

ALBANY PORT DISTRICT COMMISSION

MINUTES OF THE WEDNESDAY, NOVEMBER 17, 2010 MEETING

Chairman Cross called the meeting to order at 12:30 p.m. In attendance were Commissioners Dean, Ferrara, General Manager Hendrick, Chief Financial Officer Hurley, Business Manager Commisso, General Counsel Owens, Security & Threat Assessment Director Williams, Information Technology Specialist McGuinness, Reverend Hemple, Father Loskovar and Richard Gunther of the Albany Maritime Ministries, Eric Anderson of the Times Union, Doug Egan and Mike Lyons of ITQM2.

The minutes of the previous meeting were approved on a motion made by Commissioner Ferrara, seconded by Commissioner Dean and unanimously approved.

GOVERNANCE COMMITTEE

Ethics Policy – General Counsel Owens reviewed with the Board its Ethics Policy and indicated that he had no recommended changes to its current policy. He suggested the members review the Policy and contact him with any suggestions, questions, etc. The Policy will be presented to the Board for approval next month.

Training of Board Members - General Counsel Owens reported to the members of the Commission that the Board had fulfilled the required training sessions at the Albany Law School along with staff members. He also indicated that while there was no periodic requirement, the Port would be asking Commissioners and senior staff to participate in the training approximately every two years.

Committee Assignments – General Counsel Owens discussed with the members the duties of the Governance Committee. He indicated that the board will need to assign members for next year's Committees at next month's Board meeting.

Annual Board of Directors Evaluation – Mr. Owens reviewed ABO Policy Guidance No. 10-05 which provides that each public authority board conduct an annual evaluation of its performance. The materials, including the evaluation form, were provided and discussed. The evaluation is due to the ABO on or before March 31, 2011. They will be collected from each individual board member in February/March 2011 for submission.

Public Authority Mission Statement & Reports- Mr. Owens reviewed ABO Policy Guidance No. 10-02 which provides that each local authority (including the APDC) must develop and adopt a mission statement as well as performance measures to assist in the authority's determination of how well the authority is carrying out its mission. It was discussed and determined that staff would provide draft mission statement/performance measures for Board consideration and that in January 2011, the Board would get together (outside of the Board meeting) and brainstorm/discuss/develop these products.

Tonnage/Man Hours – Chief Financial Officer Hurley discussed the tonnage and man hours and indicated that there has been a rise in tonnage and man hours (see attached).

Review of Draft Finance Policies – Chief Financial Officer Hurley handed out to the Board the Albany Port District Commission Financial Procedure Manual that he has drafted. Commissioner Ferrara stated that he thought it was a good document that provided operational level details on the Port's financial practices. General Manager Hendrick said this was a follow-up from a management letter comment from UHY, LLP.

Roofing Work – General Manager Hendrick updated the Board on the on-going roofing work on Shed #4 and the APDC Admin Building. Both jobs should be completed with the next week.

Sprinkler System Maintenance - General Manager discussed that the fire protection system in Shed 4 needed to be replaced. Due to the size and complexity of the job, in combination with little staff experience in such area, staff thought it prudent to develop a specification/plan against which an RFP can be based and against which bidders could submit bids and subsequent to the bid process, perform the work.

Wharf Rehabilitation – General Manager updated the Board on the on-going wharf rehabilitation efforts. Phase I is approximately 95% complete. With respect to Phase II, precast concrete is due to be set week of November 22, 2010 completion of work June 30, 2011.

Diesel Emission Reduction Act Retrofits (“DERA”) – General Manager Hendrick and Counsel Owens reviewed the DEC requirements concerning DERA. The staff was obtaining a cost estimate on the cost to retrofit APDC diesel engine vehicles and will develop a plan of action depending on cost.

Meeting Calendar – General Manager Hendrick recommended that the Commission adopt a meeting schedule for a one year period, making it more transparent to the public as well as providing the staff with more planning capability. Dates would be exchanged over the next month, and a schedule will be proposed for approval at the next Commission meeting.

Logo – General Manager Hendrick handed out draft proofs developed for consideration by the APDC. The Commission will review the proofs and discuss further. No decisions were made to adopt any of the new proposals or change the existing logo.

