and manages the organization's relationships with elected and appointed officials at the city, county, state and federal levels. Community relations, meanwhile, manages public outreach programs, including tours, a speaker's bureau, school program and work with community groups.

Communications Department: The communications staff develops and implements strategic public affairs and integrated communications programs, as well as initiatives and media relations that support the Port's overall mission, goals and priorities. This department also provides marketing communications and trade media relations and advertising support for each of the Port's businesses.

Figure I-1....Port of Tacoma Owned Properties Map

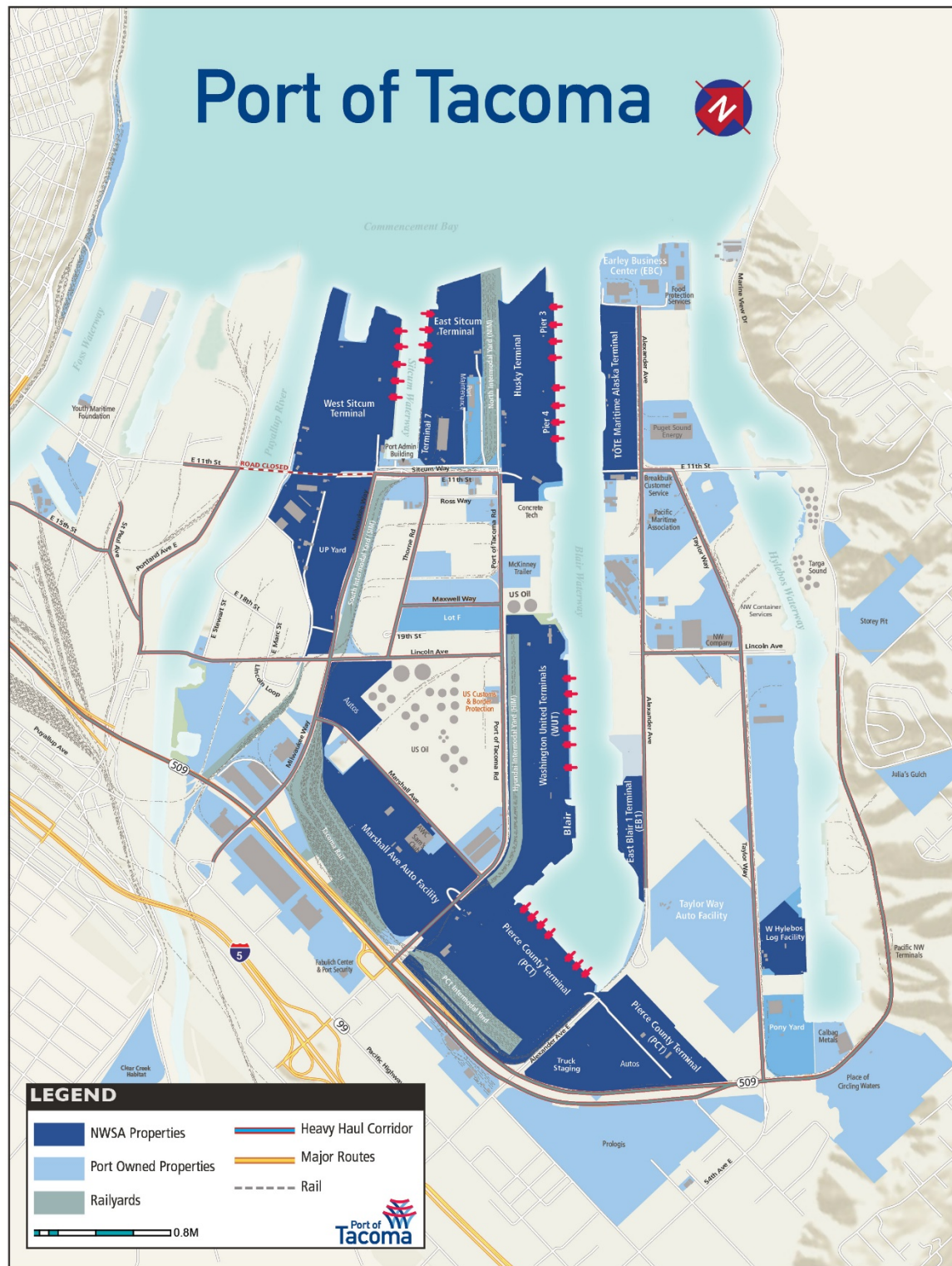
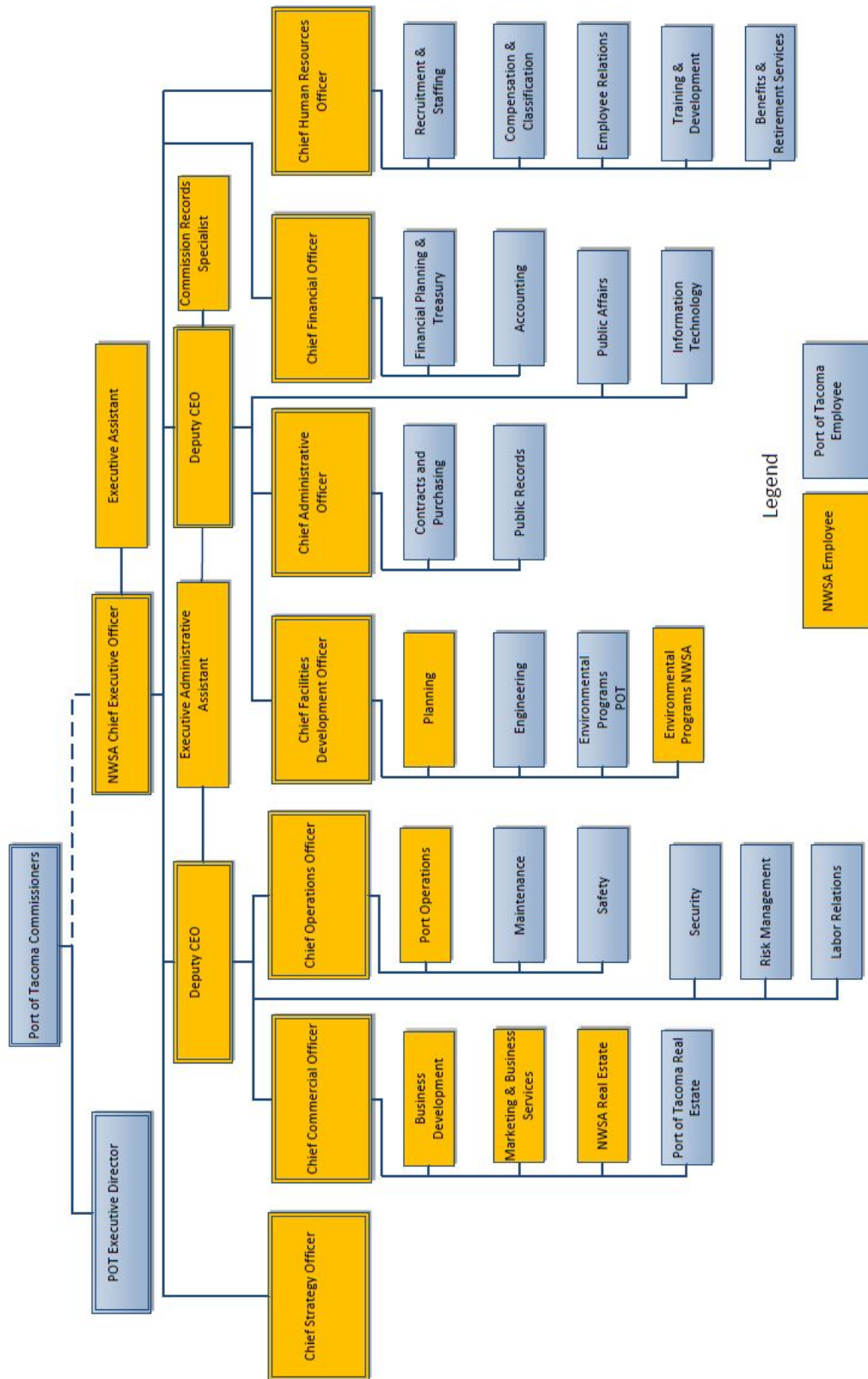


Figure I-2.....Port of Tacoma Organizational Chart





An aerial view of the new POT Auto processing facility

II 2020 Budget Message

Strategic Direction

In 2012, the Port developed a 10-year strategic plan that refocused the Port's mission, outlined six goals and identified 10 financial and operating targets. The planning process engaged Port staff, commissioners, customers, community members and key stakeholders, including labor partners. The strategic plan was designed to be aspirational, yet achievable, and to guide the Port's decision-making and investments for the next decade.

In conjunction with the strategic plan, the Port also revitalized its brand identity to better differentiate itself in today's highly competitive marketplace. The new logo mark visually expresses the Port's mission, brand promise and connections to customers and community members.

The creation of The Northwest Seaport Alliance (NWSA) will modify the Port's targets to encompass both the Port of Seattle and the Port of Tacoma's economic impact and environmental focus. The targets will change, but not the intent of the targets which is to improve economic prosperity, strengthen financial vitality, and continue our environmental stewardship of Puget Sound. The NWSA has issued commercial goals that are addressed in the addendum.

Mission Statement

The Port's mission is to "deliver prosperity by connecting customers, cargo and community with the world." The creation of the NWSA does not alter our commitment to this mission. It enhances it by bringing additional resources that can improve the region.

Budget Environment

The NWSA is responsible for the container terminal, container intermodal, break bulk, and auto businesses and a maritime related real estate portfolio. The Port is responsible for its bulk terminal, non container intermodal, terminal security, and Port auto terminal businesses and a diverse real estate portfolio.

Revenues and Expenses

The Port receives 50 percent of the net income from the NWSA. Operating income received is treated as revenue per joint venture accounting rules.

Additionally, the Port has both fixed and variable revenue streams from the real estate and bulk lines of business. The majority of Port staff remain with the Port. A large portion of staff costs, however, are charged to the NWSA through service level agreements. See section IV for information on the Port's operating budget.

2020 Budget

The Port of Tacoma has developed an overall operating budget with projected revenue of \$60.1 million. Operating income is budgeted to be \$11.4 million, resulting in an operating margin of 19 percent. The Port's net income is projected to be \$21.3 million.

The Port's financial performance reflects the investments the NWSA and the Port are making to successfully complete commitments to customers while meeting the Port's financial goals. The operating and capital budgets are based on the cargo forecast in Section III for the Port of Tacoma, and Section III of the Addendum for NWSA.

Capital Investment Plan Highlights

The Port's projects for the next five years reflect an increased focus on industrial development and utilization of existing terminal capacity. With this focus, the Port has reviewed potential assets for revenue generation to ensure that financial and economic growth goals are met.

Major 2020 capital projects include the following:

- Completion of the Taylor Way Auto facility
- Construction of stormwater and utilities on port property in preparation for further development
- Land acquisitions to continue revenue growth
- Demolition of obsolete facilities
- Infrastructure Investments

The Port's \$43.5 million 2020 capital budget represents the first year of the Port's 2020-2024 capital plan – a package totaling \$200.2 million in new projects and investments. See Section V for additional details on the Capital Investment Plan.

Financial Issues and Measures

To provide interest rate stability for planned major projects, in 2007 the Port entered into three forward starting payment agreements (aka SWAPS) starting in 2011 totaling \$230 million with third-party partners. Although the planned projects have not moved forward, the SWAPS are still in place and the Port was required to deliver variable rate bonds totaling \$80 million in 2011, \$130 million in 2012, and \$20 million in 2013 to match to the SWAPS. Alternatively, the Port could terminate the SWAPS at market value, which would cost the Port approximately \$78.4 million as of September 30th, 2019. The Port has sufficient variable rate debt outstanding to match these swaps as required by state law. An increase in overall interest rates would reduce the cost of terminating these SWAPS, and could result in the SWAPS providing value to the Port. The Port continues to monitor the SWAP valuations and will take the best course of action to minimize the risk and cost to the Port. The Port canceled the Morgan Stanley swap on December 2016 at no cost to the Port.

The Port's financial measures indicate how well the Port plans and executes its operations, capital budget and financing. The measures are shown in Section VII.

Tax Levy

In addition to the global economic climate, other business, political and civic developments can have an impact on the Port's daily operation and long-term goals. Assessed property values in Pierce County increased by approximately 8.4 percent in 2019, and new construction added approximately 2.0 percent in value. Property values continue to increase and new construction or improvement projects are expected to continue to grow in the future.

Please see Section VI for additional details on the Port's tax levy.

Legislative Impacts

Developments in the political arena and changes in legislation often have significant financial implications for the Port. Recent legislation that has impacted the Port of Tacoma includes:

Remedial Action Grant Funding

The Port relies upon Remedial Action Grant (RAG) funding authorized by the state's Model Toxics Control Act (MTCA) to help remediate contaminated properties it owns. MTCA imposes a hazardous substance tax (HST) on the first possession of toxics on hazardous chemicals to fund RAG grants and other toxics-related programs. Petroleum is the largest contributor of HST revenue.

In recent years, RAG funding suffered due to three factors. First, the tax rate had not been adjusted since the law was first adopted in 1988. Second, it relied on an *ad valorem* tax; as petroleum prices fluctuated, so too did tax collections. Finally, state lawmakers failed to adequately fund RAGs in recent years, using HST funding for other programs.

During the 2019 legislative session, the state reformed MTCA. It transformed the existing *ad valorem* tax to a volumetric tax and increased the overall rate. This change offers the promise of larger and more predictable tax collections. The bill also codified a new spending formula that unfortunately results in less spending on cleanups and more money on other budget priorities.

While the Port will continue to lobby the state for RAG funding, given the 2019 legislation and the constrained amount of funding made available for RAGs, the Port assumes no such funding will be received for budget planning purposes.

Transportation Funding

The Port relies on an efficient and well-maintained road and rail network to ensure the smooth movement of cargo to and from its facilities. The Washington Legislature in 2015 made a significant commitment to infrastructure, passing a 16-year, \$16 billion statewide transportation package. An estimated \$3.3 billion of those funds will be invested in projects benefiting Port terminals.

One project of note is the State Route 167 project. The state intends to complete the remaining six miles of this critical freight corridor, improving connectivity between the Port's marine cargo facilities and Interstate 5 and the Green River and Puyallup River valleys—home to the second largest cluster of warehouses and distribution centers on the west coast. Completion of this highway requires a \$130 million local match. In 2018 the Port entered into a memorandum of understanding (MOU) pertaining to local participation in the SR-167 project with the Washington State Department of Transportation and other local project stakeholders. The MOU stipulates that anticipated financial contributions by the Port and other stakeholders only become binding commitments when embedded in interlocal agreements, and the conditions therein are approved by the proposed funding entity. In December 2018, the Port committed to a \$3 million contribution for Phase 1A of the project. In December 2019, the Port committed to a \$22 million contribution in future years subject to WSDOT achieving certain construction milestones.

During the 2019 legislative session, state lawmakers approved a measure contributing \$180 million in additional funding for the project. The measure also accelerates financing for the project which will allow WSDOT to reduce construction time by 25 percent, with completion scheduled for 2028.

Port Security

The Port's security force focuses on physical security and facilitates the Port and NWSA's mission by maintaining proactive vigilance and protecting functions required to sustain safe and free flow of commerce. Port security is committed to protecting the safety of our people, facilities and supporting programs that protect our surrounding community.

Security at the Port of Tacoma involves an integrated, multi-agency approach, including state, local and federal government jurisdictions as well as the private sector. The Port of Tacoma Patrol is responsible for Port-operated facilities and Port-owned land and assets while the tenant companies have responsibility for security at the Port's leased terminals. The Port's Security Department terminal security officers currently provide security at the W. Sitcum Terminal. In addition, the Port supports tenant security when required and coordinates operations with Customs

and Border Protection, U.S. Coast Guard, Department of Agriculture, the FBI and state and local law enforcement agencies as necessary on overall security issues that impact the general Port area.

As a steward of public funds, the Port of Tacoma Security Department has been successful in leveraging grant funding received from the Department of Homeland Security (DHS) through the Port Security Grant Program to enhance security infrastructure. In conjunction with Port of Seattle security, we will coordinate our efforts and resources to enhance the Port's Maritime Transportation Security Awareness. The Port of Tacoma will continue to leverage grant funding as needed to meet regulatory requirements of the Maritime Industry.

Port Security Personnel will continue to reinforce stewardship of public trust by maintaining an active security program that will continue to strengthen our security posture while working with local and regional partners to safeguard people, facilities and the surrounding community.

Conclusion

The realities of the drastic changes in the global economy have led all ports to examine business and operational strategies. This examination helped lead to the formation of the NWSA.

At the Port of Tacoma, we remain focused on maximizing the use of our existing POT and NWSA facilities, working with existing customers to keep them competitive and successful, and continuing to make strategic infrastructure investments that help position the Puget Sound for long-term growth.

We are also placing increased emphasis on the importance of developing and strengthening relationships with labor partners, industry stakeholders, customers, and local, state and tribal governments, as we work together to achieve the future vision of the NWSA and the Port. This vision must include the road and rail infrastructure that ties the whole system together.

Despite the challenging realities of today's global economy, Port management is confident that the efforts of the alliance and the plans outlined in this budget will help the Port of Tacoma remain financially strong, competitive and successful.



Automobiles being discharged at the Port of Tacoma

III Business Outlook

U.S. Economy

Real gross domestic product (GDP), defined as the value of the production of goods, was 2.1 percent in the second quarter of 2019 and 3.1 percent in the first quarter of 2019. The Department of Commerce Bureau of Economic Analysis (BEA) said the second-quarter real GDP had “positive contributions from personal consumption expenditures (PCE), federal government spending, and state and local government spending that were partly offset by negative contributions from private inventory investment, exports, nonresidential fixed investment and residential fixed investment.”

TTX expects a full-year GDP of 2 percent for 2019. Wages and salaries are expected to continue trending upward. Retail sales are forecast to grow 3.4 percent for the full year. TTX also predicts the likelihood of a recession in 2019 as low. Several factors that could raise the risk of recession include the trade war and rising fiscal deficits. Business inventory levels are expected to decline during the second half of the year.

The U.S. unemployment rate was at 3.7 percent in August 2019 with 130,000 jobs added for the month. Most job gains in August occurred in health care and financial activities. According to TTX, “As for many economic sectors, the trade war could turn things around in employment and income in the near term. Wage growth, which had been trending up over the last two years, has been down slightly over the past few months. Still, it is unlikely to fall significantly until whenever there is a next recession.”

According to the National Association of Realtors, existing home sales are up 0.6 percent from a year ago. Falling mortgage rates are improving housing affordability, but lower-priced homes are in short supply. According to Lawrence Yun, NAR’s chief economist, “Mortgage rates are important to consumers, but so is confidence about the nation’s overall economic outlook. Home buying is a serious long-term decision and current low or even lower future mortgage rates may not in themselves meaningfully boost sales unless accompanied by improved consumer confidence.”

The Conference Board reported August Consumer Confidence Index at 135.1, down from 135.8 in July. According to the Conference Board’s Senior Director of Economic Indicators Lynn Franco, “While other parts of the economy may show some weakening, consumers have remained confident and willing to spend. However, if the recent escalation in trade and tariff tensions persists, it could potentially dampen consumers’ optimism regarding the short-term economic outlook.”

POT Activity

Grain volumes in 2019 are projected to decline around 30 percent vs. 2018 and to remain flat next year. Global tariffs continue to be a wildcard.

Gypsum is a commodity used by a port tenant to make wallboard and other construction material. It is projected to increase in 2019 and in 2020.

See the NWSA budget addendum for information on the container, intermodal, breakbulk and auto volume forecast.

Table III-1....Cargo Activity Five-Year Forecast

	Actual		Forecast									
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024		
Non-Container Forecast (Thousands of Metric Tons)												
Bulk												
Grain	2,566	4,227	4,665	4,622	3,193	3,193	3,321	3,453	3,592	3,735		
Gypsum	223	186	229	221	232	236	236	240	240	245		
Total Bulk Tonnage	2,789	4,413	4,894	4,843	3,425	3,429	3,556	3,694	3,832	3,980		
Year over Year Change	-33%	58%	10.9%	-1.0%	-29.3%	0.1%	3.7%	3.9%	3.7%	3.9%		

IV Operating Budget

Overview

The Port of Tacoma's operating budget is based on 50 percent of the NWSA's net operating income plus lease and cargo related income from Port managed properties. Volume forecasts for the Port and NWSA are shown in Table III-2, page III-4 of this document and the NWSA addendum, respectively. Operating budget expenses were projected based on historical information for the Port. Operational expenses for the NWSA are included in the net income received by the NWSA.

From the Port and NWSA information, Port staff created a realistic budget that supports both the corporate priorities and financial goals of the Port.

Departmental budgets estimate the expenses that will be generated in support of the Port and NWSA. Expenses fall into one of five categories: Administration, Operations, Security, Environmental or Maintenance. These expenses can be in support of the Port and/or the NWSA. Administration expenses are incurred in the day-to-day management of the Port. Operations, Security and Maintenance expenses support the day-to-day management of business activities. Environmental expenses are a subset of overall environmental spending, and include ongoing compliance and monitoring activities.

Business budgets are projections of revenues earned and expenses incurred in the operation of a particular business line. In addition, the Port of Tacoma expects to receive funds from various other sources including property tax levy, user fees, government grants, bond proceeds and investment earnings.

Although capital project spending is planned within the capital budget, capital projects will impact operating budgets for future years through new sources of revenues, increased operating expenses and depreciation costs. Fifty percent of the NWSA capital project expenses will be included in the Port's plan of finance.

Nature of Business

Washington law authorizes ports to provide and charge rents, tariffs and other fees for docks, wharves

and similar harbor facilities, including associated storage and traffic handling facilities for waterborne commerce. Ports may also provide freight and passenger terminals and transfer and storage facilities for other modes of transportation, including air, rail and motor vehicles. Finally, ports may acquire and improve lands for sale or lease for industrial or commercial purposes and may create industrial development districts.

The Port of Tacoma operates as an enterprise fund, allowing the Port to operate in much the same manner as a private business. Operating revenues are comprised of charges to its customers to cover costs associated with the service provided and to support investment in future projects.

Balanced Budget

Based on the Government Finance Officers Association (GFOA) Recommended Budget Practices, a balanced budget "is a basic budgetary constraint intended to ensure that a government does not spend beyond its means."

The Port of Tacoma defines "balanced budget" in the following way: Total revenues are sufficient to cover operating expenses for the budget year and to offset the cost of capital investments (depreciation) and anticipated debt costs for any planned future capital investments.

The Port of Tacoma uses the full-accrual basis for budgeting, consistent with the basis for accounting.

Budget Process

The Port budget is a guideline used by management to direct strategic and tactical operations. Typically, more projects and spending are budgeted than may actually occur. This conservative approach ensures that Port financial goals are still met if business conditions support the full budgeted spending.

The Port operates on a calendar year budget cycle as shown in Appendix D. The operating budget and the capital budget are the Port's plan for meeting the current needs of its customers, and for implementation of the Strategic Plan initiatives.

The annual budget development begins in July and continues through November. The process begins with the development of strategic objectives and initiatives for the Port and for the NWSA. These objectives are reviewed by the Commission and the Chief Executive Officer for the Port, and the Managing Members and CEO for the NWSA.

Cargo forecasts, available at the beginning of September, are used to develop the operating and capital budgets for both organizations. During separate study sessions, a draft budget is presented to the Port Commission and the NWSA Managing Members.

In November, a public hearing is held to address public interest, and to adopt the Port's tax levy and statutory budget, which includes the Port of Tacoma's portion of net income and CIP from the NWSA. After the Port Commission approves and adopts the statutory budget, it is submitted, with the Commission resolutions, to the Pierce County Council and the Office of the Assessor Treasurer on or before November 30th.

Once filed, the statutory budget is a legal, public document and can be amended only after proper notification is given and a public hearing is held. Any amendments to the budget must be submitted with amended resolutions to the Pierce County Council's office.

After filing the original statutory budget, the Port conducts a subsequent mid-year forecast of operating revenues and expenses and makes any necessary adjustments based on a monthly budget-to-actual analysis. This helps management measure how the Port is progressing. The mid-year update is not filed with the County or adopted by the Commission.

Major Assumptions

Major drivers of the 2020 operating budget are a result of economic and industry trends represented in the cargo forecast.

Revenues

- Fifty percent of the NWSA net income. Please see the NWSA addendum for additional information.

- Lease revenue for POT managed properties per contract.
- Property lease rental rates will increase as specified in contracts.

Expense

- Budgeted salary and employee benefits at 3.0% growth. A large majority of staff costs are allocated to the NWSA per service level agreements.
- Allocations and department closing include charges to projects, specific costs at revenue locations, and charges to the NWSA. Total allocations of services to NWSA of \$34.7 million (See Table IV-3)
- Headcount will reduce to 222. The five Port of Tacoma Commissioners and part time security officers are excluded from this number (see Appendix J).
- Increased outside services due to multiple one-time projects and ongoing data services.
- Maintenance expenses are down year over year from budget but increase by \$1M from forecast due to unanticipated expense budget of \$1.5M.
- Depreciation is essentially flat with no new significant capital investments in 2019.
- 2020 environmental expenses will be higher than 2019 by \$7.9 million. 2019 results included an \$7 million reversal of remediation expense recognized in prior years.
- Port and Port staff memberships in professional and trade organizations total approximately \$321,260. See Appendix C.

Non-Operating Revenue and Expense

- Grant income of \$0.8 million.
- Net interest income of \$12.1 million. This includes lease interest income from GASB 87
- Net revenue bond interest expense of \$17.9 million.
- Non-operating projects of \$2.4 million
- Tax Levy (see Section VI).

Estimating Revenues and Expenses

The Port uses several different methods of projecting revenues, depending upon the nature and materiality

of the revenue item and the projection period. Specific revenue projection techniques include:

- **Historical Data:** Future revenues are based on historical trends with the assumption that they will continue in the future. When using historical data as a means for projecting revenues, the Port analyzes as many as 10 years of data to estimate a rate of growth.
- **Business Operations:** Lease/rental agreements, grant agreements and service contracts, provide information for this projection method. These projections may be adjusted to reflect the probable impacts of anticipated changes in the economy, legislation and inflation.
- **Judgment Estimates:** This method relies on a person knowledgeable in the field, often a department director, who prepares a revenue projection based on awareness of past and present conditions including fee changes, development plans, marketing campaigns, usage activity, frequency, volume, weight and similar determinations.
- **Current Data:** This method predicts future revenue based on actual or annualized current year revenues and often is used when historical data and trends are not available, or if used, would result in an inaccurate revenue projection.
- **Volume:** The Port uses the five-year cargo forecast to project budgeted revenues where appropriate.

Financial Practices

The Port manages its debt and investment portfolios to maximize its financial capacity – to maintain strong debt service coverage ratios and positive cash flows, with a goal of keeping the Port financially sound to better serve its customers, the surrounding business community and the citizens of Pierce County.

Financial Tools

- **Cargo Forecasts:** The Port and the NWSA each create cargo forecasts for the next five years (See Section III).
- **Five-Year Operating Budget:** The operating budget is driven by revenue from the NWSA, volumes from the cargo forecast, and major lease contracts. Planned revenue-generating capital projects are aligned with new revenues and expenses in the five-year operating budget. The operating budget is monitored throughout the year, noting any variances that may require corrective action. The Commission, Chief Executive Officer and Leadership Team review these semi-annually.
- **Five-Year Capital Investment Plan:** This plan ties directly to the strategy developed during the budget process. Updated semi-annually, it identifies all proposed projects. Some projects are capitalized and impact future year forecasts through depreciation while others are expensed in the current year.
- **Plan of Finance:** This is a five-year plan that identifies the Port's ability to fund the Port's business objectives. It evaluates the capital budget, describes debt practices, outlines a plan to fund the Port's projects and reaffirms the Port's system of performance measurements.
- **Financial Analysis of Investments:** The Port reviews significant capital investments and their related assumptions prior to acceptance into the planned capital budget. Revenue generating projects earn a return on revenue that meets or exceeds the Port's standards.
- **Financial Reporting:** The Port creates a variety of reports available electronically or in hard copy.

For additional information on accounting policies, see Section IX.

Table IV-1....Statement of Revenue, Expenses and Change in Assets by Business

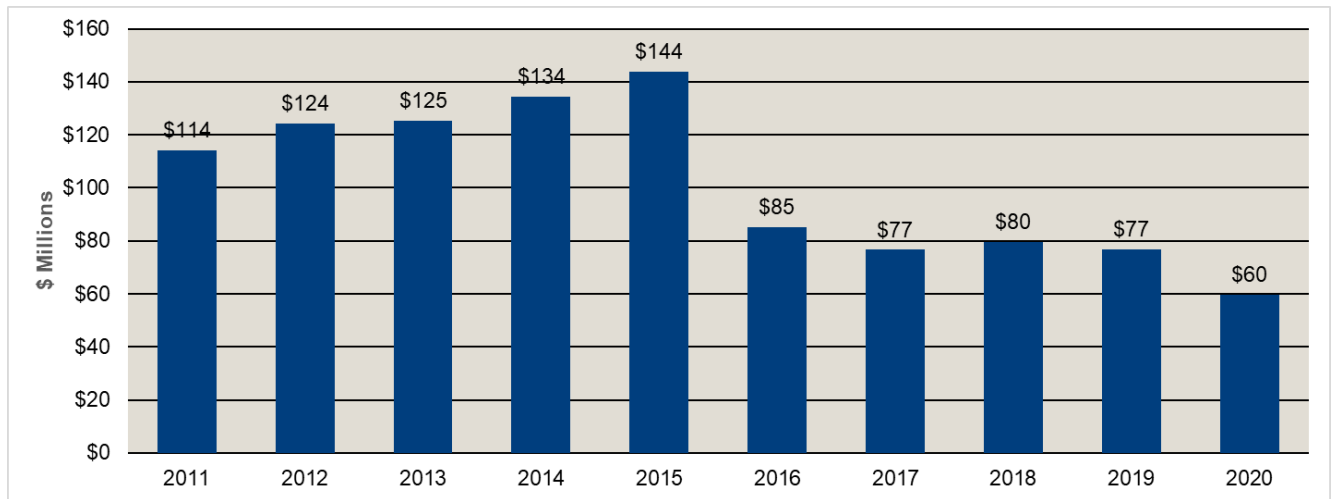
(\$ millions)

	2018 Actual	2019 Budget	2019 Forecast	2020 Budget
Operating Revenues				
NWSA	\$56.0	\$43.9	\$49.8	\$41.9
Container	2.9	3.4	3.0	3.2
Non Container	1.5	3.0	3.4	2.6
Real Estate	19.2	18.5	20.5	12.3
Other	0.0	0.2	0.1	0.0
Total Operating Revenues	79.6	69.1	76.8	60.1
Direct Expenses				
Container	2.7	3.6	2.6	2.7
Non Container	0.3	1.1	0.4	0.2
Real Estate	3.4	4.6	4.2	6.1
Other	5.1	3.7	1.6	2.9
Total Direct Expenses	11.5	13.0	8.8	12.0
Administration	3.4	3.5	3.9	5.0
Security	0.4	0.3	0.4	0.4
Environmental	2.3	4.0	(3.6)	4.3
Total Operating Expense before Depreciation	17.7	20.7	9.4	21.7
Depreciation	26.9	28.1	26.8	26.9
Total Operating Expense	44.6	48.8	36.2	48.7
Operating Income	\$35.0	\$20.3	\$40.5	\$11.4
<i>Return on Revenue</i>	44.0%	29.4%	52.8%	19.0%
Non Operating Income (Expense)	(8.8)	(14.2)	(7.4)	(8.6)
Income before Tax Levy and Expense	26.2	6.1	33.1	2.8
Ad Valorem Tax Levy	18.6	20.9	20.9	23.1
GO Interest	(4.9)	(4.8)	(4.8)	(4.7)
Net Tax Levy	\$13.7	\$16.1	\$16.1	\$18.4
Net Income Before Special Item	\$39.8	\$22.2	\$49.2	\$21.3
Special Item			(22.0)	
Net Income	\$39.8	\$22.2	\$27.2	\$21.3

* 2020 include impact of GASB 87 adoption

May not foot due to rounding.

Figure IV-1....Operating Revenue by Year*



*2020 include impact of GASB 87 adoption

Figure IV-2....Operating Expense by Year

(Excluding depreciation)

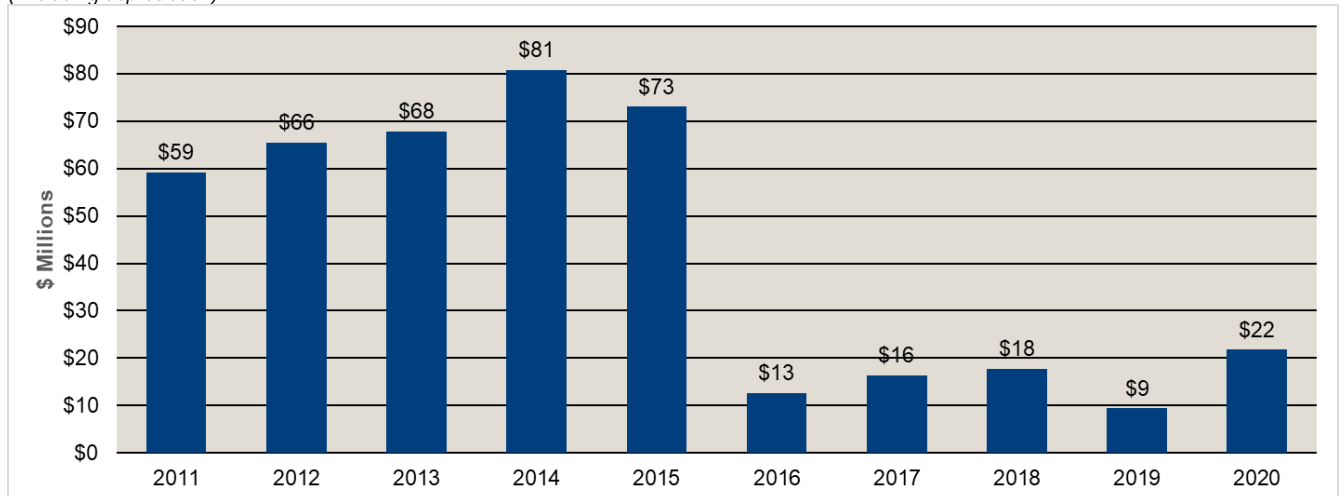


Table IV-2...Operating Revenue and Expense Detail*

(\$ millions)

(\$ millions)	2018	2019	2019	2020
	Actual	Budget	Forecast	Budget
Property Rental	\$19.3	\$19.2	\$20.9	\$11.1
Sale of Utilities	0.5	0.5	0.7	0.7
Services Marine Terminals	2.2	3.9	3.7	4.6
Other Revenue	57.6	45.6	51.5	43.8
Operating Revenue	79.6	69.1	76.8	60.1
Port Salaries & Benefits	31.0	35.4	35.7	36.6
Outside Services	5.6	7.5	6.4	8.1
Direct Expenses	1.7	1.9	1.8	1.3
Marketing & Global Outreach	0.7	1.0	0.7	0.9
Travel & Hosting	0.2	0.3	0.2	0.3
Maintenance	6.0	8.2	6.7	8.1
Office Equipment & Supplies	0.6	0.7	0.7	0.8
Utilities	1.6	1.8	1.7	1.7
Other Employee Exp	0.5	0.7	0.5	0.7
Other Expenses	3.9	1.7	0.4	2.2
Environmental	2.3	4.0	(3.7)	4.3
Depreciation & Amortization	26.9	28.1	26.8	26.9
Allocations & Department Closings	(36.4)	(42.4)	(41.5)	(43.3)
Total Operating Expenses	\$44.6	\$48.8	\$36.2	\$48.7
Operating Income	\$35.0	\$20.3	\$40.5	\$11.4

* 2020 include impact of GASB 87 adoption

May not foot due to rounding.

Table IV- 3 Allocations and Direct Charges Summary

(\$ millions)	2018	2019	2019	2020
	Actual	Budget	Forecast	Budget
Port of Tacoma to NWSA	\$28.3	\$35.0	\$32.4	\$34.7
NWSA to Port of Tacoma	\$1.2	\$1.4	\$1.2	\$1.3

Table IV-4....Non-Operating Revenue and Expense Detail*

(\$ millions)	2018	2019	2019	2020
	Actual	Budget	Forecast	Budget
Grant Income				
Capital Grant Income	3.0	0.9	0.5	0.7
Non-Capital Grant Income	0.6	0.2	0.5	0.1
Interest Income				
Lease Interest Income	0.0	0.0	0.0	8.8
Interest Income	6.4	6.5	7.2	4.1
Premium Discount	(1.6)	(1.5)	(1.1)	(0.8)
Non Operating Income				
Gain (Loss) Sale Facil	0.0	2.6	4.9	(1.3)
Sale of Scrap	0.0	0.0	0.0	0.0
Leasehold Tax Distrib	0.1	0.1	0.1	0.1
St. Forest Board Rcpt	0.1	0.0	0.0	0.0
Purchase Discounts Taken	0.0	0.0	0.0	0.0
Misc Non Op Inc	9.7	0.0	0.2	0.0
Investment Gain Loss	(1.1)	0.0	2.9	0.0
Non Operating Revenue	17.2	8.8	15.1	11.7
Revenue Bond Interest Expense				
Int Expense General	0.0	0.0	0.0	0.0
Int Exp Rev Bonds Debt Serv	12.3	13.7	13.0	12.6
Int Exp Commrc'l Paper	0.4	0.6	0.4	0.4
Other Bond Fees	0.2	0.1	0.9	0.2
Letter of Credit Fee	1.8	1.5	1.4	1.2
Swap Interest Due	9.6	9.3	9.3	9.0
Swap Interest Receivable	(3.3)	(4.4)	(3.8)	(3.3)
Amort Deferred Debt Service (Rev)	0.4	0.4	0.4	1.3
SWAP Refunding Amortization	0.0	0.0	0.0	(1.1)
Bond Disc Debt Serv	0.0	0.0	0.0	0.0
Bond Premium Debt Service (Rev)	(1.3)	(1.3)	(1.3)	(2.4)
Capitalized Interest	(0.2)	0.0	(0.0)	0.0
Other Non Operating Expense				
Lease Interest Expense	0.0	0.0	0.0	0.1
Bond Issue Debt Serv	0.0	0.0	0.0	0.0
Election Expense	0.0	0.9	0.9	0.0
Bank Service Fee	0.0	0.0	0.0	0.0
Other Bank Charges	0.0	0.0	0.0	0.0
Public Expense/LEDIF	0.1	0.3	0.3	0.3
Misc Non Op Exp	5.9	2.0	1.1	2.1
Non Operating Expense	\$26.0	\$23.0	\$22.5	\$20.3
Non Operating Revenue and Expenses	(\$8.8)	(\$14.2)	(\$7.4)	(\$8.6)

* 2020 include impact of GASB 87 adoption.

