



Connecticut Port Authority Board of Directors

**Special Board Meeting
December 6, 2019 (10:00 AM)**

**Fort Trumbull Conference Room
90 Walbach Street, New London, CT**

DRAFT Meeting Minutes

Attendance

- Board Members: Acting Chairperson David Kooris; Dave Pohorylo; John Johnson; Parker Wise; Phil Scarrozzo; Grant Westerson; Daniel Krupnick; Nancy DiNardo; Jeff Beckham
- CPA Staff: Andrew Lavigne; Joe Salvatore; Casandra Berthiaume

Phone

- Pam Elkow

Absent

- Brian Thompson; Don Frost; Judi Sheiffele

Quorum: Yes

1. Call to Order

The meeting was called to order by Acting Chairperson Kooris at 10:03 a.m.

2. Approval of Board Meeting Minutes

A motion to adopt the minutes was made by Mr. Johnson and seconded by Ms. DiNardo, and was so VOTED unanimously.

3. Public Participation Relating to Agenda Items

Kevin Blacker requested an update pertaining to DEEP's award to Vineyard Wind in Bridgeport and its effect on ongoing negotiations regarding the State Pier.

Acting Chairperson Kooris thanked Mr. Blacker.

4. Presentation by Safety-Kleen

5. Authority Updates and Acting Chairman Remarks

Mr. Kooris stated that the Whittlesey report should be completed soon and will be delivered at the next Finance Committee meeting on December 17th. Mr. Kooris also discussed the results from the DEEP RFP stating that while up to 2000 Megawatts were available, the only award was for 804 Megawatts of wind power from Vineyard Wind. The criteria of the RFP were predominantly focused on power price. Vineyard Wind now needs to negotiate contracts with the energy providers. He stated that the DEEP award is a completely separate process from the port infrastructure improvements being contemplated for State Pier. He added that other states will also require these facilities, stating there is significant long-term opportunity for economic development. Mr. Beckham asked what will happen in Bridgeport. Mr. Kooris said that the fundamental difference is Vineyard is working with two different private companies. In terms of the infrastructure improvements needed are very similar to what CPA is doing.

Mr. Kooris also gave an update on the HDA. He said that all various parties involved are spending an incredible amount of time working on this. He added that there are daily meetings taking place to advance the HAD – often taking up a significant portion of his day. Many aspects of various agreements need to be detailed and lots of work and time are being devoted to this each and every day. He said the intent is to bring it to the board in the very near future, adding that it is a complicated set of documents. He stated that a board meeting will be set when it's available for board action.

6. Committee Reports

a. Finance Committee

Mr. Kooris stated that CPA has launched the external audit with Blum Shapiro and should be completed by early next year. He stated that CPA is in a much better position now and has been able to pull reports from QuickBooks. Mr. Kooris said that there have been several lines outside the budget and in an upcoming meeting there will be an amended budget.

7. Executive Director Search Update

Mr. Kooris said that the ad hoc search committee has taken proposals and narrowed down to one firm. They have selected Industrial Search Partners to help in the search for a new executive director. The search will be launched at the beginning of the new year. The cost for the firm is \$53,500, which is less than the \$75,000 that was budgeted.

8. Overview and Discussion of Draft Policies in Development

Mr. Kooris stated that the board will not be voting on these today, but will receive a briefing today from Mr. Dakers to present the draft policies. These policies will be further discussed at the December 7th Finance Committee meeting and will be presented to the board at the January board meeting.

a. Surplus Funds Policy

This is a required policy outlining how year-end surplus funds will be used in regard to operations.

b. Employee Handbook

Mr. Dakers stated the biggest issue in the handbook is the leave time policy. The vacation, leave and accrual policy will need to be reestablished since it differs from how accruals actually occur in CORE-CT. Mr. Johnson asked if CPA's policy needs to line up with the state. Mr. Dakers said there is leeway concerning this and he has compared CPA's leave policies to seven other quasis' policies to establish a baseline.

c. Travel and Entertainment

Mr. Dakers adopted CI's policy. Requirements will include pre-approval, documentation and statement for purpose of travel. Mr. Johnson asked if there would be any thresholds for travel? Mr. Dakers stated that business travel will be broken down by expense.