Executive Session- Motion was made by Commissioner Ferrara, seconded by Commission Dean to enter executive session to discuss litigation/advice of counsel, matters for which disclosure would affect public safety, negotiations, personnel matters, purchase/sale/lease property or the hiring of a person/company to provide services.

Motion was made by Chairman Cross to exit the executive session and was seconded by Commissioner Ferrara. No action was taken.

There being no further business the meeting was adjourned at 1:40 p.m. noting that the next scheduled meeting will be **Wednesday, December 15, 2010 at 10:30 a.m.**

Authorities Budget Office Policy Guidance



No. 10-05

Date Issued: October 26, 2010
Supersedes: New

Subject: Annual Board of Directors Evaluation

Statutory Citation: Public Authorities Law sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7)

Provision: The 2009 Public Authorities Reform Act requires that the board of every state and local public authority conduct an annual evaluation of its performance. Board member comments are protected from disclosure under Article 6 of Public Officers Law, but the results of the assessment are to be provided to the ABO.

Authorities Budget Office Policy Guidance: Board members must be committed to the highest standards of corporate governance. The board must hold itself accountable to the mission of the authority and the public interest. This annual assessment is a reminder to each board member of his or her duties, why those responsibilities are important, and whether they are performing those duties appropriately. The evaluation provides an opportunity for board members to measure their individual and collective effectiveness, determine if they are following their own policies and procedures, identify areas for board improvement, and to compare how their evaluation of the board's performance compares to that of other board members. This annual evaluation can be a learning tool to educate board members and build a well functioning board.

The Authorities Budget Office recommends that each board member annually perform his/her own evaluation of the whole board. The evaluation should be conducted confidentially with the results compiled by the governance committee. Furthermore, the ABO consulted with the Committee on Open Government, which advised that a board discussion of its performance "would constitute a matter made confidential, by state law that, therefore, could be conducted in private."

To the extent that the results of this evaluation demonstrate the need for the board to improve its performance, amend its practices or procedures, or clarify its expectations of board members, the board is expected to implement suitable corrective actions immediately.

The Authorities Budget Office has developed the following model board evaluation tool that can be adopted by public authorities to meet the needs of their boards of directors. This document should be completed by each board member.

Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: _____

Summary Results of Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.	#	#	#	#
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Name of Authority: _____

Date Completed: _____

The member responses to the Board Evaluation questionnaire should be aggregated and the results submitted to the ABO via email (Subject: CONFIDENTIAL Results of Board of Directors Evaluation) within 90 days of the close of the authority's fiscal year. The board evaluation is required annually beginning with fiscal years ending on or after September 30, 2010.

A model summary reporting form has been provided, below, that should be revised to reflect the evaluation tool adopted by your public authority. Enter in each cell the number of board members who answered the question with that response.

Results should be sent to: info@abo.state.ny.us

Authorities Budget Office Policy Guidance



No. 10-02

Date Issued: March 1, 2010

Supersedes: New

Subject: Public Authority Mission Statements and Measurement Reports

Statutory Citation: Section 2824-a, Public Authorities Law
Section 2800 of Public Authorities Law

Provisions: Chapter 506 of the Laws of 2009 ("The 2009 Public Authorities Reform Act") added a new Section 2824-a in Public Authorities Law requiring state and local public authorities to develop and adopt a mission statement. The law also requires public authorities to develop performance measures to assist the authority determine how well it is carrying out its mission. Pursuant to this section, each state authority is to provide a copy of its mission statement and performance measures to the Authorities Budget Office, using the attached form, on or before March 31, 2010. Every local authority is to file a mission statement and performance measures with the ABO using the attached form by March 31, 2011.

For subsequent reporting years the mission statement is to be included as part of the Annual Report required to be filed with the ABO pursuant to Section 2800 of Public Authorities Law. Every public authority is also expected to annually review its mission statement and measures and publish a measurement report.

Public authorities are also required to post and maintain their mission statement and performance report on their web site.

Authorities Budget Office Policy Guidance: The mission statement is the prism through which a public authority's actions are evaluated and its policy decisions are judged. Given its importance in defining how the public authority will operate, the board, in conjunction with the executive management of the authority, should exercise due diligence when developing and reviewing the authority's mission statement, and the goals and measures that will be used to evaluate whether the authority is fulfilling its mission. Boards of directors should take time to thoroughly discuss, re-think, and reach agreement on the actual mission of their authority and to draft a mission statement that reflects this agreement. Only after undertaking this process and adopting a new mission statement should the authority submit its mission statement to the ABO and post it to their web site.