May not foot due to rounding.

Table IV-5....Statements of Revenues, Expenses and Changes in Net Position*

	2018 Actual	2019 Forecast	2020 Budget	Change from Prior Year Forecast
(\$ Millions)				
Operating Revenue	\$79.6	\$76.8	\$60.1	-21.7%
Total Operating Expenses	44.6	36.2	48.7	34.3%
Operating Income	35.0	40.5	11.4	-71.8%
Non Operating Revenues (Expenses)				
Ad Valorem Tax Revenues	18.6	20.9	23.1	10.6%
Interest on General Obligation Bonds	(4.9)	(4.8)	(4.7)	-2.6%
<i>Net Ad Valorem Tax Revenues</i>	<i>\$13.7</i>	<i>\$16.1</i>	<i>\$18.4</i>	<i>14.5%</i>
Lease Interest Income	0.0	0.0	8.8	100.0%
Interest Income	4.8	6.0	3.3	-44.8%
Net Increase (Decrease) in the Fair Value of Investments	(1.1)	2.9	0.0	-100.0%
Revenue Bond Interest Expense	(19.9)	(20.2)	(17.8)	-11.9%
Other Non Operating Expenses, net	4.4	3.4	(3.6)	-206.0%
Total Non Operating Income (Expense), net	1.8	8.2	9.1	11.0%
Increase (Decrease) in Net Position Before Capital Contributions	36.8	48.7	20.6	-57.8%
Capital Grant Contributions	3.0	0.5	0.7	55.9%
Special Item	0.0	(22.0)	0.0	-100.0%
Increase (Decrease) in Net Position before Special Item	39.8	27.2	21.3	-21.8%
Net Position				
Net Position Beginning of Year	\$564.4	\$604.2	\$631.4	4.5%
Net Position End of Year	\$604.2	\$631.4	\$652.7	3.4%

* 2020 include impact of GASB 87 adoption. May not foot due to rounding.

Definition of Net Position (Equity)

The statement of revenues, expenses and changes in net position is a report indicating whether an organization's financial condition has improved or declined as a result of the year's activities. Changes in net position are reported as the underlying events occur, regardless of the timing of related cash flows.

The Port of Tacoma expects its net position to increase in 2020 by \$21.3 million from the estimated 2019 results.

V Capital Investment Plan

Overview

The Port invests in projects to increase the capacity, extend the life or improve the safety or efficiency of Port-owned property and equipment.

The five-year Capital Investment Plan (CIP) identifies all projects planned or under way. The CIP provides a mechanism for tracking and managing project budgets and cash flows for five years into the future. Table V-1 shows historical and planned capital spending of the capital budget for a ten-year time frame. Projects are associated with a program that fall under one of the Businesses or under a category called "Port wide Infrastructure."

Although funds for a project are included in the CIP, the project is not automatically authorized to proceed. Each project is reviewed and approved individually by the Port Commission and must have the necessary permitting before proceeding. The CIP for the NWSA is not included in this section. Please see the NWSA addendum.

To achieve its goals, the Port continues to invest in revenue-generating capital projects that support its businesses. The Port also will invest in infrastructure projects that support the Port's maritime business, as well as increasing rail and road transit of cargo within and surrounding the Tideflats. Often, these infrastructure projects are expensed versus capitalized due to accounting requirements.

In addition, environmental projects are planned for meeting or maintaining regulatory requirements, including the development of mitigation and remediation projects. Projects may be expensed or capitalized according to accounting rules.

Summary of Major Projects

With the Port's strategic plan completed, the five-year capital budget focuses on road and waterway infrastructure improvements, enhanced security and environmental projects highlighted in the plan. By the close of 2019, the Port will have completed or neared completion of the following capital projects:

- Parcel 77 Auto terminal development – final phase
- Rail infrastructure improvements
- Maintenance and rehabilitation of Port assets

New Development in the five-year CIP includes the following:

- Widening of the Blair Waterway
- Construct long tracks along SR509
- Maintenance and rehabilitation of Port assets
- Environmental cleanups for land stewardship

Infrastructure improvements will better position the current and future cargo volume levels.

The Port of Tacoma has a strong commitment to the protection and improvement of the environment. Recent examples of this commitment are the cleanup of historic contamination sites, such as the Hylebos Waterway Superfund project, and the protection of existing wetlands and fisheries throughout the Tideflats and Commencement Bay. Other environmental projects include environmental coordination, continued investigations of underground storage tanks contamination and other restoration and monitoring.

Strategic development efforts focus on serving existing customers, attracting new customers and building a diverse, dynamic and resilient business base.

Table V-1....Historical and Planned Capitalized Spending

(\$ Millions)	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Historical Capital	35.1	30.3	15.6	25.9						
Planned Capital					40.4	32.0	25.4	13.0	11.5	51.4
Grand Total	\$ 35.1	\$ 30.3	\$ 15.6	\$ 25.9	\$ 40.4	\$ 32.0	\$ 25.4	\$ 13.0	\$ 11.5	\$ 51.4

Capital Investment Plan Priorities

To efficiently allocate human and financial resources, the Port of Tacoma uses a capital project prioritization methodology. For internal management, the Port uses two categories:

- **Open:** These are ongoing projects or projects ready to move forward that have customer commitment or a high degree of certainty. Only open projects are funded in the Plan of Finance.
- **Estimate:** These are projects based on an identified business need or opportunity, but have not been fully developed in scope and cost.

Capital Investment Plan Projects by Purpose

While the stage of the planning process determines the budgetary category of a particular project, project purpose determines the source of financing. The Port classifies CIP projects into three types, (as shown below in Table V-2):

- **Revenue-Generating:** Projects developed for a specific customer that will result in a new revenue stream. The Port has designated Port-generated operating cash and revenue bonds to fund most of these projects.
- **Revenue Renewal:** Projects developed to renovate or replace obsolete or aging revenue-producing assets. These projects serve to extend existing revenue streams or ensure existing streams are not lost, and may offer additional revenue if replacements enhance the efficiencies of operations or offer additional capabilities or value. The Port has designated Port-generated operating cash or revenue bonds to fund most of these projects and also may use capital leasing through equipment suppliers or financial institutions.
- **Infrastructure:** Projects developed to enhance infrastructure, support multiple or future

customers or to enhance public infrastructure. Sometimes, other public agencies may participate in funding that otherwise comes from Port-generated operating cash, the property tax levy, and general obligation bonds or revenue bonds. They often are complex in nature, with multiple public agencies involved in the planning process and execution.

Table V-3 shows Open (excludes estimate) project expenditures during the five-year planning horizon as categorized by accounting treatment.

Accounting rules require some spending to be capitalized and depreciated over time, while other spending is expensed as incurred.

Table V-3 shows that the Port intends to implement \$200.2 million worth of planned projects in the next five years, with \$43.5 million of that total earmarked for 2020. Non-operating and operating projects will be expensed as incurred and are included in the operating budget.

Table V-4 shows the five-year CIP by Line of Business. The investments assigned to Rail Equipment and Infrastructure are for infrastructure that the Port of Tacoma is responsible for in supporting the NWSA.

Table V-5 shows the expected increase in depreciation and revenue when all of the projects are completed. The CIP is the total expected spending of 126 projects, 51 of which are capitalized and 75 expensed as incurred. The expensed projects are captured as expenses in the current year budget and five-year Plan of Finance as incurred. The costs of the capitalized projects are captured as depreciation expense over the estimated life of the projects which may extend beyond five years. The Port does not expect any significant increase in operating expenses associated with the additional capital projects.

Table V-2....Five-Year Planned Capital Budget by Purpose

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Infrastructure	\$ 27.5	\$ 21.6	\$ 11.8	\$ 11.3	\$ 79.7	\$ 151.9
Renewal	5.4	2.3	1.6	2.1	1.6	13.0
Revenue	10.7	11.1	8.6	4.3	0.7	35.3
Grand Total	\$ 43.5	\$ 35.1	\$ 21.9	\$ 17.7	\$ 82.0	\$ 200.2

May not foot due to rounding.

Table V-3....Five-Year Planned Program Budget by Accounting Treatment

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Capitalized	\$ 32.0	\$ 25.4	\$ 13.0	\$ 11.5	\$ 51.4	\$ 133.3
Operating Expense	9.2	7.8	7.6	4.8	7.2	36.6
Non-Operating Expense	2.4	1.9	1.4	1.3	23.4	30.3
Grand Total	\$ 43.5	\$ 35.1	\$ 21.9	\$ 17.7	\$ 82.0	\$ 200.2

May not foot due to rounding.

Table V-4....Planned Major Capitalized Projects by Line of Business

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Rail Equip. & Infrastructure	\$ -	\$ 8.7	\$ 7.8	\$ -	\$ -	\$ 16.5
Non Container Business	0.1	0.8	0.1	0.6	0.1	1.5
Real Estate	21.2	14.0	5.9	5.5	2.0	48.5
Port-Wide Infrastructure	22.2	11.7	8.2	11.6	80.0	133.8
Grand Total	\$ 43.5	\$ 35.1	\$ 21.9	\$ 17.7	\$ 82.0	\$ 200.2

May not foot due to rounding.

Table V-5....Depreciation Impact Due To Capital Investments

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Rail Equip. & Infrastructure	(\$0.2)	(\$0.2)	(\$1.0)	(\$1.0)	(\$1.0)	(\$3.2)
Non Container Business	(1.7)	(1.7)	(1.7)	(1.7)	(1.7)	(8.6)
Real Estate	(0.1)	(0.7)	(0.8)	(0.8)	(0.8)	(3.2)
Port-Wide Infrastructure	(0.9)	(2.2)	(2.6)	(2.7)	(2.5)	(10.9)
Grand Total	(\$2.9)	(\$4.8)	(\$6.1)	(\$6.2)	(\$6.0)	(\$26.0)

May not foot due to rounding.

Capital Budget Project Descriptions

The following section provides details of major planned improvements within each business and only includes major projects and equipment.

Rail Infrastructure

Planned capital expenditures for container terminals over the next five years will total approximately \$16.5 million. The CIP will provide the funds necessary to design and construction of long tracks along SR 509.

Industrial & Commercial Real Estate

The Port will invest \$48.5 million in real estate improvements to include land acquisition and stormwater system. The CIP also includes several site investigations and remediation.

Non-Container Business

The Port will spend approximately \$1.5 million for stormwater and cap repairs at Parcel 15.

Port-Wide Infrastructure

This section includes capital expenditures that are not specific to a single business and are in support of the Port's infrastructure or environmental improvements.

- Waterway improvements: Widening of the waterway across from the Washington United Terminal
- Contribution: Partial funding for SR 167 construction
- Environmental Programs: These projects include investigation, reduction and monitoring of emissions, municipal stormwater permit program and ongoing clean-up projects
- Technology: The Port will update and implement technology improvements to increase efficiency and productivity

Capital Investment Plan Revisions

The CIP is an integral part of the budget planning process and is reviewed and revised semi-annually. Adjustments in amount and timing are made as required to meet changes in customer or infrastructure requirements.

The Port maintains sufficient cash reserves to meet the CIP requirements, as well as any unexpected capital requirements, without adversely affecting the ongoing operations of the Port.

VI Tax Levy

Tax At a Glance

- The levy increases by \$2,219,304 from \$20,939,250 to \$23,157,554 due to increases in property values and first time taxes on new construction and improvements.
- Target millage rate of \$0.18365 per \$1,000 assessed value, the same as the Port's targeted millage rate for the last seven years.
- Tax levy for a \$300,000 assessed value home for 2020 will be \$55.10 – the same as 2019.
- The total levy will be used for the following:

Interest payments	\$5,855,636
Principal payments & bond retirement	4,191,000
<u>Governmental Projects</u>	<u>13,110,918</u>
Total	\$23,157,554

Tax Levy Sources

The Pierce County Treasurer acts as an agent to collect property taxes levied in the County for all taxing authorities. The County levies taxes annually (January 1) on property value listed as of the prior May 31. To determine valuation, the County revalues

property every six years. The value of the property placed on the assessment rolls for property tax purposes may not always be the true and fair market value. (RCW 84.04.020 and RCW 84.04.030)

Property owners pay taxes in two equal installments on April 30 and October 31. The Pierce County Treasurer distributes collections to the Port on a monthly basis. By law, the Port can levy up to 45 cents per \$1,000 of assessed valuation for general Port purposes. Tax levy ceiling increases have been limited since 1985 to the lesser of 1 percent or the Implicit Price Deflator plus new construction and improvements.

The Port of Tacoma's preliminary highest lawful regular levy plus refunds amount since 1985 is \$26,367,225 well above the proposed levy of \$23,157,554.

Port of Tacoma Levy History

- Figure VI-1 shows the maximum allowed levy versus the actual Port levy from 1991 to the proposed 2020 levy.

Figure VI-1....Actual Port Levy vs. Maximum Port Levy

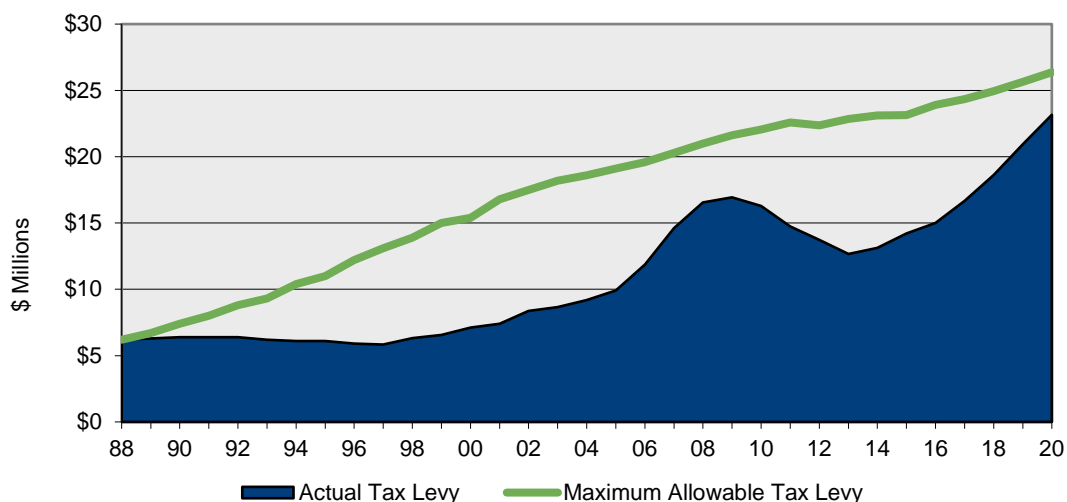
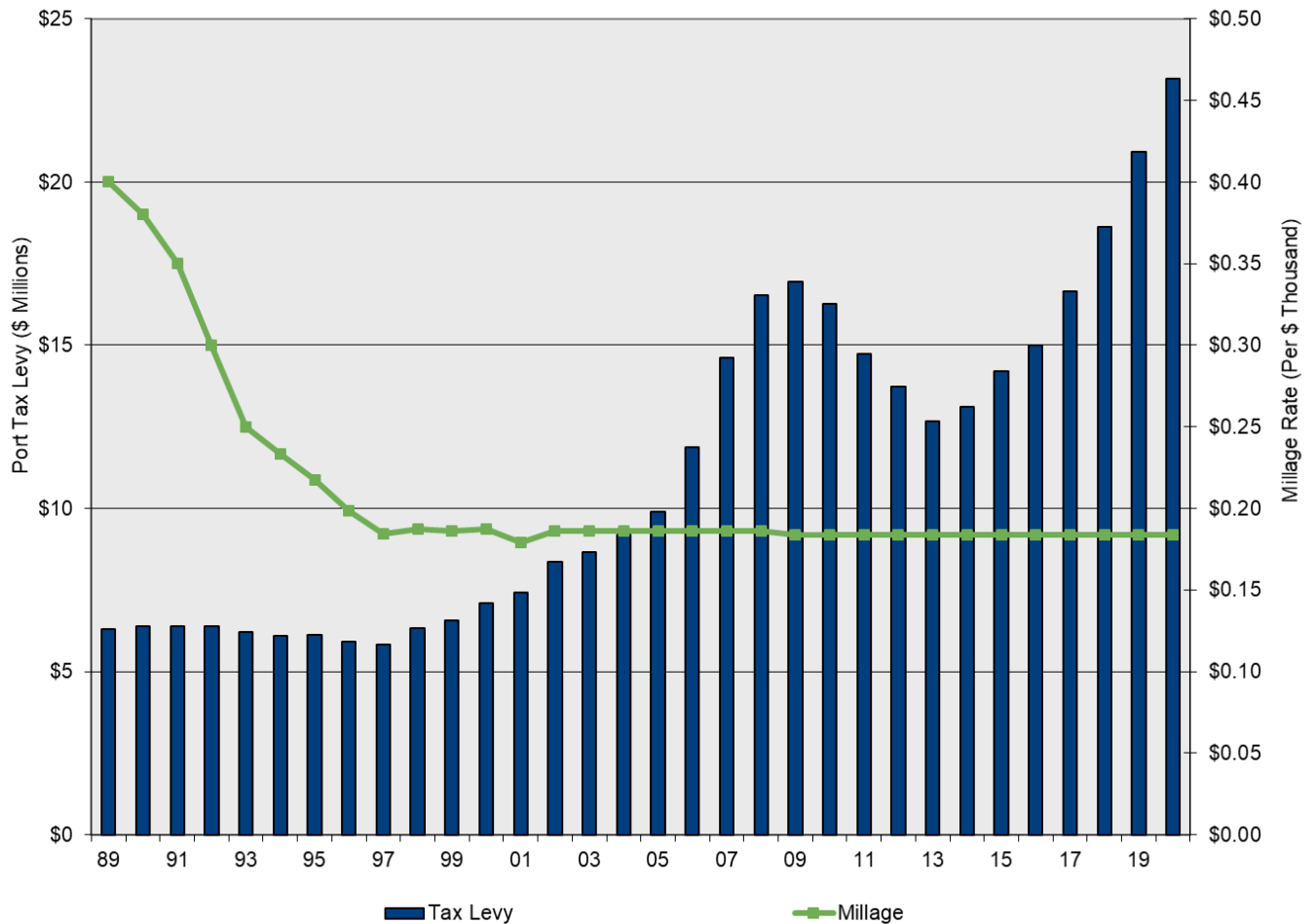


Figure VI-2....Port Tax Levy vs. Millage Rate



- From 2002 to 2008 the Port has held the target millage rate at or below \$0.1859 per \$1,000 of assessed value. The Port reduced the targeted millage rate in 2009 to \$0.18365 per \$1,000 as shown above in Figure VI-2;
- In 1988, the state changed the law so that a port could have a levy at less than the maximum while still preserving the ability to tax up to the maximum in the future ("banking levy capacity"), if the need is justified;
- This law allows a port to tax at a lower level in the years when it doesn't require the maximum levy, but return to the maximum level in years of need. In an effort to minimize reliance on the levy, the Port has taxed less than the maximum, reducing the taxpayers' burden by approximately \$189 million over the last 25 years.

Initiative 747

Washington voters approved Initiative 747 on November 6, 2001, amending RCW 84.55.005 and 84.55.0101. Initiative 747 impacted local government, including cities, counties and special purpose districts, such as ports, by limiting property tax increases to 1 percent per year unless approved by the voters.

New construction and the "banking capacity" were not affected by this initiative. For the Port, this means that since 2002, the gap between the maximum allowable levy and actual levy collected has decreased.

While the Washington State Supreme Court ruled the initiative unconstitutional in the autumn of 2007 for

technical reasons, the Legislature re-imposed the one percent cap during a special session in November 2007.

Special Tax Levies

Special levies that voters approve are not subject to the above limitations. The Port can levy property taxes for dredging, canal construction, leveling or filling upon approval of the majority of voters within the Port District. This levy is not to exceed \$0.45 per \$1,000 of assessed value of taxable property within the Port District.

IDD Tax Levies

The Port may also levy property taxes for Industrial Development Districts (IDDs) - under a comprehensive scheme of harbor improvements - for up to 20 years, not to exceed \$0.45 per \$1,000 of assessed value of taxable property within the Port

District, with a cap on the aggregate amount to be collected per RCW 53.36. The amount to be collected by the Port if an IDD was created may vary over the maximum 20-year period.

Tax Levy Uses

The Port uses the tax levy to pay for debt service, capital improvements and governmental projects. Although the Port strives to maintain its levy rate at a level significantly below its legal limit, this does not preclude the Port from levying taxes at a higher rate in future years. Over the next five years, the Port plans to spend \$169.2 million on governmental projects as shown in Table VI-1.

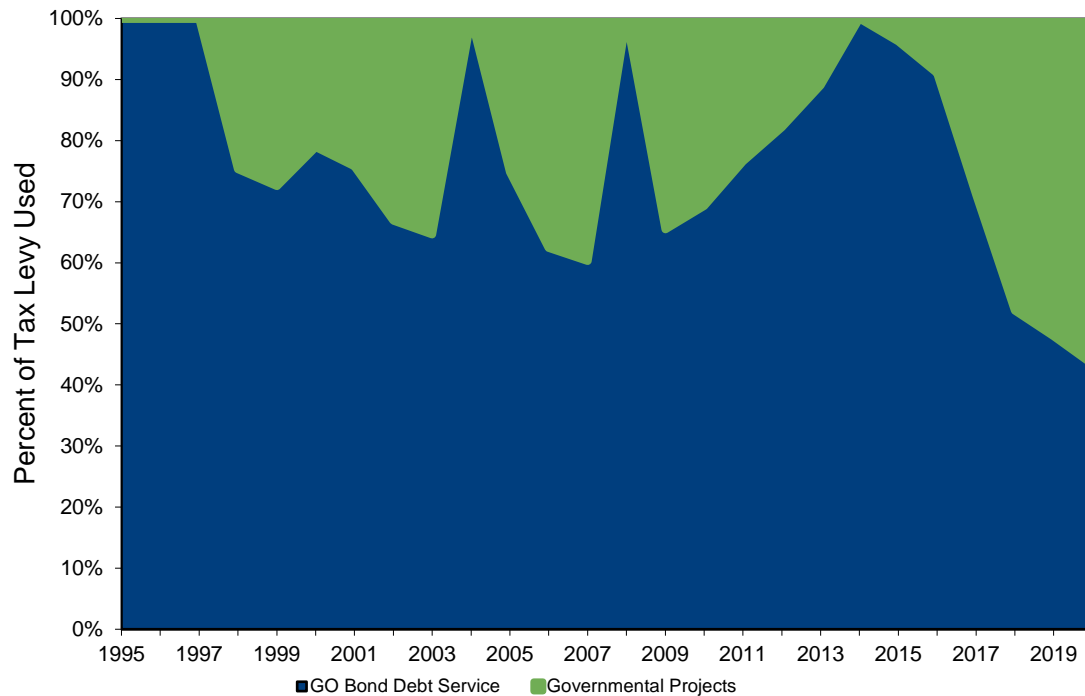
The Port will use the regular levy for the current year's debt service on G.O. bonds (principal and interest) of \$10,046,636. The history of its usage is shown in Figure VI-3. The Port does not use the tax levy for operating expenses.

Table VI-1....Governmental Infrastructure Projects

(\$ Millions)

<u>Initiatives</u>	<u>2020-2024</u>
Land	\$53.3
Environmental	\$51.3
Road	\$27.3
Rail	\$16.5
Technology and other	\$20.8
Total	\$169.2

Figure VI-3....Historical and Projected Use of Port Tax Levy



Taxpayer Effect

Figure VI-4 shows the effect of the change in millage over the last 25 years on a \$300,000 assessed value home. In 1994, a homeowner paid \$69.99 compared to the proposed tax for 2020 estimated at \$55.10.

Figure VI-4....Port Tax on a \$300,000 Assessed Value Home

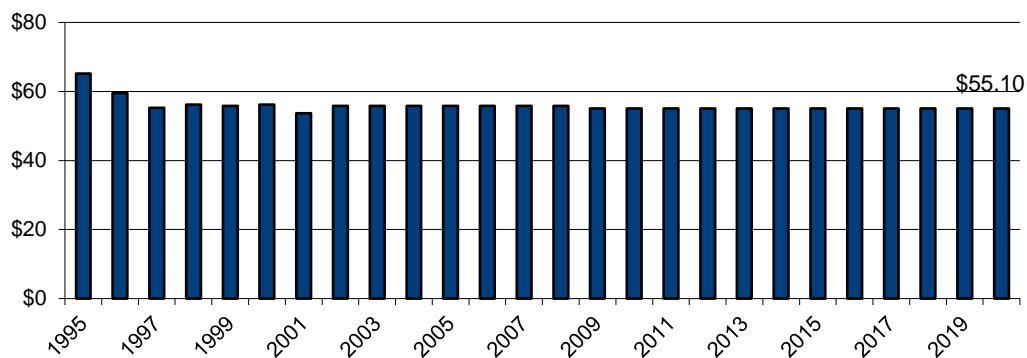


Table VI-2 illustrates the assessed valuation and millage rate from 1996 to 2020. The assessed value has increased from \$29.8 billion in 1996 to \$126.1

billion in 2020, while millage (the rate paid per \$1,000 assessed value) has dropped from \$0.1984 in 1996 to the proposed rate in 2020 of \$0.18365.

Table VI-2....History of Port Tax Levies for General Port Purposes

Year	Assessed Valuation	Millage Rate	Actual Tax Levy	G. O. Bond Debt Service	Balance Cap Improvement	Levy on \$300,000 Home
1996	29,758,323,316	0.19840	5,904,052	7,045,365	-	59.52
1997	31,696,028,551	0.18420	5,838,408	6,689,255	-	55.26
1998	33,743,693,542	0.18730	6,320,194	4,761,656	1,558,538	56.19
1999	35,243,497,408	0.18590	6,551,766	4,752,256	1,799,510	55.77
2000	37,932,381,976	0.18730	7,104,735	5,608,926	1,495,809	56.19
2001	41,464,254,654	0.17880	7,413,808	5,620,424	1,793,384	53.64
2002	45,019,204,999	0.18590	8,369,070	5,599,749	2,769,321	55.77
2003	46,544,212,196	0.18590	8,652,569	5,591,681	3,060,888	55.77
2004	49,480,808,069	0.18590	9,198,482	9,337,003	-	55.77
2005	53,305,805,336	0.18590	9,909,549	7,416,278	2,493,271	55.77
2006	63,896,092,639	0.18590	11,878,284	7,414,948	4,463,336	55.77
2007	78,663,974,236	0.18590	14,623,633	8,814,166	5,809,467	55.77
2008	88,954,056,815	0.18590	16,536,559	16,536,559	-	55.77
2009	92,203,419,317	0.18365	16,933,218	11,092,164	5,841,054	55.10
2010	88,620,295,184	0.18365	16,275,174	11,278,176	4,996,998	55.10
2011	80,212,403,519	0.18365	14,731,007	11,280,976	3,450,031	55.10
2012	74,702,110,479	0.18365	13,719,043	11,274,976	2,444,067	55.10
2013	68,966,999,872	0.18365	12,665,791	11,280,226	1,385,565	55.10
2014	71,417,153,388	0.18365	13,115,760	13,115,760	-	55.10
2015	77,353,617,531	0.18365	14,205,992	13,669,076	536,916	55.10
2016	81,750,009,927	0.18365	15,013,389	13,665,814	1,347,575	55.10
2017	90,713,390,689	0.18365	16,659,527	11,849,566	4,809,961	55.10
2018	101,406,430,390	0.18365	18,623,291	9,711,419	8,911,872	55.10
2019	114,011,707,624	0.18365	20,938,250	10,046,522	10,891,728	55.10
2020	126,096,129,224	0.18365	23,157,554	10,046,636	13,110,918	55.10

Figure VI-5.....2019 Tax Levies by Taxing District

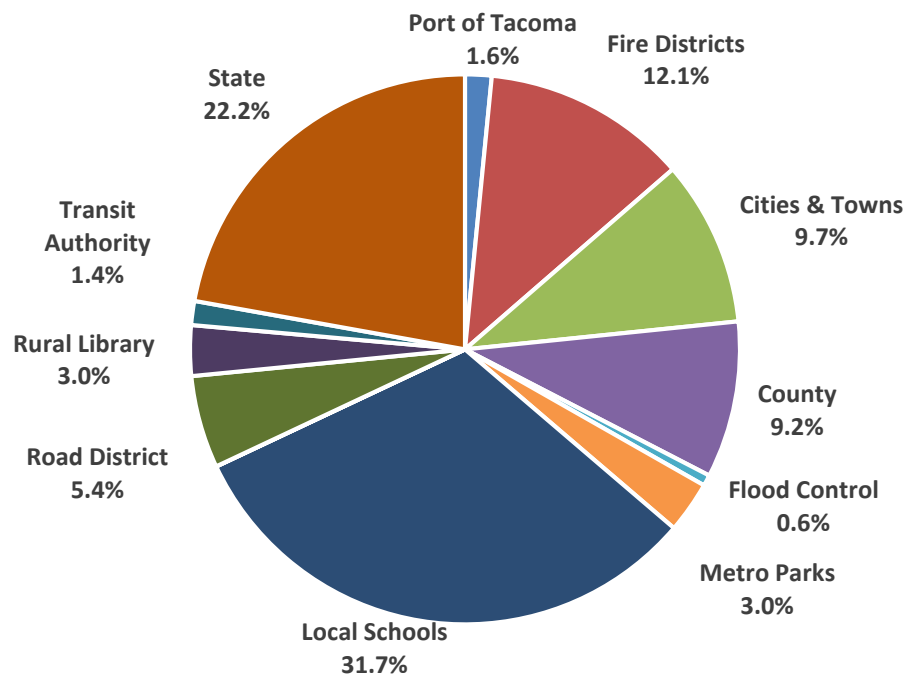


Table VI-3....Tax Levy Detail

Certified Assessed Value Subject To Regular Levy

\$126,096,129,224

Application to G.O. Bond Debt Service

\$0.07967	Per \$1,000 Assessed Value for G.O. Bond debt payment	\$10,046,636
\$0.10398	Per \$1,000 Assessed Value Available for Governmental Projects & Additional Debt Retirement	\$13,110,918
\$0.18365	Per \$1,000 Assessed Valuation	\$23,157,554

Tax Levy Detail

Details of the 2019 tax levy are provided on the following pages in Figure VI-6 and Figure VI-7.

Figure VI-6....2019 Preliminary Pierce County Assessed Values for 2020 Tax Levy



Pierce County

Mike Lonergan, Assessor-Treasurer

2401 South 35th Street
Tacoma, WA 98409-7498
(253) 798-6111 FAX (253) 798-3142
ATLAS (253) 798-3333
www.piercecountywa.org/atr

September 16, 2019

OFFICIAL NOTIFICATION TO: **PORT OF TACOMA**

RE: 2019 PRELIMINARY ASSESSED VALUES

FOR REGULAR LEVY

Total Taxable Regular Value	126,096,129,224
Highest lawful regular levy amount since 1985	25,614,668.77
Last year's actual levy amount (including refunds)	20,938,250.00
Additional revenue from current year's NC&I	428,776.65
Additional revenue from annexations (RCW 84.55)	0
Additional revenue from administrative refunds (RCW 84.69)	67,633.35
<i>No additional revenue from administrative refunds will be allowed if you are limited by your statutory rate limit.</i>	
Last year's additional revenue from increase in state-assessed property	30,182.07
<i>(this amount may be added to the preliminary levy limit as an estimate of the final levy limit)</i>	

FOR EXCESS LEVY

Taxable Value	123,611,637,447
Timber Assessed Value	
Total Taxable Excess Value	123,611,637,447

2019 New Construction and Improvement Value	2,337,852,483
---	---------------

*If you need assistance or have any questions regarding this information, please contact Kim Fleshman
253.798.7114 kim.fleshman@piercecounitywa.gov*

Figure VI-7....Preliminary Tax Levy Limit: 2019 for 2020



Pierce County

Mike Lonergan, Assessor-Treasurer

2401 South 35th Street
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ATLAS (253) 798-3333
www.piercecountywa.org/atr

PRELIMINARY HIGHEST LAWFUL LEVY LIMIT 2019 FOR 2020

PORT OF TACOMA

> 10,000

REGULAR TAX LEVY LIMIT:

	2018
A. <u>Highest regular tax which could have been lawfully levied beginning with the 1985 levy</u> [refund levy not included] times limit factor (as defined in RCW 84.55.005).	25,614,668.77
	1.01
	25,870,815.46
B. Current year's assessed value of new construction, improvements and wind turbines in original districts before annexation occurred times last year's levy rate (if an error occurred or an error correction was made in the previous year, use the rate that would have been levied had no error occurred).	2,337,852,483
	0.183406204346
	428,776.65
C. Current year's state assessed property value in original district if annexed less last year's state assessed property value. The remainder to be multiplied by last year's regular levy rate (or the rate that should have been levied).	1,491,111,134
	1,491,111,134
	0.00
	0.183406204346
	0.00
D. REGULAR PROPERTY TAX LIMIT (A + B + C)	26,299,592.11

ADDITIONAL LEVY LIMIT DUE TO ANNEXATIONS:

E. To find rate to be used in F, take the levy limit as shown in Line D above and divide it by the current assessed value of the district, excluding the annexed area.	26,299,592.11
	126,096,129,224
	0.208567798788
F. Annexed area's current assessed value including new construction and improvements times rate found in E above.	0.00
	0.208567798788
	0.00
G. NEW LEVY LIMIT FOR ANNEXATION (D + F)	26,299,592.11

LEVY FOR REFUNDS:

H. RCW 84.55.070 provides that the levy limit will not apply to the levy for taxes refunded or to be refunded pursuant to Chapters 84.68 or 84.69 RCW. (D or G + refund if any)	26,299,592.11
	67,633.35
	26,367,225.46
I. TOTAL ALLOWABLE LEVY AS CONTROLLED BY THE LEVY LIMIT (D,G,or H)	26,367,225.46
J. Amount of levy under statutory rate limitation.	126,096,129,224
	0.450000000000
	56,743,258.15
K. LESSER OF I OR J	26,367,225.46

2020 Prelim.xlsx, highest lawful

VII Plan of Finance

Sources of Port Capital Funding

The Plan of Finance (POF) is a tool that is used to determine borrowing needs and identify the impact of project spending on the Port's financial statements. The POF is built using the forecasted five year operating budget and CIP. Since the POF is a scenario tool, the POF may include additional revenue, expense, or capital spending to show the impact of "what if" scenarios on the Port's future financial performance. The POF forecasts the Port's current and future profitability, identifies any future borrowing needs, and calculates numerous standard financial metrics.

The Port uses this tool to determine its ability to fund new opportunities and to adapt to changing market conditions. The Port derives its funds from the following sources:

- NWSA Net Income: One half of the net income from the NWSA is included as revenue to the Port;
- Property Rentals: The Port leases facilities and land primarily for industrial activities and storage;
- Terminal Services: The Port's bulk operations include dockage, cargo handling, storage and related activities;
- Tax Levy: Ad valorem property tax receipts net of existing G.O. Bond payment obligations; and
- Non-Operating Income: Primarily grants and interest on the Port's cash and investments.

While actual revenue growth will depend on international and domestic economic developments as well as timely implementation of planned capital projects, the Port's blend of revenue sources, including the NWSA and long-term leases, makes

future revenue streams reasonably predictable. See Table VII-1 for historical and projected port operating revenue.

The Port projects that annual tax levy receipts will grow from \$23.2 million in 2020 to \$25.3 million in 2024. These projections assume no valuation increases from 2021 to 2022, and modest growth in values in 2023 and 2024 of 1% each year. The millage rate is expected to remain constant at \$0.18365 per thousand dollars of valuation.

The tax levy model assumes a 1.74% increase in valuations due to property improvements or new construction in each year.

The Port of Tacoma uses the tax levy to pay general obligation bond debt service as well as the costs of infrastructure and environmental projects directly.

