



## Meeting of the PHPDA Governing Council

Tuesday, June 14, 2022 5:30 - 7:00 PM

**Physical Location:** Quarters 2 Building, Pacific Tower, 1200 12th Ave S., Seattle, WA 98144

**Virtual Location:** <https://zoom.us> | Meeting ID: 833 7482 2537

<https://us02web.zoom.us/j/83374822537?pwd=WHFOekRtbWY5OG5lNK5UK2RURU9xQT09>

**Phone Option:** +1 253 215 8782

**Password:** SUMMER (Numeric Password for Phone: 476851)

MEMBERS PRESENT		NOT PRESENT	ALSO PRESENT	
Sue Taoka	Doris Koo	Susan Crane	John Kim	Christina Bernard
Bob Cook	Nancy Sugg (arrived 5:43pm until 6:13pm)	Ellie Menzies	Mallory Fitzgerald	Gene Yoon
Virgil Wade	AyeNay Abye (until 5:58pm)		Michael Finch	Whitney Regan
Gloria Burton (arrived 5:42pm)			Denise Stiffarm	

Doris Koo called the meeting to order at 5:34 PM. A quorum was present. There was no public comment.

### Consent Calendar Minutes

The Governing Council approved the minutes for the May 10, 2022 Governing Council meeting. (Moved/2<sup>nd</sup>ed by Sue Taoka/Virgil Wade, 5 of 5 in favor)

The Governing Council accepted as information:

- The Program Committee minutes from May 4, 2022
- The amended Finance & Audit Committee minutes from May 4, 2022

### Financial Stewardship

#### *2021 Independent Audit*

The Council Treasurer and Associate Director reviewed the 2021 Independent Audit provided by Clark Nuber at the June Finance Committee meeting.

- There were no findings, resulting in a clean and unmodified audit.
- Clark Nuber suggested PHPDA conduct a penetration test of our internal technology.
- The State Auditors attended the Clark Nuber exit meeting on May 2.

The Governing Council voted to approve the 2021 Independent Audit. (Moved/2<sup>nd</sup>ed by Bob Cook/AyeNay Abye, 5 of 5 in favor)

### Professional Services

#### *Retention of K&L Gates for Legal Advice Related to Personnel Matters (Res. 06-2022)*

The Associate Director discussed the retention of K&L Gates for legal advice related to personnel, human resources, and employment matters.

- Governing Council last approved retention of K&L Gates three years ago.
- The Associate Director plans to reach out to K&L Gates and will provide a scope of documents we need assistance reviewing.



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The Governing Council voted to approve Resolution 06-2022, authorizing the Executive Director to continue the professional services relationship and retain the services of K&L Gates LLP to provide strategic legal advice related to personnel and employment matters as such matters may arise. (Moved/2<sup>nd</sup>ed by Doris Koo/Sue Taoka, 7 of 7 in favor)

### Staff Report

The Executive Director updated the Governing Council on the Staff Report.

- The Communications Manager and Office Coordinator have conducted strong community outreach and made connections with various community members to help spread the word about PHPDA’s 40<sup>th</sup> Anniversary and our mission.
- The elementary school age 40<sup>th</sup> Anniversary event on Thursday, June 9 was a big success. The PHPDA staff had a good conversation with the children about equality vs. equity and public health. PHPDA staff started a time capsule with the children that we plan to open at our 50<sup>th</sup> Anniversary.

### Advocacy

#### *New Director of Public Health – Seattle & King County: Letter to Executive Constantine*

The Executive Director reviewed a letter to Executive Constantine regarding the selection of a new Director of Public Health – Seattle and King County.

- The King County Executive is responsible for naming the new Director of Public Health – Seattle & King County.
- PHPDA reached out to our friends and partners in the community to ask what their expectations are for the new Director of Public Health. They would like the new director to connect with the community and have a strong equity lens.
- To add our voice and other public voices to the overall community input, we submitted a letter on behalf of PHPDA to the Executive to consider carefully who they select and to keep the community in mind when selecting the candidate.

The Governing Council voted to ratify the Executive Director’s action endorsing the letter to Executive Constantine regarding the selection of a new Director of Public Health – Seattle and King County. (Moved/2<sup>nd</sup>ed by Bob Cook/Virgil Wade, 6 of 6 in favor)

#### *Seattle University Law Clinic Memorandum of Agreement*

The Associate Director discussed the Seattle University Law Clinic Memorandum of Agreement.