As a matter of law, public policy, and sound management, it is imperative that directors define and understand the purpose of the authority and the public interests it serves, and reflect these concepts in a mission statement. A board

member cannot properly execute his or her fiduciary duty without first understanding the mission and interests served by the authority.

A mission statement should capture in a few clear and concise sentences the purpose of the public authority, its goals and its reason for existence. The mission statement should address the intent and purpose for which the public authority was created. It should express the philosophy and guiding principles of the public authority, and provide staff and the public with an understanding of the values and culture of the organization. It should describe generally the services the public authority provides, the community it serves, and the reasonable expectations of its stakeholders. The mission statement should also be specific enough to be able to assess the organization's performance and to measure its success in achieving its intended public purpose.

When drafting an appropriate mission statement and evaluating its effectiveness, it may be helpful to answer the following questions:

- What is the public purpose for which the authority was created?
- How can we best achieve that purpose?
- How do we assess whether an action or decision before the board is consistent with this mission and the public interest?
- Who are the authority's stakeholders?
- What are the authority's goals?
- What are the values of the authority?

Once a public authority defines its mission and the interests and expectations of the community it serves, policies must be implemented to achieve those objectives. Performance measures are a means for the board and management to evaluate and monitor whether the authority's policies and operating practices are in accordance with its mission. Performance measures need not be complex or detailed. Performance measures will also vary depending on the purpose, size, and resources of the authority. They should be designed to answer some fundamental questions:

- How do we know if we are performing our mission?
- How do we know if we are performing that mission well?
- How can we be more effective and efficient?
- How do we know if we are meeting the interests of those we serve?

An authority's board must annually review the authority's mission statement and performance results to ensure that its mission has not changed and that the authority's performance goals continue to support its mission. Authorities are to annually report their performance results and revise their goals as necessary.

Implementation of Statutory Requirements: Authorities should complete the attached form and submit the entire document to the ABO via e-mail (info@abo.state.ny.us).

Authority Mission Statement and Performance Measurements

Name of Public Authority:

Public Authority's Mission Statement:

Date Adopted:

List of Performance Goals (If additional space is needed, please attach):

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Additional questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?
2. Who has the power to appoint the management of the public authority?
3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

5. Has the Board acknowledged that they have read and understood the responses to each of these questions?

ALBANY PORT DISTRICT COMMISSION

November 10, 2010

Report of Ships-Barges-Tonnages

<u>Ships</u>	<u>October</u>	<u>Year to Date</u>
Grain	3	7
Heavy Lift/Project	0	20
Molasses	0	0
Scrap Iron	1	5
Woodpulp	<u>1</u>	<u>9</u>
Total	5	41

Barges

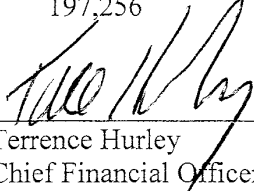
Heavy Lift/Project	2	7
Lay Berth	0	0

Inbound

Outbound

<u>Cargo</u>	<u>October</u>	<u>Year to Date</u>	<u>October</u>	<u>Year to Date</u>
Grain	0	0	75,300	177,415
Heavy Lift/Project	560	1,235	0	13,875
Molasses	0	0	0	0
Scrap Iron	0	0	27,931	139,214
Woodpulp	2,498	25,266	0	0

	<u>October</u>	<u>Year to Date</u>	<u>Previous Year to Date</u>
Inbound	3,058	26,501	30,615
Outbound	<u>103,231</u>	<u>330,504</u>	<u>166,641</u>
	106,289	357,005	197,256



 Terrence Hurley
 Chief Financial Officer

LONGSHORE HOURS WORKED

2009 – 2010 COMPARSION

	<u>2009</u>	<u>2010</u>
January	4,377.0	2,632.0
February	2,634.5	2,282.5
March	1,838.0	2,248.0
April	3,370.0	2,481.5 (234 Grain)
May	2,178.0	1,690.0
June	3,230.5	2,853.5
July	3,265.0	1,637.0
August	3,976.5	3,233.0
September	1,949.0	1,818.0
October	<u>2,400.0</u>	<u>3,503.5</u> (1,208.5 Grain)
Total	29,218.5	24,379.0