

OGDENSBURG BRIDGE & PORT AUTHORITY

BOARD MEETING

THURSDAY, JANUARY 16, 2020

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 16, 2020 immediately following the meeting of the Ogdensburg Bridge Authority.

The following were present:

Vernon D. Burns, Chairperson
Megan J. M. Whitton, Vice-Chairperson
Christopher B. T. Coffin, Treasurer
David D. King, Assistant Treasurer

ALSO:

Francis P. Capello, Counsel
Wade A. Davis, Executive Director (Departed 5:45 PM)
Joseph G. Russo, Chief Financial Officer
Fariha Qudsi, Accounting Manager
John A. Rische, Director of Commercial & Industrial Development
Steven J. Lawrence, Director of Operations
Stephanie L. Saracco, Airport Manager

- I. Board Chair Burns called the meeting to order at 5:35 PM. Board Chair Vernon D. Burns stated that there was a need for Executive Session to discuss litigation. On a motion by David D. King, seconded by Christopher B. T. Coffin, the meeting went into Executive Session. On a motion by Megan J. M. Whitton, seconded by David D. King, the meeting resumed at 5:51 PM.
- II. Letters and Communications to the Board. There was a letter from a tenant in the Industrial Park, thanking Steven J. Lawrence, Director of Operations for his work in resolving their maintenance issues.
- III. Approval of Board Minutes. On a motion by Christopher B. T. Coffin, seconded by David D. King, the minutes from the December 5, 2019 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:

David D. King, seconded by Megan J. M. Whitton, 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 – David D. King
Assistant Treasurer – Christopher B. T. Coffin
Member – N/A

A vote was called.

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

MOTION CARRIED

Christopher B. T. Coffin, seconded by Megan J. M. Whitton, moved that Steven J. Lawrence be designated Interim Executive Director.

A vote was called.

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

MOTION CARRIED

Megan J. M. Whitton, seconded by David D. King, moved that Joseph G. Russo be designated as Chief Financial Officer.

A vote was called.

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

MOTION CARRIED

Megan J. M. Whitton, seconded by David D. King, moved that Francis P. Capello, Cappello & Linden; Cappello & Linden; Wladis Law Firm; and Gowling Lafleur Henderson LLP be named as Counsel.

A vote was called.

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

MOTION CARRIED

Megan J. M. Whitton, seconded by David D. King, moved that the Watertown Daily Times be named as the official newspaper for legal notices.

A vote was called.

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

MOTION CARRIED

Christopher B. T. Coffin, seconded by Megan J. M. Whitton, moved 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: Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton
David D. King

MOTION CARRIED

VI. Reports

Presentation and Reports:

Megan J. M. Whitton reported on the Personnel Committee meeting of December 17, 2019. She stated that the position of Interim Executive Director had been discussed. Christopher B. T. Coffin gave a report on the Finance Committee meeting of January 9, 2020. He noted that the Authority has experienced a greater loss than they had budgeted for. He requested that staff report on the progress of refinancing at every monthly meeting.

The Income/Expense Report., 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. Appointment of Interim Executive Director. Due to a vacancy, there is an immediate need for an Executive Director. It is recommended that Steven J. Lawrence be appointed to the position of Interim Executive Director at the salary of \$131,203.54, prorated effective on or about January 18, 2020. On a motion by Christopher B. T. Coffin, seconded by Megan J. M. Whitton, it was,

RESOLVED, that the Board of Directors of the Ogdensburg Bridge and Port Authority is hereby authorized and directed to appoint Steven J. Lawrence to the position of Interim Executive Director of the

Ogdensburg Bridge and Port Authority at the salary of \$131,203.54 prorated effective on or about January 18, 2020.

A vote was called.

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

MOTION CARRIED

2. Approval of Standard Workday Reporting. Regulation 315.4 of the New York State Office of the State Comptroller requires public authorities to file the Standard Workday and Reporting Report to the Office of the State Comptroller on an annual basis. The purpose of this requirement is to report newly elected or appointed officials who are members of the retirement system to the State Comptroller. In the Authority's case, all appointed officials of the Ogdensburg Bridge and Port Authority will be reported as working eight hours per day, 40 hours per week, for a five-day workweek with terms ending on January 31 of the following year. All information will be reported in accordance with the Authority's Attendance Policy. On a motion by Megan J. M. Whitton, seconded by Christopher B. T. Coffin, it was,

RESOLVED, that the Board of Directors of the Ogdensburg Bridge and Port Authority does hereby establish the standard workday for the appointed officials and will report 8 hours per day, 40 hours per week, on a five-day workweek according to the Authority's Attendance Policy at a term ending January 31, 2020; and be it,

FURTHER RESOLVED, that this data will be reported on Form RS 2417-A; and be it,

FURTHER RESOLVED, that a similar resolution as this will be presented to the Board each January.