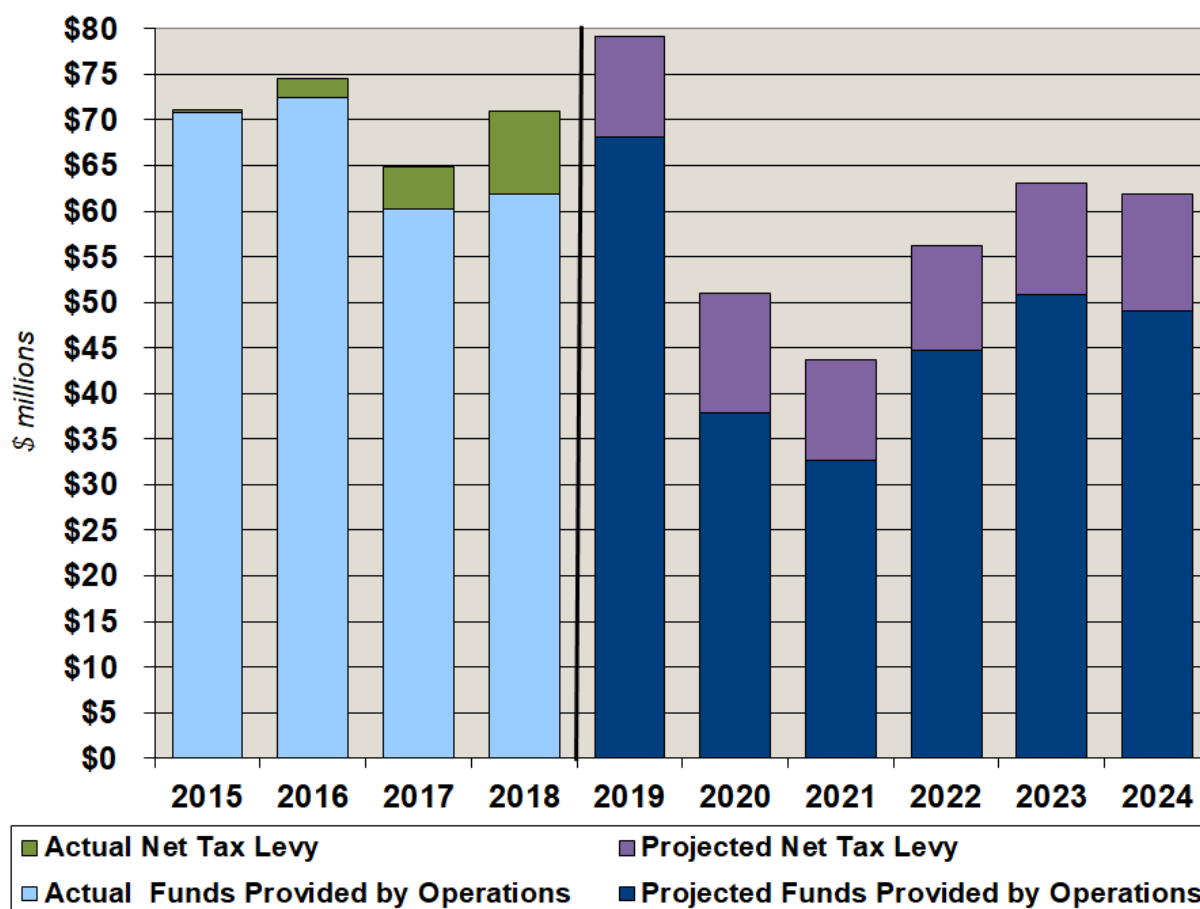
The Port monitors its customers' needs and offers changes in facilities and services tied to extensions in customer lease commitments. The Port attempts to negotiate customer lease terms that minimize the risk of multiple expirations occurring over a short period of time. This helps to secure a steady revenue stream and spreads out periodic rent increases for steady revenue growth.

The 2020-2024 Plan of Finance assumes that the forecasted revenue from the NWSA will be as shown in the NWSA addendum. The NWSA revenue is combined with the forecast for Port managed properties to create the combined income forecast. Additionally, the capital spending included in the Plan of Finance represents the combination of 50 percent of the NWSA CIP along with all of the POT planned capital project spending.

Table VII-1....Historic and Planned Port Operating Revenue

(\$ millions)	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Operating Revenues	\$143.9	\$85.1	\$76.6	\$79.6	\$77.3	\$60.1	\$53.6	\$65.8	\$69.5	\$70.2

Figure VII-1....Actual and Planned Sources of Funds



Summary of Debt Guidelines

Historically, the Port has used long-term debt to finance capital asset acquisition and construction, matching the life of the asset to the term of the underlying debt. The practice has been to borrow against an asset for up to 100% of its useful life.

Using only long-term, fixed-rate debt makes the Port's debt portfolio subject to interest rate risk. When interest rates change, the value of a particular debt

position also changes. This is true on both sides of the debt equation, whether the Port is the lender, as in its investment portfolio, or the borrower, as in its debt portfolio.

The Port's historic reliance on fixed-rate debt has achieved budget certainty and relatively low borrowing costs, particularly when refinancing outstanding, fixed-rate bonds. Yet tax law limitations and early redemption restrictions have prevented the Port from taking full advantage of lower borrowing costs.

Selective use of variable-rate borrowing has enabled the Port to meet two objectives: achieve better asset-liability management and lower overall borrowing costs. The Port's debt guidelines include the following elements:

- The legal framework of debt issuance;
- The roles and responsibilities of the Commission, Chief Financial Officer and other Port professionals in carrying out debt issuance;
- The preferred selection process of financial and legal professionals;
- Guidelines for the sale of Port debt;
- Communication guidelines regarding the management of relationships with ratings analysts;
- Compliance guidelines involving the investment of proceeds, arbitrage liability management, continuing disclosure and Bond Users Clearinghouse;
- Guidelines and strategies for the use of payment agreements;
- Guidelines and strategies for the use of variable rate debt;
- Other guidelines regarding refunding, conduit financing, capital program spending, debt database management and debt issuance accounting; and
- Detailed information on specific practices such as refunding, the role of the Bond Sales and Finance Team, arbitrage considerations, reporting and other communication with investors.

Although the Port's debt guidelines are flexible to allow adjustments to changing conditions, they indicate how the Port manages its debt structure, and how it should approach issuing future debt. In addition, the Port retains reserves of invested cash to meet its financial obligations (see Appendix H for Port minimum cash details). See Section X for the complete Port of Tacoma Debt Guidelines.

Limits on Debt

Several types of debt make up the Port's total outstanding debt. Each type of debt comes with its own limits.

State statute sets General Obligation (G.O.) bond limits; non-voted G.O. bonds are limited to one quarter of one percent of the assessed value of the

Port District; and voted G.O. bonds are limited to three quarters of one percent of the assessed value within the Port District.

Coverage factors limit the dollar amount of revenue debt that the Port sustains. While bond resolutions require a coverage amount of 1.35 for senior revenue debt and 1.0 for subordinate revenue debt, the Port intends to maintain a higher, blended coverage factor to preserve the Port's desired credit rating.

Commission policy is to maintain a two-times debt service coverage on all revenue debt.

Credit Ratings

In issuing their ratings, credit rating agencies look at a variety of factors, including the Port's ability to generate cash flow beyond the amount needed to cover the debt.

Ratings are issued for different debt classes and may change over time. If ratings go down, the cost of future debt goes up – as does the cost of obtaining bond insurance.

Table VII-2.... Credit Ratings

	Senior Revenue	Subordinate Revenue	General Obligation
Moody's Investor Services	Aa3	A1	Aa2
Standard & Poor's Corp.	AA-	A+	AA

Lien Structure & Debt Service Coverage

The Port evaluates the potential benefit of each available tier of debt to enhance overall financial capacity. There are at least five tiers of debt available:

- G.O. bond tier is the lowest cost debt tier because of the pledge of the Port's tax base;
- General revenue bonds secured by a senior lien on operating revenues has a first priority claim on all operating revenues of the Port and are the lowest-cost revenue debt instruments;
- General revenue bonds secured by junior lien operating revenues carry a claim on all operating revenues after payment of all parity senior lien revenue bonds. There may be one or more tiers

of junior-lien debt, and Tax Exempt Commercial Paper programs are generally financed as junior lien revenue bonds. General revenue bonds secured by subordinate liens on operating revenues are payable from operating revenues only after all other revenue bonds are paid;

- Special revenue bonds secured by a lien on a single source of revenue have a claim only on the revenue source pledged; and
- Liens on specific equipment or assets have a claim only on the asset pledged. If, for example, the Port pledged a crane to secure the loan used to acquire the crane, it would be a specific equipment/asset debt.

The Port has created multiple tiers of debt to place debt at the appropriate lien level. Debt issued in the lower-lien levels requires a lower debt service coverage ratio. The Port forecasts debt coverage for the senior and subordinate lien revenue bonds and total revenue bonds outstanding.

Asset-Liability Management

The concept of managing exposure of assets or liabilities to changing market conditions through manipulation of the opposite sides of the balance sheet is referred to as Asset-Liability Management.

The Port is exposed to fluctuations in interest rates through its investments in short-term assets and short-term debt. When the Port has an equal amount of variable rate debt as it has short-term investments, it can remain indifferent to changes in short-term rates.

The introduction of variable-rate debt to the Port's debt structure through the use of its Tax Exempt Commercial Paper program and variable rate Demand Note issues has provided a partial hedge against changing rates on the asset side of the balance sheet. Changes in interest earnings on the Port's investments due to rising or falling interest rates are offset by a corresponding increase or decrease in the Port's debt cost.

The objective of Asset-Liability Management is to reduce risk and create predictability in the Port's cash position, which facilitates budgeting and capital planning.

Quantifying Risk

The Port uses several measures to quantify the financial risks of its debt portfolio, including the following:

- Debt service coverage ratio goal of 2.0 based on operating revenues (see Table VII-3);
- External rating agency information (see Table VII-2); and
- Unhedged Variable-rate debt to total Debt ratio (see Table VII-4).

The Port's outstanding variable rate debt, excluding Commercial Paper, is hedged by outstanding swap agreements. The Port is using our variable rate commercial paper to affect our Asset-Liability Management philosophy discussed earlier.

Financing Strategy

The Capital Funding Plan is a fusion of the five-year Cash Flow Forecast and the five-year capital budget. It allows the Port to estimate and plan for the amount and types of debt required to carry out the capital budget. This POF estimates that the net annual operating cash flow will increase from approximately \$38.4 million to \$49.0 million during the five-year period. The Port may use this income directly for capital investment or for the payment of debt service on money borrowed to pay for capital improvements.

Cash flow forecasts use the tax levy assumptions listed in the tax levy section (Section VI). The cash flow forecasts also assume that business operations revenue grows as discussed in the operating budget section (Section IV). As such, the plan provides for adequate debt service coverage during the five-year period.

Customer-driven changes in revenue, expenses and capital expenditures could alter the projected outcomes.

Table VII-3.....Plan of Finance Cash Flow Forecast

(\$ Million)

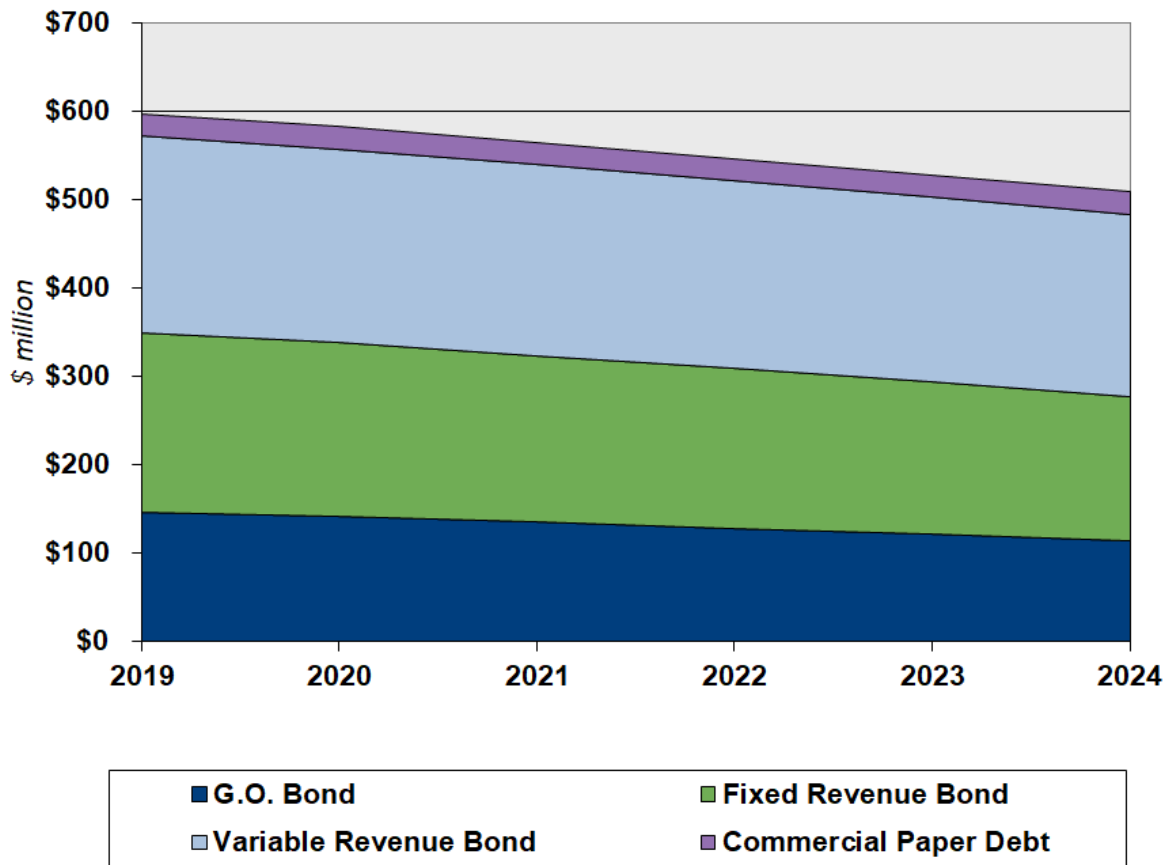
	2020	2021	2022	2023	2024
Beginning Cash & Investments	\$218.2	\$170.8	\$130.6	\$128.6	\$150.9
Projected Sources of Funds					
Revenues	60.1	53.6	65.8	69.5	70.2
Expenses	(21.7)	(21.0)	(21.1)	(18.6)	(21.2)
Funds Provided by Operations	38.4	32.6	44.7	50.9	49.0
Interest Income	12.1	11.7	11.0	10.8	10.9
NWSA Depreciation Cash Add back	7.7	10.6	11.4	11.2	13.9
Other, Net	0.5	(2.9)	(1.9)	(2.6)	(1.7)
Other Contributions	5.5	5.5	0.0	0.0	0.0
Ad valorem tax revenue (net)	23.1	23.5	23.9	24.6	25.3
Projected Sources of Funds	87.3	81.1	89.1	94.8	97.3
Projected Uses of Funds					
Investment in Northwest Seaport Alliance	62.0	53.1	35.7	18.8	14.5
Debt Payments (Principal and Interest) - GO Bonds	10.0	12.4	12.4	12.4	12.4
Debt Payments (Principal and Interest) - Revenue Bonds	30.2	30.1	29.8	29.7	29.5
Debt Payments (Principal and Interest) - Commercial Paper	0.4	0.3	0.2	0.2	0.2
Capital Spending - Planned Projects	32.0	25.4	13.0	11.4	73.3
Projected Uses of Funds	134.7	121.3	91.1	72.5	129.9
Projected Borrowing					
Total Borrowing	0.0	\$0.0	\$0.0	\$0.0	\$0.0
Projected Ending Cash & Investments	\$170.8	\$130.6	\$128.6	\$150.9	\$118.3
Minimum Cash	\$66.6	\$66.4	\$66.5	\$65.2	\$66.5
Sr. Lien Rev. Bond Debt Service Coverage	3.70	3.41	4.21	4.60	4.71
Fully Diluted Revenue Bond Debt Service	2.04	1.89	2.34	2.57	2.65

Table VII-4.....Debt Outstanding at Year End

(\$ Million)

Debt Outstanding at year end	2019	2020	2021	2022	2023	2024
Un-voted <u>G.O. Bond</u> , Fixed Rate	\$146.3	\$142.1	\$135.6	\$128.8	\$121.8	\$114.7
<u>Senior</u> Revenue Bond, <u>Fixed Rate</u>	203.4	195.8	188.0	180.1	171.9	163.3
<u>Subordinate</u> Rev Bond, <u>Variable Rate</u>	222.5	219.4	216.2	212.9	209.4	205.8
Commercial Paper, Variable Rate	25.0	25.0	25.0	25.0	25.0	25.0
Total Debt Outstanding	\$597.3	\$582.4	\$564.8	\$546.8	\$528.1	\$508.8
<i>Unhedged Variable Revenue Bond & Unhedged Variable CP % of Total Debt Outstanding</i>	4%	5%	6%	7%	8%	9%

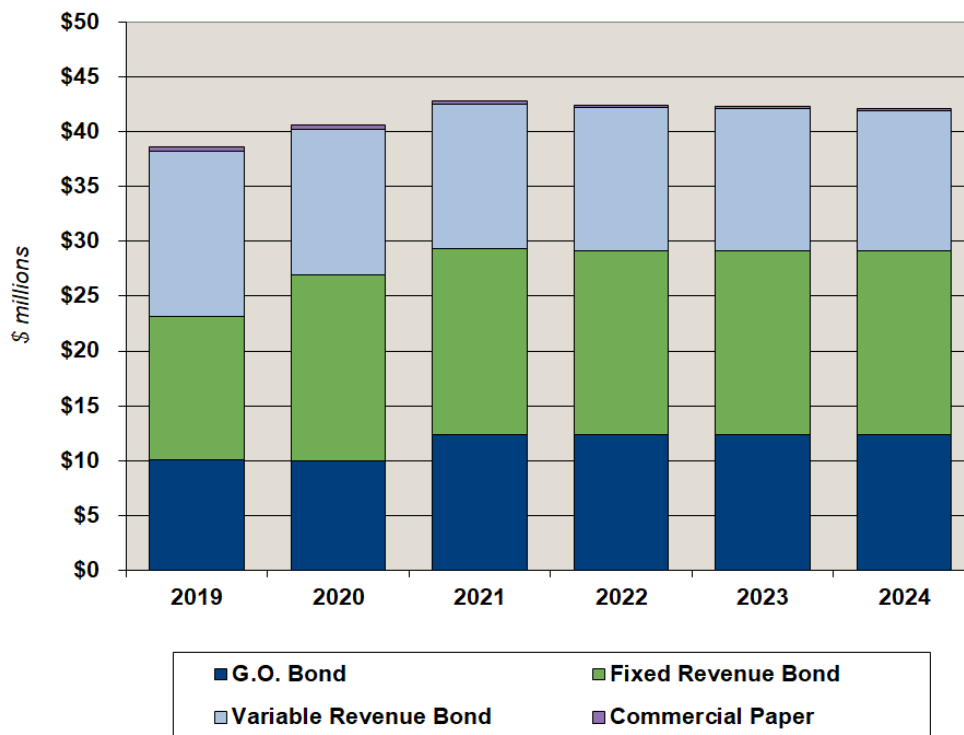
Figure VII-2.....Projected Debt Outstanding at Year End



With the goal of increasing financial capacity, the Port has subordinated short-term variable-rate debt (Tax Exempt Commercial Paper or TECP) to require one-times debt service coverage. In comparison, the Port's senior revenue debt requires 1.35 times debt service coverage.

As the Port repays the short-term, variable-rate debt by issuing long-term debt, the refunding debt may be either G.O. or Senior or Subordinate Revenue bond debt. The use of subordinate-lien structures for certain types of projects will keep senior lien debt capacity in reserve.

Figure VII-3....Projected Annual Debt Service



The goals of the Plan of Finance are to achieve a high degree of flexibility and expanded debt capacity.

Table VII-5 below shows projected financial capacity at two times debt service coverage for revenue bonds:

Table VII-5....Summary of Financial Capacity

(\$ Million)	2020	2021	2022	2023	2024	5-Year Change
Unvoted G.O. Bond Capacity	\$173.1	\$185.2	\$197.5	\$213.4	\$229.8	
Revenue Bond Capacity	13.1	0.0	86.4	142.2	159.3	
Less: TECP Program Debt Outstanding	(25.0)	(25.0)	(25.0)	(25.0)	(25.0)	
Total Non-voted Debt Capacity <i>(Capacity cannot be less than zero)</i>	\$161.2	\$160.2	\$258.9	\$330.7	\$364.2	\$203.0
Remaining G.O. Bond Capacity - <u>Voted</u>	630.5	641.4	652.6	670.5	689.0	
Total Voted Debt Capacity	\$791.7	\$801.6	\$911.4	\$1,001.2	\$1,053.2	\$261.5

Financing Principles

Implementation of the Port's Plan of Finance requires the following steps:

- Continue using TECP as interim financing for capital budget expenses;
- Use TECP and long-term variable rate bonds in conjunction with fixed rate bonds to achieve lowest overall cost of capital;
- Issue long-term debt at lowest interest rates;
- Apply Asset-Liability Management using variable rate long-term debt; and comply with the Port's Debt Guideline.

External Financing

The Port of Tacoma's capital program anticipates no long-term external funding requirements over the next

five years. External financing may vary depending upon the timing of customer needs.

Financial Performance Measures

Figure VII-4....Operating Margin (Return on Revenue)

Measured as a percentage, Return on Revenue is defined as operating income divided by total operating revenues. Operating income is the excess of revenues over operating expenses (operations, maintenance, administration, environmental, and depreciation).

- Understanding Data:** Operating margin measures management's ability to maintain profitability. It also indicates profit generated by operation and administration of normal ongoing Port business activity. Profits enable the Port to reinvest in new capital projects.

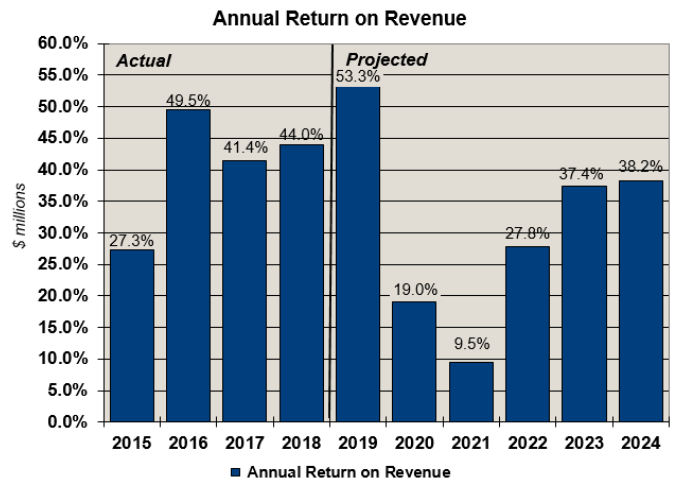


Figure VII-5....Net Income Before Tax Levy (NIBTL)

NIBTL is operating income plus or minus non-operating revenues and expenses (excluding the tax levy and general obligation bond interest expense).

- Understanding Data:** NIBTL is a measure of the Port's ability to generate revenue sufficient to pay for all operating and net non-operating expenses, leaving the residual tax levy (levy amount in excess of annual debt service) to pay for infrastructure and environmental projects. In years where NIBTL is not positive, the residual tax levy does not pay for operating expenses.

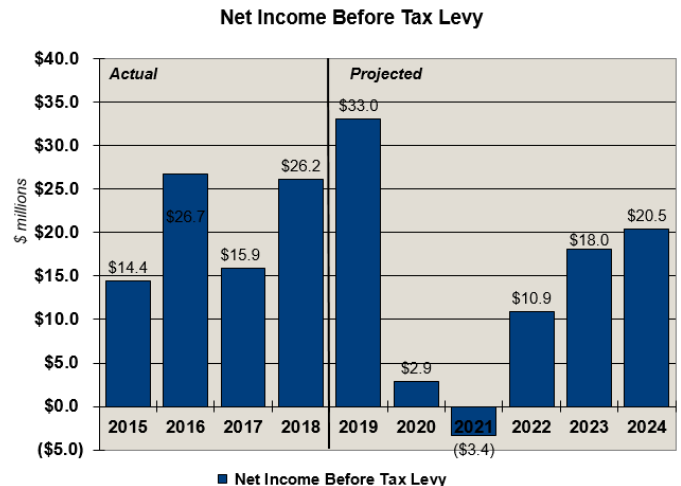


Figure VII-6....Net Income

Net Income is total operating revenue less total operating expense, plus non-operating revenue & expenses plus net Ad Valorem tax revenue, plus capital contributions.

- *Understanding Data:* Net Income measures the ability of the Port to pay for its operations.

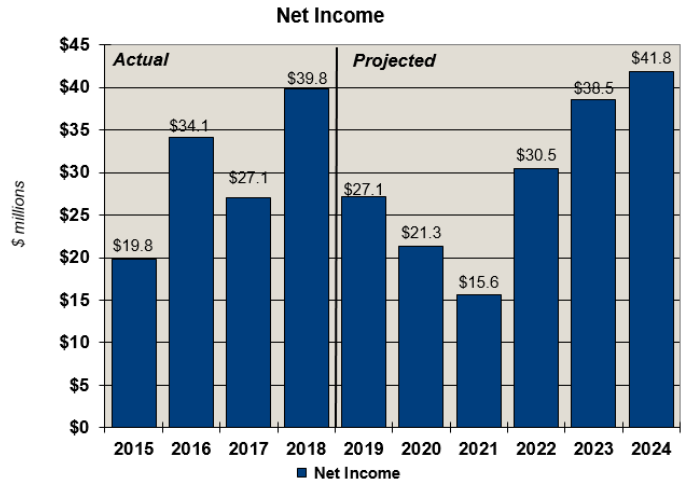


Figure VII-7....Revenue Bond Coverage

Debt service is the revenue bond principal and interest due each year. Debt Service Coverage is the number of times that revenue bond debt service could be paid with net revenues available for debt service. Net revenues available for debt service are gross operating revenues less operating, maintenance, administration, and overhead expenses (excluding depreciation). Port bond covenants require coverage of 1.35 times revenue bond debt service for senior debt and 1.0 times for subordinate revenue debt. The Port's target is 2.0 times for the fully diluted debt service coverage ratio.

- *Understanding Data:* This metric measures the ability to repay debt. The higher the ratio, the less the risk, which may result in a lower interest rate when the bonds are issued. The Port's goal is to meet or exceed a fully diluted revenue debt coverage ratio of 2.0 times.

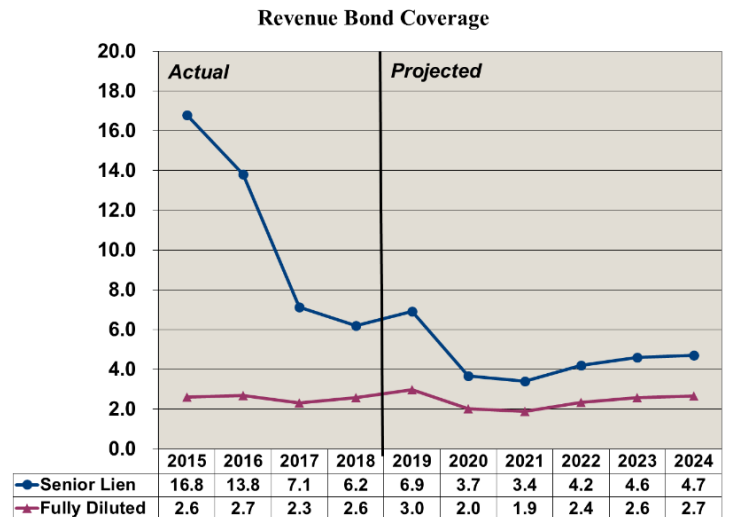


Figure VII-8....Return on Assets

To calculate ROA, divide net income by total assets. The higher the number the better.

- *Understanding Data:* Return on assets measures how much the Port earns on each dollar it has invested into its assets. This measures the productivity of the Port's assets.

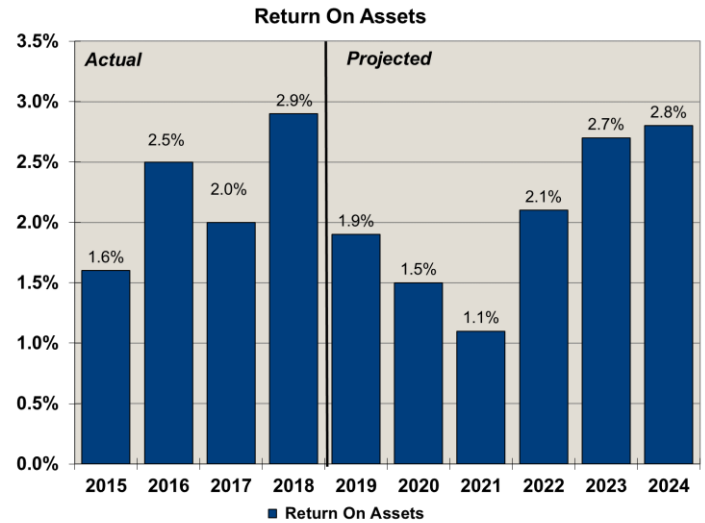
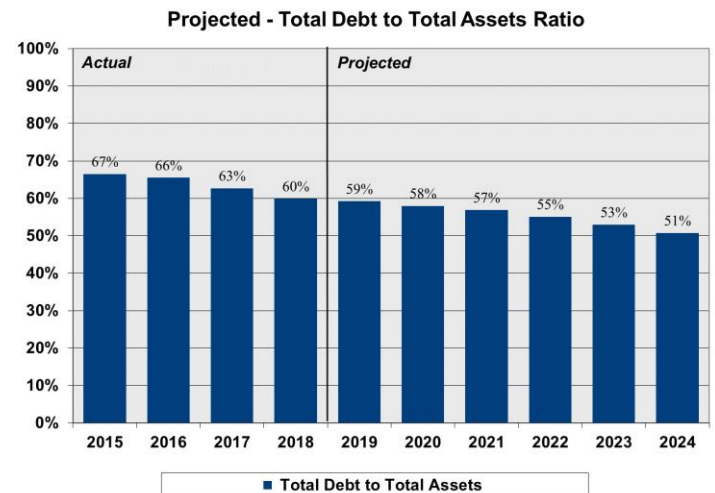


Figure VII-9....Debt-to-Asset Ratio

To calculate Debt to Asset Ratio, divide debt by total assets. The lower the number the less assets funded by debt.

- *Understanding Data:* The higher the ratio, the greater risk will be associated with the Port's operation. In addition, a high debt to assets ratio may indicate low borrowing capacity, which in turn will lower the Port's financial flexibility.



VIII Environmental Stewardship

The Port is committed to developing and conducting business in a responsible manner that is environmentally, economically and socially sustainable. The Port's environmental programs are integrated within all aspects of the organization, including business development, facility construction, real estate transactions, terminal operations, maintenance, customer service and external outreach. Advancing environmental stewardship has become a key part of the Port's development and redevelopment activities, as well as the ongoing operations of the Port and its customers.

The Port has a rich history of sustainable practices, even before the term came into common use. It has combined redevelopment plans with habitat development and Superfund site cleanup, creating a competitive advantage for Tacoma business by providing Port access for larger vessels and by increasing container storage space in the Port areas – creating jobs while protecting air and water quality and cleaning up the environment. Over the past 30 years, the Port of Tacoma has remediated more than 450 acres of waterway sediments within the Blair, Sitcum and Hylebos waterways and cleaned up over 500 acres of upland property, returning the land to productive maritime-related use. The Port has created approximately 152 acres of high-quality intertidal and wetland habitat including associated buffers as habitat mitigation for the Port's development impacts. This includes the recently constructed 40 acres of prime salmon habitat on Clear Creek in unincorporated Pierce County. The Port has preserved another 70 acres of high value open space, much of which provides a buffer between Port-related industrial activities and neighboring non-industrial uses. The Port has invested over \$297 million cleaning up Commencement Bay and providing high functioning habitat sites. The Port's environmental objectives for the coming years are closely aligned with the Port's plan for advancement of environmental stewardship, by identifying and addressing the following environmental issues:

- Implement cleanup actions on priority contaminated properties to support Environmental Stewardship and the Port's business opportunities

- Implement a long-term habitat mitigation plan
- Identify and develop additional maritime industrial stormwater treatment best practices
- Develop a maritime Environmental Stewardship Sustainability Program
- Continue to update and implement the Northwest Ports Clean Air Strategy
- Transition to the new generation of cost effective, low carbon or renewable energy systems

Cleanup Actions

In 2012, the Port set a goal to cleanup 200 acres in 10 years by 2022. The Port met this goal in 2017 and is now working on enhancing this achievement.

The Port continues to make progress on multiple agreed order sites, working towards remedy selection.

Summary of 2019 Remediation Action Progress on Port Lead Projects	
Parcel 1B - EBC	The Port is working toward completing remedial design and obtaining the required federal permits to implement the remedial action on the Parcel. Timing of the action will depend on receipt of federal permits.
Parcel 2 – Alexander Avenue Tank Farm	The Feasibility Study identifying the preferred remedy was drafted and submitted to Ecology in 2Q 2019. Ecology comments are anticipated, and the Final FS is targeted by the end of 2019.
Parcel 15 - Portac	Following a 2018 settlement with the Port's former tenant, the Port prepared a feasibility study addendum to modify the preferred remedy to be more compatible with future development of the Parcel. That FS addendum was approved by Ecology and a draft cleanup action plan was submitted to Ecology in 3Q 2019. The Port also completed additional cap repairs in 3Q 2019.
Arkema Manufacturing	The Data Gap phase of this project was completed and report submitted in 3Q 2019. With Commission authorization later in 2019 the project team will begin working on the Feasibility Study in 2020 and beyond

In 2020 the Port will continue working toward characterizing and remedy selection at 8 properties and conducting long-term monitoring at nine properties where legacy containment remedies were implemented. Also in 2020, the Port anticipates

remedial investigation/feasibility studies will be completed at three Port properties. Remedial design/remedial action are either underway or planned at three Port properties.

Habitat Mitigation

The Port of Tacoma has constructed, participated in or preserved approximately 213 acres of habitat and associated buffers over the past 30 years to mitigate for habitat lost to terminal and other business development. This includes approximately 68 acres of intertidal habitat ideal for salmon. These mudflats and shallow subtidal areas provide a substrate for the marine invertebrates that juvenile salmon consume and afford a safe place for young salmon to hide from larger predators. Additionally, the Port created approximately 57 acres of riverine and associated riparian habitat that is home to a diverse array of native plants, more than 100 types of birds and a variety of mammals, fish, reptiles and amphibians. During high tide, juvenile Pink, Chum, Coho and Chinook salmon find food and shelter among marsh vegetation. At low tide, areas of exposed mudflats teem with tiny critters, supplying a food source for visiting shorebirds, ducks and fish, including juvenile salmon. Additionally, the Port has purchased and preserved another approximately 70 acres of mature forested hill side along Marine View Drive to both protect the natural areas and buffer adjacent residents from industrial activities.

Port staff worked closely with the Port Commission to develop a Port-wide Habitat Mitigation Strategy, originally adopted October 18, 2012 and updated it in March of 2014. The habitat strategy focuses on providing high value habitat in support of future Port industrial growth that focuses on salmon recovery efforts, being cost-effective and preserving working waterfront activities. The strategy also provides tools to help decision makers better understand how to maximize ecological and economic value by identifying the best locations and timing for future mitigation sites.

Stemming from the habitat strategy, the Port will focus on three large mitigation areas for both concurrent and mitigation banking opportunities:

Upper Clear Creek: The Upper Clear Creek Mitigation Site began construction in 2014 and is complete. This 40-acre site located in unincorporated Pierce County provides mitigation for wetland impacts

due to required snail eradication efforts as well as mitigation banking for future Port expansion projects. The Port is actively purchasing property for site expansion.

Lower Wapato Creek: This project is uniquely located within the City of Tacoma, adjacent to the City of Fife and next to a neighborhood containing several Puyallup Tribe members. Working closely with our external partners, this site would meander a currently channelized Wapato Creek, provide as much as 20 acres of intertidal, marsh and forested wetland habitat to mitigate for impacts due to future development along Port of Tacoma Road near Maxwell and as advance mitigation for future Port projects. This site will be designed in 2020 and construction could commence as early as 2021.

Saltchuk: The Port continues to plan for the Saltchuk Aquatic Habitat site. The Port is working with the US Army Corps of Engineers to use material from the potential Tacoma Harbor Deepening Project to build approximately 60 acres of prime nearshore habitat. An additional potential Port sponsored project would focus on the approximately 12 acres of intertidal zone and shoreline areas. Improvements could include adding large rock mixed with large woody pieces along the site's waterside edge and filling behind those rocks and wood to cover wood waste, creating more intertidal and salt marsh area. Further, the upland shoreline area could be heavily planted to protect the slope and improve the buffer between Marine View Drive and the bay. This site could be used to mitigate for impacts associated with marine development.

Mitigation Banking: In 2014 the Port started the process of establishing the first umbrella (meaning multi-site) mitigation bank in the state of Washington. Credit from mitigation projects built in advance of need will be credited in the bank for use on future Port expansion. The Port estimates that the first phase of the bank will likely be in place in mid-2020 and the first available credits will arrive from the Upper Clear Creek mitigation project. The process of establishing a bank has proven to be difficult and time consuming. However, it is clear considerable demand exists for these credits. The Port is continually approached by both public and private parties inquiring about purchasing credits even though the Port's bank is not yet fully established.

