**Louisiana International Deep Water Gulf**

**Transfer Terminal Authority**

**Full Board Meeting Minutes-** Adopted July 27, 2018

March 8, 2018 Port of St. Bernard Conference Room 1:03pm - 2:32pm

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

A.G. Crowe Crystal Hutchinson- Executive Director

John Hyatt Captain Jake Stahl- Marine Expertise

Dennis Crawford Billy Soltz- NAI Latter & Blum Commerce

Captain Mark Gognevich Tom Thornhill- LIGTT Development Partners

Sherri McConnell Jim Woodworth- LIGTT Development Partners

Matthew Gresham Richard Voorhies- Voorhies Consulting

Captain Branch Larry Reodel- LIGTT Legal Counsel

Representative Garofalo

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 1:03 pm. Chairman acknowledges guests in attendance as listed above.

Commissioner Hyatt moved to accept minutes of the previous meeting and dispose with the reading of the same. Motion carried unanimously.

Motion is made by Chairman Crowe to have Commissioner Hyatt give the Treasurer’s Report that was omitted on the Agenda. Motion carried unanimously. Commissioner Hyatt made motion to accept the treasurer’s report as distributed and discussed. Motion carried unanimously.

Chairman Crowe states that all LLA findings for FY-16 were corrected. All board members received copies of the FY-17 Audit Report from the LLA. There was one finding for FY-17, relative to how payables and receivables are recorded, which has been corrected. Chairman opened for discussion, there was none.

Tom Thornhill and Jim Woodworth provide an update on the status of the project. Permitting is underway for Crude, Refined Products, LNG, and Container Transfer Terminal. There are several JV Agreements and LOI’s related to the different verticals. There is discussion regarding the offshore location and landside sites that will support the offshore location. Commissioner Gresham questions if the landside sites will be for docking and states that this was not in the original plan for the project. Mr. Thornhill explains that the enabling statute for the LIGTT allows for landside facilities that will support the LIGTT offshore site. Mr. Roedel acknowledges Chairman Greshams concerns and states that they will be addressed in depth in Executive Session during discussion of the LOI between LDP and SeaPoint, then reiterates that the LIGTT enabling statute allows for the development of onshore facilities that will support the offshore LIGTT facility.

Crystal Hutchinson discussed Ethics Training Requirements and provided each member with documentation related to the deadlines and obligations for each of the required trainings/reporting. Emails will be sent out to remind board members of the deadlines.

 Tier 2.1 Personal Financial Disclosure Statement- Deadline May15, 2018

 Preventing Sexual Harassment Training- Deadline December 31, 2018- LIGTT Authority Deadline October 31, 2018

 Annual Ethics Training- Deadline December 31, 2018- LIGTT Authority Deadline October 31, 2108

Motion made by Chairman Crowe to give Treasurer and President the authority to authorize expenditures up to $5000 for travel related to LIGTT Authority business and Industry related events provided the expenses do not exceed the allotted line item in the budget for conferences and travel expenses. Voting in favor were A.G Crowe, John Hyatt, Dennis Crawford, Sherri McConnell, Ray Garofalo, Ronald Branch, Matthew Gresham, Mark Cognevich. Voting against were none. The motion carries unanimously.

Chairman Crowe opened discussion related to possible legislative changes to be considered during the 2018 Legislative Session.

 Reduction in the size and composition of the board:

 Quorum Issues- board meetings often have to be rescheduled due to lack of a quorum. Commissioner Gresham states that the Port of Baton Rouge is the only other port in the PAL that has 15 board members. He states that the average number of members is 7-9.

 Additional changes to bring in more industry related members

 Larry Roedel questions how we determine which seats should be eliminated. Commissioner McConnell suggests we begin with focus on any redundancies within the board and that we seek input from the Governor’s office.

 Commissioner Garofalo adds that he feels it is important to retain seats and or create seats for the legislative delegation of Plaquemines Parish and suggests allowing certain members to assign a proxy when they are unable to attend a meeting.

Commissioner Gresham mentions several bills that PAL is working on that are relevant to the Port Industry and agrees to provide information on these to the board.

Motion is made by Commissioner Hyatt and seconded by Commissioner Gresham to authorize the Executive Board, with the direction of Commissioner Garofalo, to work on legislation and file a bill to restructure board. Motion carries unanimously.

Motion was made by Commissioner Branch to ratify the Executive Board’s approval of expenses, approximately $2000, related to Crystal Hutchinson attending the IRPT Annual Conference in Cincinnati. Motion carried unanimously.

Chairman Crowe asks if there is any more business that needs to be discussed. There is none. Motion to enter Executive Session is made by Commissioner Branch at 1:39.

Motion to end Executive Session and return to Regular Session was made by Chairman Crowe at 2:15.

Motion to adopt the following resolution was made by Commissioner Hyatt and Seconded by Commissioner Crawford. Motion to adopt carries unanimously.

 RESOLVED that the Louisiana International Deep Water Gulf Transfer Terminal Authority (“Authority”), on the recommendation of its Executive Board, hereby approves the retention of Capt. Jeffrey W. Monroe to provide professional services to the Authority with specific concentrations on rate analysis, tariff recommendations, licensing and permitting issues, and other logistical port advice that may be needed by the Authority as the Authority works with the Developer and other public entities in moving the LIGTT Project forward. Capt. Monroe’s Resume and biographical information are attached to this Resolution. His hourly rate will be set not to exceed $150 per hour with an initial cap of $10,000 for those services, which can be amended or changed by the Authority at a subsequent public meeting. A.G. Crowe will be authorized to sign a Retention Letter or Agreement with Capt. Monroe to officially retain his professional services.

Motion to adopt the following resolution was made by Commissioner Garofalo and Seconded by Commissioner Hyatt. Motion to adopt carries unanimously.

 RESOLVED that the Louisiana International Deep Water Gulf Transfer Terminal Authority (“Authority”), on the recommendations of its Legal Counsel and its Executive Board, hereby approves as to form only, the September 18, 2017 Letter of Intent by and between LIGTT Development Partners, L.L.C and its subsidiary, Midstream Holdings, L.L.C. and Sea Point, L.L.C. Further, A.G. Crowe and/or the Authority’s Legal Counsel, Larry Roedel, are authorized to sign this Letter of Intent on behalf of the Authority indicating its approval as to form only, and without binding the Authority or any of its Members to take any action or make any endorsement, financially or otherwise, with the substance of the Letter of Intent being between the parties to the Letter of Intent.

There being no more business to come before the Board, Commissioner Hyatt moved that the meeting be adjourned. Motion carried unanimously. The meeting was adjourned at 2:32.

Crystal Hutchinson

Administrative Assistant