**Louisiana International Gulf Transfer Terminal Authority**

**Executive Committee Meeting Minutes-** Adopted3/31/17

January 27, 2017 1515 Poydrus Street, Suite 2330 3:05-3:35

New Orleans, LA 70112

Executive Committee Members in Attendance: Others in Attendance:

A.G. Crowe Larry Roedel- Legal Counsel

Dennis Crawford Crystal Hutchinson- Administrative Assistant

John Hyatt

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 3:05 pm. Commissioner Crawford moved to accept the minutes of the previous meeting and dispense with the reading of the same. Motion carried unanimously.

Chairman Crowe asks the Administrative Assistant, Ms. Hutchinson to leave the room as the first item for discussion is related to her Salary/ Benefit Package. Discussion begins with stating that Ms. Hutchinson has been with the LIGTT Authority for two years and has not received a raise or benefits of any kind up to this point. Chairman Crowe then suggests that the Administrative Assistant position be a salaried position with the salary being based on $20 per hour. He then opens discussion regarding the increase and states that he has discussed it with legal counsel and they have suggested a two part increase beginning with raising to $17.50 first then to the $20.00 per hour. The members discuss that being there was no increase last year, they are comfortable and in agreement to move forward with the $20.00 per hour rate as a basis for the salary. Legal counsel agrees that this is within reason. Further discussion includes that the Administrative will continue to keep time sheets however being that it is a salaried position, the time sheets will be kept for filing purposes only. Administrative Assistant’s Salary/ Benefit Package will be as follows:

-Salary based on a 40 hour week @ $20.00 per hour

-Enters 2017 with one week of paid vacation time off

-Accrues paid time off, vacation and sick leave based on Louisiana State Civil Service Guidelines

-Receives Holiday Pay based on Louisiana State Civil Service Guidelines

-Time sheets will be maintained and filed for information purposes only and can be reviewed by board at any time.

Commissioner Hyatt makes motion to approve the Salary/Benefit Package as stated, Commissioner Crawford seconds, and Chairman Crowe concurs.

Ms. Hutchinson returns to the room.

Chairman Crowe opens discussion regarding the progress being made by the developer of the project and asks Mr. Roedel give a summary of what has transpired since the last update. Mr. Roedel states that because of the lack of information the Board has been able to get from the developer that he has been pushing for a long time through the developer’s lawyers to let him at least see what is being said. Finally yesterday he was invited to him to their (Jim Woodworth’s Attorney’s) conference room where they put their paperwork on the table and they let him see the actual submission to the lender. It had all of the factors and covered all points and sections put in Confidential Memo that was sent to the board this morning. It has the endorsement of all their consultants and their lawyers and has it has been turned in. The expectation is that the funding will take place. The expectation is that the funding will then allow Tom Thornhill to be bought out and no longer be the Co-Manager of the developer. It is his belief that the potential lender is pleased with the management team that includes Tommy Martinez and others. Having said all of that, Mr. Roedel then says that he believes that behind the scenes, Tom Thornhill is taking on some responsibility to find an alternative lender if something would go wrong here. He also believes that Mr. Thornhill has been in contact with a number of potential lenders. He has spoken to Mr. Thornhill briefly about the possibility of meeting with one or more of the potential lenders however that meeting has not materialized. It is possible that a meeting with the Tom side could take place. He states that it is our responsibility to listen to both sides of the Developer and essentially the first one to confirm funding will be the one we move forward with.

Commissioner Crawford requests the cure date and Mr. Roedel states that it is April 3, 2017.

Chairman Crowe asks if information from potential venders sent to Roedel Parsons is being sent to both sides of the development team, Tom Thornhill and Jim Woodworth. Mr. Roedel explains that after being advised by Jim Woodworth’s lawyer that Tom Thornhill was out of the Development Group he had been sending the information only to Mr. Woodworth’s side. Now that he has since heard that Mr. Thornhill is still involved, he will now, cautiously send the inquiries/information to both sides.

Commissioner Crawford asks if we have to wait until the April 3rd cure date to solicit new developers and Mr. Roedel advises that we cannot bring any other developers to the table until after the cure period ends. Chairman Crowe asks if this would even include a prepared strategy for moving forward and Mr. Roedel says that we cannot do anything at all regarding other developers until the cure period ends.

Mr. Roedel reiterates that the LIGTT Authority cannot engage in conversations nor have meetings with another potential developer until the period runs for the developer.

Commissioner Crawford asks if the board has until the April 3rd date to take one or the other options being offered by LMH and Chairman Crowe adds that until that date the board can negotiate with either side of the developer. Mr. Roedel states that when the April 3rd date comes and goes, the LIGTT Authority will have options.

Chairman Crowe states that the good news is that the LIGTT Authority has been legislatively authorized and with the guidance of legal counsel have been managed properly to the point that we signed with a developer and though there are problems within the developers group, we have responded properly based on counsel and we have a deadline for that issue to be resolved one way or another. If resolved before the deadline, great, we move on. If not, we still have a valuable project that people want to be a part of. Whether it is with the current developer or someone new, we will be in a position to look at our options and determine which is best.

Commissioner Hyatt questions whether or not the LIGTT Authority is entitled to the surveys of the ocean bottoms contracted by LMH and the permits LMH applied for and secured on behalf of the project. Mr. Roedel states that he feels that the LIGTT Authority is legally entitled to the documents. Chairman   
Crowe asks if there is anything further that needs to be discussed regarding this matter and there is none.

Chairman Crowe states that there are a few more items for discussion and proceeds with the first item. Ms. Hutchinson gives information regarding the State’s requirement that all boards and commissions have an Ethics Agent/ Liaison that is responsible for making sure all board members and employees complete their annual ethics training. Being that she has done this for the past two years Chairman Crowe makes motion to name the Administrative Assistant, Crystal Hutchinson, as the Ethics Agent/ Liaison for the LIGTT Authority. Commissioner Crawford seconds the motion. Chairman Crowe asked that this be added to the agenda for the next full board meeting for ratification.

Commissioner Hyatt suggests that sending someone to the IFFCBANO Annual Conference be added to the agenda for consideration at the next full board meeting and Ms. Hutchinson agrees to do so.

Mr. Roedel asks to discuss one more item and is given the floor by Chairman Crowe. Mr. Roedel states that he has touched on this several meetings ago but wants to reinforce the importance of following the protocol established by the board regarding vendor and information requests. As the project moves forward, all of us, board member, staff, and developer are going to be contacted by people that want to do business with the project and when those contacts happen it creates an ethic antenna that goes up. As legal counsel, as administrative assistant, as board members, we all have to be extremely careful that we do not engage in business with anyone on this project if we are with a company or employer that has some financial interest that may be seen by a third party, the public, or the Ethics Board as trying to profit from this project. Chairman Crowe states that all inquiries are to be sent to the Administrative Assistant who will then follow up on them with Legal Counsel. Mr. Roedel states that he has put together a memo basically saying, Be Careful, that you do not get dragged in or sucked into a situation not knowing what is going on. Chairman Crowe asks that this be addressed at the next full board meeting and that it be emphasized that all board members notify Administrative Assistant of any perceived conflict of interest when submitting the vendor/information request. At this point, legal counsel can be notified of any conflict prior to turning over the request to the developer. Mr. Roedel circulates the above mentioned memo and agrees to circulate and discuss it at the next fill board meeting.

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 3:35 p.m.