

**Regular Board Meeting**

June 26, 2018 - 2:00 p.m.

380 St. Peter Street, Suite 850 | Saint Paul, MN 55102

**Minutes**

Approval of minutes from the January 23, 2018 and April 24, 2018 Regular Board Meetings

**Conflict of Interest**

Conflicts with any items on the agenda

**New Business**

**Administrative Committee**

1. For Acceptance                      March 31, 2018 Year-to-Date Financial Statements
2. Resolution No. 4632                Adoption of Amended By-Laws

**Credit Committee**

1. Resolution No. 4633                Amendment to Resolution No. 4631 to Comply with DEED's Requirements of the Application for Contamination Cleanup Grant Funds for the Minnesota Chemical Building Renovation/Redevelopment Project
2. Resolution No. 4634                2017 Lease Amendment and Rental Rate Adjustment - Northern Metal Recycling, LLC at Barge Terminal No. 1

**General Matters**

1. Legislative update by Kevin Walli, Fryberger Law Firm
2. Staff Presentations
  - a. Andrea Novak, Marketing Results
  - b. Monte Hilleman, Net Zero Building Update
3. Such other business that may come before the Board

**SAINT PAUL PORT AUTHORITY  
MINUTES OF THE REGULAR BOARD MEETING  
JANUARY 23, 2018**

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The regular meeting of the Port Authority Board was held on January 23, 2018 at 2:04 p.m. in the Board Room of the Saint Paul Port Authority located at 380 St. Peter Street, Suite 850, Saint Paul, Minnesota 55102.

The following Board Members were present:

John Bennett	Paul Williams	Don Mullin
John Marshall	Dai Thao	Dan Bostrom
Nneka Constantino		

Also present were the following:

Lee Krueger	Laurie Hansen	Monte Hilleman
Michael Linder	Ann Kosel	Dana Krueger
Linda Williams	Laurie Siever	Pete Klein
Keith Mensah	Bruce Kessel	Rhett Hebig
Andrea Novak		
Eric Larson, General Counsel, City of Saint Paul		
Kevin Walli, Fryberger Law Firm		
Sam Richie, Fryberger Law Firm		
Betsy Guthmann		
The Honorable John Guthmann		
Susan Guthmann Henry		
Kay Keenan		

**APPROVAL OF MINUTES**

Commissioner Thao made a motion to approve the minutes of the November 28, 2017 Board meeting. The motion was seconded by Commissioner Marshall, submitted to a vote and carried unanimously.

**CONFLICT OF INTEREST**

There were no conflicts of interest with any items on the agenda.

**NEW BUSINESS**  
**CREDIT COMMITTEE**

**RESOLUTION NO. 4621**  
**FUND ALLOCATION**

Motion was made by Commissioner Williams to approve Resolution No. 4621 which was reviewed by the Credit Committee and recommended for approval by the Board. The motion was submitted to a vote and carried unanimously.

At this point, agenda items were taken out of order.

**RESOLUTION NO. 4624**  
**GRANT APPLICATION TO MINNESOTA DEPARTMENT OF  
TRANSPORTATION'S CORRIDORS OF COMMERCE GRANT PROGRAM FOR  
CONSTRUCTION OF A GRADE SEPARATED ENTRANCE TO SOUTHPORT TERMINAL**

Motion was made by Commissioner Williams to approve Resolution No. 4624 which was reviewed by the Credit Committee and recommended for approval by the Board. The motion was submitted to a vote and carried unanimously.

**OTHER BUSINESS**

**LEGISLATIVE UPDATE BY KEVIN WALLI, FRYBERGER LAW FIRM**

Mr. Kevin Walli from Fryberger, Buchanan, Smith & Frederick, P.A. presented the Board with a legislative update and highlighted the following items: timing of the 2018 legislative session; capital budget year: bonding bill and Port's Development Assistance Program; November revenue forecast; February revenue forecast; DEED programs that support MIF, the Job Creation Fund and the Redevelopment Grant Program; Residential PACE; and bonding requests. Mr. Walli also mentioned that he and key Port Authority staff members would be meeting with area legislators and key chairmen regarding projects and objectives.

**CREDIT COMMITTEE**

**RESOLUTION NO. 4622**  
**PUBLIC HEARING - CONVEYANCE OF LAND TO CAMADA LIMITED  
PARTNERSHIP/VOMELA COMPANIES – BEACON BLUFF – PARCEL 2**

Motion was made by Commissioner Williams to approve Resolution No. 4622 which was reviewed by the Credit Committee and recommended for approval by the Board.

Chair Bennett stated that in accordance with Minnesota Law, the Port Authority is required to hold a public hearing regarding Resolution No. 4622, and declared the Public Hearing

open. He asked if anyone in attendance wished to address the Board. No one came forward and, therefore, Chair Bennett declared the Public Hearing closed and asked to take a roll call vote.

Chair Bennett stated that a roll call vote is required under Chapter 469 and the Commissioners voted as follows:

Commissioner Williams	- aye	Commissioner Bostrom	- aye
Commissioner Thao	- aye	Commissioner Marshall	- aye
Commissioner Mullin	- aye	Commissioner Constantino	- aye
Chair Bennett	- aye		

The motion carried unanimously.

**RESOLUTION NO. 4623**  
**PUBLIC HEARING - CONVEYANCE OF LAND TO YEADON REAL**  
**ESTATE, LLC/YEADON DOMES – BEACON BLUFF – PARCEL 4 WEST**

Motion was made by Commissioner Williams to approve Resolution No. 4623 which was reviewed by the Credit Committee and recommended for approval by the Board.

Chair Bennett stated that in accordance with Minnesota Law, the Port Authority is required to hold a public hearing regarding Resolution No. 4623, and declared the Public Hearing open. He asked if anyone in attendance wished to address the Board. No one came forward and, therefore, Chair Bennett declared the Public Hearing closed and asked to take a roll call vote.

Chair Bennett stated that a roll call vote is required under Chapter 469 and the Commissioners voted as follows:

Commissioner Williams	- aye	Commissioner Bostrom	- aye
Commissioner Thao	- aye	Commissioner Marshall	- aye
Commissioner Mullin	- aye	Commissioner Constantino	- aye
Chair Bennett	- aye		

The motion carried unanimously.

**OTHER BUSINESS**

President Krueger updated the Board on the following items: Beacon Bluff Business Center status update, Port Authority branding efforts, February Board retreat and regular meeting, Treasure Island Center status update, and Equity on Ice event details.

President Krueger introduced Rhett Hebig, the Port Authority's newest employee, to the Board. Mr. Hebig was hired to work closely with Andrea Novak as the Marketing Communications Specialist.

**RESOLUTION NO. 4625**  
**TRIBUTE TO THE LATE HOWARD GUTHMANN**

Chair Bennett dedicated Resolution No. 4625 to the late Howard Guthmann for his eight years of service and dedication to the Saint Paul Port Authority. Mr. Guthmann's financial acumen and expertise were instrumental in engineering the Port Authority's financial stability and the revitalization of the Port Authority into an effective and active industrial/commercial/redevelopment force in and for the City of Saint Paul. The Saint Paul Port Authority is now recognized nationally as a leading redevelopment government agency and, in large part, certainly owes its current vibrancy and success to Howard Guthmann.

There being no further business, the meeting was adjourned at 2:42 p.m.

By: \_\_\_\_\_

Its: \_\_\_\_\_

/amk

**SAINT PAUL PORT AUTHORITY  
MINUTES OF THE REGULAR BOARD MEETING  
APRIL 24, 2018**

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The regular meeting of the Port Authority Board was held on April 24, 2018 at 2:52 p.m. in the Board Room of the Saint Paul Port Authority located at 380 St. Peter Street, Suite 850, Saint Paul, Minnesota 55102.

The following Board Members were present:

John Bennett	Paul Williams	Don Mullin
Nneka Constantino	Dan Bostrom	John Marshall
Dai Thao		

Also present were the following:

Lee Krueger	Laurie Hansen	Ann Kosel
Linda Williams	Dana Krueger	Ava Langston-Kenney
Laurie Siever	Pete Klein	Michael Linder
Bruce Kessel	Monte Hilleman	
Eric Larson, General Counsel, City of Saint Paul		
Michelle Hoffman, Clifton Larson Allen		
Chris Knopik, Clifton Larson Allen		
Sally Dybdal, MNDNR		

**APPROVAL OF MINUTES**

Commissioner Constantino made a motion to approve the minutes of the February 27, 2018 Board Retreat. The motion was seconded by Commissioner Mullin, submitted to a vote and carried unanimously.

**CONFLICT OF INTEREST**

Commissioner Constantino informed the Chair that she would abstain from discussion and voting on Resolution No. 4627.

**NEW BUSINESS**

**ADMINISTRATIVE COMMITTEE  
2017 AUDITS (SPPA, EPUC, FEDERAL GRANT)**

Motion was made by Commissioner Marshall to accept the 2017 audits which were reviewed by the Administrative Committee and recommended for acceptance by the Board. The motion was submitted to a vote and carried unanimously.

**RESOLUTION NO. 4626**  
**AUTHORIZATION FOR CONTINUATION OF CAPITAL CITY PROPERTIES CORPORATION**

Motion was made by Commissioner Marshall to approve Resolution No. 4626 which was reviewed by the Administrative Committee and recommended for approval by the Board. The motion was submitted to a vote and carried unanimously.

**CREDIT COMMITTEE**

**RESOLUTION NO. 4627**  
**PUBLIC HEARING – LYNGBLOMSTEN CARE CENTER, INC.**  
**AUTHORIZATION FOR THE ISSUANCE OF BANK-QUALIFIED, TAX-EXEMPT AND**  
**TAXABLE CONDUIT REVENUE BONDS IN THE APPROXIMATE AMOUNT OF \$10,000,000**

Motion was made by Commissioner Williams to approve Resolution No. 4627 which was reviewed by the Credit Committee and recommended for approval by the Board.

Chair Bennett stated that in accordance with Minnesota Law, the Port Authority is required to hold a public hearing regarding Resolution 4627 and declared the Public Hearing open. He asked if anyone in attendance wished to address the Board. No one came forward and, therefore, Chair Bennett declared the Public Hearing closed and asked to take a roll call vote.

Chair Bennett stated that a roll call vote is required under Chapter 469 and the Commissioners voted as follows:

Commissioner Williams - aye	Commissioner Bostrom - aye
Commissioner Thao - aye	Commissioner Marshall - aye
Commissioner Mullin - aye	Commissioner Constantino - abstained
Chair Bennett - aye	

The motion carried by a vote of six with Commissioner Constantino abstaining.

**RESOLUTION NO. 4628**  
**PUBLIC HEARING – CONVEYANCE OF LAND**  
**FOR REVISED TRAIL EASEMENTS THROUGH SOUTHPORT TERMINAL**

Motion was made by Commissioner Williams to approve Resolution No. 4628 which was reviewed by the Credit Committee and recommended for approval by the Board.

Chair Bennett stated that in accordance with Minnesota Law, the Port Authority is required to hold a public hearing regarding Resolution 4628 and declared the Public Hearing open. He asked if anyone in attendance wished to address the Board. No one came forward and, therefore, Chair Bennett declared the Public Hearing closed and asked to take a roll call vote.

Chair Bennett stated that a roll call vote is required under Chapter 469 and the Commissioners voted as follows:

Commissioner Williams - aye  
Commissioner Thao - aye  
Commissioner Mullin - aye  
Chair Bennett - aye

Commissioner Bostrom - aye  
Commissioner Marshall - aye  
Commissioner Constantino - aye

The motion carried unanimously.

**RESOLUTION NO. 4629**

**2018 GRANT APPLICATION AND ACCEPTANCE AUTHORIZATION**

Motion was made by Commissioner Williams to approve Resolution No. 4629 which was reviewed by the Credit Committee and recommended for approval by the Board. The motion was submitted to a vote and carried unanimously.

