**Special Meeting of the PDA Council and MarketFront Committee Agenda**

**Date:** Monday, February 9th, 2015  
**Time:** 4:00 p.m. – 6:00 p.m.  
**Location:** The Classroom (Economy Building)  
**Committee Members:** Matt Hanna (Chair), Patrick Kerr (Vice-Chair), Gloria Skouge, David Ghoddousi, James Savitt, Jackson Schmidt, John Finke, Bruce Burger, Ann Magnano, Betty Halfon, Patrice Barrentine and Rico Quirindongo

<table>
<thead>
<tr>
<th>Time</th>
<th>Session</th>
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<tbody>
<tr>
<td>4:00pm</td>
<td><strong>I. Administrative:</strong></td>
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<tr>
<td></td>
<td>A. Approval of Agenda</td>
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<td>B. Approval of the MarketFront Committee January 21st, 2015</td>
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<td>Meeting Minutes</td>
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<tr>
<td>4:05pm</td>
<td><strong>II. Announcements and/or Community Comments</strong></td>
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<tr>
<td>4:15pm</td>
<td><strong>III. Key Issues and Discussion Items</strong></td>
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<td>A. Update on Budget Summary, Flow of Funds and Schedule - MarketFront Project</td>
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<td>B. MarketFront/PC-1 North Development Agreement between the City of Seattle and the Pike Place Market Preservation and Development Authority</td>
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<td>I. <strong>Action Item:</strong> Proposed Resolution 15-10: Approval of MarketFront/PC-1 North Development Agreement</td>
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<td>5:25pm</td>
<td><strong>IV. Action Items and Reports</strong></td>
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<tr>
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<td>A. <strong>Action Item:</strong> Proposed Resolution 15-01: MarketFront Project (PC1N) Sellen Early Release Shoring Package</td>
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<td>B. <strong>Action Item:</strong> Proposed Resolution 15-02: MarketFront Project (PC1N) Gas Meter Relocation Agreement – Puget Sound Energy</td>
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<td>C. Report from Stakeholders Group</td>
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<td>5:40pm</td>
<td><strong>V. Items for the Consent Agenda</strong></td>
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<td>5:45pm</td>
<td><strong>VI. Public Comment</strong></td>
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<td>5:55pm</td>
<td><strong>VII. Concerns of Committee Members</strong></td>
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<td>6:00pm</td>
<td><strong>VIII. Adjournment</strong></td>
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Wednesday, January 21st, 2015
4:00 p.m. to 6:00 p.m.
Elliott Bay Room

Committee Members Present: Rico Quirindongo, Jackson Schmidt, Betty Halfon, David Ghoddousi

Other Council Members Present: Gloria Skouge

Staff Present: Ben Franz-Knight, Lillian Hochstein, Tamra Nisly, Dianna Goodsell

Others Present: Justine Kim, Carrie Holmes, Howard Aller, Bob Messina, Haley Land, Brian Lloyd, Joan Paulson

The meeting was called to order at 4:32p.m. by Rico Quirindongo, Chair.

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

   B. Approval of the Waterfront Redevelopment December 8th, 2014 Meeting Minutes.
      The minutes were approved by Acclamation

II. Announcements and Community Comments

Bob Messina noted that typically with new building projects, there will be some type of fencing around the construction site which can include draped visuals for the project. He added that the signage associated with the construction of the MarketFront could be beneficial in familiarizing the public with the project and displaying what the project will look like. If construction signage has not yet been budgeted, it was suggested in doing so.

