

AMERICA'S CENTRAL PORT DISTRICT – MINUTES OF BOARD MEETING

February 11, 2019

The regular monthly meeting of the America's Central Port District Board was held at the Port District offices on February 11, 2019 at 11:45 a.m.

Roll call:

Tyrone Echols	Present
Ed Hagnauer	Present
John Hamm III	Present
Robert Shipley	Absent
Steve Signall	Present
Tom Thompson	Present
Brant Walker	Present

Those present in addition to the above Members were Dennis Wilmsmeyer, Robbie Williams, Frank Papa, Judy Truskowski, Salina Alfaro, LaMyeia Bradshaw, Alex Burkart, Mark Spizzo, Christie Voelker, Tom Miller and Ben McCall of Port Staff; and John Papa of Callis Law Firm, as Legal Counsel.

Chairman Walker asked for Public Comment. Hearing none, Chairman asked for the approval of the Minutes of the last regular meeting of January 14, 2019, which were submitted in advance to each Board Member. Mr. Signall moved that the Minutes of the meeting be approved. Mr. Hagnauer seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Hamm  
Signall  
Thompson  
Walker

Voting Nay - None

Chairman declared motion passed and Minutes approved.

Chairman called for the approval of the Statement of Receipts and Disbursements. Mr. Echols moved that the Statement of Receipts and Disbursements be approved. Mr. Thompson seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Signall  
Thompson  
Walker

Present - Hamm

Voting Nay - None

Chairman declared motion passed and Statement of Receipts and Disbursements approved.

Resolution was presented, entitled "A RESOLUTION APPROVING A LEASE AGREEMENT BETWEEN AMERICA'S CENTRAL PORT DISTRICT AND GRAIN DENSIFICATION INTERNATIONAL." Mr. Hamm moved inasmuch as the Resolution as now presented has been previously circulated in written form to and received by all of the Members of the Board, that the reading of said Resolution be waived and that same be adopted in the written form as now presented. Mr. Echols seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Hamm  
Signall  
Thompson  
Walker

Voting Nay - None

Chairman declared motion passed and Resolution approved.

Resolution was presented, entitled "A RESOLUTION APPROVING COMPREHENSIVE AGREEMENT BETWEEN AMERICA'S CENTRAL PORT DISTRICT AND SCF LEWIS AND CLARK TERMINALS, LLC TO OPERATE A PUBLIC GENERAL CARGO DOCK AT THE GRANITE CITY HARBOR AND TO STORE AND TRANSFER VARIOUS PRODUCTS TO TRUCK OR OTHER MEANS OF CONVEYANCE." Mr. Hagnauer moved inasmuch as the Resolution as now presented has been previously circulated in written form to and received by all of the Members of the Board, that the reading of said Resolution be waived and that same be adopted in the written form as now presented. Mr. Echols seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Hamm  
Signall  
Thompson  
Walker

Voting Nay - None

Chairman declared motion passed and Resolution approved.

Dennis Wilmsmeyer, Executive Director, updated the Members on the Madison Harbor Loan. He stated that, to date, the Port has been given approximately 140 questions from the Bank and the consultant, most recently inquiring about the Board of Commissioners, the unfilled seats of the Board, conveyance deeds, and property that has been sold by the Port. The Bank has now instructed the Port to change its accounting practice to a monthly accrual basis rather than the monthly cash basis that it has been using since 1959.

Discussion was held regarding the Port's initial decision to use Region's Bank as well as the refinance of the loan and the lack of continuity in the management of the loan. Mr. Echols asked who recommended Regions Bank. Mr. Wilmsmeyer stated that it was his recommendation in 2014 to enter into the first loan and subsequent loan agreements with Regions Bank. The Bank, depending upon their findings in this investigation, has several rights including the ability to "call" the loan in demand for immediate full repayment of the loan. Mr. Hagnauer moved that Staff begin discussions with other lenders in the area to determine the most favorable terms for the remaining balance of the loan in the event Regions demands the loan pay off. Mr. Signall seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Hamm  
Signall  
Thompson  
Walker

Voting Nay - None

Chairman declared motion passed and approved.

Mr. Hamm moved that the Engineer's Report be placed on file. Mr. Hagnauer seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Hamm  
Signall  
Thompson  
Walker

Voting Nay - None

Chairman declared motion passed and approved.

Frank Papa, Sales Manager gave a brief overview of the Sales Manager's Report. Mr. Echols moved that the Report be placed on file. Mr. Signall seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Hamm  
Signall  
Thompson  
Walker

Voting Nay - None

Chairman declared motion passed and approved.

Deputy Director, Ben McCall, informed the Members that the Port will be removing the abandoned property left by River's Edge Telecom in the phone room, in accordance with Ordinance No. 145, in order to accommodate AT&Ts fiber optic expansion on the property. Staff has contacted an E-Cycle company to dispose of the electronic equipment that is no longer useful. Mr. Hamm moved that the electronic equipment be removed. Mr. Hagnauer seconded. Roll call:

Voting Aye - Echols  
Hagnauer  
Hamm  
Signall  
Thompson  
Walker

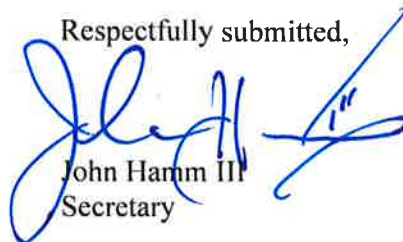
Voting Nay - None

Chairman declared motion passed and approved.

Ben McCall introduced the newest member of staff, Alex Burkart, Marketing Director.

There being no further business to come before the Board, Mr. Thompson moved that the Meeting be adjourned. Mr. Hagnauer seconded and, with all Members present and voting Aye, Chairman declared motion passed and meeting adjourned.

Respectfully submitted,



John Hamm III  
Secretary