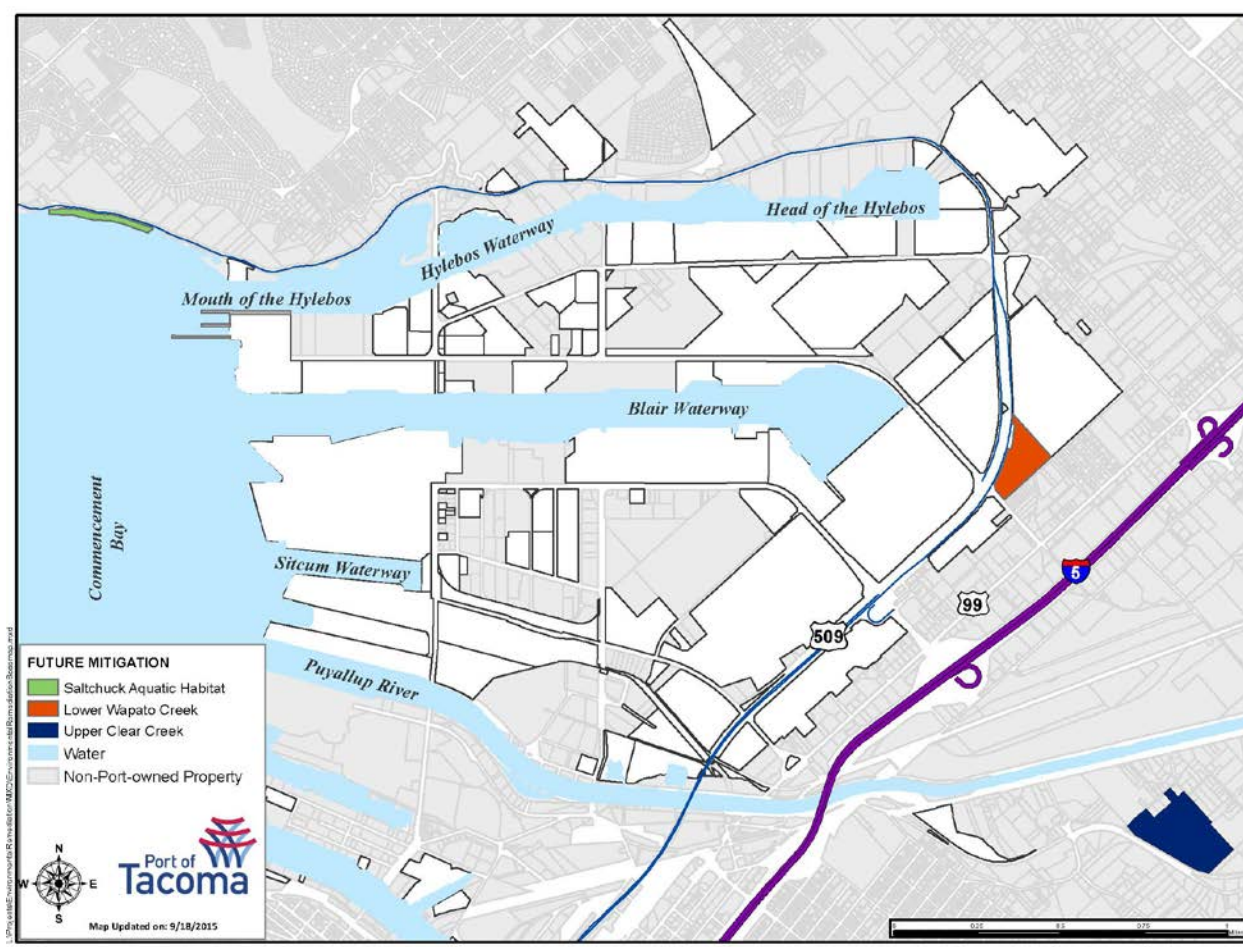


Figure VIII-1....Future Mitigation Opportunities

Partner to Find Innovative Solutions to Our Customers' Environmental Challenges

- Identify and develop maritime stormwater best management practices
- Develop a maritime industrial-focused Environmental Stewardship Sustainability Program

MS4 Stormwater Best Management Practices

The Port of Tacoma's Municipal Separate Storm Sewer System (MS4) focuses on best management practices supporting our customers in meeting their environmental obligations through research, technical support and training.

The Port of Tacoma updated its Stormwater Management Manual to provide guidance to current and future tenants and customers with facilities at the Port and licensed NWSA properties. The goal is to assist tenants so that their facilities are compliant under the Port of Tacoma's municipal stormwater (MS4) permit. The WQ team also provides technical assistance and recommends best management practices, treatment selection guidance, and compliance tools, when requested by tenants to help them meet their compliance obligations.

In 2018, the Port fully implemented an Electronic Inspection Program. This program provides Port Maintenance and Environmental staff technological tools to complete operations and maintenance inspections of all Port-owned stormwater infrastructure without the use of paper inspection

forms. In 2019 and beyond the Port continues to refine the tool to achieve maximum effectiveness.

Focus on Mapping and Infrastructure Assessments and Tenant Assistance in 2020

During 2019 Water Quality (WQ) staff continued providing assistance to POT and NWSA tenants. The WQ team also focused on refining the GIS system, reducing errors and working to locate and identify stormwater infrastructure. In 2020, the WQ and Maintenance teams, will continue to look at Port assets and gather data to support an inspection frequency in line with system loading rates.

Maintenance Standards Requirements in 2020

The Port's MS4 permit requires all properties owned by the Port to implement maintenance standards for specific devices. This requires all POT and NWSA licensed properties to have updated Stormwater Pollution Prevention Plans that describe maintenance standard implementation for treatment and flow control devices, and how the facility will adhere to a schedule in the event the maintenance standards are not met. Port staff assist customers in implementing new standards, and coordinate with Real Estate and Maintenance staff on vacant properties. In 2020 we will continue our focus on our smaller customers who lack personnel and resources for dedicated permit compliance. WQ staff have training plans and compliance templates ready for their customization and implementation.

Maritime Environmental Stewardship Sustainability Program

The Port of Tacoma's Sustainability Workgroup (Green Team) was established in 2015 with staff representing Environmental, Engineering, Finance, IT, Maintenance and Real Estate to assist the Corporate Social Responsibility (SCR) program with sustainability practices. The Green Team's activities since 2017 include:

- A review of current recycling practices with City of Tacoma Staff,
- A Port Staff sustainability awareness campaign,
- An employee recycle and reuse fair,
- A review of transportation needs and resources considering the newly formed Northwest Seaport Alliance,

- A green materials purchasing review, and
- A review of the CSR sustainability survey.
- A waste audit for the Port of Tacoma Admin Building
- Pilot programs for diversion of food waste and centralization of waste collection at the Port of Tacoma Admin Building.

As a result of the survey review, the Green Team developed goals and objectives that will help guide their activities through 2020 and beyond. The team's 2020 goals and objectives will support sustainability awareness, commuter trip reduction, fleet vehicle electrification, and sustainable maintenance and construction practices.

Port of Tacoma Endowed Chair

In June 2005, the Port of Tacoma invested \$1 million to establish an endowed research chair at the University of Washington Tacoma. The Port of Tacoma Endowed Chair leads research on environmental science initiatives critical to urban waterfront communities. Research areas are expected to include bioremediation, aquaculture and invasive species control.

Commencement Bay Maritime Fest

At Tacoma's annual Commencement Bay Maritime Fest, the Port provides free boat tours of the Port. Visitors tour the Sitcum and Blair waterways, and are able to see cargo ships and terminal equipment from a unique vantage point - the water. The festival is a project of the Youth Marine Foundation, a local non-profit sponsoring the Puget Sound chapter of Sea Scouts, which offers educational marine programs to Washington's teen youth and the public.

Air Quality Program

Northwest Ports Clean Air Strategy

The Northwest Ports Clean Air Strategy (NWPCAS) was adopted in 2008 and updated in 2013 as a collaborative effort among Port of Vancouver (Canada), the Port of Seattle, and the Port of Tacoma to reduce air emissions from shipping and port-related activities. The NWPCAS includes goals to reduce emissions of diesel particulate matter and

greenhouse gases, and establishes performance targets for various maritime sectors. The NWPCAS will be updated in 2020 to create goals for 2025 and beyond.

The NWPCAS identifies specific measures to achieve beyond compliance air quality and greenhouse gas objectives. NWSA staff will continue ongoing collaboration with NWPCAS partners to share information, conduct joint projects and publish annual progress reports to the community. The NWSA will seek opportunities to partner with customers and other stakeholders on grant-funded emission reduction projects and pilot studies.

Puget Sound Maritime Air Emissions Inventory

In 2005, 2011 and 2016 the partners in the Puget Sound Maritime Air Forum, consisting of the ports of Tacoma, Seattle, Anacortes, Everett and Olympia; along with Washington State Ferries, Puget Sound Clean Air Agency, Western States Petroleum Association, Pacific Merchant Shipping Association, and others, collaborated on the development of a Puget Sound Maritime Air Emissions Inventory. The 2005 inventory formed the basis of the Northwest Ports Clean Air Strategy. The latest inventory was based on emissions in calendar year 2016 and was completed in early 2018. As the largest port authority in the Puget Sound Maritime Air Forum, the NWSA managed the 2016 inventory. The results of the 2016 inventory demonstrated that we met both our overarching diesel particulate reductions goals and our greenhouse gas reductions goals four years earlier than anticipated. A scenario tool was also deployed based on the data collected in the inventories. This tool helps Ports evaluate the effectiveness of proposed technology upgrades and new emission reduction programs. The next update to the inventory is anticipated to kick off in 2021.

Greenhouse Gas Reduction Resolution

In 2017, the Port revised the greenhouse gas reduction goal outline in the NWPCAS and adopted greenhouse gas reduction targets in keeping with the Paris Agreement and in alignment with the global reductions necessary for keeping warming to within 2-degrees Celsius by 2050. The Alliance will reduce greenhouse gas emissions within the Puget Sound airshed as follows:

By 2030:

- 50% below 2005 levels (scope 1, 2 & 3 emissions)

By 2050:

- Carbon Neutral (scope 1 & 2 emissions)
- 80% below 2005 levels (scope 3 emissions)

To accomplish these goals, the Port will advance initiatives specific to the operations it controls and work to influence other stakeholders whose emissions fall beyond the Port's authority. The Port is committed to partnering with tenants, cargo owners, shipping lines, manufacturers, warehousing and other key stakeholders to drive demand for cost-effective and innovative greenhouse gas reduction technologies and solutions to meet our collective goals.

Energy Conservation

The Port continues to participate in Tacoma Power's EverGreen Options, which supports the development of new wind generation projects in Washington and Oregon. Combined with hydropower, 100% of Port-purchased electricity is renewable.

Planning

The Planning Team provides a range of services from strategic to site planning. Some of our primary services include planning for marine terminals and supporting infrastructure, port master planning, optimizing port operations and determining the operational and financial feasibility of new port and marine investments. Port Planning also coordinates baseline studies to facilitate decision making about investments and operations.

Planning Overview:

- **Facility Planning:** Port Planning has experience with developing port industrial lands, equipment costing, industrial warehouse location and layout analysis.
- **Operations, Planning, and Research:** Planning supports Port Operations in optimizing gates and terminals, analyzing traffic flow and circulation, and evaluating new communications and data collection technologies.

- **Project Feasibility Development:** The Planning Team supports Facilities Development by maintaining a general understanding of all focus areas within the group, especially the environmental specialties. With this overall perspective we are able to assist with opportunity assessment review and strategic port planning.
- **Economic and Financial Analysis:** Services include: cost benefit studies, economic risk analysis, financial analysis, market studies, multi-modal and system optimization of transportation networks, and defining development concepts and economic strategies.
- **Strategic Planning:** Services include: developing business plans, master plans, and financial projections. The Planning Team reviews and provides comment on new and updated local, state, and federal policy and regulatory documents to protect the interests of the Port. These plans can range from State Freight Master Plans to City Comprehensive Plans.
- **Grant Coordination:** Planning helps coordinate grant application efforts to ensure a unified and sensible approach. We look for grants to help offset the cost of facility, technology, and planning work whenever feasible. Our coordination efforts encompass tracking priority projects and possible grants, and keeping up to date on the progress of projects that benefit from grant dollars. We provide staff support to the Grant Steering Committee.

staff committee meetings, management of Port related grant applications as well as ongoing coordination with port engineering, commercial, operations and environmental teams and partner agencies.

2020 Planning Goals

Our major goals for 2020 include Completion of the Port of Tacoma Strategic Plan, initiation of a Tideflats Subarea Plan process with the City of Tacoma, coordination with Sound Transit on ST3 Tacoma Dome Link Extension (TDLE) project, , continued port advocacy at Puget Sound Regional Council (PSRC)

IX Summary of Significant Accounting Policies

Reporting Entity

The Port of Tacoma (the Port) is a municipal corporation of the State of Washington created in 1918 under provisions of the Revised Code of Washington (RCW) 53.04.010 et seq. The Port has geographic boundaries coextensive with Pierce County, Washington, and is situated on Commencement Bay in Puget Sound.

The Port is independent from Pierce County government and is administered by a five-member Board of Commissioners elected by Pierce County voters. The Commission delegates administrative authority to a Chief Executive Officer and administrative staff to conduct operations of the Port. The County levies and collects taxes on behalf of the Port. Pierce County provides no funding to the Port. Additionally, Pierce County does not hold title to any of the Port's assets, nor does it have any right to the Port's surpluses.

The Port reports the following funds: The Enterprise Fund accounts for all activities and operations of the Port except for the activities included with the Post-Employment Health Care Benefits Trust Fund.

Nature of Business

The Port is authorized by Washington law to provide and charge rentals, tariffs and other fees for docks, wharves and similar harbor facilities, including associated storage and traffic handling facilities, for waterborne commerce. The Port may also provide freight and passenger terminals and transfer and storage facilities for other modes of transportation, including air, rail and motor vehicles. The Port may acquire and improve lands for sale or lease for industrial or commercial purposes and may create industrial development districts.

The Post-Employment Health Care Benefits Trust Fund accounts for the assets of the employee benefit plan held by the Port in its trustee capacity.

Basis of Accounting and Presentation

The financial statements of the Port have been prepared in conformity with accounting principles

generally accepted in the United States of America, as applied to government units, and the Port reports all of its activities and operations except for the activities included with the Port's Post-Employment Health Care Benefits Trust Fund in the Enterprise fund. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The Port has chosen to follow accounting standards applicable to private sector entities when those standards do not conflict with applicable GASB standards. The Port is accounted for on a flow of economic resources measurement focus.

The accounting records of the Port are maintained in accordance with methods prescribed by the State Auditor under the authority of Chapter 43.09, Revised Code of Washington. The Port also follows the Uniform System of Accounts for Port Districts in the State of Washington.

The Port uses the full-accrual basis of accounting where revenues are recognized when earned and expenses are recognized when incurred, regardless of the timing of the related cash flows.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements. Significant estimates also affect the reported amounts of revenues and expenses during the reporting period. Significant estimates made by the Port include depreciation and environmental liabilities. Actual results could differ from those estimates.

Significant Risks and Uncertainties

The Port is subject to certain business risks that could have a material impact on future operations and financial performance. These risks include economic conditions, collective bargaining disputes, federal,

state and local government regulations, and changes in law.

Cash

Cash represent cash and demand deposits. The Port maintains its cash in bank deposit accounts, which are covered by the Public Deposit Protection Commission of the State of Washington.

Trade Accounts Receivable

Trade accounts receivable are carried at original invoice amount less an estimate made for doubtful accounts based on a review of all outstanding amounts. Management determines the allowance for doubtful accounts by identifying delinquent accounts and by using historical experience applied to an aging of accounts. Trade accounts receivable are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded when received.

Investments

Investments, unrestricted and restricted, are stated at fair value, based on quoted market prices, plus accrued interest. The Port also has investments in the State Local Government Investment Pool (LGIP). The LGIP is similar to a money market fund recognized by the Securities and Exchange Commission. The LGIP invests in U.S. Agency Securities, Repurchase Agreements, U.S. Treasury Securities, Interest Bearing Bank Deposits, and Certificates of Deposits. The investments are limited to high-quality obligations with limited maximum and average maturities. These investments are valued at amortized cost. Interest income on investments is recognized in non-operating revenues as earned. Changes in the fair value of investments are recognized on the statements of revenues, expenses and changes in net position. The Port's general policy is to not hold more than 20% of its holdings in any one investment.

Restricted Investments – Bond Reserves

Restricted investments - bond reserves are set aside as restricted assets, for bond reserves and unspent bond proceeds, if any, and are not available for current expenses when constraints placed on their use are legally enforceable due to: 1) externally

imposed requirements by creditors; 2) laws or regulations of other governments; and 3) constitutional provisions or enabling legislation.

Capital Assets and Depreciation

Capital assets are recorded at cost. Donated assets are recorded at fair market value on the date donated.

The Port's policy is to capitalize all asset additions greater than \$20,000 and with an estimated life of more than three years. Depreciation is computed on the straight-line method. Amortization expense on assets acquired under capital lease obligations is included with depreciation expense. The following lives are used:

- Buildings and improvements: 10-75 years
- Machinery and equipment: 3-20 years

Preliminary costs incurred for proposed projects are deferred pending construction of the facility. Annually, a review is completed and costs relating to projects ultimately constructed are transferred to the appropriate capital asset account; charges that relate to abandoned projects are expensed when the project is abandoned.

Capitalized Interest

In 2020, the Port discontinued its policy of capitalizing interest as a component of the cost of capital assets constructed for projects greater than \$300,000 that are not funded by grant revenues due to the adoption of GASB Statement No. 89, Accounting for Interest Cost Incurred before the End of a Construction Period. This statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred.

Net Position

Net position consists of net investment in capital assets, restricted and unrestricted net position. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowings used for the acquisition, construction or improvement of those assets. Deferred outflow of resources and deferred inflows of resources that are attributable to the acquisition, construction or improvement of those

assets or related debts should be included in this component of net position. This calculation excludes unspent debt proceeds, if any.

The Port's net position is reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the Port or through external restrictions imposed by creditors, grantors, laws or regulations of other governments.

The unrestricted component of net position is the net amount of the assets and deferred outflows of resources, less liabilities and deferred inflows of resources that are not included in the determination of net investment in capital assets or the restricted components of net position.

Retentions Payable

The Port enters into construction contracts that may include retention provisions such that a certain percentage of the contract amount is held for payment until completion of the contract and acceptance by the Port. The Port's policy is to pay the retention due only after completion and acceptance have occurred.

Federal and State Grants

The Port may receive federal and state grants as reimbursement for construction of facilities and other capital projects. These grants are included in capital contributions on the accompanying statements of revenues, expenses and changes in net position.

Commercial Paper and Current Portion of Long-Term Debt

Commercial paper includes borrowings with original maturities of less than one year and current portion of long-term debt is the portion of long-term debt payable within 12 months.

Forward-Starting Payment Agreements

The Port accounts for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) on the statements of net position at fair value.

Refunds of Debt

Proceeds from bond defeasance are deposited in an irrevocable trust, with an escrow agent to service the debt on the refunded bonds. Accordingly, the defeased bonds are not recorded on the Port's financial statements. The difference between the reacquisition price and the carrying amount of defeased debt results in either a gain or a loss that is amortized using the effective interest amortization method over the life of the new debt or old debt, whichever is shorter. (For detailed discussion of debt guidelines, see Section X.)

Employee Benefits

The Port accrues unpaid vacation and sick leave benefit amounts as earned and payable upon termination. These benefits are accrued at current rates of compensation.

The Port also provides post-employment health care benefits for retired employees through a fully funded trust. This post-employment defined benefit plan provides medical coverage to eligible retired employees ages 60 to 69.

Pensions

The net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Washington State Department of Retirement Systems Plan (PERS) and additions to/deductions from PERS's fiduciary net position have been determined on the same basis as they are reported by PERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Environmental Remediation Costs

The Port environmental remediation policy requires accrual of pollution remediation obligation amounts when:

(a) one of the following specific obligating events is met and (b) the amount can be reasonably estimated. Obligating events include: imminent endangerment to the public; permit violation; Port named as party responsible for sharing costs; Port named in a lawsuit

to compel participation in pollution remediation; or commenced or legally obligated to commence pollution remediation. Potential cost recoveries such as insurance proceeds, if any, are evaluated separately from the Port's pollution remediation obligation. Costs incurred for pollution remediation obligations are typically recorded as non-operating environmental expenses unless the expenditures relate to the Port's principal ongoing operations, in which case they are recorded as operating expenses. Costs incurred for pollution remediation obligations can be capitalized if they meet specific criteria. Capitalization criteria include: preparation of property in anticipation of a sale; preparation of property for use if the property was acquired with known or suspected pollution that was expected to be remediated; performance of pollution remediation that restores a pollution-caused decline in service utility that was recognized as an asset impairment; or acquisition of property, plant and equipment that have a future alternative use not associated with pollution remediation efforts.

Operating and Non-Operating Revenues and Expenses

Terminal services and property rental revenues are charges for use of the Port's facilities and are reported as operating revenue. The Port adopted GASB Statement No. 87 Leases in 2020 which requires the Port to record lease receivables for the present value of lease payments expected to be received during the lease term for certain long-term leases. The statement also requires the Port to recognize interest revenue on the lease receivables over the term of the lease with the interest portion increasing non-operating revenues and reducing operating revenues (no change in net income).

Ad valorem tax levy revenues and other revenues generated from non-operating sources are classified as non-operating.

Operating expenses are costs primarily related to the terminal services and property rental activities. Interest expense and other expenses incurred not related to the operations of the Port's terminal and property rental activities are classified as non-operating.

Reclassifications

Certain reclassification have been made to prior year amounts to conform to the current presentation. These reclassifications have no effect on previously reported changes in net assets.

Investment in Joint Venture

The Port adopted joint venture accounting beginning January 1, 2016 to account for its 50 percent share in the NWSA. The Port's investments and the Port's 50 percent share of NWSA net income and cash distributions will be presented on the statements of net position as Investment in joint venture. The Port's 50 percent of the NWSA's net income and losses are presented on the statements of revenues, expenses and changes in net position as joint venture income.

X Debt Guidelines

Section I. Introduction

Purpose and Overview

The Port of Tacoma established its Debt Guidelines to ensure that debt is issued prudently and cost effectively. This document sets forth comprehensive guidelines for the issuance and management of all financings of the Port of Tacoma. The NWSA is prohibited from issuing debt.

Section II. Legal Governing Principles

In the issuance and management of debt, the Port of Tacoma shall comply with the state constitution and with all other federal, state and local legal requirements, rules and regulations. The following section highlights the legal framework of the debt issuance and roles and responsibilities in debt issuance.

Governing Law

State Statutes — The Port of Tacoma may contract general obligation indebtedness according to chapter 53.36 RCW. Revenue indebtedness is otherwise provided for under Title 53; however, most revenue bonds that the Port expects to issue will be of the type authorized under chapter 53.40 RCW. General obligation indebtedness is subject to the limitations on indebtedness according to RCW 39.36.020 and Article VIII of the Washington State Constitution. The Port shall issue and sell bonds evidencing such indebtedness in accordance with chapters 39.46 and 53.36 RCW. There is no statutory nor constitutional limitation on the aggregate dollar amount of revenue indebtedness that the Port may issue.

Federal Rules and Regulations — The Port of Tacoma shall issue and manage debt, and may enter into any related payment agreements pursuant to Section VII, below, in accordance with the limitations and constraints that federal rules and regulations impose, including, if applicable, the Internal Revenue Code of 1986, as amended; the Treasury Department regulations there under; the applicable provisions of the Securities Acts of 1933 and 1934; and the

applicable provisions of the Commodity Exchange Act.

Permitted Debt by Type

The Port of Tacoma may legally issue debt using only the debt instruments described below:

Unlimited Tax General Obligation Bonds — The state authorizes the Port of Tacoma to sell Unlimited Tax General Obligation Bonds under chapter 53.36 RCW, subject to the approval of the voters of the Port and the Commission.

Limited Tax General Obligation Bonds — The state authorizes the Port of Tacoma to sell Limited Tax General Obligation Bonds, under chapters 53.36, 39.44 and 39.46 RCW, subject to the approval of the Commission.

Revenue Bonds — The state authorizes the Port of Tacoma to sell Revenue Bonds under chapter 53.40 RCW and chapter 39.46, subject to the approval of the Commission.

Special Assessment Bonds — The state authorizes the Port of Tacoma to sell Local Improvement Bonds under RCW 53.20.050, subject to the approval of the Commission.

Short Term Debt — The state authorizes the Port of Tacoma to sell short-term debt under chapter 39.50 RCW, subject to the approval of the Commission. Short-term debt may include revenue anticipation notes, general obligation notes in anticipation of the issuance of long-term debt and also would include grant anticipation notes. The Port may issue commercial paper as revenue based or general obligation based. The Port issues commercial paper as subordinate lien revenue obligations.

Other Debt Instruments — The state authorizes the Port of Tacoma to enter into financing leases, conditional sales contracts and other debt instruments, under RCW chapters 53.08 53.36 and 53.40, subject to the approval of the Commission. Under authority that the Port Commission delegates to the Chief Executive Officer, he or she may enter

certain financing leases, provided that the dollar amount of the lease is not in excess of \$75,000.

Purpose for Borrowing

The Port of Tacoma shall issue long-term debt for the purpose of financing the cost of design, acquisition and/or construction of capital projects defined in the Capital Investment Plan (CIP).

Unlimited Tax General Obligation Bonds/Limited Tax General Obligation Bonds — The Port of Tacoma expects to use General Obligation Bonds for the purpose of funding strategic projects that are not directly associated with revenue generation, such as waterway, road, highway, and rail improvements, environmental mitigation, and public waterfront access. These projects are generally designated as infrastructure in the CIP.

Revenue Bonds — In general, the Port of Tacoma expects to use revenue bonds to finance projects that it has designated as “revenue generating,” “renewal,” in the capital budget (CIP), or refinancing revenue bonds.

Special Assessment Bonds — The Port of Tacoma expects to use Special Assessment Bonds to provide a source of funding from a targeted group or area that will benefit from a particular infrastructure improvement project.

Special Revenue Bonds — The Port of Tacoma may issue special revenue bonds, from time to time, under special circumstances. The Port may use special revenue bonds to finance facilities that it owns and leases to its tenants. Under the terms of the lease, the Port would expect the tenant to make payments sufficient to pay the debt service on special revenue bonds that it issues. The Port would not pledge its general revenues to pay the debt service on special revenue bonds; however, the Port may have the option of paying debt service on such special revenue bonds from its general revenues. Special revenue bonds may provide Port tenants with access to tax-exempt financing for assets that they use at the Port and that promote the Port’s short and long-term economic development objectives.

Short-Term Debt — The Port of Tacoma expects to use Short-Term Debt for interim financing of the CIP.

Limitations on Debt Issuance

Legal Debt Limits — State statute sets general obligation debt limits. The state limits non-voted General Obligation bonds to 1/4 of one percent of the assessed value of the Port district; and voted General Obligation bonds to 3/4 of one percent of the assessed value within the Port district (RCW 53.36.030). General obligations include:

General Obligation Bonds (Voted and Non-voted), including bond anticipation notes which the Port pays off with bond proceeds. Interest is included only if it has matured and is due and payable.

For deep discount debt (e.g., zero coupon bonds), the face amount of the bond less the unamortized portion of the discount.

Warrants and registered warrants issued against the general (current expense) or other tax supported funds.

Executory conditional sales or installment sales contracts pledging the full faith and credit of the taxing district (RCW 39.30.010).

Other obligations of the general or other tax supported funds, except for loan agreements (statutory limit only) with agencies of the state of Washington or the U.S.A. dated on or after April 3, 1987. (RCW 39.36.060 and 39.69.020).

Debt Service Coverage — The Port determines debt service coverage annually. This refers to the ratio of annual net revenue available for debt service to revenue bond debt service payment obligations for the year. The Port’s senior lien bond resolutions require a minimum debt service coverage ratio of 1.35 times. The Port’s subordinate lien bond resolutions require a minimum debt service coverage ratio of 1.0 times. To maintain a strong financial position and credit ratings, the Port intends that its annual debt service coverage ratio will be no less than 2.0 times annual debt service on all outstanding revenue obligations, including junior lien and lowest lien obligations such as commercial paper and capital leases.

Use of Rate Stabilization Account for Debt Service Coverage Ratio Calculation Purpose

The Port may withdraw from or deposit to the rate stabilization account anytime and use it for the purpose for which the gross revenue may be used. Per the subordinate lien bond resolution, deposits may be made as long as the fully diluted debt service coverage ratio does not fall below 2.0. Withdrawals should only be made to pay down principle or to increase the subordinate lien debt service to be above 1 times per bond resolution. Withdrawals should not be made to maintain the fully diluted debt service coverage ratio above 2.0.

Roles and Responsibilities

Commission — By law, the Commissions responsibilities are:

- Approve indebtedness
- Approve Operating Budgets sufficient to provide for the timely payment of principal and interest on all debt.

The Chief Financial Officer — The Chief Financial Officer or designee will manage long-term debt and make appropriate recommendations to the Commission consistent with the terms of the Port's Debt Guidelines.

The Chief Financial Officer shall:

- Evaluate debt options for obligations that the Port does not expect to pay from current operating funds; debt options include both the type and duration of debt instrument that may be available and appropriate;
- Report to the Commission the available options and recommend the appropriate option, taking into consideration: (a) outstanding debt obligations of the Port; (b) market considerations; and (c) the appropriate financing mechanism to use to achieve the Port's objectives under these guidelines;
- Approve appointment of independent financial advisor, underwriter(s), bond counsel, and swap advisor;
- Provide for the issuance of debt at appropriate intervals and in reasonable amounts to fund approved capital expenditures;

- In consultation with the Port of Tacoma's General Counsel, financial advisor, and bond counsel, determine the most appropriate instrument for a proposed bond sale;
- Recommend to the Commission the manner of sale of debt;
- Monitor opportunities to refund debt and recommend such refunding as appropriate;
- Monitor compliance with applicable Internal Revenue Service (IRS), Securities and Exchange Commission (SEC), and Municipal Securities Rulemaking Board (MSRB) rules and regulations governing the issuance and maintenance of outstanding debt;
- Monitor anticipated cash requirements to provide for the payment of operating expenses as well as the scheduled payment of principal and interest on debt instruments;
- Work with the Port's financial advisor, general counsel and bond counsel to establish the process and implement the issuance and sale of debt instruments, including the method of sale as well as the preparation and review of documentation, and disclosure documents;
- Provide recommendations to the Commission, consistent with the foregoing, in respect to the issuance of debt from time to time as appropriate;
- Following the issuance of debt, monitor compliance with contractual and statutory requirements, such terms to include those set forth in borrowing resolutions, regulations of the IRS, contractual terms, as may be included in agreements with bond insurers and other issuers of credit support and agreements for ongoing disclosure;
- Report regularly to the Commission regarding outstanding indebtedness and compliance procedures, including, at appropriate intervals, a discussion of the Port's obligations, showing allocations to long-term and short-term, general-obligation and revenue and fixed and variable-rate debt;
- Distribute to appropriate repositories information regarding the Port's financial condition and affairs at such times and in the form required by law, regulation and general practice, including SEC Rule 15c2-12 regarding continuing disclosure;
- Maintain regular communications with rating agencies and other market participants, including, but not limited to, bond insurers; and

- Maintain a current database detailing all outstanding debt.

Ethical Standards Governing Conduct

Port of Tacoma staff and Commission members will adhere to standards of conduct that the Public Disclosure Act, chapter 42.17 RCW; and Ethics in Public Service Act, chapter 42.52 RCW, stipulates.

Section III. Professional Services

The Port of Tacoma shall procure professional services to execute financing transactions and to advise on non-transaction related work, as required. Professional services may include, but not limited to, Consultants (Financial Advisor, Legal Counsel) and Service Providers (Trustee, Underwriter, Verification Agent, Investment Banker, Printer, and Credit Enhancement Provider).

Appointment of Financial Advisor — The Port of Tacoma will select a financial advisor (or advisors) to assist in the issuance and administration of all debt. The firm(s) will provide a full range of advisory services in connection with the Port of Tacoma's financing programs.

Appointment of Bond Counsel — All debt that the Port of Tacoma issues shall include a written opinion by legal counsel affirming that the Port is authorized to issue the proposed debt, that the Port has met all federal, state, and local legal requirements necessary for issuance and a determination of the proposed debt's federal income tax status. A nationally recognized legal firm with extensive experience in public finance and tax issues shall prepare this approving opinion and other documents relating to the issuance of debt. Unless otherwise justified, the Port will make the appointment from among nationally recognized law firms with significant operations in Washington State. The Port will expect the firm selected as bond counsel to provide the full range of legal services required in connection with: a) the successful issuance and delivery of the bond issues; and b) on-going legal services for the Port of Tacoma financing programs.

Appointment of Letter of Credit or Liquidity Facility Provider — In order to comply with the requirements of the bond documents and to provide liquidity and marketability for variable rate debt, the

Chief Financial Officer may procure a letter or line of credit. The Chief Financial Officer will develop and administer the process for the selection of the letter of credit/liquidity provider. Appointment criteria shall include, but not be limited to:

- The short and long-term credit ratings of the bank;
- Experience providing liquidity facilities to municipal bond issuers;
- Competitiveness of facility fees, interest charged on liquidity draws, maximum legal and administrative fees;
- Ability to agree to the Port of Tacoma's legal terms and conditions; and
- Trading value of the bank in the current market.

The Chief Financial Officer will report his/her recommendation regarding the appointment of a letter of credit/liquidity provider and recommended approval of the accompanying legal documentation to the Commission. Following the issuance of the letter of credit and/or liquidity support, the Chief Financial Officer will monitor the credit ratings of the provider and their impact on the pricing of the Port's bonds.

Appointment of Qualified Independent Swap Advisor — The Swap Advisor, which may be the financial advisor, shall satisfy the requirements of a Designated Qualified Independent Representative and provide written confirmation of compliance with CFTC Regulation 23.450(b)(1). The Swap Advisor will be expected to provide advice, information and recommendations, which includes supporting analysis and schedules, to assist the Commission with the following: monitoring and updating policy, portfolio analysis and asset management, ongoing portfolio feedback, complying with Accounting Standards such as GASB Statement No. 53 – Accounting and Financial Reporting for Derivatives Instruments, preparing financial statement disclosures, all matters relating to swap terminations and swap restructurings, the tasks as described below and preparation of the Annual Swap Report. The Swap Advisor will be expected to perform or to assist with all matters related to the Commission's swap agreements in effect during the period of the Swap Advisor agreement.

The Chief Financial Officer will develop and administer the process for the selection and ongoing monitoring of the qualified independent Swap Advisor.

Appointment and monitoring criteria shall include, but not be limited to:

- Demonstrated ability serving on Swap transactions with similar complexity to planned transaction(s);
- Demonstrated ability to structure Swaps efficiently and effectively;
- Demonstrated ability to sell Swaps to institutional and retail investors;
- Demonstrated ability to monitor and report swap performance;
- Demonstrated ability to perform effectiveness testing as required by GASB Statement No. 53;
- Demonstrated compliance with applicable rules and regulations;
- Experience and reputation of assigned personnel; and
- Fees and expenses.

Appointment of Underwriters — If debt will be sold through a negotiated process, the Port will select underwriter(s) using a process developed by the Chief Financial Officer.

Criteria used in the appointment of qualified underwriters shall include, but not be limited to:

- Demonstrated ability serving on financial transactions with similar complexity to the planned transaction;
- Demonstrated ability to structure a debt issue efficiently and effectively;
- Demonstrated ability to sell debt to institutional and retail investors;
- Demonstrated ability to put capital at risk;
- Experience and reputation of assigned personnel; and
- Fees and expenses.

Appointment of Escrow Agent — The Chief Financial Officer shall, when deemed necessary or when required, procure the services of an escrow agent in connection with refundings and/or defeasance of outstanding debt.

Appointment of Arbitrage Rebate Calculation Firm — The Chief Financial Officer shall, when deemed necessary or when required, procure the services of an arbitrage rebate calculation firm to provide arbitrage rebate compliance services in accordance with the Internal Revenue Code of 1986, as amended

("Code"). The scope of services may include, but not be limited to, the following:

- Determine if the Port has met the requirements of the spending exception applicable to a debt issue;
- Prepare initial rebate calculations if the Port has not met the spending requirements;
- Prepare annual computations to update the initial calculations as needed to determine the rebate amount as described in the Code;
- Prepare computations if proceeds remain following the temporary period as described in the Code to determine if Internal Revenue Service requires any yield reduction payments; and
- Consult with the Chief Financial Officer as requested concerning arbitrage regulations and related issues including control procedures and industry practices.

Section IV. Transaction-Specific Guidelines

Method of Sale

Competitive Sale — Under most circumstances, the Port will sell its long-term, fixed-rate debt through a competitive bid process. The Port's Chief Financial Officer, with the assistance of the Port's Financial Advisor, will establish the date, time, place, method and terms of the competitive bid.

Negotiated Bid Method — In certain market circumstances, it is appropriate for the Port to issue and sell certain types of debt (e.g., variable rate debt) through a negotiated process. If the Port sells its debt on a negotiated basis, the negotiations of terms and conditions shall include, but not be limited to, prices, interest rates, underwriting or remarketing fees and commissions. The Chief Financial Officer, with the assistance of the Port's Financial Advisor, shall evaluate the terms that the underwriting team offers.

Private Placement — Under certain circumstances, if deemed appropriate because of timing and structure, the Port may sell its debt through a private placement. For example, the Port may acquire equipment through a financing lease that it places with the vendor or a financial institution.

If appropriate, the Port shall provide a post-sale analysis and report the results to the Commission.

Structural Elements

Maturity — Long-term debt will have a final maturity of not more than 40 years from date of issue.

Debt Service Structure — If the Chief Financial Officer deems it appropriate, the Port may use long-term debt to finance interest during construction and up to 12 months following completion of construction as well as costs of issuance, within the limitations state law permits (and federal tax law if the debt is issued on a tax-exempt basis). The Port may find it appropriate to require debt service reserves for outstanding bond resolutions to minimize financing costs. Generally, the term of the debt should be shorter than the life of the assets being financed. The payment of a principal may be structured around existing bond issues to achieve a level debt service each year. Other debt service structures may be used taking advantage of market conditions where lower interest rates can be achieved at issuance.

Maturity Structure — The Port of Tacoma's long-term debt may include serial and term bonds.

Price Structure — The Port of Tacoma's long-term debt may include par, discount, and premium bonds.

Redemption Features — For each transaction, the Port of Tacoma shall evaluate the costs and benefits of provisions for the redemption of debt prior to its scheduled maturity. Provisions allowing the redemption of debt prior to scheduled maturity may give the Port the ability to restructure debt (in the event of lower interest rates); however, the Port will evaluate the cost of an early redemption in conjunction with this flexibility.

