

ALBANY PORT DISTRICT COMMISSION

MINUTES OF THE MONDAY, DECEMBER 14, 2009 MEETING

Chairman Cross called the meeting to order at 11:00 a.m. In attendance were Commissioners Dean, Ferrara, Tagliento, General Manager Hendrick, Chief Financial Officer Hurley, Business Manager Commisso, Threat Assessment & Security Director Williams, General Counsel Owens, Information Technology Specialist McGuinness, Father Laskovar, and Jack Corella of the Albany Maritime Ministries.

Motion was made to approve the previous minutes by Commissioner Dean, seconded by Commissioner Ferrara and unanimously approved.

Tonnage/Man Hours – Chief Financial Officer Hurley discussed with the Commission the comparisons in the tonnage and man hours during 2009 and 2008. These figures are expected to improve during 2010 (Attachment A).

Ethics Policy – General Counsel Owens reviewed with the members of the APDC's Code Of Ethical Conduct for Members and Employees of the Albany Port District Commission (Attachment B). The document was provided to all Board Members last month and discussed during November's meeting. Following discussion, motion was made to approve the policy by Commissioner Dean, seconded by Commissioner Ferrara and unanimously approved.

Motion was made by Commissioner Dean, seconded by Commissioner Tagliento and unanimously approved to enter into the executive session to discuss on-going litigation matters and potential retention of entities to perform services for the APDC.

Motion was made by Commissioner Dean, seconded by Commissioner Tagliento and unanimously approved to exit the executive session. No action was taken during the executive session.

There being no further business the meeting was adjourned at 12:00 p.m. noting that the next scheduled meeting will be **Wednesday, January 27, 2010 at 12:30 p.m.**

Attachment A

ALBANY PORT DISTRICT COMMISSION

December 7, 2009

Report of Ships –Barges-Tonnages

<u>Ships</u>	<u>November</u>	<u>Year to Date</u>
Grain	0	2
Heavy Lift/Project	4	32
Molasses	0	2
Scrap Iron	1	6
Woodpulp	<u>1</u>	<u>6</u>
Total	6	48

Barges

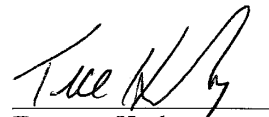
Heavy Lift/Project	0	4
Lay Berth	0	1

Inbound

Outbound

<u>Cargo</u>	<u>November</u>	<u>Year to Date</u>	<u>November</u>	<u>Year to Date</u>
Grain	0	0	0	32,299
Heavy Lift/Project	556	2,880	1,709	20,488
Molasses	0	12,778	0	0
Scrap Iron	0	0	27,054	142,617
Steel	0	0	0	0
Woodpulp	1,602	17,115	0	0

	<u>November</u>	<u>Year to Date</u>	<u>Previous Year to Date</u>
Inbound	2,158	32,773	222,448
Outbound	<u>28,763</u>	<u>195,404</u>	<u>358,092</u>
	30,921	228,137	580,540


 Terrence Hurley
 Chief Financial Officer

Attachment B

CODE OF ETHICAL CONDUCT FOR MEMBERS AND EMPLOYEES OF THE ALBANY PORT DISTRICT COMMISSION

This Code shall apply to all Members and Employees of the Albany Port District Commission (the "Port"), and may be amended only by majority vote of the Members.

1. The Members shall comply with Sections 73 and 74 of the Public Officers Law ("Code") and Executive Order No. 1 as detailed below.
2. **Conflicts of Interest.** No Member or Employee of the APDC should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict (or which may reasonably create a perception of substantial conflict) with the proper discharge of his duties in the public interest.
 - a. Any Member or Employee shall, as soon as practicable, inform the Chairman of the Board of any matter in which the Member's or Employee's participation would give rise to, or which appears likely to give rise to, a conflict of interest or the perception of such a conflict. If the Member/Employee only becomes aware of such a matter during the course of a meeting of the Board, the Member or Employee shall inform the Board at that time.
 - b. A Member/Employee shall not participate in any Board or other discussions nor vote concerning matters as to which the Member/Employee's participation would give rise to a conflict of interest.
 - c. A Member or Employee shall not attempt to influence any management decision in which the Member/Employee's participation would give rise to a conflict of interest.
 - d. Nothing herein shall be deemed to preclude a Member or Employee from submitting for consideration by the Board or management the name of any prospective contractor or applicant for employment, however the Member may not take part in any hiring or employment decision relating to a family¹ member.
 - e. "Conflict of Interest" shall have the meaning set forth in Section 74 of the Public Officers Law and shall specifically be deemed to include, without limitation:
 - i. The contracting or transaction of business with the Port by the Member/Employee or spouse or any member of the Member/Employee's family or any entity in which the Member/Employee or spouse or family is a director, officer or partner; or

¹ For purposes of this policy, the term "family" shall mean any person living in the same household as the Member/Employee and any person related to the Member/Employee within the third degree of consanguinity or affinity.

- ii. The contracting or transaction of business with the Port by any entity in which the Member/Employee, together with the Member/Employee's spouse and any member of the Member/Employee's family, has or have an aggregate beneficial interest of 10% or more; or
- iii. The provision of legal or other representation before the Port on behalf of any party contracting or transacting business with the Port by the Member/Employee or spouse or any member of the Member/Employee's family, any entity in which the Member/Employee or his spouse or family is a director, officer or partner or any entity in which the Member/Employee, together with the Member/Employee's spouse and any member of the Member/Employee's family, has or have an aggregate beneficial interest of 10% or more.

3. **Ethical Standards.**

- a. No APDC Member or Employee of APDC should accept other employment which will impair his independence of judgment in the exercise of his official duties.
- b. No APDC Member or Employee should accept employment or engage in any business or professional activity which will require him to disclose confidential information which he has gained by reason of his official position or authority.
- c. No APDC Member or Employee should disclose confidential information acquired by him in the course of his official duties nor use such information to further his personal interests.
- d. No APDC Member or Employee should use or attempt to use his official position to secure unwarranted privileges or exemptions for himself or others.
- e. No APDC Member or Employee should engage in any transaction as representative or agent of the state with any business entity in which he has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his official duties.
- f. An APDC Member or Employee should not by his conduct give reasonable basis for the impression that any person can improperly influence him or unduly enjoy his favor in the performance of his official duties, or that he is affected by the kinship, rank, position or influence of any party or person.
- g. An APDC Member or Employee should abstain from making personal investments in enterprises which he has reason to believe may be directly involved in decisions to be made by him or which will otherwise create substantial conflict between his duty in the public interest and his private interest.
- h. An APDC Member or Employee should endeavor to pursue a course of conduct which will not raise suspicion among the public that he is likely to be engaged in acts that are in violation of his trust.
- i. No APDC Member or Employee employed on a full-time basis nor any firm or association of which such an officer or employee is a member nor corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such officer or employee, should sell goods or services to any

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