**RESOLUTION NO. 4630**

**INCREASE WAGE RATE POLICY FOR DEVELOPMENT CRITERIA FOR SUBSIDIZED LAND SALES**

Motion was made by Commissioner Williams to approve Resolution No. 4630 which was reviewed by the Credit Committee and recommended for approval by the Board. The motion was submitted to a vote and carried unanimously.

**RESOLUTION NO. 4631**

**APPLICATION TO MINNESOTA'S DEPARTMENT OF EMPLOYMENT  
AND ECONOMIC DEVELOPMENT, METROPOLITAN COUNCIL AND  
RAMSEY COUNTY FOR CONTAMINATION CLEANUP GRANT FUNDS  
FOR THE MINNESOTA CHEMICAL BUILDING RENOVATION/REDEVELOPMENT PROJECT**

Motion was made by Commissioner Williams to approve Resolution No. 4631 which was reviewed by the Credit Committee and recommended for approval by the Board. The motion was submitted to a vote and carried unanimously.

**GENERAL MATTERS**

There being no further business, the meeting was adjourned at 3:01 p.m.

By \_\_\_\_\_

Its \_\_\_\_\_

/amk




**ST. PAUL PORT AUTHORITY**  
**Managerial Report**  
**Statement of Administrative and Development Operations**  
**Year to Date as of March 31, 2018**

	<b>Actual</b>	<b>Budget</b>	<b>Variance</b>	<b>Notes</b>
<b>REVENUES:</b>				
Tax revenues	\$ 18	\$ -	\$ 18	
Fiscal and administrative fees	194,532	198,732	(4,200)	
Interest on loans	477,053	49,198	427,855	(1)
Reimbursed direct labor	4,252	4,000	252	
Other operating revenue	51,385	61,384	(9,999)	
Interest on investments	(15,968)	6,750	(22,718)	
CCP Grant income	-	175,000	(175,000)	
<b>Total Revenues</b>	<b>711,272</b>	<b>495,064</b>	<b>216,208</b>	
<b>EXPENSES:</b>				
<b>Personnel costs</b>	639,825	714,477	(74,653)	
<b>Professional services:</b>				
Audit fees	18,950	52,700	(33,750)	
Attorney costs	40	70,750	(70,710)	
Other professional fees	35,270	57,024	(21,754)	
<b>Total professional services</b>	<b>54,260</b>	<b>180,474</b>	<b>(126,214)</b>	
<b>Other general costs:</b>				
Office rent	78,893	81,174	(2,281)	
Insurance	23,783	23,784	(1)	
General & administrative expenses	59,994	71,473	(11,479)	
Equipment maintenance	41,623	22,170	19,453	
Depreciation	24,107	29,106	(4,999)	
Marketing	19,866	26,499	(6,633)	
Development	19,083	130,251	(111,168)	
Interest expense	430,343	-	430,343	(1)
Property Maintenance	3,253	6,102	(2,849)	
<b>Total other general costs</b>	<b>700,945</b>	<b>390,559</b>	<b>310,386</b>	
<b>Total Expenses</b>	<b>1,395,030</b>	<b>1,285,510</b>	<b>109,520</b>	
<b>Net Operating Income (Loss)</b>	<b>(683,758)</b>	<b>(790,446)</b>	<b>106,688</b>	
<b>OTHER REVENUES(EXPENSES):</b>				
Other nonoperating expenses	79,549	-	79,549	
<b>Total Other Revenue (Expense)</b>	<b>79,549</b>	<b>-</b>	<b>79,549</b>	
<b>Net Income (Loss) from Administrative &amp; Development Operations</b>	<b>(604,208)</b>	<b>(790,446)</b>	<b>186,238</b>	

Notes (Explanations are provided for variances over \$200,000 and 10% of the YTD Budget:

(1) Interest on internal revolving loan of \$425,895. Interest revenue in Admin with related interest expense in Development.

## MEMORANDUM

**To:** BOARD OF COMMISSIONERS  
**From:** Eric D. Larson   
**Subject:** **ADOPTION OF AMENDED BYLAWS  
RESOLUTION NO. 4632**

**Meeting Date:** June 21, 2018

**Action Requested:**

Adoption of Amended Bylaws.

**Background:**

The Port Authority of the City of Saint Paul's (the "Port Authority") current bylaws were adopted in 1973 and remained unrevised until October 23, 2007, when under Resolution No. 4235 the Board amended the committee quorum and voting requirements.

Resolution No. 4235 established a committee quorum of three or more committee members and an affirmative vote of two committee members, if the quorum was four or fewer commissioners; and a majority vote requirement, if more than four commissioners were present.

Attached to this Memorandum are three documents: (1) the Port Authority's current bylaws, (2) a redlined document showing the proposed bylaws and the changes from what was presented at the strategic planning retreat, and (3) the proposed bylaws (clean version).

At the Board's strategic planning retreat held on February 27, 2018, the Port Authority's general counsel presented to the Board the revised bylaws for consideration and discussion.

The proposed bylaws presented here to the Administrative Committee are substantially similar to the draft bylaws' version presented at the strategic planning session. The attached bylaws (with redline and comments) document describes the governing objectives for the revised bylaws and also shows the changes from the strategic planning session version to the current proposal. Here are a few salient additions or changes between those two versions. The Port Authority's Vision, Mission, and Values statement was added as Article II. The objective to have diverse Board and Committee membership, considering ethnicity, race, national origin, gender, disability, sexual orientation, and gender identity and expression, was added to section 3.05, Board composition, and section 5.06, Committee composition. And, section 4.03, Treasurer's and Assistant Treasurer's Duties, were revised to more clearly reflect and communicate the duties and responsibilities of the treasurer and assistant treasurer.

**Recommendation:**

We recommend adoption of the Amended Bylaws.

Attachments: Current Bylaws  
Proposed Bylaws (redline w/comments)  
Proposed Bylaws (clean version)  
Proposed Resolution

# **BY-LAWS AND RULES OF PROCEDURE OF THE PORT AUTHORITY OF THE CITY OF SAINT PAUL**

## **ARTICLE I.**

### **THE AUTHORITY**

Section 1. Name of Authority. The name of the Authority shall be the Port Authority of the City of Saint Paul.

Section 2. Seal of Authority. The official seal of the Authority shall be in the form affixed hereto.

Section 3. Office of Authority: Place of Meetings. The office of the Authority shall be at such place in Saint Paul, Minnesota, as the Authority may from time to time designate by resolution. Regular and special meetings of the Authority shall be open to the public and shall be held at the office of the Authority; provided, however, that upon five days written notice to the commissioners of the place of such meeting, any regular or special meeting may be held at such other place as the notice shall designate.

## **ARTICLE II.**

### **OFFICERS**

Section 1. Officers. The officers of the Authority shall be a chair, a vice chair, a treasurer, a secretary, assistant secretary, and an assistant treasurer, and such others as from time to time are provided by official action of the Authority.

The chair, vice chair and treasurer shall be elected from among the commissioners. The secretary and assistant treasurer shall be elected by the commissioners but may or may not be members of the commission; any of said offices, except those of chair and vice chair, may be held by one commissioner. The chair shall be the chairman of the commission.

Section 2. Chair. The chair shall have the duties and powers usually attendant upon the office of chair, and such other duties and powers as may be prescribed by statute and as may be provided from time to time by the Authority. He/she shall preside at all meetings of the Authority if he/she is present. At each meeting he/she shall make such reports to the Authority as he/she may deem necessary or as may be required of him/her, and perform such other duties as are incident to his/her office or as are required of him/her by the Authority.

Section 3. Vice Chair. The vice chair shall perform the duties of the chair in his/her absence or incapacity and/or because of death or resignation of the chair, until a new chair is elected.

Section 4. Secretary. The secretary shall perform the duties of the office of the secretary of the Authority and shall preside at all meetings of the Authority in the absence of the chair and vice chair. If an assistant secretary is appointed by the commission, he/she shall perform all the duties of the secretary in the absence or incapacity of the secretary and/or because of resignation or death of the secretary, until a new secretary is elected.

Section 5. Treasurer and Assistant Treasurer. The treasurer shall receive and be responsible for all moneys of the Authority from whatever source derived, and the same shall be deemed public funds; he/she shall also be responsible for the acts of the assistant treasurer. He/she shall disburse the same only on check signed by himself/herself and any other one officer of said Authority who shall be designated by resolution of the Authority, and each check shall state the name of the payee and the nature of the claim for which the same is issued. He/she shall keep an account of any

moneys coming into his/her hands, showing the source of all receipts, the nature, purpose and authority of all disbursements, and at least once each year, at times to be determined by the Authority, shall file with the secretary a detailed financial statement of the Authority showing all receipts and disbursements, the nature of the same, the moneys on hand, and the purpose for which the same are applicable, the credits and assets of the Authority and its outstanding liabilities, which report together with the treasurer's vouchers, shall be examined by the Authority and if found correct approved by resolution entered on the records. The assistant treasurer shall have the powers and perform the duties of the treasurer in the event of the absence or disability of the treasurer.

Section 6. Execution of Instruments. All deeds, contracts, promissory notes, warrants and other instruments, excepting bonds issued by the Authority and excepting checks authorized by the Authority shall be signed by the chair or vice chair and secretary or assistant secretary of the Authority, or if the above officers are not available any two commissioners, or in the event the action approving execution of the instrument shall so provide, the same may be signed by other officers duly authorized thereto by such action.

Checks shall be signed by, or impressed with the facsimile signature of the president, senior vice president-finance, and such other officers who may be authorized by appropriate resolution of the Port Authority from time to time. Except where otherwise provided by law, the Bonds of the Port Authority shall be signed by the person or persons designated in the resolution authorizing the issuance of said Bonds.

### III.

## **TERMS OF OFFICERS**

All officers of the Authority shall be elected at each annual meeting of the Port Authority and shall serve in whatever capacity they are chosen, for a term of one year and until their successors are elected and qualify. In the event the annual meeting is continued and the election held at such continued meeting, all officers elected shall serve until the next annual meeting and until their successors are elected and qualify.

## **ARTICLE IV.**

### **VACANCIES**

Should the office of chair, vice chair, secretary, assistant secretary, treasurer or assistant treasurer become vacant, the Authority shall elect a successor at a regular meeting or a special meeting called for such purpose, and such election shall be for the unexpired term of said office.

## **ARTICLE V.**

### **PRESIDENT AND ADDITIONAL PERSONNEL**

A chief executive officer shall be appointed by the Authority who shall have the title of president, at such compensation, and with such duties as the Authority shall determine by resolution. Said president shall serve at the will and pleasure of the Authority and may be removed without cause by the Authority upon a vote of at least four commissioners. The Authority may, from time to time, employ such additional personnel as it deems necessary to exercise its powers, duties and functions as prescribed by Chapter 469 of Minnesota Statutes and all other laws applicable thereto. The compensation of such personnel shall be determined by the Authority upon the recommendation of the president.

## **ARTICLE VI.**

### **ANNUAL MEETINGS**

The annual meeting of the Authority shall be held on the fourth Tuesday of October of each year at 2:00 p.m.; provided however, that the date of the annual meeting may be postponed to a date on or before December 1 upon the vote of a majority of the commissioners in office at any time taken at any regular or special meeting of the Authority.

## **ARTICLE VII.**

### **REGULAR MEETINGS**

The commissioners of the Authority shall meet on the fourth Tuesday of each month at 2:00 p.m., unless the same shall be a legal holiday in which event the meeting shall be held on the next succeeding secular day. The meeting shall be held at the principal office of the Authority unless a different location of said meeting is specified in the notice as provided in Section 3 of Article I.

