



**ALBANY PORT DISTRICT COMMISSION
MEETING
JANUARY 30, 2023
Immediately following the Governance Committee Meeting**

AGENDA

- 1) **Approval of Minutes from the December 21, 2022 Commission meeting (attached)**
- 2) **Public Comment**
- 3) **Governance Committee Update**
- 4) **Financial Update (by CFO Stuto)**
- 5) **CEO Update (by CEO Hendrick)**
- 6) **Real Property/Development Update (by CCO Daly, SCM Yagan)**
- 7) **Election of 2023 APDC Officers (Resolution 1-2023) (Cnsl. Jordan)**
- 8) **Annual Multi-Year Contract Review (Resolution 2-2023) (Cnsl. Jordan)**
- 9) **Annual Policy Review (Resolution 3-2023) (Cnsl. Jordan)**
- 10) **Sponsorship Request for the Hudson River Trading Game & Navigating the Seas Program (Resolution 4-2023) (Cnsl. Jordan)**
- 11) **Amendment to McFarland-Johnson Beacon Island Infrastructure Improvements Contract (Resolution 5-2023)(CFO Stuto)**
- 12) **Amendment to Expansion Site Preparation Contract (Resolution 6-2023) (CFO Stuto)**
- 13) **Other Business (by Chairperson)**

- 14) Enter Executive Session¹**
- 15) Exit Executive Session**
- 16) Next Meeting: February 28, 2023**

¹ Only if necessary (and if approved by a majority vote of the Commission), to discuss:

- a. matters which will imperil the public safety if disclosed;
- b. any matter which may disclose the identity of a law enforcement agent or informer;
- c. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- d. discussions regarding proposed, pending or current litigation;
- e. collective negotiations pursuant to article fourteen of the civil service law;
- f. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
- g. the preparation, grading or administration of examinations; and
- h. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.



ALBANY PORT DISTRICT COMMISSION
MINUTES OF A REGULAR MEETING
DECEMBER 21, 2022

Commissioner Cinquanti called the meeting to order. In attendance were Commissioners Tagliento and Abriel. Also present were CEO Hendrick, General Counsel Jordan, CCO Daly, CFO Stuto, SCM Yagan, Director of Security Williams and Administrative Assistant DiLillo. Chairperson Steffens attended the meeting virtually. Counsel Jordan noted that Chairperson Steffens would not count as being present for quorum purposes nor would she be voting on any motions.

Commissioner Cinquanti introduced the minutes of the November 28, 2022 Board meeting. No changes were made to the minutes. Commissioner Cinquanti called for a motion to approve the minutes. A motion was made by Commissioner Abriel seconded by Commissioner Tagliento and passed unanimously.

PUBLIC COMMENT

No public comments were made.

AUDIT COMMITTEE UPDATE

Commissioner Cinquanti reported that the Audit Committee met with Brian Kearns and Alex Zhang from UHY Advisors. Mr. Kearns and Mr. Zhang provided the Committee with an overview of the audit process and the new government auditing requirements. Commissioner Cinquanti noted that the Committee will meet again with UHY Advisors in March 2023 for the Audit Report.

FINANCIAL UPDATE

CFO Stuto presented an update of the financials as of November 30, 2022 and the year-end projections. There were no significant changes from previous months. Year to date budget

revenue has a shortfall of \$2.5 million of which \$2.7 million relates to the public/private revenue shortage, offset by other revenues which are ahead by \$196,000. Currently projecting to be ahead of budget at the end of the year by \$450,000. Year to date expenses are under budget by \$3.354 million with expansion project revenue making up \$3.2 million of this variance. Repairs, maintenance and crane repairs are over budget by a combined total of \$132,000, which is consistent with last month. Insurance and service contracts are also trending over budget by \$19,000 and \$23,000 respectively. The remaining expenses are under budget by a combined total of \$316,000. Year-end projection for total operating expenses are under budget by \$55,000. The Port expects to have a favorable net operating income of \$508,000 variance at the end of the year. Depreciation projection remains under budget by \$800,000. Net position before capital funding is expected to be ahead of budget by \$1.4 million at the end of the year. One change from last month's projection is a \$64 million variance, an additional shortfall in the change in net position which relates directly to the timing of the capital grant revenue through the end of the year.

