

## **ALBANY PORT DISTRICT COMMISSION**

### **MINUTES OF THE MONDAY, APRIL 26, 2010 MEETING**

Chairman Cross called the meeting to order at 12:30 p.m. In attendance were Commissioners Dean, Ferrara, Tagliento, Daly, General Manager Hendrick, General Counsel Owens, Chief Financial Officer Hurley, Business Manager Commisso, Information Technology Specialist McGuinness, and Father Leskovar of the Maritime Ministries.

Motion was made by Commissioner Ferrara to enter into the Audit Committee which was seconded by Commissioner Dean and unanimously approved.

#### **AUDIT COMMITTEE**

Review of Internal Control Program – General Counsel Owens discussed with the Commission the Internal Control Program which is a process that integrates the activities, plans, resources of an organization (Attachment A). This will be provided for Board approval during the May meeting.

Review of Internal Control Certification – General Counsel Owens discussed the various items related to Internal Control included in the annual Commission Internal Control Certification (see website). He reviewed the Certification's contents, and stated that the final version would be provided later in the week for the Chairman's signature and transmittal to the Governor's Division of Budget.

#### **FINANCE COMMITTEE**

Review of Current Year Budget – Chairman Ferrara discussed with the Commission the Balance Sheet and Income statement and cited the reasons for the variables related to the financial activity (Attachment B).

## REGULAR MEETING

The minutes were approved on a motion by Commissioner Ferrara and seconded by Commissioner Tagliento and unanimously approved (Attachment C).

By-Laws – General Counsel Owens discussed and reviewed the By-Laws with the members of the Albany Port District Commission. After discussion a motion was made by Commissioner Daly, seconded by Commissioner Ferrara and unanimously passed approving the Commission By-Laws (Attachment D).

Committee Charter – General Counsel Owens discussed the approval of the additional Finance Committee to the Charter. After discussion regarding the addition to the charter a motion was made by Commissioner Ferrara, seconded by Commissioner Tagliento and unanimously approved to add the Finance Committee to its charter (Attachment E). Chairman Cross made the following appointments to the Committee Charter:

Governance – Commissioner Dean as Chair, Commissioner Ferrara and Tagliento as members to the Committee.

Audit – Commissioner Tagliento as Chair, Commissioner Ferrara and Commissioner Daly as members of the Committee.

Finance – Commissioner Ferrara as Chair, Commissioner Dean and Commissioner Daly as Committee members.

Chairman Cross serves as Ex-Officio on all Commission Committees.

Tuition Assistance Policy - General Counsel Owens discussed the draft APDC Tuition Assistance Policy, which if approved by the Board, would be available to assist APDC employees with higher education tuition. Commissioner Ferrara made a motion to approve the APDC Tuition Assistance Policy which was seconded by Commissioner Tagliento and unanimously approved (Attachment F).

Public Access to Records (New York's Freedom of Information Law ("FOIL")): General Counsel Owens discussed with the Commission the APDC Public Access to Records Policy of the Albany Port District Commission. This policy provides for procedures for complying with Freedom of Information requests which are submitted to the Port Commission. Commissioner Ferrara made a motion to approve the Public Access to Records Policy which was seconded by Commissioner Tagliento and unanimously approved (Attachment G).

APDC Records Retention Policy – General Counsel Owens discussed with the Commission the APDC Records Retention Policy. This policy provides procedures to assist in record retention: ie: how long records need to be kept, how records should be marked, and which records should be disposed of. Motion was made by Commissioner Ferrara to approve the Record Retention

Policy which was seconded by Commissioner Tagliento and unanimously adopted (Attachment H).

Executive Session – Motion was made by Commissioner Ferrara to enter into executive session and seconded by Commissioner Dean to discuss various real estate issues and legal matters.

Motion was made by Commissioner Ferrara, seconded by Commissioner Dean to exit the executive session.

Tonnage/Man Hours – Chief Financial Officer Hurley reviewed the comparisons in tonnage and man hours for March 2009 and March 2010 (Attachment I).

Real Estate RFP – Business Manager Commisso discussed with the Commission the response to the RFP for property at 100 Keane Street and the leasing of 1.8± acres. The Commission received responses from Cargill Nutrition and Fort Miller, Inc. The high bidder was Cargill Nutrition pending review by the Albany Port District Commission the contract will be awarded. (Attachment J).

(Commissioner Daly left the meeting due to the meeting running long and her having a previously scheduled appointment.)

Other Business – General Manager Hendrick discussed the APDC response to the Management Comment letter issued by UHY. (Attachment K).

Father's Day Event – Request made to the Albany Port District Commission to be lead sponsor for a Father's Day Event beings sponsored by Special Events which will be held in Corning Park. The Albany Port District discussed the request to support the event in the amount of \$25,000 in accordance with the Commission Policy for Evaluating Requests for Sponsorships and Community Development Activities. Commissioner Cross being employed by the City of Albany abstained from the vote and discussion, and left the room. Motion to approved sponsorship of the event was made by Commissioner Ferrara, seconded by Commissioner Dean and approved unanimously. (Attachment L).

There being no further business motion was made by Commissioner Ferrara, seconded by Commissioner Dean and unanimously approved to adjourn the meeting. The next scheduled meeting will be held on **Wednesday, May 19, 2010 at 12:30 p.m.**

**Albany Port District Commission Internal Controls Program**  
(Public Authorities Law sections 2930-32 or "Act")

I. BACKGROUND

- A. "Internal Control" ("IC") is defined by law as a **"process that integrates the activities, plans, policies, systems, resources and efforts of the people of an organization . . . that is designed to provide reasonable assurance that the organization will achieve its objectives and mission."**
- B. Objectives of IC include:
1. Safeguarding of assets
  2. Checking accuracy/reliability of accounting data and financial reports
  3. Promoting the effectiveness/efficiency of operations
  4. Ensuring compliance with applicable laws and regulations
  5. Encourage adherence to prescribed managerial policies
- C. Comptroller's regulations issued under the Act have 6 requirements:
1. Put in place guidelines for system of internal controls
  2. Establish system of internal controls and review
  3. Provide each officer/employee a clear/concise statement of the generally applicable management policies and standards
  4. Designate ICO and let everyone know
  5. Educate and train on internal controls
  6. Evaluate need for internal audit function
- D. On or before March 31, the APDC submits a compliance certificate to the Director of the Budget. In sum, this statement is a report on the implementation status of the above 6 requirements (Regulations – B-350, "Governmental Internal Control/Audit Requirements"). This report provides that:
1. The IC review process used, what are the APDC's high risk activities are, areas that were reviewed
  2. Deficiencies revealed by APDC internal review process and corrective actions instituted
  3. Education/training provided to agency
  4. If applicable, info on internal audit function

II. APDC IC PROGRAM. The APDC IC Program will strive to:

- A. Define the Authority's Major Business Functions.** The APDC will articulate the mission of the APDC, determine its primary operating responsibilities including its various business units, operations and functions that have been put in place to achieve the goals of the authority. Policies, procedures and guidelines will be in put in place to guide staff in the operations of each specific business function, communicate the

objectives, and provide the methods and procedures used to assess the effectiveness of those functions.

- B. Determine the Risks Associated with Its Operations.** Management will assess the risk exposure and associated vulnerability of APDC functional or operational areas and determine a corresponding risk level (i.e. high, medium, or low). Note that risk can originate both internally and externally. Control activities should be tailored to the individual operation based on management's identification and evaluation of applicable risks. Once a risk is identified, management must determine how to best handle it by evaluating its significance, likelihood, and cause. Based on the assigned risk levels, management should determine how frequently to review the controls in place for each function (i.e., high risk functions to be reviewed more frequently than lower risk functions).
- C. Identify the Internal Control Systems in Place.** Internal controls are the policies, practices, attitudes, guidelines and other actions adopted by the APDC that, when followed, provide reasonable assurance that staff understand and properly carry out their responsibilities, that appropriate professional and ethical conduct is observed, and that the authority will honor its purpose and mission. APDC management and staff should understand and be aware of the policies and practices in place to ensure that the authority is effective and to address the risks that are relevant to the operation.
- D. Assess the Extent to Which the Internal Control System is Effective.** The assessment of internal controls should be a structured and monitored process to identify and report any weaknesses of the internal control structure. This process should determine if the existing control structure and procedures are adequate, to then mitigate risk, minimize ineffectiveness and deter opportunities that could lead to the abuse of assets. The assessment should provide management with information as to whether the authority's policies and operating practices were understood and executed properly, and whether they are adequate to protect the organization from waste, abuse, misconduct, or inefficiency. This assessment can be completed through a combination of inquiry and observation, a review of documents and records, or by replicating transactions to test the sufficiency of the control system.
- E. Take Corrective Action.** When a weakness is identified, a corrective action plan should be developed, adopted by the management/board, and monitored by management/board to ensure that the vulnerability is addressed.
- F. Documentation.** In addition, the APDC will retain documentation to support the assessment of its internal controls. If the authority has found

any deficiencies with the internal controls over its functions or operations, additional documentation should be maintained to demonstrate that the authority has adopted corrective action plans to address these weaknesses. This documentation should be made available upon request to the authority's independent auditor, OSC or to ABO compliance review staff.

