

**MINUTES
PORT OF JOHNSTOWN MANAGEMENT COMMITTEE
MUNICIPAL OFFICE – SPENCERVILLE
THURSDAY, APRIL 16, 2015
6:30 P.M.**

PRESENT:

Chair P. Sayeau
Deputy Mayor P. Taylor
Councillor M. Barrett
Councillor G. Morrell
Councillor K. Smail

STAFF:

R. Dalley, General Manager
R. Bennett, Treasurer
D. McKinstry, CAO/Clerk

1. Call to Order

Chair Sayeau called the meeting to order at 6:30 p.m.

2. Approval of Agenda

The agenda was amended with the addition of:

- bullet point number 5 Investment Policy under 6) Discussion Items
- 7i) Port Governance Motion
- 7j) Port Master Plan

Moved by: P. Taylor, seconded by: M. Barrett that the agenda be approved as amended.

Carried

3. Disclosure of Pecuniary Interest – None

4. Business Arising from the Previous PMC Minutes (if any)

It was noted that Items 6a) and 6b) would be discussed under the first item added to this evening's agenda.

5. Delegations - None

6. Discussion Items

- New Marine Terminal Official Opening – The Chair advised that the Chamber of Marine Commerce will be assisting with coordinating an event planner as well as some promotional work. Invitations have been sent to the Ministers of Infrastructure both federally and provincially, as well as Transport Minister Raitt and the Prime Minister. The Governor General's Foot Guard

have been invited to perform and efforts are underway to have a commercial shipping vessel and a naval vessel on hand for the opening which is planned for June 26.

- Port Governance – Committee discussed the presentation from Bill Johnson made at the Administration & Finance Committee on April 6. The pros and cons with respect to establishing a local board or leaving the status quo were discussed. It was noted that creating the necessary by-laws to establish a local board would take a considerable amount of time and would only be done with a great deal of input from Council. There was discussion about the potential benefits of having non-Council members on the governing body. It was noted that Item 7i) which was added to this evening's agenda was a motion with respect to this issue.
- Master Plan (early concept) – The Port GM provided a high-level snapshot of a business plan that had first been proposed by the consultant MarPro. The need to establish additional bulk storage areas and more rail spurs with a rail loading area was highlighted.
- Reserve Fund for Working Capital – This item was brought forward from the March meeting. It was agreed that this would be tied in with the next discussion item.
- Investment Policy – It was noted that the update cash flow sheets identified a need for approximately \$2M in the fourth quarter of 2015. Committee requested that this item be tabled to the next meeting, and will include the reserve fund item above.

7. Action/Information Items

a) General Manager's Report

Committee reviewed the report; the Port GM noted a generally positive outlook for 2015 at this point.

b) Operation Report

Committee reviewed the Operation Manager's report. The lighting RFP was briefly discussed.

c) Year to Date Statistics

Committee reviewed the Year to Date Statistics.

d) Project Environmental Report – SNC

Committee reviewed the report and discussed turbidity readings and the embayment project at St. Lawrence Parks.

Moved by: M. Barrett, seconded by: P. Taylor that Committee receive, review and approve items 7a), 7b), 7c) and 7d) as presented.

Carried

e) Health & Safety Report

Committee reviewed the report from PRS. Confined Space Entry training was briefly discussed.

Moved by: K. Smail seconded by: P. Taylor that the Health & Safety Report be received, reviewed and approved.

Carried

f) New Marine Terminal – Fencing and Gates

Committee discussed the impact on local fishing, noting that access has been limited since new wharf construction began.

Moved by: M. Barrett seconded by P. Taylor that Committee recommends that Council approve the award of the New Marine Terminal Phase VI – Project #429-300 Fencing and Gates to Burchell Fencing in the amount of \$115,950 with a contingency of 20%.

Carried

g) New Marine Terminal – New Roads Construction

Committee discussed reliability of the recommended contractor and noted the tight timing of the project.

Moved by: P. Taylor seconded by K. Smail that Committee recommends that Council approve the award of the New Marine Terminal Phase VI – Project #429- 204 New Roads Construction contract to Cornwall Gravel Construction Ltd. in the amount of \$258,368.88 with a contingency of 20%.

Carried

h) New Conveyor Belt

Committee was advised that this was for supply only and that installation would be completed by Port staff.

Moved by: G. Morrell seconded by M. Barrett that Committee recommends that Council award the purchase of a new conveyor belt to Applied Power Products in the amount of \$70,400.

