

EXHIBIT 15

Marilyn Brenneman

From: Keese, Gary
Sent: Thursday, August 27, 2015 3:55 PM
To: Warner, Ian; Kubly, Scott
Cc: Mendoza, David; McIntosh, Hannah
Subject: RE: SDOT - Pronto Disclosures and Request for Waiver
Attachments: Waiver sample FINAL.pdf; Disclosure form (gk2).docx

Ian, Scott, David, Hannah,

I have attached a disclosure form. There isn't a waiver form per se, but I've attached another copy of a sample waiver Wayne approved for a dept. head.

And here is the SMC language for both waivers (2) and disclosures (3):

- **4.16.070 - Prohibited conduct**

A covered individual may not:

A. Disqualification from acting on City business

1. Participate in a matter in which any of the following has a financial interest, except as permitted by Section 4.16.071
 - a. the covered individual;
 - b. an immediate family member of the covered individual;
 - c. an individual residing with the covered individual;
 - d. a person the covered individual serves as an officer, director, trustee, partner or employee;
 - e. a person with which the covered individual is seeking or has an arrangement concerning future employment.
2. **Participate in a matter in which a person that employed the covered individual in the preceding 12 months, or retained the covered individual or his or her firm or partnership in the preceding 12 months, has a financial interest; provided, however, that the Executive Director shall waive this section when:**
 - a. the covered individual's appointing authority or the authority's designee makes a written determination that there is a compelling City need for the covered individual to participate in a matter involving a prior employer or client, and submits that determination with a written plan showing how the authority will safeguard the City's interests, and
 - b. the Executive Director determines that the authority's plan is satisfactory.
3. Perform any official duties when it could appear to a reasonable person, having knowledge of the relevant circumstances, that the covered individual's judgment is impaired because of either (1) a personal or business relationship not covered under subsection 1 or 2 above, or (2) a transaction or activity engaged in by the covered individual. It is an affirmative defense to a violation of this subsection 3 if the covered individual, before performing the official act, discloses the relationship, transaction or activity in writing to the Executive Director and the covered individual's appointing authority, and the appointing authority or the authority's designee either approves or does not within one week of the disclosure disqualify the covered individual from acting. For an elected official to receive the same protection, the official must file a disclosure with the Executive Director and the City Clerk. If a covered individual is charged with a violation of this subsection, and asserts as an affirmative defense that a disclosure was made, the burden of

I am looping back about our previous advice about disclosures and/or a waiver request for Scott Kubly regarding his former employment with Alta – now renamed Motivate.

We have not received either a disclosure form or a waiver request for Scott.

David, it was my understanding from when we talked after the June SEEC meeting that you were working on this for the MO.

This is important, particularly since the City is considering contracting directly with Motivate.

Thanks,

Gary

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Here is my May 2015 advice.

From: Sutphin, Ann
Sent: Friday, May 15, 2015 6:09 AM
To: Keese, Gary
Cc: Kubly, Scott; Nunes-Ueno, Paulo
Subject: RE: bike share organization check in

Thank you for this information, Gary. You have been very helpful.

Regards,
Ann

Sent with Good (www.good.com)

-----Original Message-----

From: Keese, Gary
Sent: Thursday, May 14, 2015 06:17 PM Pacific Standard Time
To: Sutphin, Ann
Cc: Kubly, Scott; Nunes-Ueno, Paulo
Subject: RE: bike share organization check in

Gary

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From: Sutphin, Ann
Sent: Wednesday, May 13, 2015 9:11 AM
To: Keese, Gary
Subject: RE: bike share organizaton check in

Hi Gary- Thank you for the phone conversation yesterday. To summarize, I would like your recommendations if there are any considerations or steps that should be taken by myself, Paulo or the SDOT Director Scott Kubly as we explore potential changes to the governance structure and contractual relationships of the existing bike share program known as Pronto.

Here is some info that I think is relevant:

1. I have been the city's representative to the non-profit board since it formed in 2012. I previously consulted with Wayne Barnett on this and clarified that my role was appropriate given that city policies are aligned with the program objectives to make bicycle riding accessible and used more for short trips. I represent the city and not myself to the non-profit organization. On the occasion of any board action that may conflict with city interests (like a city agreement related to funding, etc), I have excused myself from a board vote. I receive no payment nor have a financial interest in the non-profit. I have disclosed this on an annual "statement of financial interest" form provided by department.
2. Paulo Nunes-Ueno, the Director of my division, has previously served on this same board as a representative of his former employer, Seattle Children's Hospital. He is no longer on the board.
3. Scott Kubly worked for the Alta (now Motivate) for a short period prior to coming to SDOT. Motivate is the contracted operator for the bike share program. That contract is currently between the non-profit and Motivate, not the City.,

The city is currently preparing a TIGER (federal funds) grant application that is due in early June that would provide funding for a significant expansion (50 to 300 stations) in the City of Seattle. To provide necessary oversight and program stability with this sort of expansion, SDOT staff is actively exploring directly managing the program assets and operating contract. To move in that direction, SDOT staff is beginning to talk to involved parties (ie, contracted operator and non-profit board, federal funders) about this potential change in ownership and contract. Given short timelines, we would immediately begin to take actions to move in the direction. Details of this proposed structural change may get modified as we delve into legal issues, negotiations, and other programmatic considerations. This is