

OGDENSBURG BRIDGE & PORT AUTHORITY
ANNUAL BOARD MEETING
THURSDAY, JANUARY 13, 2022

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 Thursday, January 13, 2022 at 4:00 PM.

The following were present:

Vernon D. Burns, Chairperson
Christopher B. T. Coffin, Treasurer
David D. King, Secretary (left at 4:30)
Jennifer Quirk-Pickman, Assistant Treasurer
Nicole Terminelli, Assistant Secretary
Toni Kennedy, Member (left at 5:00 PM)

ALSO: Jennifer Granzow, Counsel
Steven J. Lawrence, Executive Director
Patricia A. Nisco, Chief Financial Officer
Stephanie L. Saracco, Airport Manager

ABSENT: Megan J. M. Whitton, Vice-Chairperson

- I. Board Chair Burns called the meeting to order at 4:02 PM.
- II. Letters and Communications to the Board. There was a thank you letter from the Frederick Remington Museum and a news article regarding the Port dredging project.

Executive Director Steven J. Lawrence stated that there was a need for Executive Session under section 105 § 1e and f of the Open Meetings Law. On a motion by Jennifer Quirk-Pickman, seconded by Nicole Terminelli, the meeting moved into Executive Session at 4:03 PM. On a motion by Jennifer Quirk-Pickman, seconded by Toni Kennedy, the meeting resumed at 4:34 PM.

- III. Approval of Board Minutes. On a motion by Nicole Terminelli, seconded by Christopher B. T. Coffin, the minutes from the December 16, 2021 meeting were approved by voice vote.

IV. Report from Nominating Committee. Christopher B. T. Coffin, gave a brief report from the Nominating Committee.

V. Election of Officers:

Christopher B. T. Coffin, seconded by Jennifer Quirk-Pickman, moved that the following slate of officers be elected:

Chairperson – Vernon D. Burns
Vice Chairperson – Megan J. M. Whitton
Secretary – David D. King
Treasurer – Christopher B. T. Coffin
Assistant Secretary – Nicole Terminelli
Assistant Treasurer – Jennifer Quirk-Pickman
Member – Toni Kennedy

A vote was called.

AYES: Toni Kennedy
Nicole Terminelli
Christopher B. T. Coffin
Jennifer Quirk-Pickman
Vernon D. Burns

MOTION CARRIED

Christopher B. T. Coffin, seconded by Toni Kennedy, moved that Steven J. Lawrence be designated Executive Director and that Patricia A. Nisco be designated Chief Financial Officer.

A vote was called.

AYES: Nicole Terminelli
Christopher B. T. Coffin
Jennifer Quirk-Pickman
Vernon D. Burns
Toni Kennedy

MOTION CARRIED

Nicole Terminelli, seconded by Toni Kennedy, moved that Wladis Law Firm; and Gowling Lafleur Henderson LLP be named as Counsel, that the Watertown Daily Times

be named as the official newspaper for legal notices, and that Community Bank, N.A.; M&T Bank N.A. (Wilmington Trust), Bank of America; Key Bank; Tompkins Trust; and other Full-Service Commercial Institutions be named as banks for the Authority.

A vote was called.

AYES: Jennifer Quirk-Pickman
Christopher B. T. Coffin
Vernon D. Burns
Nicole Terminelli
Toni Kennedy

MOTION CARRIED

VI. Reports

Presentation and Reports:

Colleen Kilroy gave a presentation on behalf of the Maple City Dog Park. The group is requesting the long-term use of Authority land to build a proposed dog park. The proposal will go before the Facilities Committee for further review. Jennifer Quirk-Pickman reported that the Facilities Committee met on January 10, 2022 and that the meeting was held in Executive Session. As the December 2021 Finance Committee meeting was not held, there was no Income/Expense report. The Bridge Traffic, Airport Activity, Port Activity, and Building Occupancy reports were discussed briefly.

VII. Unfinished Business.

There was none.

VIII. Business Items.

A. General Administration

1. Committee Assignments. Board Chair Vernon D. Burns announced that the Committee Assignments would remain the same as 2021.

2. Approval of State-Mandated Officer Appointments. Each year, the Authority is required to complete reporting to the State of New York. As part of that process, it is required by the State that the Authority designate officer appointments to represent the Ogdensburg Bridge and Port Authority. It is recommended by staff that the following be appointed to the positions as outlined below:

Officer Title	Appointed Officer
Contracting Officer	Executive Director
Liaison, Office of Prevention of Domestic Violence	Executive Director
Internal Control Officer	Board Action of March 4, 2019
Minority Women/Business Enterprise Officer	CFO
Ethics Officer	Executive Director
Data Coordinator	CFO
Records Access Officer	Sr. Administrative Assistant
Service-Disabled Veteran-Owned Business Officer	CFO
Sustainability Coordinator	Accounting Manager

