

**OGDENSBURG BRIDGE & PORT AUTHORITY
MARCH/APRIL BOARD MEETING
FRIDAY, APRIL 5, 2024**

The 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, April 5, 2024 at 5:00 PM.

The following were present:

Vernon D. Burns, Chairperson
David D. King, Secretary, Member
Jennifer Quirk-Pickman, Member
Toni Kennedy, Member

ALSO: Jennifer Granzow, Counsel
Steven J. Lawrence, Executive Director
James D. Chase, Director of Operations
Jennifer Wilson, Senior Accountant

ABSENT: Megan J. M. Whitton, Vice-Chairperson
Nicole Terminelli, Assistant Secretary, Member
Patricia A. Nisco, Chief Financial Officer
Anthony Adamczyk, Director of Economic Development

Charlie Garrelts, Airport Manager
Jillian Brodock, Counsel

- I. Vernon D. Burns, Board Chair, called the meeting to order at 5:00 PM.
- II. Letters and Communications to the Board.

Executive Director, Steven J. Lawrence, stated there were no letters or communications to
- III. the Board.
- IV. Approval of Meeting Minutes.
 - **February 8, 2024 Finance Committee Meeting**
 - **February 8, 2024 Board Meeting**
 - **February 29, 2024 Childcare Initiative Meeting**
 - **February 29, 2024 Special Board Meeting**

On a motion made by Jennifer Quirk-Pickman, and seconded by Toni Kennedy, all of the meeting minutes were approved by voice vote.

- V. Presentations and Reports
 1. Committee Reports

a) Finance Committee

- David D. King, Finance Committee Chair, stated the Finance Committee had a meeting before the Board meeting, and expenses are where they are expected to be.

2. Reports

a) Bridge Traffic Report

- Executive Director, Steven J. Lawrence, reported that March overall crossings were down by 13%. February numbers were at 9%. Auto crossings were down 14%, truck traffic was down 10.6% over 2019. Overall revenue is down \$13,000 over March of 2019. The good news is the revenue is \$20,300 higher than March 2023.
- Executive Director, Steven J. Lawrence, stated that with the Eclipse coming up, all Toll Booth Lanes are now up and running.

b) Airport Activity Report

- Executive Director, Steven J. Lawrence, stated that the Airport is prepared to take any overflow due to the Eclipse.
- The February Airport Activity Report was reviewed. The March Airport Activity Report was not yet available.

c) Port Activity Report

- Director of Operations, James D. Chase, reported that for the month of February 15,681 tons of highway salt and 3,984 tons of the treated salt were trucked out. In addition, there were 63 tons of meal and 190 tons of pellets trucked out for the month of February. Two rail cars of pellets were received.
- Director of Operations, James D. Chase, reported that for the month of March, 6,212 tons of highway salt and 978 tons of treated salt were trucked out. In March, there were two trucks sent out with meal, but six rail cars from Cardinal

were received as overflow. 31 tons of pellets were trucked out, and six rail cars were received.

- Director of Operations, James D. Chase, shared that a photo of the hopper conveyor, telescopic conveyor, and the 150-watt generator was added to the Board packet. These items are all part of the CRISI Grant. This will increase efficiency.
- Director of Operations, James D. Chase, reported that there were a few interested potential customers, all in the AG business, looking for vessel to building storage.

d) Economic Development Report, Including Building Occupancy

- In the absence of Director of Economic Development, Anthony Adamczyk, Executive Director, Steven J. Lawrence, reported that everything is about the same and leases are stable.

VI. Unfinished Business.

None.

VII. Business Items

A. General Administration

1. Approval of Credit Card Policy. On a motion made by Jennifer Quirk-Pickman, seconded by David D. King, it was

RESOLVED, that the Chief Financial Officer is hereby authorized and directed to introduce the new, updated credit card policy for all employees who will be able to use company credit cards including the completion of the signature page.

A vote was called.