CEO UPDATE

CEO Hendrick updated the Board on the following:

- Port staff continues to meet with tenants regarding on-going projects.
- Port team has been engaging in conversations with National Grid related to the expansion project.
- CEO Hendrick thanked the Commissioners and staff for a successful and productive year.

REAL PROPERTY/DEVELOPMENT UPDATE

SCM Yagan provided the Board with an update on the expansion project. He reported that the EPA accepted the site layout alternatives analysis and the Section 7 Endangered Species review had been satisfactorily closed. The Port received several determinations from NYSDEC, including the SPEDES General Permit for Storm Water Discharges from Construction Activity, Article 11 & Article 15 permits, SEQR findings statement, landfill reclamation plan approval and the groundwater monitoring well plan approval. The Port team is currently coordinating with NYSDEC on the authorization for water withdrawal for fire suppression and the potential material barging to Beacon Island, which are understood to be non-jurisdictional activities.

The Port team is working with the contractor on a scope of services for the demolition work at 700 Smith Blvd. Gilbane has provided a final GMP for the project which included cost savings.

Construction activity has resumed. Contractor continues to work on site access haul roads, site grading and maintenance of timber matting entrance road. South entrance road has been put into operation, currently as an exit only. Groundwater monitoring wells have been installed in accordance with NYSDEC approved plan and temporary sedimentation basins 1 & 2 have been installed. Port staff continues to work with Town of Bethlehem staff to respond to inquiries from residents.

2023 COMMITTEE ASSIGNMENTS

Counsel Jordan presented Resolution 45-2022 related to the appointment of Committee Members for 2023. Counsel Jordan noted that the proposed committee appointments were discussed at the November Governance Committee meeting and that the Committee recommended that the Board approve the appointment of Committee Members as presented. Commissioner Cinquanti called for a motion to approve Resolution 45-2022. A motion was made by Commissioner Abriel, seconded by Commissioner Tagliento and passed unanimously.

EXECUTIVE SESSION

Commissioner Cinquanti called for a motion to enter into Executive Session for the purpose of discussing the proposed acquisition, sale or lease of real property. A motion was made by Commissioner Tagliento, seconded by Commissioner Abriel and passed unanimously.

No action was taken during Executive Session. The regular meeting resumed.

Counsel Jordan noted that Joe Scott from Hodgson Russ joined the Board meeting.

CREATION OF AN LLC.

CCO Daly presented Resolution 46-2022 related to a creation of a limited liability company (LLC). CCO Daly provided the Board with an overview of the APDC's intention of creating an LLC to potentially assist in the financing of the expansion project. After some discussion, Commissioner Cinquanti called for a motion to approve Resolution 46-2022 for the formation of a single member LLC for the purpose of undertaking the expansion project on behalf of the APDC. A motion was made by Commissioner Tagliento, seconded by Commissioner Abriel and passed unanimously.

OTHER BUSINESS

No other business for discussion.

NEXT MEETING

Commissioner Cinquanti informed all those in attendance that **the next meeting of the APDC Board of Commissioners will be held on Monday, January 30, 2023 immediately following the Governance Committee Meeting held at 12 noon.**

Commissioner Cinquanti called for a motion to adjourn the meeting. A motion was made by Commissioner Abriel, seconded by Commissioner Tagliento and passed unanimously.

**RESOLUTION 1-2023
OF THE
ALBANY PORT DISTRICT COMMISSION**

WHEREAS, the Albany Port District Commission (the "APDC") is a public corporation and a district corporation of the state of New York established pursuant to Chapter 192 of the Laws of 1925, as amended; and

WHEREAS, the APDC strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, contributing to the economy of the Capital Region and beyond while emphasizing transparency and public stewardship as prescribed in the APDC Mission Statement; and

WHEREAS, in furtherance of the APDC mission, Article II of the APDC bylaws provides for the election of APDC officers in accordance with APDC's enabling legislation and Public Authorities Law; and

WHEREAS, the Members of the Commission desire to approve the Commissioners listed below as the officers of the APDC for 2023:

Chairperson:	_____
Treasurer:	_____
Secretary:	_____
Assistant Secretary:	_____

NOW, THEREFORE, BE IT RESOLVED, that effective immediately, the APDC elects the Commissioners identified above as the officers of the APDC.