Bond Insurance/Credit Enhancement — When appropriate for the type of debt, the Port shall evaluate the costs and benefits of bond insurance or other credit enhancements. The Port of Tacoma shall procure any credit enhancement purchases through a process the Chief Financial Officer determines in order to minimize costs and interest expense under current circumstances.

Tax-exemption — Unless otherwise required and appropriate, the Port of Tacoma shall issue its debt on a tax-exempt basis in order to obtain the lowest borrowing rates.

Section V. Communication Guidelines

Rating Agencies

The Chief Financial Officer shall manage relationships with the rating analysts assigned to the Port of Tacoma's credit using both informal and formal methods to disseminate information. Communication with the rating agencies shall include:

- Disclosure, on an annual basis, of the financial condition of the Port of Tacoma;
- A formal presentation, on a regular basis, to the rating agencies, covering economic, financial, operational and other issues that impact the Port of Tacoma's credit;
- Timely dissemination of the Annual Financial Report, following its adoption; and
- Complete and timely distribution of any documents pertaining to the sale of bonds.

Credit Objective — To the extent of factors within its control, the Port intends to maintain and improve its ratings. From time to time, in consultation with the Port's Financial Advisor, the Chief Financial Officer will review the performance of the rating agencies and determine whether it is appropriate to seek additional long- or short-term ratings.

Section VI. Compliance Guidelines

Arbitrage Liability Management

For each issue of tax-exempt debt subject to arbitrage rebate considerations, the Chief Financial Officer shall establish a process for monitoring investments and the expenditure of debt proceeds. As provided in the legal documentation associated with the debt issuance, the Port of Tacoma may require rebate calculations from time to time. The Port shall, when deemed prudent, contract with a qualified third-party for preparation of the arbitrage rebate calculation. At least once annually, the Chief Financial Officer will review the Port's outstanding bond issues to determine whether any accruals or set asides for arbitrage rebate liabilities should be established.

Continuing Disclosure

Under Securities and Exchange Commission Rule, 15c2-12 requires the Port to subject certain outstanding debt issues to written agreements to

provide continuing disclosure. The Chief Financial Officer shall monitor the Port's compliance with its written agreements for continuing disclosure.

Section VII. Payment Agreement Guidelines

Purpose

The Port of Tacoma may enter into payment agreements for the following two purposes: 1) To lower the Port's net cost of borrowing with respect to the related bonds or reduce the amount or duration of the Port's exposure to changes in interest rates; or 2) To allow a refunding of bonds that cannot be refunded in advance, thereby lowering the net cost of borrowing with respect to the bonds. By using swap agreements in a prudent manner, the Port of Tacoma can take advantage of market opportunities to reduce costs and reduce interest rate risk. The Port must directly tie the use of swap agreements to Port debt instruments. The Port shall not enter into swap agreements for speculative purposes.

Authority

The Port will not use payment agreements unless permitted by law and approved in advance by the Port of Tacoma Commission. State law authorizes the Port of Tacoma to enter into interest rate swap agreements, caps, collars and swaptions ("swap agreements") (Chapter 39.96 RCW). In addition, the Port shall not use a swap agreement without an analysis by a qualified financial advisor, including without limitation the analysis required by RCW 39.96.030.

Overview

A derivative is a financial arrangement whose returns are limited to, or derived from, some underlying published index, interest rate, or rate of exchange, stock, bond, currency, or other asset. The Port of Tacoma can enter into the following payment agreements: (1) Interest Rate Swap Agreements, (2) Cap and Collar Agreements, (3) Swaptions (Chapter 39.96 RCW).

Interest Rate Swaps — An interest rate swap agreement allows for an exchange of payments based on interest rates. An interest rate swap agreement could provide that the Port of Tacoma will pay the contracting party based upon a fixed- or

floating-interest rate and will receive payments based upon a fixed- or floating-interest rate. The floating rate resets at regular dates and is usually based upon the LIBOR index, SIFMA index or other published interest rate index. The settlement is payment or receipt of the net amount or "spread" as provided under the terms of the swap agreement.

Caps and Collars — In addition to swap agreements, the Port could reduce variable interest rate risk and exposure by limiting the yield, or spread, of the swap agreement. These limits called collars, consist of a "cap" or maximum rate, and the "floor" or minimum rate in which the Port of Tacoma and the contracting party agree.

Swaptions — The current sale of a right to enter into an interest rate swap on a future date. If the swap has value to the counterparty, it would exercise its right to enter into the swap. If the swap has no value to the counterparty, it will allow the swap to expire unexercised and the Port retains swaption premium and call option on underlying bonds. The swaption premium that the counterparty pays the Port represents the intrinsic value of the swap.

Swap Management

In entering into a swap agreement, the Port of Tacoma will address the following:

- Purpose of the swap agreement;
- Swap counterparty rating;
- Cash flow projections detailing the net swap payments;
- Analysis of basis risk, rollover risk, termination risk, and counterparty risk;
- In addressing the termination risk, identify the events that trigger an early termination, estimate the likelihood of early termination, and estimate the size of potential termination payments; and
- Determine key personnel involved in monitoring the terms of transaction and counterparty creditworthiness.

Legality/Approval

To enter into a swap agreement, the Port must receive: 1) approval from the Commission; 2) an opinion from bond counsel acceptable to the Chief Financial Officer that the swap agreement is a legal, valid and binding obligation of the Port of

Tacoma and that entering into the transaction complies with applicable Washington State and federal laws; 3) an opinion of counsel to the counterparty that the swap agreement is a legal, valid and binding obligation enforceable against the counterparty in accordance with its terms; and 4) financial advisor certification pursuant to RCW 39.96.030.

Form of Swap Agreements

Each swap agreement shall contain terms and conditions as set forth in the International Swap and Derivatives Association, Inc. ("ISDA") Master Agreement, as amended, and such other terms and conditions including schedules and confirmations an Authorized Representative deems necessary.

Methods of Soliciting and Procuring Swaps

The Port can procure swaps via competitive bids or on a negotiated basis. The competitive bid should include a minimum of three firms with each firm having a rating in the highest single A category (A1 and A+). Any firm rated below AA must post collateral at 102 percent of market value.

An Authorized Representative may procure swap agreements by negotiated methods in the following situations:

1. The Authorized Representative determines that a negotiated bid method would result in the most favorable pricing because of the complexity of a particular transaction.
2. An Authorized Representative makes a determination that, in light of the facts and circumstances, a negotiated bid method will promote the Port's interests by encouraging and rewarding innovation.

Limitations on Notional Amounts of Derivative Agreements

The Port of Tacoma will not enter into swap agreements where doing so would result in aggregate notional amounts in excess of the projected underlying liability.

Management of Swap Transaction Risk

When the Port enters into any swap transaction, it creates certain risks. In order to manage the associated risks, guidelines and parameters for each risk category are as follows:

Counterparty Credit Risk — Counterparty credit risk is the risk that the counterparty to the swap agreement will not be able to perform under the swap agreement, or that its credit will deteriorate triggering the termination of the swap agreement. To limit counterparty risk, the Port should require that counterparties at least meet the ratings and collateralization requirements set forth in RCW 39.96.040. The Port of Tacoma may enter into a swap transaction with a qualified counterparty if the cumulative mark-to-market value that the counterparty (and its unconditional guarantor, if applicable) owes to the Port is less than or equal to \$30 million.

The \$30 million limitation shall be the sum of all mark-to-market values between the subject counterparty and the Port, regardless of the type of swap transaction, net of collateral the counterparty posts. Collateral will consist of cash, U.S. Treasury securities and Federal Agency securities guaranteed unconditionally by the full faith and credit of the U.S. Government. The counterparty shall deposit collateral with a third-party trustee acceptable to the Port of Tacoma, or as mutually agreed upon between the Port and the counterparty.

The Port bases specific counterparty limits on the cumulative mark-to-market value of the swap(s) and the credit rating of the counterparty. The limits are as follows:

Counterparty Long-Term Debt Rating (lowest prevailing rating from S & P's/ Moody's) — If a counterparty's credit rating is downgraded below A- and A3 the counterparty must provide other credit enhancement that is satisfactory to the Port and ensures compliance with these guidelines. If the counterparty does not provide credit enhancement and comply with these guidelines, the Port should terminate the agreement.

The Port also will consider counterparty's capitalization and presence in the municipal swap industry in the counterparty selection process.

Termination Risk — In the event that the swap agreement terminates – whether because of actions of the Port of Tacoma or due solely to actions of the counterparty (such as a decrease in credit rating, bankruptcy, misrepresentation, or default) – the counterparty may require the Port of Tacoma to make a termination payment, and the termination payment could be substantial. The Port of Tacoma shall consider the merits of including a provision that permits this action to optionally terminate a swap agreement at any time over the term of the agreement (elective termination right). The Port of Tacoma also should consider limiting the events giving rise to mandatory termination of the agreement and seeking extended payment terms.

Basis (Index) Risk — Basis risk arises as a result of movement in the underlying variable rate indices that may not be in tandem, creating a cost differential that could result in a net cash outflow from the Port of Tacoma. Basis risk is the risk of a mismatch between actual variable rate debt service and variable rate indices used to determine swap payments. For example, if the Port were to receive a variable rate payment from a swap counterparty, based on the LIBOR index, and used this payment to pay interest on the Port's related variable rate bonds, basis risk is the risk that the LIBOR index will deviate from the variable rate on the Port's bonds. To mitigate basis risk, any index used as part of an interest rate swap agreement shall be a recognized market index, including but not limited to, the Securities Industry and Financial Markets (SIFMA) Index or the London Interbank Offered Rate (LIBOR). The Port may consider mitigating basis risk through the maintenance of an interest rate reserve.

Tax Risk — Tax risk is the risk that tax laws will change, resulting in a change in the interest rate paid with respect to the swap agreement or the related bonds. For example, if the Port were to receive a variable rate payment from a swap counterparty, based on the taxable LIBOR index, and used this

payment to pay its related tax-exempt variable rate bonds, tax risk is the risk that a change in marginal tax rates – or another change in the tax code – will make the Port's tax-exempt variable rate bonds less attractive, resulting in a divergence between the taxable LIBOR rate received and the tax-exempt rate the Port pays. The Office of Finance will need to document tax risk for a contemplated swap transaction as part of the approval process.

Rollover Risk — Rollover risk is the risk that the swap contract is not coterminous with the related bonds. In the case of the synthetic fixed-rate debt structure, rollover risk means that the issuer would need to re-hedge its variable rate debt exposure upon swap maturity and incur re-hedging costs. The Port can mitigate rollover risk by closely monitoring the interest rates and by having guidelines in place to extend the swap or enter into a new swap if the rates drop.

Reporting Requirements

The Annual Financial Report the Port of Tacoma prepares and presents to the Commission will include the status of all swap agreements. The report shall include a list of all swaps with notional value and interest rates, a list of counterparties and their respective credit ratings, and other key terms.

Each quarter, the Port will revalue the net asset or liability exchange market position. In addition, the Port will report this information in the consolidated monthly financial statements, in accordance with the Government Accounting Standards Board Statements. The Port of Tacoma's annual report will describe active derivative agreements and comply with all applicable General Accounting Standards Board (GASB) disclosure requirements.

Section VIII. Variable Rate Debt Guidelines

Overview

The municipal bond market has developed several vehicles that allow municipalities to borrow at variable interest rates, including variable rate demand obligations, commercial paper, and auction rate securities. These products are structured

Counterparty Long-Term Debt Rating (lowest prevailing rating from S & P's/ Moody's)	Maximum Cumulative Mark-to-Market Value of Swaps Owed to System by Counterparty (net of collateral posted)	Minimum Collateral % Required
AAA / Aaa	\$30 million	102%
AA+ / Aa1	\$20 million	102%
AA / Aa2	\$20 million	102%
AA- / Aa3	\$20 million	102%
A+ / A1 and below	-0-	102%

as a rolling series of short-term investments that are resold periodically, and therefore are priced at the short end of the yield curve at low interest rates. By accepting the risks inherent in variable interest rates, the Port of Tacoma, as the issuer, can take advantage of variable rates available on the current market.

Purpose

The Port may use variable interest rate debt instruments for the following purposes:

1. As a balance sheet management tool, offsetting the risks inherent in variable rate assets. The maintenance of variable rate debt liabilities in an amount equal to or less than the amount of variable rate assets prudently reduces the Port's risk of exposure to changes in interest rates. For example, the Port currently maintains significant exposure from variable rate assets in the form of the short-term investment of available cash, while a large portion of its liabilities are in the form of fixed-rated debt. When interest rates fall, the Budget experiences reduced revenues. Offsetting this exposure with variable rate liabilities would serve to hedge against such interest rate risk. The Chief Financial Officer will provide an analysis of asset and liability balance and include it in its report to the Executive Office and/or Commission when recommending variable rate debt.

To achieve an expected lower net cost of borrowing with respect to the Port's debt by accepting a limited level of interest rate risk. Since the inception of municipal variable rate products in the early 1980s, variable interest rates have borne an average rate that is substantially below the average for fixed rates. Accordingly, issuers who have accepted variable rate risk have experienced reduced costs of borrowing. One of the goals of these guidelines is to define a prudent range of risk exposure.

As a tool for interim financing. Since the expectations of variable-rate investors are, by their nature, short-term, the Port can redeem variable rate debt at short notice without any penalty in the form of a call premium or higher initial interest rates. This feature makes variable-rate debt a preferred tool for financing projects for which a prepayment or restructuring is a high probability. The Port can issue certain variable

rate products, such as commercial paper to finance current construction. This method can reduce the long-term cost of construction financing. Often, the Port will refund commercial paper with a long-term financing option when the project is completed.

Criteria for Use of Variable Rate Debt

The following criteria set forth the Port of Tacoma's practice for using variable rate debt. Any staff recommendation for the use of variable rate debt should consider these criteria.

Balance sheet risk mitigation: To determine the appropriate amount of variable rate debt the Port should issue for risk mitigation purposes, decision makers should consider the following factors, depending upon the basis of the fund or funds that will be repaying the debt:

- o The historic average of cash balances analyzed over the course of several prior fiscal years.
- o Projected cash balances based on known demands on a given fund and on Port fund balance guidelines.
- o Any basis risk, such as the difference in the performance or duration of the Port's investment vehicle compared with the variable rate debt instrument the Port would use.

Risk exposure: It may be appropriate for the Port to accept a moderate exposure to interest rate risk to benefit from what has been the historic out-performance of the variable rate market. The risk exposure analysis should be performed on the basis of "net" risk; that is, variable rate liability exposure net of any interest rate hedge provided by the availability of cash or risk mitigation tools such as interest rate swaps. Net variable rate exposure does not include outstanding commercial paper or other interim funding vehicles.

Interim financing: The Port will consider issuing commercial paper in connection with its major debt-financed construction programs.

Synthetic fixed rate: The Port may simultaneously issue variable rate debt and enter into corresponding swap agreements that have the effect of creating a net fixed rate obligation at a lower net interest cost

than the cost of issuing traditional fixed rate debt (while assuming increased risks (such as tax risk) and foregoing call features). The Port should consider the use of variable rate debt in those instances where the issuance of synthetic fixed rate debt is a viable and cost-effective alternative, subject to the provisions of the Port's swap guidelines.

Monitoring and Reporting

The Chief Financial Officer will manage the Port of Tacoma's variable rate programs, including:

1. Whether balances remaining at the end of the fiscal year, accruing from actual interest rates lower than those assumed in the Budget process, will be reserved for future interest rate stabilization or otherwise applied for interest rate management.

The performance of the individual remarketing agents as compared to other remarketing agents, other similar programs and market indices.

The factual circumstances, such as balance sheet factors or the relative amount of debt that supported the original issuance of variable rate debt.

Responsibility for reflecting variable rate debt in accordance with Generally Accepted Accounting Principles (GAAP) and with rules promulgated by the General Accounting Standards Board (GASB).

Section IX. Other Guidelines

Refunding Savings Thresholds

The Port will conduct refunding transactions in accordance with the Refunding Bond Act, chapter 39.53 RCW. Unless otherwise justified, the Port will refinance debt to achieve savings as market opportunities arise.

Unless otherwise justified, an "advance refunding" transaction whether accomplished conventionally or through a swap arrangement will require a present value savings of three percent of the principal amount of the refunding debt being refunded.

A "current refunding" transaction will not be subject to a minimum savings threshold.

Selection of maturities to be refunded — unless otherwise justified, all callable maturities of an issue will be included in a refunding.

Evaluating Capital Investment Plan Spending

The Port of Tacoma shall integrate its debt issuance with its Capital Investment Plan (CIP). Prior to each meeting of the finance team to discuss the need for debt financing, the Chief Financial Officer shall report to the Port Commission the status of spending of the capital budget and any proposed debt funding. The report shall include:

- Projected capital funding requirements, collected from the primary capital budget project managers;
- Projected near-term financing needs;
- Projected near-term available resources, including cash, and bond proceeds; and
- An analysis showing the impact of the proposed financing on cash flows.

Modeling the Impact of Capital Investment Plan Needs

The Port shall develop and maintain a capital finance model to evaluate the impact of capital program spending, operations and maintenance costs, and debt service on its financial condition. To that end, the Chief Financial Officer shall oversee the ongoing maintenance of quantitative modeling that includes, but is not limited to, the following:

- Historic and projected cash flows for capital and operating expenditures;
- Historic and projected fund balances;
- Historic and projected debt service coverage; and
- Projected revenue requirements.

Debt Database Management

The Port shall maintain complete information on its outstanding debt portfolio in a database format. The information in the database shall include, but not be limited to, the following:

- Issue Name
- Initial Par Amount of the Issue
- Dated Date and Sale Date of the Issue
- Purpose of the Issue

- Security Type (Fixed or Variable) of the Issue
- Issue Type (New Money or Refunding) of the Issue
- Sale type (Competitive or Negotiated) of the Issue
- TIC, Arbitrage Yield, Average Life, and Underwriting Discount of the Issue
- Underwriter(s) of the Issue
- Principal Amounts by Maturity
- Principal Amounts Outstanding by Maturity
- Coupon Rate and Coupon Type (Current Interest or Zeros) by Maturity
- Original Yield and Original Price by Maturity
- Interest Payment Frequency by Maturity
- First Interest Payment Date by Maturity
- Call Provisions by Maturity
- Sinking Provisions by Maturity
- Credit Enhancement, if any, by Maturity

Accounting for the Issuance of Debt

The Port of Tacoma shall account for the issuance of debt using generally accepted accounting principles (GAAP) as established by the Governmental Accounting Standards Board (GASB) and applicable statutes, rules and regulations of the State of Washington.

Appendix A Bond Indebtedness and Debt Service Requirements

Projected as of 12/31/19

Debt Instrument	Due Date	--- 2020 Debt Service Payments ---			Outstanding 12/31/2020*
		Principal	Interest	Total	
General Obligation Bonds:					
2016 G.O. Bonds	06/01/20		\$210,354		
	12/01/20	\$3,431,000	\$210,354	\$3,851,709	\$18,075,000
2016A G.O. Bonds	06/01/20		\$2,435,025		
	12/01/20	\$0	\$2,435,025	\$4,870,050	\$106,155,000
2017 G.O. Bonds	06/01/20		\$282,439		
	12/01/20	\$760,000	\$282,439	\$1,324,878	\$17,910,000
TOTAL G.O. BONDS		\$4,191,000	\$5,855,636	\$10,046,636	\$142,140,000
Revenue Bonds:					
2008 Subordinate Refunding*	06/01/20				
	12/01/20	\$3,080,000	\$946,335	\$4,026,335	\$59,150,000
2008B Subordinate Revenue*	06/01/20				
	12/01/20	\$0	\$1,857,998	\$1,857,998	\$122,180,000
2014A Senior Refunding	06/01/20		\$54,599		
	12/01/20	\$2,159,200	\$54,599	\$2,268,398	\$2,208,729
2014B Senior Refunding	06/01/20		\$332,456		
	12/01/20	\$2,440,000	\$332,456	\$3,104,913	\$23,635,000
2016A Senior Refunding	06/01/20		\$871,925		
	12/01/20	\$0	\$871,925	\$1,743,850	\$36,535,000
2016B Senior Revenue and Refunding	06/01/20		\$2,530,131		
	12/01/20	\$630,000	\$2,530,131	\$5,690,263	\$101,170,000
2019A Senior Refunding	06/01/20		\$865,750		
	12/01/20	\$2,335,000	\$865,750	\$4,066,500	\$32,295,000
2019A Subordinate Refunding*	06/01/20				
	12/01/20	\$0	\$579,617	\$579,617	\$38,115,000
Net Swap Interest			\$5,733,636	\$5,733,636	
Direct Purchase/LOC Fees			\$1,163,831	\$1,163,831	
TOTAL REVENUE BONDS		\$10,644,200	\$19,591,140	\$30,235,340	\$415,288,729
Commercial Paper		\$0	\$374,792	\$374,792	\$25,000,000
TOTAL ALL EXISTING BONDS**		\$14,835,200	\$25,821,568	\$40,656,768	\$582,428,729

* Variable rate debt paid monthly. The numbers provided are estimated total annual interest payments.

Appendix B Port of Tacoma Statutory Budget

Introduction

The statutory budget as defined in RCW 53.35.010 is to portray “the estimated expenditures and the anticipated available funds from which all expenditures are to be paid.”

As a cash budget, the Statutory Budget shows “the estimated expenditures and the anticipated available funds from which all expenditures are to be paid” and is not used as an operating budget.

The “port commission may adopt by resolution one or more supplemental budgets at any time during the fiscal year” (RCW 53.35.050). The function of controlling and managing the operations of the Port is accomplished with the Operating Budget.

The Preliminary Statutory Budget was provided to the Ports Commissioners and made available to the general public as required by law (RCW 53.35.010 and RCW 53.35.045).

Notice of the Public Hearing, with an announcement stating that copies of the preliminary budget are available for distribution to any interested persons, are published no less than nine days and no more than twenty days prior to the date of the hearing as required by law (RCW 53.35.020 and RCW 53.35.045). The Notices are published in the Tacoma News Tribune, The South Pierce County Dispatch, and The Daily Index.

The final statutory budget must be filed with the Pierce County Council by November 30th of each year.

Port of Tacoma Statutory Budget

<i>(\$ Thousands)</i>	2020
Beginning Cash & Investments	<u>\$218,191</u>
<u>Projected Sources of Funds</u>	
Revenues	\$60,114
Expenses	(21,235)
Memberships	(321)
Promotional hosting POT	(69)
Promotional hosting NWSA (POT share)	(101)
Funds Provided by Operations	<u>38,388</u>
Interest Income	12,087
NWSA Depreciation Cash	7,694
Other, Net	479
Other Contributions	5,500
Ad valorem tax revenue (net)	23,115
Projected Sources of Funds	<u>\$87,263</u>
<u>Projected Uses of Funds</u>	
Investment in Northwest Seaport Alliance	62,005
Debt Payments - GO Bonds	10,047
Debt Payments - Revenue Bonds	30,235
Debt Payments - Commercial Paper	375
Capital Spending - Planned Projects	32,001
Projected Uses of Funds	<u>\$134,663</u>
<u>Projected Borrowing</u>	
Commercial Paper Borrowing	0
Total Borrowing	<u>\$0</u>
Projected Ending Cash & Investments	<u><u>\$170,791</u></u>

Appendix C Port Memberships

Overview

The Port and port staff are members of several organizations. The Port believes that participating in these partnership organizations plays a key role in advancing the Port's business objectives and ensures Port staff is knowledgeable and productive.

Port Authority Organizations

These memberships assist the Port's lobbying efforts on both the state and national levels and keep staff informed about major issues and developments that affect Port operations. Membership with the Washington State Public Ports Association remains with the home ports, while membership with the American Association of Port Authorities is now managed by the NWSA.

Economic Development Organizations

Economic development is a major part of the Port's mission. For that reason, the Port maintains memberships and works closely with a variety of economic development groups. These memberships help strengthen the Port's visibility throughout the world through trade missions, trade shows and other activities.

Regional Organizations

Memberships in regional organizations demonstrate the Port's commitment to trade on a statewide and regional basis.

Industry Associations and Professional Organizations

These associations and organizations ensure that staff obtains the latest in technical development by taking advantage of meetings, networks and special programs offered by them.

Trade Promotion Organizations

These memberships give the marketing and sales staff important contacts and current industry trade information that enhances the Port's overall marketing efforts.

Community Service Groups

The Port maintains memberships in these groups as part of its effort to build better community relations, to work more effectively with the business people and to ensure that the Port's interests and concerns are addressed in the community.

Annual Port Memberships & Personnel Memberships (estimated)

Organization	Annual Dues
WA Public Port Association	\$215,000
Puget Sound Regional Council	51,000
Tacoma/Pierce County Chamber	25,000
All Other Memberships	30,260
Total Port Memberships	\$321,260

Summary

Three Port memberships represent more than 90% of the membership budget for 2020. These memberships assist the Port with policy and economic development initiatives.

Washington Public Ports Association

Washington Public Ports Association promotes the interests of the state's port community through effective government relations, ongoing education, and strong advocacy programs.

Puget Sound Regional Council

The Council brings the central Puget Sound counties (King, Kitsap, Pierce and Snohomish), cities, towns, ports, tribes, transit agencies to work together to develop policies and make decisions about regional issues. The Council works with local government, business and citizens through three major activities: building the region's growth strategy; comprehensive long-range transportation planning; and advancing the area's economic strategy.

Tacoma – Pierce County Chamber of Commerce

The Chamber enables individuals and businesses to make a difference in their community by having its membership focused and involved in top civic,

business, and social priorities. The Chamber strengthens and nurtures the ties between businesses and communities as they are dependent on each other for success.

Appendix D Budget Calendar

			Current Year					Budget Year							
Task	Start	Duration	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	
NWSA Budget			Jul	18 Weeks											
Goals, Priorities, Key Projects & assumptions	Jul	4 Weeks													
Capital Budget	Aug	7 Weeks													
Staffing Plan	Aug	7 Weeks													
Department Budgets	Sep	3 Weeks													
Revenue and Expense Budgets	Sep	3 Weeks													
Public Presentations	Oct	3 Weeks													
Port of Tacoma Budget			Jul	23 Weeks											
Goals, Priorities, Key Projects & assumptions	Jul	4 Weeks													
Capital Budget	Aug	7 Weeks													
Staffing Plan	Aug	7 Weeks													
Department Budgets	Sep	3 Weeks													
Tax Levy	Sep	12 weeks													
Revenue and Expense Budgets	Sep	3 Weeks													
Combine with NWSA	Sep	6 Weeks													
Public Presentations	Nov	3 Weeks													
Submit Final Budget and Tax Levy to County	1-Dec														
Port of Tacoma Midyear Update															
Program Budget	May	3 Weeks													
Revenue and Expenses	May	2 Weeks													
Public Presentation	Jun	30-Jun													

Budget Processes: The Creation of the Detailed 5-Year Budget Forecast

Goals, Priorities, Key Projects and Assumptions:

This process defines the goals and priorities that need to be addressed in the Port's operating and capital budgets. Assumptions concerning the macro-economic conditions, as well as customer specific issues are determined in this phase.

Capital budget: This process identifies the Port's investments in capitalized and expensed projects necessary to achieve the Port's goals and priorities.

Staffing Plan: This process includes identifying alternatives to staffing changes as well as the financial impact of any proposed staffing changes.

Department Budgeting: The detailed budgeting process for departments, excluding costs directly associated with revenue, includes such items as travel, training, office supplies, outside services, utilities, and other expenses.

Tax Levy: The process of identifying the levy desired to cover General Obligation bond debt service (principal and interest) as well as additional levy for infrastructure and environmental projects.

Revenue and Expense Budget: The detailed revenue and associated revenue based expenses for the Port. Includes lease revenue and volume driven revenue from Port owned cranes and straddle carriers, as well as volume driven revenue from Port operated terminals, and the auto and intermodal lines of business. Expenses include utilities and costs associated with providing the volume driven services.

Public Presentations and Hearings: The Port has three scheduled public meetings to review the details of the tax levy, and capital and operating budgets. The Port has additional information available for the Citizens of Pierce County including a one hour presentation called Port 101 that gives an overview of Port operations and the budgeting process.

Midyear Update: The midyear update only focuses on revising the capital budget and the revenue and revenue driven expenses for the current year and the next four years. Departmental budgets are not updated, nor are there changes to the tax levy.

Appendix E Glossary of Terms

Accrual – Adjustment made to reflect when a receipt or disbursement occurs, not when it is received.

Ad Valorem Tax – A tax which varies based on the value of the property on which it is levied.

Allocation – The distribution of expenses based on set criteria (volume, hours, etc.). Used as an internal costing methodology.

Arbitrage – The simultaneous purchase and sale of similar commodities in different markets to take advantage of a price discrepancy.

Assessed Value– The County Assessors valuation set upon real estate and personal property as a basis for levying taxes. In the State of Washington, assessed value may not always be the true and fair market value. RCW 84.04.020 and RCW 84.04.030.

Balanced Budget – The Port of Tacoma defines “balance budget” as Total revenues are sufficient to cover operating expenses for the budget year and to offset the cost of capital investment (depreciation) and anticipated debt costs for any planned future capital investments.

Banking Capacity – The amount of money still available under the Port’s legal levy limit. The difference between the highest lawful levy that could have been made and the actual levy imposed.

Beneficial Cargo Owner – (BCO) refers to the importer of record, who physically takes possession of cargo at destination.

Berth – (verb) To bring a ship to a berth. (noun) The wharf space where a ship docks. A wharf may have two or three berths, depending upon the length of incoming ships.

Bond Users’ Clearinghouse – A collection of information regarding the identity, amount, type and cost of municipal bonds being issued. The bond users’ clearinghouse serves as an information source for local governments regarding the municipal bond market and as a public record of municipal bond issues. (WAC 365-130-010).

Breakbulk Cargo – Non-containerized general cargo stored in boxes, bales, pallets or other units to be loaded onto or discharged from ships or other forms of transportation. Examples include iron, steel, machinery, linerboard and wood pulp.

Brownfield – A parcel of industrial or commercial property that is abandoned or underused; it is often environmentally contaminated; considered as a potential site for redevelopment.

Bulk Cargo – Loose cargo (dry or liquid) that longshoreman load (shovel, scoop, fork, mechanically convey or pump) in volume directly into a ship’s hold; e.g., grain, coal and oil.

Cant – After a log is debarked, the sawyer cuts off the rounded slab or outside portion of the log. The remaining square or rectangular portion of the log is called a cant. Lumber is cut from the cant.

Capacity – The available space for, or ability to handle, freight.

Capital Budget (CB) – A detailed plan of proposed expenditures arising from the acquisition or improvement of fixed assets and the means of financing them.

Cargo – The freight (goods, products) carried by a ship, barge, train, truck or plane.

Carrier – An individual, partnership or corporation engaged in the business of transporting goods or passengers.

Conditional Sales Contract – Contracts for the sale of property where the buyer has possession and use, but the seller retains title until the conditions of the contract have been fulfilled.

Conduit Financing – Conduit financing is the issuance of debt by an entity for the benefit of another party. The conduit is the nominal issuer of the debt; however, repayment of the debt is secured by obligations of the third party and/or credit enhancers. Most conduit financings in the United States are designed to permit a non-public party to access federally tax-exempt financing.

Container – A steel box used to transport cargo by ship, rail, truck or barge. Common dimensions are 20' x 8' x 8' (called a TEU or twenty-foot equivalent unit) or 40' x 8' x 8' (called an FEU). Variations are collapsible containers, tank containers (for liquids) and "rag tops" (open-topped containers covered by a tarpaulin for cargo that sticks above the top of a closed box). In the container industry, containers are called boxes.

Container Crane – Usually, a rail-mounted gantry crane located on a wharf for the purpose of loading and unloading containers on vessels.

Container Freight Station – The facility for stuffing and stripping a container of its cargo, especially for railroad movement.

Container Terminal – A specialized facility where ocean container vessels dock to discharge and load containers, which is equipped with cranes with a safe lifting capacity of 35-40 tons and booms able to reach 120 feet to access the outside cells of vessels. Most such cranes operate on rail tracks and have articulating rail trucks on each of their four legs. This enables them to traverse along the terminal, working various bays on the vessel and allowing more than one crane to work a single vessel simultaneously.

Contribution Margin – Operating margin minus depreciation.

Counterparty – A participant in a swap or other derivative agreement that exchanges payments based on interest rates or other criteria with another counterparty.

Debt Service – The series of payments of interest and principal required on debt over a given period.

Demurrage – A penalty assessed when cargo is not moved off a wharf before the free time allowance ends.

Departmental Expenses – Individual department expenses based on criteria each department sets.

Depreciation – A non-cash item that represents the use of long-term assets. Port assets are given a useful life when they become active, and each year some of that useful life is used up or depreciated.

Derivative – A derivative is a financial arrangement whose returns are limited to, or derived from, some underlying published index, interest rate, or rate of exchange, stock, bond, currency or other asset.

Dock – (verb) To bring in a vessel to tie up at a wharf berth. (noun) A dock is a structure built along, or at an angle from, a navigable waterway so that vessels may lie alongside to receive or discharge cargo.

Dockage – A port authority charge for the length of water frontage used by a vessel while tied up at a wharf.

Draft – The depth of a loaded vessel in the water taken from the level of the waterline to the lowest point of the hull of the vessel; depth of water or distance between the bottom of the ship and waterline.

Drayage – Transport by truck for short distances; e.g. from wharf to warehouse.

Dredge – (noun) A waterborne machine that removes unwanted silt accumulations from the bottom of a waterway. (verb) The process of removing sediment from harbor or river bottoms for safety purposes and to allow for deeper vessels.

Dry Bulk – Minerals or grains stored in loose piles moving without mark or count. Examples are potash, industrial sands, wheat, soybeans and peanuts.

Dunnage – Wood or other material used in stowing ship cargo to prevent movement.

Duty – A government tax on imported merchandise.

Elevator – A complex that includes storage facilities, computerized loading, inspection rooms and docks to load and unload dry bulk cargo such as grain or green coffee.

Enterprise Fund – An Enterprise fund is used to account for operations that are financed and operated in a manner similar to private business enterprises.

Equity – The excess of assets over liabilities.

External Financing – Financing through the issuance of debt or equity.

Foreign Trade Zone (FTZ) – Known in some countries as a free zone, a foreign trade zone (FTZ) is

a site within the United States (in or near a U.S. Customs port of entry) where foreign and domestic goods are held until they are ready to be released into international commerce. If the final product is imported into the United States, duties and taxes are not due until the goods are released into the U.S. market. Merchandise may enter a FTZ without a formal Customs entry or the payment of Customs duties or government excise taxes. In the zone, goods may be stored, tested, sampled, repackaged, cleaned or relabeled, combined with other products, repaired or assembled.

Freight – Merchandise hauled by transport lines.

GASB 87- It establishes a single model for lease accounting. While financial statement changes will be significant there will be no net effect on P&L.

Gantry Crane – Track-mounted, shoreside crane used in the loading and unloading of breakbulk cargo, containers and heavy lift cargo.

General Central Peninsula – The portion of the Port of Tacoma bounded by the Sitcum and Blair Waterways containing Husky and TCT Terminals and the North Intermodal rail yard.

General Cargo – Consists of both containerized and breakbulk goods, in contrast to bulk cargo. See breakbulk, container, bulk, dry bulk). General cargo operations produce more jobs than bulk handling.

General Obligation (G.O.) Bond – A debt obligation payable from all legally available resources of the issuer. Most debt that is denominated as a "general obligation" is issued by governmental units with taxing power.

Governmental Project – A project that creates something that is available to, and is undertaken for, the benefit of all citizens. Examples include transportation and environmental projects.

Grain Elevator – Facility where bulk grain is unloaded, weighed, cleaned, blended and exported.

Grand Alliance – A vessel-sharing alliance, including Hamburg Süd, Hapag-Lloyd, NYK Line, and Orient Overseas Container Line

Gross Tonnage – The sum of container, breakbulk and bulk tonnage.

Harbor – A port of haven where ships may anchor.

Heavy Hauler – A truck equipped to transport unusually heavy cargoes (steel slabs, bulldozers, transformers, boats, heavy machinery and others).

Heavy Lift – Very heavy cargoes that require specialized equipment to move the products between ship, truck, rail, barge and/or terminals. This heavy lift machinery may be installed aboard a ship designed specifically for such transport. Shore cranes, floating cranes and lift trucks also may be adapted for such heavy lifts.

Hedge – A transactional option to reduce exposure to market fluctuations.

Highest Lawful Levy (HLL) - The highest levy a district could have levied since 1985.

Installment Sales Contract – A contract providing for a buyer to purchase a property by making installment payments to a seller.

Interchange – Point of entry/exit for trucks delivering/picking up containerized cargo.

Interest Rate Swap (or "Swap") – A transaction in which two parties agree to exchange future net cash flows based on predetermined interest-rate indices calculated on an agreed notional amount. The swap is not a debt instrument, and there is no exchange of principal.

Intermodal – Movement of freight using a combination of transportation modes, i.e. truck, rail, ocean or air transportation.

ISDA Master Agreement – The ISDA (International Swaps and Derivatives Association) Master Agreement is the basic governing document that serves as a framework for all interest rate swap, swap enhancement and derivative transactions between two counterparties. Standard throughout the industry, it is typically negotiated once prior to the first transaction and remains in force for all subsequent transactions.

Landlord Port – At a landlord port, the port authority builds the wharves, which it then rents or leases to a terminal operator (usually a stevedoring company). The operator invests in cargo-handling equipment (forklifts, cranes, etc.), hires longshore laborers to

operate such lift machinery and negotiates contracts with ocean carriers (steamship services) to handle the unloading and loading of ship cargoes. (See also – operating port.)

Letter of Credit – A commitment by a bank for the benefit of a third party (the account party) to make payments to an identified beneficiary under terms set forth in the letter of credit.

