

# Connecticut Port Authority

## Operating Procedures

Connecticut Port Authority



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## I. GENERAL PURPOSE

The general purposes of the Connecticut Port Authority are described in Sections 15-31a to 15-31i, inclusive, (Chapter 264a) of the Connecticut General Statutes as amended from time to time (the “Act”).

## II. GOVERNANCE

Connecticut Port Authority, a quasi-public agency of the State of Connecticut (the “Port Authority”), shall be governed by a Board of Directors (Board) comprised of a number, and appointed in a manner, as prescribed in the Act. The affairs of the Board shall be conducted in accordance with applicable law, the Port Authority's Bylaws and such policies with respect to corporate governance as are adopted by the Board from time to time.

## III. ADMINISTRATION

The Board shall appoint an Executive Director in accordance with the Act and the Connecticut General Statutes, who shall have the duties and responsibilities set forth therein and in the Bylaws. The Board may also appoint a Chairman and such other officers as provided in the Bylaws. Under the direction of the Board, such officers shall conduct the business of the Port Authority and shall have such authority as is conferred by the Act, the Bylaws, these Operating Procedures, the Board and any other applicable laws and/or regulations. References in these Operating Procedures to approval by the Board shall mean and include approval by the Board or by any duly constituted committee thereof authorized to act on behalf of the Board pursuant to the Bylaws of the Port Authority.

## IV. ADOPTION OF ANNUAL OPERATING BUDGET AND PLAN OF OPERATION

Prior to the close of the then current fiscal year, the Executive Director shall cause to be prepared a suggested Annual Operating Budget for the forthcoming fiscal year, which shall also comprise the Annual Plan of Operation. The suggested Annual Operating Budget for the forthcoming fiscal year shall be considered by the Board prior to the close of the then current fiscal year, modified if deemed necessary, and adopted to be effective beginning the first day of the forthcoming fiscal year. The Annual Operating Budget may be modified by the Board from time to time during the fiscal year to which it relates. At the end of the second and third quarters of the fiscal year, and more frequently, if appropriate, the Board shall modify the annual Operating Budget if any line item contains or is projected to contain a deficit. The use of surplus funds in the annual Operating Budget or for any other purpose must be approved by the Board.

## V. PERSONNEL POLICIES

All employees shall be exempt from the classified service and shall have all rights and benefits provided by applicable law. Grade classifications for each job title shall be established by the Board.

Hiring & Promotions: At least annually, the Board shall establish and approve a schedule of positions and total staffing levels for the Port Authority. The schedule of positions shall describe the signature authority, if any, of each position. The Executive Director may from time to time approve any new classification below the “Director ” level and fill any position on such schedule of positions and within such total staffing levels, except as may otherwise be provided in any applicable resolution of the Board. As may be permitted under the Act, the creation of any new Director -level position or above shall require the separate approval of the Board. Whenever possible, the Port Authority shall maintain an identifiable career path for each class of positions on the schedule of positions approved by the Board. If the Executive Director determines it to be appropriate, a current employee’s position may be reclassified to another position within said career path. New positions approved by the Board and existing positions that become available shall be posted internally and, if the Executive Director determines it to be appropriate, publicly advertised in a manner reasonably designed to reach a range of possible applicants. A current employee shall be eligible for promotion to an existing or new position only if such employee has at least six (6) months of service with the Port Authority and meets the minimum qualifications for such position. A current employee shall be eligible for reclassification to an existing or new position only if such employee has at least six (6) months of service with the Authority and meets the minimum qualifications for such position, unless otherwise required by law.

Notwithstanding any other provision of this section or any employee handbook or other personnel policies of the Port Authority, any appointment to the position of Executive Director, the manner of the conduct of any search for qualified applicants for such position, and terms and conditions of employment in such position, including matters of compensation, dismissal and severance, shall be in the discretion and subject to the approval of the Board. Hiring and promotion shall in all cases be in accordance with the Port Authority’s Affirmative Action Plan and applicable law.

Compensation and Benefits: The Board shall establish and may from time to time modify reasonable compensation plans and employee benefits programs and policies as the

Board determines to be necessary or appropriate to attract and retain qualified employees and carry out the Port Authority’s statutory mission including:

1. a compensation plan, which shall consist of sufficient salary grades to provide such compensation rates as may be determined to be necessary or desirable for all job classifications within the Port Authority, and which may include an incentive compensation program for all jobs classifications;

2. an employee benefits program, which may include vacation days, holidays, sick days, group health, life and disability insurance, tuition reimbursement, length of service awards and other benefits, including eligibility criteria and benefit levels;
3. a performance evaluation system, which may be used to determine merit increases in salary and incentive compensation levels;
4. policies with respect to severance pay and benefits;
5. policies with respect to business and travel reimbursement; and
6. other reasonable compensation and employee benefits programs and policies as the Board determines to be necessary and appropriate to attract and retain qualified employees to fill positions or vacancies as authorized by the Board.