## **ARTICLE VIII.**

### **SPECIAL MEETINGS**

Special meetings of the commissioners may be called by the chair, president, or any two commissioners by a writing filed with the president or secretary who shall then mail or personally deliver to all members notice of the time and place of such meeting at least one day before the meeting. The notice shall state the time, place and purpose of the meeting and no other business shall be considered than shall have been specified in the notice. Upon unanimous consent of all members, any of the provisions of this article may be waived.

## **ARTICLE IX.**

### **ADJOURNED MEETINGS**

Any meeting of the Authority may be adjourned from time to time to a specified time and place without additional notice published or otherwise.

## **ARTICLE X.**

### **QUORUM**

The powers of the Authority shall be vested in the commissioners thereof in office at any one time; a majority of whom shall constitute a quorum for all purposes, but a lesser number may adjourn a meeting from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the commissioners present, except as otherwise provided for in the statute or in these by-laws.

## **ARTICLE XI.**

### **ORDER OF BUSINESS**

At the regular meetings of the Authority the following shall be the order of business:

- 1) Roll call
- 2) Approval of the Minutes of the previous meeting
- 3) Finance
- 4) Report of the President
- 5) Old business
- 6) New business
- 7) Adjournment



Upon direction of the chair or on motion of two members of the Authority all resolutions shall be in writing and shall be filed in the journal of the proceedings of the Authority.

## **ARTICLE XII.**

### **MANNER OF VOTING**

The voting on all questions coming before the Authority shall be by the chair calling of the voice vote on the question and shall be entered upon the minutes of each meeting. The chair and all members of the Authority at every meeting of the Authority shall be entitled to vote. A roll call on any question before the Authority may be taken upon the demand of one or more members of the Authority, and a roll call vote shall be taken on any resolution for the sale, transfer or exchange of real estate or real property owned by the Authority. A commissioner need not vote on all questions, but may abstain from voting on a question.

## **ARTICLE XIII.**

### **COMMITTEES**

The chair of the Authority shall appoint such committees and sub-committees as he/she determines are necessary. These committees shall report all recommendations to the Authority for further action. The attendance of at least three committee members shall constitute a quorum for purposes of a committee, and the affirmative vote of the greater of two commissioners if four or fewer commissioners are present or if more than four commissioners are present a majority of those present shall be sufficient for a recommendation to the full Authority Board for further action.

## **ARTICLE XIV.**

## **CONTRACTS**

The Authority shall advertise for and let contracts in the same manner as provided for by Chapter 469 of the Laws of Minnesota and the laws amendatory thereto.

## **ARTICLE XV.**

The By-laws and Rules of Procedure of the Authority shall be amended by vote of a majority of the commissioners only when said proposed amendment has been submitted in writing to the commissioners a reasonable period of time prior to the meeting at which said amendment is to be considered.

EDL:ca

**DRAFT FOR DISCUSSION PURPOSES**

**ANTICIPATED EFFECTIVE DATE: JULY 1, 2018**

**BYLAWS**

**OF**

**THE PORT AUTHORITY OF THE CITY OF SAINT PAUL**

**Article I**

**Name and Purpose**

**Section 1.01 Saint Paul Port Authority.** The Port Authority of the City of Saint Paul is a governmental subdivision and a corporate and body politic created by and subject to the laws of the State of Minnesota. The Port Authority of the City of Saint Paul is commonly known as and referred to as the Saint Paul Port Authority (the "Port Authority").

**Section 1.02 Essential Government Function.** The Port Authority carries out an essential government function of the state when it exercises its power.

**Section 1.03 Minnesota Law Controls.** The Port Authority, and by natural extension the Port Authority bylaws, are governed by and subject to the laws of the State of Minnesota. These **Bylaws** bylaws, in part, reference and describe Minnesota law as it applies to the Port Authority. In the event these Bylaws do not correctly describe the laws of the State of Minnesota or the applicable laws are amended, the laws of the State of Minnesota control.

**Article II**

**Vision, Mission, and Values**

The Port Authority's vision, mission, and values are:

**VISION**

To be the premier economic development entity in the country.

**MISSION**

The Saint Paul Port Authority creates quality job opportunities, expands the tax base and advances sustainable development.

**VALUES**

**Commented [EDL1]:** I started this draft as a total rewrite because I found revising the current bylaws version to be unwieldy. The structure and order of our current bylaws I believe is confusing, much of the language archaic, and the descriptions not fully reflective of the Port Authority's current governance operations.

The outline for this draft is: Article I (Name and Purpose), Article II (Vision, Mission, and Values), Article III (Board of Commissioners), Article IV (Officers), Article V (Committees), Article VI (President and Additional Personnel), and Article VII (Miscellaneous).

The objectives I tried to achieve: (1) a 21<sup>st</sup> Century governance document reflecting applicable law and the today's Port Authority, (2) a document that provides governance standards and guidance but provides adequate flexibility and long-term relevance, and (3) a document that guides and informs the Board, the Port Authority, and the public.

**Commented [EDL2]:** Article I is basically an addition not found in our current bylaws. But an explanation as to the nature and purpose of the organization at the beginning of the bylaws is common.

To Be: Fiscally Sound, Socially Responsible, Collaborative, Risk-Taking and Innovative, and To Act with Integrity

### Article III

#### **Board of Commissioners**

**Section 23.01 Board Powers.** The Board of Commissioners shall constitute the Port Authority's governing board and shall have the powers as set forth in Minnesota Statutes Chapter 469, as amended, under which the Port Authority is created and organized.

**Section 23.02 Commissioner Appointment.** The mayor of the City of Saint Paul shall appoint the commissioners with the consent of the Saint Paul City Council.

**Section 23.03 Number and Terms.** The Port Authority Board of Commissioners will consist of seven (7) commissioners, each serving for a term of six (6) years. Per Minnesota statutes section 469.50, subd. 4, those terms should be staggered 6-year terms.

**Section 23.04 ~~Qualifications~~Composition.** Two (2) of the seven (7) commissioners must be Saint Paul City Council Members. The other five (5) members should reside or work in the east Metro area (Ramsey, Dakota, or Washington County). The composition of the Board should ~~be diverse~~have a diverse membership, considering ethnicity, race, national origin, gender, disability, sexual orientation, and gender identity and expression, and, in addition, should have experience in labor relations, finance, real estate, law, economic development or other professional disciplines related to the work and mission of the Port Authority.

**Section 23.05 Meetings.** Regular and special meetings shall be held at the principal office of the Port Authority unless duly noticed to be held elsewhere.

**Section 23.06 Annual Meeting.** ~~The~~Unless duly noticed otherwise, the annual meeting of the Board of Commissioners shall be held on the fourth Tuesday of October of each year at 2:00 p.m.; provided, however, that the date of the annual meeting may be postponed to a date on or before December 1 upon the vote of a majority of the commissioners in office at any time taken at any regular or special meeting of the Port Authority.

**Section 23.07 Regular Meeting.** ~~The~~Unless duly noticed otherwise, the commissioners of the Port Authority ~~shall~~will meet on the fourth Tuesday of ~~each~~the month at 2:00 p.m., unless the same shall be a legal holiday in which event the meeting shall be held on the next succeeding day or any date properly noticed that is not a legal holiday. The meeting shall be held at the principal office of the Port Authority unless a different location ~~of said meeting~~ is specified in the meeting notice.

**Section 23.08 Special Meeting.** Special meetings of the commissioners may be called by the chair, president, or any two commissioners by a writing filed with the president or secretary who shall then ~~deliver~~ duly notice to each commissioner and the public the time and place of such meeting. The notice shall state the time, place and purpose of the meeting and no other business shall be considered than what has been specified in the notice.

**Commented [EDL3]:** Board composition and meeting information is scattered throughout our current bylaws. and the current bylaws do not fully describe the board structure and process. I tried to correct these deficiencies in Article III (Board of Commissioners). This Article III has elements of the following articles in our current Bylaws, Article VI (Annual Meetings), Article VII (Regular Meetings), Article VIII (Special Meetings), Article IX (Adjourned Meetings), Article X (Quorum), Article XI (Order of Business), and Article XII (Manner of Voting).

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**Section 23.09 Notice.** Under Minnesota law, meeting notice requirements vary depending on the type of Board meeting, but generally any Board or Board committee meeting should be noticed at least three (3) business days in advance of the meeting date. And, in addition to the required meeting notices, if the Port Authority conducts a regular meeting through telephone or electronic means, then the Port Authority must also post notice on its website at least ten (10) days before the regular meeting.

**Section 23.10 Voting.** A majority vote of those present shall be sufficient for the passage of any Board action, except for the conveyance of a Port Authority real estate interest, which requires the affirmative vote of at least five (5) commissioners. The voting on all questions coming before the Port Authority shall be by the chair calling for a voice vote on the question and shall be entered upon the minutes of each meeting. The chair and all commissioners present at the meeting shall be entitled to vote. A roll call on any question may be taken upon the demand of one or more commissioner. A roll call vote shall be taken on any resolution for the sale, transfer or exchange of real estate or real property owned by the Port Authority or if a commissioner attends a Board meeting via telephone or other electronic means. A commissioner need not vote on all questions, and may abstain from voting.

**Section 23.11 Order for Business.** At the regular meetings of the Board of Commissioners, the following shall be the order of business:

- 1) Chair convenes the meeting
- 2) Approval of the Minutes of the previous meeting
- 3) Conflicts of Interest
- 4) Committee Reports
- 5) Adjournment

The Port Authority may include additional Order for Business items.

## Article IIIIV

### Officers

**Section 24.01 Officers.** The Board appoints the officers who serve at the privilege and pleasure of the Board. The Board's officers shall be a chair, vice-chair, treasurer, secretary, assistant treasurer, and assistant secretary. The Board may also appoint any other officers. The chair, vice chair, treasurer, and secretary shall be commissioners. All other officers of the Board may be commissioners or Port Authority personnel.

**Section 24.02 Chair's and Vice-Chair's Duties.** The chair shall have the duties and powers usually attendant upon the office of the chair, and such other duties and powers as may be prescribed by statute and as may be requested from time to time by the Port Authority. The chair shall preside at all meetings of the Port Authority if the chair is present. At each meeting

**Commented [EDL4]:** Article IV is close to current Bylaws, Article II (Officers), but also incorporates current Bylaws, Article III (Terms of Officers) and Article IV (Vacancies).

the chair shall make such reports to the Port Authority as the chair may deem necessary or as may be required of the chair and perform such other duties as are incident to the chair's office or as required of the chair by the Port Authority. In the event of the chair's absence or incapacity, the vice chair shall perform the duties of the chair.

**Section 34.03 Treasurer's and Assistant Treasurer's Duties.** The treasurer ~~shall receive and be~~ is the board member responsible for ~~all monies~~ the financial oversight of the Port Authority ~~from whatever source derived, and the same shall.~~ A full written financial report showing the financial condition of the Port Authority with explanatory statements, at least annually, shall be presented to the Board. Such annual or interim reports are to be deemed public funds. The treasurer shall also be responsible for the acts of the assistant treasurer. The treasurer shall disburse the same only on checks signed made by the treasurer ~~and any other officer of the Port Authority who shall be designated,~~ or on the treasurer's behalf by resolution of the Port Authority, and each check shall state the name of the payee and the nature of the claim for which the same is issued. The treasurer shall keep Authority's chief financial officer or an account of any monies coming into the treasurer hands, showing the source of all receipts, the nature, purpose and the authority of all disbursements, and at least once each, at times to be determined accountant or auditor selected by the Port Authority, ~~shall file with the secretary the audited financial statement of the Port Authority.~~ treasurer. The assistant treasurer shall have the powers and perform the duties of the treasurer in the event of the absence or disability of the treasurer. The treasurer shall also be responsible for the acts of the assistant treasurer when the assistant treasurer is undertaking the treasurer's duties and responsibilities.