III. Key Issues and Discussion Items

Ben Franz-Knight provided an updated on the MarketFront project. He noted that we had received approval for use of date for the project, including the donor recognition elements for the MarketFront project after a four hour meeting with the Market Historic Commission (MHC). He added that we had several members from the public who spoke eloquently regarding the MarketFront project at the recent MHC meeting. He acknowledged the PDA Council and public for their commitment and active participation in the project. He discussed the next steps procedurally for the MarketFront project including a briefing of the Development Agreement in Closed Session. He noted that we would also brief the Full Council on the Development Agreement at the end of the month, following a Special meeting of the Full Council to vote upon the Development Agreement in February.
Ben further discussed the MarketFront/PC-1 North Development Agreement timeline, noting that the week of Feb 9th, the Development Agreement would be introduced to the City Council select team and then before the City Council in March for a vote. He added that we would look for the Mayor to sign the agreement as soon as possible, thirty days therefore after having access to the funds. He lastly reported that there would be a notice distributed regarding the PC-1 North Project, which is consistent with the Charter and Statutory process regarding notice of proposed actions.

A. MarketFront Project Update - Budget Flow of Funds
   Justine Kim, Project Manager provided an update on the MarketFront Project Budget Analysis with the Committee including a discussion on the current project budget, summary of the flow of funds and an overview of the project schedule. A copy of the project documents overviewed by Justine and Ben were included with the PDA Council records.

   Ben Franz-Knight presented a brief update on the financing for the MarketFront project. He noted that he has had positive discussions with Chase Bank regarding New Market Tax Credits. He also added that we have had some progress on the State grant side, noting Lillian’s recent work with State Representatives.

A. Report from Stakeholders Group
   Haley Land presented on the Stakeholders Report with the Committee. He noted that the Stakeholders group had met in December. He mentioned that he has been sending notice out to new members with additional interest for the group. He reported that Lillian provided an update regarding the Capital Campaign, including the December 31st campaign goal and future goals for fundraising by the end of 2015. There was an update on the Development Agreement and construction documents and discussion on how the MHC’s vote would play into that. There was lastly discussion on exterior finishes for the project and the need to meet with the community on their input regarding that matter. He noted the next Stakeholder’s Group meeting would be scheduled on Thursday, January 22nd at 4:30p.m in the Goodwin Library.

VI. Items for the Consent Agenda
    None

VII. Public Comment
    Haley Land reiterated his past comments on the exterior finishes/palate of the MarketFront building. He commented on the opportunity we have with the exterior finishes for the project. He added that when the public thinks of the Market they see warmth. He noted that we have to be in the mindset that there is something we should do here that is going to be visually right and will be comforting to the public; he did not believe the color grey was it.

    Bob Messina commented regarding the activation along Western Avenue. He noted that his original comments regarding Western Avenue Activation stemmed from the
Waterfront Redevelopment Committee, which has now transferred the matter to the Finance & Asset Management Committee. He noted that it would be fitting to invite Tamra Nisly to the MarketFront Committee to present periodic updates regarding Western Avenue Activation.

Howard Aller noted that with the construction documents nearing its completion, it could be later and less possible to make changes in the project, such as finishes. He noted that he had been invited to a meeting with Beacon on a design meeting regarding the residential component of the MarketFront project. He noted that it seemed that Beacon had already made the decisions regarding the residential design components but wanted the public to approve those changes.

VIII. Closed Session
A. Development Agreement - PC-1 North (Closed Session Per (RCW 42.30.110 (1)(b))

The Committee entered into Closed Session at 5:05p.m.

The Committee entered into Open Session at 6:01p.m.

The Committee discussed that status of negotiations regarding the MarketFront/PC-1 North Development Agreement during the Closed Session.

IX. Concerns of Committee Members
Rico Quirindongo stated his appreciation for the comments received at the meeting.

Betty Halfon commented on the collaboration of the MarketFront and Finance & Asset Management Committee responsibility regarding the activation of Western noting that we have to work together on this matter.

Rico Quirindongo responded to Betty’s previous comments, noting that there will be cross committee efforts regarding the various components of the MarketFront project.

