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**Connecticut Port Authority Board of Directors**

***Meeting Minutes***

December 6, 2017, 12:00 p.m.

LEGISLATIVE OFFICES BUILDING RM. 1B- HARTFORD

**Attendance**

* Board Members: Chairman Scott Bates, John Johnson; Dave Pohorylo; Henry Juan; Terry Gilbertson; Bonnie Reemsnyder; Don Frost; Nancy DiNardo; Parker Wise; Deputy Commissioner Robert Kaliszewski; Brian Thompson; Zack Hyde

**Phone**

* Phone: Pam Elkow; Commissioner Jim Redeker;
* Quorum: Yes
* Guests: Glenn Santoro; Christie Jean, Paula Clark; Michael Eisle; Judi Sheiffele; William Gash; Dean Pagani; Tony Costella; Charlie Jonas;
* CPA Staff: Evan Matthews, Executive Director, Joe Salvatore, Gerri Lewis; Andrew Lavigne

1. **Call to Order**

The meeting was called to order by Chairman Bates at 12:04 p.m. Chairman Bates thanked the board members and guests for attending.

1. **Approval of November minutes**

A motion to approve the November 1, 2017 meeting minutes was made by Ms. Reemsnyder, seconded by Mr. Johnson and was so voted unanimously.

1. **Public Participation Relating to Agenda Items**:

At this time, Chairman Bates noted that this meeting was being videotaped live by CTN.

1. **CT Pilot Commission Report/CT Maritime Coalition Report**:

Mr. Gash gave an update on the Apprentice Pilots. He reported that CPC recommended Legislative change to specify minimum length of vessels requiring pilotage in CT waters. He also reported on the pilotage rate increase request by CT pilots.

Chairman Bates thanked Mr. Gash.

1. **United States Coast Guard Report**: No Report
2. **Executive Director’s Report**: Executive Director Matthews gave his report as follows: Maritime Strategy Update: He noted that the strategic planning retreat was very well received and the participants had identified four strategic objectives: marketing of breakbulk; intermodalism and containerization; perishables; and ferry systems for cargo and passengers.

Small Harbor Improvement Projects Program (SHIPP)

The State Bond Commission met on November 29th and approved $4.01 million in funding CPA had requested for harbor improvements to support economic development across 17 Connecticut waterfront communities.

North Cove (Old Saybrook) Maintenance Dredging Project

CPA announced the start of the North Cove Maintenance Dredging Project at a press event at the Old Saybrook Pavillion on Tuesday, November 14th

State Audit

Staff continues to work with DECD to produce documentation for a Compliance Audit being conducted by the Bureau of Audits.

Internal Audit

We continue to work with Blum Shapiro to conduct our annual audit of our first fiscal year of operations, and to prepare our financial statements.

North Atlantic Ports Association (NAPA) Annual Meeting

CPA traveled to Alexandria, Virginia to attend the NAPA annual meeting.

American Institute for International Steel (AIIS) Annual Dinner

CPA traveled to New York City on November 30th to attend the AIIS annual dinner, which featured more than 250 steel industry stakeholders.

Chairman Bates thanked Executive Director Matthews.

1. **Finance Committee Report**: Ms. Reemsnyder gave a report from the Finance Committee. She also noted the 2018 calendar of finance committee meetings in the board packets.
2. **Consideration and approval of a resolution authorizing the adoption of the 2017-2018 Connecticut Port Authority Budget.**

Ms. Reemsnyder continued to discuss the budget that was recommended by the Finance Committee to the board and took questions. Mr. Pohorylo voiced some concerns. Attorney Santoro noted that the concerns could be minor and that the board should approve the budget noting that any changes by the Executive Director would be in the best interest of the CPA.

A motion to approve the budget by Mr. Johnson, seconded by Ms. Reemsnyder was so voted unanimously.

**RESOLVED**: That the 2017-2018 Connecticut Port Authority Budget, recommended by the Finance Committee, is hereby adopted and approved by the Board of Directors with such changes as the Executive Director deems to be in the best interests of the Authority.

Chairman Bates thanked Ms. Reemsnyder.