New York State requires that these appointments be renewed each year at the annual meeting of the Board of Directors of the Ogdensburg Bridge and Port Authority. On a motion by Christopher B. T. Coffin, seconded by Jennifer Quirk-Pickman, it was,

RESOLVED, that the Board of Directors of the Ogdensburg Bridge and Port Authority does hereby authorize and approve the following appointments for the period January 1, 2022, through December 31, 2022:

Officer Title	Appointed Officer
Contracting Officer	Executive Director
Liaison, Office of Prevention of Domestic Violence	Executive Director
Internal Control Officer	Board Action of March 4, 2019
Minority Women/Business Enterprise Officer	CFO
Ethics Officer	Executive Director

Data Coordinator	CFO
Records Access Officer	Sr. Administrative Assistant
Service-Disabled Veteran-Owned Business Officer	CFO
Sustainability Coordinator	Accounting Manager

and be it,

FURTHER RESOLVED, that these appointments shall be renewed each year at the annual Board Meeting of the Ogdensburg Bridge and Port Authority Board.

A vote was called.

AYES: Vernon D. Burns
Jennifer Quirk-Pickman
Nicole Terminelli
Christopher B. T. Coffin

MOTION CARRIED

3. Amendment of Existing Promissory Note with Tompkins Trust Company. On a motion by Christopher B. T. Coffin, seconded by Nicole Terminelli, it was,

RESOLVED, that: Vernon Burns, or any member of the board of directors of the Company (an "Authorized Person") may on behalf of and in the name of the Company or otherwise, transact with and through Tompkins Trust Company ("Lender"), all such business as he or she (they) shall deem advisable upon such terms as he or she (they) shall deem proper including, but not limited to (i) obtaining loans, credits and other financial accommodations; (ii) discounting, selling, assigning, delivering and negotiating checks, drafts, bills of exchange, acceptances, notes and other writings containing a promise of, or order for, the payment of money (individually an "Item" and collectively "Items"); (iii) guaranteeing and otherwise becoming contingently liable for obligations of others; (iv) applying for services or products from Lender ("Services and Products") including, without limitation, letters of credit, electronic funds transfers, Internet products, capital markets products, deposit and cash management products; and (v) pledging, hypothecating, assigning, mortgaging, encumbering, granting security interests in and otherwise creating liens upon personal property, tangible or intangible ("Property"), as security for credits and for guarantees and other contingent liabilities. In connection with any such transaction of business, each Authorized Person has the power and authority on behalf of the Company to do all such acts and other things as he or she (they) shall deem proper, including but not limited to (i) signing, drawing, accepting, endorsing, executing and delivering Items; (ii) executing and delivering notes,

guarantees, assignments, pledges, hypothecations, mortgages, deeds of trust, security agreements, powers of attorney, indemnifications, receipts, waivers, releases and other instruments, agreements and documents; (iii) making and receiving delivery of Property; (iv) accepting, receiving, withdrawing and waiving demands and notices; (v) incurring and paying liabilities, costs and expenses; and (vi) delegating to one or more people (who may be, but need not be, an Authorized Person) the power and authority granted to any Authorized Person herein or as set forth in an agreement with respect to any credit, Service or Product, including the authority to request advances from Lender under one or more credits with a Lender. Without limiting the generality of the foregoing, each Authorized Person has the power and the authority on behalf of the Company to obtain from Lender from time to time upon such terms as he or she (they) shall deem proper, credits in such amounts as they deem necessary; and it is further

RESOLVED, that without limiting the generality of the foregoing, the Company hereby specifically authorizes the modification of that certain promissory note in the original principal amount of Two Million Dollars (\$2,000,000.00) entered into between the Company and Lender, the term of which expired on December 31, 2021 (the “Promissory Note”) with a First Amendment and Allonge to Promissory Note (collectively, the “Replacement Financing”) extending the term of the Promissory Note through June 30, 2022, retroactive as of December 31, 2021; and it is further

RESOLVED, that the authority given hereunder shall be deemed retroactive and any and all signatures, endorsements heretofore executed and all other actions heretofore taken by one or more of the Company’s officers, members, partners or other persons, employees acting on behalf of the Company in any capacity (including Authorized Persons), and their delegates, (acting jointly or separately) are hereby adopted, ratified and confirmed; and be it further

RESOLVED, that the foregoing resolutions shall remain in full force and effect and may be relied upon by a Lender, notwithstanding the dissolution or termination of existence of the Company or any change in the identity of, or any modification or termination of any authority of, any Authorized Person, until a copy of a subsequent resolution revoking or amending them, duly certified by an Authorized Person of the Company, shall be actually received by the account officer of a Lender responsible for the obligations of the Company and such Lender shall have had a reasonable time to act thereon; and any action taken by a Lender prior to such actual receipt and passage of time shall be binding upon the Company, irrespective of when such resolutions may have been adopted.

A vote was called.

