**Executive Committee Meeting Agenda**

DUE TO THE EXTRAORDINARY PUBLIC HEALTH CIRCUMSTANCES RELATED TO THE ONGOING COVID-19 (CORONAVIRUS) OUTBREAK, PARTICIPATION IN THIS MEETING WILL BE TELEPHONIC OR VIRTUAL. ALL PDA COUNCILMEMBERS WILL PARTICIPATE REMOTELY.

**Date:** Wednesday, March 17, 2021  
**Time:** 4:30 p.m. – 5:45 p.m.  
**Location:** Join Zoom Meeting:  
https://us02web.zoom.us/j/88234771353?pwd=VDcweXoxSUhTckVHaHY2dXBSY1MzUT09  
OR dial +1 253 215 8782 US (Tacoma), Meeting ID: 882 3477 1353, Passcode: 914010

**Committee Members:** Colleen Bowman (Chair), Devin McComb, Patrice Barrentine, David Ghoddousi and Mark Brady

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<td>A. Approval of Agenda</td>
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<td>B. Approval of the January 20, 2021 Executive Committee Meeting Minutes</td>
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<td>II. Announcements and/or Community Comments</td>
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<td>III. Council Chair Report</td>
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<td>IV. Committee Chair’s Report</td>
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<td>A. Market Programs</td>
<td>Patrice Barrentine</td>
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<td>B. Finance &amp; Asset Management</td>
<td>Devin McComb</td>
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<td>5:15pm</td>
<td>V. Executive Director’s Report</td>
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Wednesday, January 20, 2021
4:30 p.m. to 5:45 p.m.

Location: Join Zoom Meeting:
https://us02web.zoom.us/j/88234771353?pwd=VDcweXoxSUhTckVHaHY2dXBSYIMzUT09
OR dial +1 253 215 8782 US (Tacoma), Meeting ID: 882 3477 1353, Passcode: 914010

DUE TO THE EXTRAORDINARY PUBLIC HEALTH CIRCUMSTANCES RELATED TO THE ONGOING COVID-19 (CORONAVIRUS) OUTBREAK, PARTICIPATION IN THIS MEETING WILL BE TELEPHONIC OR VIRTUAL. ALL PDA COUNCILMEMBERS WILL PARTICIPATE REMOTELY.

Committee Members Present: Rico Quirindongo, Devin McComb, Mark Brady, David Ghoddousi, Patrice Barrentine

Other Council Members Present: Gordie McIntyre, Colleen Bowman

Staff Present: Mary Bacarella, Karin Moughamer, Amy Wallsmith

Others Present: Gundeep Singh

The meeting was called to order at 4:33 p.m. by Rico Quirindongo, Chair.

I.        Administration
         A.       Approval of the Agenda
                  The agenda was approved by acclamation.

                  Approval of the November 12, 2020 Executive Committee Meeting Minutes
                  The November 12, 2020 Executive Committee Meeting Minutes were approved by acclamation.

II.        Announcements and/or Community Comments
            None.

III.       Council Chair Report
            Rico Quirindongo noted that he has been with the PDA Council for seven years and he has accepted a position with the City of Seattle. That puts him in a conflict of interest as the PDA does business with the City of Seattle. Therefore, he is stepping down from the PDA Council as of January 28, 2021. He will still provide some support as a past Councilmember. He commented that he loves this Market and it pains him to have to step away.

            Devin McComb entered the meeting at 4:38 pm.

            Rico Quirindongo continued by noting that in his new capacity as the Deputy Director of the Office of Planning and Community Development he will be talking with and about the Market, especially as it is a part of recovery for Downtown in 2021.
Rico Quirindongo noted that Colleen Bowman will be stepping into the role of chair.

Colleen Bowman noted that she is filling in as interim chair until the Nomination Committee makes a recommendation in a Resolution at the February Council meeting.

IV. **Committee Chair’s Report**

A. Market Programs

Patrice Barrentine noted there was a report on an overview of the programs from December. There was also a review of 2020. The Marketing team did an amazing job in delivering information related to COVID, which included funding and grant opportunities and state and county guidelines. There were also business workshops offered and numerous programs. There is a slide in the presentation that shows a snapshot of news stories about the Market over the course of the year. We have a fantastic group of people working for the PDA that worked to market the entire Market across numerous platforms. She looks forward to what’s to come in 2021.

Patrice Barrentine also noted the new Farm Manager was introduced to the Market Programs Committee.

