



**ALBANY PORT DISTRICT COMMISSION
MEETING**

JANUARY 26, 2022

Immediately following the Governance Committee Meeting

AGENDA

- 1) **Approval of Minutes from the December 15, 2021 Commission meeting (Attached) (Chairperson intro and discussion of minutes by Board)**
- 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)**
- 7) **Election of 2022 APDC Officers (Resolution 1-2022) (Cnsl. Jordan)**
- 8) **Annual Multi-Year Contract Review (Resolution 2-2022) (Cnsl. Jordan)**
- 9) **Annual Policy Review (Resolution 3-2022) (Cnsl. Jordan)**
- 10) **Other Business (by Chairperson)**
- 11) **Enter Executive Session¹**
- 12) **Exit Executive Session**
- 13) **Next Meeting: February 23, 2022**

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 15, 2021

Chairperson Steffens called the meeting to order. In attendance were Commissioners Coffey, Tagliento and Abriel. Also present were CEO Hendrick, General Counsel Jordan, CCO Daly, CFO Stuto, Maritime Business Development Manager Vasil, Director of Security Williams and Administrative Assistant DiLillo.

Chairperson Steffens took a moment to recognize and congratulate Maritime Business Development Manager Tony Vasil who will be retiring from his position with the Port of Albany on December 31, 2021. She thanked Tony for all his dedicated hard work and expertise that he brought to the Port Team. She also thanked him for his military service as well. Chairperson Steffens noted that Tony had been inducted as a lifetime member of the North Atlantic Port Association.

Manager Vasil thanked Chairperson Steffens. He mentioned that he has worked at the Port for more than 30 years, first as a contractor then on staff. Manager Vasil stated that he enjoyed working with various Board Members and staff throughout his time at the Port and he is very proud of all the results that he and his colleagues have achieved over the years.

Chairperson Steffens introduced the minutes of the November 17, 2021 Board meeting. No changes were made to the minutes. Chairperson Steffens 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

Chairperson Steffens reported that the Audit Committee met with Brian Kearns, Alex Zhang and Jessica Blaha from UHY Advisors. Mr. Kearns and Mr. Zhang provided the committee with an overview of the audit process, discussing the objectives, responsibilities, deliverables, timeline and the new auditing requirements. Chairperson Steffens noted that the committee will meet again with UHY Advisors in March for the Audit Report.

FINANCIAL UPDATE

CFO Stuto presented an update of the financials as of November 30, 2021 and the year-end projections. There were no significant changes from the previous month. Operating revenue is forecasted to remain over budget by 10% through the end of the year. The expense forecast variance has increased due to updates in the projections of consultant fees, service contracts and education and training. CFO Stuto expects depreciation to come in below budget due to Warehouse C not being depreciated until 2022. Grant and capital funding is projected to be under budget due to timing in the spending of the TIGER grant. Overall, the change in net position is forecasted to be 4% below the 2021 Budget. This slight decline is directly affected by the grant revenue fluctuation offset by the increase in revenue and expenses.

CEO UPDATE

CEO Hendrick updated the Board on the following:

- Met with Albany County Legislator Carolyn McLaughlin as well as representatives from the DEC, EPA and other federal agencies related to the South End community. CEO Hendrick noted that Ms. McLaughlin spoke highly of the Port staff's efforts in addressing issues and maintaining open communication with the South End neighborhoods.
- Staff met with the Army Corp. of Engineers, DEC and representatives of the Tribal Nations relating to the development of the 80 acre site in the Town of Bethlehem.
- Port Team met with the Hudson River Safety & Navigation Committee, River Keeper and private boaters to discuss movement on the river, addressing barge traffic.
- CEO Hendrick was reelected as president of the North Atlantic Port Association.
- This month a shipment of 12,000 tons of steel coils came into the Port. CEO Hendrick noted that he is hopeful that this continues to grow as the Port moves forward.

Commissioner Coffey asked what the next steps are for the South End community. CEO Hendrick noted that the Port Team will continue to host meetings for the public to openly discuss any areas of concern, focusing on vehicle traffic, air quality and workforce development.

REAL PROPERTY/DEVELOPMENT UPDATE

CCO Daly reported that Anne Pellerin, co-owner of Marmen, along with her HR Manager attended various meetings with Port Staff, Mayor Sheehan, Empire State Development, representatives from Hudson Valley Community College, Capital Region BOCES and various workforce development partners to discuss how all these key partners can assist and collaborate in developing a successful workforce process.

CCO Daly reported that the permitting process for the offshore wind project is in the public comment period which is now open with the Town of Bethlehem. The permit application for the project components related to the City of Albany has been submitted to the City of Albany

Planning Department. Port staff will be hosting a Public Hearing on December 21st in the South End related to the Port expansion project, providing a project overview but focusing on specifics of the project development process and community engagement. Port Staff will also be joining the next South End Neighborhood Association meeting to provide a follow up on the progress of the project.