Mr. Kooris said that he would like to set up a mileage reimbursement policy for voluntary board members. This will be discussed further at the next Finance Committee meeting.

d. Use of Outside Legal Services Guidelines

Mr. Dakers stated that the RFP was sent out for legal services and is due by January 10th. This includes use of outside counsel, approval process, cost estimates and billing details.

e. Freedom of Information Act

Mr. Kooris said changes are underway and will be addressed in operating procedures. The intent is to reiterate that CPA follows State FOIA guidelines and establish a per-page rate for requests necessitating printed copies.

f. Affirmative Action and Equal Employment Opportunity (AA/EEO)

Mr. Dakers stated that CPA has an AA/EEO policy, but did not implement methods to track its monitoring and reporting progress. These issues will be addressed in the updated draft policy.

Mr. Dakers said they are also working on procedures to put into place if the Executive Director is out for an extended period of time.

He also stated that the Procurement and Accounting Manual is underway and almost complete.

9. Consideration and approval of a resolution authorizing the Acting Chair to negotiate and enter into an amended agreement with the Town of Madison regarding that certain Round 1 Small Harbor Improvement Projects Program (SHIPP) agreement.

RESOLVED: The Acting Chair is hereby authorized, empowered and directed, for an on behalf of the Connecticut Port Authority, to negotiate and enter into an amended SHIPP (Round 1) Agreement with the Town of Madison as described in the Exhibit to Agenda Item #9, and to negotiate, execute and deliver any and all other reasonable and necessary documents in furtherance thereof.

Mr. Salvatore gave a brief description of the project scope and cost of \$94,000. Mr. Westerson stated that the area is primarily a recreational area and not boater friendly. A question was asked regarding whether access was open to the public or restricted to residents. It was agreed no action would be taken until additional questions are answered.

A motion by Mr. Johnson and seconded by Mr. Beckham and was so VOTED unanimously.

10. Consideration and approval of a resolution authorizing the Acting Chair to submit that certain legislative revision recommended by the Connecticut Pilot Commission.

RESOLVED: The Acting Chair is hereby authorized, empowered and directed, for an on behalf of the Connecticut Port Authority, to submit that certain legislative revision recommended by the Connecticut Pilot Commission as described in the Exhibit to Agenda Item #10, and to deliver to the Office and Policy and Management the legislation and any and all reasonable and necessary documents in furtherance thereof.

CT Pilots want to include qualifying routes of Bridgeport Harbor and north of the Thames River. Bill Gash (CT Pilot Commission) stated the routes are federally recognized, but are not recognized by the State of Connecticut.

A motion by Mr. Johnson and seconded by Mr. Westerson and was so VOTED unanimously.

11. Consideration and approval of a resolution authorizing the Acting Chair to negotiate and enter into an agreement with the National Oceanic and Atmospheric Administration (NOAA), specifically, a five-year renewal of the Physical Oceanographic Real Time System (P.O.R.T.S.).

RESOLVED: The Acting Chair is hereby authorized, empowered and directed, for an on behalf of the Connecticut Port Authority, to negotiate and enter into a five-year renewal of NOAA's Physical Oceanographic Real Time System (P.O.R.T.S) as described in the Exhibit to Agenda Items #11, and to negotiate, execute and deliver any and all other reasonable and necessary documents in furtherance thereof.

A motion by Mr. Westerson and seconded by Mr. Beckham and was so VOTED unanimously.

12. Consideration and approval of a resolution to adopt a Schedule of Positions and Total Staffing Levels as outlined in Section V of the CPA's Operating Procedures.

