



**Meeting of the Governing Council Minutes**

Tuesday July 12, 2011

5:30-7:00 p.m.

Quarters 2 Building, Beacon Hill  
1200 12<sup>th</sup> Ave South Seattle, WA

MEMBERS PRESENT		NOT PRESENT	ALSO PRESENT
Kevin Fox	Marc Provence	Tom Wood	Rosemary Aragon, ED
Lance Wilken	Linda Ruiz		Christina Bernard, PA
Marite Butners	Wendy Watanabe		Steve Wood (until 6:10)
Dan Lessler	Theresa Rambosek		

Kevin Fox called the meeting to order at 5:24 p.m. A quorum was present. There was no public comment.

**Consent Calendar**

The Governing Council approved the June 14, 2011 Governing Council minutes (Moved/2<sup>nd</sup>ed by Ruiz/Lessler. 8 of 8 in favor).

The Governing Council accepted as information the Finance & Audit Committee minutes from June 14, 2011 and Planning Committee minutes from June 1, 2011.

**Tower**

*Update*

Real Estate advisor Steve Wood led discussion with the Governing Council on meetings with Wright Runstad.

*PMC Operating Costs (Tower)*

The Executive Director discussed issues that have recently arisen regarding PMC operating costs for the Tower, payable under their lease. Council members then went on to discuss issues regarding the proposed conflict waiver with Pacifica Law Group with regard to these matters.

The Council voted to amend the agenda to change this agenda item from informational to an action item (Moved/2<sup>nd</sup>ed by Rambosek/Ruiz. 8 of 8 in favor). They then voted to instruct the Executive Director not to sign the proposed conflict waiver with Pacifica Law Group with regard to operating costs under the lease with PMC (Moved/2<sup>nd</sup>ed by Wilken/Ruiz. 8 of 8 in favor).

Real Estate advisor Steve Wood left the meeting following this discussion.

*June 2011 Tower CPI rent adjustment*

The Program Analyst reported that there would be no adjustment to the Tower Lease rent in 2011. While the CPI increased slightly, the Class A Office Market rent in downtown Seattle decreased. The Council voted to accept this information (Moved/2<sup>nd</sup>ed by Butners/Provence. 8 of 8 in favor).

**Governance**

*PHPDA Charter revision (Res 07-2011)*

Council member Theresa Rambosek discussed a proposed change to the PHPDA Charter. At the June meeting, the Council approved a Finance Committee Charter allowing meeting attendance and voting by telephone. After review, legal counsel concluded that this change would require a change in the PHPDA Charter. The proposed PHPDA Charter revision allows for members attending by phone to count toward a quorum and to vote. However, the majority of the attendees must be at the meeting in



## Meeting of the Governing Council Minutes

Tuesday July 12, 2011

5:30-7:00 p.m.

Quarters 2 Building, Beacon Hill  
1200 12<sup>th</sup> Ave South Seattle, WA

person in order for a quorum to be present. The Council voted to approve Resolution 07-2011, amending the PHPDA Charter (Moved/2<sup>nd</sup>ed by Ruiz/Wilken. 8 of 8 in favor).

### *PHPDA Rules & Regulations revision (Res 08-2011) and Conflict of Interest Operating Policy revision (01-2005)*

Finance Chair Marite Butners discussed proposed changes to the PHPDA Rules and Regulations and Operating Policy 01-2005, PHPDA's Conflict of Interest Policy. After the Governing Council approved the Finance & Audit Committee Charter allowing for voting non-Governing Council Committee members, small revisions required in both documents were identified. The effect of the revisions is to include Committee members under the indemnity clause of the Rules and Regulations, and to apply the Conflict of Interest policies and requirements to Committee members and all PHPDA staff, in addition to Governing Council members and Executive staff. Marite Butners moved to approve Resolution 08-2011 and the revised Operating Policy 01-2005 (seconded by Linda Ruiz).

Council member Marc Provence noted that asking all staff and Committee members to fill out a Statement of Economic Interest could be beneficial, even though completed forms are not required by the City from these individuals. Other Council members agreed that they would prefer to have everyone complete the form so that all staff, Council members and Committee members consider and think about the potential financial conflicts covered in the questions.

The Council voted to approve Resolution 08-2011 and the revised Operating Policy 01-2005, as further amended during the meeting to require all staff, Council members and Committee members to complete the Statement of Economic Interest (Moved/2<sup>nd</sup>ed by Provence/Rambosek. 8 of 8 in favor).

### *PHPDA Strategic Planning*

Planning Committee Chair Wendy Watanabe led discussion on PHPDA's upcoming strategic planning. She reported on the Planning Committee's discussions regarding process and timing, with the planning likely to be done during sessions in September, October and November. She asked Council Members to review the summary of the mission and vision from the previous PHPDA Strategic Planning that was included with their meeting materials. In the first strategic planning session in September, the Council will do a quick review of this summary to determine if any changes are needed. They will also invite speakers to the first session to discuss the context of PHPDA's current and future work.

The Council decided that in September, the Finance Committee and Governing Council would meet on their regular day (September 13), but the times would change to accommodate strategic planning. Finance will meet from 3:00-4:15 and Governing Council will meet from 4:15-7:00, with at least 90 minutes of that time spent on strategic planning. Staff will send required notifications for the time change and will invite outside speakers to the meeting.

### *Focus of 30<sup>th</sup> Anniversary Celebration-November 2, 2011*

The Executive Director reported on ongoing planning for the PHPDA 30<sup>th</sup> Anniversary event, for which Save the Dates were mailed last week. She reported that the focus of the event will be on partnerships past, present and future.



## Meeting of the Governing Council Minutes

Tuesday July 12, 2011

5:30-7:00 p.m.

Quarters 2 Building, Beacon Hill  
1200 12<sup>th</sup> Ave South Seattle, WA

### **Financial stewardship**

*Employment Screening & Background checking policy (Operating Policy 04-2011)*

Operating Policy 04-2011 will be discussed at a later meeting.

*Public Works procedures and policies (Operating Policy 05-2011 AND Res 09-2011)*

The Executive Director discussed Operating Policy 05-2011, Contracting for Public Works Projects. She and Committee members Lance Wilken and Theresa Rambosek met with attorneys at K&L Gates to review the provisions of the policy. The policy sets up procedures compliant with state law for the PHPDA to use any time they enter into contracts or service agreements for construction, remodeling, and other similar projects. Council member Marc Provence noted one place in the policy where "municipality" should be replaced by "PHPDA." The Council voted to approve Resolution 09-2011, which approves Operating Policy 05-2011, with one minor change (Moved/2<sup>nd</sup>ed by Rambosek/Wilken. 8 of 8 in favor).

### **Adjournment**

The meeting was adjourned at 6:56 p.m.

Minutes approved \_\_\_\_\_ (Date)