AYES: Jennifer Quirck-Pickman
Nicole Terminelli
Christopher B. T. Coffin

Vernon D. Burns

MOTION CARRIED

4. Appointment of Director of Economic Development. After thorough review and evaluation of those applications selected for further consideration, interviews were conducted with candidates for the Director of Economic Development position. Based on the results of those interviews, it is recommended that Anthony Adamczyk be appointed to the position of Director of Economic Development at the starting salary of \$85,000, prorated effective on or about 02/14/2022, with a one-year probationary period and management confidential benefits. On a motion by Nicole Terminelli, seconded by Jennifer Quirk-Pickman, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to appoint Anthony Adamczyk to the position of Director of Economic Development with the Ogdensburg Bridge and Port Authority at the starting salary of \$85,000, prorated effective on or about 02/14/2022, with a one-year probationary period and management confidential benefits.

A vote was called.

AYES: Nicole Terminelli
Christopher B. T. Coffin
Vernon D. Burns
Jennifer Quirk-Pickman

MOTION CARRIED

- B. Ogdensburg-Prescott International Bridge
None
- C. Commerce Park
None
- D. Ogdensburg International Airport
1. Approval of Airport Capital Improvement Plan. The Ogdensburg Bridge and Port Authority's Five-Year Capital Improvement Program is updated on a yearly basis

and submitted to the Federal Aviation Administration pursuant to FAR Part 139 requirements for the Airport. Attached is the Five-Year Capital Plan for the Ogdensburg International Airport for the period 2022 through 2026 as prepared by McFarland-Johnson, Inc. Staff recommends approval of the Program as presented. On a motion by Christopher B. T. Coffin, seconded by Nicole Terminelli, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to notify McFarland-Johnson, Inc. of approval of the Five-Year Capital Improvement Program for the Ogdensburg International Airport for the period 2022 through 2026.

A vote was called.

AYES: Christopher B. T. Coffin
Vernon D. Burns
Jennifer Quirk-Pickman
Nicole Terminelli

MOTION CARRIED

E. Port of Ogdensburg

1. Approval of OMLC Addendum to the Marketing and Logistics Support Agreement. Staff has negotiated an addendum to the Marketing and Logistics Support Agreement with Ogdensburg Marketing & Logistics Co., LLC (OMLC), to promote and develop the Port of Ogdensburg, attract shipping opportunities, and to develop other modes of transportation at the Port of Ogdensburg to create additional jobs for northern New York. The Addendum will extend the agreement for an additional ten years, commencing on October 1, 2024, and ending on September 30, 2034. The addendum will reduce OMLC's management fee by half, effective January 1, 2022. On a motion by Christopher B. T. Coffin, seconded by Nicole Terminelli, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute an addendum to the Marketing and Logistics Support Agreement with Ogdensburg Marketing & Logistics Co., LLC (OMLC) extending the agreement for a ten-year period effective on October 1, 2024, and expiring on September 30, 2034; and be it,

FURTHER RESOLVED, that Ogdensburg Marketing & Logistics Co., LLC (OMLC) management fee shall be reduced by half, effective January 1, 2022.

A vote was called.

AYES: Vernon D. Burns
Jennifer Quirk-Pickman
Nicole Terminelli
Christopher B. T. Coffin

MOTION CARRIED

F. Other Such Matters

1. Approval of Supplement No. 5 with NAC Logistics. Staff has prepared a lease supplement with NAC Logistics for a parking area at the Bridge Administration at the rate of \$400 per month for the period November 1, 2021, through October 31, 2022. All other terms and conditions of the original lease shall remain in full force and effect. On a motion by Nicole Terminelli, seconded by Jennifer Quirk-Pickman, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute Supplement No. 5 with NAC Logistics for a parking area at the Bridge Administration at the rate of \$400 per month for the period November 1, 2021, through October 31, 2022.

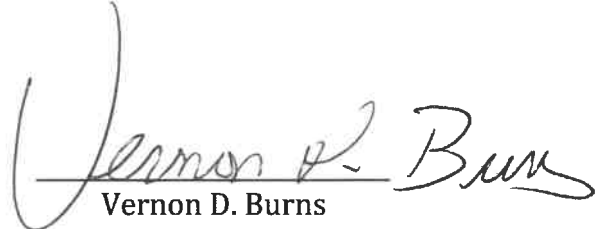
A vote was called.

AYES: Jennifer Quirk-Pickman
Nicole Terminelli
Christopher B. T. Coffin
Vernon D. Burns

MOTION CARRIED

The next Board meeting was confirmed for Thursday, February 10, 2022 at 4:00 PM. Board Chair Vernon D. Burns commented on SkyWest's announcement that it would be ending Essential Air Service to OGS. He thanked Senator Schumer and his staff for responding as quickly as they did. Mr. Burns added that the \$20 million airport grant that the Authority has applied for is even more important now. On a motion by Jennifer Quirk-Pickman, seconded by Nicole Terminelli, the meeting adjourned at 5:54 PM.


Nicole Terminelli
Assistant Secretary


Vernon D. Burns
Chairperson