



**Connecticut Port Authority Board of Directors
Meeting Minutes
September 4, 2019 (12:00 PM)**

**Fort Trumbull Conference Room
90 Walbach Street, New London, CT**

Attendance

- Board Members: Acting Chairperson David Kooris; John Johnson; Parker Wise; Don Frost; Dave Pohorylo; Grant Westerson; Jeff Beckham; Pam Elkow; Mark Rolfe
- CPA Staff: Andrew Lavigne; Joe Salvatore

Phone

- Linda Savitsky; Brian Thompson; Nancy DiNardo; Terry Gilbertson

Absent

- None

Guests

- Brad Berman; H Tucker Braddock; Al Kovalik; Martha Klimas; Dawn Kallen; Bill Gash; Brian Smith; Bruce Carlson; James McKinsey; Paula Clarke; Bruce Kukyla; Cate Hewitt; Kevin Blacker; Ed Evans; Gilles Plante; Bob Dakers; Kyle Knickerbocker; Frank McLaughlin; Paul Whitescarver; Kim Landess

- **Quorum:** Yes

1. Call to Order

The meeting was called to order by Acting Chairperson Kooris at 12:04 p.m.

2. Approval of Special Meeting Minutes

A motion to adopt the minutes was made by Mr. Johnson and seconded by Mr. Westerson, and was so VOTED unanimously.

3. Public Participation Relating to Agenda Items

Kevin Blacker made comments regarding his FOIA requests regarding why the Office Manager/Ethics Officer was let go from CPA and who appointed new officer. Mr. Blacker commented on item #11 and asked if board would do executive sessions in public instead of private. Mr. Blacker also made comments regarding item #12 stating he didn't believe the reasons given for Mr. Matthew's separation from CPA.

Acting Chairperson Kooris thanked Mr. Blacker.

4. Authority Updates and Acting Chairman Remarks

Mr. Kooris discussed upcoming public hearing meeting set on September 17th, 2019 regarding plans for the State Pier. The meeting will be held at Holiday Inn in New London and the time is still to be determined. Briefly went over the items on agenda and the training session for today's meeting. Mr. Kooris also mentioned that all meetings until the end of the year will be held at Fort Trumbull.

5. CT Pilot Commission Report/CT Maritime Coalition Report

Bill Gash stated he sent two letters to Mr. Kooris recommending that CPA seek a legislative change to Connecticut General Statute ch 263, sec 15-13 (b), which sets forth certain requirements for an extension-of-route for Connecticut-licensed marine pilots in western Long Island Sound and Connecticut ports. The second to establish an earmark account using the 6% fee collected by the Authority, specifically to reimburse the Connecticut Pilots for incurred safety and training costs.

6. United States Coast Guard Report

Dawn Kallen stated the Coast Guard is tracking and watching Hurricane Dorian and making everyone aware.

7. Code of Ethics and Freedom of Information Act Training

Tom Header from the FOI Commission conducted FOIA Training. Nancy Nicolescu from the Office of State Ethics conducted the Code of Ethics Training.

8. Break

9. Committee Reports.

(a) Election of members to the Finance Committee

RESOLVED: That John Johnson, Linda Savitsky, Jeffrey Beckham, Parker Wise, and David Kooris are each hereby elected to serve as members of the Finance Committee of the Authority.

Mr. Kooris opened discussion asking if existing members would like to remain or be removed from the Finance Committee. Mr. Johnson and Mr. Wise will remain on the committee and Mr. Pohorylo requested

to be removed at this time. A motion was made by Mr. Westerson and seconded by Ms. Elkow and was so VOTED unanimously.

(b) Standing Committee Discussion

Mr. Kooris stated that over the coming weeks, need to establish additional committees and asked for recommendations. Mr. Johnson request a finite list of committees considered to review. Ms. Elkow suggested that SHIPP should have its own subcommittee.

10. New Business.

(a) Consideration and approval of a resolution authorizing each of the Executive Director and David Kooris to negotiate, execute and deliver a Memorandum of Understanding by and between the Authority and the Office of Policy and Management.

RESOLVED: That, David Kooris, as a member of the Board of Directors, be and hereby is authorized, empowered and directed, for and on behalf of the Connecticut Port Authority, to negotiate, execute and deliver a Memorandum of Understanding by and between the Authority and the Office of Policy and Management, in the form attached hereto as the Exhibit to Agenda Item #10(a), and any and all other reasonable and necessary documents in furtherance thereof, on such terms and provisions that each individually shall deem to be in the best interests of the Authority, and to take such reasonable and necessary actions as are reasonably required in furtherance thereof.

A motion to discuss was made by Mr. Kooris and seconded by Mr. Johnson. Ms. Elkow stated there were no dates on actions but there is a term date. She suggested a timeline and dates be assigned to tasks. Mr. Johnson asked if these could be added at a later date. Mr. Beckham stated he may be a resource to what activities have been and possible targeted dates on next meeting. Mr. Beckham requested that OPM be put on the agenda to give an updated report at the meetings going forward. Was so voted unanimously.