LIBOR – The London Interbank Offered Rate at which banks borrow funds from other banks. It is a commonly used benchmark for interest rate transactions ranging from one month to one year.

Lien – A legal claim against a property to secure an obligation.

Local Improvement District (LID) – A financing mechanism whereby specially benefited properties are assessed the costs of constructing public improvements.

Maintenance of Way (often abbreviated as M of Way, MOW or MW) – Refers to the maintenance of railroad rights of way. It can include procedures from the initial grading of the right of way to its general upkeep and eventual dismantling.

Maritime – (adjective) Located on or near the sea. Commerce or navigation by sea. The maritime industry includes people working for transportation (ship, rail, truck and towboat/barge) companies, freight forwarders and customs brokers, stevedoring companies, labor unions, chandlers, warehouses, ship building and repair firms, importers/exporters, pilot associations, etc.

Metric Ton- A metric ton equals 1,000 kilograms or 2204.6 pounds.

Millage – The tax levy rate on property, expressed in mills per dollar value of the property or per 1,000 of the county's assessed value.

Mitigation – Strategies, policies and activities that serve to avoid, minimize, rectify or compensate for the impacts to, or disruption of, elements of the human and natural environment.

Municipal Separate Storm Sewer System – (MS4) Public entities that own or operate a MS4 system that are designed to reduce the amount of sediment and

pollution that enters surface or ground water from the storm sewer system.

Net Income – Income from operations after all expenses have been deducted from operating revenues. The excess of revenues over outlays in a given period of time.

Net Position – The statement of revenues, expenses and changes in net position is a report indicating whether an organization's financial condition has improved or declined as a result of the year's activities. Changes in net position are reported as the underlying events occur, regardless of the timing of related cash flows.

Non-Operating Expenses – Cost or charges that do not arise from the normal operation of business.

Non-Operating Revenues – Revenues that do not result from the normal operation of business.

Non Vessel Operating Common Carrier – (NVOCC or NVO) A freight forwarder is a person company that organizes shipments for a corporation to get goods from a manufacturer to a final point of distribution.

Notional Amount – The size of the interest rate swap and the dollar amount used to calculate interest payments.

Operating Income – Operating revenues minus operating expenses.

Operating Expenses – Cost or charges that arise from the normal operation of business (operating, maintenance and administrative expenses).

Operating Port – At an operational port, the port authority builds the wharves, owns the cranes and cargo-handling equipment and hires the labor to move cargo in the sheds and yards. A stevedore hires longshore labor to lift cargo between the ship and the dock where the port's laborers pick it up and bring it to the storage site.

Operating Revenues – Gross earnings or billings from operations that results from facilities and/or equipment leased or operated.

Panamax – Ships are of the maximum dimensions that will fit through the locks of the Panama Canal.

Payment Agreement – A written agreement that provides for an exchange of payments based on interest rates for ceilings or floors on these payments, for an option on these payments, or any combination, entered into on either a current or forward basis.

Pier – Area alongside the water that contains the pilings. There are usually one or more berths per pier.

Port – This term is used both for the harbor area where ships are docked and for the agency (port authority), which administers use of public wharves and port properties.

Port-of-Call – Port where a ship makes a stop along its itinerary. Calls may range from five to 24 hours. Sometimes referred to as transit port and destination port.

Project Cargo – The materials and equipment to assemble a special project overseas, such as a factory or highway.

Railyard – A rail terminal where traditional railroad activities for sorting and redistribution of railcars and cargo occur.

RCW – Revised Code of Washington.

Revenue Bonds – A type of borrowing, which is repaid from a special fund into which the issuer pledges to deposit all or a fixed proportion of an identified source of revenues.

Seaport Alliance – The Port of Tacoma and Port of Seattle plan to unify the management of the ports' marine cargo terminals and related functions under a single Seaport Alliance in order to strengthen the Puget Sound gateway and attract more marine cargo for the region.

SEC RULE 15c2-12 – A rule promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 setting forth certain obligations of underwriters to receive, review and disseminate official statements prepared by issuers of most primary offerings of municipal securities, to obtain continuing disclosure agreements from issuers and other obligated persons to provide material event disclosures and annual financial information.

Service & Facilities – Care, custody, count and control of the cargo while it is on the terminal.

Short Ton – A short ton equals 2,000 pounds.

SIFMA Index – The Securities Industry and Financial Markets Association Municipal Swap Index, the principal benchmark for the floating rate payments for tax-exempt issuers. The index is a national rate based on a market basket of high-grade, seven-day, tax-exempt, variable-rate bond issues.

Special Assessment Bond – A bond payable from special assessments levied against property within an area that is specially benefited by the public improvement being financed with the bond.

Special Revenue Bond – Any bond, note, warrant, certificate of indebtedness or other obligation for the payment of money issued by a public body that is payable from designated revenue source (as opposed to the general revenues of the issuer).

Steamship Line – A steamship (ocean carrier) service running on a particular international route.

Stevedores – Labor management companies that provide equipment and hire workers to transfer cargo between ships and docks. Stevedore companies also may serve as terminal operators. The laborers stevedoring firms hire are called longshore workers.

Straddle Carrier – Motorized container terminal equipment that runs on rubber tires and straddles a single row of containers. It is used to move containers around the terminal, transports containers to and from the transtainer and load/unload containers from truck chassis.

Straight Line Depreciation – A method of computing depreciation by dividing an asset's cost by the number of years it is expected to be used.

Swap Agreement (SWAP) – A contract between two parties that exchange a series of fixed rate and variable rate interest payments over an agreed period of time. No principal amount is exchanged.

Tariff – Schedule, system of duties imposed by a government on the import/export of goods; also, the charges, rates and rules of a transportation company as listed in published industry tables.

Tax Levy – The total amount of dollars that government entities need from taxpayers to provide governmental programs and services next year.

Terminal – The place where longshoremen handle cargo (also called a wharf).

Transit Shed – The short-term storage shed on a wharf that is designed to protect cargoes from weather damage.

True Lease – A contract that qualifies is considered as a “lease” under generally accepted accounting principles (as opposed to a lease that constitutes a “financing agreement” because of its terms). The regulations under the Internal Revenue Code also include criteria for classification of leases as “true leases” as opposed to “capital leases.”

TEU – A unit of measurement equal to the space occupied by a standard twenty foot container unit. Used in stating the capacity of container vessel or storage area. One 40-foot container equals two TEUs.

TWIC – Transportation Worker Identification Credential: A tamper-resistant biometric identification card system established through the U.S. Congress Maritime Transportation Security Act (MTSA) and administered by the Transportation Security Administration (TSA) and U.S. Coast Guard.

Vessel – A ship or large boat.

WAC – Washington Administrative Code. State agency rules and regulations that implement state law.

Warrant – A type of security that entitles the holder to buy a proportionate amount of common stock or preferred stock at a specified price for a period of years. Warrants are usually issued together with a loan, bond or preferred stock and act as sweeteners to enhance the marketability of the accompanying securities. They also are known as stock-purchase warrants and subscription warrants. In the State of Washington, the term warrant also means the instrument that the state and municipal corporations use to make payments. The governmental entity issues a warrant in satisfaction of its monetary obligations.

Wharf – A landing for docking, loading and unloading ships.

Wharfage – Space rental for having cargo on the real estate called “wharf” (includes no labor).

Yard – A system of tracks with a certain area used for making up trains, storing cars, placing cars to be loaded or unloaded and other activities.

Appendix F Acronyms and Abbreviations

Admn	Administration	GA	Grand Alliance
AEI	Automated Electronic Interchange	G.O.	General Obligation (Bond)
ANWR	Arctic National Wildlife Refuge	GAAP	General Accepted Accounting Principles
ARRA	American Reinvestment and Recovery Act	GASB	Gov't Accounting Standards Board
AWC	Auto Warehouse Company	GCP	General Central Peninsular
BHP	Blair Hylebos Peninsular	GDP	Gross Domestic Product
BNSF	BNSF Railway	GFOA	Gov't Finance Officers Association
BPA	Bonneville Power Administration	Gov't	Government
CB	Capital Budget	HIM	Hyundai Intermodal Yard
CBN/T	Commencement Bay Nearshore/Tideflats	HR	Human Resources
CDF	Confined Disposal Facility	ICT	International Container Terminals
CFS	Container Freight System	IDD	Industrial Development Districts
CIP	Capital Investment Plan	ILWU	International Longshore and Warehouse Union
CHB	Citizens for a Healthy Bay	IT	Information Technology
CMS	Contract Management System	ITOS	Intermodal Terminal Operating System
CPC	Central Point of Coordination	ITS	International Terminal Service
CPI	Consumer Price Index	JiIC	Joint Inland Infrastructure Committee
DHS	Department of Homeland Security	LAGS	Lincoln Avenue Grade Separation
EB1	East Blair Terminal 1	LEED	Leadership in Energy and Environmental Design
EBC	Earley Business Center	LIBOR	London Interbank Offered Rate
EBI	Earn Base Increase	LID	Low Impact Development
EDI	Electronic Data Interchange	LNG	Liquid Natural Gas
EPA	Environmental Protection Agency	LTCA	Local Toxics Control Account
FAST	Freight Action Strategy Corridor	MLLW	Mean Lower Low Water
FMS	Financial Management System	MTCA	Model Toxics Control Act
FPR	First Point of Rest	NIM	North Intermodal Yard
FTE	Full-Time Equivalent	NOI	Net Operating Income
FTZ	Foreign Trade Zone	NPDES	National Pollution Discharge Elimination System

NRDA	Natural Resources Damage Assessment	TECP	Tax Exempt Commercial Paper
NSCSA	National Shipping Company of Saudi Arabia	TEU	Twenty-Foot Equivalent Unit
NWB	Northwest Building	TOTE	Totem Ocean Trailer Express
NWSA	Northwest Seaport Alliance	TPU	Tacoma Public Utilities
OGT	Office of Grants and Training, administrator of Homeland Security Grants	TWIC	Transportation Worker Identification Credential
OSC	Operation Safe Commerce	UAO	Unilateral Administrative Order
OTIS-M	Off Tideflats Study and Modeling	UP	Union Pacific
PBC	Port Business Center	USDA	U.S. Department of Agriculture
PCT	Pierce County Terminal	UWT	University of Washington Tacoma
PDA	Public Development Authority	WPPA	Washington Public Ports Association
PIERS	Port Import Export Reporting Service	WRDA	Water Resources Development Act
PIM	Pierce County Intermodal Yard	WSDOT	Washington State Department of Transportation
PMA	Pacific Maritime Association	WTC	World Trade Center
POT	Port of Tacoma	WTO	World Trade Organization
PRP	Potentially Responsible Parties	WUT	Washington United Terminals
PSA	Puyallup Settlement Agreement		
RAMP	Regional Access & Mobility Project		
RCW	Revised Code of Washington		
ROA	Return on Assets		
ROD	Record of Decision		
ROI	Return on Investment		
SIFMA	Securities Industry and Financial Markets Association		
SIM	South Intermodal Yard		
SR 167	State Route 167		
SSA	Stevedoring Services of America		
ST	Short tons		
SWAP	Forward Starting payment Agreement		
T3	Terminal 3		
T4	Terminal 4		

Appendix G Cash Flow Forecast Assumptions

Budget Year (\$ Million)

Cash & investments at beginning of the budget year	\$218.2
Minimum cash & investments	\$66.6
Gross tax levy	\$23.2

Revenue Assumptions:

Container TEUs average growth percentage	2.5%
Intermodal lifts average growth percentage	1.3%
Breakbulk tonnage average growth percentage	4.0%
Autos average growth percentage	-2.0%
Interest income investment rate	1.66%-2.83%
Average tax levy growth rate	3.8%

Expense Assumptions:

Average annual inflation used for expenses	2.5%
Average annual Port labor Increase	3.0%
Borrowing rate for new fixed rate G.O. bond debt	2.42%-4.28%
Borrowing rate for new fixed rate revenue bond debt	2.62%-4.48%
Borrowing rate for new variable rate revenue bond debt	1.52%-1.02%
Term of new bond debt	30
Borrowing rate for Commercial Paper	1.35%-0.85%

Appendix H Minimum Amount of Cash and Investments on Hand

The Port has established an approach for determining the minimum amount of cash and investments on hand to meet its financial obligations during a period of adverse operating conditions that would substantially impair its revenue stream. It has based the components of this approach on prudent financial management considerations but has incorporated elements from bond covenants. The Port regularly reviews the components to ensure that the amount adequately meets the specified criteria.

The Port minimum cash below does not include the Port of Tacoma's contribution to the NWSA Working Capital. The Port has provided \$21.8 million to the NWSA Working capital as a 6 month reserve plus \$3.7 million for liquid working capital for a total contribution to NWSA from POT of \$25.5 million. Additionally, the Port of Seattle contributed \$25.5 million to the NWSA Working Capital for a total NWSA Working capital amount of \$51 million.

<u>Minimum Port of Tacoma Cash & Investments</u>	<u>(\$ Millions)</u>
Port cash and investments to cover 6 months operating expenses	\$10.9
Prorated revenue bond payments	2.5
Prorated G.O. bond payments	0.8
Revenue bond reserves	51.0
Industrial insurance reserve	0.4
Self insurance reserve	1.0
Minimum Port of Tacoma cash & investment balance	<u>\$66.6</u>

Appendix I Demographic and Economic Information

The Port operates within Pierce County. The City of Tacoma, the county seat of and largest city within the County, is located in the west-central part of Washington State near the southern tip of Puget Sound. It is the third largest-city in the state with a 2018 population of approximately 210,000 people.

Population: Pierce County and City of Tacoma

Year	Tacoma	Pierce County
2019	211,400	888,300
2018	209,100	872,220
2017	208,100	859,400
2016	206,100	844,490
2015	202,300	830,120
2014	200,900	821,300
2013	200,400	814,500
2012	199,600	808,200
2011	198,900	802,150
2010	204,200	814,600
2009	203,400	813,600

Source: Washington State Office of Financial Management; U.S. Census for 2010 figure, Estimate for 2019

Pierce County and City of Tacoma Taxable Retail Sales (\$ Thousands)

Year	Pierce County	City of Tacoma
2018	\$17,592,772	\$5,821,935
2017	\$16,081,078	\$5,465,164
2016	\$14,878,551	\$5,015,372
2015	\$13,846,294	\$4,641,369
2014	\$12,697,318	\$4,317,891
2013	\$12,089,378	\$4,280,299
2012	\$10,983,336	\$4,046,579
2011	\$10,428,906	\$3,826,546
2010	\$10,547,024	\$3,849,213
2009	\$10,397,773	\$3,815,491
2008	\$11,711,653	\$4,288,739

Source: Washington State Department of Revenue, Research Division

Pierce County and Washington State Median Household Income

Year	Pierce County	Washington State
2018 (1)	\$70,321	\$73,294
2017 (2)	\$65,517	\$69,288
2016	\$61,042	\$65,500
2015	\$59,566	\$63,439
2014	\$59,998	\$60,153
2013	\$57,238	\$57,284
2012	\$57,162	\$56,444
2011	\$56,114	\$55,500
2010	\$55,531	\$54,888
2009	\$56,555	\$55,479
2008	\$57,674	\$56,995

Source: Washington State Office of Financial Management

(1) Projected

(2) Preliminary Estimate

Tacoma Metropolitan Area (Pierce County) Resident Civilian Labor Force and Employment and Average Civilian Non-agricultural Wage and Salary Employment (1)

	2019 (1)	2018	2017	2016	2015
Resident Civilian					
Labor Force					
Employment	418,898	400,526	391,545	380,113	366,862
Unemployment	25,164	20,872	21,659	24,058	25,348
Total	444,062	421,398	413,204	404,171	392,210
Percent of Labor Force					
Unemployed	5.7%	5.0%	5.2%	6.0%	6.5%
Nonagricultural Wage and Salary Workers					
Natural Resources and Mining	300	300	300	300	300
Construction	28,500	25,600	24,100	22,200	20,200
Manufacturing	18,000	17,600	17,100	17,400	17,100
Total Goods Producing	46,800	43,500	41,500	39,900	37,600
Transportation, warehousing and utilities	18,200	19,000	19,600	13,900	13,800
Wholesale trade	13,700	13,300	12,700	12,600	13,000
Retail trade	36,000	36,600	35,700	40,600	36,200
Total Trade, Transportation, & Utilities	67,900	68,900	68,000	67,100	63,000
Information	2,600	2,500	2,600	2,700	2,900
Financial Activities	14,700	14,600	14,900	14,100	13,600
Professional and Business Services	37,200	34,400	31,600	29,800	29,600
Educational and Health Services	57,300	53,900	51,200	52,900	51,500
Leisure and Hospitality	33,500	34,000	32,300	31,200	31,500
Other Services	14,700	14,600	14,400	14,000	13,900
Government					
Federal	12,600	11,900	11,900	12,100	11,800
State	10,600	11,000	11,000	11,600	11,600
Local	34,100	34,400	33,900	35,000	34,100
Total Government	57,300	57,300	56,800	58,700	57,500
Total Nonagricultural Wage and Salary Workers	332,000	323,700	313,300	310,400	301,100

(1) Preliminary June 2018 Labor Categories,

Source: Washington State Employment Security Department

Columns may not add due to rounding

Appendix J Full-Time Personnel Schedule

	Port of Tacoma				NWSA				NWSA & POT			
	2018 Actual	2019 Budget	2019 Actual	2020 Budget	2018 Actual	2019 Budget	2019 Actual	2020 Budget	2018 Actual	2019 Budget	2019 Actual	2020 Budget
<i>As of September 30, 2019</i>												
Executive		1	1	1	12	12	12	13	12	13	13	14
Human Resources	3	4	3	3					3	4	3	3
External Affairs (Public Affairs & Communications)	7	8	7	9					7	8	7	9
Finance And Administration	47	52	49	52					47	52	49	52
Commercial Business	5	6	5	6	22	26	20	23	27	32	25	29
Operations	128	131	128	125	10	11	10	11	138	142	138	136
Facilities Development	23	25	22	25	9	9	8	9	32	34	30	34
Total	213	227	215	221	53	58	50	56	266	285	265	277

Notes:

The Port and/or the NWSA may choose not to hire up to the budgeted Full Time Equivalent Headcount

Port of Tacoma Average Compensation

The average wages for all Port Full Time Equivalent (FTE) employee is approximately \$102,202.

The 2020 budget includes the following:

- \$201,682 for annual pay increases for salaried employees starting April.
- \$23,727 for annual recognition paid to salaried employees in April.
- \$23,727 for marketplace adjustment for salaried employees during the year.
- Hourly employees will receive a 3% raise in April per contract.

Changes in Port of Tacoma Full Time Personnel

Human Resources: Eliminated recruiting manager position

External Affairs: Increased public affairs staff

Operations: Eliminated 3 positions that were approved in 2019 but not filled and correction of 2019 budget.

See the NWSA addendum for additional information on NWSA compensation and personnel.

PORT OF TACOMA

Administrative Offices

Street Address

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Mailing Address

P.O. Box 1837
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Phone: 253-383-5841

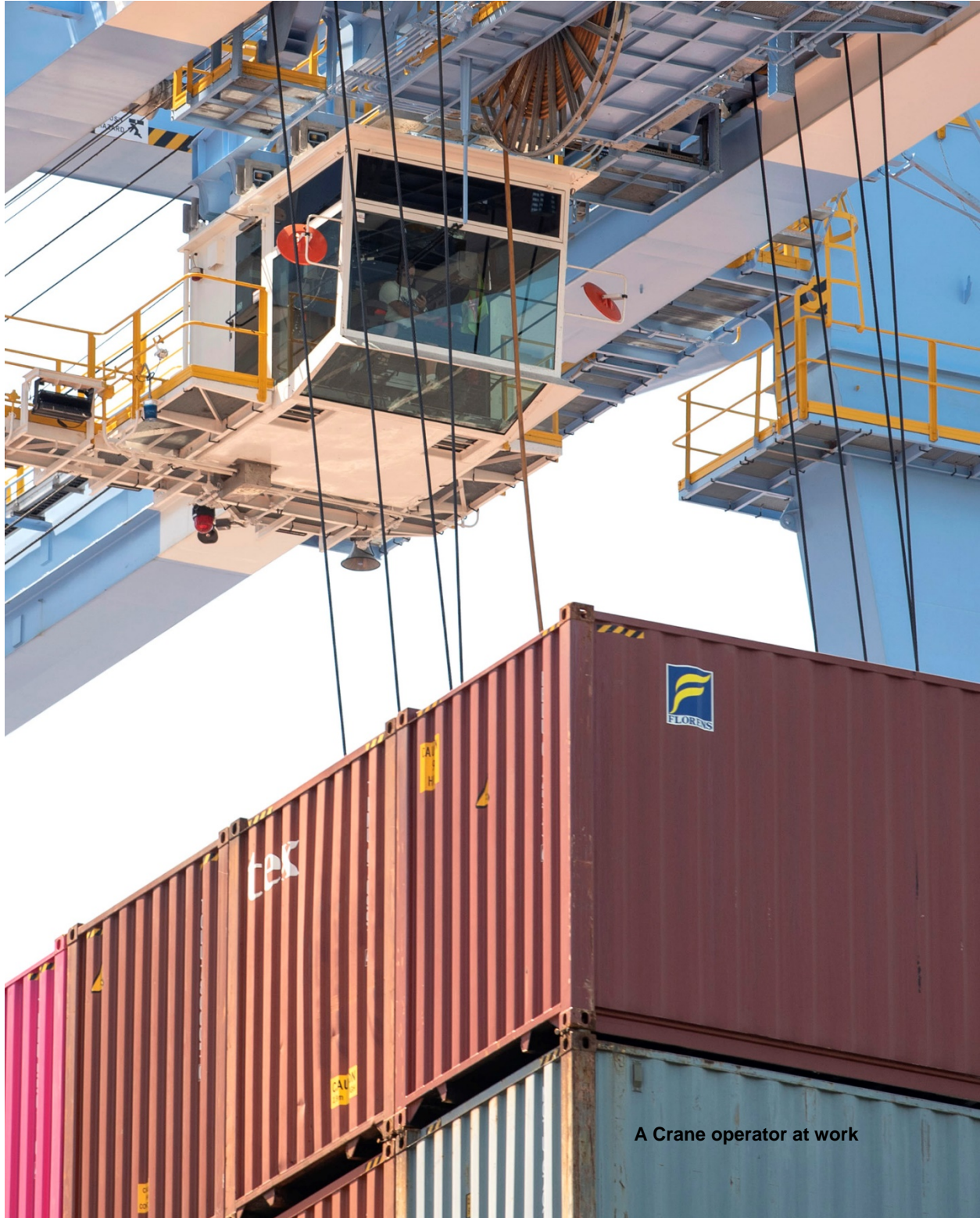
FAX: 253-593-4534

Website: www.portoftacoma.com



THE NORTHWEST
SEAPORT ALLIANCE

The Northwest Seaport Alliance 2020 Budget



A Crane operator at work

Operating Budget and Capital Investment Plan adopted:
November 12, 2019



In July 2019, Inbound Logistics magazine named The Northwest Seaport Alliance in its annual list of “Green 75” supply chain partners. This is the third consecutive year that the NWSA has been recognized for its environmental programs and commitment to sustainability. Although this recognition is the first for the alliance, both the Port of Seattle and the Port of Tacoma have been recognized individually for several years.



In August 2019, Logistics Management Magazine awarded The Northwest Seaport Alliance with a 2017 Quest for Quality award in the West Coast Port category. This is the second year that the NWSA has earned this award. The NWSA ranked second highest among U.S. West Coast ports in the magazine’s annual readership survey of transportation providers. Ports were evaluated on ease of doing business, value, ocean carrier network, intermodal network and operations. The NWSA was one of only four West Coast ports to earn the honor this year.

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To: Managing Members

Date: November 12, 2019

Subject: The Northwest Seaport Alliance Operating Budget and Five-Year Capital Investment Plan

Staff is pleased to present the 2020 Northwest Seaport Alliance (NWSA) Budget. This document informs citizens and other interested parties about the NWSA's overall goals and strategies, as well as the business environment in which we operate. It highlights our focus on strategic investments that will deliver competitive financial results, build for the future, and continue to create jobs and economic wealth for the Puget Sound region.

The competition within the international container business among ports remains intense as capacity grows with larger ships and volumes are threatened by the ongoing trade war and softening of the Global marketplace. Shipping alliances and terminal operators continue to explore ways in which to improve their financial performance while investing in the infrastructure and or equipment required to handle the freight surge from larger ships.

Over the last four years, the NWSA has made and continues to make the investments necessary to service the larger ships. We completed construction of a new wharf and the purchase of eight new cranes at Husky Terminal in the Tacoma Harbor and have started the redevelopment of the wharfs at Terminal 5 in Seattle. These two significant investments alone total over 500 million dollars and provide the NWSA with terminals in both harbors capable of handling the largest vessels in the transpacific trade.

The NWSA creates significant economic activity and family wage jobs in the Puget Sound region and across the state. We provide manufacturers and agricultural producers throughout the nation valuable access to foreign markets. NWSA and our customers business activities generate more than 58,400 direct and indirect jobs and \$12.4 billion of business output based on the most recent study released in 2019 for 2017 data. The NWSA is also an environmental leader in reducing cargo-related air emissions and stormwater pollution.

The current NWSA's Strategic Business Plan includes:

- Enhance NWSA, local and regional transportation infrastructure
- Improve the efficiency and cost competitiveness of the supply chain
- Advance the NWSA's market position in the international and domestic shipping industry
- Increase revenue through growth and diversification
- Advance environmental stewardship

There is significant uncertainty in the global economy going into 2020. Additionally, our industry continues to experience rapid change and unforeseen circumstances that affect global trade. In 2020, the NWSA will initiate an update to our Gateway Master Plan to help us be ready to respond to market changes and to position us to continue to be a leading port in N. America. Despite the market uncertainty, our Team is focused on increasing the business activities and job growth within the region, while achieving that success in a financially and environmentally sustainable way.

John Wolfe

Chief Executive Officer

Budget Document Overview

The Budget Document consists of these major sections:

I. Overview: This section provides information about the NWSA's facilities and customers. It examines the economic context of the NWSA's operating environment, and it outlines the NWSA's organizational structure.

II. Budget Message: This includes an overview of the budget challenges and opportunities, revenue types and expenditures. The Budget Message outlines the priorities and issues for the budget year and describes changes from the previous year.

III. Business Outlook: This section describes the NWSA's overall goals and strategies. It includes assumptions, potential obstacles and trends that staff used to develop the forecast. These serve as the foundation for the Operating Budget.

IV. Operating Budget: This section provides a summary of the assumptions that form the basis for the NWSA's operating budget. This section includes the operating budget with revenue and expenses by line of business, and details of expected operating costs. This section also provides a five-year financial forecast for the alliance.

V. Five-Year Capital Investment Plan (CIP): The CIP consists of all capitalized and expensed projects that the NWSA plans to complete in the next five years. Capitalized projects affect the NWSA's Profit and Loss statement through depreciation while expensed projects flow directly to the NWSA's net income in the year the expenses are incurred. This section provides details on the CIP including the impact of the capital spending on profitability.

VI. Environmental Stewardship and Planning: This section provides a historical context for the environmental challenges facing the two ports and their surrounding communities. This section also discusses the role of the NWSA Planning department and its work to integrate all aspects of the alliance.

I The Northwest Seaport Alliance Overview

Marine Cargo Operating Partnership

The Northwest Seaport Alliance (NWSA) is the first of its kind in North America.

The ports of Seattle and Tacoma joined forces in August 2015 to unify management of marine cargo facilities and business to strengthen the Puget Sound gateway and attract more marine cargo and jobs for the region.

Located in the Pacific Northwest in Washington state, the NWSA offers short U.S.-to-Asia transit times, and the infrastructure necessary to quickly move cargo to the U.S. Midwest.

International & Domestic Trade

The NWSA is the fourth-largest gateway for containerized cargo in North America, focused specifically on shipping between Asia and major distribution points in the Pacific Northwest, Midwest, Ohio Valley and the East Coast.

The NWSA is also a major center for bulk, breakbulk, project/heavy-lift cargoes, automobiles and trucks. The NWSA's terminals are located near the second-largest concentration of distribution centers on the West Coast.

Top international trading partners include:

- China/Hong Kong
- Japan
- Republic of Korea
- Taiwan
- Vietnam
- Indonesia
- Thailand
- Malaysia
- Australia

The value of this two-way international trade totaled more than \$77.5 billion in 2018. Imports were \$60.9 billion and exports were \$16.6 billion of that total.

The Puget Sound is the major cargo gateway to Alaska. More than 80 percent of the total trade volume between Alaska and the lower 48 states moves through the Tacoma and Seattle harbors. Trade with Alaska was estimated at \$5.4 billion in 2018. If it were ranked with the NWSA's international trading partners, Alaska would be fourth. The NWSA also provides connections to Hawaii.

Port of Seattle & Port of Tacoma

The Port of Seattle was created September 5, 1911, in an effort by citizens to ensure public ownership of the Seattle harbor. The Port of Seattle was the first autonomous municipal corporation in the United States specifically tasked to develop harbor and port facilities to encourage commerce. The Port opened Fishermen's Terminal in 1914, its first warehouse in 1915 and began working on the creation of Harbor Island.

The Port of Tacoma was created on November 5th, 1918 by the citizens of Pierce County to create job opportunities through trade, as well as in the economic development of Pierce County and the state of Washington.

The Port of Seattle and the Port of Tacoma's geographic boundaries lie within King and Pierce counties, respectively. They are situated on Commencement and Elliott bays in Puget Sound. Because of this strategic location, they offer efficient connections to sea, rail, highway and air transportation networks.

The NWSA ranks among the world's top 45 container gateways with some of the industry's largest container shipping lines calling the Puget Sound. Nineteen international and four domestic shipping lines make regular service calls to the NWSA. The alliance also handles breakbulk, bulk, and auto shipping lines.

Shipping lines have been attracted to the Pacific Northwest because of its proximity to markets for trade, an experienced labor force, natural deep water, available land for expansion, excellent on-dock rail facilities and inland rail service. Rail service is

provided by the BNSF Railway and the Union Pacific Railroad. Currently, approximately 50% to 60% of the NWSA import cargo moves out via rail. Excellent highway access is provided via Interstate 5 and Interstate 90.

Through August 2019, the two ports handled about \$50.8 billion of trade. Based on dollar volume, China (including Hong Kong) is the NWSA's largest trading partner. Other leading trading partners include Japan, South Korea, Taiwan and Vietnam.

As the "Gateway to Alaska," the NWSA handles about 3.4 million tons of domestic cargo shipped between the two states annually. Matson, TOTE Maritime Alaska, and Alaska Marine Lines are major shipping lines serving Alaska from the NWSA. Matson also provides service to Hawaii.

The NWSA is both a landlord and an operating organization. The NWSA's maritime marketing efforts focus on attracting cargo and additional shipping lines to its facilities. The NWSA also works with charter shippers and others to move their cargoes through both NWSA and customer-operated facilities in Puget Sound.

The NWSA is a major auto import and processing center, handling vehicles for Kia, Mazda, and Mitsubishi.

Additionally, many of the two ports' efforts are focused on industrial development and real estate. They each work to attract major manufacturing and warehouse/distribution centers to King and Pierce counties.

King and Pierce Counties

King and Pierce counties are the first and second most populous metropolitan areas in the state of Washington. The two counties represent a combined population of approximately 3.1 million or 41% of the population of the state of Washington.

Located about halfway between the Oregon and Canadian borders, King and Pierce counties cover 3,916 square miles.

Ports Economic Impact

In 2019, the ports of Tacoma and Seattle announced the results of a joint economic impact study for the

NWSA and the two seaports. The ports serve as a major economic engine for Pierce County, King County, and the state of Washington, creating thousands of family-wage jobs and serving as a catalyst for economic development.

According to the study, in 2017 the two ports' marine cargo activities are related to 58,400 jobs in Washington state that contribute \$12.4 billion in total business output. The two ports' cargo-handling, and leasing activities generate more than \$136 million annually in local and state taxes in Washington.

NWSA Facilities and Services

The ports have licensed to the NWSA facilities related to maritime commerce, including facilities for containerized cargo, automobiles, logs, breakbulk cargo, heavy-lift cargo and project cargoes, as well as intermodal rail terminal operations.

The NWSA's four major waterways – two in Seattle and two in Tacoma – provide 33 ship berths on waterways that are about 51 feet deep. The NWSA facilities are located near I-5 and I-90, allowing access to the Puget Sound market and beyond.

BNSF Railway and the Union Pacific Railroad serve the NWSA's nine on-dock and near-dock intermodal rail yards. The NWSA's intermodal rail facilities help save shippers and shipping lines both time and money.

In Tacoma, Tacoma Rail, a division of Tacoma Public Utilities, provides switching and terminal rail service. Arrival and departure tracks help ensure efficient and reliable access to the mainline railroads.

See Figures 1-1 and 1-2 for an overview of The Northwest Seaport Alliance facilities located in Seattle (North Harbor) and Tacoma (South Harbor), respectively.

The Northwest Seaport Alliance governance

The NWSA is a separate governmental entity established as a Port Development Authority (PDA), similar to Public Development Authorities formed by cities and counties. In 2015, the ports successfully sought and received an amendment to Washington law RCW 53 that allows the ports of Tacoma and

Seattle to form a PDA for management of maritime activities.

The NWSA is governed by the two ports as equal members, with each port acting through its elected commissioners. Each Port Commission is a Managing Member of the NWSA, with each Managing Member being represented by its Port Commission. Votes by the Managing Members require a simple majority from each commission.

Each port remains a separate legal entity, independently governed by its own elected commissioners. Each port has granted to the PDA a license for the PDA's exclusive use, operation and management of certain facilities, including the collection of revenues. Ownership of the licensed facilities remains with the ports, not the PDA.

The ports remain responsible for their own debt and debt service; the PDA will not borrow funds.

The ports set up an initial 50/50 investment in the PDA; operating income is reported monthly and cash is distributed back to the ports at least quarterly. The PDA has its own annual operating budget and five-year capital investment plan.

The ports contribute to capital construction subject to Managing Members approval; capital funding does not come from working capital.

NWSA Managing Members

The Managing Members are the commissions for each of the two ports. The citizens of Pierce and King counties each elect a five-member Port Commission to govern the ports of Tacoma and Seattle. Each Commission seat is elected every four years, on a staggered basis.

The Managing Members are the final authority for approval of the NWSA's annual budget, long-term leases, policies, long-range development plans, and all construction projects and spending in amounts exceeding the authority of the Chief Executive Officer.

The members of the commissions at the time of this publication are:

Port of Seattle

- Stephanie Bowman
- Ryan Calkins

- Fred Felleman
- Courtney Gregoire
- Peter Steinbrueck

Port of Tacoma

- Don Johnson
- Dick Marzano
- John McCarthy
- Don Meyer
- Clare Petrich

NWSA Managing Members Meetings

Managing Member meetings are open to the public and are held at various locations in both King and Pierce counties.

For the location and agenda for upcoming Managing Member meeting, as well as minutes for previous Managing Member meetings, you can visit the website at www.nwseaportalliance.com.

The NWSA streams all Managing Member meetings live on the website and are archived for future viewing.

Citizens may contact the Managing Members by calling 800-657-9808. Correspondence may be mailed to:

The Northwest Seaport Alliance
P.O. Box 2985
Tacoma, WA 98401-2985

Organizational Structure

The NWSA's daily operations are led by the Chief Executive Officer and the NWSA Executive Team. See the Organizational Chart (Figure I-3 on page I-8).

Executive Team

The Executive Team is comprised of the CEO, two deputy CEO's, seven chief officer positions, and executive administrative support. The Executive Team oversees all business activities and departments, and with the Managing Members, provides long-term strategic direction. The Executive Team ensures compliance with all regulations relevant to NWSA and port activities, including public meetings and information, environmental protection,

labor relations, procurement, security, financial management and other issues. The NWSA executive team provide day to day management of Port staff working on both Port and NWSA related items.

Commercial Group

Led by the Chief Commercial Officer and the Chief Strategy Officer, the Commercial Group is comprised of the Business Development team, the Marketing & Business Services Team, and two Real Estate teams, one for the NWSA, and one for the Port of Tacoma.

Business Development: International and domestic container, breakbulk, and bulk cargo are core business segments for the NWSA. The Business Development team is responsible for cargo and terminal business development and management, and customer service for all of these cargos. The Business Development team plays an important role coordinating efforts with the entire supply chain, including customers, terminal facilities, rail roads, and trucking companies. This team pursues and implements operational improvements to enhance overall efficiency at the NWSA's terminals.

As one of the northernmost gateways on the U.S. West Coast, the Pacific Northwest has long been the primary hub for waterborne trade with Alaska, as well as a major gateway for trans-Pacific trade.

The gateway's on-dock and near-dock intermodal rail yards, along with international and domestic rail services to the U.S. Midwest, are key assets and are an integral part of the NWSA business. Relationship management with Tacoma Rail, BNSF and Union Pacific (UP) and other rail stakeholders are key functions of this team.

While a significant portion of the Business Development team is focused on the container and associated intermodal business, the NWSA has a robust non-container business. Comprised of breakbulk (Roll On and Roll Off also known as RoRo), bulk and auto cargoes, these non-container businesses make a significant contribution to revenue and further diversify the gateway's business portfolio. Additionally, the NWSA's South Harbor is designated as a strategic military port for transport of military cargoes.

Auto customers include Kia, Mazda, and Mitsubishi. Auto Warehousing Company (AWC), a tenant, is the largest auto processor on the U.S. West Coast.

Exports of logs, petroleum products and molasses add to the diversified cargo mix.

The NWSA offers competitive rates and full service to all customers. To help facilitate and grow business, the NWSA has trade and business development representation in Alaska, New Jersey, Japan, Hong Kong, China and Korea.