A vote was called.

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

MOTION CARRIED

3. 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 designated 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 David D. King, seconded by Christopher B. T. Coffin, 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 16, 2020, through December 31, 2020:

Officer Title	Appointed Officer
Contracting Officer	Executive Director
Liaison, Office of Prevention of Domestic	Executive Director

Violence	
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: David D. King
Christopher B. T. Coffin
Vernon D. Burns
Megan J. M. Whitton

MOTION CARRIED

4. 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 2021 through 2025 as prepared by McFarland-Johnson, Inc. Staff recommends approval of the Program as presented. On a motion by Christopher B. T. Coffin, seconded by David D. King, 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 2021 through 2025.

A vote was called.

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

MOTION CARRIED

5. Approval of Community Bank Signatures. The need has arisen to update signature authorizations with Community Bank and Key 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
Steven J. Lawrence, Interim Executive Director
Joseph G. Russo, Chief Financial Officer

On a motion by Christopher B. T. Coffin, seconded by David D. King, 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
Steven J. Lawrence, Interim Executive Director
Joseph G. Russo, Chief Financial Officer

A vote was called.

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

MOTION CARRIED

6. Approval of Signature Authorizations for Community Bank – Airport Parking Lot Account. The need has arisen to update signature authorizations with Community Bank for the Airport Parking Lot account. In this regard, staff recommends that

the following persons be authorized to sign checks for the Airport Parking Lot account:

Steven J. Lawrence, Interim Executive Director, OBPA
Joseph G. Russo, Chief Financial Officer, OBPA
Richard Goldstein, President, Mapco
Joseph Frascati, Operations Manager, Mapco
Richard M. Leess, IT Coordinator, Mapco

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

RESOLVED, that the following persons be authorized to sign checks for the Airport Parking Lot account at Community Bank:

Steven J. Lawrence, Interim Executive Director, OBPA
Joseph G. Russo, Chief Financial Officer, OBPA
Richard Goldstein, President, Mapco
Joseph Frascati, Operations Manager, Mapco
Richard M. Leess, IT Coordinator, Mapco

A vote was called.

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

MOTION CARRIED

7. Approval of T-Hangar Lease. Staff has prepared a Transfer and Storage Agreement for hangar space at the Ogdensburg International Airport with Bird Tate. The monthly rental for these hangars is \$215. The term of the Agreement is January 1, 2020 through December 31, 2020. 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. On a motion by Megan J. M. Whitton, seconded by David D. King, it was,

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 \$215 per month for the period January 1, 2020 through December 31, 2020; and be it,

FURTHER RESOLVED, that Bird Tate 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
Megan J. M. Whitton

MOTION CARRIED

8. Approval of Easement Agreement with Spectrum Northeast, LLC ("Charter").

Spectrum Northeast, LLC ("Charter"), formally Time Warner Cable, has requested an extension of an easement agreement for two CATV cable crossings over the Ogdensburg Bridge & Port Authority's railroad in the Village of Norwood. The term of the agreement is January 1, 2020 through December 31, 2025 for a fee of \$2,500, payable up front. Board Chair Vernon D. Burns requested that a chart of all easement prices be drafted so that pricing could be reviewed. On a motion by Megan J. M. Whitton, seconded by Christopher B. T. Coffin, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute an easement with Spectrum northeast, LLC ("Charter") for two CATV cable crossings over the Authority's railroad in the Village of Norwood for a fee of \$2,500, payable up front, for the term January 1, 2020 through December 31, 2025.

A vote was called.