**ALBANY PORT DISTRICT COMMISSION  
BALANCE SHEET HIGHLIGHTS**

**MARCH 2010**

**ASSETS**

**CASH/INVESTMENTS**

The balance in these accounts as of March 2010 was \$3,597,222. This compares to \$3,919,174 in March 2009. A portion of this money will be used to complete Phase 1 of the Dock & Wharf Reconstruction Project.

Construction in progress/Wharf – The amount of \$5,078,374.69 is the total money expended through March 2010 on both Phase 1 and 2 of the wharf project.

**LIABILITIES**

**ACCOUNTS PAYABLE**

The balance as of March 2010 was \$375,847.38 this compares to \$37,320.15 as of March 2009. The increase relates to \$283,417.20 invoice outstanding to our construction contractor of the Dock and Wharf Project.

Albany Port District Commission  
Balance Sheet  
As of 03/31/10

	03/31/10	03/31/09
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and Cash Equivalents	\$1,453,670.19	\$576,859.11
Investments	2,143,552.11	3,342,315.09
Accounts Receivable	109,924.07	178,332.34
Interest Receivable	897.00	18,973.00
Rents Receivable	300.00	300.00
Deposits - Land	3,000,000.00	3,000,000.00
Prepaid Insurance	146,139.54	122,297.25
Financing Fee - M&T Mortgage	27,163.00	27,163.00
Accum. Amort. - Financing Fee	(14,032.00)	(11,316.00)
<b>Total Current Assets</b>	<b>6,867,613.91</b>	<b>7,254,923.79</b>
<b>Facilities</b>		
Dock Engineering & Construct	6,513,121.36	6,521,500.35
Warehouse A	3,061,606.63	3,061,606.63
Construction in Progress - Wharf	5,078,374.69	
Site Work - Rensselaer	114,753.74	107,451.31
Street & Drainage Improvement	761,714.66	761,714.66
Renss. - Upland Improvements	868,929.50	868,929.50
Fencing & Lighting	695,614.05	695,614.05
Dock Slope Stabilization/Agway	998,180.50	998,180.50
Railway Project	2,244,537.70	2,244,537.70
Admin. Bldg. Renovation	257,601.14	257,888.02
Port Facility - Albany	17,218,015.41	17,057,231.99
Land	1,106,382.26	1,106,382.26
Furniture & Fixtures	316,871.15	301,633.10
Goodyear Building	690,484.85	690,484.85
Port Facility - Rensselaer	1,304,184.98	1,304,184.98
Econ Building	3,010,663.41	3,010,663.41
Fixed Assets/Automotive	464,333.04	464,333.04
Donated Physical Property	195,782.38	195,782.38
Donated Property Other	17,139,368.23	17,139,368.23
Port Vessels	372,354.62	347,373.16
Heavy Lift Crane	2,397,442.68	2,397,442.68
Materials - Stevedoring	1,667,967.55	1,667,967.55
<b>Total Facilities</b>	<b>66,478,284.53</b>	<b>61,200,270.35</b>
<b>Less: Accumulated Depreciation</b>	<b>45,925,463.51</b>	<b>44,705,349.15</b>
<b>Facilities, Net</b>	<b>20,552,821.02</b>	<b>16,494,921.20</b>
<b>Other Assets</b>		
Cash in Hand of Paying Agent	1,038.00	1,108.00
<b>Total Other Assets</b>	<b>1,038.00</b>	<b>1,108.00</b>
	<b>27,421,472.93</b>	<b>23,750,952.99</b>

Albany Port District Commission  
Balance Sheet  
As of 03/31/10

03/31/10                      03/31/09

LIABILITIES AND FUND BALANCES

Current Liabilities

Accounts Payable	\$375,847.38	\$37,320.15
Leasing - Hyster	44,770.57	61,005.44
Due to NYS IAP		(6.56)
Accrued Payroll	19,948.28	19,948.28
Accrued Expenses		8,580.00
Accrued Vacation & Sick	254,451.58	210,349.00
Payroll Withholdings Payable	30,420.36	27,190.99
OPEB Liability	532,049.00	356,719.00
Crane Lease - Key Bank	269,279.03	475,555.86
<b>Total Current Liabilities</b>	<b>1,526,766.20</b>	<b>1,196,662.16</b>

Other Liabilities

NYS First Instance Advance	397,709.32	477,709.32
Bonds Payable - Warehouse	1,156,464.05	1,212,864.33
<b>Total Other Liabilities</b>	<b>1,554,173.37</b>	<b>1,690,573.65</b>

Fund Balances

Revenues in Excess of Expenses	325,464.76	196,730.99
Undesignated Fund Balance	5,797,257.60	2,449,175.19
Invested in Capital Assets	18,217,811.00	18,217,811.00
<b>Total Fund Balances</b>	<b>24,340,533.36</b>	<b>20,863,717.18</b>
	<b>27,421,472.93</b>	<b>23,750,952.99</b>

**ALBANY PORT DISTRICT COMMISSION**

**INCOME STATEMENT HIGHLIGHTS**

**MARCH 2010**

**REVENUE**

Rental Income – The balance through the month of March 2010 was \$753,192.30 this compares to a budgeted amount of \$749,631.24.

Grant Revenue – The balance through the month of March was \$274,462.41 versus a budgeted amount of \$1,537,500. The variance is directly related to the current state budget crisis.

**EXPENSES**

Total expenses through March 31, 2010 are \$1,008,998.55 compared to a budgeted amount of \$1,388,586.42. The majority of the variance is related to depreciation, Corning Preserve, and bond expenses.

Albany Port District Commission  
Statements of Revenues and Expenses  
For the Three Months Ending March 31, 2010