Marketing and Business Services Team: This team supports the Business Development team and is responsible for research, data analysis, advertising and marketing activities. This team also manages and administers the NWSA tariff. It also supports the goals of the Commercial Group by providing strategic market research and business intelligence, cargo volume tracking and forecasting.

NWSA Real Estate Team: Non-terminal industrial and commercial properties and facilities in the North and South harbor are included in the assets assigned to the NWSA. These properties are a significant source of revenue for the NWSA. Real estate personnel are responsible for leasing, divesting and managing the Port's real estate portfolio.

Located in an industrial zone with room for growth, tenants offer a broad range of services for the NWSA's international and domestic customers including warehousing and distribution, manufacturing and marine services.

Operations Group

The Operations Group is responsible for the daily operations of NWSA facilities at both ports.

The Operations Group provides coordination with vessel arrivals and departures, and with the associated stevedores. The Operations group orders and manages labor at the North Intermodal Yard and other locations in Tacoma, and is also responsible for customer service. The major focus of this department is to ensure the proper processing of all vessels and freight shipments moving through the Puget Sound gateway.

The Operations Department, in conjunction with Tacoma Rail, is responsible for rail service delivery at

the South Harbor intermodal yards. This department also operates the North Intermodal Yard, and is the only port on the U.S. West Coast with dedicated rail services personnel. Both harbors offer competitive rail service via BNSF Railway and the UP Railroad, and are a major gateway for handling discretionary cargo destined for the Midwest.

Support Services

Support services such as maintenance, security, public affairs, facilities development and financial services are provided by service agreements between the alliance and the two ports. Costs for these services are charged by the ports to the alliance based on agreed upon methodologies including direct charge and purchased services.

Commitment to Fiscal Stewardship

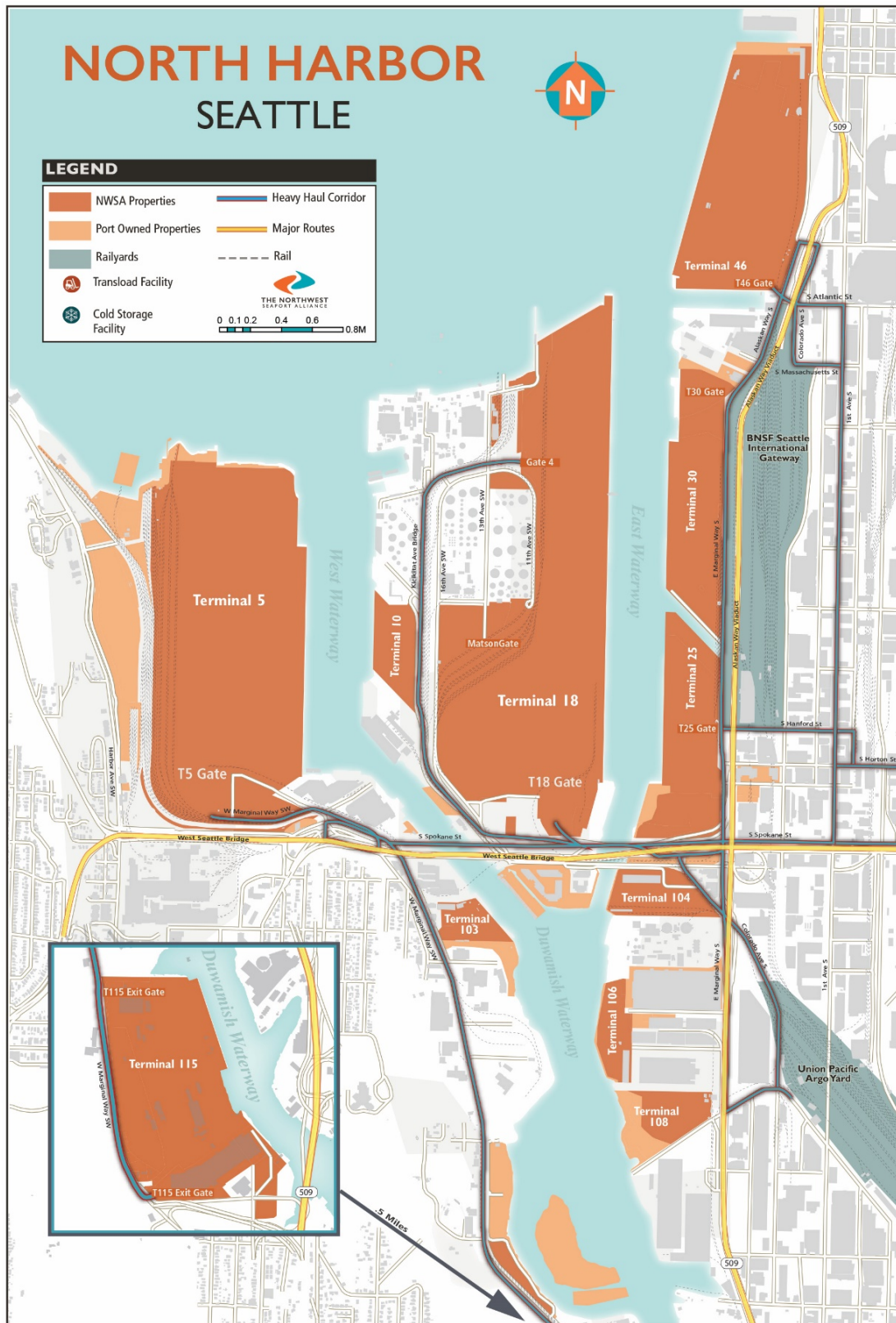
The NWSA is intended to support the credit profiles of both ports, and its financial framework is intended to preserve both ports' commitment to financial strength and fiscal stewardship.

Both ports have a solid track record of prudent financial management and strong financial results, including solid debt service coverage and ample liquidity balances.

The ports are committed to ensuring that existing bond pledges and covenants will not be negatively affected. Outstanding bonds will remain obligations of each individual port.

To maintain the rights of each port's existing bondholders, the charter prohibits the NWSA from issuing debt.

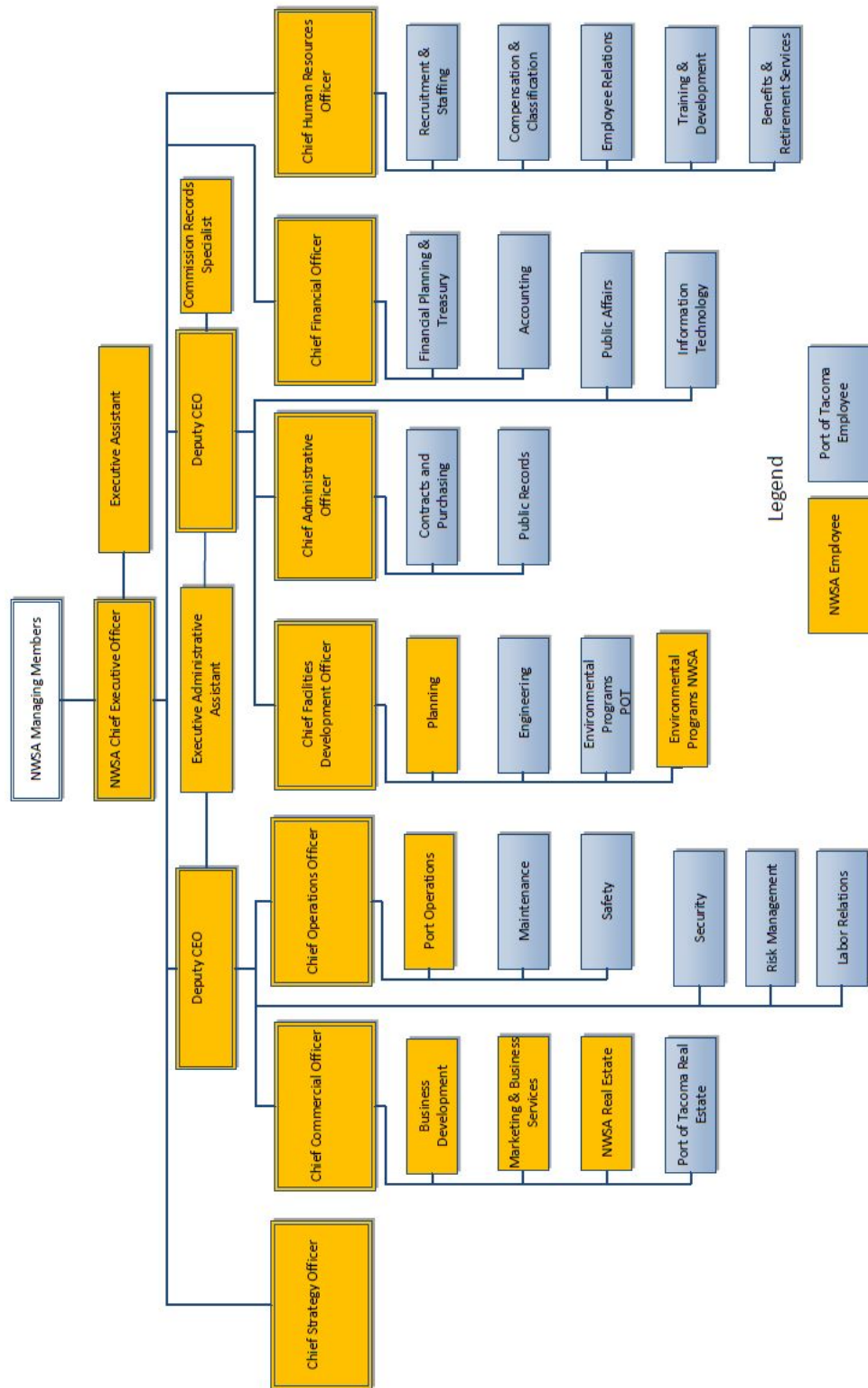
Figure I-1....Northwest Seaport Alliance Facilities – North Harbor



The Northwest Seaport Alliance Budget 2020



Figure I-3....The Northwest Seaport Alliance Organizational Chart



II 2020 The Northwest Seaport Alliance Budget Message

NWSA Goals

The NWSA has identified six commercial goals to maintain and grow the maritime business in the Puget Sound.

1. **Improve Licensed Alliance Terminal and Waterway Assets to Meet Market Demand**
 - a. Redevelop Husky Terminal and Pier 4 in the South Harbor to increase container throughput and respond to container industry changes
 - b. Modernization of T5 dock, berth and power infrastructure in the North Harbor to meet future container industry demand, increase throughput, and position The Northwest Seaport Alliance gateway strategically
 - c. Complete Seattle Harbor Navigation Improvement project
 - d. Work with U.S. Army Corps of Engineers (USACE) to begin a deepening project study for Tacoma waterways
 - e. Facilitate collaboration between terminal operators and ocean carriers for alliance consolidation
2. **Enhance Alliance, Local and Regional Transportation Infrastructure**
 - a. Participate in partner agency planning efforts to ensure that the alliance's needs are considered and that plans support future business growth
 - b. In partnership with local, state and federal stakeholders, facilitate improvement projects to vital roadways that service alliance customers
 - c. Update the ports of Tacoma and Seattle's Land Use and Transportation Plans and work to maintain and improve freight mobility along the alliance's truck routes
 - d. Design and develop appropriate rail support infrastructure in coordination with Tacoma Rail and the Class 1 railroads
3. **Improve Efficiency and Cost Competitiveness of the Supply Chain**
 - a. Improve the efficiency, service level and cost competitiveness of the intermodal product through the PNW gateway
 - b. Advance Operations Service Center (OSC) initiatives with the mission of providing "best in class" service delivery and customer care to our customers and stakeholders
4. **Advance the Alliance's Market Position in the International Shipping Industry**
 - a. Develop marketing materials and outreach programs to advance NWSA competitive position and value proposition with key customer segments
 - b. Develop and implement a comprehensive business development strategy targeting international container carriers, BCOs, NVOs and other supply chain partners
5. **Increase Revenue Through Growth and Diversification**
 - a. Facilitate new project cargo, breakbulk, auto and bulk business opportunities
 - b. Develop and execute a comprehensive business strategy to support the Seaport Alliance's domestic container business
6. **Advance Environmental Stewardship**
 - a. Partner with customers to find innovative solutions to our customers' environmental challenges
 - b. Continuously improve operational efficiency and emission reductions

Budget Environment

The NWSA operates principally in two industries: terminal services and property rentals. Terminal services involve marine-oriented services including dockage, cargo-handling, storage and related activities. Property rentals include facilities and land used for container terminals, industrial activities, and storage.

As described in further detail in Section III, increased competition from Canadian ports as well as ports located on the U.S. West, Gulf and East coasts, have resulted in reduced cargo through the Puget Sound gateway. The expansion of the Panama Canal has made the all water route to the Gulf and East coasts more attractive for cargo owners. Due to decreased demand for terminal space, competition among ports for container business has increased.

The ports of Seattle and Tacoma responded to these conditions by reducing costs and focusing on the needs of our current customers. NWSA staff continue to review both harbor's physical assets to rationalize the facilities and reduce costs where possible.

Revenues

GASB 87: The NWSA has adopted the new accounting standard for leases known as GASB 87 for 2020. Accordingly, a significant amount of revenue has moved from Lease income in Operating Revenue to Lease Interest Income which is included in non-operating revenue. Prior years have not been restated. Year over year comparisons are impacted by the adoption of GASB 87.

The NWSA has both fixed and variable revenue streams. The majority of NWSA's revenue comes from fixed revenue streams, primarily from leased properties. The leased properties are mainly container terminals, buildings, and industrial and commercial land. The NWSA's container terminal leases with shipping carriers can last 20 years or longer depending on carrier requirements. Building and land leases with more than one-year remaining are considered fixed. Minimum crane hours and minimum intermodal lift requirements specified in certain terminal leases are considered fixed.

The balance of NWSA revenue comes from variable services provided to customers. These services

include intermodal lifts for rail car loading above minimums and per unit charges for automobile unloading and breakbulk cargo. Variable revenues also include equipment rental on an hourly basis for crane hours above minimums and straddle carriers used by terminal leaseholders and month to month building or land leases.

2020 Budget

The NWSA has developed an overall operating budget with projected revenue of \$149.9 million. Operating income is budgeted to be \$36.5 million, resulting in an operating margin of twenty-four percent (reduced from prior years due to GASB 87). The NWSA net distributable revenue of \$83.9 million, which includes grant and interest income, and cash of \$104.7 million will be distributed evenly between the two home ports. Each port's portion of net income will be included as revenue in their financial reports.

NWSA financial performance reflects the investments it is making to successfully complete our customer commitments while meeting the NWSA financial goals. The operating and capital budgets are based on the cargo forecast in Section III.

Capital Investment Plan Highlights

NWSA projects for the next five years reflect a focus on strategic container terminal development in both harbors. With this focus the NWSA has reviewed potential assets for revenue generation to ensure that financial and economic growth goals are met.

Major 2020 – 2024 capital projects include the following:

North Harbor

- T-5 wharf redevelopment, including a rail quiet zone and electrical upgrades in the City of Seattle's substation.
- T-46 wharf repair and paving;
- T5 and T-18 stormwater improvements;
- T18 and T30 full dock rehabilitations

South Harbor

- Husky tenant improvements including shore power
- WUT fender system replacement

- Development of facilities for Customs and Border Patrol staff
- Ongoing maintenance of our facilities.

Both Harbors

- Clean air and stormwater investments;
- Investments in numerous environmental remediation and mitigation projects.

The NWSA's 2020 Capital Investment Plan of \$144.6 million represents the first year of the NWSA's 2020-2024 CIP – a package totaling \$440.7 million in new projects and investments. See Section V for additional details on the Capital Investment Plan.

Financial Measures

Financial measures for the NWSA have been developed to monitor financial performance. The two measures are (1) Net Distributable Revenue and (2) Return on Assets. These measures help ensure that the NWSA is providing the necessary financial performance required by each home port.

Legislative Impact

Transportation Funding

The NWSA relies on an efficient and well-maintained road and rail network to ensure the smooth movement of cargo to and from its facilities. The Washington Legislature made a significant commitment to infrastructure in 2015, passing a 16-year, \$16 billion statewide transportation package. An estimated \$3.3 billion of those funds will be invested in projects benefiting NWSA terminals.

In 2015 Congress passed the FAST Act, a surface transportation authorization bill that established a new freight funding program. In its Fiscal Year 2019 spending bill, Congress appropriated \$292 million for a port-dedicated infrastructure funding program. Prior to these bills, few federal investment tools have been available to ports and other local government when it comes to freight infrastructure. The new program could assist the NWSA in making strategic investments in mission-critical freight infrastructure, such as marine terminals, roads and rail.

Shorepower Infrastructure Funding

Both the ports of Tacoma and Seattle have provided shorepower at some berths. The NWSA continues to pursue additional opportunities to leverage public and private funding for additional shorepower installations, and ensure terminal designs include shorepower capability. Some of these funding opportunities include the Diesel Emission Reduction Act (DERA), Federal Volkswagen Settlement (VW) funding, and TransAlta Centralia Coal Transition Grant funds, along with other emerging sources of state funding.

As part of this effort the NWSA has developed a draft plan for shore power installations throughout the gateway. The NWSA has accepted a DERA grant from the EPA that would contribute \$1 million to the installation for shore power at Husky Terminal, with design planned in 2020 and construction in 2021. The NWSA is also in the process, pending Managing Member approval, to accept another \$1 million from the TransAlta Transition grant funds to support the Husky Shorepower project. This would allow vessels at this South Harbor berth to shut their engines off and plug into the local electrical grid for their energy needs.

During the 2019 legislative session, state lawmakers authorized a \$4.4 million investment in shorepower infrastructure at the NWSA's Terminal 5. This would also allow vessels at berth to shut their engines off and plug into the local electrical grid for their energy needs in the North Harbor.

The expansion of shore power capabilities is consistent with the NWSA Strategic Plan and Northwest Ports Clean Air Strategy to reduce particulate emissions and greenhouse gases.

Navigation Improvement Projects

The largest container vessels calling West Coast ports today have over two times the capacity of those that called just five years ago. To remain a competitive trade gateway, the NWSA is taking steps to upgrade our infrastructure to handle these ships. One such step involves the deepening of the navigation channels that serve its facilities. In 2018, the U.S. Army Corps of Engineers completed a Chief's Report recommendation deepening in specific areas adjacent to the NWSA's container terminals in the North Harbor. Congress subsequently authorized

construction of the project in the 2018 Water Resources Development Act. While channels are mostly -51 feet or deeper, some shallower spots present navigational and safety challenges. The recommendation is to deepen the east and west waterway in the North Harbor to -57 feet MLLW. This will allow the NWSA to handle fully laden ships larger than 18,000 TEUs. Deepening channels to this depth will require a local financial match of federal dollars, which could come from several sources, including the potential for a contribution from the NWSA.

Additionally, the NWSA in 2018 signed a feasibility cost-sharing agreement with the Corp to initiate a feasibility study of navigation improvements to the Blair Waterway at the Port of Tacoma. The study will evaluate navigation improvement alternatives, including deepening. This is a first step to what could potentially result in a Chief's Report comparable to the one referenced above in Seattle. The alliance is committed to contribute up to \$1.5 million over the next three years for half of the costs of the feasibility study.

Harbor Maintenance Tax (HMT)

The HMT is assessed on ocean-going international imports that land at U.S. ports to pay for maintenance dredging of waterways through the HMT Trust Fund. It is not, however, assessed on importers who route cargo through non-US ports and afterwards move the cargo into U.S. markets by land. Moreover, the NWSA has received little, if any, benefit from the fund because its facilities are located on natural deep-water harbors that do not require significant maintenance dredging. Since 1986 the ports of Seattle and Tacoma have sought reform of the HMT to provide a greater return to donor ports, such as the NWSA, and to ensure U.S. tax code does not disadvantage U.S. ports and maritime cargo.

The Water Resources Reform and Development Act (WRRDA) passed by Congress in 2014 included language that, for the first time in 30 years, partially reformed the federal Harbor Maintenance Tax to the

betterment of Puget Sound ports. The bill authorizes up to \$50 million to be distributed to a select group of donor ports and energy transfer ports. The funds can be used for berth maintenance, the navigation-related maintenance dredging and disposal of contaminated sediments, environmental remediation, or rebates to importers. Congress appropriated \$50 million in donor and energy port funding in FY19. Seattle and Tacoma do not plan to spend our ports' share of the funding until the U.S. Army Corps of Engineers issues implementation guidelines for how to administer the customer rebate program authorized under Section 2106 of WRRDA 2014. The NWSA is actively working to encourage the Corps to issue these guidelines, in addition to securing additional appropriations for—and improvements to—this program.

Conclusion

The realities of the drastic changes in the global economy have led all ports to examine business and operational strategies.

The NWSA is focused on maximizing the use of existing facilities, working with existing customers to keep them competitive and successful, and making strategic infrastructure investments such as the construction of world class terminals in both harbors that position the gateway for long-term growth. Through coordinated investments in maritime assets, the NWSA will help ensure growth in the cargo flow through the Puget Sound.

The NWSA is placing increased emphasis on the importance of developing and strengthening relationships with labor partners, industry stakeholders, customers, and local, state and tribal governments in a collaborative effort to achieve the future vision of the NWSA. This vision must include the road and rail infrastructure that ties the whole system together.

Despite the challenging realities of today's global economy, NWSA management is confident that the plans outlined in this budget will help the gateway remain financially strong, competitive and successful.

III Business Outlook

U.S. Economy

Real gross domestic product (GDP), defined as the value of the production of goods, was 2.1 percent in the second quarter of 2019 and 3.1 percent in the first quarter of 2019. The Department of Commerce Bureau of Economic Analysis (BEA) said the second-quarter real GDP had “positive contributions from personal consumption expenditures (PCE), federal government spending, and state and local government spending that were partly offset by negative contributions from private inventory investment, exports, nonresidential fixed investment and residential fixed investment.”

TTX expects a full-year GDP of 2 percent for 2019. Wages and salaries are expected to continue trending upward. Retail sales are forecast to grow 3.4 percent for the full year. TTX also predicts the likelihood of a recession in 2019 as low. Several factors that could raise the risk of recession include the trade war and rising fiscal deficits. Business inventory levels are expected to decline during the second half of the year.

The U.S. unemployment rate was at 3.7 percent in August 2019 with 130,000 jobs added for the month. Most job gains in August occurred in health care and financial activities. According to TTX, “As for many economic sectors, the trade war could turn things around in employment and income in the near term. Wage growth, which had been trending up over the last two years, has been down slightly over the past few months. Still, it is unlikely to fall significantly until whenever there is a next recession.”

According to the National Association of Realtors, existing home sales are up 0.6 percent from a year ago. Falling mortgage rates are improving housing affordability, but lower-priced homes are in short supply. According to Lawrence Yun, NAR’s chief economist, “Mortgage rates are important to consumers, but so is confidence about the nation’s overall economic outlook. Home buying is a serious long-term decision and current low or even lower future mortgage rates may not in themselves meaningfully boost sales unless accompanied by improved consumer confidence.”

The Conference Board reported August Consumer Confidence Index at 135.1, down from 135.8 in July. According to the Conference Board’s Senior Director of Economic Indicators Lynn Franco, “While other parts of the economy may show some weakening, consumers have remained confident and willing to spend. However, if the recent escalation in trade and tariff tensions persists, it could potentially dampen consumers’ optimism regarding the short-term economic outlook.”

Shipping Industry

The global container shipping industry continues to struggle with imbalance in the supply and demand of vessel capacity. The overcapacity problem dates to the last decade, when the high price of bunker fuel drove global carriers to build and operate the largest, most fuel-efficient vessels to drive down per unit container carrying costs. Competition for market share and the resulting downward pressure on freight rates has resulted in multi-billion-dollar losses for international container lines over time.

The orderbook for mega vessels (more than 13,000-TEU capacity) which predominantly serve the major East-West trade lanes is shrinking, but vessels continue to get larger. It is projected that this segment of the global fleet will eventually account for more than 10 percent of global TEU capacity.

The new generation of ultra-large container ships (ULCS) is also having a ripple effect across the U.S. port industry. As the mega-ships come into service in Asia-Europe, vessels they have replaced are slowly being redeployed, primarily to the trans-Pacific trade. These larger ships, with carrying capacity of between 10,000 and 14,000 TEUs, require deeper water, more berth space and additional cranes with a longer reach to work the breadth of the ship. The larger container volume on each ship also puts a strain on landside infrastructure as terminals need more yard space for the loading and unloading of containers, and additional backlands for container storage and operational support. Seaports across the U.S. are engaged in major dredging and infrastructure improvement projects to accommodate the larger vessels, but port congestion could be an issue until infrastructure catches up. The downturn in the

industry, coupled with the drive to scale operations forced carriers to re-evaluate their partnerships and fueled an intense period of M&A activity amongst carriers over the last few years. In 2016, there were 20 global carriers. As of 2019, there are 12 global carriers, and they control 84.7 percent of the fleet. Industry analysts suggest that there is still room for more consolidation going forward.

In 2019, the composition of carriers that make up the various shipping alliances shifted slightly. ZIM joined the 2M Alliance. It was also announced that Hyundai Merchant Marine (HMM) will join THE Alliance in 2020.

- 2M+Z – Maersk, MSC, ZIM
- Ocean Alliance – CMA CGM, APL, COSCO, Evergreen, OOCL
- THE Alliance – Hapag Lloyd, Yang Ming, Ocean Network Express (ONE)

Major Independent Carriers – Hamburg Sud, HMM, PIL, Wan Hai and SM Line.

Formation of these new alliances has concentrated capacity in fewer hands and allowed ocean carriers to exercise more control over available capacity on major trade lanes through coordinated changes to vessel sailings, schedules, and transit times, thereby influencing freight rates. Longer service strings with more port calls help carriers deploy excess capacity that would otherwise be running empty or delayed at great expense. Next year, THE Alliance expects fewer services with larger vessels in the PNW.

Carrier financials will again face pressure in 2020 when a new International Maritime Organization (IMO) mandate requiring ocean carriers to use fuels with a sulfur content no higher than 0.5 percent goes into effect on January 1. Ocean carriers can meet the new requirement by retrofitting vessels with special fuel scrubbers, a costly and time-consuming process or burning the new, more costly 0.5 percent low-sulfur fuel. The estimated cost to international shipping lines is estimated at \$10-\$15 billion.

The global container shipping industry will continue to face challenges; recent carrier financials are down, and global trade is slowing. Success or failure will in large part depend on carriers and their ability to

manage global capacity and resist the urge to seek market share through lower rates.

Northwest Seaport Alliance Activity

Containers:

Through August 2019, the NWSA has handled over 2.5 million TEUs (twenty-foot equivalent units), a 5.8 percent increase year-to-date. Volumes have been strong as importers have moved orders forward to stay ahead of tariffs. On the domestic side, the Alaska container market shows signs of recovery, although this could be derailed by in-state political tension and state budget constraints. The Hawaii market has improved, and larger vessels have been introduced to the service.

Container volume is projected to increase annually over the next several years due to larger vessels. Furthermore, 2019 volumes will be positively impacted by the PN4 service introduced in 2018. Factors that could impact NWSA international volumes include competition from ports in British Columbia, Canada, and other North American gateways or a possible decline in global trade and the global economy resulting from U.S. and international tariffs and trade policy.

Domestic container volume, which accounts for almost 20 percent of total NWSA volume, is also expected to increase annually over the next five years.

Breakbulk:

Breakbulk cargo is comprised of commodities that are either too large or heavy for containerized shipment. In the case of The Northwest Seaport Alliance, this consists largely of building materials, heavy machinery, boats, and agricultural and construction equipment. For 2019, breakbulk tonnage is estimated to reach approximately 280 metric tons. Volume is forecasted to reach 310K metric tons in 2020, resulting from new business and increased volume on current services.

Autos:

NWSA/POT auto units for 2020 are forecasted to reach 191K units, up 31% from the previous year. This is due to the new Port of Tacoma auto terminal managed by the NWSA.

Logs:

On the NWSA's bulk side of the business, log exports (metric tons) are forecasted to decline 34 percent in 2019 as demand from China, the primary customer, has dropped off significantly due to tariffs. The Log business has been suspended due to the tariffs and has not been included in the 2020 through 2024 forecast or budget.

Molasses & Petroleum:

Petroleum volumes in 2019 are projected to be 575K metric tons, essentially flat compared with the previous year.

Molasses volumes are forecasted to be 49K metric tons in 2019. Molasses volumes are expected to grow 8 percent in 2019 and 2020.

Table III-1....Cargo Activity Five-Year Forecast

THE NORTHWEST SEAPORT ALLIANCE CARGO ACTIVITY 5-YEAR FORECAST										
	Actual		Forecast							
	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Non-Container Forecast (Thousands of Metric Tons)										
Breakbulk	234	181	211	249	280	310	313	318	327	336
Autos	271	246	225	228	277	285	204	206	208	210
Logs	237	177	278	117	76	0	0	0	0	0
Petroleum	815	612	716	666	575	575	575	575	575	575
Molasses	44	44	36	46	49	53	53	53	53	53
Total Tonnage	1,601	1,261	1,465	1,305	1,257	1,223	1,145	1,152	1,163	1,174
Year over Year change	-13%	-21%	16%	-11%	-4%	-3%	-6%	1%	1%	1%
Container Forecast (Thousands of TEUs)										
International	2,761	2,859	2,995	3,111	3,196	3,279	3,363	3,448	3,536	3,627
Domestic	769	757	707	686	726	748	763	779	796	812
Total TEUs	3,530	3,616	3,702	3,798	3,922	4,027	4,126	4,227	4,332	4,439
Year over Year change	3%	2%	2%	3%	3%	3%	2%	2%	2%	2%
Intermodal Yard Lifts*										
Hyundai Intermodal Yard	132,655	172,901	115,858	112,731	119,737	126,056	129,081	130,372	131,676	132,992
North Intermodal Yard	227,051	226,329	194,502	177,380	198,019	199,999	201,851	203,723	205,613	207,521
South Intermodal Yard	90,531	84,068	87,659	99,954	93,633	95,505	96,460	97,425	98,399	99,383
Pierce County Intermodal Yard	81,581	92,270	75,581	62,959	85,024	85,874	86,733	87,600	88,476	89,361
Total Intermodal Lifts	531,818	575,568	473,600	453,024	496,412	507,434	514,126	519,120	524,164	529,258
Year over Year change	3%	8%	-18%	-4%	10%	2%	1%	1%	1%	1%
Log Board Feet	41,679,250	24,921,280	52,706,190	23,161,000	15,192,000	0	0	0	0	0
Year over Year change	-17%	-40%	111%	-56%	-34%	-100%	0%	0%	0%	0%
Vehicle Units (NWSA+POT)	183,305	165,687	146,885	146,147	191,131	207,511	182,275	191,972	203,332	216,684
Year over Year change	4%	-10%	-11%	-1%	31%	9%	-12%	5%	6%	7%

* Intermodal Lifts Reported for South Harbor only

IV Operating Budget

Overview

The NWSA operating budget revenue is based on cargo volume forecasts (see Table III-1, page III-4), existing terminal and property leases and contractual and tariff-generated revenue. Operating budget expenses were projected based on historical information, as well as levels of expenditures required to support the increases in revenue.

From this information, NWSA staff prepared a realistic budget that supports both the strategic priorities and financial goals of the NWSA.

Departmental budgets estimate the expenses that will be generated in support of the NWSA and its businesses. Expenses fall into one of five categories: Administration, Operations, Security, Environmental or Maintenance. Administration expenses are incurred in the day-to-day management of the NWSA. Operations and Maintenance expenses support the day-to-day management of business activities. Security support is provided by each home port. Environmental expenses are a subset of overall environmental spending, and include clean air and clean water activities, and close coordination with each home port on compliance and monitoring activities.

Business budgets are projections of revenues earned and expenses incurred in the operation of a particular business line. In addition, the NWSA expects to receive funds from other sources including user fees, and investment earnings.

Although capital project spending is planned within the capital budget, capital projects will impact operating budgets for future years through new sources of revenues and increased operating expenses and depreciation costs.

Nature of Business

Washington law authorizes ports to provide and charge rents, tariffs and other fees for docks, wharves and similar harbor facilities, including associated storage and traffic-handling facilities for waterborne

commerce. Ports also may provide freight and passenger terminals and transfer and storage facilities for other modes of transportation, including air, rail and motor vehicles. Finally, ports may acquire and improve lands for sale or lease for industrial or commercial purposes and may create industrial development districts.

The NWSA is a joint venture that operates with the two ports as enterprise funds, allowing the NWSA and the ports to operate in much the same manner as a private business. Operating revenues are comprised of charges to its customers to cover costs associated with the service provided and to support investment in future projects.

Balanced Budget

Based on the Government Finance Officers Association (GFOA) Recommended Budget Practices, a balanced budget "is a basic budgetary constraint intended to ensure that a government does not spend beyond its means."

The NWSA defines "balanced budget" in the following way: Total revenues are sufficient to cover operating expenses for the budget year and to offset the cost of capital investments (depreciation) and anticipated debt costs for any planned future capital investments.

Budget Process

The NWSA budget is a guideline used by management to direct strategic and tactical operations. Typically, more projects and spending are budgeted than may actually occur. This conservative approach ensures that the NWSA's financial goals are still met if business conditions support the full budgeted spending.

The NWSA operates on a calendar year budget cycle that must integrate the budget schedule needs of both home ports. The operating budget and the capital budget are the NWSA's plan for meeting the current needs of its customers, and for implementation of the strategic goals.

The annual budget development begins in August and continues through November. The process begins with the development of strategic objectives and initiatives, which are reviewed by the Managing Members and the Chief Executive Officer. The Managing Members and Chief Executive Officer communicate any strategy changes or policy concerns and gather additional input.

Cargo forecasts, available at the beginning of September, are used to develop the variable portion of the operating budget. During a study session, the Managing Members are presented with a draft budget.

In November, a public hearing is held by each home port to allow for public comment, and to adopt the statutory budget and approve the property tax levy for the budget year. The NWSA's operating income is split evenly between the ports and is shown as revenue to the home ports. After the home port Commission approves and adopts its statutory budget, it is submitted, with the related home port resolutions, to the respective County Councils and Assessor Treasurer offices.

Major Assumptions

Major drivers of the 2020 operating budget are a result of economic and industry trends represented in the cargo forecast.

Revenue

- Existing leases continue per existing lease terms and contracts
- Cargo volumes drive equipment and intermodal revenues and expenses
- Auto and breakbulk imports continue to provide revenue diversity
- Tariff rates are projected to increase between 2.5% and 3.0%
- Property lease rental rates will increase as specified in contracts

Direct Expenses

- The NWSA has direct headcount of 56 positions. Salaries are expected to increase by 3%.
- Major operating expenses include construction of non-NWSA owned infrastructure needed for the

development of T5, and ongoing maintenance of terminal paving, bulkheads and fender systems.

- Depreciation for licensed assets at the time of the formation of the NWSA will remain on the books of the home ports. Depreciation of any new investments that are jointly funded will be charged against the NWSA.

Home port services provided

Each home port is providing services to the alliance, and some NWSA personnel are providing services back to the home ports. These services are provided either by direct charge or purchased services through Inter-local Agreements.

Table IV-4 shows the approximate value of Operating, environmental, and Administrative services purchased by the NWSA from each of the home ports and the services purchased by the Port of Tacoma from the NWSA. This table does not include the value of services provided for capitalized and expensed projects.

Estimating Revenues and Expenses

The NWSA uses several different methods of projecting revenues, depending upon the nature and materiality of the revenue item and the projection period. Specific revenue projection techniques include:

- **Historical Data:** Future revenues are based on historical trends with the assumption that they will continue in the future. When using historical data as a means for projecting revenues, the NWSA analyzes as many as 10 years of data to estimate a rate of growth
- **Business Operations:** Terminal lease/rental agreements, grant agreements, and service contracts provide information for this projection method. These projections may be adjusted to reflect the probable impacts of anticipated changes in the economy, legislation and inflation
- **Judgment Estimates:** This method relies on a person knowledgeable in the field, often a department director, who prepares a revenue projection based on awareness of past and present conditions including fee changes, development plans, marketing campaigns, usage

activity, frequency, volume, weight and similar determinations

- **Current Data:** This method predicts future revenue based on actual or annualized current year revenues and often is used when historical data and trends are not available, or if used, would result in an inaccurate revenue projection
- **Volume:** The NWSA uses the five-year cargo forecast to project budgeted revenues

Financial Practices

The NWSA manages its operations to maximize its financial capacity - to provide the necessary provide adequate home port debt service coverage ratios.

Financial Tools

- **Cargo Forecasts:** The NWSA maintains a cargo estimate for each of the next five years. (See Table III-1, page III-4)
- **Five-Year Financial Forecast:** A portion of the operating budget is driven by volumes from the cargo forecast while the majority of the revenue comes from major lease contracts. Planned revenue-generating capital projects are aligned with new revenues and expenses in the five-year operating forecast. The operating budget is monitored throughout the year, noting any

variances that may require corrective action. The Managing Members, Chief Executive Officer and Executive Team review these semi-annually

- **Five-Year Capital Investment Plan:** This plan ties directly to the strategy developed during the budget process. Updated semi-annually, it identifies all proposed projects. Some projects are capitalized and impact future year forecasts through depreciation, while others are expensed in the current year
- **Home Port Plan of Finance:** The financial output of the NWSA will be shared evenly between the home ports and is an input into each home port's five-year plan that identifies each port's ability to fund their business objectives
- **Financial Analysis of Investments:** The NWSA reviews significant capital investments and their related assumptions prior to acceptance into the planned capital budget. Revenue-generating projects are expected to earn a return on investment that meets or exceeds the standards
- **Financial Reporting:** The NWSA creates a variety of reports available electronically or in hard copy

For additional information on accounting policies, see each home port's budget and annual financial reports.