X. Adjournment
The meeting was adjourned at 6:03pm by Rico Quirindongo, Chair

Meeting minutes submitted by:
Dianna Goodsell, Administrative Services Coordinator
PDA Council Approval of Development Agreement between the Pike Place Market PDA and the City of Seattle
February 2015

WHEREAS, The Pike Place Market Preservation and Development Authority ("PPMPDA") has been actively engaged in the prospective redevelopment of the PC-1N site with the MarketFront project (MarketFront) in conjunction with emerging plans for the redevelopment of the central waterfront by the City, as reflected in over 14 resolutions adopted by the PPMPDA Council since 2012; and

WHEREAS, Consistent with the guidance provided by the PPMPDA Council-adopted resolutions, the PPMPDA has been negotiating with the City a Development Agreement Concerning Redevelopment of the PC-1 North Site Within the Pike Place Market Historical District (the “Development Agreement”); and

WHEREAS, The PPMPDA previously approved a Memorandum of Understanding (MOU) Concerning Redevelopment of the PC-1 North Site Within the Pike Place Market Historical District pursuant to which with City and the PPMPDA have worked together to refine the MarketFront project; and

WHEREAS, The earlier MOU specifically called for the City and PPMPDA to negotiate a Development Agreement under which the project would be designed, funded and built and outlined the parameters of such and agreement; and

WHEREAS, The Development Agreement is consistent with and satisfies the requirements of the PPMPDA as reflected in the MOU, earlier resolutions and other PPMPDA Council priorities and instructions, including the following:

- Provision for transfer of ownership of the PC-1N site to the PPMPDA;
- Secures approval for final design of the proposed MarketFront acceptable to the PPMPDA that also will be a signature feature of the City’s central waterfront project resulting from a highly successful collaboration between the City’s waterfront and the PPMPDA’s respective design teams;
- Secures City grant funding in the amount of $34 million to support development of the project;
- Establishes the process by which the City will review and approve the final project budget and funding; and

WHEREAS, The PPMPDA assumes certain obligations under the Development Agreement, such obligations are consistent with the PPMPDA’s own interests and needs. Such obligations include:

- Secure remaining financing required to fully fund the final project budget and complete the project consistent with the design;
- Accepting the goal that construction should, if possible, begin such that the project will be completed in time to ensure that the below street (Western Avenue) level replacement parking included in the MarketFront will be available prior to demolition of the Viaduct for both Market and waterfront use;
- Manage construction of the project, including accepting responsibility for cost- overruns,
- Responsibility to manage and operate the MarketFront consistent with current PDA management practices:

WHEREAS, The Development Agreement adopts as the final design for the MarketFront project approved by the PPMPDA Council and otherwise satisfies the requirements of the PPMPDA Council's PC-1N related resolutions adopted over the course of the past three years; and

WHEREAS, The proposed Development Agreement has been submitted by the Mayor to the City Council for their review and approval;
NOW, THEREFORE BE IT RESOLVED that

1. The proposed Development attached hereto is approved and the Executive Director is authorized to execute it (or a substantially similar version) on behalf of the PPMPDA subject to review and approval of the form of the Quit Claim Deed under which the property will be conveyed, Form of Covenant and Form of Easement by the PDA council, currently anticipated for its February 26, 2015 meeting.

______________________________________  ______________________________________
Gloria Skouge, Secretary/Treasurer  Date

Date Approved by Council:
For:
Against:
Abstained:
WHEREAS, the Pike Place Market Preservation and Development Authority ("PPMPDA") was chartered by the City of Seattle pursuant to RCW 35.21.730 et. seq with the mission of, among other things, preservation and rehabilitation of the structures and open spaces in the Market Historic District, and:

WHEREAS in order to maintain the viability of the Pike Place Market and the PPMPDA has undertaken an effort to identify and address issues and opportunities related to the design of the Central Waterfront and the development of parcels adjacent to the Market including PC-1N that may directly affect the future of the Market.

WHEREAS, the PDA Council adopted Resolution 13-56 approving PPMPDA selection of Sellen as the GC/CM Contractor and Resolutions 14-54 and 14-73 to enter into a contract with Sellen for Pre-Construction Services;

WHEREAS, the PPMPDA and project consultants have identified areas requiring early release work prior to the negotiation and execution of the full GC/CM contract in order to stay on schedule and is now ready to enter into a contract for services in an amount not to exceed $430,000. Early release work includes generating shop drawings and purchasing the steel material for the project, entering into a contract with SolData for the BNSF tunnel monitoring and getting the sensory equipment set up in the tunnel prior to construction commencement, and ordering of mechanical equipment with a long lead time for the required Food Bank work which needs to be completed prior to the shoring construction.