Ayes: David D. King
Jennifer Quirk-Pickman
Vernon D. Burns
Toni Kennedy

MOTION CARRIED.

2. Approval of Use of NYS Travel Manual. On a motion made by Toni Kennedy, seconded by David D. King, it was

RESOLVED, that the Chief Financial Officer is authorized and directed to update the Ogdensburg Bridge & Port Authority's travel policy following the February 2024 NYS Comptroller's Office Travel Manual and make future revisions based on updates from the State Comptroller's Office.

A vote was called.

Ayes: Jennifer Quirk-Pickman
Vernon D. Burns
Toni Kennedy
David D. King

MOTION CARRIED.

3. Renewal of Existing Line of Credit with Tompkins Community Bank. On a motion made by David D. King, seconded by Toni Kennedy, it was

RESOLVED, that: Steven J. Lawrence, Patricia A. Nisco, 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 line of credit in an amount not to exceed One Million Dollars (\$1,000,000.00) entered into between the Company and Lender, the term of which expired on December 28, 2018 (the "Existing Line of Credit") with a new line of credit in an amount not to exceed Five Hundred Thousand Dollars (\$500,000.00) and a new Term Note in the original principal amount of Five Hundred Thousand Dollars (\$500,000.00) (collectively, the "Replacement Financing"); 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 delegees, (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: Vernon D. Burns
Toni Kennedy
David D. King
Jennifer Quirk-Pickman

MOTION CARRIED.

4. Approval of HVAC Service Agreement. On a motion made by Jennifer Quirk-Pickman, seconded by David D. King, it was

RESOLVED, that the Director of Operations is hereby authorized and directed to execute a Purchase Order with TRANE to extend the annual service agreement at the Border Station, a total cost not to exceed \$10,634.00 annually, or \$2,658.50 quarterly.

A vote was called.

Ayes: Toni Kennedy
David D. King
Jennifer Pickman
Vernon D. Burns

MOTION CARRIED.

B. Ogdensburg-Prescott International Bridge

1. Approval of Lease Supplement No. 1 with Mack Global Design, Inc. On a motion made by David D. King, seconded by Toni Kennedy, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute Lease Supplement No. 1 with Mack Global Design, Inc. for 220 square feet of office space in Suite 207B of the Bridge Administration Building for a one (1) year period commencing April 1, 2024 and terminating March 31, 2025 at a rate of \$16.52 per square foot equaling \$302.87 per month, \$3,634.40 for the one (1) year period, inclusive of utilities, and be it;

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
Jennifer Quirk-Pickman
Vernon D. Burns
Toni Kennedy

MOTION CARRIED.

2. Approval of Lease Supplement No. 4 with Glenda Jones. On a motion made by Toni Kennedy, seconded by Jennifer Quirk-Pickman, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute Lease Supplement No. 4 with Glenda Jones for 292 square feet of office space in Suite 210 of the Bridge Administration Building for a one (1) year period commencing April 1, 2024 and terminating March 31, 2025 at a rate of \$9.55 per square foot equaling \$232.38 per month, \$2,788.60 for the one (1) year period, inclusive of utilities, and be it;

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: Jennifer Quirk-Pickman
Vernon D. Burns
Toni Kennedy
David D. King

MOTION CARRIED.

C. Commerce Park

1. Approval of Lease Supplement No. 12 with T-Base Communications USA, Inc. On a motion made by Toni Kennedy, seconded by David D. King, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute Lease Supplement No. 12 with T-Base Communications USA, Inc. for 4,892

square feet of commercial space in Building 4 at the Commerce Park Campus for a thirteen-month (13) month base period and two (2), one (1) year option periods commencing March 1, 2024 and terminating March 31, 2025 through March 31, 2027 at the rates outlined in the table below:

Time Period	Rental Amount (\$)		
	per Square Foot	Monthly	Annually/Period
03/01/2024-03/31/2025	\$6.61	\$2,694.68	\$35,030.84
04/01/2025-03/31/2026	\$6.87	\$2,800.67	\$33,608.04
04/01/2026-03/31/2027	\$7.14	\$2,910.74	\$34,928.88

T-Base Communications USA, Inc. is responsible for its pro-rated share of all utilities.

