



REGULAR MEETING OF THE
CONNECTICUT PORT AUTHORITY
BOARD OF DIRECTORS

**Tuesday, February 15, 2022
12:15 p.m.**

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 was held remotely by conference call.*

**Please Note: In addition to the minutes below, an audio recording of this meeting can be found on the Authority's website at <https://ctportauthority.com/governance/>*

Board Attendance

Chair David Kooris; Alexandra Daum; Mark Rolfe; Brian Thompson; John Flores; Don Frost; Tom Gill; John Johnson; Tom Patton; Dave Pohorylo; Grant Westerson; Parker Wise

Absent: Jeff Beckham; Judi Sheiffele; Felix Reyes

CPA Staff/Other: John Henshaw; Andrew Lavigne; Joe Salvatore; James Peterson (OPM)

MINUTES

1. Call to Order

Chair Kooris called the meeting to order at 12:17pm.

2. Approval of Minutes of January 18, 2022 Regular Meeting

Motion by Dave Pohorylo, seconded by John Johnson.

Tom Gill noted that the minutes show him as attending and absent, and asked that they be amended to reflect his absence.

So VOTED, with abstention from Tom Gill.

3. Public Comment

4. Executive Director's Update

John Henshaw discussed ongoing state-wide dredging projects and a pre-session meeting with the co-chairs and ranking members of the Transportation Committee to discuss port authority activities and our legislative priorities for the upcoming session. After updating them on the State Pier and other projects, we reviewed the Authority's legislative proposals that we had previously submitted to them in our annual and quarterly reports to the committee. Primary among these are the Pilot Commission's recommendation for changes to the extension-of-route policy and a change to the

Small Harbor Improvements Projects Program (SHIPP) to make awards for SHIPP projects more efficient.

On February 4th, the State Contracting Standards Board issued its report on the port authority's procurement policies and procedures. We received a copy in advance of the meeting and, together with OPM provided comments to them before the report's release. We found numerous inaccuracies and, with OPM concurrence, corrected them in our joint comments. There is a page-by-page commentary contained in your meeting package. Unfortunately, the SCSB chose not to include any of our changes in their final report, electing instead to only append our comments to their report. The Attorney General's office also provided comments that were also not included in the final report but instead were appended to the report like ours. The first half of the report provided commentary on policies and procedures that are no longer in effect at the port authority.

Perhaps the most significant assertion made in the report is that the CPA inappropriately entered into a "public-private partnership" as defined in and governed by the P3 Act (Chapter 55d) when, in fact, as spelled out in the recitals of the Harbor Development Agreement (HDA), the CPA entered into a partnership governed by the CPA's enabling legislation (Chapter 264a). Specifically, the CPA has not contracted with its partners for them to design, develop, finance, or construct the State Pier terminal in New London nor has the CPA shifted future revenue streams to its private partner as defined in the P3 Act. In fact, the CPA has retained ownership of the facility, will see significant revenue streams, and the CPA is undertaking infrastructure improvements to its own asset, with some of the funding provided by our private sector partners as consideration for their future utilization. In the meeting, Chairman Fox admitted that there could be differing interpretations regarding the statute.

Only after the report was released did the SCSB provide proposals with respect to the port authority's procurement policies and procedures. We will share those with the Audit, Compliance and Governance Committee to determine which of them can be incorporated in the CPA's policies and procedures, as appropriate to the size and governance structure of our organization. Just by way of example, there are numerous instances in their proposed policies where we would need to seek approval from OPM before making certain procurements but the proposals neglect to recognize that the Secretary of OPM is represented on our Board and all procurements are approved by the Board. In any event, we look forward to working with the SCSB to improve the port authority's policies and procedures during their period of oversight over the port authority.

John Henshaw then provided an update on the State Pier Project.

Since receiving our permits, progress has accelerated on several fronts. In the central wharf area, placement of moguls was completed, removal of organics at south wall has been completed, and material embankment or fill placement is proceeding at the rate of 3 to 4 thousand CY per day. On the State Pier, demolition of the west deck is progressing and exploratory borings to confirm bedrock elevation are being undertaken. On the CVRR Pier, south wall debris removal has been completed and installation of new combi-wall that will connect State Pier to the CVRR Pier has commenced. At the Delivery Berth, the cutting of sheet and pipe piles to height is being completed and excavating to subgrade at relieving platform for concrete beam installation has begun. Waterside, turbidity curtains are in or are being placed and turbidity monitoring continues.

