**Louisiana International Deep Water Gulf**

**Transfer Terminal Authority**

**Full Board Meeting Minutes-** Adopted July 24, 2017

April 4, 2017 Port of St. Bernard Conference Room 1:02pm - 2:19pm

**Board Members in Attendance**: **Others in Attendance**:

A.G. Crowe Shane Mutter- Doerr

John Hyatt Captain Jake Stahl- Marine Expertise

Dennis Crawford Col. Terry Elbert- Elbert & Associates

Chris Westbrook William “Bill” Ryan- Trimark

Sherri McConnell Felix Hoskins- Honorary Board Member

Tommy Clark Jean-Paul Richard- Gray Barge

Representative Garofalo

Captain Branch Larry Reodel- LIGTT Legal Counsel

Captain Miller David Fleshman- LIGTT Legal Counsel

Kelvin Dedner Crystal Hutchinson- Administrative Assistant

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 1:02 pm. Chairman acknowledges guests in attendance as listed above. Commissioner Crawford moved to accept the minutes of the previous meeting with the following correction. Motion was seconded by Captain Branch. The motion carried unanimously.

Commissioner \_\_\_\_\_\_\_\_\_\_\_moved to approve the package, Commissioner \_\_\_\_\_\_\_\_\_\_\_\_ seconded and the motion passed with no objections, will be amended to read as follows:

 Commissioner John Hyatt moved to approve the package, Commissioner Dennis Crawford seconded and the motion passed with no objections.

Chairman Crowe acknowledges Scott Becnel for his service to the LIGTT Authority as a member and as Treasurer. Mr. Becnel was replaced by Marc Cognevich at the request of Plaquemines Parish President, Amos Cormier, III. Captain Michael Lorino has been replaced by Captain Michael Miller, President of Associated Branch Pilots. Chairman Crowe welcomes Sherri McConnell, designee of Don Pierson-LED.

Motion to accept the Treasurers Report as presented was made by Commissioner Hyatt and seconded by Commissioner Westbrook. The motion carried unanimously.

Chairman Crowe reported that the LIGTT Authority was required to go before the Legislative Audit Advisory Council regarding the 2016 FY Audit performed by the Legislative Auditors office. Larry Roedel, Chairman Crowe, and Crystal Hutchinson attended the meeting on behalf of the Authority. The findings reported by the LLA and the solutions implemented by the Authority were discussed with the Council.

Motion to approve Budget Revision FY2017-2 as presented was made by Commissioner Crawford and seconded by Commissioner Dedner. There is no discussion or comments. Motion carried unanimously.

Motion to approve FY 2018 Budget as presented was made by Commissioner Westbrook and seconded by Commissioner Hyatt. Motion carried unanimously.

Reminders regarding Ethics requirements for board members are given by Ms. Hutchinson. Tier 2.1 Personal Financial Disclosure Statements are due by May 15, 2017. Ms. Hutchinson offers assistance to anyone that needs help with submitting the forms. In addition to the Financial Disclosure Statements that must be filed annually, board members need to complete Annual Ethics Training and Sexual Harassment training by December 31 each year. The Ethics Board requires that each entity have an Ethics Agent and Ms. Hutchinson has completed the necessary training necessary to be named the Ethics Agent for the LIGTT Authority.

Motion was made by Commissioner Miller and seconded by Commissioner Dedner to name Crystal Hutchinson as the LIGTT Authority’s Ethics Agent. Motion carried unanimously.

Legal counsel Larry Roedel explained that Ms. Hutchinson has the title of Administrative Assistant however based on the enabling legislation, the LIGTT Authority is allowed only one employee, an Executive Director. In order for Ms. Hutchinson to perform her job duties as sole employee of the LIGTT Authority, to be able to sign documents as needed, and to act on behalf of the board in certain circumstances she needs to the additional title of Executive Director. There will be no change in pay and will in no way change her level of liability as it is limited in nature with responsibilities set by the board. When the time comes to name an official Executive Director this will in no way interfere with the process.

Motion was made by Commissioner Crawford and seconded by Commissioner Hyatt to adopt resolution as submitted by legal counsel designating Crystal Hutchinson, LIGTT Authority-Administrative Assistant, with an additional title of Executive Director but only to the extent as required to perform certain limited administrative functions as required by State Civil Service. Motion carried unanimously.

Discussion was opened regarding the draft Internal Policy and Procedures manual and terminology within the document as pertains to the functions of the Administrative Assistant and the Executive Director. Mr. Roedel recommended adding a paragraph at the beginning of the document stating: For purposes of this document, the term Administrative Assistant also means Executive Director.

Motion was made by Commissioner Hyatt and seconded by Commissioner Westbrook to approve the previously distributed draft of the Internal Policies and Procedures with the addition of reflecting that the Administrative Assistant carries the additional title of Executive Director. Motion carried unanimously.

Motion was made by Chairman Crowe and seconded by Commissioner Miller to name John Hyatt as interim Treasurer to give John Hyatt authority to sign checks. Motion carried unanimously.

Motion made by Commissioner Garofalo and seconded by Commissioner Westbrook to compile a job description for the Executive Director which will be simultaneously filled by the Administrative Assistant. Motion carried unanimously.

Discussion regarding upcoming conferences included legal counsel, Larry Roedel, explaining that if we have members going on behalf of their employer or another entity that we may not need to send anyone specifically from the LIGTT Authority.

-Motion made by Chairman Crowe and seconded by Commissioner Crawford approving up to $3,500 in expenses to send two people to the IFFCBANO 2017 Annual Conference in Point Clear, Alabama.

Motion carried unanimously. John Hyatt acknowledged that he will be attending the IFFCBANO Conference on behalf of Erwin Brown. Request was made for additional volunteers, and there were none.

-Motion made by Chairman Crowe seconded by Commissioner Hyatt approving up to $3000 in expenses to send two people to the IRPT Annual Conference in Kansas City, Missouri. Motion carried unanimously. Request was made for volunteers; Crystal Hutchinson will be attending this conference.

-Motion made by Commissioner Garofalo and seconded by Commissioner Dedner approving $400 registration fee to the Ports Association of Louisiana Annual conference for Crystal Hutchinson to attend. Motion passed unanimously. Several board members acknowledged intent to attend on behalf of other entities.

Chairman Crowe requests that legal counsel give a report on the status of the developer. Mr. Roedel suggests that we get a motion, second, and vote to go into Executive Session. Motion is made by Commissioner Hyatt and seconded by Commissioner Westbrook to enter into Executive Session. Motion carried unanimously. The room is cleared of all visitors and Executive Session begins at 1:41 pm.

Motion exit Executive Session is made by Commissioner Hyatt and seconded by Commissioner Westbrook at 2:15 pm. Motion carried unanimously. Guests are allowed to return to board room.

Chairman Crowe calls regular session back to order at 2:16 pm.

A motion is made by Commissioner Hyatt and seconded by Commissioner Crawford to adopt a strategy as outlined by legal counsel to include appropriate notices to the Developer under Article XIII of the Sub Lease and Article 12 of the Development Agreement and to include a request to the Commissioner of Administration for its involvement in the dispute, and to start the Termination Period. Motion carried unanimously.

Chairman Crowe asks that all board members, in effort to avoid all situations with the appearance of conflict, to follow the established protocol of filtering all information requests and inquiries to the Administrative Assistant so that they can be handled in a consistent manner.

There being no further business to come before the Board, Commissioner Dedner moved that the meeting be adjourned. Motion carried unanimously. The meeting was adjourned at 2:19 pm.

Crystal Hutchinson

Administrative Assistant