

**OGDENSBURG BRIDGE & PORT AUTHORITY  
ANNUAL BOARD MEETING  
THURSDAY, JANUARY 11, 2024**

The Annual 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 11, 2024 at 5:00 PM.

The following were present:

Vernon D. Burns, Chairperson  
Megan J. M. Whitton, Vice-Chairperson  
David D. King, Secretary, Member  
Nicole Terminelli, Assistant Secretary, Member  
Jennifer Quirk-Pickman, Member  
Toni Kennedy, Member

ALSO: Jennifer Granzow, Counsel  
Jillian Brodock, Counsel  
Steven J. Lawrence, Executive Director  
Patricia A. Nisco, Chief Financial Officer  
Anthony Adamczyk, Director of Economic Development  
James D. Chase, Director of Operations  
Charlie Garrelts, Airport Manager

I. Vernon D. Burns, Board Chair, called the meeting to order at 5:01 PM.

II. Letters and Communications to the Board.

Executive Director, Steven J. Lawrence, stated there were no letters or communications to the Board.

III. Approval of Meeting Minutes.

- **December 13, 2023 Finance Committee Meeting Minutes**

On a motion made by Vice Chair, Megan J.M. Whitton, and seconded by Jennifer Quirk-Pickman, the meeting minutes were approved by voice vote.

IV. Report from the Nominating Committee. David D. King, gave a brief report from the Nominating Committee.

V. Election of Officers

On a motion made by David D. King, seconded by Vice Chair, Megan J.M. Whitton, the following slate of officers were elected:

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

A vote was called.

AYES: David D. King  
Nicole Terminelli  
Jennifer Quirk-Pickman  
Vernon D. Burns  
Megan J.M. Whitton  
Toni Kennedy

MOTION CARRIED.

On a motion made by David D. King, seconded by Jennifer Quirk-Pickman, Steven J. Lawrence was designated Executive Director and Patricia A. Nisco was designated Chief Financial Officer.

A vote was called.

AYES: Nicole Terminelli  
Jennifer Quirk-Pickman  
Vernon D. Burns  
Megan J.M. Whitton  
Toni Kennedy  
David D. King

MOTION CARRIED.

On a motion made by Jennifer Quirk-Pickman, seconded by Vice Chair Megan J.M. Whitton, Wladis Law Firm (US) and Gowling, Lafleur Henderson LLP (Canada) were named as Counsel; Watertown Daily Times was named as the official newspaper for legal notices; and Community Bank, N.A., M&T Bank N.A. (Wilmington Trust), Bank of America, Key Bank; Tompkins Trust, Watertown Savings Banks, and other Full-Service Commercial Institutions were named as banks for the Authority.

A vote was called.

AYES: Jennifer Quirk-Pickman  
Vernon D. Burns  
Megan J.M. Whitton  
Toni Kennedy

David D. King  
Nicole Terminelli

MOTION CARRIED.

VI. Presentations and Reports

1. Committee Reports

a) Finance Committee

- Finance Committee Chair, David D. King, stated that the Finance Committee met before the Board Meeting and turned it over to Chief Financial Officer, Patricia A. Nisco.
- Chief Financial Officer, Patricia A. Nisco, started with the Statement of Financial Position and reported that Accounts Receivable Regular is at \$199,657 and 97% is current or 1-30 days. Open AEAS spans two months which represents the timing between proving payment has been received, submitting reimbursement request and receiving the reimbursement. Regular Accounts Payable is at \$581,049.
- A conscious decision has been made to reduce the \$75,000 sent to Tompkins every month, and send \$50,000. The mortgage that is being paid to Tompkins will still be covered, and there will be some funding to the compensating balance limit, just less than in the past. This reduction will allow for an additional \$25,000 to be available for operating capital.
- Chief Financial Officer, Patricia A. Nisco, moved on to the Budget to Actual, and reported that all income is above budget. Under Expenses, any expenses that are under budget are, for the most part, a result of expenses being deferred where they can be. The Bridge Maintenance Expense is over budget due to the repair to the boiler costing approximately \$15,000, which was not in the budget. Airport Maintenance Expenses are over budget due to the runway striping, which wasn't in the budget. However, the PFC (Passenger Facility Charges) funds can be used to pay the \$45,000 runway striping invoice. Airport General Expenses