**Section 34.04 Secretary's and Assistant Secretary's Duties.** The secretary shall perform the duties of the office of the secretary of the Port Authority and shall preside at all meetings of the Port Authority in the absence of the chair and vice chair. The assistant secretary is appointed, the assistant secretary shall perform all the duties of the secretary in the absence or incapacity of the secretary and/or because of the resignation or death of the secretary, until a new secretary is elected.

**Section 34.05 Officer's Term of Office.** All officers should be elected at each annual meeting of the Port Authority and serve in whatever capacity they are chosen for a term of one year and remain in office thereafter until a successor is elected and qualified. In the event the annual meeting is continued and the election held at such continued meeting, all elected officers will serve until the next annual meeting or until their successors are elected and qualified.

**Section 34.06 Vacancies.** Should the office of chair, vice chair, secretary, assistant secretary, treasurer or assistant treasurer become vacant, the Board shall elect a successor at a regular meeting or a special meeting called for such purpose, and such election shall be for the unexpired term of said office.

## Article V

## Article IV

## Committees

**Section 4.01 Board Committees.** By resolution, the Board may create board committees that will remain in existence in perpetuity unless there is a limited duration set forth in the Board resolution or until dissolved by subsequent Board action by resolution. A committee of the board assists the board in undertaking its governance duties and responsibilities. And, unless otherwise authorized by the Board, ~~these board~~ committees will ~~report all~~ make recommendations to the Board for further action with an accompanying report.

**Section 4.02 Committee of the Board Composition.** A committee of the ~~Board~~ board shall have a minimum of five (5) members, at least three of whom are commissioners. The committee chair, and vice-chair if one is appointed, shall be a commissioner. The ~~Board~~ board chair will appoint the committee chair and vice-chair. By resolution, the Board may also permit up to two non-commissioners to be voting committee members, but a committee must have a majority of commissioners as official members of the committee. ~~In the event that a commissioner or commissioners is/are unable to serve on a committee for any reason, the committee may still conduct its meetings in all respects until but no later than the next annual meeting of the Board, even if a majority of commissioners no longer constitute committee membership due to the inability of the commissioner(s) to serve on the committee.~~

**Section 4.03. Term.** ~~Committee~~ Board committee members should be elected at the Board's annual meeting and serve in whatever capacity they are chosen for a term set forth in the Board resolution or one year, whichever is less, ~~and~~. All appointed committee members will remain in office until a successor is elected and qualified. ~~In the event the annual meeting is continued and the election held at such continued meeting, all appointed committee members will serve until the next annual meeting or until their successors are elected and qualified~~

**Section 4.03.04 Quorum and Voting.** The attendance of at least three (3) committee members shall constitute a quorum for ~~an official~~ a committee meeting, and the affirmative vote of a majority of the members present or three (3), whichever is greater, will constitute committee approval and action.

**Section 4.04 — Ex Officio or Taskforce** **5.05 Advisory Committees or Subcommittees.** ~~The~~ In addition to board committees, the Board may create ~~committees~~ advisory committees, such as a taskforce or ex-officio committee or subcommittee, that have a majority of, or whose membership is entirely, non-commissioners. These committees are advisory only; the committee cannot have and will not possess board powers and shall serve at the pleasure and privilege of the Board. These committees may report to the Board, to a board committee, or a Board committee to the Port Authority President. The Board resolution creating the ~~ex-officio or taskforce~~ advisory committee must set forth a discrete and specific committee mission or purpose, must have a set

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**Commented [EDL5]:** Our current Bylaws, Article XIII (Committees), is a three-sentence paragraph. For consideration, this draft proposes permitting non-commissioners to be members of Board committees and permitting advisory board committees that may or may not have commissioners as members.

**Commented [EDL6]:** Note that this means 3 is a quorum even if the committee size is 6 or greater. Regardless, there must be three affirmative votes or a majority vote, whichever is greater. Thus, if the attendance 3, 4 or 5, there must be 3 affirmative votes for an agenda item to be approved. But, if 3 members are present, and one member abstains from a vote, then that particular item cannot be approved by the committee. This is a material change compared to our present bylaws, which permit an affirmative vote (non-tie vote) of two commissioners if there are 4 or 3 committee members in attendance. One reason for this material change is because non-committee members may now serve on a board committee.

term not to exceed one (1) year unless later extended by Board resolution near or soon after completion of the committee's term, and must designate the number of committee members and qualifications for committee membership. The Board will appoint the committee members. Port Authority president and staff may be members of these committees. ~~The Board should seek, to the extent reasonably possible, diversity reflective of the City of Saint Paul's diversity, and seek gender balance when appointing members to these committees.~~

## Article V

Section 5.06 Committee Composition. When appointing members to a board committee, advisory committee, or subcommittee, the Board will seek membership diversity considering ethnicity, race, national origin, gender, disability, sexual orientation, and gender identity and expression.

## Article VI

### Port Authority President and Additional Personnel

**Section 56.01 President.** A chief executive officer of the Port Authority shall be appointed by the Board, who shall have the title of president with such duties as the Board shall determine by resolution. The president shall serve at the will and pleasure of the Board and may be removed without cause upon a majority vote of the full Board. The Board shall determine the president's compensation.

**Section 56.02 Additional Personnel.** The president may, from time to time, employ such additional personnel the president deems necessary to exercise Port Authority powers, duties and functions as prescribed by Chapter 469 of Minnesota Statutes and all other laws applicable thereto.

## Article VII

### Miscellaneous

**Section 57.01 Checks and Bonds.** ~~Checks~~Port Authority checks shall be signed by, or impressed with the facsimile signature, of the ~~Chairboard chair~~ and ~~Treasurer of the Board~~treasurer and ~~the~~by original signature of the ~~President~~president or ~~and the chief financial officer of the Port Authority or~~ such other officers who may be authorized by appropriate resolution of the Port Authority from time to time. Except where otherwise provided by law, the Bonds of the Port Authority shall be signed by the person or persons designated in the resolution authorizing the issuance of said Bonds.

**Section 57.02 Official Seal.** The official seal of the Port Authority shall be in the form affixed hereto at the bottom of the official Bylaws on record at the Port Authority.

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**Commented [EDL7]:** This is a rewrite of current Bylaws, Article V (President and Additional Personnel).

**Commented [EDL8]:** This is a rewrite of our current Bylaws, Article II, Section 6 (Execution of Instruments), Article I, section 2 (Seal of Authority), and Article XV (not titled but concerns amending bylaws).

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**Section 67.03 Bylaws.** The Port Authority Bylaws shall be amended by majority vote of the Board only when said proposed amendment has been submitted in writing to the commissioners after review and approval by the appropriate Board committee or, alternatively, after a reasonable period of time, but no later than seven (7) business days, prior to the Board meeting at which said amendment is to be considered.

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**BYLAWS**  
**OF**  
**THE PORT AUTHORITY OF THE CITY OF SAINT PAUL**

**EFFECTIVE DATE: \_\_\_\_\_, 2018**

**Article I**

**Name and Purpose**

**Section 1.01 Saint Paul Port Authority.** The Port Authority of the City of Saint Paul is a governmental subdivision and a corporate and body politic created by and subject to the laws of the State of Minnesota. The Port Authority of the City of Saint Paul is commonly known as and referred to as the Saint Paul Port Authority (the “Port Authority”).

**Section 1.02 Essential Government Function.** The Port Authority carries out an essential government function of the state when it exercises its power.

**Section 1.03 Minnesota Law Controls.** The Port Authority, and by natural extension the Port Authority bylaws, are governed by and subject to the laws of the State of Minnesota. These bylaws, in part, reference and describe Minnesota law as it applies to the Port Authority. In the event these Bylaws do not correctly describe the laws of the State of Minnesota or the applicable laws are amended, the laws of the State of Minnesota control.

**Article II**

**Vision, Mission, and Values**

The Port Authority’s vision, mission, and values are:

**VISION**

To be the premier economic development entity in the country.

**MISSION**

The Saint Paul Port Authority creates quality job opportunities, expands the tax base and advances sustainable development.

**VALUES**

To Be: Fiscally Sound, Socially Responsible, Collaborative, Risk-Taking and Innovative, and To Act with Integrity.

## Article III

### Board of Commissioners

**Section 3.01 Board Powers.** The Board of Commissioners shall constitute the Port Authority's governing board and shall have the powers as set forth in Minnesota Statutes Chapter 469, as amended, under which the Port Authority is created and organized.

**Section 3.02 Commissioner Appointment.** The mayor of the City of Saint Paul shall appoint the commissioners with the consent of the Saint Paul City Council.

**Section 3.03 Number and Terms.** The Port Authority Board of Commissioners will consist of seven (7) commissioners, each serving for a term of six (6) years. Per Minnesota statutes section 469.50, subd. 4, those terms should be staggered 6-year terms.

**Section 3.04 Composition.** Two (2) of the seven (7) commissioners must be Saint Paul City Council Members. The other five (5) members should reside or work in the east Metro area (Ramsey, Dakota, or Washington County). The composition of the Board should have a diverse membership, considering ethnicity, race, national origin, gender, disability, sexual orientation, and gender identity and expression, and, in addition, should have experience in labor relations, finance, real estate, law, economic development or other professional disciplines related to the work and mission of the Port Authority.

**Section 3.05 Meetings.** Regular and special meetings shall be held at the principal office of the Port Authority unless duly noticed to be held elsewhere.

**Section 3.06 Annual Meeting.** Unless duly noticed otherwise, the annual meeting of the Board of Commissioners shall be held on the fourth Tuesday of October of each year at 2:00 p.m.; provided, however, that the date of the annual meeting may be postponed to a date on or before December 1 upon the vote of a majority of the commissioners in office at any time taken at any regular or special meeting of the Port Authority.

**Section 3.07 Regular Meeting.** Unless duly noticed otherwise, the commissioners of the Port Authority will meet on the fourth Tuesday of the month at 2:00 p.m., unless the same shall be a legal holiday in which event the meeting shall be held on the next succeeding day or any date properly noticed that is not a legal holiday. The meeting shall be held at the principal office of the Port Authority unless a different location is specified in the meeting notice.

**Section 3.08 Special Meeting.** Special meetings of the commissioners may be called by the chair, president, or any two commissioners by a writing filed with the president or secretary who shall then duly notice to each commissioner and the public the time and place of such meeting. The notice shall state the time, place and purpose of the meeting and no other business shall be considered than what has been specified in the notice.

**Section 3.09 Notice.** Under Minnesota law, meeting notice requirements vary depending on the type of Board meeting, but generally any Board or Board committee meeting should be

noticed at least three (3) business days in advance of the meeting date. And, in addition to the required meeting notices, if the Port Authority conducts a regular meeting through telephone or electronic means, then the Port Authority must also post notice on its website at least ten (10) days before the regular meeting.

**Section 3.10 Voting.** A majority vote of those present shall be sufficient for the passage of any Board action, except for the conveyance of a Port Authority real estate interest, which requires the affirmative vote of at least five (5) commissioners. The voting on all questions coming before the Port Authority shall be by the chair calling for a voice vote on the question and shall be entered upon the minutes of each meeting. The chair and all commissioners present at the meeting shall be entitled to vote. A roll call on any question may be taken upon the demand of one or more commissioner. A roll call vote shall be taken on any resolution for the sale, transfer or exchange of real estate or real property owned by the Port Authority or if a commissioner attends a Board meeting via telephone or other electronic means. A commissioner need not vote on all questions, and may abstain from voting.

**Section 3.11 Order for Business.** At the regular meetings of the Board of Commissioners, the following shall be the order of business:

- 1) Chair convenes the meeting
- 2) Approval of the Minutes of the previous meeting
- 3) Conflicts of Interest
- 4) Committee Reports
- 5) Adjournment

The Port Authority may include additional Order for Business items.

