

OGDENSBURG BRIDGE & PORT AUTHORITY
BOARD MEETING
FRIDAY, SEPTEMBER 28, 2018

A meeting of the Board of Directors of the Ogdensburg Bridge and Port Authority was held in the Board Room of the Administration Building on Friday, September 28, 2018 at 4:00 PM.

The following were present:

Vernon D. Burns, Chair
Megan J. M. Whitton, Vice Chair (arrived at 4:10 PM)
Christopher B. T. Coffin, Treasurer
Joseph I. Andriano, Secretary
David D. King, Assistant Treasurer

ALSO:

Wade A. Davis, Executive Director
James L. Smith, Chief Financial Officer
John A. Rishe, Director of Commercial & Industrial Development
Steven J. Lawrence, Director of Operations
Fariha Qudsi, Accounting Manager
Stephanie L. Saracco, Airport Manager (arrived at 4:30 PM)

- I. Chairperson Burns called the meeting to order at 4:00 PM.
- II. Letters and Communications to the Board. There was a great deal of positive press regarding the Port of Ogdensburg and the Ogdensburg International Airport. Of note was a letter in support of a rail grant. Executive Director Wade A. Davis thanked John A. Rishe, Director of Commercial and Industrial Development, for his initiative in applying for this grant. Mr. Rishe mentioned that the Authority received several more letters of support for the grant from Senators Schumer and Gillibrand, as well as our State representatives. Board Chair Vernon D. Burns expressed thanks to our elected officials for their continued support on projects such as this grant application.

- III. Approval of Board Minutes. On a motion by David D. King, seconded by Christopher B. T. Coffin the minutes from the August 7, 2018 Board meeting were approved.

AYES: Vernon D. Burns
Joseph I. Andriano
David D. King
Christopher B. T. Coffin

- IV. Presentations and Reports. The Bridge Report reflected a decline in all areas. Executive Director Wade A. Davis noted that other international bridges had seen a more significant drop in traffic over the same time period. Board Chair Burns requested that the Report have a fifth column so that Board members can compare the current month's traffic with the same month of the previous year. Chief Financial Officer James L. Smith explained the Income/Expense Report. He stated that currently the overall budget is in pretty good shape and that some significant grant checks were expected in October. Executive Director Wade A. Davis thanked Mr. Smith for making the format of the report easier to read, especially in the time allotted to him. Christopher B. T. Coffin agreed that the new format was an improvement. There was a brief discussion of the Budget calendar. John A. Rishe gave the Building Occupancy Report. He noted that he is negotiating with the GSA for their lease of the Border Station. Wade A. Davis thanked Mr. Rishe for taking the lead on this. There was a brief discussion about occupancy of the T-Hangars at the Airport.
- V. Unfinished Business. There was none. Christopher B. T. Coffin, however, inquired where the Board stood on the matter of the Appointment of the Internal Control Officer. He suggested that the Board make a decision regarding this sooner rather than later. Megan J. M. Whitton stated that the IG had made it very clear

during training that the CFO cannot be the Internal Control Officer. Christopher B. T. Coffin asserted that in his opinion the Board would be better off to name the CFO than to have a vacancy. Joseph I. Andriano asked if he could see the regulation in question. Megan J. M. Whitton offered to send him the information that had been received by Counsel. It was agreed that the matter should be raised at the October Board meeting.

VI. Business Items.

A. General Administration

1. Approval of Signature Authorizations for Community Bank. The need has arisen to update signature authorizations with Community Bank. In this regard, staff recommends that the following persons be authorized to sign checks for the

Ogdensburg Bridge and Port Authority:

Vernon D. Burns, Board Member
Megan J. M. Whitton, Board Member
Christopher B. T. Coffin, Board Member
Joseph I. Andriano, Board Member
David D. King, Board Member
Wade A. Davis, Executive Director
James L. Smith, Chief Financial Officer

There was a discussion about the appropriateness of reducing the number of signatories. On a motion by Megan J. M. Whitton, seconded by Joseph I. Andriano, it was,

RESOLVED, that the following persons be authorized to sign checks for the Ogdensburg Bridge and Port Authority:

Vernon D. Burns, Board Member
Megan J. M. Whitton, Board Member
Christopher B. T. Coffin, Board Member
Wade A. Davis, Executive Director
James L. Smith, Chief Financial Officer

A vote was called.