The Executive Director has the authority to establish and modify certain employee policies involving workplace flexibility that do not in the aggregate have an adverse financial impact on the Port Authority.

The Executive Director shall be empowered to administer the Port Authority's compensation plan and employee benefit programs and policies as approved by the Board, and shall have the authority to approve performance evaluations, determine merit increases and incentive compensation payments and carry out such other duties and responsibilities as appropriate within the overall salary and employee benefits administration plan, except that performance evaluations, and determination of employee benefits, merit or other salary increases and bonus payments for the position of Executive Director shall be determined by the Board or the committee of the Board with responsibility for matters of compensation. The Board shall review the Port Authority's compensation plan and employee benefit programs as part of its annual review of the Port Authority's budget and plan of operation.

Dismissal: Employment with the Port Authority is at will, which means that either the employee or the Port Authority may terminate the relationship at any time for any reason, with or without cause and with or without notice. The Executive Director has the authority to determine and implement any level of disciplinary action, up to and including termination, based upon the severity of the offense, the employee's past work record, and other relevant factors. This in no way alters the at-will employment policy.

## VI. CONTRACTING FOR PERSONAL SERVICES AND PERSONAL PROPERTY

### SECTION A. PREAMBLE AND APPLICABILITY

The Connecticut Port Authority's (the "CPA") purchasing philosophy is that all purchases, should, wherever possible, result from a competitive process whereby qualified vendors vie to obtain the CPA's business by offering the most favorable terms, including a fair price, for the timely delivery of high quality goods and services. In those instances for which a competitive process is not possible, efforts should be made to achieve these same procurement outcomes regarding favorable terms, price, timeliness and quality.

This Procurement Policy, however, is not intended to cover the purchase of items such as utilities (including, but not limited to, electricity, gas and sewer); the routine delivery of documents (for example, by the United States Postal Service, or by a recognized overnight delivery service provider); subscriptions and reference materials; sponsorships; professional, industry, business dues and continuing education, and similar items.

Since no policy can identify every situation and exception, this Purchasing Policy (the "Policy") requires all parties involved in the negotiation, performance, or administration of purchases to act in good faith to advance the competitive principles that underlie it. Accordingly, no individual purchase should be made deliberately to evade this Policy, including through the issuance of separate contracts, purchase orders or other methods to avoid the limits and thresholds contained in this Policy. In addition, all purchases are to be made in compliance with applicable ethics laws and conflict of interest policies of the State and the CPA.

## **SECTION B. ACQUISITION AND CONVEYANCE OF INTEREST IN REAL PROPERTY**

The CPA, acting through the Executive Director or another duly authorized officer, shall, pursuant to the Act and subject to the requirements and limitations of this this policy, have the authority to invest in, acquire, lease, purchase, own, manage, hold and dispose of real property, and to lease, convey or deal in or enter into agreements with respect to such real property, on any terms deemed necessary or incidental by such officer to the carrying out of the statutory purposes of the Port Authority.

Procurement Procedures: The CPA Board of Directors (the "Board") shall, prior to the commencement of any transaction or procurement under this Section, approve, on-a case-by-case basis, the procedure to be utilized in a procurement or transaction related to real property that it determines is in the best interest of the CPA in furtherance of its statutory purposes. In making its determination, the Board shall indicate what appraisals, if any, shall be required as part of the procurement process. Board approval shall be required for any real estate procurement or transaction that exceeds \$50,000.

## **SECTION C. PURCHASE OF PERSONAL SERVICES, PERSONAL PROPERTY AND OTHER GOODS AND SERVICES**

The CPA, acting through the Executive Director or another duly authorized officer, shall, subject to the requirements of State law and this policy, have the authority to: (A) invest in, acquire, lease, purchase, own, manage, hold and dispose of personal property, and to lease, convey or deal in or enter into agreements with respect to such personal property, (B) engage accountants, attorneys, appraisers, financial advisers, investment advisers, underwriters, investment managers, investment bankers, brokers, architects, construction managers, engineers and other consultants and professionals, and (C) purchase other goods, services and commodities and to make such purchases on terms necessary or incidental to carrying out of the purposes of the CPA pursuant to the Act.