## **Article IV**

### **Officers**

**Section 4.01 Officers.** The Board appoints the officers who serve at the privilege and pleasure of the Board. The Board's officers shall be a chair, vice-chair, treasurer, secretary, assistant treasurer, and assistant secretary. The Board may also appoint any other officers. The chair, vice chair, treasurer, and secretary shall be commissioners. All other officers of the Board may be commissioners or Port Authority personnel.

**Section 4.02 Chair's and Vice-Chair's Duties.** The chair shall have the duties and powers usually attendant upon the office of the chair, and such other duties and powers as may be prescribed by statute and as may be requested from time to time by the Port Authority. The chair shall preside at all meetings of the Port Authority if the chair is present. At each meeting the chair shall make such reports to the Port Authority as the chair may deem necessary or as may be required of the chair and perform such other duties as are incident to the chair's office

or as required of the chair by the Port Authority. In the event of the chair's absence or incapacity, the vice chair shall perform the duties of the chair.

**Section 4.03 Treasurer's and Assistant Treasurer's Duties.** The treasurer is the board member responsible for the financial oversight of the Port Authority. A full written financial report showing the financial condition of the Port Authority with explanatory statements, at least annually, shall be presented to the Board. Such annual or interim reports are to be made by the treasurer, or on the treasurer's behalf by the Port Authority's chief financial officer or an accountant or auditor selected by the treasurer. The assistant treasurer shall have the powers and perform the duties of the treasurer in the event of the absence or disability of the treasurer. The treasurer shall also be responsible for the acts of the assistant treasurer when the assistant treasurer is undertaking the treasurer's duties and responsibilities.

**Section 4.04 Secretary's and Assistant Secretary's Duties.** The secretary shall perform the duties of the office of the secretary of the Port Authority and shall preside at all meetings of the Port Authority in the absence of the chair and vice chair. The assistant secretary is appointed, the assistant secretary shall perform all the duties of the secretary in the absence or incapacity of the secretary and/or because of the resignation or death of the secretary, until a new secretary is elected.

**Section 4.05 Officer's Term of Office.** All officers should be elected at each annual meeting of the Port Authority and serve in whatever capacity they are chosen for a term of one year and remain in office thereafter until a successor is elected and qualified. In the event the annual meeting is continued and the election held at such continued meeting, all elected officers will serve until the next annual meeting or until their successors are elected and qualified.

**Section 4.06 Vacancies.** Should the office of chair, vice chair, secretary, assistant secretary, treasurer or assistant treasurer become vacant, the Board shall elect a successor at a regular meeting or a special meeting called for such purpose, and such election shall be for the unexpired term of said office.

## **Article V**

### **Committees**

**Section 5.01 Board Committees.** By resolution, the Board may create board committees that will remain in existence in perpetuity unless there is a limited duration set forth in the Board resolution or until dissolved by subsequent Board action by resolution. A committee of the board assists the board in undertaking its governance duties and responsibilities. And, unless otherwise authorized by the Board, board committees will make recommendations to the Board for further action with an accompanying report.

**Section 5.02 Committee of the Board Composition.** A committee of the board shall have a minimum of five (5) members, at least three of whom are commissioners. The committee chair, and vice-chair if one is appointed, shall be a commissioner. The board chair will appoint the committee chair and vice-chair. By resolution, the Board may also permit up to two non-commissioners to be voting committee members, but a committee must have a majority of commissioners as official members of the committee.

**Section 5.03 Term.** Board committee members should be elected at the Board's annual meeting and serve in whatever capacity they are chosen for a term set forth in the Board resolution or one year, whichever is less. All appointed committee members will remain in office until a successor is elected and qualified.

**Section 5.04 Quorum and Voting.** The attendance of at least three (3) committee members shall constitute a quorum for a committee meeting, and the affirmative vote of a majority of the members present or three (3), whichever is greater, will constitute committee approval and action.

**Section 5.05 Advisory Committees or Subcommittees.** In addition to board committees, the Board may create advisory committees, such as a taskforce or ex-officio committee or subcommittee, that have a majority of, or whose membership is entirely, non-commissioners. These committees are advisory only; the committee cannot have and will not possess board powers and shall serve at the pleasure and privilege of the Board. These committees may report to the Board, to a board committee, or to the Port Authority President. The Board resolution creating the advisory committee must set forth a discrete and specific committee mission or purpose, must have a set term not to exceed one (1) year unless later extended by Board resolution near or soon after completion of the committee's term, and must designate the number of committee members and qualifications for committee membership. The Board will appoint the committee members. Port Authority president and staff may be members of these committees.

**Section 5.06 Committee Composition.** When appointing members to a board committee, advisory committee, or subcommittee, the Board will seek membership diversity considering ethnicity, race, national origin, gender, disability, sexual orientation, and gender identity and expression.

## **Article VI**

### **Port Authority President and Additional Personnel**

**Section 6.01 President.** A chief executive officer of the Port Authority shall be appointed by the Board, who shall have the title of president with such duties as the Board shall determine by resolution. The president shall serve at the will and pleasure of the Board and may be removed without cause upon a majority vote of the full Board. The Board shall determine the president's compensation.

**Section 6.02 Additional Personnel.** The president may, from time to time, employ such additional personnel the president deems necessary to exercise Port Authority powers, duties and functions as prescribed by Chapter 469 of Minnesota Statutes and all other laws applicable thereto.

## **Article VII**

### **Miscellaneous**

**Section 7.01 Checks and Bonds.** Port Authority checks shall be signed by, or impressed with the facsimile signature, of the board chair and treasurer and by original signature of the president or the chief financial officer of the Port Authority or such other officers who may be authorized by appropriate resolution of the Port Authority from time to time. Except where otherwise provided by law, the Bonds of the Port Authority shall be signed by the person or persons designated in the resolution authorizing the issuance of said Bonds.

**Section 7.02 Official Seal.** The official seal of the Port Authority shall be in the form affixed hereto at the bottom of the official Bylaws on record at the Port Authority.

**Section 7.03 Bylaws.** The Port Authority Bylaws shall be amended by majority vote of the Board only when said proposed amendment has been submitted in writing to the commissioners after review and approval by the appropriate Board committee or, alternatively, after a reasonable period of time, but no later than seven (7) business days, prior to the Board meeting at which said amendment is to be considered.

**RESOLUTION OF THE  
PORT AUTHORITY OF THE CITY OF SAINT PAUL  
[ADOPTION OF AMENDED BYLAWS]**

WHEREAS, the Port Authority of the City of Saint Paul is a public body corporate and politic and a governmental subdivision organized pursuant to Chapter 469 of Minnesota Statutes.

WHEREAS, under Minn. Stat. § 469.055, the Port Authority shall (1) promote the general welfare of the port district, and of the port as a whole; (2) try to increase the volume of the port's commerce; (3) promote the efficient, safe, and economical handling of the commerce; and (4) provide or promote adequate docks, railroad and terminal facilities open to all on reasonable and equal terms for the handling, storage, care, and shipment of freight and passengers to, from, and through the port.

WHEREAS, the Board of Commissioners has reviewed, discussed, and decided to amend the bylaws of the Port Authority of the City of Saint Paul; and

WHEREAS, the Board has decided to adopt the bylaws attached hereto as Exhibit A as the governing bylaws of the Port Authority of the City of Saint Paul.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT AUTHORITY OF THE CITY OF SAINT PAUL, that the ByLaws of the Port Authority of the City of Saint Paul, attached hereto as Exhibit A, are hereby adopted and shall be effective immediately or as soon as practical.

BE IT FURTHER RESOLVED, that the President or anyone acting under his direction is hereby authorized and directed to execute and file with the Secretary of State any and all necessary documents to facilitate the adoption of the amended Bylaws of the Port Authority of the City of Saint Paul.

Adopted: \_\_\_\_\_

PORT AUTHORITY OF THE  
CITY OF SAINT PAUL

By \_\_\_\_\_  
Its \_\_\_\_\_

ATTEST:

By \_\_\_\_\_  
Its \_\_\_\_\_



EXHIBIT A

ByLaws of the Port Authority of the City of Saint Paul

*{Attached}*

**BYLAWS**  
**OF**  
**THE PORT AUTHORITY OF THE CITY OF SAINT PAUL**

**EFFECTIVE DATE: \_\_\_\_\_, 2018**

**Article I**

**Name and Purpose**

**Section 1.01 Saint Paul Port Authority.** The Port Authority of the City of Saint Paul is a governmental subdivision and a corporate and body politic created by and subject to the laws of the State of Minnesota. The Port Authority of the City of Saint Paul is commonly known as and referred to as the Saint Paul Port Authority (the “Port Authority”).

**Section 1.02 Essential Government Function.** The Port Authority carries out an essential government function of the state when it exercises its power.

**Section 1.03 Minnesota Law Controls.** The Port Authority, and by natural extension the Port Authority bylaws, are governed by and subject to the laws of the State of Minnesota. These bylaws, in part, reference and describe Minnesota law as it applies to the Port Authority. In the event these Bylaws do not correctly describe the laws of the State of Minnesota or the applicable laws are amended, the laws of the State of Minnesota control.

**Article II**

**Vision, Mission, and Values**

The Port Authority’s vision, mission, and values are:

**VISION**

To be the premier economic development entity in the country.

**MISSION**

The Saint Paul Port Authority creates quality job opportunities, expands the tax base and advances sustainable development.

**VALUES**

To Be: Fiscally Sound, Socially Responsible, Collaborative, Risk-Taking and Innovative, and To Act with Integrity.

## Article III

### Board of Commissioners

**Section 3.01 Board Powers.** The Board of Commissioners shall constitute the Port Authority's governing board and shall have the powers as set forth in Minnesota Statutes Chapter 469, as amended, under which the Port Authority is created and organized.

**Section 3.02 Commissioner Appointment.** The mayor of the City of Saint Paul shall appoint the commissioners with the consent of the Saint Paul City Council.

**Section 3.03 Number and Terms.** The Port Authority Board of Commissioners will consist of seven (7) commissioners, each serving for a term of six (6) years. Per Minnesota statutes section 469.50, subd. 4, those terms should be staggered 6-year terms.

**Section 3.04 Composition.** Two (2) of the seven (7) commissioners must be Saint Paul City Council Members. The other five (5) members should reside or work in the east Metro area (Ramsey, Dakota, or Washington County). The composition of the Board should have a diverse membership, considering ethnicity, race, national origin, gender, disability, sexual orientation, and gender identity and expression, and, in addition, should have experience in labor relations, finance, real estate, law, economic development or other professional disciplines related to the work and mission of the Port Authority.

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**Section 3.06 Annual Meeting.** Unless duly noticed otherwise, the annual meeting of the Board of Commissioners shall be held on the fourth Tuesday of October of each year at 2:00 p.m.; provided, however, that the date of the annual meeting may be postponed to a date on or before December 1 upon the vote of a majority of the commissioners in office at any time taken at any regular or special meeting of the Port Authority.

**Section 3.07 Regular Meeting.** Unless duly noticed otherwise, the commissioners of the Port Authority will meet on the fourth Tuesday of the month at 2:00 p.m., unless the same shall be a legal holiday in which event the meeting shall be held on the next succeeding day or any date properly noticed that is not a legal holiday. The meeting shall be held at the principal office of the Port Authority unless a different location is specified in the meeting notice.

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**Section 3.09 Notice.** Under Minnesota law, meeting notice requirements vary depending on the type of Board meeting, but generally any Board or Board committee meeting should be

noticed at least three (3) business days in advance of the meeting date. And, in addition to the required meeting notices, if the Port Authority conducts a regular meeting through telephone or electronic means, then the Port Authority must also post notice on its website at least ten (10) days before the regular meeting.

**Section 3.10 Voting.** A majority vote of those present shall be sufficient for the passage of any Board action, except for the conveyance of a Port Authority real estate interest, which requires the affirmative vote of at least five (5) commissioners. The voting on all questions coming before the Port Authority shall be by the chair calling for a voice vote on the question and shall be entered upon the minutes of each meeting. The chair and all commissioners present at the meeting shall be entitled to vote. A roll call on any question may be taken upon the demand of one or more commissioner. A roll call vote shall be taken on any resolution for the sale, transfer or exchange of real estate or real property owned by the Port Authority or if a commissioner attends a Board meeting via telephone or other electronic means. A commissioner need not vote on all questions, and may abstain from voting.