AYES: Megan J. M. Whitton

Joseph I. Andriano
David D. King
Christopher B. T. Coffin
Vernon D. Burns

RESOLUTION PASSED

B. Ogdensburg-Prescott International Bridge

1. Deferment of Toll Increase to 2019. Owing to a change in Board membership, the Board of Directors of the Ogdensburg Bridge and Port Authority has requested a deferment of the Toll Increase for the Ogdensburg-Prescott International Bridge. The Authority anticipates further study and board evaluation of its proposal and anticipates restarting the process beginning in early 2019. On a motion by David D. King, seconded by Joseph I. Andriano, it was,

RESOLVED, that the Toll Increase for the Ogdensburg-Prescott International Bridge be deferred until 2019, pending further study and evaluation by the Board of Directors of the Ogdensburg Bridge and Port Authority.

A vote was called.

AYES: Joseph I. Andriano
David D. King
Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton

RESOLUTION PASSED

3. Approval of Supplemental Lease Agreement #1 with Cortech, LLC. Cortech, LLC leases 140 square feet of space in Room 201 of the Bridge Administration Building. The current lease expires on September 30, 2018. Staff has prepared a lease supplement with Cortech, LLC for the 140 square feet of space in the Bridge Administration Building at the rate of \$210 per month for the period October 1,

2018, through September 30, 2020. On a motion by David D. King, seconded by Joseph I. Andriano, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute a supplemental lease agreement with Cortech, LLC. for 140 square feet of space in the Bridge Administration Building at the rate of \$210 per month for the period October 1, 2018, through September 30, 2020.

A vote was called.

AYES: David D. King
Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton
Joseph I. Andriano

RESOLUTION PASSED

C. Port of Ogdensburg

1. Disposal of Surplus Property. The Authority is in the process of soliciting bids for the sale of the 2008 Volvo Loader as surplus property. 2008 Volvo Front End Loader L120F with Hydraulic Male Coupler, 4.5 cy GP loader bucket & set of 72" tine forks, with a minimum bid of \$10,000. On a motion by Megan J. M. Whitton, seconded by Christopher B. T. Coffin, it was,

RESOLVED, that the Executive Director and/or Director of Operations are hereby authorized and directed to solicit bids for the disposal of the following surplus property with the minimum bid limits as follows:

2008 Volvo Front End Loader	Minimum Bid \$10,000
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A vote was called.

AYES: Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton
Joseph I. Andriano
David D. King

RESOLUTION PASSED

3. Approval of Change Orders #5 & 6 – Grain Bin Project . The Authority is in receipt of two Change Orders from Danko Construction Corporation to the contract for the Grain Bin Project as a result of modifications to the contract. These Change Orders include:

- 1) Required Additional Steel Piling at a cost of \$2,500
- 2) Foundation Support Concrete Piers at a cost of \$8,991.00

On a motion by David D. King, seconded by Joseph I. Andriano, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute Change Orders No. 5 with Danko Construction Corporation for additional steel piling at a cost not to exceed \$2,500; and be it,

FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute Change Order No. 6 with Danko Construction Corporation for foundation support concrete piers at a cost not to exceed \$8,991.00.

A vote was called.

AYES: Vernon D. Burns
Megan J. M. Whitton
Joseph I. Andriano
David D. King
Christopher B. T. Coffin

RESOLUTION PASSED

4. Approval of Underground Tank Removal. The New York State Department of Environmental Conservation inspected the Port of Ogdensburg facility to determine compliance with Petroleum Bulk Storage regulations. It was recommended that the three existing underground tanks be removed. NRC responded with a quote of \$10,775 to remove the tanks. It is recommended that NRC perform the work as soon as possible. On a motion by David D. King, seconded by Christopher B. T. Coffin, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute a contract with NRC to remove three underground tanks at the Port of Ogdensburg, for a cost not to exceed \$10,775.

A vote was called.

AYES: Megan J. M. Whitton
Joseph I. Andriano
David D. King
Christopher B. T. Coffin
Vernon D. Burns

RESOLUTION PASSED

5. Approval of No-Cost Extension for Contract DR37079 – Dock Extension Project.

The Authority is in receipt of a no-cost extension for the Port of Ogdensburg Dock Extension Project (Contract DR37079) from the New York State Department of Transportation. The current deadline for project completion is 12/31/2018. The extension would move the deadline for the project to 9/30/2020. On a motion by Megan J. M. Whitton, seconded by Joseph I. Andriano, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute a no-cost extension for the Port of Ogdensburg Dock Extension Project (Contract DR37079), thereby giving the project a new deadline of 9/30/2020.

A vote was called.

AYES: Joseph I. Andriano
David D. King
Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton

RESOLUTION PASSED

D. New York & Ogdensburg Railroad

1. Approval of No-cost Extension for Contract DR37270 – Raquette River Rail

Bridge Rehabilitation Project. The Authority is in receipt of a no-cost extension for the Raquette River Rail Bridge Rehabilitation Project (Contract DR37270) from the

New York State Department of Transportation. The current deadline for project completion is 12/31/2018. The extension would move the deadline for the project to 12/31/2019. On a motion by Joseph I. Andriano, seconded by David D. King, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute a no-cost extension for the Raquette River Rail Bridge Rehabilitation Project (Contract DR37270), thereby giving the project a new deadline of 12/31/2019.