are over budget due to the purchase of a new software package for the Airport, the Recruitment Expenses for the Airport Manager position, and the Airport Liability Insurance has increased. The Industrial Park Maintenance Expenses are slightly over budget due to building repairs to Buildings one, three, and four. Industrial Park General Expenses are up partly because of the Free Trade Zone expenses and the increase in the Industrial Park's insurance. The unanticipated scale repair makes up part of the overage for the Marine Terminal Maintenance Expense, which will follow through the rest of the fiscal year.

- Chief Financial Officer, Patricia Nisco, moved on to the Cash Flow: November 2023 – April 2024, and reported that it is what it is expected to be. In April, many of the expenses are increased due to the start of a new fiscal year, which includes the new salaries and payroll taxes for staff that have wage increases, and the benefits that are linked to employee salaries. In the winter, the bridge maintenance is suspended and will start up again in March or April. Airport fuel purchases seem to be occurring every other month during the winter months. Everything else is what it would be expected to be.
- Chief Financial Officer, Patricia A. Nisco, moved on to the review of the PFC (Passenger Facility Charges) and OBPA Audits that are now complete. The PFC Program allows for the collection of fees per passenger at every commercial airport controlled by a public agency. The fees are paid by the airline. The airport can use these fees to fund FAA approved projects that enhance safety, security, or capacity.

## 2. Reports

### a) Bridge Traffic Report

- Executive Director, Steven J. Lawrence, reported that overall crossings were down overall by 17.3%, which is what the trend has been. Not gaining and not losing. Auto crossings were down 18.1% and truck traffic down 9.8% from 2019,

which was the bridge's last normal year. Overall revenue was down \$49,400 from November of 2019, but revenue was up \$13,000 from November 2022.

Loss of Revenue for Calendar Year: \$623,062.25

- Executive Director, Steven J. Lawrence, stated he would send the Board the BTOA annual numbers from the other bridges via email.

b) Airport Activity Report

- Airport Manager, Charlie Garrelts, reported that for the month of December, completion rate and on time performance rate were down due to aircraft maintenance and weather. There were issues with a low ceiling which hinder a pilot's ability to land safely using a visual approach. A few times, the flights had to divert to Plattsburgh. For the month, there were a total of 42 flights and 441 enplanements. For the 2023 year, 5,719 enplanements. He continues to talk with the head of Contour about these issues.
- Airport Manager, Charlie Garrelts, confirmed that the OBPA is looking into other carriers as the current contract for Essential Air Service expires in September. The DOT confirmed that bids will go out sometime in the middle of March or early April. Any airline interested in servicing the Ogdensburg International Airport can submit a bid.
- Airport Manager, Charlie Garrelts, confirmed that if flights are disrupted due to weather, the airline is not required to compensate passengers. If disruption is due to mechanical issues, the airline is required to offer compensation.
- Airport Manager, Charlie Garrelts, confirmed there are two gentleman that are on the waitlist for hangar rental.

c) Port Activity Report

- Director of Operations, James D. Chase, reported that for the month of December outbound salt deliveries were fairly steady, which is weather dependent. Last month there were 11,486 tons of regular highway salt and

2,123 tons of treated salt trucked out of the Port. Blending might start again in January.

- Director of Operations, Jame D. Chase, reported that 408 tons of meal was moved out and 4 rail cars were received. 205 tons of pellets were moved out, a pellet rail car hasn't been received in November or December.