**Section 3.11 Order for Business.** At the regular meetings of the Board of Commissioners, the following shall be the order of business:

- 1) Chair convenes the meeting
- 2) Approval of the Minutes of the previous meeting
- 3) Conflicts of Interest
- 4) Committee Reports
- 5) Adjournment

The Port Authority may include additional Order for Business items.

## **Article IV**

### **Officers**

**Section 4.01 Officers.** The Board appoints the officers who serve at the privilege and pleasure of the Board. The Board's officers shall be a chair, vice-chair, treasurer, secretary, assistant treasurer, and assistant secretary. The Board may also appoint any other officers. The chair, vice chair, treasurer, and secretary shall be commissioners. All other officers of the Board may be commissioners or Port Authority personnel.

**Section 4.02 Chair's and Vice-Chair's Duties.** The chair shall have the duties and powers usually attendant upon the office of the chair, and such other duties and powers as may be prescribed by statute and as may be requested from time to time by the Port Authority. The chair shall preside at all meetings of the Port Authority if the chair is present. At each meeting the chair shall make such reports to the Port Authority as the chair may deem necessary or as may be required of the chair and perform such other duties as are incident to the chair's office

or as required of the chair by the Port Authority. In the event of the chair's absence or incapacity, the vice chair shall perform the duties of the chair.

**Section 4.03 Treasurer's and Assistant Treasurer's Duties.** The treasurer is the board member responsible for the financial oversight of the Port Authority. A full written financial report showing the financial condition of the Port Authority with explanatory statements, at least annually, shall be presented to the Board. Such annual or interim reports are to be made by the treasurer, or on the treasurer's behalf by the Port Authority's chief financial officer or an accountant or auditor selected by the treasurer. The assistant treasurer shall have the powers and perform the duties of the treasurer in the event of the absence or disability of the treasurer. The treasurer shall also be responsible for the acts of the assistant treasurer when the assistant treasurer is undertaking the treasurer's duties and responsibilities.

**Section 4.04 Secretary's and Assistant Secretary's Duties.** The secretary shall perform the duties of the office of the secretary of the Port Authority and shall preside at all meetings of the Port Authority in the absence of the chair and vice chair. The assistant secretary is appointed, the assistant secretary shall perform all the duties of the secretary in the absence or incapacity of the secretary and/or because of the resignation or death of the secretary, until a new secretary is elected.

**Section 4.05 Officer's Term of Office.** All officers should be elected at each annual meeting of the Port Authority and serve in whatever capacity they are chosen for a term of one year and remain in office thereafter until a successor is elected and qualified. In the event the annual meeting is continued and the election held at such continued meeting, all elected officers will serve until the next annual meeting or until their successors are elected and qualified.

**Section 4.06 Vacancies.** Should the office of chair, vice chair, secretary, assistant secretary, treasurer or assistant treasurer become vacant, the Board shall elect a successor at a regular meeting or a special meeting called for such purpose, and such election shall be for the unexpired term of said office.

## **Article V**

### **Committees**

**Section 5.01 Board Committees.** By resolution, the Board may create board committees that will remain in existence in perpetuity unless there is a limited duration set forth in the Board resolution or until dissolved by subsequent Board action by resolution. A committee of the board assists the board in undertaking its governance duties and responsibilities. And, unless otherwise authorized by the Board, board committees will make recommendations to the Board for further action with an accompanying report.

**Section 5.02 Committee of the Board Composition.** A committee of the board shall have a minimum of five (5) members, at least three of whom are commissioners. The committee chair, and vice-chair if one is appointed, shall be a commissioner. The board chair will appoint the committee chair and vice-chair. By resolution, the Board may also permit up to two non-commissioners to be voting committee members, but a committee must have a majority of commissioners as official members of the committee.

**Section 5.03 Term.** Board committee members should be elected at the Board's annual meeting and serve in whatever capacity they are chosen for a term set forth in the Board resolution or one year, whichever is less. All appointed committee members will remain in office until a successor is elected and qualified.

**Section 5.04 Quorum and Voting.** The attendance of at least three (3) committee members shall constitute a quorum for a committee meeting, and the affirmative vote of a majority of the members present or three (3), whichever is greater, will constitute committee approval and action.

**Section 5.05 Advisory Committees or Subcommittees.** In addition to board committees, the Board may create advisory committees, such as a taskforce or ex-officio committee or subcommittee, that have a majority of, or whose membership is entirely, non-commissioners. These committees are advisory only; the committee cannot have and will not possess board powers and shall serve at the pleasure and privilege of the Board. These committees may report to the Board, to a board committee, or to the Port Authority President. The Board resolution creating the advisory committee must set forth a discrete and specific committee mission or purpose, must have a set term not to exceed one (1) year unless later extended by Board resolution near or soon after completion of the committee's term, and must designate the number of committee members and qualifications for committee membership. The Board will appoint the committee members. Port Authority president and staff may be members of these committees.

**Section 5.06 Committee Composition.** When appointing members to a board committee, advisory committee, or subcommittee, the Board will seek membership diversity considering ethnicity, race, national origin, gender, disability, sexual orientation, and gender identity and expression.

## **Article VI**

### **Port Authority President and Additional Personnel**

**Section 6.01 President.** A chief executive officer of the Port Authority shall be appointed by the Board, who shall have the title of president with such duties as the Board shall determine by resolution. The president shall serve at the will and pleasure of the Board and may be removed without cause upon a majority vote of the full Board. The Board shall determine the president's compensation.

**Section 6.02 Additional Personnel.** The president may, from time to time, employ such additional personnel the president deems necessary to exercise Port Authority powers, duties and functions as prescribed by Chapter 469 of Minnesota Statutes and all other laws applicable thereto.

## **Article VII**

### **Miscellaneous**

**Section 7.01 Checks and Bonds.** Port Authority checks shall be signed by, or impressed with the facsimile signature, of the board chair and treasurer and by original signature of the president or the chief financial officer of the Port Authority or such other officers who may be authorized by appropriate resolution of the Port Authority from time to time. Except where otherwise provided by law, the Bonds of the Port Authority shall be signed by the person or persons designated in the resolution authorizing the issuance of said Bonds.

**Section 7.02 Official Seal.** The official seal of the Port Authority shall be in the form affixed hereto at the bottom of the official Bylaws on record at the Port Authority.

**Section 7.03 Bylaws.** The Port Authority Bylaws shall be amended by majority vote of the Board only when said proposed amendment has been submitted in writing to the commissioners after review and approval by the appropriate Board committee or, alternatively, after a reasonable period of time, but no later than seven (7) business days, prior to the Board meeting at which said amendment is to be considered.

## MEMORANDUM

**To:** BOARD OF COMMISSIONERS **Meeting Date:** June 26, 2018

**From:** Ava Langston-Kenney *ARK-Kenney*

**Subject:** **AMENDMENT TO RESOLUTION NO. 4631 TO COMPLY WITH DEED'S REQUIREMENTS OF THE APPLICATION FOR CONTAMINATION CLEANUP GRANT FUNDS FOR THE MINNESOTA CHEMICAL BUILDING RENOVATION/REDEVELOPMENT PROJECT RESOLUTION NO. 4633**

**Action Requested:**

Approval of the amendment to Resolution No. 4631 to comply with the Minnesota's Department of Employment and Economic Development (DEED) grant requirements.

**Background:**

On April 24, 2018, the Port Authority Board authorized staff to apply to DEED, Metropolitan Council and Ramsey County for up to \$1,000,000.00 in contamination cleanup grant funds for the Minnesota Chemical Company project on an approximate 1.45-acre site located at 2285 Hampden Avenue, Saint Paul, Minnesota. See the attached map showing the location of the property.

On May 1, 2018, staff consultants applied for funding from DEED, Met Council and Ramsey County on behalf of the property owner, Exeter Group, which plans to redevelop the Minnesota Chemical site. A resolution is required from the Port Authority Board of Commissioners authorizing the applications. If one or more grants are awarded, the Port Authority will provide grant oversight and environmental project management services on a fee basis to Exeter Group.

On May 15, 2018, staff was contacted by DEED and informed that Resolution 4631 does not contain a few provisions that DEED would like to see in the Port Authority's resolution from its Board of Commissioners.

On May 17, 2018, Port Authority general counsel sent DEED a letter explaining the meaning of the approved resolution and staff's willingness to provide a revised resolution that provides the information and commitment DEED seeks.

General counsel believes that Resolution 4631 does have the information and the force and effect sought by DEED, just not in the exact language as reflected in the revised resolution, which will be submitted for approval from our Board in June. (A marked-up version of Resolution 4631 is attached.)



In the interim, DEED has accepted our general counsel's letter, as it evaluates the Port Authority's grant application, knowing that the Port Authority will supplement the record with a revised resolution, approved by our Board on June 26, 2018.

The additions DEED has requested have been incorporated into our grant application resolutions templet to preclude further administrative discrepancies in the future.

**Recommendation:**

We recommend approval of the amendment to the resolution granting the Port Authority authorization to apply to Minnesota's Department of Employment and Economic Development, Metropolitan Council and Ramsey County for up to \$1,000,000.00 in contamination cleanup grant funds.

Attachments:     Resolution  
                         Original Resolution No. 4631  
                         Revised Resolution No. 4631, marked up  
                         Map

**REVISED  
RESOLUTION OF THE  
PORT AUTHORITY OF THE CITY OF SAINT PAUL**

**[APPLICATION TO MINNESOTA'S DEPARTMENT OF EMPLOYMENT AND  
ECONOMIC DEVELOPMENT, THE METROPOLITAN COUNCIL AND RAMSEY  
COUNTY FOR CONTAMINATION CLEANUP GRANT FUNDS FOR THE  
MINNESOTA CHEMICAL BUILDING RENOVATION/REDEVELOPMENT PROJECT]**

WHEREAS, the Port Authority of the City of Saint Paul (the "Port Authority") is a public body corporate and politic and governmental subdivision organized pursuant to Chapter 469 of Minnesota Statutes.

WHEREAS, the Port Authority's Board of Commissioners are appointed by the Mayor of the City of Saint Paul subject to the approval of the Council of the City of Saint Paul.

WHEREAS, two of the Port Authority Commissioners must be members of the Council of the City of Saint Paul.

WHEREAS, said members of the Council of the City of Saint Paul serve on the Port Authority Board so long as they continue to be members of the Council of the City of Saint Paul.

WHEREAS, the district of the Port Authority is the City of Saint Paul.

WHEREAS, under Minn. Stat. §§ 469.048 to 469.061, the Port Authority has the powers and duties conferred upon all port authorities.

WHEREAS, under Minn. Stat. § 469.084, Subds. 1 to 15, the Port Authority of the City of Saint Paul has additional statutory duties and powers including powers related to recreational facilities and small business capital.

WHEREAS, under Minn. Stat. § 469.084, Subd. 8, the Port Authority of the City of Saint Paul, furthermore, has the power of and is authorized to do what a redevelopment agency may do or must do under sections 469.152 to 469.165 (Municipal Industrial Development).

WHEREAS, the Metropolitan Livable Communities Act permits a grant to a metropolitan county or a development authority, such as the Port Authority of the City of Saint Paul, but the project must be located in a participating municipality.

WHEREAS, the City of St. Paul is a participant in the Livable Communities Act's Local Housing Incentives Account Program for 2018 as determined by the Metropolitan Council; and is therefore eligible to make application apply for funds under the Tax Base Revitalization Account.