2022 COMMITTEE ASSIGNMENTS

Counsel Jordan presented Resolution 24-2021 relating to the appointment of Committee Members for 2022. Chairperson Steffens noted that the proposed Committee appointments were discussed at the November Governance Committee meeting and that the Committee recommended that the Board approve the resolution as presented. Chairperson Steffens called for a motion to approve Resolution 24-2021. A motion was made by Commissioner Coffey, seconded by Commissioner Abriel and passed unanimously.

SPECIAL COUNSEL/BOND AND PROJECT FINANCING COUNSEL SERVICES

CFO Stuto presented Resolution 25-2021 relating to Special Counsel/Bond and Project Financial Counsel Services. The APDC had previously retained Hodgson Russ, LLP through a competitive evaluation process for these services. Hodgson Russ has provided their expertise in assisting the APDC team with the Port expansion project. The Port requires the continued expertise and assistance of Hodgson Russ, LLP to continue to work with and on behalf of the APDC and Marmen, Inc., Welcon A/S and Equinor Wind US LLC to develop the operating and financing structure necessary to ensure a successful project and long term tenancy. Port staff recommended that the Board approve the continued retention of Hodgson Russ to provide Special Counsel/Bond and Project Financing Counsel Services at a cost not to exceed \$100,000 for the next phase of the development. Chairperson Steffens called for a motion to approve Resolution 25-2021. A motion was made by Commissioner Coffey, seconded by Commissioner Abriel and passed unanimously.

AUTHORIZING UTILIZATION OF COOPERATIVE PURCHASING CONTRACTS

Counsel Jordan presented Resolution 26-2021 relating to the utilization of cooperative purchasing contracts. The APDC has investigated the opportunities afforded by the State Finance Law and has determined that it would be advantageous for the APDC to “piggyback” off of cooperative purchasing contracts when purchasing materials, equipment, supplies and services. Therefore, Port staff recommended that the APDC Board authorize the utilization of cooperative purchasing contracts to provide materials, equipment, supplies or services to the APDC. Chairperson Steffens called for a motion to approve Resolution 26-2021. A motion was made by Commissioner Coffey, seconded by Commissioner Abriel and passed unanimously.

MARITIME BUSINESS ASSESSMENT

Manager Vasil provided the Board with the Ships, Barges and Tonnage Report and the Longshore Hours Report for November 2021. He reported that ships and barges are up 15%, tonnage is up 18% and longshore hours are up 28% from this time last year.

Commissioner Coffey thanked Manager Vasil for the education that he provided to the Board Members over the years giving them a greater perspective of the maritime industry as well as the supply chain process.

EXECUTIVE SESSION

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

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

OTHER BUSINESS**PROJECT LABOR AGREEMENT FASIBILITY STUDY**

CCO Daly presented Resolution 27-2021 relating to a Project Labor Agreement Feasibility Study. Three responses were received from the RFP. After review of the proposals it was recommended that the Board award the contract to Hill International. Some discussion followed. Chairperson Steffens called for a motion to approve Resolution 27-2021, awarding the contract to Hill International at a cost not to exceed \$29,000. A motion was made by Commissioner Abriel, seconded by Commissioner Tagliento and passed unanimously.

LEASE NEGOTIATION AGREEMENT

Counsel Jordan presented Resolution 28-2021 relating to a lease negotiation agreement. He noted that Port staff has identified additional land for lease or purchase. After some discussion, the Port Team recommended that the Board authorize the CEO to enter into lease negotiations for a 90 day due diligence period regarding a 42.5 acre site. Chairperson Steffens called for a motion to approve Resolution 28-2021. A motion was made by Commissioner Coffey, seconded by Commissioner Abriel and passed unanimously.

NEXT MEETING

Chairperson Steffens informed all those in attendance that **the next meeting of the APDC Board of Commissioners will be held on Wednesday, January 26, 2022 immediately following the Governance Committee Meeting held at 12 noon.**

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

ALBANY PORT DISTRICT COMMISSION
2021 Forecast - Preliminary Results through December 31, 2021

