Tony McLean called the meeting to order at 5:30 PM. A quorum was present. There was no public comment.

**Consent Calendar Minutes**

The Governing Council approved the minutes for the November 12, 2019 Governing Council meeting (Moved/2nded by Gloria Burton/Doris Koo, 8 of 8 in favor)

The Governing Council accepted as information:
- The Finance & Audit Committee minutes from November 6, 2019
- The Program Committee minutes from November 6, 2019.

**Executive Director and Staff Report**

The Executive Director and Associate Director reviewed the Executive Director and Staff Report.
- The Executive Director reported on his introductory meetings. He met with the majority of Governing Council Members, some Strategic Advisors and Consultants, and key stakeholders.
- He also met with potential facilitators for the Board Retreat. He would like to plan the Board Retreat for early to mid-February.
- The All Grantees Meeting was conducted successfully. John Kim had his debut presentation, met with New and Renewal Major Grant recipients, and learned about their programs.

**Financial Stewardship**

*2020 Pacific Tower Operating Budget*

The Associate Director discussed the 2020 Pacific Tower Operating Budget.
- The Governing Council reviewed the 2020 Tower Operating Budget and planned capital costs.
- Mike Heinisch and Nancy Sugg recused themselves from voting on the Tower Operating Budget due to relationships with tenants/subtenants, but can vote to approve the full PHPDA Operating Budget.

The Governing Council voted to approve the 2020 Pacific Tower Operating Budget (Moved/2nded by Sue Taoka/Susan Crane, 7 of 7 in favor (Heinisch and Sugg abstained))
2020 Operating Budget (Resolution 20-2019)

The Associate Director reviewed Resolution 20-2019 regarding the 2020 PHPDA Operating Budget. The majority of the budget was substantially the same as when the Governing Council reviewed the draft in November. Some minor changes include:

- The Executive Director’s salary and benefits.
- She added a line for the Board Facilitator and increased the amount in travels in order to account for costs related to out-of-town conferences.

The Governing Council voted approve Resolution 20-2019 adopting the 2020 Operating Budget (Moved/2nd by Bob Cook/Sue Taoka, 9 of 9 in favor)

Transfer of Grant Unexpended Funds to Reserve

The Associate Director discussed transferring grant unexpended funds to Reserve.

- The Finance Committee will continue reviewing and planning the reserve fund in 2020.

The Governing Council voted to approve the Transfer of Grant Unexpended Funds to Reserve (Moved/2nd by Susan Crane/Mike Heinisch, 9 of 9 in favor)

Grantmaking and Grant Management

Nimble Grant Cycle 1 2020 Awards (Resolution 21-2019)

The Grants Manager reviewed Resolution 21-2019 regarding the Nimble Grant Cycle 1 2020 Awards which was forwarded by the Nimble Grant Sub-Committee Review after providing their recommendations on December 4, 2019.

- Seven applications were reviewed by the PHPDA Associate Director, Grants Manager, and two Governing Council members: Sue Taoka and Mike Heinisch
- The Nimble Grant Sub-Committee recommended three proposals for full or partial funding, totaling $52,952, funding from January 1, 2020 to December 31, 2020:
  - Vine Maple Place was recommended for full funding with no directives.
  - Mary’s Place was recommended for partial funding, only for their requested equipment.
  - Kindering was recommended for partial funding with no directives.
- All applicants have the option to contact Grant Staff for feedback on their proposals.
- In this cycle, the recommendation was to fund less than what was budgeted. The PHPDA plans to use what was left over in the subsequent Nimble Grant cycles.
- Grant Staff will actively reach out to one of the grantees that did not receive an award to discuss potential future funding.

The Governing Council voted to approve Resolution 21-2019, authorizing the Executive Director to negotiate and execute 2020 Nimble Fund Cycle 1 contracts (Moved/2nd by Nancy Sugg/Susan Crane, 9 of 9 in favor)
2020 New and Renewal Major Grant Guidance

The Associate Director reviewed the 2020 New and Renewal Major Grant Guidance.
- LOIs will be open at the end of this week. The entire Program Committee is expected to participate in reviewing LOI applications during the February 5th Program Committee meeting.
- Changes were made to the New Major Grant focus areas:
  - Advocacy was removed as a focus area but was moved to a different section to be clear that advocacy is allowed.
  - African American as a focus area has been removed. Instead, a Focus Area for "Communities of Color" was created, particularly focusing on African American and American Indian / Alaska Native populations.
  - Women's & Reproductive Health has been added.
  - Removed Homelessness & Housing Instability. This is due to the success in reaching this population in previous funding rounds. This does not preclude the PDA from funding these programs.
- Additional questions have been added to the Application Questions.
- Language was added to allow former PHPDA Staff, Council Members, or Strategic Advisors on future Grant Panel Reviews.
  - The Governing Council will still be required to vote to appoint and approve all members of all Grant review panels.

The Governing Council voted to approve the 2020 New and Renewal Major Grant Guidance to be launched with application processes in the upcoming year (Moved/2nded by Mike Heinisch/Susan Crane, 9 of 9 in favor)

Appointment of 2020 Grant Panels

The Grants Manager discussed the appointment of 2020 Grant Panels.
- Each panel includes 2-3 PHPDA Staff members and 2-4 Governing Council members or Strategic Advisors.
- All members of the Governing Council are required to participate in at least one Grant Review Panel. Several members of the Council signed up for Grant Reviews during the Governing Council meeting. All Governing Council members have now signed up for at least one Grant Review.