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

MOTION CARRIED

9. Assignment of T-Base Communications Lease. T-Base Communications has submitted a request to assign their lease of space in Building 12 to Audax Private

Debt LLC, effective February 1, 2020. T-Base Communications will continue its operations in Building 12 after the assignment. Audax Private Debt LLC will have a lien on T-Base Communications' assets, excluding building fixtures such as plumbing, lighting, and HVAC systems. T-Base Communications' lease with the Authority permits the assignment of the lease under certain conditions, but only with the prior consent of the Authority. On a motion by Megan J. M. Whitton, seconded by David D. King, it was,

RESOLVED, that the Ogdensburg Bridge and Port Authority hereby permits the assignment of the T-Base Communications lease to Audax Private Debt LLC, effective February 1, 2020;

RESOLVED, that with this assignment does not relieve T-Base Communications from primary liability for any of its obligations in the lease.

A vote was called.

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

MOTION CARRIED

10. Approval of Contract with RSI Roofing Inc. for Emergency Roof Repair at Commerce Park Building 11. A portion of the Commerce Park Building 11 Warehouse roof received heavy wind damage on November 1, 2019 A weatherproof roofing system is critical to the leased space, and must be maintained by the OBPA according to performance standards set forth in the current tenant lease. Sufficient expertise is not available within the OBPA to perform the roof repairs. RSI Roofing Inc. has submitted a contract for repair of the Commerce Park Building 11 Warehouse roof for a lump sum of \$92,000.00. RSI Roofing Inc. is the sole provider for roof repairs. Repairs need to be done by

roof manufacturer certified contractor to maintain the roof warranty. The costs are fair and reasonable based on the quote received. The quote was submitted and approved by the insurance adjuster. The repair quote is based on NYS/DOL prevailing wage rate schedule for St. Lawrence County. The Contractor is qualified to perform the work. The repair costs will be reimbursed by the OBPA insurance carrier less any policy deductible. On a motion by Megan J. M. Whitton, seconded by David D. King, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute the Lump Sum Contract with RSI Roofing Inc. in the amount of \$92,000.00 for repair of the Commerce Park Building 11 Warehouse roof. The repair costs will be reimbursed by the OBPA insurance carrier less any policy deductible.

A vote was called.

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

MOTION CARRIED

11. Approval of an Annual Maintenance Contract with ThyssenKrup Elevator Corp.

ThyssenKrupp has provided preventative maintenance services for the Ogdensburg Border Station Hydraulic Elevators (2) system and was selected based on New York State Contract pricing (OGS Contract #PS902AA).

ThyssenKrupp has submitted a new 5 year service agreement for the period January 1, 2020, through December 31, 2025, for the annual first year cost of \$5,798.16. The agreement does allow for an annual cost adjustment tied to the annual CPI. Based on the New York State Contract pricing, expertise required to perform services, historical relationship with the facility, as well as the fact that all elevator units, controls, and computer control software are all manufactured

by ThyssenKrupp, staff recommends approval of the agreement with ThyssenKrupp. On a motion by Christopher B. T. Coffin, seconded by David D. King, it was,

RESOLVED, That the Executive Director is hereby authorized and directed to execute an agreement with ThyssenKrupp to provide elevator maintenance services at the Ogdensburg Border station for the period January 1, 2020 through March 31, 2025, for a first year cost of \$5,798.16

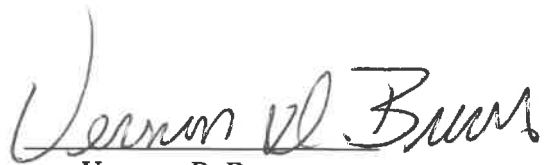
A vote was called.

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

MOTION CARRIED

Board Chair Vernon D. Burns thanked Wade A. Davis for his many years of service in the role of Executive Director. He thanked Steven J. Lawrence for stepping up to fill the position in the interim. Mr. Burns then reported that he had received a letter from Troy Barr, who has worked as a Toll Collector since November of 1989. Mr. Barr will be retiring as of February 5, 2020. Board Chair Vernon D. Burns then stated that there was a need for Executive Session to discuss the employment history of an individual. On a motion by Christopher B. T. Coffin, seconded by Megan J. M. Whitton, the meeting went into Executive Session at 7:10 PM. On a motion by David D. King, seconded by Megan J. M. Whitton, the meeting resumed at 7:40 PM. Board Chair Vernon D. Burns stated that there was no action to be taken coming out of the Executive Session. The next meeting date was set for Thursday, February 13, 2020 at 3:30 PM. On a motion by David D. King, seconded by Megan J. M. Whitton, the meeting adjourned at 7:40 PM.


David D. King
Secretary


Vernon D. Burns
Chairperson