	<u>December 2021</u>	<u>Forecast 2021</u>	<u>Budget 2021</u>	<u>Forecast to Budget Variance</u>	<u>Forecast to Budget Variance %</u>
Operating Revenue:					
Rental Income	296,594	3,552,249	3,564,757	(12,508)	-0.35%
Dockage Fees	32,527	405,176	322,903	82,273	25.48%
Wharfage Fees:					
Calcium Chloride	-	-	-	-	
Liquid Fertilizer / Molasses	-	40,000	8,142	31,858	391.28%
Grain	-	50,000	50,000	-	0.00%
Heavy Lift/Project	-	144,436	75,822	68,614	90.49%
Steel	14,680	164,971	42,623	122,348	287.05%
Woodpulp	4,754	77,401	111,897	(34,496)	-30.83%
Total Wharfage Fees	19,434	476,808	288,484	188,324	65.28%
Buckeye Revenue	50,000	150,000	150,000	-	
Stevedore Fees and Services	48,598	485,302	325,000	160,302	49.32%
Crane Equipment Rental	14,735	271,530	160,000	111,530	69.71%
Security Fees	59,948	427,805	374,590	53,215	14.21%
Other Services and Revenue	72,530	154,887	10,000	144,887	1448.87%
Total Operating Revenue	594,366	5,923,756	5,195,734	728,022	14.01%
Operating Expenses:					
Payroll, Payroll Taxes and Fringe Benefits	230,851	2,762,229	2,779,188	(16,959)	-0.61%
Other Post Retirement Benefit Expense	100,000	100,000	100,000	-	0.00%
Repairs, Maintenance and Utilities	32,059	296,637	226,500	70,137	30.97%
Crane Parts and Repairs	-	97,466	55,000	42,466	77.21%
Insurance	22,829	220,810	250,000	(29,190)	-11.68%
Professional and Consulting Fees	321	148,168	187,000	(38,832)	-20.77%
Service Contracts	21,802	169,791	215,000	(45,209)	-21.03%
Security and Safety Costs	14,544	128,737	141,000	(12,263)	-8.70%
Education and Training	-	1,969	24,000	(22,031)	-91.80%
Office Supplies and Expense	3,331	54,156	46,300	7,856	16.97%
Advertising, Promotion and Association Dues	6,440	87,724	212,965	(125,241)	-58.81%
Contingency	-	-	180,000	(180,000)	-100.00%
Total Operating Expense	432,177	4,067,686	4,416,953	(349,267)	-7.91%
Operating Income (Expense) before other items	162,189	1,856,070	778,781	1,077,289	138.33%
Depreciation and Other (Income) Expenses:					
Depreciation Expense	250,000	2,628,067	2,857,760	(229,693)	-8.04%
Interest Income	(11)	(336)	(10,000)	9,664	-96.64%
Interest Expense	21,014	185,013	210,975	(25,962)	-12.31%
Waterfront Development	932	248,872	284,750	(35,878)	-12.60%
Municipal Support	40,066	160,263	170,000	(9,737)	-5.73%
(Gain)Loss on Asset	-	7,791	-	7,791	
Net Depreciation and Other (Income) Expense	312,001	3,229,670	3,513,485	(283,815)	-8.08%
Change in Net Position Before Capital Funding	(149,812)	(1,373,600)	(2,734,704)	1,361,104	-49.77%
Capital Grant Revenue	2,500,000	8,643,183	10,000,000	(1,356,817)	-13.57%
Change in Net Position	2,350,188	7,269,583	7,265,296	4,287	0.06%

**RESOLUTION 1-2022
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 2022:

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 26, 2022

Prepared by:
Patrick K. Jordan, Esq.

**RESOLUTION 2-2022
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 26, 2022

Prepared by:
Patrick Jordan

Resolution 2-2022

SCHEDULE A

APDC ANNUAL SERVICE CONTRACT REVIEW

Vendor Name	Service	Contract start date	Renewal Term	Contract Expiration Date
Intervid	Professional Services Security	2/1/2019	4 one-year renewals	1/31/2024
UHY Advisors	Audit services	1/1/2021	4 one-year renewals	12/31/2025
Marshall & Sterling	Insurance Service Provider	2/1/2021	3 years with 2 one-year renewals	1/31/2026
CDH	Accounting Software Maintenance Services	9/1/2021	10-year agreement	8/31/2031
Alta	Heavy Vehicle Parts & Repairs	11/9/2021	2 one-year renewals	12/31/2024
Taylor Northeast	Heavy Vehicle Parts & Repairs for Taylor Equipment	11/9/2021	2 one-year renewals	12/31/2024
Catalyst New York	Government Relations and Representation	11/1/2021	2-year term with 2 one-year renewal	10/31/2025

**RESOLUTION 3-2022
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 26, 2022

Prepared by:
Patrick K. Jordan, Esq.

Resolution 3-2022

Annual Policy Review

Schedule A

Code Of Ethics

Extension of Credit Prohibition

Indemnification

Personnel Handbook

Prompt Payment

Property Disposition

Property Acquisition

Procurement Policy

Sexual Harassment

Whistleblower