A vote was called.

AYES: David D. King
Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton
Joseph I. Andriano

RESOLUTION PASSED

2. Approval of Easement Agreement with Development Authority of the North Country. The Development Authority of the North Country (DANC) has requested an Easement Agreement with the Authority to grant an easement to install, repair, maintain, and replace a Fiber Optic Cable on existing poles over the New York & Ogdensburg Railroad near the intersection of CR 28A, in the Town of Lisbon.

In consideration of the easement, DANC agrees to pay the Authority \$2,250 over the 5-year term of the agreement. In addition, DANC will provide proof of a \$1 million liability policy naming the Authority as additional insured. On a motion by Joseph I. Andriano, seconded by Christopher B. T. Coffin, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute an Easement Agreement with the Development Authority of the North Country for access to Authority property near CR 28A for the purpose of repairing, maintain, and replacing a fiber optic cable on existing poles, and be it;

FURTHER RESOLVED, that the Development Authority of the North Country shall pay the Authority \$2,250 over the 5-year term of the agreement.

A vote was called.

AYES: Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton
Joseph I. Andriano
David D. King

RESOLUTION PASSED

E. Ogdensburg International Airport

1. Approval of Personnel Change. Due to a vacancy, there is an immediate need for an Ogdensburg International Airport Manager. As a result of a previous nationwide search conducted by ADK Consulting and Executive Search Services with Staff and the Board of Directors, it is recommended by Staff and the Board that Stephanie Saracco, AAE be appointed to the position of Airport Manager at the annual prorated salary of \$85,000 with the following conditions: A two-year non-cancellable employment agreement starting on September 21, 2018 and a one-time relocation assistance of \$4,000. Staff recommends approval of the appointment. Megan J. M. Whitton thanked Executive Director Wade A. Davis for his cost-savings on this matter by not using the services of an outside firm to find candidates. Mr. Davis welcomed Stephanie Saracco. Ms. Saracco spoke to her 29 years of experience working in Airports. On a motion by Joseph I. Andriano, seconded by Megan J. M. Whitton, it was,

RESOLVED, that the Board of Directors does hereby appoint Stephanie Saracco, AAE to the position of Airport Manager at the annual prorated salary of \$85,000 with the following conditions: A two-year non-cancellable employment agreement starting on September 21, 2018 and a one-time relocation assistance of \$4,000.

A vote was called.

AYES: Vernon D. Burns
Megan J. M. Whitton
Joseph I. Andriano
David D. King
Christopher B. T. Coffin

RESOLUTION PASSED

2. Indemnification for FAR Part 139 and TSR 1542 duties at Ogdensburg

International Airport. The Board of Directors indemnifies and holds harmless Wade

A. Davis, Executive Director and Steven J. Lawrence, Director of Operations in

performance of FAR Part 139 and TSR 1542 duties at Ogdensburg International

Airport including any fines or penalties from any regulatory agency including the

FAA, TSA, and others during the performance of FAR Part 139 and TSR 1542 duties.

On a motion by David D. King, seconded by Christopher B. T. Coffin, it was,

RESOLVED, that the Board of Directors indemnifies and holds harmless Wade A. Davis, Executive Director and Steven J. Lawrence, Director of Operations in performance of FAR Part 139 and TSR 1542 duties at Ogdensburg International Airport including any fines or penalties from any regulatory agency including the FAA, TSA, and others during the performance of FAR Part 139 and TSR 1542 duties.

A vote was called.

AYES: Megan J. M. Whitton
Joseph I. Andriano
David D. King
Christopher B. T. Coffin
Vernon D. Burns

RESOLUTION PASSED

3. Approval of Task Order #4 with McFarland Johnson. McFarland-Johnson, Inc. has provided the Authority with a Lump Sum Consultant Agreement to provide permit

compliance services associated with the terms and conditions of the New York State Department of Environmental Conservation State Pollutant Discharge Elimination System Multi-Sector General Permit for Stormwater Discharges Associated with Industrial Activity for the Port of Ogdensburg. This is part of the 5-year Engineering Consultant Agreement for the Ogdensburg International Airport. The cost of this Agreement is \$23,335. On a motion by Christopher B. T. Coffin, seconded by Megan J. M. Whitton, it was,

RESOLVED, that the Executive Director is hereby authorized to execute Task Order #4 with McFarland-Johnson, Inc. to provide permit compliance services associated with the terms and conditions of the New York State Department of Environmental Conservation State Pollutant Discharge Elimination System Multi-Sector General Permit for Stormwater Discharges Associated with Industrial Activity for the Port of Ogdensburg, for an amount not to exceed \$23,335.