Procurement Procedures: Transactions related to personal property and the purchase of professional services and other goods and services, with the exception of those exempted under Section A. of this policy, shall occur in accordance with the following procedures:

1. **Public Solicitation Defined.** As used in this Policy, “Public Solicitation” means the process of publicly issuing an invitation to bid, request for proposals, or similar document, as appropriate to the purchase being made, that invites qualified vendors to submit proposals and prices for the goods or services to be purchased.
2. **Threshold Costs Defined.** The expected cost thresholds contained in this Policy are based on the expected “net” costs to the CPA – i.e., expected costs after applying rebates, reimbursements or credits owed or received under any contract or agreement related to such personal property, personal services or goods and services. As an example only, the CPA wishes to purchase and install new lighting fixtures expected to cost \$45,000 and anticipates receiving \$25,000 in federal or state rebates in connection with that purchase. The CLC’s expected “cost” is \$20,000 -- the expected net amount of the purchase ( $\$45,000 - \$25,000 = \$20,000$ ).
3. **Requirements for Purchases Greater than \$5,000 and Less than \$50,001.** For these purchases, a Public Solicitation is not required; however, the CPA shall:
  - i. *For Goods or Services greater than \$5,000 but equal to or less than \$20,000.* Verbal quotes from at least three (3) vendors shall be sought.
  - ii. *For Goods or Services greater than \$20,000 but equal to or less than \$50,001.* Written quotes from at least three (3) vendors shall be sought.
  - iii. *Obtaining Verbal or Written Quotes.* If obtaining at least three quotes is not possible, the CPA shall obtain such quotes as it is able.
4. **Requirements for Purchases Greater than \$50,000.** Such purchases shall be by a Public Solicitation, except as otherwise allowed in this policy.
5. **Exceptions to the Requirements for Verbal or Written Quotes or Public Solicitation.**

The Executive Director, or such another duly authorized officer, shall have the authority to waive the requirements that the CPA obtain quotes or issue a Public Solicitation provided that the Executive Director or duly authorized officer determines, based on written documentation, that one of the following circumstances justifies such a waiver:

  - i. Purchases involving unusual conditions or contingencies. For this purpose, an “unusual condition or contingency” exists (a) when there are unusual conditions or contingencies that could not reasonably be foreseen or (b) because of unusual or non-competitive trade or market conditions.
  - ii. Purchases in emergency situations. For this purpose, an “emergency” exists when there is an immediate threat to public health, welfare or safety, or to a critical CPA service or function that will adversely affect the CPA’s essential governmental operations if not addressed immediately. The Executive Director shall document, in writing, the nature of the emergency and the need for the emergency purchase and provide such written document to the Board.

- iii. Purchases that, due to the nature of the agreement to be contracted for or procured, the Executive Director or another duly authorized officer determines that open and competitive bidding is either impractical or not in the CPA's best interest.
  - iv. A list of waivers of the requirements to obtain quotes or issue a Public Solicitation for purchases anticipated to exceed \$25,000, and the reasons for such waiver, shall be provided to the Board as part of their monthly meetings.
- 6. Other Allowable Procurement Methods.** The following purchasing methods may, after analyzing the options, be utilized by the CPA in lieu of seeking quotes or issuing a Public Solicitation of its own:
- i. Purchases from vendors awarded a contract by the State of Connecticut Department of Administrative Services that warrant to the State that the prices, terms and conditions of that contract will be extended to all political subdivisions of the State.
  - ii. Purchases from or through any federal, state or municipal governmental surplus property program, including the Connecticut State Surplus Property Program.
  - iii. Purchases by, from, in conjunction with, or on behalf of other Connecticut quasi-public agencies, state agencies or political subdivisions of the State of Connecticut, any other state, the federal government, or inter-governmental purchasing groups or cooperatives.
  - iv. In any case where the Port Authority is receiving or providing financial assistance in conjunction with another state agency or quasi-public authority, nothing in this section shall prohibit the Port Authority from utilizing accountants, attorneys, appraisers, financial advisers, investment advisers, underwriters, investment managers, investment bankers, brokers, architects, construction managers, engineers and other consultants and professionals approved or provided by such state agency or quasi-public authority as a part of its normal contracting process, provided such use does not create any conflict of interest.
- 7. Board Action re Contracts Over \$50,000 and Amendments; Non-budgeted expenditures over \$5,000.** Board approval shall be required for any agreement or contract related to purchases that are anticipated to exceed \$50,000, along with amendments adding funding to any contracts over \$50,000. Requests for such amendments shall include a written justification from the Executive Director or designee for not conducting a public solicitation related to the additional funding. Board approval is required for any nonbudgeted expenditure in excess of five thousand dollars (\$5,000).
- 8. Contracting with Individuals.** Internal Revenue Service (IRS) guidelines shall be consulted prior to contracting with an individual to determine if the duties and activities involved are those of an independent contractor or an employee. The web-site of the State Comptroller's Office has additional information in this regard.