RESOLVED: The Board of Directors hereby approves a resolution to adopt a Schedule of Positions and Total Staffing Levels as outlined in Section V of the CPA's Operating Procedures, as described in the Exhibit to Agenda Item #12.

A motion by Mr. Wise and seconded by Ms. DiNardo and was so VOTED unanimously. Mr. Johnson was absent for the vote.

13. Consideration and approval of a resolution authorizing the staff of the CT Port Authority to submit annual reports responsive to each of the Connecticut General Statutes (CGS) Sections: 15-31a(k), 1-123(a), and 15-31a(o).

RESOLVED: The CT Port Authority staff is hereby authorized, empowered and directed, for and on behalf of the Connecticut Port Authority, to submit annual reports responsive to each of Connecticut General Statutes (CGS) Sections to the recipients designate by statute:

- a. 15-31a(k) to the Governor and the joint standing committees of the General Assembly having cognizance of matters relating to transportation, commerce and the environment, summarizing the authority's activities, disclosing operations and financial statements and recommending legislation to promote the authority's purposes;
- b. 1-123(a) to the Governor and the Auditors of Public Accounts and two copies of such report to the Legislative Program Review and Investigations Committee. Such report shall include, but not be limited to, the following: (1) A list of all bond issues for the preceding fiscal year, including, for each such issue, the financial advisor and underwriters, whether the issue was competitive, negotiate or privately placed, and the issue's face value and net proceeds; (2) a list of all projects other than those pertaining to owner-occupied housing or student loans receiving financial assistance during the preceding fiscal year, including each project's purpose, location, and the amount of funds provided by the agency; (3) a list of all outside individuals and firms receiving in excess of five thousand dollars in the form of loans, grants or payments for services, except for individuals receiving loans for owner-occupied housing and education; (4) a balance sheet showing all revenues and expenditures; (5) the cumulative value of all bonds issues, the value of outstanding bonds, and the amount of the state's contingent

liability; (6) the affirmative action policy statement, a description of the composition of the agency's work force by race, sex, and occupation and a description of the agency's affirmative action efforts; and (7) a description of planned activities for the current fiscal year; and

- c. 15-31a(o) to the Governor (1) a list of projects which, if undertaken by the state, would support the state's maritime policies and encourage maritime commerce and industry; (2) recommendations for improvements to existing maritime policies, programs and facilities; and (3) such other recommendations as the board considers appropriate. Copies of such report shall be submitted to the joint standing committee of the General Assembly having cognizance of matters relating to transportation, in accordance with the provisions of section 11-4a.

as further described in the Exhibit to Agenda Item #13, and to deliver any and all other reasonable and necessary documents in furtherance thereof.

A motion by Mr. Johnson and seconded by Ms. DiNardo and was so VOTED unanimously.

14. Consideration and approval of a resolution authorizing to adopt the 2020 CT Port Authority Board Meeting Schedule.

RESOLVED: The CT Port Authority staff is hereby authorized, empowered and directed, for and on behalf of the Connecticut Port Authority, to publicly post on its website and to submit to the Secretary of the State the 2020 Board Meeting Schedule as further described in the Exhibit to Agenda Item #14.

Mr. Kooris stated he would be unable to attend the first meeting in January listed on the new schedule. The new date for the January meeting will be January 21st, 2020 at 10:00 AM at Fort Trumbull. The board discussed that the 3rd Tuesday of the month would work better than the 2nd Tuesday. Meeting schedule will now be the 3rd Tuesday of the month. The time and location of future meetings will be noticed in advance.

A motion by Mr. Johnson and seconded by Mr. Westerson and was so VOTED unanimously.

15. Call to the public.

Mr. Blacker thanked the board for setting up the upcoming annual public hearing for December 17th and asked for an effort to publish the notice widely in order to generate a large public turnout for the meeting.

16. Adjournment.

A motion by Mr. Johnson and seconded by Mr. Beckham and was so VOTED unanimously, meeting adjourned at 11:48 P.M.