The Governing Council voted to approve and appoint members to the amended 2020 Grant Panels (Moved/2nded by Bob Cook/Ellie Menzies, 9 of 9 in favor) – see attached.

Report on All Grantees Meeting

The Associate Director reported on the 2020 All Grantees Meeting held on Friday, December 6, 2019.
- She highlighted the attendees, expenses, and learnings from the event.
- Governing Council members who attended the meeting were very impressed.
- The PHPDA tried several new activities:
Meeting of the PHPDA Governing Council
Tuesday, December 10, 2019 5:30-7:00 PM
Quarters 2, Beacon Hill Campus
1200 12th Ave South, Seattle, WA 98144

- Presentation slides were forwarded to grantees.
- A Question & Answers section took place after each cohort’s presentations.
- The PHPDA surveyed grantees to see which Table Topics they are most interested in.

- The Council provided several suggestions for future meetings:
  - Potentially inviting Health Equity Scholars to present and discuss their work.
  - Strategic Communications: Work with Pyramid Communications to include a video at the meeting and to assist the PDA with a potential post-report for key stakeholders. Further discussion will be had with grantees to gauge their comfort level.

Real Estate

Resolution 22-2019 Authorizing Amended King County TOD Funds

PHPDA Legal Counsel Denise Stiffarm updated the Governing Council on Resolution 22-2019 Authorizing Amended King County TOD Funds.

- Amended documents reflect (1) implementation of King County loan adjustment from $4.7 million to $3 million in recognition of the HSDPDA grant funding to the PHPDA; and (2) adjusting the loan term from December 2021 to December 2022 to accommodate the outside date for SCIDpda’s closing on the North Lot transaction. The deed of trust document is an Amended and Restated Deed of Trust with additional detail related to the County’s security interest.
- The final documents reflect minor technical corrections from the document set previously provided to the Governing Council.
- The County cannot at this time agree to amend the documents to reflect the intended fee transfer and assignment of obligations to SCIDpda but indicates these issues will be addressed with new document executed at Closing of the SCIDpda transaction.

The Governing Council voted to approve Resolution 22-2019 Authorizing Amended King County TOD Funds, authorizing the PHPDA Executive Director to execute on behalf of the PHPDA the amended contract documents related to acceptance of the King County Loan Funds (Moved/2nded by Doris Koo/Sue Taoka, 9 of 9 in favor)

Resolution 23-2019 Authorizing First Amendment to HSDPDA Funding Agreement

Legal Counsel Denise Stiffarm reviewed the Resolution 23-2019 Authorizing First Amendment to HSDPDA Funding Agreement.

- The First Amendment (1) extends the deadline for securing AiPACE’s occupancy on the property pursuant to a long term lease from February 2021 to December 2022 to accommodate the outside date for SCIDpda’s closing on the North Lot transaction; and (2) provides approval of PHPDA’s assignment at Closing to SCIDpda of the obligations under the Agreement.

The Governing Council voted to approve Resolution 23-2019 Authorizing First Amendment to HSDPDA Funding Agreement, ratifying the PHPDA Executive Director’s execution of the First Amendment to the Agreement Regarding Funding for the AiPACE Program and authorizing the Executive Director to take any and all actions consistent with the agreement (Moved/2nded by Doris Koo/Sue Taoka, 9 of 9 in favor)
Update on PacMed Lease Renewal

The Executive Director provided an update on the PacMed Lease renewal activities.
  • PacMed responded to the PDA’s proposal at a timely manner and our Real Estate Consultant Michael Finch is continuing negotiations.

Doris Koo provided an update on SCIDpda’s achievement in securing funds for the North Lot Project. The Office Coordinator will upload photographs to the PHPDA website.

Governance

Reappointment of Nancy Sugg (Resolution 24-2019)

Council Chair Tony McLean reviewed Resolution 24-2019 on the reappointment of Nancy Sugg.
  • Tony McLean expressed his gratitude for her expertise and dedication. The Council unanimously agreed.
  • The Office Coordinator will provide Nancy Sugg’s necessary paperwork to the City Clerk and City PDA Liaison.

The Governing Council voted to reappoint Nancy Sugg to serve a three-year term beginning in January 2020 as a member of the PHPDA Council (Moved/2nded by Bob Cook/Ellie Menzies, 8 of 8 in favor (Sugg Abstained))

Governing Council Officers (Resolution 25-2019)

  • There is an option to do one or two year terms. The Associate Director’s directive was to move forward in 2020 with one-year terms.

The Governing Council voted to appoint Sue Taoka as Governing Council Chair, Mike Heinisch as Vice Chair, Ellie Menzies as Secretary, and Doris Koo as Treasurer for a one-year term commencing January 1, 2020 and ending December 31, 2020 (Moved/2nded by Mike Heinisch/Susan Crane, 9 of 9 in favor)

Governing Council Succession Planning

The Governing Council discussed succession planning.
  • Tony McLean plans to depart from the Governing Council. The Council will look to fill his seat.
  • The Executive Director would like to continue discussing the Council’s membership and PHPDA’s needs before the board retreat to reflect on expertise and knowledge when filling seats. The Executive Director requested having current members respond with potentially interested parties.
The Governing Council thanked and congratulated Tony McLean for his service to the PHPDA as the Governing Council Chair. Tony McLean expressed his gratitude.

Minutes approved [Signature] 2/5/2020 (Date)