B. Finance & Asset Management

Devin McComb noted the primary takeaways are that the PDA doesn’t have quite the right project to proceed with the City Bond to cover Capital Projects. We can still utilize that funding option in 2022 and 2023. The preliminary year end financials were reviewed. The projections from September held and there is still a significant portion of the funds from the CRRF and MOR

Devin McComb noted there were two action items. Approval of a resolution continuing the COVID credits similar to those offered in the spring for February and March 2021 passed. The second resolution that passed was related to the relocation of the Amazon Hub locker from the LaSalle to outside the LaSalle. There was also a new lease passed. The Amazon Hub locker was not placed on the Consent Agenda.

V. **Executive Director’s Report**

Mary Bacarella provided the following updates:

- The elevator stair design will be in by the end of the month. Also related to the elevator, $200,000 was awarded by King County for construction. A Local Community Project Grant will be submitted to the State again for elevator construction. Last year we were awarded $50,000 for design.
- Garage modifications are continuing. Traffic isn’t too bad and at times it’s a little loud but things are going well.
- MarketFront repairs are ongoing.
- Putting together a few last items in order to submit information to the City regarding the LID.
- She reached out to the County to see if the Pike Place Market can be a vaccination site. The Market is on a list to be a site but she’s not sure what that means.
- Working with the Foundation and Friends of the Market to celebrate the 50th Anniversary of Save the Market campaign. It will be a paired down event due to COVID-19 restrictions but we’ll keep an eye on that as fall approaches.
- Love in the Market is being planned for February to fit within the guidelines outlined by the State related to COVID-19.
- Small business workshops will start in the spring.
- There are new ordinances for restaurants to offer indoor dining if they have certain types of windows and ventilation. The Commercial team is learning more about this.
Regarding the COVID-19 credit resolution, in January a number of tenants took advantage of the previous COVID credits and 71% of our tenants have a balance of $1,000 or less. 25 are struggling to open for other reasons and staff are working with those businesses.

- Commercial has recently filled three vacant spaces and they are working to fill other vacant businesses on Pike Place.
- The waterfront parking program will start up again and she will share more details when she has them.

Colleen Bowman commented that she saw on social media that Old Stove is open for business.

Mary Bacarella noted that just before this meeting she sent an email to Gundeep to schedule a meeting to review all things related to Pike Place Market.

VI. Discussion Topics

A. Nomination Committee Update

Colleen Bowman reviewed the handout provided in the packet. On January 12th the Nomination Committee met and during the 2020 process an alternate candidate was selected in case Gundeep Singh could not step into the Mayoral position. The Nomination Committee agreed that the alternative candidate will be a good fit to replace Rico Quirindongo and there will be a resolution at the January 28th Council meeting on this topic. At the February Nomination Committee meeting they will discuss the 2021 officers and committee chairs. They will advance the election in order to replace the Chair and Vice Chair and bring that in a resolution at the February Council meeting.

Karin Moughamer asked for clarification on which officer positions will be discussed during the February Nomination Committee meeting. Colleen Bowman responded they will be discussing all three officer positions. Karin Moughamer added that the officer positions have one year terms.

Rico Quirindongo asked if it is Colleen’s intention to move into a new chair and vice chair positions as quickly as possible. Colleen Bowman responded yes. If it’s easier to select a Secretary/Treasurer now but have the term start in July that works.

Karin Moughamer said that is fine and the Council will vote on these positions but that the Secretary/Treasurer will stay on until June 30, 2021.

Rico Quirindongo clarified that the Nominating Committee ensures the slate of chairs and vice chairs for all of the Committee’s. He would recommend that all of that work be done simultaneously as the selection of Council officers, they would just be effective July 1, 2021. He asked if that is what we are discussing now.

Colleen Bowman agreed.

Karin Moughamer suggested that since there are going to be councilmembers added between now and July it might make more sense to have a resolution for the new chair and vice chair and then keep on the previous calendar of bringing forth a resolution for all officers and committee chairs and vice chairs in June. She believes that timeframe is written into our rules.

Rico Quirindongo noted that his replacement will be active on the Council prior to Gundeep due to the Mayoral process. Karin Moughamer responded yes and the replacement can be added to a Committee at any time, however, the Committee chairs and vice chairs are voted on by the Council and she recommends that happen in June.
Colleen Bowman asked for clarification on the appointments of Committee Chairs and Vice Chairs. Karin Moughamer responded it is part of the annual resolution. Karin will send Colleen a past resolution for officer and committee chairs.

Mark Brady commented that Gordie McIntyre hasn’t been confirmed by the Mayor’s office. Karin Moughamer responded that Gordie McIntyre is approved to be on the PDA Council. Both he and Colleen Bowman have yet to be confirmed by City Council as they are extremely behind.