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:Vernon D. Burns
 Toni Kennedy
 David D. King
 Jennifer Quirk-Pickman

MOTION CARRIED.

2. Approval of Lease Agreement with West End Management dba The Stock Ticker Company. On a motion made by David D. King, seconded by Jennifer Quirk-Pickman, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute a new Lease Agreement with West End Asset Management dba The Stock Ticker Company for 500 square feet of warehouse space in Building 1 of the Commerce Park Campus for a two (2) year period commencing January 1, 2024 and terminating December 31, 2025 at a rate of \$8.25 per square foot equaling a total of \$343.75 per month, \$8,250.00 for the two (2) year period, inclusive of utilities.

A vote was called.

AYES:Toni Kennedy
 David D. King
 Jennifer Quirk-Pickman
 Vernon D. Burns

MOTION CARRIED.

3. Approval of Lease Supplement No. 2 with LiveFast Motors, LLC. On a motion made by David D. King, seconded by Jennifer Quirk-Pickman, this resolution

was tabled. Vernon D. Burns had to recuse himself, and, without his ability to vote, there was no quorum.

D. Ogdensburg International Airport

1. Approval of T-Hangar Lease Agreement with Frank Richardson. On a motion made by David D. King, seconded by Toni Kennedy, it was,

RESOLVED, that the Executive Director is hereby authorized and directed to execute a new Lease Agreement with Frank Richardson for T-Hangar No. 2 at the Ogdensburg International Airport for a one (1) year period commencing August 15, 2023 and terminating August 14, 2024 at a rate of \$215.00 per month, \$1,505.00 for the period August 15, 2023 through March 14, 2024, and \$240.00 per month, \$1,200.00 for the period March 15, 2024 through August 14, 2024, inclusive of utilities.

A vote was called.

AYES: Jennifer Quirk-Pickman
Vernon D. Burns
Toni Kennedy
David D. King

MOTION CARRIED.

2. Approval of T-Hangar Lease Agreement with Keith Weston. On a motion made by Jennifer Quirk-Pickman, seconded by David D. King, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute a new Lease Agreement with Keith Weston for T-Hangar No. 4 at the Ogdensburg International Airport for a one (1) year period commencing October 1, 2023 and terminating September 31, 2024 at a rate of \$215.00 per month, \$1,075.00 for the period October 1, 2023 through February 29, 2024, and \$240.00 per month, \$1,680.00 for the period March 1, 2024 through September 31, 2024, inclusive of utilities.

A vote was called.

AYES: Vernon D. Burns
Toni Kennedy
David D. King
Jennifer Quirk-Pickman

MOTION CARRIED.

3. Approval of T-Hangar Lease Agreement with Pete Bogardus. On a motion made by Toni Kennedy, seconded by David D. King, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute a new Lease Agreement with Pete Bogardus for T-Hangar No. 6 at the Ogdensburg International Airport for a one (1) year period commencing September 1, 2023 and terminating August 31, 2024 at a rate of \$215.00 per month, \$1,290.00 for the period September 1, 2023 through February 29, 2024, and \$240.00 per month, \$1,440.00 for the period March 1, 2024 through August 31, 2024, inclusive of utilities.

A vote was called.

AYES: Toni Kennedy
David D. King
Jennifer Quirk-Pickman
Vernon D. Burns

MOTION CARRIED.