WHEREAS, the Port Authority represents that it has undertaken reasonable and good faith efforts to procure funding in pursuit of its mission from other sources in addition to grant, or other program resources to which it may seek assistance.

WHEREAS, the Port Authority desires to request and accept from, if awarded, a grant from the Minnesota Department of Employment and Economic Development, a grant from the Metropolitan Council and a grant from Ramsey County, in an amount up to \$1,000,000.00 in contamination cleanup grant funds for the Minnesota Chemical Company project at an approximate 1.45-acre site located at 2285 Hampden Avenue in Saint Paul, Minnesota.

WHEREAS, the Port Authority has identified a contamination cleanup project within the City that meet the Tax Base Revitalization Account's purposes and criteria and are consistent with and promote the purposes of the Metropolitan Livable Communities Act and the policies of the Metropolitan Council's adopted metropolitan development guide.

WHEREAS, the Port Authority has the institutional, managerial and financial capability to ensure adequate project and grant administration.

WHEREAS, the Port Authority certifies that it will comply with all applicable laws and regulations as stated in the contract grant agreements.

WHEREAS, the Port Authority finds that the required contamination cleanup will not occur through private or other public investment within the reasonably foreseeable future without Tax Base Revitalization Account grant funding.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT AUTHORITY OF THE CITY OF SAINT PAUL:

1. That the Port Authority act as the legal sponsor for the project contained in the Contamination Cleanup Grant Program, Tax Base Revitalization Account Grant Program, and Environmental Response Fund Grant Program to be submitted on May 1, 2018 and that Lee Krueger, President is hereby authorized to apply to the Department of Employment and Economic Development, Metropolitan Council, and Ramsey County for funding of this project on behalf of the Port Authority.

2. That the Port Authority has the legal authority to apply for financial assistance, and the institutional, managerial, and financial capability to ensure adequate project administration.

3. That the sources and amounts of the local match identified in the application are committed to the project identified.

4. That the Port Authority has not violated any Federal, State or local laws pertaining to fraud, bribery, graft, kickbacks, collusion, conflict of interest or other unlawful or corrupt practice.

5. That upon approval of its application, the Port Authority may enter into an agreement with the State of Minnesota, Metropolitan Council, and Ramsey County for the above-referenced project, and that the Port Authority certifies that it will comply with all applicable laws and regulations as stated in all contract agreements.

6. That the President is hereby encouraged and authorized to request and accept from, if awarded, a Contamination Cleanup grant from the Minnesota Department of Employment and Economic Development (DEED), a Tax Base Revitalization Account Contamination Cleanup grant from the Metropolitan Council and an Environmental Response Fund grant from Ramsey County in the amount up to \$1,000,000.00 in grant funds for the Minnesota Chemical Company project.

7. That the President or anyone acting under his direction is hereby authorized and directed to execute any and all necessary documents to complete the grant application and secure its receipt, including any matching fund requirements.

Adopted: June 26, 2018

PORT AUTHORITY OF THE  
CITY OF SAINT PAUL

By \_\_\_\_\_  
Its Chair

ATTEST:

By \_\_\_\_\_  
Its Secretary

**RESOLUTION OF THE  
PORT AUTHORITY OF THE CITY OF SAINT PAUL**

**[APPLICATION TO MINNESOTA'S DEPARTMENT OF EMPLOYMENT AND  
ECONOMIC DEVELOPMENT, THE METROPOLITAN COUNCIL AND RAMSEY  
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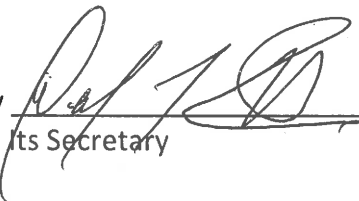
6. That the President or anyone acting under his direction is hereby authorized and directed to execute any and all necessary documents to complete the grant application and secure its receipt, including any matching fund requirements.

Adopted: April 24, 2018

PORT AUTHORITY OF THE  
CITY OF SAINT PAUL

By \_\_\_\_\_  
Its Chair

ATTEST:

By \_\_\_\_\_  
Its Secretary

**REVISED**  
**RESOLUTION OF THE**  
**PORT AUTHORITY OF THE CITY OF SAINT PAUL**

**[APPLICATION TO MINNESOTA’S DEPARTMENT OF EMPLOYMENT AND  
ECONOMIC DEVELOPMENT, THE METROPOLITAN COUNCIL AND RAMSEY  
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3. That the sources and amounts of the local match identified in the application are committed to the project identified.

3.4. That the Port Authority has not violated any Federal, State or local laws pertaining to fraud, bribery, graft, kickbacks, collusion, conflict of interest or other unlawful or corrupt practice.

4.5. That upon approval of its application, the Port Authority may enter into an agreement with the State of Minnesota, Metropolitan Council, and Ramsey County for the above-referenced project, and that the Port Authority certifies that it will comply with all applicable laws and regulations as stated in all contract agreements.

5.6. That the President is hereby encouraged and authorized to request and accept from, if awarded, a Contamination Cleanup grant from the Minnesota Department of Employment and Economic Development (DEED), a Tax Base Revitalization Account Contamination Cleanup grant from the Metropolitan Council and an Environmental Response Fund grant from Ramsey County in the amount up to \$1,000,000.00 in grant funds for the Minnesota Chemical Company project.

6.7. That the President or anyone acting under his direction is hereby authorized and directed to execute any and all necessary documents to complete the grant application and secure its receipt, including any matching fund requirements.

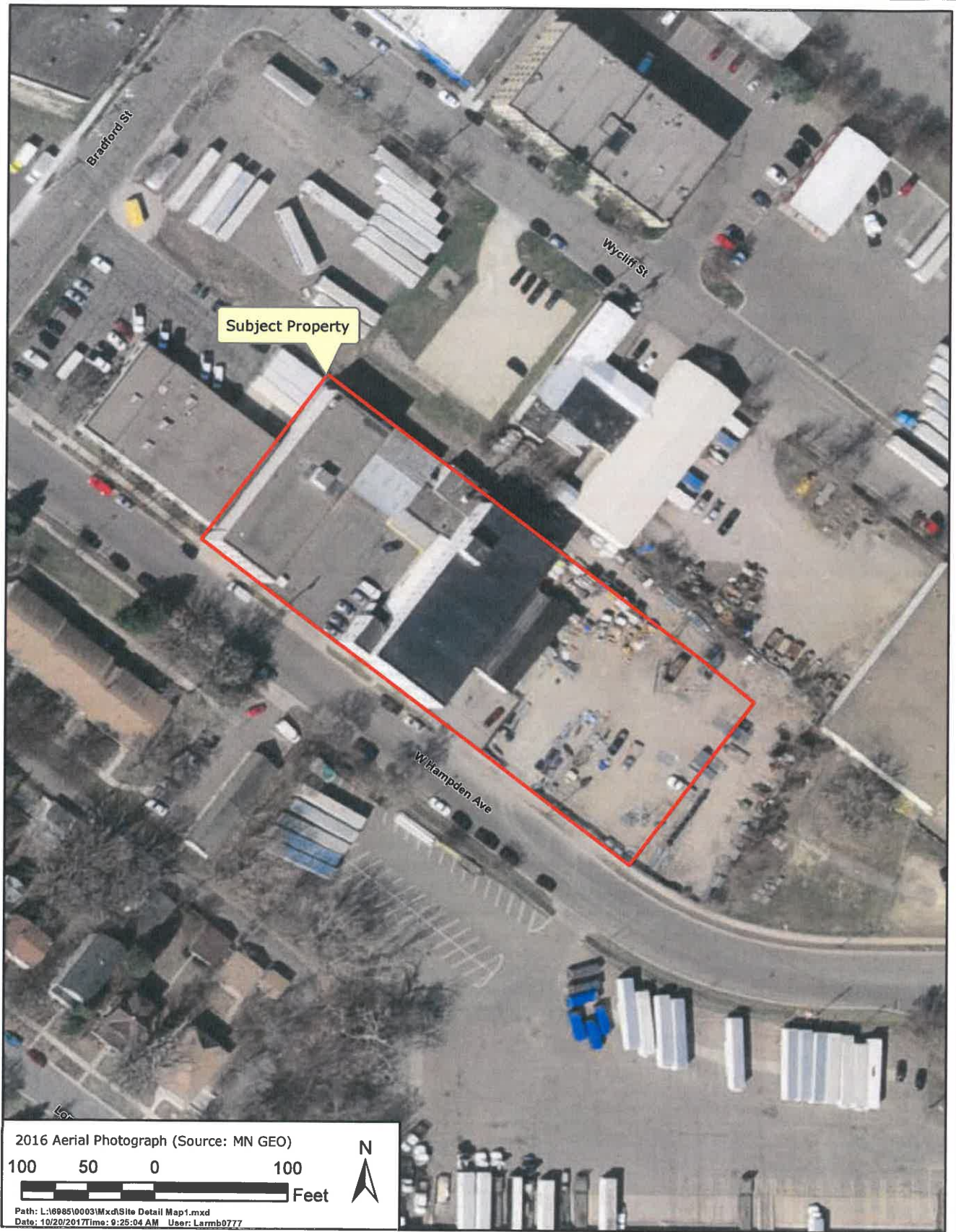
Adopted: ~~April 24~~ June 26, 2018

PORT AUTHORITY OF THE  
CITY OF SAINT PAUL

By \_\_\_\_\_  
Its Chair

ATTEST:

By \_\_\_\_\_  
Its Secretary



EXETER MANAGEMENT LLC

Site Detail Map



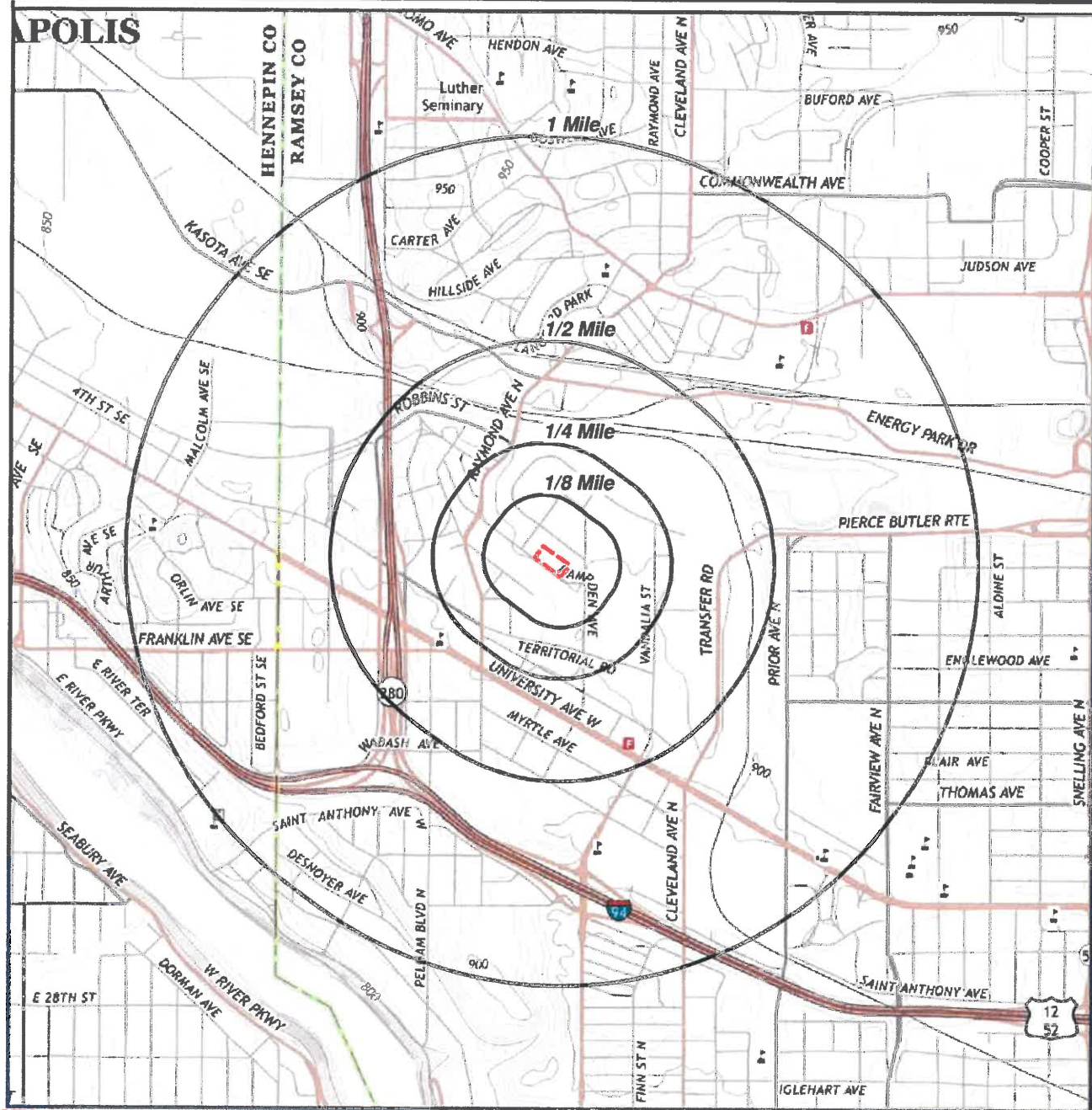
Responsive partner. Exceptional outcomes.