Mary Bacarella asked if the only councilmembers that need to be approved by the Mayor are the Mayoral candidates, correct. Karin Moughamer responded the Mayor does approve all candidates, however, in the case of Mayoral candidates the PDA Council offers a recommendation for the Mayor to consider. In the case of PDA and Constituency appointed seats, once approved by those organizations they are able to serve on the Council. The City Council does have to approve all appointments.

Patrice Barrentine noted for County Commissions its 30 days after the Clerk receives the paperwork the new member can vote. It sounds like the city does it a little differently. Once the PDA and the Constituency elect new members the confirmation is just part of the process. However, the Mayoral appointment requires action before they can be a voting member.

Karin Moughamer responded that Patrice is correct and thanked her for the clarification.

VII. Public Comment
None.

VIII. Concerns of Committee Members
Mark Brady would like to know how security is doing as he’s hearing that a lot of them no longer have sick leave and vacation. He’s heard that many are frustrated and burned out. He suggests we look at increasing security staff as there have been lots of shop lifters and derelict people that are causing issues around the Market. He would like to have an update from Security. Mary Bacarella responded staff keep track of that really closely. We can talk about calls but it is leadership that reviews staff.

Patrice Barrentine thanked Rico Quirindongo for all of his time and leadership. As we adjust to our transition and elect new officers, she hopes that everyone is thoughtful and relaxed in the approach. Everything that we do at the Council is important but we need to not put anything ahead of anything else. This is an exciting transitions in the history of the Market. She thanked Rico for all his contributions.

David Ghoddousi noted that he has served with Rico Quirindongo for seven years and he appreciated his voice, value and vision for the Market and he looks forward to his help with the Market in the future. He wishes Rico the best.

Rico Quirindongo noted that with the most recent retreat the Council is going to move forward with a planning effort for the Market that will inform us in our investments and recovery. He’s excited for the Request for Qualifications for the Master Planning consultant to come on board. He believes this is the right time and there is a need to do a more comprehensive look to our future. He will do anything he can to support the Council in this effort.

IX. Adjournment
The meeting was adjourned at 5:17 p.m. by Rico Quirindongo, Chair.
Meeting minutes submitted by:
Karin Moughamer, Executive Administrator
Pike Place Market PDA Governance and Constituency Elections FAQ

1. What are the Pike Place Market PDA’s governing documents and what is their relative hierarchy for the determination of any apparent conflicts among them?

The PDA is a creature of state and city law. Washington State law permits cities to establish “public corporations.”1 The City of Seattle has chosen to do so in its local laws through Chapter 3.110 of the Seattle Municipal Code (SMC). City law requires that a public corporation establish a Charter that “control[s] the affairs and operations of the public corporation.”2 The law also provides that a public corporation may enact rules and regulations that are “subordinate to and consistent with the charter.”3 City law and the charter define the scope of constituency’s role and powers, if any.4

The PDA is a public corporation created under the above law. As such, it first must comply with applicable state and city laws, then with its Charter, then with its Rules and Regulations. In turn, the Constituency’s bylaws, if any, must be consistent with all of those. This hierarchy also determines the order of precedence if an apparent conflict arises.

2. What is the role of the PDA Council? Of the Constituency? More specifically, what is the Constituency’s role relative to the PDA Council? Does that role include general oversight by the Constituency of the PDA Council?

The PDA’s Charter specifies the roles of the PDA Council and Constituency. The PDA Council is the governing body responsible for “[m]anagement of all PDA affairs.”5 The Council also has the responsibility to “oversee the activities of corporate officers, establish and/or implement policy, and participate in corporate activities as prescribed by the charter….”6 The PDA’s corporate officers are responsible for managing the PDA’s “daily affairs and operations….”7 Council concurrence by resolution is required in a number of specified areas, such as adoption of annual budgets and proposed charter amendments.8

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1 See RCW 35.21.735-.759.
2 SMC 3.110.140.
3 SMC 3.110.220.
4 SMC 3.110.140.A.9, 140.B.3, .180.
5 Charter art. VII, § 1.
6 SMC 3.110.180.C.
7 SMC 3.110.180.B.
8 SMC 3.110.200; Charter art. VII, § 2.
The Constituency is “an organ of the PDA,” not an independent body.\textsuperscript{9} City law and the Charter provide that the Constituency fill two roles in the PDA’s structure.\textsuperscript{10} First, the Constituency selects one-third of the seats on the PDA Council.\textsuperscript{11} Second, the Constituency’s concurrence is required in six specific areas:

1. Any proposed amendments to the Charter;

2. Any proposed amendments to the Rules and Regulations of the PDA if said amendment deals with matters which are within the power and responsibility of the Constituency as set forth in this section;

3. Proposed amendments of the provisions of the Rules and Regulations governing procedures for meetings of the Constituency;

4. Annually fixing the compensation of Council members, if any, and the nature and limit of expenses incurred by Council members that may be reimbursed;

5. Election or selection of an independent auditor; and

6. Election of one member to the class of the Council membership expiring each year, as provided herein.\textsuperscript{12}

The Charter specifies specific vote requirements to reach “concurrence” on these issues.\textsuperscript{13}

The Council must report to, and receive advice, counsel or directions from, the Constituency at least quarterly.\textsuperscript{14} The Constituency officers, in turn, communicate with the Constituency membership on PDA issues.