	Reporting Period Amount	Year-to-Date Amount	Year-to-Date Budget	Same-Period Last Amount	YTD Last Year Amount
<b>REVENUES</b>					
Revenue - Rental Income	\$228,517.30	\$753,192.30	\$749,631.24	\$261,420.67	\$791,602.55
Revenue - Dockage	465.00	465.00		1,215.20	2,022.75
Dockage - Grain		15,516.00	7,500.00	4,940.10	4,940.10
Dockage - Heavy Lift/Project	11,456.40	21,326.20	17,499.99	10,564.80	28,209.30
Dockage - Steel		13,597.50	20,000.01	9,852.30	17,946.00
Dockage - Woodpulp	738.60	2,063.40	7,500.00		3,893.00
Revenue - Miscellaneous	807.00	1,610.08			
Water Service Fee	205.00	367.50	999.99		598.75
General Cargo Storage	3,500.00	10,500.00	11,250.00	3,500.00	10,500.00
Revenue - Security	24,604.00	70,312.50	60,000.00	21,814.00	49,822.00
Revenue - Utilities	6,415.71	21,353.45	15,500.01	6,095.67	24,097.96
Revenue - Stevedoring Fuel	3,558.67	10,187.50		3,859.95	10,335.08
Water	115.15	145.15			205.00
Wharfage - Grain		5,924.73	20,000.01	29,823.17	29,823.17
Wharfage - Heavy Lift/Project	9,078.29	22,963.82	37,500.00	21,808.20	41,436.20
Wharfage - Steel	528.88	14,575.44	24,999.99	12,530.06	27,498.77
Wharfage - Woodpulp	2,415.97	5,988.12	5,000.01		8,420.64
Wharfage	45.00	36,416.20		650.68	4,396.46
Stevedore Payment	10,000.00	20,000.00	15,000.00	5,000.00	15,000.00
APDC Equipment Rental - Crane	2,450.00	13,850.00	20,000.01	8,050.00	19,950.00
Stevedore Services	4,171.60	11,270.70	8,750.01	1,542.74	4,543.91
Stevedore Services - Other			1,250.01		
Port Services	382.62	6,782.50		4,834.44	12,198.87
Grant Revenue	197,512.00	274,462.41	1,537,500.00	105,336.10	17,662.10
Interest Income	622.82	1,792.81	9,999.99	131.56	8,248.34
<b>Total Revenues</b>	<b>\$507,590.11</b>	<b>\$1,334,463.31</b>	<b>\$2,569,881.27</b>	<b>\$512,969.64</b>	<b>\$1,133,150.95</b>
<b>Non-Operating Revenues</b>					
<b>EXPENSES</b>					
Salaries - General Manager	7,976.80	20,739.68	20,566.26	7,385.43	20,148.31
Salaries - Admin. Assistant			8,970.00		
Salaries - Chief Financial Officer	8,328.50	21,654.10	21,237.51	7,972.55	21,298.15
Salaries - Business Manager	5,928.60	15,414.36	15,117.75	4,742.88	14,228.64
Salaries - Data Processing Manager	5,800.05	15,080.13	14,790.00	5,504.41	14,784.49
Salaries - Administrative	12,803.30	33,288.54	24,249.99	7,454.72	19,939.84
Salaries - Attorney	14,423.10	37,500.06	37,500.00	6,015.47	16,015.55
Port Facility - Overtime	855.66	1,846.26	2,250.00	344.76	2,225.34
Stevedore Overtime	943.80	3,824.00	2,250.00	9.36	2,395.58
Salaries - Maintenance Foreman			11,437.50		
Salaries - Laborers	19,458.25	49,692.89	38,499.99	16,966.91	46,552.59
Salaries - Security	25,352.70	68,930.27	59,042.49	15,981.25	47,710.44
Salaries - Summer Laborers	773.76	4,932.64	6,900.00		
Salaries - Ship Watering			75.00		18.72
Payroll Taxes - FICA	6,243.39	16,264.43	18,750.00	4,642.62	12,221.38
Payroll Taxes - FICA - Maint.	1,685.42	4,612.63		1,473.80	4,060.63
New York State Retirement			17,000.01		
Workers Compensation			999.99		
Employee Health Insurance	19,517.37	73,321.31	70,637.49	18,932.72	43,365.79
OPEB Expense			45,000.00		
Medicare Reimbursements	2,120.80	2,120.80		2,024.40	2,024.40
Services - Buildings	895.34	8,264.23	23,000.01	3,379.03	31,957.63
Materials - Hardware	291.21	712.04	1,500.00	130.76	960.04
Maint. Materials - Mechanical	209.24	895.15	1,250.01	165.87	431.79
Materials - Paint	363.61	675.45	2,499.99	118.92	613.78
Maintenance - Welding	586.20	742.20	1,749.99		
Services - Roads	445.93	1,462.72		918.96	1,290.61
Maint. Materials - Janitorial	94.71	342.36	2,499.99	169.05	870.72
Uniform Service	331.24	3,014.53	2,000.01		1,539.88
Trash Collection	290.16	537.56	1,500.00		933.63
Snow Removal	2,368.00	5,500.33	9,999.99		27,063.62
Electricity & Gas	10,719.94	41,859.10	37,500.00	1,067.95	57,207.09
#2 Fuel Oil	767.28	1,602.41	14,000.01		1,694.24
Telephone	1,831.02	5,647.20	6,500.01	1,691.46	5,180.89
Water & Sewer			2,250.00		
Litigation Attorney					2,814.96
Commission Attorney			7,500.00		
Auditors	18,000.00	29,700.00		6,400.00	34,000.00
Engineering Services	22,584.68	42,277.24	35,000.01		11,469.84
Real Estate Appraisers			2,499.99		2,000.00
Consultants	9,295.00	23,732.75	31,250.01	1,625.00	18,447.50
Office Supplies	1,505.77	3,136.90	1,875.00	186.56	1,222.43
Office Equipment Maint.			249.99		175.00
Coffee Service		223.67	624.99	197.10	311.70
Office Expense	611.41	2,429.85	5,499.99	1,010.53	3,567.84
Education & Training	45.00	45.00	3,750.00	121.23	121.23
Payroll Service	894.18	3,230.87	3,249.99	798.77	2,989.80
Printing & Stationary	479.00	824.00	624.99		95.00
Photo Copier Supplies			500.01		
Postage	283.57	430.58		106.99	595.08
Courier	278.45	278.45	62.49		89.54
Subscriptions	340.00	340.00	6,249.99	448.00	894.00
Auto Repairs/Outside Service	54.01	1,170.00	1,250.01	374.20	1,482.28

Albany Port District Commission  
 Statements of Revenues and Expenses  
 For the Three Months Ending March 31, 2010

	Reporting Period Amount	Year-to-Date Amount	Year-to-Date Budget	Same-Period Last Amount	YTD Last Year Amount
Auto Gasoline/Diesel	\$6,238.04	\$15,690.44	\$12,500.01	\$2,262.84	\$10,928.87
Advertising Agency		6,375.00	8,250.00		6,000.00
Media Advertising	2,117.61	2,117.61	1,875.00		
Association Dues			1,875.00		250.00
Promotional Material			15,000.00	2,800.00	2,800.00
Public Relations			2,000.01		
Marketing Agent	5,370.73	21,562.95	20,499.99	5,166.67	18,706.44
Insurance - Port	18,367.26	52,409.57	48,750.00	196.00	25,738.51
Unrecovered Insurance Claims					(3,774.72)
Security	1,750.00	2,290.00	6,750.00	6,823.75	8,168.75
Fire Equip/Sprinkler/Alarms	208.00	974.00	5,750.01	665.00	3,390.15
Elevators			999.99		
Forklift Repairs - Contractor	649.78	9,868.92	3,750.00	1,849.45	2,599.16
Parts & Supplies - Forklift	1,024.10	1,774.45	6,249.99	173.14	1,599.89
Stevedoring - Rentals			6,249.99		
Stevedoring - Equip. Repairs	140.00	140.00	8,750.01	140.00	13,251.92
Stevedoring - Parts	240.00	5,558.42	6,249.99		453.86
Stevedoring - Maintenance	1,589.24	(2,932.67)	2,499.99		51.24
Stevedoring - Miscellaneous		84.42	249.99	55.92	108.31
Mal. Handling - Crane Rentals			3,750.00		
Mal. Handling - Forklift	520.00	1,560.00	1,500.00	520.00	1,560.00
Travel & Incidental Expenses	(218.25)	570.48	8,375.01	1,158.81	2,017.58
Debt Service - Interest on Bonds			15,000.00		
Stevedore Demurrage		5,000.00			
Bond Expenses	1,000.00	1,000.00	32,499.99		
Interest Expense	6,036.52	21,295.93	24,999.99	11,072.19	32,270.64
Depreciation Expense	309,583.11	309,583.11	80,000.01	106,736.69	326,210.07
Depreciation - Donated			373,749.99		
Corning Preserve - ALDC Lease			50,000.01		
Waterfront Development	1,935.87	5,769.23	18,750.00	1,787.51	7,079.32
<b>Total Expenses</b>	<b>\$583,340.46</b>	<b>\$1,008,998.55</b>	<b>\$1,388,586.42</b>	<b>\$261,769.63</b>	<b>\$936,419.96</b>
Excess (Deficiency) of Revenue over Expenses	(\$55,750.35)	\$325,464.76	\$1,181,294.85	\$251,200.01	\$196,730.99

DRAFT

DRAFT

**ALBANY PORT DISTRICT COMMISSION**  
**MINUTES OF THE WEDNESDAY, MARCH 24, 2010 MEETING**

Commissioner Cross called the meeting to order at 12:30 p.m. In attendance were Commissioners Dean, Tagliento, Daly, Ferrara, General Manager Hendrick, Security/Threat Assessment Director Williams, General Counsel Owens, Information Technology Specialist McGuinness, Business Manager Comisso, Chief Financial Officer Hurley, Father Leskovar, Richard Gunther of Albany Maritime Ministries, Richard Lipman, Jay Lafond of UHY,LLP.