Carried

i) Port Governance

Moved by P. Taylor seconded by K. Smail that Whereas in February 2014 Council of the Township of Edwardsburgh/Cardinal engaged the services of Mr. Bill Johnson to review the current Model of Governance under which the Township provides oversight to the Port of Johnstown business enterprise, which is operated as a separate division of the Township of Edwardsburgh/Cardinal, by means of a Port Management Committee of Council subject to all the requirements of the Ontario Municipal Act; and Whereas Mr. Bill Johnson presented his final report, dated June 24, 2014, to Council on July 21, 2014 and recommended that:1.) the current governance structure by means of a Committee of Council was not appropriate; and that 2.) Council should proceed to introduce a Local Board as recognized under subsection 11(2) of the Municipal Act; and Whereas at the Regular meeting of Council on September 2, 2014 staff was directed to begin to action the recommendations of the Port Governance Report gradually by drafting the Establishment and Separation of Management Responsibilities By-Laws, using some current Township policies as templates; and Whereas Mr. Johnson returned on April 6, 2015 to review with the new Council his Final Report and Recommendations and further clarified that the move to establish a Local Board could be regarded as an interim step in moving to a corporate governance structure pending clarification of a number of liability, tax, and federal approval issues; Therefore be it resolved that the Port Management Committee recommend to Council that:1.) Mr. Bill Johnson be engaged on a Fee for Service basis, at the expense of the Township, to begin drafting the Establishment By-Law, Organizational By-Law, Delegation of Powers By-Law, Deeming By-Law, Adoption By-Law, Procedural By-Law, Port's Record-Keeping Responsibilities & Duties By-Law, Board Appointments By-Law, Board of Management Resolutions for confirmation of Chair, Vice-Chair, External Members and Committees and Committee Chairs, and Cancellation of Management Committee By-Law, all as per the attached Part 11 – Recommendations from Mr. Johnson's Final Report, with a view to having all of these various By-Laws complete, reviewed by Council and ready for First & Second Reading by 2015 Third Quarter; and that 2.) Council authorize the Mayor, CAO and other advisors, as required, to begin the process of identifying and resolving the various issues which have been raised in relation to transitioning from the Local Board Governance Model, once fully constituted and fully operational, to a Corporate Model of Governance.

Moved by: K. Smail seconded by P. Taylor that the motion be tabled.

Carried

j) Port Master Plan

Committee discussed the need to formally recognize the deliberation that took place earlier in the meeting. It was noted that the plan is intended as a high-level overview and may change over time and there is good potential for growth.

Moved by: M. Barrett seconded by K. Smail whereas as part of the continuing work regarding the Port Strategic Action Plan, initiated in January

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2013, the Port General Manager has presented a conceptual graphic displaying a basic configuration for the future development of port lands immediately adjacent to the newly constructed Riverside Wharf and has presented a high-level verbal report outlining the rationale behind the conceptual plan; and Whereas the construction of the new wharf was intended as a temporary (except for over-winter loads) reception point for bulk salt cargos which would be moved to other locations pending sale arrangements, in order to free up paved and finished clean wharfage area for the receipt and holding of other bulk cargo both inbound and outbound; and Whereas Council of the Township of Edwardsburgh/Cardinal has initiated a process, with unknown timelines, to terminate the lease arrangements and take vacant possession of the port lands immediately adjacent to the west side of the new wharf; and Whereas the Port Management Committee has just approved and recommended to Council the tendered pricing for the construction of a new access road from County Road 2 which will enter along the west side of port property and provide for more efficient access to the riverside wharf and the additional area represented in the conceptual plan; Therefore be it resolved that the Port of Johnstown Management Committee receives and approves the conceptual graphic and the verbal report as presented and hereby authorizes and directs the Port General Manager to prepare a detailed plan, with short, midterm and long term targets for the development opportunities of the concept plan as based on both the known and anticipated business needs of the lands in question as developing from confidential initial enquiries and confidential conversations with shippers and logistical companies.

Carried

8. Council Inquiries/Notices of Motion

A question was raised and answered with respect to securities in place for the Grain Commission.

Port Manager was thanked for support of a recent Beaver rally.

9. Chair's Report – None

10. Question Period – None

11. Closed Session

Moved by: P. Taylor seconded by G. Morrell that Port of Johnstown Management Committee proceeds into closed session at 7:58 pm in order to address a matter pertaining to:

- A proposed or pending acquisition or disposition of land for municipal or local board purposes, specifically cottage lease update
- Approve minutes of closed session dated February 18, 2015

Carried

Committee discussed recent developments in regard to the termination of leases and gave direction with respect to requested meetings with the cottage leaseholders.

Committee reviewed the minutes of the February 18, 2015 Closed Session.

Moved by: P. Taylor seconded by M. Barrett that the closed meeting does now adjourn and the open meeting of the Port of Johnstown Management Committee does now resume at 8:53 pm.

Carried

Moved by: M. Barrett seconded by G. Morrell that Port Management Committee approves the minutes of the closed meeting of the Committee dated February 18, 2015.

Carried

12. Adjournment

Moved by: P. Taylor that the meeting adjourns at 8:55 p.m.

Carried

Next meeting will be held on Wednesday, May 20, 2015.

These minutes were approved by Council this 27th day of April, 2015.

Chair



Secretary

