

**Board of Director Meeting
Public Meeting
MINUTES
November 12th, 2015
Dollar Rent-a-Car Board Room
3100 S. 176th St. SeaTac, WA 98188**

1. The Meeting was called to order at 3:17 p.m. by Chair Maureen Huffman.
2. **Attendees:** Maureen Huffman, Sanjay Mahajan, David Sullivan; Barry Baxter arrived late to establish a quorum.

Absent: Frank Welton, Barbara Brunetti, Ken Stockdale

Staff: Katherine Kertzman, President & CEO Director, SSRTA; Sandy Paul, Interim Executive Assistant; Ashley Comar, Marketing & Communications Manager; and Meagan McGuire, Business Development Manager.

Guests: Deanna Gregory, Pacifica Law Group; Jeff Robinson, City of SeaTac Economic Development Manager; Brandon Miles, City of Tukwila, Economic Development Liaison; several staff at Green Rubino, Inc.; Lesa Ellis, Executive Assistant, City of SeaTac

3. **Approval of the Agenda (Chair)**
Approval of the agenda was moved by Barry Baxter; second by David Sullivan; unanimously approved as presented.
4. **Approval of the Minutes**—Approval of the October 8, 2015 Regular Meeting minutes was moved by Sanjay Mahajan; second by Barry Baxter. The motion passed unanimously. The minutes were approved as presented.
5. **Call for General Public Comment**
Jeff Robinson mentioned the report he had given at the October 8 meeting regarding the airport Master Plan. A meeting had been held, attended by President Kertzman. He would offer future reports as they become available.
6. **President's Report - Transfer of Assets Agreement – Updates on Property Transfer, Existing Contracts, Software, Public Records, Prepaid Expenses, Ongoing Expenses and Liability, Cooperation, Notices**

Katherine and Deanna Gregory, SSRTA Attorney, worked on the first draft of the Transfer of Assets Agreement. It was sent to Brandon at the City of Tukwila. One conference call was held to discuss the agreement. Katherine, Deanna, Jeff Robinson, City of SeaTac, the City of Tukwila City attorney, and Brandon Miles were included. A response is expected with potential edits by close of business Friday, November 13, 2015 or shortly thereafter.

Property Transfer - Katherine will convert the Excel spreadsheets listing the assets into PDFs to easily attach to the agreement that will be exhibits to the agreement, i.e., an itemized list of the items the City of Tukwila will transfer to the RTA.

Existing Contracts - The RTA has notified Xerox, Integra, Mountain Mist and Pitney Bowes that the City will be terminating its responsibility for the contracts and the RTA would like to assume those City contracts. The City will also formally notify the vendors.

Integra, Mountain Mist and Pitney Bowes billing will come to the RTA name effective Jan. 1, 2016. New contracts have been signed.

Xerox is having difficulty reconciling their internal policies and working with the RTA as a new business entity. If necessary the RTA will pursue separately a new printer/copier for the Visitor Center downstairs. Xerox was asked to accept the contract transfer or terminate the contract and remove the copier.

Software streamlines the separation of Seattle Southside IT system from the City of Tukwila. Upgrading the Seattle Southside server, software and backup system to the Cloud.

Public Records - Sandy worked with Barbara Saxton at Tukwila City Hall to create a records destruction list. Once that was approved by Barbara a shredding company (Shred-It) was called to destroy the documents. A Certification of Destruction, then attached to that destruction list, will be provided to the City by the shredding company. Additionally, staff is gathering a number of items to be handed over to the City of Tukwila as primary original documents and Sandy is preparing a list of those documents that will be handed over. The City will also take possession of the old SSVS computer server and will back up all emails through Dec. 31, 2015.

Meagan is working on the justification for several membership invoices to be paid for in 2015 that offer preconference marketing benefits for tradeshow staff is planning to attend in 2016. The goal is to complete the Transfer of Assets Agreement very soon. The date is dependent on the process the City determines is necessary to approve the Agreement, e.g., does it need to go before their Council. Once the Agreement is generally agreed upon, the remaining City staff will then submit their letters of resignation to the City of Tukwila effective January 1, 2016.