Motion was made by Chairman Cross, seconded by Commissioner Daly and unanimously approved to enter into the Audit Committee.

**AUDIT COMMITTEE**

Draft 2009 Financial Statement/Audit Results – The draft 2009 financial statements were presented by Richard Lipman and Jay Lafond to the members of the Albany Port District Commission for review and discussion. Motion was made by Chairman Ferrara, seconded Commissioner Tagliento and unanimously approved to forward the 2009 draft financial statement to the board for approval.

Motion was made by Chairman Ferrara, seconded by Commissioner Tagliento and unanimously approved to enter the regular meeting.

**REGULAR BOARD MEETING**

The minutes were approved on a motion by Commissioner Dean, seconded by Commissioner Tagliento and unanimously approved (Attachment A) .

By-Laws – Counsel Owens submitted to Commission members for review and discussion a draft of the Commission By-Laws for the regulation of its activities as required by the enabling legislation and section 2824 of the Public Authorities Law (Attachment B).

APDC Committee Charter – Counsel Owens discussed revision to the Commission Committee Charter to include a Finance Committee to review and recommend financial policy changes to protect Port Commission assets (Attachment C).

Tuition Assistance – General Counsel Owens discussed the APDC Tuition Assistance program which is meant to encourage staff to obtain additional formal education/degree, however the courses taken should assist in the performance of duties and are of benefit to the Albany Port District Commission (Attachment D).

Attachments B, C, and D will be considered by the Board for approval at the next Board meeting.

2009 Financial Statement – The 2009 Draft Financial Statement was forwarded by the Audit Committee to the Board for final approval. Motion was made by Commissioner Daly, seconded by Commissioner Dean and unanimously passed to approval the 2009 Financial Statements (Attachment E).

Tonnage/Man Hours – Chief Financial Officer Hurley reviewed the comparisons in tonnage and man hours for February 2009 and February 2010 (Attachment F).

Executive Session – Motion was made by Commissioner Ferrara, seconded by Commissioner Tagliento, and unanimously approved to enter into the executive session to discuss real estate and legal matters.

Motion was made Commissioner Ferrara, seconded by Commissioner Talgiento and unanimously approved to exit the executive session.

There being no further business a motion was made Commissioner Dean, seconded by Commissioner Tagliento and unanimously approved to adjourn. Noting that the next scheduled meeting will be **Monday, April 26, 2010 at 12:30 p.m.**

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**BY-LAWS OF THE ALBANY  
PORT DISTRICT COMMISSION**

Pursuant to the Commission contained in section 2 of the Albany Port District Commission (“Commission” or “APDC”) Enabling Legislation (“Act”) and section 2824 of the Public Authorities Law of the State of New York, the APDC hereby approves the following by-laws for the regulation of its activities.

ARTICLE I – MISSION

1. MISSION. The mission of the Commission, from section 4 of the Act:

**Such commission shall have power and Commission over the survey, development, control and operation of port facilities and such facilities, operations or things as may be incidental or appurtenant thereto, within such port district, and the coordination of the same with existing or future agencies of transportation, with a view to the increase and efficiency of all such facilities and the furtherance of commerce and industries in the district.**

2. NAME. The name of the Commission is the "Albany Port District Commission."  
 3. PRINCIPAL OFFICE. The principal office of the Commission shall be its office located at 106 Smith Boulevard, Albany, New York, 12202.  
 4. SEAL. The official seal of the Commission shall be in a design circular in form bearing the words: "ALBANY PORT DISTRICT COMMISSION, NEW YORK CORPORATE SEAL"

ARTICLE II – MEMBERS and OFFICERS

1. MEMBERS. The number and term of Commission members and the appointment and filling vacancies shall be governed by section 2 of the Act. Members will continue to serve until removed or replaced in accordance with section 2 of the Act.  
 2. OFFICERS. The officers of the Commission shall be a Chairperson, Secretary, Treasurer, and such other officers as the Commission may determine from time to time. The officers shall have such duties, powers and functions as hereinafter provided and consistent with the Act or other provisions of law. All officers shall be elected by the members of the Commission in accordance with section 2 of the Act. Each officer of the Commission shall continue to hold office until his/her successor is appointed or elected and qualifies in his/her stead. If the term of a Commission member should be terminated, his/her term as an officer shall also terminate and at the regular meeting next succeeding such termination the members of the Commission shall elect from among their number a successor to such officer position.

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ARTICLE III – DUTIES OF OFFICERS

1. CHAIRPERSON. The Chairperson shall preside at all meetings of the Commission. He/she shall sign and execute on behalf of the Commission all contracts, notes, bonds, trust indentures or other evidences of indebtedness when so authorized by the Commission, and shall perform such other duties as may be prescribed to him/her by law or by the Commission. The Chairperson shall submit to the Commission such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Commission.
2. SECRETARY. The Secretary shall direct the recording of all votes and direct the recording of the minutes of meetings of the Commission in a journal to be kept for that purpose; direct the serving of notices of all meetings when required; keep in safe custody the seal of the Commission and have power to affix such seal to all documents or other instruments as may be required; and perform all the duties as the Commission may designate.
3. TREASURER. The Treasurer shall direct the keeping of full and accurate and separate accounts of the various funds and money of the Commission. The Treasurer shall at reasonable times present his/her books and accounts to any member of the Commission and render a full financial report when required. He/she shall have such other powers and duties, as are conferred upon him/her by any special or general law.
4. ADDITIONAL DUTIES. The officers of the Commission shall perform such other duties and functions, as may from time to time be required by the Commission, by the By-Laws of the Commission, or by the policies, rules and regulations of the Commission.
5. COMPENSATION. All officers who are also members of the Commission shall serve without compensation, but shall be entitled to reimbursement for their actual and necessary expenses incurred in the performance of their official duties.
6. ADDITIONAL PERSONNEL. The Commission may appoint such other officers and employees as the Commission may require for the performance of its duties, and fix and determine their qualifications, duties and compensation. The Commission may also retain private consultants for professional and technical assistance and advice.
7. BONDING OF OFFICERS. The Treasurer, as provided in section 3 of the Act and such other officers as the Commission may require, shall execute bonds conditioned upon the faithful performance of the duties of their office, the amount and sufficiency of which shall be specified by the Commission and the premiums of which shall be paid by the Commission.

ARTICLE V – GENERAL PROVISIONS

1. FISCAL YEAR. The fiscal year of the Commission shall begin on the first day of January of each year.
2. REGULAR MEETINGS. Regular meetings of the Commission shall take place in the Commission office on the call of the Chairperson or by agreement of a majority of the members. Regular meetings may be adjourned to another time and place at the will of a majority of the members of the Commission present and voting at such meeting. The

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notice of such meeting shall be provided to each member of the Commission by hand delivery or mail received by each member at least twenty-four hours prior to the date of such meeting. Pursuant to Section 104 of the Public Officers Law, notice of such meeting shall be given to the public/media in advance via the website.

3. QUORUM. At all meetings of the Commission, a majority of the members of the Commission then in office shall constitute a quorum, and the vote of a majority of the members present and voting at a meeting of the Commission shall be deemed the act of the Commission. A majority of the members present whether or not a quorum is present may adjourn any meeting to another time and place.
4. ORDER OF BUSINESS. The order of business at regular Commission meetings shall be:
  - (a) Call to order - Determination of quorum
  - (b) Approval of previous meeting minutes
  - (c) Reports of Committees
  - (d) Business/Financial report
  - (e) New business
  - (g) Adjournment
5. COMMITTEES. The Commission shall have a Governance, Audit and Finance Committee. The chairperson of all committees and members of all committees shall be appointed by the Chairperson of the Commission, who shall be an exofficio member of each committee. A quorum of any committee shall consist of a majority of members of that committee.
6. EXECUTION OF INSTRUMENTS. All Commission instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or official or other person or persons as provided in these By-Laws or as the Commission may designate from time to time (e.g. as provided in Commission approved policies and procedures).