The Constituency does not have oversight powers for the PDA beyond those specified above. The primary means of oversight is through their elected positions on the PDA Council and concurrence on specified issues. Washington law vests general oversight of the PDA in the City of Seattle, not the Constituency.\textsuperscript{15}

\begin{flushright}
\textsuperscript{9} Constituency Bylaws art. I, § 2. \\
\textsuperscript{10} SMC 3.110.180. \\
\textsuperscript{11} Charter art. VII, § 1.3(c). This selection is subject to confirmation by the City Council. \\
\textsuperscript{12} Charter art. VII, § 2. \\
\textsuperscript{13} Charter art. VII, § 3. \\
\textsuperscript{14} SMC 3.11.180.E. \\
\textsuperscript{15} RCW 35.21.745(1) (“Any city, town, or county which shall create a public corporation…shall provide for its organization and operations and \textit{shall control and oversee its operation and funds} in order to correct any deficiency and to assure that the purposes of each program undertaken are reasonably accomplished.”) (emphasis added).
\end{flushright}
3. **Is the Constituency Board subject to the requirements of Washington’s Open Public Meetings Act?**

Yes. The PDA’s Rules & Regulations specify that “[a]ll meetings of the Constituency shall be held and conducted in accordance with Chapter 250, Laws of 1971, Extraordinary Session,” which is the Open Public Meetings Act. City law and the Charter specify meeting frequency and notice requirements and provide for special meetings. All Constituency meetings are open “to any member of the public.”

4. **Are documents related to the Constituency subject to Washington’s Public Records Act? If so, are names and contact information of Constituency members subject to exemption due to privacy concerns?**

All records of the PDA, including those created and retained by the Constituency, are subject to Washington’s Public Records Act, ch. 42.56 RCW (the “PRA”). City of Seattle law and the PDA’s Charter mandate adherence to the PRA. See SMC 3.110.290.B. (“[A]ny citizen shall have access to records and information of the public corporation to the same degree as a citizen enjoys to records and information of any agency of the City.”); Charter art. XII, § 2 (all records of the PDA are subject to state and city law); see also Constituency Bylaws art. I, § 2 (Constituency is an “organ of the PDA”).

The PRA is Washington’s open government and transparency law. In general, it requires prompt disclosure of all public records upon request. All information in public records is subject to disclosure unless specifically exempted by law. Failure of a public entity to abide by the PRA can result in legal liability and exposure to significant penalties and fees.

There is no general “privacy” exception to the release of records. Thus, personal information, such as name and contact information, routinely is subject to disclosure. The law provides for the withholding of specific private information only in certain circumstances. For example, employee and volunteer personal mailing addresses, phone numbers, and emails are exempt from production if they are held in “personnel records, public employment related records, volunteer rosters, or included in any mailing list of employees or volunteers of any public agency…..” Constituency members are not employees or volunteers. Certain individuals, however, may qualify under separate statutory exemptions on a case-by-case basis. As an example, Washington law has an address confidentiality program for victims of domestic violence, sexual assault, and stalking that requires participants’ residential contact information be kept confidential.

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16 PDA Rules & Regulations, art. IV, § 6. The Open Public Meetings Act is codified at ch. 42.30 RCW. Moreover, while not the “governing body” of the PDA, the Constituency Board may be a “committee thereof,” which similarly requires compliance with the OPMA. RCW 42.30.020(2).
17 Charter art. IX, § 4.3; SMC 3.110.310.
18 Constituency Bylaws, art. IX, § 4.
19 RCW 42.56.070(1), .520.
20 RCW 42.56.070(1).
21 RCW 42.56.550.
22 RCW 42.56.250(4).
23 See ch. 40.24 RCW.
member believes their personal contact information is exempt from disclosure by law, then they should contact Karin Moughamer, the PDA’s public records officer, as soon as possible.

5. **Does the Constituency have the authority to redefine or create qualifications for its membership?**

   No. City law and the Charter define who may be a member of the Constituency. “The Constituency of the PDA shall consist of its general membership, which shall be open to all persons sixteen years of age and over who shall pay dues, as provided in the Bylaws of the Constituency.”

