

## MINUTES

### *Special Meeting* **WASHINGTON STATE BAR ASSOCIATION BOARD OF GOVERNORS**

**Via Conference Call  
February 13, 2006**

The Special Meeting of the Board of Governors of the Washington State Bar Association was called to order by President S. Brooke Taylor at 4:30 p.m., on Monday, February 13, 2006, via telephone conference. Governors participating were:

Marcine Anderson  
James Baker  
Stanley Bastian  
Eron Berg  
Liza E. Burke  
Lonnie Davis  
Eric C. de los Santos  
Mark Johnson  
Douglas C. Lawrence  
Salvador A. Mungia  
Kristin Olson  
Kathleen O'Sullivan  
Michael Pontarolo  
Kristal K. Wiitala

Also participating were President-elect Ellen Conedera Dial, Carl Carlson, Joni Kerr, Dave Savage, Dale Carlisle, Wayne Blair, Lindsay Thompson and Noah Davis. Present were Executive Director and Meeting Secretary Jan Michels, WSBA General Counsel Bob Welden, WSBA Deputy Director Paula Littlewood, WSBA Director of Member and Community Relations Judy Berrett and WSBA Director of Finance and Administration Julie Mass.

President Taylor noted that public notice of this meeting was posted on the WSBA website as of February 3, 2006. The purpose of this meeting was to take action regarding the apparent inadequacy of leased space in the Puget Sound Plaza for WSBA staff.

#### **History and Synopsis of Current Situation**

Executive Director Jan Michels walked participants through the memo of explanation which was

previously transmitted electronically. The options, as explained, were to: (a) live within the currently leased space, (b) authorize the Facilities Committee to negotiate a lease for increased space which would incorporate a four-year growth projection, or (c) authorize the Facilities Committee to negotiate a lease for increased space which would accommodate a ten-year growth projection.

Governor Berg made a motion to authorize the committee to negotiate a lease which would accommodate a ten-year growth projection; Governor Mungia seconded.

### **Discussion**

The salient points of the discussion which followed were:

- The lease for a ten-year option could include immediate rental of nearly 10,000 ft. of additional space, right of first refusal on additional space at fixed rates, staged leasing of additional space, or other methods of assuring WSBA adequate space on a ten-year horizon.
- Option 1, would be financially more conservative, but it appears that WSBA's budget can accommodate Option 2 or 3.
- Despite needing to acquire more space before move-in, WSBA is still better off because it leased 80% of its space when the market was at its all-time low.
- Despite common disappointment at having misjudged space needs for a variety of reasons, the solutions are within WSBA's financial grasp.

President-elect Dial, suggested authorizing the President, President-elect, and Executive Director to negotiate the best deal for four-year's growth with protections built in for growth over ten-years. The suggestion included retesting growth assumptions periodically.

The Board suggested that the Facilities Committee assure itself concerning the office to workstation ratio being planned, storage space needs, and adequate conference space.

### **Board of Governors Action**

After discussion, a roll call vote was tallied. The motion to plan for ten-year's growth with the details of lease negotiations left to the President, President-elect, and Executive Director passed by a vote of 11-3-0; Governors Anderson, Johnson and Pontarolo against.

There being no further business to come before the Board, this Special Meeting was adjourned.

Respectfully submitted,

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M. Janice Michels