## ARTICLE VI – AMENDMENTS

1. AMENDMENTS TO BY-LAWS. The By-Laws of the Commission may be amended with the approval of at least a majority of all of the members of the Commission at a regular or a special meeting. No such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Commission.

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**ALBANY PORT DISTRICT COMMISSION COMMITTEE CHARTER**  
**(March 2010)**

Pursuant to the Public Authorities Law, the Albany Port District Commission (the "Port") establishes board committees with responsibilities pursuant to this written charter.

**PURPOSE**

The purpose of this Committee Charter, and the resulting Committees, are to help improve oversight, accountability, and transparency at the Port, thereby strengthening public confidence in its operations.

**STRUCTURE/COMMITTEES**

The Port shall have a Governance Committee, Finance Committee and an Audit Committee.

- I. The Governance Committee.
  - A. Purpose.
    1. The purpose of the Governance Committee (the "Committee") is to assure that the Port Board fulfills its responsibilities for the promotion of competent, honest and ethical conduct by the Port in all its operations and enhance public confidence in the Port.
  - B. Composition.
    1. The Committee will consist of three members, one of whom will be the Committee Chairperson. The Committee members and Chairperson will be designated by the Chairperson of the Port Board. Members of the Committee shall be "independent" as defined in section 2825 of the Public Authorities Law.
    2. In addition to the three members, the Chairperson of the Port Board shall be a non-voting member of the Committee.
    3. Committee members shall serve annual terms and can be re-appointed or replaced at the end of their term or in other instances, as needed.
  - C. Meetings.
    1. The Committee will meet at least twice a year. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.

2. A minimum of three Committee members, of which two must be voting members, must attend in order to constitute a quorum and to hold a valid meeting.

D. Authority.

1. The Committee has the authority to seek any information it requires from staff, all of whom are directed by the Board to cooperate with the Committee's requests.
2. The Committee has the authority to meet with the Port's staff as necessary.
3. The Port Board shall ensure that the Committee has sufficient resources to carry out its duties.

E. Responsibilities.

1. The Committee shall be primarily responsible for:
  - a. Establishing policies to promote honest and ethical conduct by the Port's directors, officers and employees;
  - b. Keeping the Board informed of "Best Corporate Practices," reviewing corporate governance trends, updating corporate governance principals and advising appointing authorities of the skills and experience required of potential Board Members;
  - c. Reviewing and updating the Port's Code of Ethical Conduct/written policies regarding conflicts of interest;
  - d. Reviewing and updating whistleblower policy;
  - e. Reviewing and updating the Port's written policies regarding procurement of goods and services and the acquisition of real property or interests therein;
  - f. Reviewing and updating the Port's written policies regarding the disposition of real and personal property;
  - g. Reporting on its proceedings at the next full meeting of the Board;
  - h. Reviewing the adequacy of the Committee charter annually; and
  - i. Performing other activities related to this charter as requested by the Board.

II. The Finance Committee

A. Purpose.

1. The purpose of the Finance Committee shall be to (1) ensure the financial health of the Port (2) ensure that Port assets are protected

and resources are used appropriately and (3) assist the Board in understanding the Port's financial condition.

B. Composition.

1. The Committee will consist of three members, one of whom will be the Committee Chairperson. The Committee members and Chairperson will be designated by the Chairperson of the Port Board. Members of the Committee shall be "independent" as defined in section 2825 of the Public Authorities Law.
2. In addition to the three members, the Chairperson of the Port Board shall be a non-voting member of the Committee.
3. Committee members shall serve annual terms and can be re-appointed or replaced at the end of their term or in other instances, as needed.

C. Meetings.

1. The Committee will meet at least four times a year. All Committee members are expected to attend each meeting, in person or via telephone or videoconference
2. A minimum of three Committee members, of which two must be voting members of the Committee, must attend in order to constitute a quorum and to hold a valid meeting.

D. Authority.

1. The Committee has the authority to seek any information it requires from Port staff, all of whom are directed by the Board to cooperate with the Committee's requests.
2. The Committee has the authority to meet with the Port's staff, independent auditors or outside counsel, as necessary.
3. The Board shall ensure that the audit committee has sufficient resources to carry out its duties.

E. Responsibilities.

1. The Committee shall be primarily responsible for:
  - a. In conjunction with the Audit Committee, review and recommend new or revised financial policies to the Board for approval;
  - b. Ensuring that timely and accurate financial data is presented to the Board;
  - c. Review and recommend an annual operating budget for Board approval;

- d. Review the financial performance of ALDC against budget projections for the period to-date;
- e. Develop the investment policy for the Port and review this policy annually;
- f. As necessary, recommend Investment Policy changes to the Board for approval;
- g. Meet with the investment manager (if any) at least annually to review investment performance;
- h. Provide the Board with recommendations concerning the hiring/retention of the investment manager;
- i. Review proposals for the issuance of debt by the Port and make recommendations to the Board;
- j. Reviewing the adequacy of the Committee charter annually; and
- k. Performing other activities related to this charter as requested by the Board.

### III. The Audit Committee.

#### A. Purpose.

- 1. The purpose of the Audit Committee (the “Committee”) is to assure that the Board fulfills its responsibilities for the Port’s internal and external audit process, the financial reporting process and reporting, and the system of internal controls over financial reporting.

#### B. Composition.

- 1. The Committee will consist of three members, one of whom will be the Committee Chairperson. The Committee members and Chairperson will be designated by the Chairperson of the Port Board. Members of the Committee shall be “independent” as defined in section 2825 of the Public Authorities Law.
- 2. Members of the audit committee shall be familiar with corporate financial and accounting practices.
- 3. In addition to the three members, the Chairperson of the Port Board shall be a non-voting member of the Committee.
- 4. Committee members shall serve annual terms and can be re-appointed or replaced at the end of their term or in other instances, as needed.

#### C. Meetings.

1. The Committee will meet at least twice a year. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.
2. The Committee shall meet at least annually, or more frequently if required, in a separate meeting with the Port's independent auditor.
3. A minimum of three Committee members, of which two must be voting members of the Committee, must attend in order to constitute a quorum and to hold a valid meeting.

D. Authority.

1. The Committee has the authority to seek any information it requires from Port staff, all of whom are directed by the Board to cooperate with the Committee's requests.
2. The Committee has the authority to meet with the Port's staff, independent auditors or outside counsel, as necessary.
3. The Board shall ensure that the audit committee has sufficient resources to carry out its duties.

E. Responsibilities.

1. The Committee shall be primarily responsible for:
  - a. Reviewing and approving Port financial statements;
  - b. Appointment, dismissal and compensation of any independent auditor employed by the Port;
  - c. Confirming and assuring the independence of the Port's independent auditor;
  - d. Ensuring that non-audit services are not provided by the Port's independent auditor;
  - e. Overseeing the work of such independent auditor, including the resolution of disagreements with respect to, and overseeing compliance with, accounting policies and principles
  - f. Reviewing and overseeing the Port's internal audit function;
  - g. Overseeing the Port's systems over internal controls and risk assessment, including information technology security and control;
  - h. Establishing procedures for the receipt, retention and treatment of complaints received by the Port regarding accounting, internal controls or auditing matters, including confidential, anonymous submission by employees of the Port of concerns regarding questionable accounting or auditing matters, and act as the point of contact for

investigations and/or matters involving the Inspector General;

- i. Reporting on its proceedings at the next full meeting of the Board;
- j. Providing an open avenue of communication between internal audit, the independent auditors, the Board and staff;
- k. Reviewing the adequacy of the Committee charter annually; and
- l. Performing other activities related to this charter as requested by the Board.

## APDC

### TUITION ASSISTANCE

Overview. The APDC encourages staff to obtain additional formal education, both as matriculated students in degree programs, and through selected individual courses. Full-time permanent employees and part-time permanent employees who work at least 50% time on a regularly scheduled basis are eligible for the tuition assistance program, which provides financial support for approved educational activities at accredited educational institutions.

The course or degree program must enhance the knowledge, skills and abilities the employee can utilize in his/her current job assignment, allow the employee to remain current with innovations and emerging trends in his/her field, improve administrative and management skills, or prepare the employee for promotional opportunities at APDC.