Also, 19 additional crates were loaded from the transformer project last month, with an additional 19 or 20 that went out this week. There are two more shipments of 19 crates that the customer wants on site by the end of the month. Some lighting was upgraded in two of the buildings down at the Port to make it more energy efficient, with increased lighting. The lights cost \$1/each.

d) Economic Development Report, Including Building Occupancy

- Director of Economic Development, Anthony Adamczyk, reported that the Building Occupancy Report remains unchanged from last month, which is about 9% below where he wants it to be.
- Director of Economic Development, Anthony Adamczyk, reported that Director of Operations, James D. Chase, and his team completed renovations on Building #4 that a current tenant is planning to expand into sometime in February.
- Director of Economic Development, Anthony Adamczyk, reported that there was a possible railroad adjacent property sale in Norwood. However, after the very interested buyer did a walk-through of the property, he realized that parts of the parcel were not suitable for their operation.
- Director of Economic Development, Anthony Adamczyk, reported that there is an expectation of a sale on the Industrial Park property in January.
- Director of Economic Development, Anthony Adamczyk, reported that Airport Billboard advertising has come to an end. Unfortunately, the enplanement numbers do not seem to reflect any advertising influence, but the reasons are out of the OBPA's control.

- Director of Economic Development, Anthony Adamczyk, reported that the OGS Website is near completion.

VII. Unfinished Business.

None.

VIII. Business Items

A. General Administration

1. Committee Assignments

Board Chair, Vernon D. Burns, stated this would be completed before the end of the month.

2. Approval of State Mandated Officer Appointments

On a motion made by Nicole Terminelli, 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, 2024, through December 31, 2024:

<b><i>Officer Title</i></b>	<b><i>Appointed Officer</i></b>
<i>Contracting Officer</i>	<i>Executive Director</i>
<i>Liaison, Office of Prevention of Domestic Violence</i>	<i>Executive Director</i>
<i>Internal Control Officer</i>	<i>Board Action of March 4, 2019</i>
<i>Minority Women/Business Enterprise Officer</i>	<i>CFO</i>
<i>Ethics Officer</i>	<i>Executive Director</i>
<i>Data Coordinator</i>	<i>CFO</i>
<i>Records Access Officer</i>	<i>Senior Administrative Assistant</i>
<i>Service-Disabled Veteran-Owned Business Officer</i>	<i>CFO</i>
<i>Sustainability Coordinator</i>	<i>Director of Operations</i>

A vote was called.

AYES: Megan J.M. Whitton  
 Toni Kenndy  
 David D. King  
 Nicole Terminelli  
 Jennifer Quirk-Pickman  
 Vernon D. Burns

MOTION CARRIED.

3. Acceptance of 2022 – 2023 Audits

On a motion made by David D. King, seconded by Megan J.M. Whitton, it was,

RESOLVED, that the Board of Directors of the Ogdensburg Bridge and Port Authority does hereby approve and accept the audit reports for the Ogdensburg

Bridge and Port Authority, and Airport Schedule of Passenger Facility Charges for the fiscal year ending March 31, 2023, as prepared by EFPR Group, CPAs.

A vote was called.

AYES: Toni Kennedy  
David D. King  
Nicole Terminelli  
Jennifer Quirk-Pickman  
Vernon D. Burns  
Megan J.M. Whitton

Motion carried.

B. Ogdensburg-Prescott International Bridge

1. None.

C. Commerce Park

1. Approval of Lease Supplement No. 1 with Frank Ralph's, Inc. On a motion made by Vice Chair, Megan J.M. Whitton, seconded by Nicole Terminelli, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute Lease Supplement No. 1 with Frank Ralphs, Inc. for 20,000 square feet of manufacturing space in Building 11 of the Commerce Park Campus that adjusts the original payment schedule as outlined below:

Time Period	Rental Amount (\$)		
	per Square Foot	Monthly	Annually/Period
11/01/2022-10/31/2023	\$7.10	\$11,833.34	\$142,000.00
11/01/2023-01/31/2024	\$7.17	\$11,951.67	\$35,855.01
02/01/2024-12/31/2024	\$4.80	\$8,000.00	\$88,000.00
01/01/2025-10/31/2026	\$8.58	\$14,303.36	\$314,673.84

FURTHER RESOLVED, that all other terms and conditions of the original Lease Agreement shall remain in full force and effect and are hereby ratified and affirmed.