OCT 2017

Figure 2



# Topographic Map



 Target Property (TP)

**Quadrangle(s): Saint Paul West**  
**Source: USGS, 08/30/2013**  
**Minnesota Chemical Building**  
**2285 Hampden Avenue West**  
**St. Paul, Minnesota**



0' 1000' 2000' 3000'  
 SCALE: 1" = 2000'

[Click here to access Satellite view](#)

**GeoSearch** [www.geo-search.com](http://www.geo-search.com) 888-396-0042

## MEMORANDUM

**To:** BOARD OF COMMISSIONERS **Meeting Date:** June 21, 2018

**From:** Kathryn L. Sarnecki 

**Subject:** **2017 LEASE AMENDMENT AND RENTAL RATE ADJUSTMENT – NORTHERN METAL RECYCLING, LLC, AT BARGE TERMINAL NO. 1  
RESOLUTION NO. 4634**

**Action Requested:**

Approval of a lease amendment and rental rate adjustment of the leased premises with Northern Metal Recycling, LLC (the “Tenant”), at Barge Terminal No. 1.

**Background:**

The Port Authority leased 19 acres of land in Barge Terminal No. 1, 1031 Childs Road in Saint Paul, Minnesota, with a 20-year Lease dated May 1, 2007 to Great Western Recycling Industries, Inc. Due to a merger in 2009, the Lease was amended to substitute Northern Metal Recycling, LLC, as the Tenant; and in a 2010 Lease Amendment, the Lease contract was extended by five years to the year 2032. The leased premises is primarily used for shipping and handling of scrap metal and salt.

**Lease Terms and Conditions:**

Current Lease: Through April 30, 2032

Current Five-Year Rental Rate Adjustment: May 1, 2017 through April 30, 2022

Annual rental rate adjustments for this five-year period are 2.2% per year.

Base Rent	Period Total	Monthly	Calculated PSF Rate
May 1, 2017 - April 30, 2018	\$203,003.54	\$16,916.96	0.2453
May 1, 2018 - April 30, 2019	\$207,469.62	\$17,289.13	0.2507
May 1, 2019 - April 30, 2020	\$212,033.95	\$17,669.50	0.2562
May 1, 2020 - April 30, 2021	\$216,698.70	\$18,058.22	0.2618
May 1, 2021 - April 30, 2022	\$221,466.07	\$18,455.51	0.2676

## MEMORANDUM

Tonnage fees will be increased from \$0.050 per ton to \$0.075 per ton of loaded product, pursuant to the method of measurement in the original Lease.

These rental rates are in line with the other comparable leases in our river terminals. All the base rent from this Lease and half of the tonnage will go to 876 bondholders. The other half of the tonnage will go to our River Maintenance Fund.

**Recommendation:**

Approval of this lease amendment and rental rate adjustment of the leased premises for Northern Metal Recycling at Barge Terminal No. 1.

Attachment: Resolution

**RESOLUTION OF THE  
PORT AUTHORITY OF THE CITY OF SAINT PAUL  
[2017 LEASE AMENDMENT AND RENTAL RATE  
ADJUSTMENT – NORTHERN METAL RECYCLING, LLC]**

WHEREAS, the Port Authority of the City of Saint Paul is a public body corporate and politic and governmental subdivision organized pursuant to Chapter 469 of Minnesota Statutes.

WHEREAS, the Port Authority wants to enter into a 2017 Lease Amendment and Rental Rate Adjustment with Northern Metal Recycling, LLC (the “Tenant”) at Barge Terminal No. 1, which adjusts the rates in the Lease through April 30, 2022, as set forth below:

Base Rent	Period Total	Monthly	Calculated PSF Rate
May 1, 2017 - April 30, 2018	\$203,003.54	\$16,916.96	0.2453
May 1, 2018 - April 30, 2019	\$207,469.62	\$17,289.13	0.2507
May 1, 2019 - April 30, 2020	\$212,033.95	\$17,669.50	0.2562
May 1, 2020 - April 30, 2021	\$216,698.70	\$18,058.22	0.2618
May 1, 2021 - April 30, 2022	\$221,466.07	\$18,455.51	0.2676

WHEREAS, tonnage fees will be increased from \$0.050 per ton to \$0.075 per ton of loaded product, pursuant to the method of measurement in the original Lease.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT AUTHORITY OF THE CITY OF SAINT PAUL that the proposed 2017 Lease Amendment and Rental Rate Adjustment, as contained in the Memorandum to the Board, is hereby approved; and

BE IT FURTHER RESOLVED that the President of the Port Authority, or anyone acting under his direction, is hereby authorized and directed to execute on behalf of the Port Authority a Lease Amendment in accordance with the above-referenced terms in form as approved by counsel.

Adopted: June 26, 2018

PORT AUTHORITY OF THE  
CITY OF SAINT PAUL

By \_\_\_\_\_  
Its \_\_\_\_\_

ATTEST:

By \_\_\_\_\_  
Its \_\_\_\_\_

# Saint Paul Port Authority Marketing Results

May 2018

## YTD Social Media Results

		Facebook		Twitter		LinkedIn		Totals		Grand Total
Month	Key Topics	Organic	Paid	Organic	Paid	Organic	Paid	Organic	Paid	
May 2018	New agency video, river shipping featuring Kathryn S. (including 2018 bonding bill), PACE client story, Tonya B. spotlight, TIC mural, brownfield remediation, the Hub @ Beacon Bluff	10,714	29,567	24,905	21,895	11,338	0	46,957	51,462	98,419
April 2018	Net Zero prototype featuring Monte H., PACE featuring Michael L., green economy featuring Monte H., Earth Day tips, Yeadon Domes, jobs board <a href="#">Spike contributed to kick-off of 2018 social media strategic plan.</a>	2,326	27,882	15,533	19,367	15,327	4,974	33,186	52,223	85,409
March 2018	Net Zero event promotion; Lee featured in Biz Journal for TI deal; jobs board; late shipping season, Progress Minnesota award; PACE approvals	2,672	16,202	14,200	0	1,602	0	18,474	16,202	34,676
February 2018	Equity on Ice recap, PACE, Valentine's Day/What we do, TRIA Rink ribbon cutting; PACE approvals	1,019	13,516	17,500	0	3,738	0	22,257	13,516	35,773
January 2018	Equity on Ice, Treasure Island Center grand opening <a href="#">Spike contributed to Equity on Ice event outreach.</a>	9,996	24,390	16,000	0	3,449	0	29,445	24,390	53,835
										308,112

## Top Engaging Posts for May 2018 (likes, shares and comments)

LinkedIn: PACE success story, Tonya Bauer spotlight and the World's Largest Mural

Twitter: Equity on Ice/Dinomights, selfie contest, Tim Hortons grand opening, World's Largest Mural and The Hub @ Beacon Bluff promotion

Facebook: New Port Authority video, The Hub @ Beacon Bluff promotion, Tonya Bauer spotlight and business center jobs board



## Social Media Audience Growth

	Facebook Followers	Twitter Followers	Total	Month-Over-Month Change
May 2018	734	883	1609	4.0%
April 2018	708	839	1547	0.8%
March 2018	695	839	1534	0.9%
February 2018	694	827	1521	2.4%
January 2018	692	794	1486	3.3%

## Website Traffic

	Page Visits	Unique Page Visits
May 2018   Spike from TIC mural	6,290	5,221
April 2018	4,002	3,290
March 2018	3,125	2,627
February 2018	3,672	3,036
January 2018   Spike from Equity on Ice	10,976	9,089

## Top Webpages (YTD)

Page	Page Visits	Unique Page Visits
Home Page	5,000	4,104
Treasure Island Center	2,532	2,203
Equity on Ice - Event Page 1	1,764	1,431
Jobs Board	1,648	1,262
World's Largest Hockey Mural	1,324	1,206
Equity on Ice - Event Page 2	1,525	1,220
Senior Leadership Team	1,198	1,035
About Us	1,023	802
MinnPACE	803	647
Development Team	614	538

## Web Demographics (YTD)

- 40.4% female | 59.6% male
- 86% new users | 14% returning visitors
- 9% between 18-24 y/o
- 27% between 25-34 y/o
- 26% between 35-44 y/o
- 20% between 45-54 y/o
- 14% between 55-64% y/o
- 4% 65+ y/o
- 90% in U.S.
- 78% in Minnesota
- 33% in Minneapolis
- 26% in Saint Paul

## May Highlights



**Bonding Bill Provided \$5.2 Million for MN Ports Association**  
90 views · May 30



**Welcome to "The Hub" at Beacon Bluff**  
882 views · May 29



**Intro to the Saint Paul Port Authority**  
2K views · May 25



**Good Things Are Coming Upstream**  
37 views · May 25



**Brownfield Remediation**  
50 views · May 22



**Why River Shipping Makes Sense**  
43 views · May 16



**Economic Development 101: Episode 3 - Brownfield...**  
40 views · May 15



**Give Yourself a Raise!**  
5.7K views · May 11



**Saint Paul Port Authority** @SPPortAuthority · May 29

Looking to cool off this summer? Come see "The Hub" on the Eastside of Saint Paul at the corner of Minnehaha Ave and 7th St East. It's completely free and tells the history of @3M in Saint Paul, Minnesota and Beacon Bluff business center! ☀️ #TheHub



**Saint Paul Port Authority** @SPPortAuthority · May 17

This month we sat down with SPPA Director of Strategic Development Tonya Bauer! (@TonyaBauer7) Please, @summitbeer don't offer her a Beer Tester position we like her a lot here 😊 [ow.ly/Zkrf50hkiGV](https://ow.ly/Zkrf50hkiGV) #PortProfiles



You Retweeted



**Visit Saint Paul** @SaintPaul · May 11

Fun Fact Friday: #MYSAINTPAUL now holds the world record for the largest hockey mural. The artwork atop @SPPortAuthority's @TislandCtr measures 300 by 50 feet, surpassing Toronto's 100-foot mural that previously held the record → [ow.ly/oPF030jTVYR](https://ow.ly/oPF030jTVYR)



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**Saint Paul Port Authority** @SPPortAuthority · May 10

Huge power move having @TonyaBauer7 kick it off, she's got energy for days!



**Julia Jenson** @jules723

@TonyaBauer7 kicking off Economic Development Day at the Local 455 Pipefitters Training Facility. #spacclsp It's a beautiful day to learn about all the great things happening on the East Side!