**Employees seeking to utilize the benefits of this program must seek approval of the Business Manager as soon as practicable – preferably before starting a course and not later than the last scheduled event (meeting or exam) in any course. Decisions by the Business Manager are final and employees are encouraged to ask about tuition reimbursement earlier to avoid potential confusion over whether any particular course is reimbursable.**

**Additionally, please note that this program can be terminated or modified at any time, subject to APDC's sole discretion, due to financial constraints or any other reason.**

#### Covered Expenses

Reimbursement may be requested for the cost of course tuition and certain fees: individual course registration fees of up to \$100, and lab/technology fees of up to \$75 per course. Excluded from reimbursement are expenses for meals, lodging, transportation, parking, books, and other expenses indirectly or incidentally related to the educational activity, and also excluding ancillary fees that may be required by the educational institution, including but not limited to application fees, late registration fees, student activity fees, and health care services fees.

#### Reimbursement Requirements

Proof of successful completion of the course must be submitted to the Business Manager. Demonstration of this is considered to be:

- the grade of "C" or higher for all undergraduate coursework;
- the grade of "B" for all graduate level coursework;
- for Pass/Fail courses, "Pass" is required; or
- for courses with a grading convention that does not fit into the above description, the employee applicant must propose the metric for "successful completion" and such metric must be approved by the Business Manager prior to approval of the Course

Employees must remain in APDC's employment through course completion to qualify for reimbursement. An employee who leaves APDC service less than 6 months after completing a reimbursed course must refund such reimbursement to APDC. The employee agrees that repayment may be deducted from the employee's final paycheck if another reimbursement plan is not mutually agreed upon.

#### Reimbursement Limits

Tuition will be reimbursed at the following levels and total amounts, as determined by the Commission:

-- 80 percent for courses designed to enhance employee knowledge that can be brought to bear on APDC business, including courses required for an undergraduate or higher degree, provided the employee is matriculated in a job-related undergraduate or higher degree program;<sup>1</sup> and

-- 100 percent for courses which are directly required for employees' work assignments or which will have special benefits to APDC projects.

The maximum cumulative reimbursement an employee may receive is \$15,000 for those employees with up to five years of APDC service, and \$5,000 for each additional five years of service. Reimbursement for tuition and other costs that are not directly "job related" may represent taxable income to the employee under IRS guidelines.

#### Procedure

The employee must complete a Tuition Reimbursement Request Form; and have it approved by his/her supervisor prior to submitting it to the Business Manager. Submitted requests will be reviewed by the Business Manager, who will notify the employee in writing of the approval or denial of the reimbursement request. A copy of all Request Forms and Determinations shall be maintained in the employee's personnel file.

To receive reimbursement, at the conclusion of the course, the employee must submit to the Director of Human Resources a copy of the approved request form, receipts evidencing the cost of course(s) and evidence of the satisfactory grade (as previously described) attained.

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<sup>1</sup> For employees pursuing undergraduate degrees (B.S., B.A. or Associate's Degrees), the emphasis/major should be on a topic or field that can realistically be expected to improve an employee's job performance, either in his/her current position or another potential position at the APDC – however, this test is meant to be applied broadly to favor qualification. For employees seeking reimbursement for graduate degree courses, the nexus between an employee's job or potential job, must be closely related – this test is meant to be applied more narrowly than the test for undergraduate course reimbursement.

**PUBLIC ACCESS TO RECORDS OF  
THE ALBANY PORT DISTRICT COMMISSION**

1. Purpose and scope
2. Designation of records access officer
3. Location
4. Hours for public inspection
5. Requests for public access to records
6. Subject matter list
7. Denial of access to records
8. Fees
9. Public notice
10. Severability

**1. Purpose and scope**

- a) The people's right to know the process of government decision-making and the documents and statistics related to such decision making is basic to our society. Access to such information should not be thwarted by shrouding it with a cloak of secrecy or confidentiality.
- b) These regulations provide information concerning the procedures by which records may be obtained.
- c) Personnel shall furnish to the public the information and records required by the Freedom of Information Law, as well as records otherwise available by law.
- d) Any conflicts among laws governing public access to records shall be construed in favor of the widest possible availability of public records.

**2. Designation of records access officer**

- a) Albany Port District Commission is responsible for insuring compliance with the regulations herein, and designates the following person(s) as records access officer(s):

General Counsel, 106 Smith Boulevard, Albany, New York, 12202  
518-463-8763 (phone)  
518-463-8767 (fax)  
[towens@portofalbany.us](mailto:towens@portofalbany.us)

- b) The records access officer is responsible for insuring appropriate agency response to public requests for access to records. The designation of a records access officer shall not be construed to prohibit officials who have in the past been authorized to make records are filed, retrieved or generated to assist persons in reasonably describing records. The records access officer shall insure that agency personnel:

1. Maintain an up-to-date subject matter list.
2. Assist persons seeking records to identify the records sought, if necessary, and when appropriate, indicate the manner in which the records are filed, retrieved or generated to assist persons in reasonably describing records.
3. Contact persons seeking records when a request is voluminous or when locating the records involves substantial effort, so that personnel may ascertain the nature of records of primary interest and attempt to reasonably reduce the volume of records requested.
4. Upon locating the records, take one of the following actions:
  - i) Make records available for inspection; or,
  - ii) Deny access to the records in whole or in part and explain in writing the reasons therefore.
- 5) Upon request for copies of records:
  - i) Make a copy available upon payment or offer to pay established fees, if any, in accordance with Section 8; or,
  - ii) Permit the requester to copy those records.
- 6) Upon request, certify that a record is a true copy; and
- 7) Upon failure to locate records, certify that;
  - i) Albany Port District Commission is not the custodian for such records,  
or
  - ii) The records of which the Albany Port District is a custodian cannot be found after diligent search.

### **3. Location**

Records shall be available for public inspection and copying at:

Albany Port District Commission  
Administration Building  
106 Smith Boulevard  
Albany, New York 12202

### **4. Hours for public inspection**

Requests for public access to records shall be accepted and records produced during all hours regularly open for business.

**5. Requests for public access to records**

- a) A written request may be required, but oral requests may be accepted when records are readily available.
- b) If records are maintained on the internet, the requester shall be informed that the records are accessible via the internet.
- c) A response shall be given within five business days of receipt of a request by:
  - (1) informing a person requesting records that the request or portion of the request does not reasonably describe the records sought, including direction, to the extent possible, that would enable that person to request records reasonably described;
  - (2) granting or denying access to records in whole or in part;
  - (3) acknowledging the receipt of a request in writing, including an approximate date when the request will be granted or denied in whole or in part, which shall be reasonable under the circumstances of the request and shall not be more than twenty business days after the date of the acknowledgment, or if it is known that circumstances prevent disclosure within twenty business days from the date of such acknowledgment, providing a statement in writing indicating the reason for inability to grant the request within that time and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part; or
  - (4) if the receipt of request was acknowledged in writing and included an approximate date when the request would be granted in whole or in part within twenty business days of such acknowledgment, but circumstances prevent disclosure within that time, providing a statement in writing within twenty business days of such acknowledgment specifying the reason for the inability to do so and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part.
- (d) In determining a reasonable time for granting or denying a request under the circumstances of a request, personnel shall consider the volume of a request, the ease or difficulty in locating, retrieving or generating records, the complexity of the request, the need to review records to determine the extent to which they must be disclosed, the number of requests received by the agency, and similar factors that bear on the ability to grant access to records promptly and within a reasonable time.

e. A failure to comply with the time limitations described herein shall constitute a denial of a request that may be appealed. Such failure shall include situations in which an officer or employee:

- (1) fails to grant access to the records sought, deny access in writing or acknowledge the receipt of a request within five business days of the receipt of a request;
- (2) acknowledges the receipt of a request within five business days but fails to furnish an approximate date when the request will be granted or denied in whole or in part;
- (3) furnishes an acknowledgment of the receipt of a request within five business days with an approximate date for granting or denying access in whole or in part that is unreasonable under the circumstances of the request;
- (4) fails to respond to a request within a reasonable time after the approximate date given or within twenty business days after the date of the acknowledgment of the receipt of a request;
- (5) determines to grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request, but fails to do so, unless the agency provides the reason for its inability to do so in writing and a date certain within which the request will be granted in whole or in part;
- (6) does not grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request and fails to provide the reason in writing explaining the inability to do so and a date certain by which the request will be granted in whole or in part; or
- (7) responds to a request, stating that more than twenty business days is needed to grant or deny the request in whole or in part and provides a date certain within which that will be accomplished, but such date is unreasonable under the circumstances of the request.