A vote was called.

AYES: David D. King  
Nicole Terminelli  
Jennifer Quirk-Pickman  
Vernon D. Burns  
Megan J.M. Whitton  
Toni Kennedy

MOTION CARRIED.



D. Ogdensburg International Airport

1. None.

E. Port of Ogdensburg

1. None.

F. Other Such Matters

Executive Director, Steven J. Lawrence, stated there was a need for Executive Session under Open Meeting Law §105 item f of the Open Meeting Law to discuss the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. On a motion made by Nicole Terminelli, seconded by Vice Chair, Megan J.M. Whitton, the meeting went into Executive Session at 5:59 PM. On a motion made by Nicole Terminelli, seconded by Vice Chair, Megan J.M. Whitton, the meeting resumed at 6:22 PM.

1. **After an Executive Session:** Re-appointment of OBPA Executive Director

On a motion made by Jennifer Quirk-Pickman, seconded by David D. King, it was,

RESOLVED, that the Board of Directors of the Ogdensburg Bridge and Port Authority hereby reappoint Steve Lawrence as Executive Director of the Ogdensburg Bridge and Port Authority, and

BE IT FURTHER RESOLVED, that Steve Lawrence will receive the salary already approved by the Board of Directors.

A vote was called.

AYES: Nicole Terminelli  
Jennifer Quirk-Pickman  
Vernon D. Burns  
Megan J.M. Whitton  
Toni Kennedy  
David D. King.

MOTION CARRIED.

2. **After an Executive Session:** Approval of Employment Agreement with Patricia Nisco, Chief Financial Officer

On a motion made by Megan J.M. Whitton, seconded by Nicole Terminelli, it was,

RESOLVED, that the Board of Directors of the Ogdensburg Bridge and Port Authority hereby accept the Employment Agreement with Patricia Nisco as Chief Financial Officer and all the provisions within the Employment Agreement, and

BE IT FURTHER RESOLVED, that Patricia Nisco receive the salary in said Employment Agreement.

A vote was called.

AYES: Jennifer Quirk-Pickman  
Vernon D. Burns  
Megan J.M. Whitton  
Toni Kennedy  
David D. King  
Nicole Terminelli

MOTION CARRIED.

**3. After an Executive Session:** Selection of Childcare Facility Engineering Consultant

On a motion made by Nicole Terminelli, seconded by Toni Kennedy, it was,

RESOLVED, that the Board of Directors of the Ogdensburg Bridge and Port Authority does hereby select C&S Engineers as the Authority's Consulting Engineer for the Childcare Facility Project, and further

RESOLVED, that the Executive Director is hereby authorized to approve and execute all necessary agreements with C&S Engineers on behalf of the Ogdensburg Bridge and Port Authority.

A vote was called.

AYES: Vernon D. Burns  
Megan J.M. Whitton  
Toni Kennedy  
David D. King  
Nicole Terminelli  
Jennifer Quirk-Pickman

MOTION CARRIED.

IX. Concluding Comments from Citizens, Board Members, and/or Authority Staff.

1. None.

X. Next Meeting Date

The next Board meeting was confirmed for Thursday, February 8 11, 2024, at 5:00 PM.

XI. Adjournment

On a motion made by Jennifer Quirk-Pickman, seconded by Toni Kennedy, the meeting adjourned at 6:35 PM.

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Jennifer Quirk-Pickman  
Assistant Secretary

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Vernon D. Burns  
Chairperson