Table IV-1...Statement of Revenue, Expenses by Business*

(\$ millions)	2018 Actual	2019 Budget	2019 Forecast	2020 Budget
Operating Revenues				
Container	159.7	168.4	164.4	119.5
Non Container	20.7	18.6	22.6	22.1
Real Estate	12.2	12.5	12.9	8.3
Other	0.0	0.0	0.0	0.0
Total Operating Revenues	192.6	199.4	199.9	149.9
Direct Expenses				
Container	32.7	37.8	39.3	40.5
Non Container	9.2	11.3	10.3	9.8
Real Estate	0.9	0.8	0.6	1.1
Other	14.3	17.3	14.6	15.5
Total Direct Expenses	57.1	67.2	64.9	66.9
Administration	19.3	23.6	20.4	22.9
Security	4.3	4.6	4.8	5.7
Environmental	2.2	3.9	2.2	2.6
Total Operating Expense before Depreciation	82.8	99.3	92.3	98.0
<i>Operating Income before depreciation</i>	<i>109.7</i>	<i>100.2</i>	<i>107.6</i>	<i>51.9</i>
Depreciation & Amortization	6.3	13.5	11.2	15.4
Total Operating Expense	89.1	112.7	103.5	113.4
Income from Operations	\$103.4	\$86.7	\$96.4	\$36.5
<i>Return on Revenue</i>	<i>53.7%</i>	<i>43.5%</i>	<i>48.2%</i>	<i>24.3%</i>
Non Operating Income (Expense)	8.5	1.1	3.7	47.4
Distributable Income	\$112.0	\$87.8	\$100.1	\$83.9
Distributable Cash + Lease Interest Cash	\$113.7	\$104.5	\$112.0	\$104.7
Bond Income	\$115.5	\$102.1	\$109.8	\$103.4

* 2020 includes impact of GASB 87. Amounts may not foot due to rounding.

Table IV-2....Operating Revenue and Expense Detail*

(\$ millions)

	2018 Actual	2019 Budget	2019 Forecast	2020 Budget
Property Rental	\$40.7	\$43.3	\$40.7	(\$6.1)
Sale of Utilities	1.0	1.0	1.1	1.2
Services Marine Terminals	124.2	127.2	131.0	129.3
Equipment Rentals	16.7	18.3	17.7	16.3
Other Revenue	10.0	9.8	9.5	9.1
Operating Revenue	192.6	199.4	199.9	149.9
Home Port Services Provided	20.4	23.6	22.8	25.3
Port Salaries & Benefits	10.2	10.0	9.6	10.3
Outside Services	5.2	7.2	8.0	10.0
Longshore Labor & Fringe	10.4	10.4	11.6	11.0
Direct Expenses	11.4	11.1	11.6	11.0
Marketing & Global Outreach	0.6	0.8	0.6	0.7
Travel & Hosting	0.5	0.7	0.5	0.7
Maintenance	15.7	25.3	19.1	20.5
Office Equipment & Supplies	0.3	0.4	0.3	0.3
Utilities	4.4	4.8	4.6	4.7
Other Employee Exp	0.2	0.1	0.1	0.1
Other Expenses	1.3	1.0	1.4	1.1
Environmental	2.3	3.7	2.2	2.3
Total Operating Expenses before Dep.	82.8	99.3	92.3	98.0
<i>Operating Income before Depr.</i>	<i>109.7</i>	<i>100.2</i>	<i>107.6</i>	<i>51.9</i>
Depreciation & Amortization	6.3	13.5	11.2	15.4
Total Operating Expenses	\$89.1	\$112.7	\$103.5	\$113.4
Operating Income	\$103.4	\$86.7	\$96.4	\$36.5
<i>Return on Revenue</i>	<i>53.7%</i>	<i>43.5%</i>	<i>48.2%</i>	<i>24.3%</i>
Non Operating Revenue and Expenses	8.5	1.1	3.7	47.4
Distributable Income	112.0	87.8	100.1	83.9
Bond Income	\$115.5	\$102.1	\$109.8	\$103.4
Distributable Cash + Lease Interest Cash	\$113.7	\$104.5	\$112.0	\$104.7

* 2020 includes impact of GASB 87. Amounts may not foot due to rounding.

Table IV-3....Statements of Revenues, Expenses and Changes in Net Position

	2018 Actual	2019 Forecast	2020 Budget	Change from Prior Year Forecast
(\$ Millions)				
Operating Revenue	\$192.6	\$199.9	\$149.9	-25.0%
Total Operating Expenses before Dep.	(82.8)	(92.3)	(98.0)	6.2%
Depreciation & Amortization	(6.3)	(11.2)	(15.4)	37.7%
Operating Income	103.4	96.4	36.5	-62.2%
Non Operating Revenues (Expenses)				
Lease Interest Income	0.0	0.0	47.5	
Interest Income	1.4	1.8	1.8	-1.0%
Premium Discount	(0.2)	(0.2)	(0.1)	-20.3%
Market Value Adjustments	0.0	0.4	0.0	-100.0%
Non-Capital Grant Income	0.3	0.1	2.4	2358.3%
Capital Grant Contributions	3.6	4.3	2.9	-32.5%
Other Non Operating Revenue (Expense)	3.4	(2.8)	(7.1)	154.7%
Total Non Operating Income (Expense)	8.5	3.7	47.4	1185.7%
Net Distributable Revenue (Net Income)	112.0	100.1	83.9	-16.2%
Distributable Cash + Lease Interest Cash				
Operating Income Before Depreciation	109.7	107.6	51.9	-51.8%
Add Non Capital Grants	0.3	0.1	2.4	2358.3%
Add Capital Grants	3.6	4.3	2.9	-32.5%
Add Lease Interest Income	0.0	0.0	47.5	
Distributable Cash* + Lease Interest Cash	113.7	112.0	104.7	-6.5%
Net Position				
Net Position beginning of year	207.5	284.0	390.7	37.6%
Add Contributions and Expected Capital Construction	83.3	118.6	124.0	4.6%
Add Net Distributable Revenue (Net Income)	112.0	100.1	83.9	-16.2%
Less Cash Distributions	(118.8)	(112.0)	(104.7)	-6.5%
Net Position end of year	\$284.0	\$390.7	\$493.9	26.4%

* Per charter section 5.3 and charter definition 1.1 (p)

* 2020 includes impact of GASB 87. Amounts may not foot due to rounding.

Table IV-4....Summary of Allocations and Direct Charges

(\$ Millions)	2018 Actual	2019 Budget	2019 Forecast	2020 Budget
Port of Tacoma to NWSA	\$28.3	\$35.0	\$32.4	\$34.7
Port of Seattle to NWSA	\$8.5	\$8.4	\$8.5	\$9.3
NWSA to Port of Tacoma	\$1.2	\$1.4	\$1.2	\$1.3

Table IV-5.... Six-year Statement of Revenue, Expenses and Change in Assets*

(\$ in millions)	2019	2020	2021	2022	2023	2024
Operating Revenue	\$199.9	\$149.9	\$159.2	\$168.0	\$176.4	\$192.7
Total Operating Expenses before Dep.	(92.3)	(98.0)	(109.2)	(97.3)	(99.8)	(101.9)
Depreciation & Amortization	(11.2)	(15.4)	(21.1)	(22.8)	(22.3)	(27.8)
Operating Income	96.4	36.5	28.9	47.8	54.3	63.1
Grant Income	4.4	5.3	1.6	0.5	0.0	0.0
Lease Interest Income	0.0	47.5	45.4	43.1	40.7	38.2
Other Non Operating Income	(0.7)	(5.4)	(5.1)	0.2	1.5	1.5
Net Distributable Revenue	100.1	83.9	70.8	91.7	96.5	102.8
Distributable Cash + Lease Interest Cash	\$112.0	\$104.7	\$97.0	\$114.2	\$117.3	\$129.1
Bond Income	\$109.8	\$103.4	\$97.0	\$115.4	\$119.0	\$130.7

*2020 to 2024 includes impact of GASB 87. Amounts may not foot due to rounding

The NWSA is required by the charter to provide at least \$90 million in Bond Income every year to provide adequate cash to the homeports to pay bondholders of bond issues outstanding at the time of the NWSA formation. Table IV-6 provides a forecast of the Bond Income.

Table IV-6.... Six-year Bond Income*

(\$ Millions)	2019	2020	2021	2022	2023	2024
Operating Revenue	\$199.9	\$149.9	\$159.2	\$168.0	\$176.4	\$192.7
Add Non Operating Revenue	6.5	54.4	48.7	45.3	42.4	39.8
Less Capital Grants	(4.3)	(2.9)	(1.6)	(0.5)	0.0	0.0
Less Operating Expenses before Depreciation	(92.3)	(98.0)	(109.2)	(97.3)	(99.8)	(101.9)
Bond Income	\$109.8	\$103.4	\$97.0	\$115.4	\$119.0	\$130.7

*2020 to 2024 includes impact of GASB 87. Amounts may not foot due to rounding



Heavy equipment offloading at EB1 Breakbulk Terminal

V NWSA Capital Investment Plan

Overview

The Northwest Seaport Alliance invests in projects to increase the capacity, extend the life or improve the safety or efficiency of alliance-managed property and equipment.

The five-year Capital Investment Plan (CIP) identifies all projects planned or underway. The CIP provides a mechanism for tracking and managing project budgets and cash flows for five years into the future. Table V-1 shows planned spending on capitalized projects for the five-year time frame. Projects are associated with a program that fall under one of the businesses or under a category called "Infrastructure."

Although funds for a project are included in the CIP, the project is not automatically authorized to proceed. The alliance Managing Members review and approve each project individually. Projects must have the necessary permitting before proceeding.

To achieve its goals, the alliance continues to invest in revenue-generating capital projects that support its businesses. Although the home ports are responsible for the general infrastructure in each respective county, the alliance may also invest in infrastructure projects that support the NWSA's maritime business, as well as increasing rail and road transit of cargo within boundaries between the ports of Seattle and Tacoma. Often, these infrastructure projects are expensed versus capitalized due to accounting requirements.

In addition, environmental projects are planned for meeting or maintaining regulatory requirements, including the development of mitigation and remediation projects. Projects may be expensed or capitalized according to accounting rules.

Summary of Major Projects

The five-year Capital Investment Plan focuses on the following strategic and maintenance projects:

By the close of 2019, the NWSA will have completed or neared completion of the following capital projects:

- Placed in-service the second set of four super-post Panamax container cranes at Husky Terminal
- Constructed stormwater treatment system at West Sitcum Terminal
- Replaced roof at AWC
- Removed cranes at T18 and T46
- Implemented RFID at both harbors
- Repaired T-46 wharf
- Completed design for T5 and started construction phase

Strategic investments:

- Construction of major terminal improvements at the North Harbor Terminal 5
- Rehabilitation of T18, T30 and T-46 dock
- Rehab bulkhead T-46 NW
- Pave T46
- T-18 stormwater utility upgrade
- Husky shore power

Maintenance investments:

- Replace fender system
- Maintenance and rehabilitation of assigned assets

The alliance has a strong commitment to the protection and improvement of the environment. Examples of this commitment include the Clean Truck Program, the Northwest Ports Clean Air Strategy, and significant investment in stormwater improvements.

Strategic development efforts focus on serving existing customers, attracting new customers and building a diverse, dynamic and resilient business base.

Table V-1....Planned Capitalized Project Spending

(\$ millions)	2016	2017	2018	2019	2020	2021	2022	2023	2024
Historical Capital	80.5	66.7	77.8						
Planned Capital				118.6	124.0	106.3	71.5	37.7	29.0
Grand Total	\$ 80.5	\$ 66.7	\$ 77.8	\$ 118.6	\$ 124.0	\$ 106.3	\$ 71.5	\$ 37.7	\$ 29.0

Capital Investment Plan Priorities

To efficiently allocate human and financial resources, the alliance uses a capital project prioritization methodology. For internal management, the alliance uses two categories:

- **Open:** These are ongoing projects or projects ready to move forward that have customer commitment or a high degree of certainty. Only open projects are included in the budget
- **Estimate:** These are projects based on an identified business need or opportunity but have not been fully developed in scope and cost

Capital Investment Plan Projects by Purpose

The alliance classifies CIP projects into three types, (as shown below in Table V-2):

- **Revenue-Generating:** Projects developed for a specific customer that will result in a new revenue stream. The NWSA has designated Port-generated operating cash and revenue bonds to fund most of these projects
- **Revenue Renewal:** Projects developed to renovate or replace obsolete or aging revenue-producing assets. These projects serve to extend existing revenue streams or ensure existing streams are not lost and may offer additional revenue if replacements enhance the efficiencies of operations or offer additional capabilities or value. The ports have designated port-generated operating cash or revenue bonds to fund most of these projects and also may use capital leasing through equipment suppliers or financial institutions

- **Infrastructure:** Projects developed to enhance infrastructure, support multiple or future customers or to enhance public infrastructure. Sometimes, other public agencies may participate in funding that otherwise comes from port-generated operating cash, the property tax levy, and general obligation bonds or revenue bonds. They often are complex in nature, with multiple public agencies involved in the planning process and execution

Table V-3 shows Open (excludes estimate) project expenditures during the five-year planning horizon as categorized by accounting treatment.

Accounting rules require some spending to be capitalized and depreciated over time, while other spending is expensed as incurred.

Table V-3 shows that the NWSA intends to implement \$440.7 million worth of planned projects (capitalized and expensed) in the next five years, with \$144.6 million of that total earmarked for 2020. Non-operating and operating projects will be expensed as incurred and are included in the operating budget.

Table V-4 shows the five-year CIP by Line of Business

Table V-5 shows the expected increase in depreciation when all of the projects are completed. The CIP is the total expected spending of 100 projects, 40 of which are capitalized and 60 expensed as incurred. The expensed projects are captured as expenses in the current year budget and four-year operating forecast as incurred. The costs of the capitalized projects are captured as depreciation expense over the estimated life of the projects that may extend beyond five years. The alliance expects depreciation expense will increase when the redevelopment of Terminal 5 is complete and are in-service.

Table V-2....Five-Year Planned Capital Investment Plan by Purpose

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Infrastructure	\$8.8	\$7.6	\$5.9	\$6.1	\$5.8	\$34.2
Renewal	\$37.0	\$18.4	\$11.2	\$8.0	\$30.6	\$105.1
Revenue	98.7	108.7	63.0	31.0	0.0	301.4
Grand Total	\$144.6	\$134.7	\$80.0	\$45.0	\$36.4	\$440.7

Amounts may not foot due to rounding

Table V-3....Five-Year Planned Capital Investment Plan by Accounting Treatment

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Capitalized	\$124.0	\$106.3	\$71.5	\$37.7	\$29.0	\$368.4
Operating Expense	\$13.8	\$21.9	\$7.3	\$7.4	\$7.4	\$57.8
Non-Operating Expense	6.7	6.5	1.2	0.0	0.0	14.5
Grand Total	\$144.6	\$134.7	\$80.0	\$45.0	\$36.4	\$440.7

Amounts may not foot due to rounding

Table V-4....Planned Major Projects by Line of Business

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Container Business	\$122.6	\$112.3	\$69.9	\$35.9	\$27.5	\$368.3
Non Container Business	\$3.3	\$0.1	\$0.1	\$0.1	\$0.1	\$3.5
Infrastructure	18.6	22.3	10.1	9.1	8.8	68.9
Grand Total	\$144.6	\$134.7	\$80.0	\$45.0	\$36.4	\$440.7

Amounts may not foot due to rounding

Table V-5....Depreciation Impact Due To Capitalized Projects

(\$ Millions)

	2020	2021	2022	2023	2024	Total
Container Business	\$ (6.4)	\$ (12.4)	\$ (14.3)	\$ (14.6)	\$ (20.9)	\$ (68.7)
Non Container Business	(0.7)	(1.0)	(1.0)	(1.0)	(0.6)	(4.3)
Infrastructure	(0.9)	(1.3)	(1.6)	(1.6)	(1.3)	(6.6)
Grand Total	\$ (8.0)	\$ (14.7)	\$ (16.9)	\$ (17.2)	\$ (22.8)	\$ (79.6)

Amounts may not foot due to rounding

Capital Investment Plan Project Descriptions

The NWSA's five-year CIP has been categorized on a business basis, as shown in Figure V-1. The following section provides details of major planned improvements within each business and only includes major projects and equipment.

Container Terminals Business

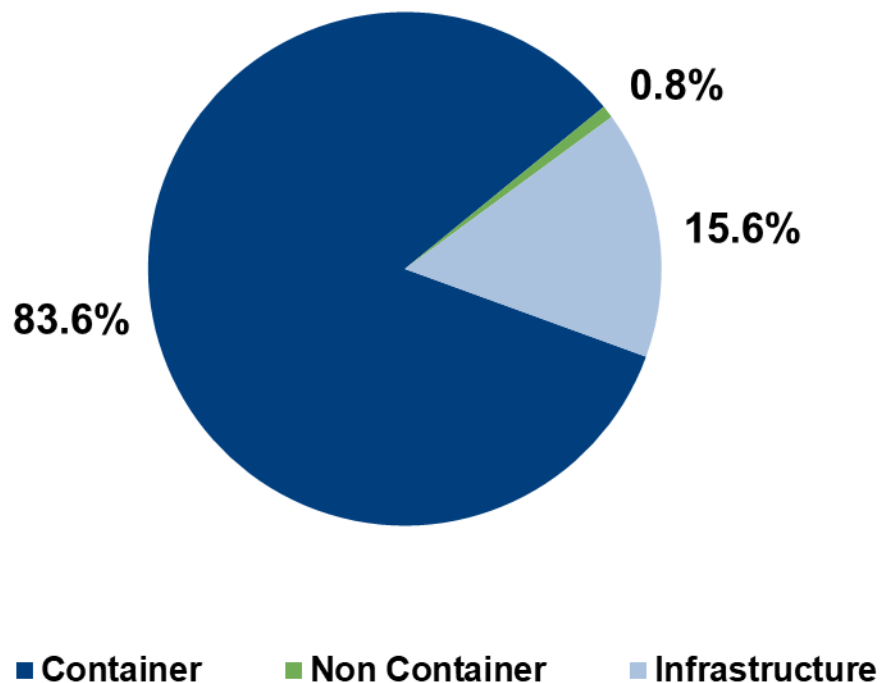
Planned capital expenditures for container terminals will total approximately \$368.3 million over the next five years. The CIP for this business will provide the funds necessary for the construction of major terminal

improvements at the North Harbor Terminal 5; T-18 stormwater utility upgrade; T-18, T-30 and T-46 dock rehabilitation, including design and construction paving repairs and fender replacements at various terminals.

Non-Container Business

Approximately \$3.5 million will be spent on facility improvement for terminal operations and auto businesses.

Figure V-1....Five-Year Capital Investment Plan by Line of Business



Alliance Infrastructure

This section includes capital expenditures that are not specific to a single business and are in support of the alliance's infrastructure or environmental improvements.

- **Environmental Programs:** These projects include reduction and monitoring of emissions, and ongoing cleanup projects. This also includes the Clean Truck Program, which provides matching funds and incentives to help cover the cost of replacing older trucks with cleaner new trucks
- **Technology:** The alliance is investing in an operations service center that will allow

customers and cargo owners to track their cargo as it moves through the gateway

Capital Investment Plan Revisions

The CIP is an integral part of the budget planning process and is reviewed and revised semi-annually. Adjustments in amount and timing are made as required to meet changes in customer or infrastructure requirements.

The alliance maintains sufficient cash reserves to meet the CIP requirements, as well as any unexpected capital requirements, without adversely affecting the ongoing operations of either ports.



Arial view of the N. Harbor in Seattle.

VI Environmental Stewardship and NWSA Planning

Environmental stewardship is a high priority for the NWSA. The NWSA Environmental Stewardship Framework has been put into action. Specifically, working with our stakeholders, the NWSA developed a Best-In-Class approach built on a foundation of the following:

- Fully integrated environmental, economic and financial business decision planning/making;
- Responsive to market and community; and,
- Driver of innovative cost/effective and sustainable solutions.

Program areas of emphasis include:

- Water Quality (source control)
- Air Quality and Sustainable Practices
- Remediation
- Habitat Restoration
- Planning
 - Transportation
 - Land Use
 - Facilities

In 2020, the NWSA plans to focus its environmental efforts on water and air quality and greenhouse gas reductions, with the bulk of that work on NWSA licensed properties. The NWSA plans to develop additional sustainability strategies to help shape future leasing strategies.

Water Quality Program

NWSA's water quality team is comprised of professionals with experience in site inspection, monitoring, project development and delivery, and policy analysis. The goal of this program is to work with internal and external stakeholders to design highly effective, low cost solutions that meet or exceed Washington State's high water quality standards.

Industrial Stormwater Management Program

The NWSA partnership is the framework for an industrial stormwater management program that is a collaborative effort engaging customers, agencies and environmental organizations in both the North and South harbors. The goal of the program is to discuss emerging stormwater issues, common problems and solutions and provide stormwater technical assistance to our customers at their request. Staff engage in extensive stakeholder outreach that includes customers, regulators, environmental organizations and the neighboring communities.

Research and Develop Cost-Effective Means to Manage Stormwater

The NWSA continues previous work initiated separately by the two ports. The NWSA implements innovative cost-effective treatment methods in the field in an effort to focus in on practical, effective stormwater Best Management Practices (BMPs). This includes conducting pilot studies of new and existing treatment infrastructure that are shared with tenants and customers.

Source Control

Controlling pollutants at or near the source is the most cost-effective way of reducing impacted stormwater runoff, managing the risk of costly corrective actions for treatment, and reducing the cost of operations and maintenance of installed stormwater treatment systems. NWSA WQ staff work with customers (as requested) to identify pollutants close to their source and eliminate the source where possible. Using a stepped approach like this, the WQ team assists customers with effective, cost-effective solutions.

North Harbor Focus

Most North Harbor tenants have installed or are installing stormwater treatment at their facilities. The challenge going forward is to reduce the cost of operating and maintaining these systems and, if possible, prevent or eliminate the need for stormwater treatment in selected areas. The Water Quality team continues to focus on maintaining relationships with

tenants/customers and working with them to implement at-source and near-source BMPs with these goals in mind.

South Harbor Focus

Many South Harbor tenants have reached consistent attainment or are currently meeting benchmarks for water quality parameters under the Industrial Stormwater General Permit. The Water Quality team continues to work with tenants/customers to implement at-source and near-source BMPs to facilitate cost-effective and successful solutions, and to focus on tenants/customers that may face site challenges to meet water quality criteria or regulatory policy issues.

Stormwater Development/Redevelopment

Coordination with each home ports' stormwater permit programs ensures site-specific stormwater requirements are met. This includes the design of appropriate treatment systems and/or system selection based on proposed land use and typical discharges associated with site-specific activities. Projects include redevelopment of terminals in both harbors. Both home ports have developed Stormwater Management Guidance Manuals which give specific guidance for development and redevelopment projects to ensure compliance with MS4 requirements.

Projects

Tenant assistance projects in both harbors include installing downspout treatment boxes, infrastructure assessments to identify potential deficiencies, and source control site visits to assist tenants/customers.

North Harbor Projects

Design for the redevelopment of Terminal 5 is underway. As part of those efforts the NWSA is focused on cost-effective stormwater treatment solutions as the facility is updated in partnership with its customer, SSA Marine. The project goal is an effective, lowest cost treatment system that protects the water quality of the west waterway.

South Harbor Projects

At the East Sitcum Terminal, the NWSA is installing an end-of pipe retrofit of an existing treatment vault to

support the Husky backlands reconfiguration and pipe replacement project currently planned for 2020. The NWSA has successfully completed the treatment installation at the West Sitcum Terminal and anticipates turning over the operating permit to the customer in 2020.

2020 Goals

In 2020 the NWSA water quality team will assist SSA in completing the engineering design for stormwater at T-5. The team continues to assist other tenants as requested. The new 2020 ISGP will be released in December 2019 with an effective date of January 1, 2020. NWSA is evaluating its response to this permit and its impacts to NWSA and tenant operations. The Water Quality team also has two pilot projects planned for 2020.

Air Quality Program

Northwest Ports Clean Air Strategy

The Northwest Ports Clean Air Strategy (NWPCAS) was adopted in 2008 and updated in 2013 as a collaborative effort among Port of Vancouver (Canada), the Port of Seattle, and the Port of Tacoma to reduce air emissions from shipping and port-related activities. The NWPCAS includes goals to reduce emissions of diesel particulate matter and greenhouse gases, and establishes performance targets for various maritime sectors. The NWPCAS will be updated in 2020 to create goals for 2025 and beyond.

The NWPCAS identifies specific measures to achieve beyond compliance air quality and greenhouse gas objectives. NWSA staff will continue ongoing collaboration with NWPCAS partners to share information, conduct joint projects and publish annual progress reports to the community. The NWSA will seek opportunities to partner with customers and other stakeholders on grant-funded emission reduction projects and pilot studies.

Puget Sound Maritime Air Emissions Inventory

In 2005, 2011 and 2016 the partners in the Puget Sound Maritime Air Forum, consisting of the ports of Tacoma, Seattle, Anacortes, Everett and Olympia; along with Washington State Ferries, Puget Sound Clean Air Agency, Western States Petroleum

Association, Pacific Merchant Shipping Association, and others, collaborated on the development of a Puget Sound Maritime Air Emissions Inventory. The 2005 inventory formed the basis of the Northwest Ports Clean Air Strategy. The latest inventory was based on emissions in calendar year 2016 and was completed in early 2018. As the largest port authority in the Puget Sound Maritime Air Forum, the NWSA managed the 2016 inventory. The results of the 2016 inventory demonstrated that we met both our overarching diesel particulate reductions goals and our greenhouse gas reductions goals four years earlier than anticipated. A scenario tool was also deployed based on the data collected in the inventories. This tool helps Ports evaluate the effectiveness of proposed technology upgrades and new emission reduction programs. NWSA plans to initiate the next emissions inventory in 2021.

Clean Truck Program

The NWPCAS Clean Truck Program targets 100% of trucks serving the gateway to have a 2007 model year or equivalent engine.

In 2019, the NWSA and its terminal operators took the bold step of prohibiting truckers that call at our international marine terminal facilities from entering those terminals if they operated model year trucks of 2006 or older. Radio Frequency Identification Tags (RFID) readers have been installed at all international container terminals and are used to validate that trucks entering the terminals are model year 2007 or newer. In addition, the NWSA partnered with the Washington State Department of Ecology, the Puget Sound Clean Air Agency, the City of Seattle and received a Clean Diesel Grant to pool our resources and created a loan loss reserve fund to assist truckers with purchasing a compliant truck. The loan loss reserve program was discontinued as planned in spring 2019 after the clean truck deadline was successfully implemented.

In order to continue making progress towards phasing out pre 2007 trucks from domestic terminals and providing support for drivers serving the international terminals, NWSA has negotiated for continued use of Clean Diesel Grant funds from the Department of Ecology to provide incentives for drivers who wish to scrap their trucks and replace them with newer models. In close consultation with the trucking community, the NWSA will determine the future

direction of the Clean Truck Program through the 2020 Northwest Ports Clean Air Strategy Update.

Greenhouse Gas Reduction Resolution

In 2017, the NWSA Managing Members revised the greenhouse gas reduction goal outline in the NWPCAS and adopted greenhouse gas reduction targets in keeping with the Paris Agreement and in alignment with the global reductions necessary for keeping warming to within 2-degrees Celsius by 2050. The alliance will reduce greenhouse gas emissions within the Puget Sound airshed as follows:

By 2030:

- 50% below 2005 levels (scope 1, 2 & 3 emissions)

By 2050:

- Carbon Neutral (scope 1 & 2 emissions)
- 80% below 2005 levels (scope 3 emissions)

To accomplish these goals, the alliance will advance initiatives specific to the operations it controls and work to influence other stakeholders whose emissions fall beyond the Port's authority. The alliance is committed to partnering with tenants, cargo owners, shipping lines, manufacturers, warehousing and other key stakeholders to drive demand for cost-effective and innovative greenhouse gas reduction technologies and solutions to meet our collective goals.

Green Marine

Green Marine is a maritime environmental organization that offers a certification program for the North American marine industry. To receive certification, members benchmark their environmental performance each year and have bi-annual verification of results. The NWSA joined this organization in 2016 and began the self-assessment process. This work will continue in 2020, with results scored and published by Green Marine. NWSA staff participate in technical advisory groups to guide updates to the program.

Ship to Shore Power Expansion

Both the ports of Tacoma and Seattle have provided shorepower at some berths. The NWSA continues to pursue additional opportunities to leverage public and

private funding for additional shorepower installations, and ensure terminal designs include shorepower capability. Some of these opportunities include Diesel Emission Reduction Act (DERA), Federal Volkswagen Settlement (VW) funding, and TransAlta Centralia Coal Transition Grant funds, along with other emerging sources of state funding. As part of this effort the NWSA has developed a draft plan for shore power installations throughout the gateway. Pending Managing Member approval, NWSA plans to accept a DERA grant from the EPA that would contribute \$1 million to the installation for shore power at Husky Terminal, with design planned in 2020 and construction in 2021. The expansion of shore power capabilities is consistent with the NWSA Strategic Plan and Northwest Ports Clean Air Strategy to reduce particulate emissions and greenhouse gases.

Energy Planning

Zero emission equipment and vehicles are quickly being developed and demonstrated and would provide opportunities to reduce emissions once fully commercially available. In addition, since electrical energy is cheaper than fuel, there is significant potential for the total cost of ownership for electric vehicles and equipment to be lower than diesel if the purchase price is appropriately reduced.

While zero emission equipment and vehicles could provide these advantages substantial infrastructure investments would be necessary to support them. In 2020 and 2021, the NWSA plans to develop an "Electrification Roadmap" for the South Harbor, quantifying the energy needs to power operations at the port, determining the infrastructure required to meet those energy needs, working with the utility to evaluate the grid's capability to supply the required energy, and create a plan for making these infrastructure investments over time. The Port of Seattle is leading a similar effort in Seattle, which will cover NWSA's North Harbor facilities.

Planning

The Planning Team provides a range of services from strategic to site planning. Some of our primary services include planning for marine terminals and supporting infrastructure, port master planning, optimizing port operations and determining the operational and financial feasibility of new port and marine investments. Port Planning also coordinates

baseline studies to facilitate decision making about investments and operations.

Planning Overview:

- **Facility Planning:** Port Planning has experience with developing port industrial lands, equipment costing, industrial warehouse location and layout analysis.
- **Operations, Planning, and Research:** Planning supports Port Operations in optimizing gates and terminals, analyzing traffic flow and circulation, and evaluating new communications and data collection technologies.
- **Project Feasibility Development:** The Planning Team supports Facilities Development by maintaining a general understanding of all focus areas within the group, especially the environmental specialties. With this overall perspective the team is able to assist with opportunity assessment review and strategic port planning.
- **Economic and Financial Analysis:** Services include: cost benefit studies, economic risk analysis, financial analysis, market studies, multi-modal and system optimization of transportation networks, and defining development concepts and economic strategies.
- **Strategic Planning:** Services include developing business plans, master plans, and strategic planning. The Planning Team reviews and provides comment on new and updated local, state, and federal policy and regulatory documents to protect the interests of the Port. These plans can range from State Freight Master Plans to City Comprehensive Plans.

- **Grant Coordination:** Planning helps coordinate grant application efforts to ensure a unified and sensible approach. We look for grants to help offset the cost of facility, technology, and planning work whenever feasible. Our coordination efforts encompass tracking priority projects and possible grants, and keeping up to date on the progress of projects that benefit from grant dollars. We provide staff support to the Grant Steering Committee.

2020 Planning Goals

The major goals for 2020 include completion of the NWSA Gateway Master Plan, coordination of shoreline permit condition requirements for Terminal 5, coordination with Sound Transit on ST3 link extensions north and south and Sounder expansion, advocacy at Puget Sound Regional Council, and continued coordination with the NWSA Operations and Commercial teams, and coordination of grant applications



Appendix A Bond Income Calculation

The Northwest Seaport Alliance Charter requires the establishment of a Bond Income Calculation. Section 4.2 (b) states:

Bond Income Calculation. Managing Members shall establish and maintain a requirement for the PDA to calculate and establish a minimum level of net income from the PDA equal to the amount currently required for the Homeports to meet their current bond rate covenants ("Bond Income Calculation"). The Managing Members shall require the Bond Income Calculation to be reviewed annually as part of the PDA budget process and the Managing Members may adjust the Bond Income Calculation so long as it does not cause any Managing Member to fail to comply with its rate covenant. The PDA may not take any action that reasonably would reduce PDA income below the minimum level established by the Bond Income Calculation unless each Homeport separately votes to approve that action. Such a vote by each Homeport must occur even if the action is within the CEO's authority under the Delegation of Authority Master Policy. If net income before depreciation of the PDA is not sufficient for either Homeport to be in compliance with a rate covenant (as currently described in each Homeport's Master Bond Resolutions in effect as of the Effective Date), then:

- (i) Upon that Homeport's request, the PDA shall hire an independent third-party consultant to perform analysis and make recommendations for actions needed to achieve bond covenant compliance.
- (ii) If the consultant recommends an action that the PDA is unwilling, unable or refuses to undertake, either Managing Member can require dissolution of the PDA following the dispute resolution process even if within the Initial Period.
- (iii) The PDA shall have at least four months to respond, act and or dissolve following its receipt of the consultant's recommended action, unless a shorter time is required by the applicable bond covenants.

The Managing Members established the Bond Income Calculation as \$90 million based on the currently outstanding debt of each Port, the applicable rate covenants and certain other net revenues available for debt service, as appropriate.

Appendix B Capital Construction

The Northwest Seaport Alliance Charter requires the funding of Capital Construction. Section 3.12 states:

Separate from Working Capital, the PDA shall provide for the funding of capital expenditures ("Capital Construction") to be funded by a pro rata initial contribution from each Managing Member based on their respective Membership Interests. Managing Members may approve by vote contributions to Capital Construction in amounts other than based on each Managing Members' pro rata respective Membership Interests on a project-specific basis. Requests for funding Capital Construction shall be based on the CEO's periodic projection of PDA capital project cash flow needs. Managing Members may consider requests for additional contributions to the PDA, the affirmative approval of which will require a vote by each Managing Member. Capital Construction shall be funded by each Managing Member separately and not from Working Capital. Distributions of Capital Construction funds will be made expressly subject to either (1) Managing Member approval of capital projects or (2) CEO approval of capital expenditure, where such expenditure is within the levels set in the Delegation of Authority Master Policy.

The Managing Members established the initial Capital Construction as \$27 million based on the proposed 2016 NWSA Capital Improvement Plan. Additions to NWSA Capital Construction have been made as necessary to fund Managing Member approved projects.

Appendix C NWSA Full Time Personnel

	NWSA			
	2018 Actual	2019 Budget	2019 Actual	2020 Budget
<i>As of September 30, 2019</i>				
Executive	12	12	12	13
Commercial Business	22	26	20	23
Operations	10	11	10	11
Facilities Development	9	9	8	9
Total	53	58	50	56

The 2020 staffing budget of \$10,292,969 includes the following:

- \$6,998,670 for salaried employees and \$78,196 for hourly employees which includes;
 - \$149,123.11 for annual pay increases for salaried employees starting April.
 - \$17,543.89 for annual recognition program paid to salaried employees in April.
 - \$17,543.89 for marketplace adjustment for salaried employees during the year.
 - Hourly employees will receive a 3% raise in April per contract.
 - Average salary of \$123,115.
- Total benefits of \$3,208,203

Changes in Full Time Personnel

- Commercial Business: Reduced 2 marketing and business services positions and a real estate lease administration position
- Executive: Added General Counsel Position

Appendix D NWSA Memberships

Overview

The NWSA and alliance staff are members of several organizations. The NWSA believes that participating in these partnership organizations plays a key role in advancing the NWSA's business objectives and ensures NWSA staff is knowledgeable and productive. These memberships are in addition to, or supplement the home port memberships.

Port Authority Organizations

These memberships assist the NWSA's lobbying efforts on both the state and national levels and keep staff informed about major issues and developments that affect NWSA operations. Membership with the Washington State Public Ports Association remains with the home ports.

Economic Development Organizations

Economic development is a major part of the NWSA's mission. For that reason, the NWSA maintains memberships and works closely with a variety of economic development groups. These memberships help strengthen the NWSA's visibility throughout the world through trade missions and trade shows.

Regional Organizations

Memberships in regional organizations demonstrate the NWSA's commitment to trade on a statewide and regional basis.

Industry Associations and Professional Organizations

These associations and organizations ensure that staff obtains the latest in technical development by taking advantage of meetings, networks and special programs offered by them.

Trade Promotion Organizations

These memberships give the marketing and sales staff important contacts and current industry trade information that enhances the NWSA's overall marketing efforts.

Community Service Groups

The NWSA maintains memberships in these groups as part of its effort to build better community relations, to work more effectively with the business people and to ensure that the NWSA's interests and concerns are addressed in the community.

Annual NWSA Memberships & Personnel Memberships (estimated)

Organization	Annual Dues
American Association of Port Authorities	\$55,000
Pacific Northwest Waterways Association	30,000
Washington Council on International Trade	20,000
International Association of Ports and Harbors	13,000
Green Marine	11,000
All Other Memberships	54,796
Total NWSA Memberships	\$183,796

American Association of Port Authorities

AAPA is an alliance of leading ports in the Western Hemisphere that protects and advances the common interests of its diverse members through advocacy, professional development, relationship-building, and public awareness.

Pacific Northwest Waterways Association

The Association advocates for funding for navigation projects around the region, including those on the Columbia Snake River System, in the Puget Sound and along the Oregon and Washington coasts.

Washington Council on International Trade

The Council is dedicated to advocating for public policies that increase Washington State's international competitiveness.

International Association of Ports and Harbors

A global trade association for seaports worldwide. It is headquartered in Tokyo, Japan.

Green Marine

Green Marine is an environmental certification program for the North American marine industry.

The Northwest Seaport Alliance

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