



**Meeting of the PHPDA Governing Council**  
**October 9, 2012 5:30-7:00 p.m.**  
 Quarters 2 Building, Beacon Hill  
 1200 12<sup>th</sup> Ave South Seattle, WA 98144

MEMBERS PRESENT			ALSO PRESENT	
Linda Ruiz	Nate Dreon	Marc Provence	Rosemary Aragon	Steve Wood
Mike Heinisch	Kevin Fox	Dan Lessler (from 5:33)	Christina Bernard	Kenny Pittman, City of Seattle PDA Coordinator
Theresa Rambosek	Judy Tobin	Marite Butners	Denise Stiffarm	

Kevin Fox called the meeting to order at 5:31 p.m. A quorum was present. There was no public comment.

**Consent Calendar**

The Governing Council approved the September 11, 2012 Governing Council minutes (Moved/2<sup>nded</sup> by Butners/Heinisch. 8 of 8 in favor).

The Governing Council accepted as information the Finance & Audit Committee minutes from September 11, 2012 and the Planning Committee Minutes September 5, 2012 and August 1, 2012.

The Committee voted to amend the agenda to discuss the Tower marketing update before the Tower lease termination (Moved/2<sup>nded</sup> by Rambosek/Provence. 9 of 9 in favor).

**Tower**

*Tower marketing update & next steps*

Steve Wood, the PHPDA’s real estate broker, updated the Council on the work he is doing to market the Tower and his plans for the next several weeks. He also shared the completed offering document for *Pacific Tower at 1200 12<sup>th</sup>*. Council members asked him several questions on the types of lease and tenant that could arise and the benefits and drawbacks to several of the options. He also discussed the current state of the market in Seattle and the impact on the PHPDA’s leasing of the Tower building.

*Tower Lease Termination (Resolution 12-2012)*

The Executive Director reminded the Council of the steps that had been take with regard to the default by WRC.Com Tower LLC, as laid out in the Tower lease agreement. On September 27, the PHPDA notified the tenant that the lease had been terminated. The Executive Director went on to discuss a proposed termination agreement. The agreement will ensure that all bills related to management of the property before September 30 are paid by the tenant and will allow for a smooth property management transition. She noted that PHPDA and WRC.Com Tower LLC had not reached closure on a few of the sections of the agreement and that therefore the resolution would authorize her to execute the agreement when it is finalized.

The Council discussed the agreement and other aspects of the lease termination. Finance Committee members reported on a few remaining questions they had regarding the WRC.Com Tower LLC financial statements.

Theresa Rambosek moved to approve resolution 12-2012 subject to: (1) receipt of a fixed asset schedule consistent with the WRC.Com Tower LLC financial statemenets; (2) a representation from WRC.Com Tower LLC that the tenant is unable to meet their continuing obligations under the lease;



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and (3) Executive Committee review and approval by email of the adequate receipt of items (1) and (2). Marite Butners seconded. After further discussion, Theresa Rambosek amended the second condition of her motion to instead state that the representation be that the tenant cannot meet current obligations with regard to the lease and future obligations related to the lease that may arise from third parties contracts. Marite Butners seconded. The Governing Council adopted resolution 12-2012 subject to the three conditions (9 of 9).

**Access to Health Services**

*PANW Database Grant (Resolution 13-2012)*

Council member Linda Ruiz discussed a \$10,000 grant request from Project Access Northwest for a Client Management System, noting that the Planning Committee had reviewed the request and recommended approval. She described the current system used by PANW, which requires data entry into a database and several spreadsheets. It takes significant staff time, increases the chance of data entry error, and makes report generation difficult. The new system would allow more data to be collected more easily, and would allow for more efficient reporting. The total cost of the system is \$20,000, of which they have requested \$10,000 from PHPDA.

Judy Tobin moved adoption of resolution 13-2012, seconded by Mike Heinisch. Planning Committee Chair Marc Provence noted that although this is a capital request and PHPDA has decided to generally not fund capital projects, this particular request directly serves mission purposes by allowing staff more time to work with patients. The Council adopted resolution 13-2012 (9 of 9).

**Governance**

*Executive Director retirement & 2013 search process*

The Executive Director discussed the timing of her planned retirement in fall 2013 and the process to retain a search firm to find her replacement. She anticipates contracting with a search firm in January or February. The firm will first work with the Governing Council and the Executive Director to determine the qualifications they are looking for in the replacement.

*Board Officers for 2013*

Chair Kevin Fox discussed the likely board officers slate for 2013, including Theresa Rambosek as Chair, Kevin Fox as Vice Chair, Marite Butners as Treasurer, and Judy Tobin as Secretary. A resolution to appoint the officers will be brought to the November or December Governing Council meeting.

**Adjournment**

The meeting was adjourned at 7:10 p.m.

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