4. Approval of T-Hangar Lease Agreement with Frank Richardson. On a motion made by Toni Kennedy, seconded by David D. King, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute a new Lease Agreement with Frank Richardson for T-Hangar No. 10 at the Ogdensburg International Airport for a one (1) year period commencing August 15, 2023 and terminating August 14, 2024 at a rate of \$215.00 per month, \$1,505.00 for the period August 15, 2023 through March 14, 2024, and \$240.00 per month, \$1,200.00 for the period March 15, 2024 through August 14, 2024, inclusive of utilities.

A vote was called.

AYES: David D. King
Jennifer Quirk-Pickman
Vernon D. Burns
Toni Kennedy

MOTION CARRIED.

E. Port of Ogdensburg

1. Approval of Handling and Storage Agreement with Morton Salt, Inc. On a motion made by Jennifer Quirk-Pickman, seconded by David D. King, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute a Handling and Storage Agreement with Morton Salt, Inc. for deicing salt cargo at the Port of Ogdensburg for a period of three (3) years, commencing April 1, 2024 and terminating March 31, 2027, at the rates provided below:

Service	Rate (USD)
Dockage, including Security during Discharge	\$0.20 per Gross Registered Tonnage

Wharfage & Receiving	\$5.65 per ST
Truck Loading & Scaling	\$2.34 per ST
Storage	\$0.17 per short ton per Month

AND BE IT FURTHER RESOLVED, that rates are subject to an annual adjustment on the anniversary date of the Agreement in the amount of (a) the increase in the Consumer Price Index US City Average (1982-1984=100) over the preceding year, or (b) three percent (3%), whichever is greater.

A vote was called.

AYES: Jennifer Quirk-Pickman
 Vernon D. Burns
 Toni Kennedy
 David D. King

MOTION CARRIED.

2. Port Dock Expansion-Approval of Work Order No. 24-01 with FVD Engineering

Services, S.C. On a motion made by Jennife Quirk-Pickman, seconded by Toni Kennedy, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute a Work Order Agreement for Work Order No. 24-01 with FVD Engineering Services, S.C. to perform National Environmental Policy Act (NEPA) Environmental Assessment (EA) services for the Terminal and modified dredging disposal location as part of the Channel Deepening Project Ogdensburg Harbor for a cost not to exceed \$39,150.00.

FURTHER RESOLVED, that:

The Agreement for Professional Engineering Services between Ogdensburg Bridge & Port Authority and FVD Engineering Services, S.C. for Professional Services for Port of Ogdensburg Dock Expansion, dated July 2016, shall govern all Work Orders.

A vote was called.

AYES: Vernon D. Burns
 Toni Kennedy
 David D. King
 Jennifer Quirk-Pickman

MOTION CARRIED.

F. New York & Ogdensburg Railroad

None.

G. Border Station

None.

H. Other Such Matters

1. Approval of Contract with C&S Companies. On a motion made by Toni Kennedy, seconded by Jennifer Quirk-Pickman, it was

RESOLVED, that the Executive Director is hereby authorized and directed to execute a contract with C&S Companies at a cost not to exceed \$423,000 to provide project architectural, engineering and design services for the construction of a 15,000 square foot Child Care facility on the Commerce Park Campus in Ogdensburg New York.

A vote was called.

AYES: Toni Kennedy
David D. King
Jennifer Quirk-Pickman
Vernon D. Burns

MOTION CARRIED.

2. Board Chair, Vernon D. Burns, stated there was a need for Executive Session under Open Meetings Law §105 item f of the Open Meeting Law to discuss the 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 Jennifer Quirk-Pickman, seconded by Toni Kennedy, the meeting went into Executive Session at 5:51 PM. On a motion made by Jennifer Quirk-Pickman, seconded by David D. King, the meeting resumed at 6:02 PM.

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

1. None.

IX. Next Meeting Date

The next Board meeting was confirmed for Thursday, May 9, 2024, at 5:00 PM.

X. Adjournment

On a motion made by Toni Kennedy, seconded by David D. King, the meeting adjourned at 6:04 PM.

Jennifer Quirk-Pickman
Assistant Secretary

Vernon D. Burns
Chairperson