

**Louisiana International Deep Water Gulf
Transfer Terminal Authority
Full Board Meeting Minutes- Adopted 10-30-17**

July 24, 2017

Port of St. Bernard Conference Room

1:09pm - 3:14pm

Board Members in Attendance:

A.G. Crowe
John Hyatt
Dennis Crawford
Matt Gresham
Sherri McConnell
Tommy Clark
Senator Norby Chabert
Captain Branch
Captain Miller
Mark Cognevich
Senator Sharon Hewitt

Others in Attendance:

Ralph Fontcuberta- BFM Land Surveyors
Captain Jake Stahl- Marine Expertise
Catherine Dunn- Hill International
Bernie Baisier- Hill International
Robert Ferguson- Hill International
Sergio Aviles- APS Engineering
Tony Ricks- Hill International
Billy Soltz- NAI Latter & Blum
Larry Reodel- LIGTT Legal Counsel
David Fleshman- LIGTT Legal Counsel
Crystal Hutchinson- Administrative Assistant
Tom Thornhill- LIGTT Development Partners
Kyle Schonekas- LDP Legal Counsel

A roll call was conducted and a quorum was established – members present listed above. The Chairman, A.G. Crowe, called the meeting to order at 1:09 pm. Chairman acknowledges guests in attendance as listed above. Commissioner Crawford moved to accept the minutes of the previous meeting as presented. Motion was seconded by Commissioner Hyatt. The motion carried unanimously.

Chairman Crowe acknowledges new board members; Senator Sharon Hewitt, Captain Michael Miller, Senator Norby Chabert. Each new member is given an opportunity to introduce themselves. Chairman Crowe offers to provide an hour orientation for any new members that are interested.

Chairman Crowe acknowledges Kelvin Dedner for his service on the board and announces that Commissioner Dedner is vacating his seat on the board due to a job transfer, leaving an open seat on the board.

Motion to accept the Treasurers Report as presented was made by Commissioner Hyatt and seconded by Commissioner Cognevich. The motion carried unanimously. Senator Hewitt questioned where the deposited funds originated and Commissioner Hyatt explained that the \$20,000 monthly deposit was made by the developer as required in the sublease agreement between the LIGTT Authority and LIGTT Development Partners.

Larry Roedel introduces the contract between Roedel Parsons and the LIGTT Authority and recommends that Commissioner Sherri McConnell abstain when the board votes to approve the contract. The terms of the contract with Roedel Parsons for July 1, 2017 through June 30, 2018 remain the same as previously approved contracts. A motion was made by Chairman Crowe to approve the contract by vote and Commissioner McConnell officially abstains. A vote was taken with responses as follows.

In Favor

Crowe, Hyatt, Crawford, Clark,
Chabert, Hewitt, Branch, Miller,
Gresham, Cognevich

Opposed- None

Abstained- McConnell

The contract with Kelly Smith, CPA was introduced. The terms of the contract with Kelly Smith for July 1, 2017 through June 30, 2018 remain the same as previously approved contract. Motion was made by John Hyatt to approve the contract with CPA, Kelly Smith for accounting services. It was seconded by Commissioner Crawford. A vote was taken with responses as follows.

In Favor

Crowe, Hyatt, Crawford, Clark,
Chabert, Hewitt, Branch, Miller,
Gresham, Cognevich, McConnell

Opposed- None

The annual renewal of Web Hosting and Web Maintenance contract with eSYNC is introduced and discussed. The terms of the contract with eSYNC for July 1, 2017 through June 30, 2018 remain the same as previously approved contract. A motion to approve the contract renewal with eSYNC was made by Commissioner Crawford and seconded by Commissioner Hyatt. The motion passed with no opposition. Commissioner Hewitt questioned how often the website was updated and recommended that meeting minutes be added when approved. Ms. Hutchinson agreed that updates should be made in a timely manner and stated that she is taking a class to learn the format being used by the web designer so that she can make updates to the website as needed.

Chairman Crowe explains that the LLA will be performing Procedural Audits of the LIGTT Authority for the next 3 years and states that he has signed the required documents related to the Audits. The board will be informed of the progress and any findings. Chairman Crowe opened for questions of which there were none.

Motion to approve Budget Revision FY2018-1 as presented was made by Commissioner Hyatt and seconded by Commissioner Cognevich. Motion carried unanimously.

An increase to the FY 2018 Budget was requested to allow for expenses associated with the Operating Expense of monthly phone, internet, and toll free number accounts that were omitted from the original budget. Total increase made to the annual budget is \$1,740.