1. **Consideration and approval of the Board of Directors 2018 Regular Meeting Schedule:**

A motion to approve the adoption of the Board of Directors 2018 Regular Meeting Schedule was made by Ms. Reemsnyder, seconded by Mr. Johnson was so voted unanimously.

**RESOLVED:** That the Board of Directors 2018 Regular Meeting Schedule, pursuant to Section 1-225(b) of the General Statutes of Connecticut and Article III, Section 3 of the By-Laws of the Connecticut Port Authority, is hereby adopted and approved by the Board of Directors.

1. **Consideration and approval of a resolution authorizing the adoption of the Employee Manual for Connecticut Port Authority.**

A motion by Ms. Reemsnyder to adopt the Employee Manual for the Connecticut Port Authority, seconded by Ms. DiNardo was so voted unanimously.

**RESOLVED**: That the Employee Manual for Connecticut Port Authority, with any such revisions that the Executive Director and Finance Committee deem to be in the best interests of the Authority, is hereby adopted and approved by the Authority.

1. **Brief Presentation re: Conflicts of Interest (Attorney Glenn A. Santoro Robinson & Cole LLP)**

Attorney Santoro handed out “guidelines” to the board members and discussed the same. He spoke about potential conflicts. It was noted that pursuant to RCSA 1-81-28(h), a Board member can seek guidance from Citizen’s Ethics Advisory Board to determine whether a substantial conflict of interest exists.

Chairman Bates thanked Attorney Santoro.

At this time, Chairman Bates noted that item #12 is usually just before adjournment. He asked the board if they would entertain a motion to take the items out of order.

A motion to place item #13, New Business, next on the agenda was made by Ms. Reemsnyder, seconded by Mr. Johnson and was so voted unanimously.

1. New Business
2. **Consideration and approval of a resolution authorizing the Executive Director to enter into agreements for communications and marketing services for the Connecticut Port Authority:**

Ms. DiNardo, chairwoman of the ad hoc committee reported, again, that her committee met and listened to presentations from Quinn & Hary and Dealy Maher Communications. She noted that it was decided that CPA would split the work. Chairman Bates noted that essentially the board was getting two (2) services for the price of one (1).

**RESOLVED:** That the entering into of consulting agreements with each of Quinn & Hary Marketing and Dealy Mahler Strategies, LLC for communications and marketing services for the Connecticut Port Authority, is hereby ratified, confirmed and approved, and the Executive Director, Evan H. Matthews, be and hereby is authorized, empowered and directed, for and on behalf of the Connecticut Port Authority, to negotiate, execute and deliver such consulting agreements and any and all other documents in furtherance thereof.

1. **Consideration and approval of a resolution authorizing the submission of the 2017 Annual Report:**

The Board received the 2017 Annual Report in their packets.

**RESOLVED:** That the 2017 Annual Report of the Connecticut Port Authority, pursuant to CGS § 15-31a(k), is hereby approved by the Authority and the Executive Director, be and hereby is authorized, empowered and directed, for and on behalf of the Connecticut Port Authority, to make such revisions that the Executive Director deems to be in the best interests of the Authority and submit such report to the clerks of the Senate and the House of Representatives and the Office of Legislative Research, and to file a copy of same with the State Librarian.

12**. Executive Session pursuant to Sections 1-200(6)(B) of the General Statutes of Connecticut for the purpose of discussing site selection, or the lease, sale or purchase of real property.**

A motion to enter Executive Session at 1:09 pm was made by Mr. Johnson, seconded by Ms. Reemsnyder and was so voted unanimously.

**RESOLVED:** That, pursuant to Section 1-200(6)(D) of the General Statues of Connecticut, by the affirmative vote of two-thirds vote of the members of the Board present and voting, the Board hereby convenes into Executive Session for the purpose of discussing site selection or the lease, sale, or purchase of real property.

A motion to exit Executive Session at 1.22 pm was made by Mr. Johnson, seconded by Mr. Wise was so voted unanimously.

1. **Adjournment**

A motion to adjourn at 1:23 pm was made by Ms. DiNardo, seconded by Mr. Johnson was so voted unanimously.