Executive Policies and Procedures - In addition to Policies approved by the Board, a number of Executive Policies and Procedures have been created internally to insure compliance with state & federal laws and Board Policies. Executive Policies and Procedures are intended to assure uniformity, fairness, proper communications, and compliance. They serve only as a guide and interpretation of the laws, regulations and Board Policies. In the simplest of terms, they are intended to align the operations and set behavioral expectations across the organization related to key management functions. Two recent examples include the Use of Sick Leave and Absenteeism Executive Policies.

The goal is to have a complete employee manual from which these and the Board Policies will eventually become the Employee Manual. The Board declined to review the policies at this time; instead, all policies will be reviewed in the employee manual in its entirety upon its compilation.

Office Construction – Update

Pulling the data cable is underway. Dry wall installation has begun. Painting is scheduled to begin the week of November 16 and continue the week of Thanksgiving. New furniture Delivery is scheduled for Dec. 2 & 3. The next Board meeting should be in the new Boardroom.

Hiring Process –

Katherine is currently interviewing for the Comptroller and the permanent Executive Assistant position. There are some strong final candidates. Again, the goal is to have these permanent positions filled and the current City staff on board Jan. 1, 2016, with the other positions to be hired shortly thereafter.

7. SSRTA Sales & Marketing Advisory Committee Report – Strategic Planning and Advertising Agency of Record Selection

David Sullivan reported on the selection of the GreenRubino Inc., for SSRTA marketing work. Marketing is no longer about selling. It is about *connecting*. Merely pushing out content to mass audiences is not enough. Success is created by establishing and sustaining shared connections. GreenRubino has been working with SSVS, and now SSRTA, for many years and have extensive experience with this organization and the geographic area. Work begins in earnest on December 1 by reaching out to all the local hotels, creating a Strategic Plan and a Marketing Action Plan. They assure an appropriate timeline for all deliverables.

Financial Report – (Katherine Kertzman)

- a. **Profit & Loss Statement** - The profit/loss statement does not list encumbrances such as furniture, IT, or professional services.
- b. **2015 Budget vs. Actuals** - Costs are within 1% of projected revenues. Most benefits will be noticed in 2016.
- c. **SSRTA Auditing Official's Certificate** – The Auditing Official's Certificate is created to make public that invoices have been paid with funds in SSRTA accounts and to list them for the Board and public to see. Questions and discussion are always welcome.

- d. **2016 Budget Discussion Presentation to Council Study Session Nov. 24th 4:30pm** - Katherine will be presenting the SSRTA budget to the SeaTac City Council study session on November 24. She requested any Board member who was available to accompany her.

DOR Ruling – Information

SSRTA requests a ruling that it is exempt from reporting any excise tax returns to DOR and that its revenue sources are exempt from taxes.

The Seattle Southside Regional Tourism Authority (SSRTA) was created in accordance with the TPA Act (RCW 35-101). Under RCW 35.21.755, the SSRTA (as a public corporation created pursuant to RCW 35.21.730) **receives the same immunity or exemption from taxation as the City of SeaTac.**

The SSRTA's activities are governmental in nature under WAC 458-20-189(3)(c): **Municipal corporations are not subject to the B&O tax upon amounts derived from activities** which are exclusively governmental. RCW 82.04.419. Substantially all SSRTA revenues are from Tourism Promotion Area (TPA) assessments collected by DOR and remitted to SSRTA and from Lodging Tax Receipts collected by DOR and remitted to the cities, which in turn pass through a portion of those tax receipts to SSRTA to fund its governmental activities. In the future, SSRTA may receive minor amounts from commissions on sales of tourism event tickets. SSRTA believes that these commissions are also governmental in nature.

