



SPECIAL MEETING OF THE
CONNECTICUT PORT AUTHORITY
BOARD OF DIRECTORS

Tuesday June 30, 2020 (8:30 A.M.)

Location:

In response to concerns regarding the spread of coronavirus disease (COVID-19), and in the interest of the safety and well-being of participants, this meeting will be held remotely by conference call (as permitted by Executive Order 7B).

Minutes

Board Attendance

- Chairman David Kooris; Vice-Chair Don Frost; Parker Wise; Dan Krupnick; Jeff Beckham; Brian Thompson; Dave Pohorylo; Alexandra Daum; Nancy DiNardo; Grant Westerson; Gregg Scully; John Johnson; Judi Sheiffele
- Absent: Nancy DiNardo, Mark Rolfe
- CPA Staff/Other: Casandra Berthiaume; Andrew Lavigne; Joseph Salvatore; Ann Harter (OPM)

1. Call to Order

Chairman Kooris called the meeting to order at 8:32am

2. Public Participation Relating to Agenda Items

3. Authority Update and Comments from the Chairman

4. Consideration and approval of a resolution authorizing each of the Chairperson, Vice Chairperson and Executive Director to negotiate and enter into a Construction Administrator's Contract for Design Phase and Construction Phase Services with AECOM for Construction Administrator services related to the State Pier Infrastructure Project.

RESOLVED: That each of the Chairperson, Vice Chairperson and Executive Director, be and hereby are individually authorized, empowered and directed, for and on behalf of the Connecticut Port Authority (the "Authority"), to enter into a Consulting Services Agreement with AECOM Technical Services, Inc., in an amount not to exceed \$4,191,572.00, for Construction Administrator services related to the State Pier Infrastructure Project, as described in the Exhibit to Agenda Item #4, on such terms and provisions that each individually shall deem to be in the best interests of the Authority, and to take such reasonable and necessary actions and to execute and deliver any and all other reasonable and necessary documents in furtherance thereof.

Motion by Judi Sheiffele, seconded by Gregg Scully. Abstention by Brian Thompson. So voted.

5. Consideration and approval of a resolution authorizing each of the Chairperson, Vice Chairperson and Executive Director to negotiate and enter into a First Amendment to that certain Tracklease Agreement between the Connecticut Port Authority and New England Central Railroad, Inc. (NECR).

Motion to table the item made by John Johnson, seconded by Parker Wise and so voted unanimously.

6. **Consideration and approval of a resolution authorizing each of the Chairperson, Vice Chairperson and Executive Director to negotiate and enter into a Sales Agency Agreement with Gateway New London LLC and Northeast Offshore LLC.**

RESOLVED: That each of the Chairperson, Vice Chairperson and Executive Director, be and hereby are individually authorized, empowered and directed, for and on behalf of the Connecticut Port Authority (the "Authority"), to enter into a Sales Agency Agreement with Gateway New London LLC ("Gateway") and Northeast Offshore LLC ("NEO") with respect to Gateway's sale of bulk salt on behalf of the Authority and NEO, as described in the Exhibit to Agenda Item #6, on such terms and provisions that each individually shall deem to be in the best interests of the Authority, and to take such reasonable and necessary actions and to execute and deliver any and all other reasonable and necessary documents in furtherance thereof.

Motion by Parker Wise, seconded by Grant Westerson and so voted unanimously.

7. **Consideration and approval of a resolution authorizing each of the Chairperson, Vice Chairperson and Executive Director to negotiate and enter into a Memorandum of Agreement with Cross Sound Ferry Services, Inc. with respect to the use of vessel mooring space at the New London State Pier.**

RESOLVED: That each of the Chairperson, Vice Chairperson and Executive Director, be and hereby are individually authorized, empowered and directed, for and on behalf of the Connecticut Port Authority (the "Authority"), to enter into a Memorandum of Agreement with Cross Sound Ferry Services, Inc. ("CSF") with respect to the use of vessel mooring space at the New London State Pier at no cost to CSF, as described in the Exhibit to Agenda Item #7, on such terms and provisions that each individually shall deem to be in the best interests of the Authority, and to take such reasonable and necessary actions and to execute and deliver any and all other reasonable and necessary documents in furtherance thereof.

Motion by John Johnson, seconded by Don Frost. Noted that the term of the Agreement is through 2020, not month-to-month. So voted unanimously.

8. **Executive Session pursuant to Sections 1-200(6)(E), 1-210(b)(24), and 1-225(f) of the General Statutes of Connecticut, for the purpose of discussing responses to the Authority's Request for Proposals (RFP) for Legal Counsel to the Connecticut Port Authority.**

RESOLVED, that, pursuant to Sections 1-200(6)(E), 1-210(b)(24), and 1-225(f) of the General Statutes of Connecticut, by a two-thirds vote of the members of the Board present and voting, the Board of Directors hereby approves to enter into Executive Session for the purposes of discussion of responses to the Authority's Request for Proposals (RFP) for Legal Counsel for the Connecticut Port Authority.

David Kooris certified that the public interest in the disclosure of the discussion of responses to the Authority's Request for Proposals (RFP) for Legal Counsel for the Connecticut Port Authority, is outweighed by the public interest in the confidentiality of same.

Motion to enter Executive Session made by Grant Westerson, seconded by John Johnson and so voted. The Board entered Executive Session at 9:21am and returned at 9:38am.

9. **Executive Session pursuant to Sections 1-225(f) and 1-200(6)(B) of the General Statutes of Connecticut, for the purpose of discussing a Settlement Agreement and Mutual Release by and among the Connecticut Port Authority, Seabury PFRA LLC and Seabury Securities LLC.**

RESOLVED: That, pursuant to Sections 1-225(f) and 1-200(6)(B) of the General Statutes of Connecticut, by a two-thirds vote of the members of the Board present and voting, the Board of Directors hereby approves to enter into Executive Session for the purposes of discussing a Settlement Agreement and Mutual Release, by and among the Connecticut Port Authority, Seabury PFRA LLC and Seabury Securities LLC.

Motion to enter Executive Session made by Gregg Scully, seconded by Judi Sheiffele and so voted. The Board entered Executive Session at 9:39am and returned at 10:25am.

10. **Consideration and approval of a resolution authorizing each of the Chairperson, Vice Chairperson and Executive Director to negotiate and enter into a Settlement Agreement and Mutual Release with Seabury PFRA LLC and Seabury Securities LLC.**

Motion to table the item made by John Johnson, seconded by Jeff Beckham and so voted. Chairman Kooris noted that Grant Westerson had to drop off the call during the Executive Session, so he is no longer present for this or following votes.

11. **Consideration and approval of a resolution authorizing each of the Chairperson, Vice Chairperson and Executive Director to negotiate and enter into a Second Amendment to that certain Memorandum of Understanding between the Authority and the Office of Policy and Management.**

RESOLVED: That each of the Chairperson, Vice Chairperson and Executive Director, be and hereby are individually authorized, empowered and directed, for and on behalf of the Connecticut Port Authority, to execute and deliver a Second Amendment to that certain Memorandum of Understanding by and between the Authority and the Office of Policy and Management executed on 9 September 2019, in the form attached hereto as the Exhibit to Agenda Item #11, and any and all other reasonable and necessary documents in furtherance thereof, on such terms and provisions that each individually shall deem to be in the best interests of the Authority, and to take such reasonable and necessary actions as are reasonably required in furtherance thereof.

Motion by John Johnson, seconded by Don Frost and so voted.

12. **Call to the Public**

13. **Adjournment**

Chairman Kooris adjourned the meeting at 10:35am