(b) Appointment of (1) an ethics compliance officer pursuant to Section 1-101rr(a) of the General Statutes of Connecticut ("CGS"), and (2) a liaison to the Office of State Ethics pursuant to Section 1-101rr(b) of the CGS.

RESOLVED: That Casandra Berthiaume is hereby appointed to serve as (i) ethics compliance officer of the Connecticut Port Authority, pursuant to Section 1-101rr(a) of the General Statutes of Connecticut ("CGS"), in order to coordinate and monitor the development and implementation of, and compliance with, ethics policies and training programs for the Authority; and (ii) as liaison for the Connecticut Port Authority to the Office of State Ethics, pursuant to Section 1-101rr(b) of the CGS, in order to coordinate the development of ethics policies for the Authority.

A motion was made by Mr. Johnson and seconded by Mr. Beckham and was so VOTED unanimously.

(c) Consideration and approval of a resolution authorizing the adoption of an Ethics Policy.

RESOLVED: That the Ethics Policy substantially in the form attached hereto as the Exhibit to Agenda Item #10(c), is hereby approved.

Mr. Kooris and Ms. Elkow asked for Human Resources Director to be removed in policy since there is not one. A motion was made by Mr. Johnson and seconded by Mr. Wise and was so VOTED unanimously.

Mr. Rolfe would like to see the state law referenced in ethics policy by adding a citation. Ms. Elkow stated that the state law is referenced in the policy. Mr. Rolfe also asked if ethics policy is updated does it require a board action and states CPA always needs to post updated policies. Mr. Westerson asked if it needs to be posted in the workplace and Mr. Kooris and Ms. Palmer stated this should be in the employee handbook and compliance officer should inform all new employees. Ms. Savitsky recommended that the ethics policy be signed forthcoming.

Was so VOTED unanimously.

(d) Discussion of draft Purchasing Policy & potential establishment of a Small Purchasing Policy

Mr. Kooris stated he is wanting to gather thoughts and comments regarding the purchasing policy. Mr. Johnson requested he have some time to look over first. Mr. Beckham asked is the Finance Committee could look over the policy and come back to the board with thoughts and comments.

Was so VOTD unanimously.

Mr. Rolfe thinks the policy reads more like a manual instead of a policy. Mr. Whitescarver explains that previous audits have had issues with not having enough background so more quasi-public agencies have done this.

(e) Consideration and approval of a resolution authorizing the Acting Chair of the Board to negotiate, execute, and deliver a Temporary Service Agreement Extension.

RESOLVED: That each of the Executive Director and David Kooris, as a member of the Board of Directors, be and hereby are individually authorized, empowered and directed, for and on behalf of the Connecticut Port Authority, to negotiate, execute and deliver a Temporary Service Agreement extension by and between the Authority and Creative Financial Staffing, in the form attached hereto as the Exhibit to Agenda Item #10(e), and any and all other reasonable and necessary documents in furtherance thereof, on such terms and provisions that each individually shall deem to be in the best interests of the Authority, and to take such reasonable and necessary actions as are reasonably required in furtherance thereof, provided, however, that the value of such Temporary Service Agreement shall not exceed \$50,000 for Fiscal Year 2019-2020.

A motion was made by Mr. Kooris and seconded by Mr. Johnson to discuss and was so VOTED unanimously.

11. Executive Session pursuant to Sections 1-225(f) and 1-200(6)(A) of the General Statutes of Connecticut, for the purpose of discussing the performance and evaluation of Authority personnel.

RESOLVED: That, pursuant to Sections 1-225(f) and 1-200(6)(A) of the General Statutes of Connecticut, by a two-thirds vote of the members of the Board present and voting, the Board of Directors hereby approves to enter into Executive Session for the purposes of discussing the performance and evaluation of Authority personnel.

A motion was made by Ms. Elkow and seconded by Mr. Johnson to discuss and was so VOTED unanimously.

Board entered into Executive Session at 2:27 pm and exited at 3:03 pm. No votes or actions were taken. Mr. Gilbertson signed off after Executive Session.

12. Consideration and approval of a resolution authorizing David Kooris to negotiate and enter into a Confidential Separation Agreement and General Release by and between the Authority and Evan H. Matthews.

RESOLVED: That David Kooris, as a member of the Board of Directors of the Connecticut Port Authority, be and hereby is authorized, empowered and directed, for and on behalf of the Authority, to negotiate and enter into a Confidential Separation Agreement and General Release with Evan H. Matthews, and to take all reasonable and necessary actions and negotiate, execute and deliver any and all other reasonable and necessary documents in furtherance thereof.

Separation would with Mr. Matthews would be with no severance and be at the end of September.

A motion was made by Mr. Johnson and seconded by Ms. Elkow and was so VOTED unanimously. Ms. Savitsky opposed.

13. Call to the public

No comments from the public.

14. Adjournment

A motion to adjourn was made by Mr. Westerson and seconded by Mr. Johnson, meeting adjourned at 3:08 PM.