Signed: _____
(Assistant) Secretary

Date of Authorization: January 30, 2023

Prepared by:
Patrick K. Jordan, Esq.

**RESOLUTION 2-2023
OF THE
ALBANY PORT DISTRICT COMMISSION**

WHEREAS, the Albany Port District Commission (the “APDC”) is a public corporation and a district corporation of the state of New York established pursuant to Chapter 192 of the Laws of 1925, as amended; and

WHEREAS, the APDC strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, contributing to the economy of the Capital Region and beyond while emphasizing transparency and public stewardship as prescribed in the APDC Mission Statement; and

WHEREAS, Section 2879 of the New York State Public Authorities Law requires procurement policies of state and local authorities to require annual board review of any contract involving services to be rendered over a period in excess of one year (the “Contracts”); and

WHEREAS, the Contracts requiring review are enumerated on Schedule A, which is attached to this Resolution.

NOW, THEREFORE, BE IT RESOLVED, that the APDC has reviewed the Contracts enumerated on Schedule A.

Signed: _____
(Assistant) Secretary

Date of Authorization: January 30, 2023

Prepared by:
Patrick K. Jordan, Esq.

Resolution 2-2023

SCHEDULE A

APDC ANNUAL SERVICE CONTRACT REVIEW

Vendor Name	Service	Contract start date	Renewal Term	Contract Expiration Date
Intervid	Professional Services Security	08/27/2019	4 one-year renewals	08/26/2024
UHY Advisors	Audit Services	01/01/2021	4 one-year renewals	12/31/2025
Marshall & Sterling	Insurance Service Provider	02/01/2021	3 years with 2 one-year renewals	01/31/2026
CDH	Accounting Software Maintenance Services	09/01/2021	10-year agreement	08/31/2031
Catalyst New York	Government Relations and Representation	11/01/2021	2-year term with 2 one-year renewal	10/31/2025
McFarland Johnson	Professional Engineering Services for Port Expansion Project	05/05/2021	No Renewal	
Moffett Nichol	Professional Engineering Services for Port Expansion Project	05/15/2021	No Renewal	
Hudson Meridian Construction Group	Owner's Representative for Port Expansion Project	05/31/2022	No Renewal	

**RESOLUTION 3-2023
OF THE
ALBANY PORT DISTRICT COMMISSION**

WHEREAS, the Albany Port District Commission (the “APDC”) is a public corporation and a district corporation of the state of New York established pursuant to Chapter 192 of the Laws of 1925, as amended; and

WHEREAS, the APDC strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, contributing to the economy of the Capital Region and beyond while emphasizing transparency and public stewardship as prescribed in the APDC Mission Statement; and

WHEREAS, Section 2824 of NYS Public Authorities Law requires board members of state and local authorities to adopt certain policies related to oversight of management and staff; and

WHEREAS, in accordance with the APDC Committee Charter, annual policy review and approval helps improve oversight, accountability and transparency at the Port, thereby strengthening public confidence in its operations; and

WHEREAS, the APDC Governance Committee has reviewed the APDC Policies enumerated on the attached Schedule A (“Existing Policies”) and recommends the continued approval of the Existing Policies.

NOW, THEREFORE, BE IT RESOLVED, that the APDC approves the Existing Policies enumerated on Schedule A.

Signed: _____
(Assistant) Secretary

Date of Authorization: January 30, 2023

Prepared by:
Patrick K. Jordan, Esq.

Resolution 3-2023

Annual Policy Review

Schedule A

Code of Ethics

Extension of Credit Prohibition

Indemnification

Personnel Handbook

Procurement

Prompt Payment

Property Acquisition

Property Disposition

Sexual Harassment

Whistleblower

**RESOLUTION 4-2023
OF THE
ALBANY PORT DISTRICT COMMISSION**

WHEREAS, the Albany Port District Commission (the “APDC”) is a public corporation and a district corporation of the state of New York established pursuant to Chapter 192 of the Laws of 1925, as amended; and

WHEREAS, the APDC strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, contributing to the economy of the Capital Region and beyond while emphasizing transparency and public stewardship as prescribed in the APDC Mission Statement; and

WHEREAS, the APDC Sponsorship Policy (“Policy”) permits APDC support of events and activities which advance the APDC mission through providing financial assistance in the areas of maritime commerce or economic development; and

WHEREAS, the APDC has been asked to consider sponsoring the Hudson River Trading Game & Navigating the Seas program (2022-2023 School Year) (“Event”); and

WHEREAS, the Event features activities to educate participants in certain economic and navigational aspects of the maritime-industry; and

WHEREAS, the 2023 approved APDC operating budget allocates an amount sufficient to support the Event at a sponsorship level not to exceed \$3,000.