   In turn, the Constituency Bylaws set the dues at $1.00 per year and affirm that membership “shall be open to all persons sixteen years of age or older who is interested in the Pike Place Public Market.” Once a person meets these criteria, they are a member of the Constituency without further requirement.

6. **Does the Constituency Board have the authority to determine which Constituency members may vote in elections to determine its nominees for PDA Council membership?**

   No. City law provides that “each constituent shall have the same and equal rights and vote that every other constituent enjoys.”

   City law and the Charter provide for certain rules around voting, but they do not permit discretion in which members may vote in certain matters.

7. **Are Constituency elections to determine its nominees for PDA Council membership required to be held in-person? May the Constituency itself adopt such a requirement?**

   Regardless, even were in-person voting required or merely customary, with in-person participation in public process constrained under COVID-19 public health guidelines, is the Constituency required to provide a voting accommodation for members uncomfortable with voting in-person under present circumstances?

   The topic of “in-person” meetings has changed substantively over the past year due to COVID-19 restrictions. While many public entities, such as city councils and school boards, historically have required in-person meetings based on physical presence, those requirements evolved rapidly and universally due to common sense public health precautions and mandatory restrictions imposed by the Governor.

   In general, “[r]egular meetings of the Constituency shall be held at least quarterly on the second Tuesday of each quarter at 6:30 p.m. at 85 Pike Street, Room 500, Seattle.”

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24 Charter art. VIII, § 1; SMC 3.110.280.C (“Unless the charter provides otherwise, all residents of the City sixteen (16) years of age or older shall be eligible for constituent status upon application; and each constituent shall have the same and equal rights and vote that every other constituent enjoys.”).

25 Constituency Bylaws art. III, §§ 1, 2.

26 SMC 3.110.280.C.


28 PDA Rules & Regulations, art. IV, § 2.
resolution.”

Further, “special meetings of the Constituency may be held at any place at any time whenever called by the Chairman or any six members of the Council, or by petition of the Constituency chairperson or ten Constituency members.” There is no requirement that the meetings be in-person only, nor is there a prohibition on virtual meetings. While the Rules & Regulations provide that “[n]o member of the Constituency may vote on any business of the Constituency by [sic] proxy or mail,” art. IV, § 8, this is an attendance rather than physical presence requirement.

As many public entities have learned, one can attend, participate in, and vote at meetings via Zoom or other virtual platform with relative ease. Indeed, current law forbids in-person meetings of public entities. In response to the COVID-19 pandemic, Governor Inslee issued a series of Executive Orders prohibiting “conducting a public meeting subject to RCW 42.30 unless (a) the meeting is not conducted in-person and instead provides an option(s) for the public to attend the proceedings through, at minimum, telephonic access, and may also include other electronic, internet or other means of remote access, and (b) provides the ability for all persons attending the meeting to hear each other at the same time.”

Thus, all meetings of the Constituency, whether regular or special, must be conducted remotely or at a minimum with a remote participation option. It is important to note, however, that nothing in the Executive Order changes notice requirements to the Constituency membership in advance of any meeting.

In the normal course, selection of Constituency representatives to the PDA Council take place every year at the July regular meeting of the Constituency. Nominees are nominated by a nominating committee (which itself is elected by the Constituency) or directly by the Constituency. In the event of a midterm Constituency-selected position vacancy on the PDA Council, the Constituency has two months to fill the vacant seat. The new representative “shall be appointed by a majority of the Constituency present, and voting at its next regularly scheduled meeting.” If the Constituency fails to fill the vacant seat at a regularly scheduled meeting within two months, then the vacancy “shall be filled by the [PDA] Council.”

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29 Id.
30 Id. § 3.
32 PDA Rules & Regulations, art. V.
33 Id.
34 PDA Rules & Regulations, art. I, § 2.
35 Constituency Bylaws art. IV, § 8.
2021 Schedule for Designated Observer(s) at PPM Foundation Board Meetings

Per the 2018 Services Agreement between the Pike Place Market PDA and the Pike Place Market Foundation, the Council of the PDA and the Board of the Foundation each shall designate a member, or “Designated Observer” to attend the full governing body of the other organization.

Below is the calendar for PDA Councilmembers attending Pike Place Market Foundation board meetings in 2021.

January – Colleen Bowman
February – Ray Ishii
March – Abraham Dairi
April – Paul Neal
May – JJ McKay
June – Paul Neal
September – Abraham Dairi
October – Gundeep Singh
November – Colleen Bowman
December – Patrice Barrentine