

PORT AUTHORITY

Minutes of the 334th Meeting of the Board of Directors of the Port Authority held at 45A Harbour Drive at 1540 hours on Friday, November 4, 2011.

Present:

Mr. John Henry Ebanks (Chairman)
Mr. Paul W. Hurlston (Secretary)
Mr. Michael Nixon
Mr. Carlon Powery MBE, JP
Mr. Anthony Akiwumi
Mr. Dalton Walter
Mr. Leonard Dilbert JP
Mr. James A. Bodden MBE, JP
Mr. Ashton Bodden JP
Mr. Curley Evans

Attendees:

Mr. Tully Cornick (KPMG)
Mr. Sam Story (KPMG)
Mr. Mac Imrie (Maples)
Mr. Brett Basdeo (Maples)
Mr. James Parsons
Mr. Joseph Woods

Apologies:

Mr. Rudy Garvin

		NOTICE AND QUORUM	
		The Chairman noted that due notice of the Meeting had been given to all Members and that a quorum existed. Accordingly, the Meeting could proceed.	

1		Welcome and Call to Order	
2		Apologies and absences	
3		Matter Arising	
		<ul style="list-style-type: none"> • It was agreed that matters on the agenda that require Board of Directors approval and not covered in this meeting will be circulated in a paper to members • KPMG is looking at the port's present and future financing needs • A meeting with key stake holders operating at RWCT took place and out of that meeting a number of improvements were identified and will now be implemented. • A meeting will take place with the tenants association of the RWCT and sub-committee of the Board • There has been no further communication from the Ministry on Capt. Bryan's letter on Safehaven • The Derrin Burlington matter is put on hold 	
4		Corrections and Approval of Minutes	
		<ul style="list-style-type: none"> • A motion to accept the minutes of the 333rd meeting was moved by Mr. Carlon Powery and seconded by Mr. James Bodden. The motion was passed. 	
5		Briefing to the Board of Directors by Maples – GLF issue	

		<ul style="list-style-type: none"> • A proposal to resolve the dispute with GLF is to be submitted by the CIG to GLF on November 7, 2011 • Ritch & Conolly is representing the CIG who has taken the lead position in this dispute • The Port Authority is to be a party to any settlement claim but if the claim is not resolved then the Port Authority and CIG will not accept liability • In the event that this claim is not settled and GLF files proceeding in court then at that point the Port Authority will have to prepare a case and take witness statements • At this point the Port Authority is to do nothing. • Mr. Priestly who acted as legal advisor to the Port Authority has been asked via Maples to treat this matter as confidential 	
6		<p style="text-align: center;">Briefing to the Board of Directors by KPMG on Business Case for Cruise Berths and Negotiations with CHEC</p>	
		<ul style="list-style-type: none"> • KPMG has been engaged to produce a business case for the Port Authority. • This case will involve the analysis of financial, cargo and cruise data and determine where we are at and where we want and need to go. • Key questions such as: - How much can CIG and the Port Authority financially contribute? Who will operate various sectors of the new dock facility? Will there be private sector financial participation? The role of the cruise lines? And what type of financing structure will be used? - Are just some of the issues that have to be explored • CHEC is anxious to move forward and the next step is to have in place a Frame Work Agreement followed by Definitive Agreements • The Port Authority will put in place a 	

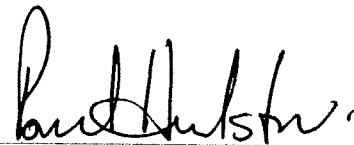
		<p>technical negotiating team and will agree a schedule of meetings with CHEC.</p> <ul style="list-style-type: none"> • Mr. Dilbert highlighted that some of the areas that our negotiating team will need to address to make this project workable and sustainable. These will include but not limited to finances, engineering, storm surge, passenger experiences, impact on local businesses, utilities, roads and social impacts. Agencies such as the NRA, Planning, Customs, Police, Health, and the private sector will be required to give their input. 	
7		Video Presentation of Dock and Upland Development by CHEC	
		<ul style="list-style-type: none"> • The most recent proposal from CHEC was shown to members 	
8		Briefing on Director & Officers (O&D) Liability Insurance	
		<ul style="list-style-type: none"> • Mr Parsons explained the research he had done through the CIG’s risk management insurance unit and had obtained quotations for CI\$1 million to CI\$5 million O&D coverage. His briefing forms apart of these minutes • It was resolved on a motion moved by Mr. Akiwumi and seconded by Mr. Evans “that Mr. Parsons and Mr. Nixon continue to research O&D insurance coverage between CI\$5 million and CI\$20 million” The motion passed. 	
9		Briefing on Tenants Lease Contract	

		<ul style="list-style-type: none"> • Matter deferred 	
10		<p>Briefing on Proposed Security and Passenger Flow at the RWCT by Mr. Joseph Woods</p>	
		<ul style="list-style-type: none"> • Mr. Woods discussed some of the issues that have been identified by the cruise lines as negatively affecting their cruise passengers' satisfaction. The first step to remedy these problems, he explained, is to formally separate the pre-booked from the non-pre-booked passengers. His presentation on the details of the proposal forms a part of these minutes. • The Board of Directors agreed that the Port Authority's management must implement all necessary steps to ensure that all cruise passengers experience a hassle free environment. The Board of Directors will fully support these efforts • It was resolved on a motion moved by Mr. A Akiwumi and seconded by Mr. Ashton Bodden "that steps will be taken to control the general public access to the RWCT and that it is the intention to limit access to cruise passengers and those who have Port Authority's permission on cruise ship days". The motion passed. • It was further agreed that the Port Director will approach the tenants of the RWCT on this matter as it was through their initial opposition to such closer to the public that the terminal is now open to the public. 	
11		<p>Other Matters</p>	
		<ul style="list-style-type: none"> • It was noted that Mr. Nick Freeland resigned from the Board of Directors and for the record it is hereby recorded the member's gratitude 	

		<p>for his contribution during his short tenure.</p> <ul style="list-style-type: none"> • The Chairman told members he would circulate the names of persons that are possible candidates for the position vacated by Mr. Freeland. • The Chairman noted that member Mr. Rudy Garvin has been absent from meetings as he apparently is off island for extended periods of time. It was thought that under these circumstances a replacement should be sought for Mr. Garvin. 	
11		Adjournment	
		There being no further business the meeting was adjourned at 1715 hours.	



John Henry Ebanks - Chairman



Paul W. Hurlston (Secretary)