NOW, THEREFORE, BE IT RESOLVED, that the APDC finds that this sponsorship request is in accordance with the Policy and authorizes the CEO to pledge APDC sponsorship of the Hudson River Trading Game & Navigating the Seas Program (2022-2023 School Year) in an amount not to exceed \$3,000.

Signed: _____
(Assistant) Secretary

Date of Authorization: January 30, 2023

Prepared by:
Patrick K. Jordan, Esq.

**RESOLUTION 05-2023
OF THE
ALBANY PORT DISTRICT COMMISSION**

WHEREAS, the Albany Port District Commission (the "APDC") is a public corporation and a district corporation of the State of New York established pursuant to Chapter 192 of the Laws of 1925, as amended; and

WHEREAS, the APDC strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, contributing to the economy of the Capital Region and beyond while emphasizing transparency and public stewardship as prescribed in the APDC Mission Statement; and

WHEREAS, in furtherance of the APDC mission the APDC has embarked on the expansion of the Albany Port District in the Town of Bethlehem and a 14.5 acre site in the City of Albany with a proposed offshore wind tower manufacturing plant (the "Project"); and

WHEREAS, on March 24, 2021 the APDC Board authorized a contract with McFarland-Johnson, Inc. to provide Supplemental Engineering Services for the Phase 1 Infrastructure Design and Permitting related to the Project ("Engineering Services"); and

WHEREAS, additional Town of Bethlehem, regulatory agencies and National Grid requirements lead to scope changes related to civil design, permitting and other miscellaneous services to the Project; and

WHEREAS, these scope changes lead to additional design and field services related to the civil design and approval process, changes to the soil management plan, additional soil sampling, landfill reclamation plan preparation, additional National Grid designs and permits, further regulatory agencies permitting and project related meetings.

NOW, THEREFORE, BE IT RESOLVED, that the APDC authorizes the Chief Executive Officer to execute the necessary documents to process McFarland-Johnson Engineering Services Change Order ECN-04 for the Phase 1 Infrastructure Design and Permitting related to the Expansion Project at a cost not to exceed \$193,646.

Signed: _____
(Assistant) Secretary

Date of Authorization: January 30, 2023

Prepared by:
Patrick K. Jordan, Esq.

**RESOLUTION 06-2023
OF THE
ALBANY PORT DISTRICT COMMISSION**

WHEREAS, the Albany Port District Commission (the “APDC”) is a public corporation and a district corporation of the state of New York established pursuant to Chapter 192 of the Laws of 1925, as amended; and

WHEREAS, the APDC strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, contributing to the economy of the Capital Region and beyond while emphasizing transparency and public stewardship as prescribed in the APDC Mission Statement; and

WHEREAS, on May 6, 2022, the APDC Board authorized a contract with Wm. J. Keller & Sons Construction Corp for Port Expansion Site Preparation – Including Grubbing, Surcharging, Earthwork and Clearing related to the expansion of the Albany Port District in the Town of Bethlehem and a 14.5 acre site in the City of Albany with a proposed offshore wind tower manufacturing plant (the “Project”); and

WHEREAS, during the course of the contracted work additional municipal, agency and utility infrastructure requirements arose causing scope changes to the Project with both civil design and physical construction repercussions; and

WHEREAS, these scope changes thereby caused the budgeted costs related to the Port Expansion Site Preparation to increase to account for these specific requirements associated with the changes needed in civil design and physical construction.

NOW, THEREFORE, BE IT RESOLVED, that the APDC authorizes the Chief Executive Officer to execute the necessary documents to process Wm. J. Keller & Sons Construction Corp. Change Orders for Port Expansion Site Preparation at cost not to exceed \$4,010,046.

Signed: _____
(Assistant) Secretary

Date of Authorization: January 30, 2023

Prepared by:
Patrick K. Jordan, Esq.