- The approved 2022 budget includes \$30,000 for the faculty member’s salary.
- The contract lays out what PHPDA and Seattle University’s responsibilities will be. The Law Clinic will begin in the fall and students have begun registering.
- PHPDA will be sharing some current and past grantee information with Seattle University.



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The Governing Council voted to approve the Seattle University Law Clinic Memorandum of Agreement. (Moved/2<sup>nd</sup>ed by Doris Koo/Sue Taoka, 5 of 5 in favor)

### Property and Real Estate

#### *Update on North Lot Project*

The Executive Director updated the Council on North Lot activities.

- SCIDpda initially planned for a June 28 closing date, but after further examination there are too many action items that still need to be completed before closing. SCIDpda is now aiming for a July 15 closing. PHPDA is working closely with SCIDpda to get the final documents completed.
- PHPDA Legal Counsel prepared a presentation about the North Lot sale. She reviewed the 2019 proposed sale, financial terms/closing, changes that occurred post-2019, and the upcoming closing process for the Finance Committee and Governing Council.
- Changes that occurred post-2019 are the division of the North Lot parcels Y and Z.
  - Parcel Y is being purchased by “Lot on the Hill LLLP”, which SCIDpda is the general partner and will include Phase 1 of the planned development.
  - SCIDpda will purchase parcel Z and it includes Phase 2 of the development.
- Finance Committee and Governing Council will likely take action on several closing documents at the July meetings.

#### *Seattle Public Utilities System Improvement Contract for SCIDpda*

The Executive Director and Legal Counsel discussed the Seattle Public Utilities System Improvement Contract for SCIDpda.

- They provided the Governing Council with an update regarding the status of the proposed North Lot Utility System Improvement Contract. The Governing Council approved at the May Governing Council meeting the authority of the Executive Director to execute a contract substantively similar to the City of Seattle form contract presented at that meeting with a condition that SCIDpda is named as the financially responsible party in all contract documents. The Executive Director is working with SCIDpda to secure, as an alternative if the City form cannot be revised, a financial indemnity from SCIDpda to meet the approval condition and will also confirm that the City of Seattle will consent to assignment of the contract from the PHPDA to SCIDpda (or Lot on the Hill LLLP as the Parcel Y purchaser) at closing of the sale of the North Lot transaction.

The Governing Council did not take action on the System Improvement Contract at this time.

#### *Documents Related to North Lot Closing*

The Executive Director and Legal Counsel discussed documents relating to the North Lot closing. PHPDA did not receive the documents related to the North Lot sale in time for the Council to review and approve.



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## *Update on Quarters Building*

The Real Estate Consultant and Executive Director provided updates on the Quarters buildings.

- PHPDA Legal Counsel and Real Estate Consultant are working on an amendment to the Commerce Tower lease to include an 11-month Quarters 3-10 lease. The lease will carry the same monetary value as the 12-month lease, but due to PacMed extending their Quarters lease, Commerce’s lease will be shorter.
- Commerce and SHKS Architects continue Phase 2 of the feasibility study. They are wrapping up the required report on the study and plan to send a draft to PHPDA and state representatives for review.
- Commerce, SHKS Architects, and sub-contractors have begun community outreach and plan to meet with community stakeholders today, June 14 to discuss potential Quarters programming. Makers plans to include community input from the Master Plan.
- PHPDA would like to be involved in conversations with the community because it is important to maintain those relationships and hear their input.

## *PacMed’s Quarters Lease Extension (Third Amendment to 2003 Lease)*

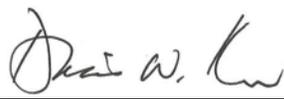
The Executive Director discussed PacMed’s Quarters lease extension (third amendment to 2003 lease).

- PacMed ran into issues with an internet provider and are unable to move into their new location by June 30. They asked for a one month lease extension, but may not be in the Quarters the entire month.
- The third amendment extends PacMed’s Quarters lease through the end of July.

The Governing Council voted to approve PacMed’s Quarters lease extension (third amendment to 2003 lease), authorizing the Executive Director to execute a lease with PacMed. (Moved/2<sup>nd</sup>ed by Doris Koo/Gloria Burton, 5 of 5 in favor)

## **Adjournment**

The meeting was adjourned at 6:54 PM.

Minutes Approved: 

7/13/2022  
(Date)