Finally, on February 4th, there was an unfortunate incident where a trespasser broke into the site and his presence caused all work to cease until they were removed by law enforcement. I can't emphasize enough that the State Pier is a construction site where incidents like these jeopardize the safety of the trespasser and the workers as well. It is the height of irresponsibility for instances like these to occur. It is my understanding that law enforcement will arrest this individual if they come on site again.

5. Committee Updates

Parker Wise and Chair Kooris summarized the Finance Committee meeting. Neither the Human Resources Committee nor Audit, Compliance and Governance Committee met since the last board meeting.

6. Office of Policy and Management Update

Chair Kooris noted that, as discussed at the last meeting, an extension of the Authority's memorandum of understanding with OPM through the end of March 2022 is on the board agenda for action. In addition to resolving open items, OPM is committed to assisting the Authority in onboarding a new finance director once a candidate is identified.

7. Consideration and approval of a resolution authorizing the Executive Director to enter into an amendment to that certain Memorandum of Understanding (MOU) between the Authority and the Office of Policy and Management to extend the end date of the MOU to March 31, 2022.

Motion by John Johnson, seconded by Grant Westerson.

RESOLVED, that the Executive Director is authorized, empowered and directed, for and on behalf of the Authority, to execute and deliver an Amendment to that certain Memorandum of Understanding, with an effective date of September 6, 2019, by and between the Authority and the Office of Policy and Management, as amended, to further extend the end date of the MOU to March 31, 2022, as described in the form attached hereto as the Exhibit to Agenda Item #7 and to take such reasonable and necessary actions as are reasonably required in furtherance thereof.

So VOTED.

8. State Pier Infrastructure Improvement Project Update

Chair Kooris introduced Department of Administrative Services (DAS) deputy commissioner Noel Petra, who has taken on oversight and management responsibilities leading the project's management team.

Noel Petra noted that DAS and the project team are working with the construction manager and the construction administrator to wrestle the overall schedule and Guaranteed Maximum Price (GMP). It's a negotiation and we're working to get it completed. With the project fully permitted, spring and summer will be very productive. He noted that he does not have a lot of detail to share at this time as everything is still under negotiation, but the team is working to get it done.

Chair Kooris said the board working group on the project has not yet met, but will be meeting in the near future.

Given the ongoing progress regarding GMP negotiations, while they weren't ready today, we expect there may be a special meeting at some point soon. We'll be sure to give ample notice, so there is ample time to participate. We will try to keep as well as we can to the cadence of meetings to either the regular board schedule on the third Tuesday of the month or every other Tuesday.

John Johnson stressed the importance of timing and schedule. Noel Petra stated that schedule and budget are equally important and they drive each other. Chair Kooris noted that we have acknowledged and we do expect there is cost associated with delay. Everyone is well aware that the permits were challenged and that process extended for some time. There is costs associated with that and we're doing our best to control it and potentially offset it as much as possible with savings elsewhere.

Mark Rolfe is working to schedule a meeting on-site for the board working group.

9. Old Business

- (a) State Contracting Standards Board (SCSB) Update

Chair Kooris noted that the updates made by OPM to the Authority's procurement policies and procedures since 2019 were made from the perspective of not being a state contracting agency for purposes of SCSB review. Now that we are, SCSB has recommendations and we welcome those. We expect to go back-and-forth with them in the coming weeks and we hope to get those before the board in short order.

There is a strong difference of opinion on one of the conclusions of the SCSB's report. We're not sure what the net step is on that. We are confident that we acted in accordance with our enabling statute and the powers that are granted to us. They have the opinion that we didn't. As John mentioned earlier, it was acknowledged in the SCSB meeting's discussion that reasonable people could come to different conclusions based on this same set of facts.

We expect approval of the updated procurement policies and procedures will require a special meeting. We plan to bring the Audi, Compliance and Governance Committee together very early next month in order to have some procurement changes to act upon at that time. We will move forward with these changes now that we have this new status as of July 2021.

10. New Business

John Johnson asked about the scheduling of the upcoming meetings. Chair Kooris noted a meeting will be necessary before the regular meeting scheduled for April and it will fall inside the every two week cadence that we've used previously.

11. Adjournment

Motion to adjourn made by John Johnson, seconded by Parker Wise. Meeting adjourned at 12:55pm.