**6. Subject matter list.**

- a) The records access officer shall maintain a reasonably detailed current list by subject matter of all records in its possession, whether or not records are available pursuant to subdivision two of Section eighty-seven of the Public Officers Law.
- b) The subject matter list shall be sufficiently detailed to permit identification of the category of the records sought.
- c) The subject matter list shall be updated annually. The most recent update shall appear on the first page of the subject matter list.

**7. Denial of access to records.**

- a) Denial of access to records shall be in writing stating the reason therefore and advising the requester of the right to appeal to the individual or body established to determine appeals, (who or which) shall be deemed a denial of access.
- b) If requested records are not provided promptly, as required in Section 5 of these regulations, such failure shall also be deemed a denial of access.
- c) The following person or persons or body shall determine appeals regarding denial of access to records under the Freedom of Information Law:

APDC General Manager, 106 Smith Boulevard, Albany, New York, 12202  
518-463-8763 (phone)  
518-463-8767 (fax)  
[rhendrick@portofalbany.us](mailto:rhendrick@portofalbany.us)

- d) Any person denied access to records may appeal within thirty days of a denial.
- e) The time for deciding an appeal by the individual or body designated to determine appeals shall commence upon receipt of a written appeal identifying:
  - 1) the date and location of requests for records;
  - 2) a description, to the extent possible, of the records that were denied; and
  - 3) the name and return address of the person denied access.
- f) A failure to determine an appeal within ten business days of its receipt by granting access to the records sought or fully explaining the reasons for further denial in writing shall constitute a denial of the appeal.
- g) The person or body designated to determine appeals shall inform the appellant and the Committee on Open Government copies of all appeals upon receipt of appeals. Such copies shall be addressed to:

Committee on Open Government  
Department of State  
41 State Street  
Albany, NY 12231

- h) The person or body designated to determine appeals shall inform the appellant and the Committee on Open Government of its determination in writing within ten business days of receipt of an appeal. The determination shall be transmitted to the Committee on Open Government in the same manner as set forth subdivision (f) of this section.

**8. Fees**

- a) There shall be no fee charged for:
  - 1) inspection of records;
  - 2) search for records; or
  - 3) any certification pursuant to this part.
- b) Copies may be provided without charging a fee.
- c) Fees for copies may be charged, provided that:
  - 1) the fee for copying records shall not exceed 25 cents per page for photocopies not exceeding 9 x 14 inches. This section shall not be construed to mandate the raising of (If possible, specify the actual costs of reproduction.)
  - 2) the fee for copies of records not covered by paragraphs (1) and (2) of this subdivision, shall not exceed the actual reproduction cost which is the average unit cost for copying a record, excluding fixed costs of the agency such as operator salaries.

**9. Public notice.**

A notice containing the title or name and business address of the records access officers and appeals person or body and the location where records can be seen or copies shall be posted in a conspicuous location wherever records are kept and/or published in a local newspaper of general circulation.

**10. Severability.**

If any provision of these regulations or the application thereof to any persons or circumstances is adjudged invalid by a court of competent jurisdiction, such judgment shall not affect or impair the validity of the other provisions of these regulations or the application thereof to other persons and circumstances.

Effective Date: 4/26/2010

## ALBANY PORT DISTRICT COMMISSION

**RECORDS MANAGEMENT PROCEDURE*****PURPOSE:***

To provide for the safe and adequate storage; proper retention; systematic legal disposition; and easy retrieval of the records of the Albany Port District Commission ("APDC").

***RETENTION PERIODS:***

APDC, by action of the Board on April 26, 2010, adopted and uses the relevant portions of the records retention and disposition schedule MI-1 of the New York State Archives and Records Administration (modified version exhibited). Schedule MI-1 establishes minimum retention periods for local government records and therefore, determines the time period records are to be maintained before they can be disposed of. The original schedule went into effect on January 6, 1989 and was revised in 1993 and covers the majority of records with the following general exceptions:

1. *\*Records needed for legal actions;*
2. *\*Records of enduring value;*
3. *\*Records created before 1910.*

\*Disposition of the above records is not advisable without consultation and/or permission of the State Archives and Records Administration.

***RETENTION PROCEDURE:***

At present, the APDC stores inactive records in the basement of the APDC Admin Building. Inactive records are stored in document storage boxes which are labeled with the category/covered time period – e.g. "Payroll, 2010" or "Accounts Payable, 2008". After the records have been properly boxed and labeled and before actual storage in the basement, an entry in the "APDC Records Retention Log" will be completed which will provide the labeling information, location, and destruction date for the particular document box. Once a box has been properly labeled and an entry completed in the log, it is ready for storage. The "APDC Records Retention Log" will be maintained by the APDC Business Manager.

***DISPOSITION PROCEDURE:***

Schedule MI-1 sets the minimum retention period for maintaining records, however records may be retained for longer periods if required as in the general exceptions cited above. The APDC Business Manager, who has primary responsibility for implementing this policy, or the General Manager can establish a longer retention period if necessary. After the minimum retention period, or some other established longer period, has been reached records can generally be destroyed. This destruction may take the form of shredding, burning, recycling or garbage dumping. In order to

properly document this disposition of records, a "Record Disposal Form" is to be used. The Record Disposal Form must be approved by the APDC Business Manager and Schedule MI-1 establishes that the record of the destruction of other records is a permanent record to be retained.

***Records Disposition Month***

The month of April will normally be designated "APDC Records Disposition Week". Maintaining a consistent records disposition cycle will minimize the amount of future storage space needed.

***RESPONSIBILITY:***

Effective implementation of this policy requires all staff members to be sensitive to the proper retention and disposal of APDC records. The APDC Business Manager is tasked with coordinating the implementation of this policy and with maintaining the "Records Retention Log" and "APDC Record Disposal Form."

## ALBANY PORT DISTRICT COMMISSION

April 19, 2010

Report of Ships-Barges-Tonnages

<u>Ships</u>	<u>March</u>	<u>Year to Date</u>
Grain	0	1
Heavy Lift/Project	4	9
Molasses	0	0
Scrap Iron	0	1
Woodpulp	<u>1</u>	<u>2</u>
<b>Total</b>	5	13

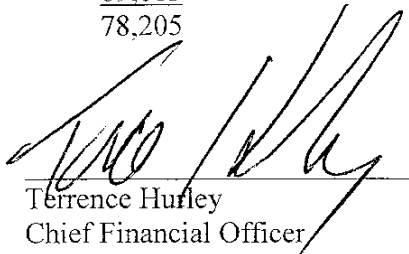
Barges

Heavy Lift/Project	1	1
Lay Berth	0	0

InboundOutbound

<u>Cargo</u>	<u>March</u>	<u>Year to Date</u>	<u>March</u>	<u>Year to Date</u>
Grain	0	0	0	23,698
Heavy Lift/Project	298	298	1,981	5,436
Molasses	0	0	0	0
Scrap Iron	0	0	0	24,631
Woodpulp	2,301	5,703	0	0

	<u>March</u>	<u>Year to Date</u>	<u>Previous Year to Date</u>
<b>Inbound</b>	2,599	6,001	8,592
<b>Outbound</b>	<u>1,981</u>	<u>53,765</u>	<u>69,613</u>
	4,580	59,766	78,205



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	<u>1,838.0</u>	<u>2,248.0</u>
<b>Total</b>	<b>8,849.5</b>	<b>7,162.5</b>



## Bid Proposal

### 1. Revenue to the APDC

Cargill Animal Nutrition ("CAN"), a business unit of Cargill, Incorporated ("Cargill") would like to offer Four Thousand and One Dollars (\$4,001.00) a month for a term of ten (10) years in return for the right to lease the Property under Bid. In addition, CAN will have the Right of First Refusal after the initial ten (10) year lease is completed and at the end of each subsequent lease period for additional renewal rights. Furthermore, CAN intends to construct a Fifty Thousand (50,000) square foot Finished Feed Warehouse on the land we are proposing to lease. With the construction of this warehouse, it would allow us to employ an additional ten (10) Full-Time employees. The warehouse is intended to have ten (10) docks for the loading and unloading of Cargill and CAN products. The warehouse and dock additional would increase the average full truck loads at the Port of Albany by ten (10) full outbound truck loads per week and two (2) inbound full truck loads per week. These trucks would be in addition to what CAN already has entering and exiting the Port of Albany.