NOW, THEREFORE, BE IT RESOLVED that the PPMPDA Council authorizes the PPMPDA Executive Director or his designee to enter into a contract with Sellen in an amount not to exceed $430,000 for the early release work.

The funds for this project will be drawn from 110630-01 – PC1-N State Funds.

_________________________________________________________  _______________________________
Gloria Skouge, Secretary/Treasurer                            Date

Date Approved by Council:
For:                        
Against:                     
Abstained:
POROPOSED RESOLUTION 15-02

MarketFront Project (PC1N) Gas Meter Relocation Agreement – Puget Sound Energy
February 2015

WHEREAS, the Pike Place Market Preservation and Development Authority (“PPMPDA”) was chartered by the City of Seattle pursuant to RCW 35.21.730 et. seq with the mission of, among other things, preservation and rehabilitation of the structures and open spaces in the Market Historic District, and:

WHEREAS in order to maintain the viability of the Pike Place Market and the PPMPDA has undertaken an effort to identify and address issues and opportunities related to the design of the Central Waterfront and the development of parcels adjacent to the Market including PC-1N that may directly affect the future of the Market.

WHEREAS, the PPMPDA has determined that the existing gas meter servicing the Food Bank and Heritage House needs to be relocated to accommodate the construction of the MarketFront project; and,

WHEREAS, the PPMPDA has coordinated with Miller Hull and consultants to find an alternate location for the gas meter and coordinated with Puget Sound Energy on a facility agreement to relocate the gas meter; and,

WHEREAS, the PPMPDA has successfully completed negotiations with Puget Sound Energy and is now ready to enter into a contract for services in an amount not to exceed $47,063.

Now, therefore, BE IT RESOLVED that the PPMPDA Council authorizes the PPMPDA Executive Director or his designee to enter into a contract for services in an amount not to exceed $47,063 to accommodate the construction of the MarketFront project.

The funds for this project will be drawn from 110630-01 – PC1-N State Funds.

_________________________ ____________________________
Gloria Skouge, Secretary/Treasurer Date

Date Approved by Council:
For:  
Against:  
Abstained:
# Pike Place Market Waterfront Entrance (MarketFront) Campaign Progress Report

## ACTIVE LEAD PROSPECT TRACKING

<table>
<thead>
<tr>
<th>Status</th>
<th># of Donors</th>
<th>Gift Total/Potential</th>
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<tbody>
<tr>
<td>Pledges Confirmed</td>
<td>527</td>
<td>$2,093,878</td>
</tr>
<tr>
<td>State Grant</td>
<td>1</td>
<td>$500,000</td>
</tr>
<tr>
<td>Asks Pending</td>
<td>35</td>
<td>$1,650,000</td>
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<tr>
<td>Ready to Ask</td>
<td>22</td>
<td>$3,052,500</td>
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<tr>
<td>Declined</td>
<td>4</td>
<td>$1,410,000</td>
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## PROGRESS TO GOAL

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<tr>
<th>Goal</th>
<th>Total</th>
<th>% to Goal</th>
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<tbody>
<tr>
<td>$9,000,000 (by Dec. 2016)</td>
<td>$2,093,878</td>
<td>23%</td>
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## Gift Distribution

- **Lead/Major**: 21
- **Hoofprints**: 80
- **Charms**: 497

## Outreach & Marketing

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<tr>
<th>Q1 Promotions</th>
<th>People Reached @ Events</th>
<th>Website Analytics</th>
<th>New Media Sponsors</th>
<th>KOMO4</th>
<th>In the News:</th>
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## Sponsorship

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<th>Inkind Sponsorship to date</th>
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<tbody>
<tr>
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<td>$137,715</td>
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*The Building Communities Fund Advisory Board has recommended our proposal for funding, pending approval of the Governors Capital Budget.*