A vote was called.

AYES: Joseph I. Andriano
David D. King
Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton

RESOLUTION PASSED

4. Approval of Transfer and Storage Agreements. Staff has prepared these Transfer and Storage Agreements for hangar space at the Ogdensburg International Airport with Frederick A. Proven, Pete Bogardus, James Robertson, Bird Tate, and Soaring Eagle Aviation. The monthly rental for these hangars is \$200. The terms of the Agreements are as follows:

- | | |
|-----------------------|--|
| - Frederick A. Proven | - September 1, 2018 through August 31, 2019 |
| - Pete Bogardus | - September 1, 2018 through August 31, 2019 |
| - James Robertson | - October 1, 2018 through September 30, 2019 |
| - Bird Tate | - October 1, 2018 through September 30, 2019 |

- Soaring Eagle Aviation - October 1, 2018 through September 30, 2019

Included in the agreement is the requirement that proof of the appropriate insurance coverage be provided naming the Ogdensburg Bridge and Port Authority as an additional insured. Megan J. M. Whitton stated that as one of the tenants is related to her, she would abstain from the vote. On a motion by Christopher B. T. Coffin, seconded by Joseph I. Andriano, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute a Transfer and Storage Agreement with Frederick A. Proven for hangar space at the Ogdensburg International Airport at the rate of \$200 per month for the period September 1, 2018 through August 31, 2019; and be it,

FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute a Transfer and Storage Agreement with Pete Bogardus for hangar space at the Ogdensburg International Airport at the rate of \$200 per month for the period September 1, 2018 through August 31, 2019; and be it,

FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute a Transfer and Storage Agreement with James Robertson for hangar space at the Ogdensburg International Airport at the rate of \$200 per month for the period October 1, 2018 through September 30, 2019; and be it,

FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute a Transfer and Storage Agreement with Bird Tate for hangar space at the Ogdensburg International Airport at the rate of \$200 per month for the period October 1, 2018 through September 30, 2019; and be it,

FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute a Transfer and Storage Agreement with Soaring Eagle Aviation for hangar space at the Ogdensburg International Airport at the rate of \$200 per month for the period October 1, 2018 through September 30, 2019; and be it,

FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute a Transfer and Storage Agreement with Pete Bogardus for hangar space at the

Ogdensburg International Airport at the rate of \$200 per month for the period September 1, 2018 through August 31, 2019; and be it,

FURTHER RESOLVED, that Federick A. Proven, Pete Bogardus, James Robertson, Bird Tate, and Soaring Eagle Aviation shall provide proof of the appropriate insurance coverage naming the Ogdensburg Bridge and Port Authority as an additional insured.

A vote was called.

AYES: David D. King
Christopher B. T. Coffin
Vernon D. Burns
Joseph I. Andriano

ABSTENTIONS: Megan J. M. Whitton

RESOLUTION PASSED

F. Commerce Park

1. Approval of Access Easement – Niagara Mohawk Power Corporation. groSolar has submitted an Access Easement to the Authority to grant right of access, and easement over, across, and on the Authority’s property located on Wagner Road in the Town of Lisbon for the maintenance of the groSolar solar farm. The rights of access will automatically expire and terminate when said rights are no longer needed to serve the solar farm. On a motion by David D. King, seconded by Joseph I. Andriano, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute an Access Easement with Niagara Mohawk Power Corporation for access to Authority property on the Wagner Road for the purpose of maintaining the groSolar solar farm.

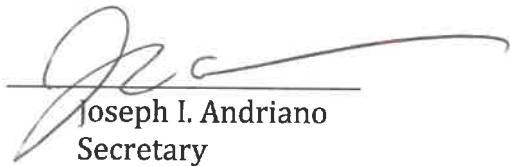
A vote was called.

AYES: Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton
Joseph I. Andriano

David D. King

RESOLUTION PASSED

There was a discussion about when the next meetings should be held. It was decided that the next meeting will be on October 26, 2018 at 4:00 PM and the November meeting will be on November 16, 2018 at 3:00 PM. The Board agreed to book the December meeting closer to the time. Executive Director Wade A. Davis stated that there was a need for Executive Session to discuss the appointment of a corporation. On a motion by Megan J. M. Whitton, seconded by David D. King, the meeting went into Executive Session at 5:25 PM. On a motion by Joseph I. Andriano, seconded by Megan J. M. Whitton, the meeting resumed at 5:50 PM. On a motion by Joseph I. Andriano, seconded by David D. King, the meeting adjourned at 5:50 PM.



Joseph I. Andriano
Secretary



Vernon D. Burns
Chairperson