### 2. Compatibility of Proposed Use with Port's Operations

CAN's business is directly aligned with the Cargill Grain Division ("CGD") and the Horizon Milling business units of Cargill. The lease of the land and the addition of the warehouse would allow us to increase our overall business within the Port of Albany and provide the Port with additional economic inflow and jobs. With the addition of these tons, the Port Authority Railroad ("Railroad") would also experience an increase in ingredient rail cars currently brought to the CAN facility. These additional cars would provide a boost to the Railroad's revenue.

### 3. Experience of the Bidder

All Cargill companies and business units in the Port of Albany have had an amenable, long standing, working relationship with the Port of Albany. CGD and CAN have been in the Port of Albany for over forty (40) years. Cargill currently has three (3) lease agreements with the Port of Albany and would like to build on that relationship by adding this additional lease. Cargill is a privately held company that employs over 159,000 people in 68 countries and is expanding its capabilities and geographic reach daily. Cargill's Net Earnings were approximately \$3.33 Billion in 2009.

**Port of Albany Bid submitted by The Fort Miller Service Corp.**

**Due 4/16/2010**

**Parcel: Approximately 1.75 acres at 100 Kean St., Port of Albany.**

**Description of current operation at the proposed site**

The site has been leased by subsidiaries of The Fort Miller Group, Inc. since 1975. We have added an additional 4,000 sq. ft. building to the 1.75 acre lot during our tenancy. We currently employ six people at this site which is used exclusively to store and distribute concrete burial vaults and to house related vehicles and equipment. We have no plans of expansion on the current site and will continue to use the site as is.

**Proposed term and options**

A single one year term at \$28,500 annual rent, payable the first of every month.

Two (2), ten year options with an annual increase of 3% per year of the preceding year's rent.

Revenue to the Albany Port District Commission is solely the site rent.

**Financial Responsibility**

The Fort Miller Service Corp. has been in the burial vault business for over 62 years and is a licensed Wilbert dealer. We are owned by The Fort Miller Group, Inc. which has five other subsidiaries; The Fort Miller Co., Inc., Anvil Fence & Supply Co., Inc., Duke Concrete Products, Inc., Tymetal Corp. and Loughberry Manufacturing. We are a privately held group with a superior credit history. Our Bank relationship is with Citizens Bank in Albany. We are happy to provide credit references and our bank contacts should you require. Our payment history with the Port over the past 35 years we have leased the same property is impeccable.



Richard E. Schumaker, Secretary  
The Fort Miller Service Corp.  
688 Wilbur Ave.  
Greenwich, NY 12834



Date

518-695-5000 x207  
rschumaker@fmgroup.com



## **ALBANY PORT DISTRICT COMMISSION**

ALBANY-RENSSELAER

106 Smith Blvd.

ALBANY, N.Y. 12202 • (518) 463-8763

FAX NO. (518) 463-8767

E-MAIL portofalbany@portofalbany.us

ROBERT F. CROSS  
CHAIRMAN

RICHARD J. HENDRICK  
GENERAL MANAGER

April 26, 2010

In response to the Management Discussion issued by our auditing firm UHY, at last month's board meeting, I have implemented the following:

1. **Segregation of Duties**: A much stronger approach to internal controls will be implemented during 2010. This approach includes the following:
  - A formal "APDC Internal Controls Policy" is being drafted and will be presented to the Board for review/approval on or before the June Board meeting;
  - As part of the APDC Internal Controls Program, a monthly management meeting (3<sup>rd</sup> Thursday of each month) is being held during which the General Manger, Chief Financial Officer, General Counsel, and other management is identifying areas (e.g. procurement, petty cash, etc.) which will be audited internally, audit results documented, corrective actions/training developed to address deficiencies;
  - A policy to separate accounting responsibilities will be adopted within six months to address accounts payable, accounts receivable and account auditing;
2. **Reconcile Accounts to Supporting Documents**: This practice will begin on or before June 1, 2010 and be completed on a monthly basis to identify and correct errors and reduce the possibility of fraud against the Commission. The CFO will be responsible for signing off on the reconciled accounts as accurate.
3. **Enhanced Expense Reimbursement Controls**: This practice has been implemented following the March Board Meeting. No manager or employee will sign approval for personal expense reimbursement. This will be approved by two managers (which must be separate from the requesting manager). I have added the General Counsel to the check approval list.
4. **Adopt a Records Retention Policy**: An APDC Records Retention Policy has been drafted and is presented to the Board for approval during the April Board Meeting. This written policy is in accordance with New York State Archive's guidelines. The Business Manager has been tasked with the implementation, and coordination, of this Policy. Additionally, staff has drafted a FOIL policy for the APDC which is also on the agenda for review/approval during the April Board Meeting.

## **ALBANY PORT DISTRICT COMMISSION**

5. Develop an Accounting Procedures Manual: This is a procedure that has been continuously recommended. The CFO and Data Processing Manager will work with General Counsel to develop written procedures, instructions and duty assignments for all accounting office procedures. This will enable the staff to perform added responsibilities in the event of an extended absence or vacation and address any errors in the system. This is expected to be completed by December 31, 2010. At the same time we are also addressing all staff positions to develop job descriptions and responsibilities.



CITY OF ALBANY  
DEPARTMENT OF GENERAL SERVICES  
OFFICE OF SPECIAL EVENTS  
& VOLUNTEER SERVICES  
CITY HALL  
ALBANY, NY 12207

GERALD D. JENNINGS  
MAYOR

NICHOLAS D'ANTONIO  
COMMISSIONER  
  
SUSAN T. CLEARY  
DIRECTOR OF SPECIAL EVENTS

## City of Albany - Sponsorship Agreement

May 24, 2010

Federal ID #: 14-6002058

**SPONSOR:** Rich Hendrick  
[rhendrick@portofalbany.us](mailto:rhendrick@portofalbany.us)

**EVENT:** 2010 Father's Day Concert

**DATE:** Sunday, June 20 – Albany Riverfront Park

**FEE / LEVEL:** \$25,000 / Title Sponsorship

**Terms & Conditions:** Payment shall accompany agreement. Upon acceptance, there are no refunds for cancellation, for any reason. This Contract represents the entire Contract and understanding between the Parties. This Contract supercedes all other prior oral or written understandings, communications, agreements or Contracts between the Parties. The language of this Contract shall be construed as a whole according to its fair meaning, and not construed strictly for or against any Party. In the event of non-payment of any installment for ten days, the City of Albany may enter judgment, without notice, in the amount of the aforementioned cost, with interest, the full amount claimed to be due and owing to the City of Albany, less that amount which has been paid hereunder, plus any additional costs and disbursements incurred to date. This Contract shall be governed, interpreted and enforced by the laws of the State of New York. The parties specifically consent to the jurisdiction of the Supreme Court, Albany County, New York (or Albany City Court-Civil Part-Albany, New York), and hereby waive service of the summons and complaint and further notice of any proceedings.

Title Sponsorship on all web, print and radio collateral.

Top Tier placement of Port of Albany's logo in all print collateral and print media buys.

Port of Albany's name / logo mentioned or placed in Radio announcements and / or television advertisements (where available)

Port of Albany's logo on a special fixed fireworks piece at the grand finale fireworks.

Backstage meet and greet with talent and photo opportunities (based upon performer contracts).

Port of Albany representative can share in stage remarks with Mayor Jerry Jennings.

Premiere Placement of Port of Albany's banner on the Main Stage.

Port of Albany's will be included in the Main Stage announcements recognizing the title sponsorship.

One prime location available for promotional booth during the event.

Reserved sponsor parking.

Recognition and thank you on sponsor section of our web page [www.albanyevents.org](http://www.albanyevents.org) with linkage to your website.