Written Processes for Internal Controls

Working with CPA Steve Miller, one of the required activities was to establish and document internal controls for the RTA. Since we have been processing receipts, disbursements and payroll, it is time to document the systems. Once these documents are finalized, Steve and Katherine will present the Policies and Procedures for "Control Activities for Cash" and "Control Activities for Payroll". These will be important for a cleaner State Audit.

8. Chair's Report –

Chair Maureen Huffman had no additional information to share.

9. Action Items:

- a. **Resolution No. 2015-025** A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY AUTHORIZING A SERVICES AGREEMENT WITH GREENRUBINO, INC.

Following discussion, David Sullivan moved and Sanjay Mahajan second to MOVE TO ADOPT RESOLUTION NO. 2015-025 AUTHORIZING A SERVICES AGREEMENT WITH GREENRUBINO, INC. The motion passed unanimously.

- b. **Resolution No. 2015-024** A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY AUTHORIZING PARTICIPATION IN A PURCHASING CARD PROGRAM ADMINISTERED BY THE STATE OF WASHINGTON, AND CERTAIN MATTERS RELATED THERETO.

- c. Katherine added that the State of Washington has a master agreement with US Bank for purchasing cards. Following discussion, Sanjay Mahajan moved to APPROVE RESOLUTION NO. 2015-024 AUTHORIZING PARTICIPATION IN A PURCHASING CARD PROGRAM ADMINISTERED BY THE STATE OF WASHINGTON, AND CERTAIN MATTERS RELATED THERETO; second by David Sullivan. The motion passed unanimously.

- d. **Resolution No. 2015-026** A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY (Operations Agreement with the City of SeaTac)

Once the Transfer of Assets agreement is finalized, passage of this resolution will allow the TPA to exist in SeaTac as a separate entity.

David Sullivan moved TO APPROVE RESOLUTION NO. 2015-026, A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SEATTLE SOUTHSIDE REGIONAL TOURISM AUTHORITY (Operations Agreement with the City of SeaTac); Barry Baxter, second. The motion passed, 4-0.

e. Selection of Board Members for Terms Ending Dec. 31, 2015

Sanjay Mahajan, Vice Chair, and Ken Stockdale Co-Chair Marketing & Sales Board Advisory Committee

**This is a correction to M2015-001 made at the Oct. 8th, 2015 Board meeting.*

David Sullivan moved, Barry Baxter second, to MOVE TO NOMINATE SANJAY MAHAJAN AND KEN STOCKDALE TO THREE YEAR TERMS COMMENCING JANUARY 1, 2016, AND ENDING DECEMBER 31, 2018. The motion passed 4-0.

f. SSRTA Auditing Official's Certificate

In order to comply with state statute, the Auditing Official's Certificate is a public document stating that invoices have been paid with funds in SSRTA accounts and to list them for the Board and public to see.

Barry Baxter moved and Sanjay Mahajan second to MOVE TO RATIFY THE AUDITING OFFICIAL'S CERTIFICATE. The motion carried unanimously.

10. Other Business –

Jeff Robinson mentioned that in discussions regarding a sustainable Master Airport Plan and other transportation issues, Seattle was less than forthcoming in its support of efforts being made in South King County. SSRTA supports Seattle's efforts, yet there is no reciprocation. He said that he would reach out to the Port of Seattle regarding this issue.

Katherine mentioned the annual Convention/Visitors Bureau breakfast on December 8 at the downtown Convention Center and asked if there was interest in purchasing a table.

Ashley Comar will share the GreenRubino Agreement with Board members. Seattle Southside is a Destination Marketing Area (DMA). The DMA is included in the mission and vision of SSRTA. GreenRubino has been invested in Seattle Southside after working for SSVS, now SSRTA, for 7 years.

11. Next Regular Meeting

December 10, 2015

Time: 3:00 pm to 4:45 pm

Location: 3100 S 176th St., SeaTac, WA 98188

Motion to Adjourn

Sanjay Mahajan moved to adjourn; Barry Baxter, second. The motion passed unanimously. The meeting was adjourned at 4:55 p.m.