#### **SECTION D. APPROVAL REQUIREMENTS FOR ALL PURCHASES AND PAYMENTS**

All purchases from and payments to vendors shall receive prior approval by certain supervisors, managers or officers as required by the related written policies and procedures established in this regard by the CPA

#### **SECTION E. SOLICITATION OF PROPOSALS FOR CERTAIN SERVICES**

The CPA shall solicit proposals at least once every three (3) years for financial, legal, bond, underwriting and other professional services required by the Port Authority on a regular and ongoing basis. The CPA shall not contract with the same person, firm or CPA to conduct financial audits of the Port Authority for more than six (6) consecutive fiscal years.

#### **SECTION F. RECORD RETENTION**

All documents related to the solicitation process (quotes or full solicitation), selection, negotiation, contracting, contract management and contract closeout for any purchase shall be retained in a single file (electronic and/or physical) by the CPA. Such file shall be created and retained in accordance with any applicable records retention laws and policies. Such records shall be retained for a minimum of three years following the completion of the term of any agreement or contract resulting from any procurement process or in accordance with any applicable laws or regulations, including those related to audits, whichever is longer.

### **VII. STATE CONTRACTING REQUIREMENTS**

Any solicitation of bids or proposals by the Port Authority, and any award of a contract by the Port Authority, shall be subject to all state procurement and contracting requirements applicable to quasi-public agencies of the state, including without limitation the following to the extent applicable in the circumstances:

- Section 9-612(g) of the General Statutes, as amended, relating to campaign contributions by state contractors and their principals and related notices to state contractors and prospective state contractors;
- Section 4-252 of the General Statutes relating to affidavits as to gifts from contractors under certain large state contracts;
- Section 4a-81 of the General Statutes relating to affidavits with respect to consulting fees;
- Section 3-13l of the General Statutes relating to the prohibition of finder's fees in connection with investment transactions;
- Section 3-13j of the General Statutes relating to the disclosure of third party fees attributable to investment services contracts;
- Section 4-61dd of the General Statutes relating to whistleblower protections; and
- Section 4a-60 and 4a-60a of the General Statutes relating to non-discrimination in state contracting and documentation of contractor adoption of a corporate policy

supporting the non-discrimination agreements and warranties required by Sections 4a-60 and 40a-60a.

#### VIII. ISSUING AND RETIRING BONDS, BOND ANTICIPATION NOTES AND OTHER OBLIGATIONS OF THE PORT AUTHORITY

The Board shall approve the issuance and retirement of all bonds, bond anticipation notes and other obligations of the Port Authority. The issuance of any bonds, bond anticipation notes or other obligations of the Port Authority pursuant to the authority granted in the Connecticut General Statutes, or which are guaranteed by the State of Connecticut or for which there is a capital reserve fund of any kind which is in any way satisfied to or guaranteed by the State of Connecticut, shall be subject to the approval of the Treasurer or the Deputy Treasurer in the manner provided in the Connecticut General Statutes.

#### IX. WAIVER OF FEES UNDER THE FREEDOM OF INFORMATION ACT

The Port Authority shall waive fees relating to a request for records for individuals meeting the requirements of General Statutes Section 1-212(d) of the Connecticut Freedom of Information Act ("FOIA"). For purposes of determining whether an individual meets the indigency requirement, the Port Authority shall apply the provisions of Section 52-259b of the Connecticut General Statutes, as amended, which governs fee waivers in Connecticut's courts, as modified herein, to provide bright-line rules for ease of administration. A person will be deemed to be indigent for purposes of a fee waiver under the FOIA if:

- (1) such person receive public assistance, or
- (2) such person's household income after taxes and mandatory wage deductions is one hundred twenty-five percent or less of the federal poverty guidelines published in the Federal Register each year by the United States Department of Health and Human Services, or
- (3) such person's monthly household expenses for housing, utilities, food, clothing, insurance, transportation, child care, and other legal obligations exceeds such person's monthly household income, and such person's available household assets are less than one thousand dollars.

For purposes of this policy, "public assistance" includes

- (1) state-administered general assistance,
- (2) temporary family assistance,
- (3) aid to the aged, blind, and disabled,
- (4) food stamps, or

(5) Supplemental Security Income.

A person requesting a fee waiver will be required to submit a fee waiver application and financial affidavit obtained from the Port Authority. The Port Authority shall grant a fee waiver upon receipt of a sworn affidavit that demonstrates indigency under the standards set forth herein.

X. AMENDMENT OF PROCEDURES

These Operating Procedures may be amended in accordance with Section 1-121 of the Connecticut General Statutes, as amended.