Motion to approve the previously distributed and reviewed Policy and Procedure manual with the following additions on page 3 was made by Commissioner Crawford and seconded by Commissioner Hyatt. The motion carried with no opposition.

**For purposes of this document, the term Administrative Assistant will also mean Executive Director until such time that an "Official" Executive Director is selected for the Authority according to the guidelines set forth in RS 34:3497.*

Resolution as adopted and signed on the 4th day of April, 2017

Resolved, that the Louisiana International Deep Water Gulf Transfer Terminal Authority ("LIGTT") takes the following action relative to its designation of an Executive Director for certain limited and temporary legislative and governmental purposes including:

- a. To designate its Administrative Assistant with a temporary, additional title of Executive Director, but only to the extent required by Civil Service regulations to perform certain limited administrative functions;
- b. The designation by this resolution does not constitute an official selection of an Executive Director pursuant to La. R.S. 34:3497 A., which selection may occur after confirmation of sufficient funding to support Phase I of the LIGTT Project; and
- c. The Administrative Assistant shall serve in an advisory and a Co-Secretary role to the Board pursuant to La. R.S. 34:3497 B. The compensation for the Administrative Assistant has already been set by the LIGTT Board and is not being altered by this Resolution.

*This manual and revisions are published with the intent of making the major policies of **The Louisiana International Deep Water Gulf Transfer Terminal Authority (LIGTT Authority)** available to each board member and employee. It will be the responsibility of each board member and employee to update their "manual" when revisions are distributed.*

Motion was made by Commissioner Crawford and seconded by Commissioner Hyatt to approve the Dual Job Description for Administrative Assistant/Executive Director with revisions requested by Commissioner Hewitt. The motion passed with no opposition. Commissioner Hewitt requested that the official names of each State Department used in the document be used, as in, Joint Legislative Committee on Budget be used instead of Joint Budget and any other departments named in the document.

Chairman Crowe suggests that the board consider giving new board members time to become familiar with the board and project before electing new Executive Board Members. There is no opposition therefore the election will be postponed until another time.

Chairman Crowe calls attention to the Member Manual's that have been distributed by Ms. Hutchinson. Ms. Hutchinson guides members to section 4 which includes each member's personal LEO number and instructions on how to log into the State Civil Service- LEO website where Annual Ethics Training and Annual Sexual Harassment Prevention Training can be taken. Annual Ethics Training and Sexual Harassment Prevention training must be completed by December 31 of each year.

Tier 2.1 Personal Financial Disclosure Statements are due by May 15 of each year and Section 5 of the manual gives instructions for filing and uploading documents. Ms. Hutchinson offers assistance to anyone that needs help with submitting any of the forms. Chairman Crowe reminds the board that the Ethics Board requires each entity have an Ethics Agent. Ms. Hutchinson has completed the necessary training necessary to be named the Ethics Agent for the LIGTT Authority and was approved as such at the April 4, 2017 board meeting.

Chairman Crowe recommends that selection of the Personnel Advisory Committee and the RFP Committee be postponed. Being that only two Executive Board Members can serve on any Sub-Committee, it would be best to wait until board elects Executive Board Members before forming the Sub-Committees. Members were in agreement.

Mr. Roedel reminds board members that all inquiries, including public record request and information request, are to be routed to Ms. Hutchinson so that they can be handled with consistency and accuracy. All inquiries regarding development or financing interests are to be routed to Ms. Hutchinson and Roedel Parsons so that they can be forwarded to the Development Group as required by our contract.

Mr. Roedel suggests that the board consider entering into Executive Session to discuss legal issues related to the notice period with the Developer.

Chairman Crowe opens floor for guest comments before considering Executive Session. Tony Ricks with Hill International introduced himself and his associates after which he expressed their interest in offering services to the Authority as Program Managers. Chairman Crowe thanks them for their interest in the project.

Motion is made by Commissioner Hyatt and seconded by Commissioner Crawford to enter into Executive Session. Motion carried unanimously. The room is cleared of all visitors and Executive Session begins at 1:48 pm.

Motion to exit Executive Session is made by Commissioner Hyatt and seconded by Commissioner Crawford at 3:13 pm. Motion carried unanimously. Guests are allowed to return to board room. Chairman Crowe calls regular session back to order at 3:14 pm.

There being no further business to come before the Board, Chairman Crowe moved that the meeting be adjourned. Motion carried unanimously. The meeting was adjourned at 3:14 pm.

Crystal Hutchinson
Administrative Assistant