

# Upper Mississippi River International Port District

## BOARD MEETING MINUTES

Date: December 28th, 2023

Time: 13:00 CDT

Location: Board Room  
18901 B St  
Savanna, IL 61074

### **I. Call to Order**

A roll call was held and it was noted that Steve Keeffer, Lance Larsen, Jeff Doran, Ken Sandy and Jim Francis were present. A quorum was met with three Commissioners in attendance. The meeting was called to order at 1:00 pm.

Guests in attendance were Scott Sigman (Equanimous Advisory Services), Aimee Martelle (Riverport Railroad) and Linda Balcom (Balcom Environmental), David Albee (former UMRIPD legal counsel).

### **II. Approval of the Agenda**

Commissioner Francis motioned to approve the meeting agenda, seconded by Commissioner Sandy, approved by voice vote unanimously.

### **III. Approval of Meeting Minutes**

Commissioner Doran motioned to approve the November 16th, 2023 meeting minutes, seconded by Commissioner Keeffer, approved by voice vote unanimously.

Commissioner Francis pointed out that the November 30<sup>th</sup> meeting to authorize the board to enter into discussion with a project management consultant regarding terms and contract for the Port Capital Improvement grant was invalid, as by the regulations set forth in the Open Meetings Act, there was not a quorum present, as only two members were present physically, with one member attending remotely.

This was accepted by the board and the November 30<sup>th</sup> minutes were not approved.

The authorization to enter into discussion with the service provider would be addressed at a future meeting.

#### IV. On-Going Business

A. **Port Master Plan Update.** Commissioner Larsen noted that there had been a lull in the master planning meetings as there were some questions regarding billing by the service provider.

B. **Capital Improvement Program.** Commissioner Larsen noted that the grant documentation was in progress with Local Roads and that the funding agreement had been drafted and that that document was in the process of being accepted or rejected by the Springfield office.

Commissioner Larsen noted that he expected the agreement to be signed soon if it is approved, or that changes would need to be made if it would be rejected.

C. **Asset Recovery.** Commissioner Larsen noted that no updates had been received on asset recovery from either Commissioner Francis or any of the former Commissioners.

D. **Ethics Officer.** It was noted that Carroll County administrator, Mike Doty, had retired. Commissioner Larsen noted that the board would have to decide whether or not to proceed with appointing a new ethics officer. Commissioner Francis pointed out that Mr. Doty had not been fulfilling the function of ethics officer for many years. Commissioner Larsen pointed out that former board members had in the recent past indicated that Mr. Doty was the UMRIPD's incumbent ethics officer.

Commissioner Francis asked if the UMRIPD had retained legal counsel. It was noted that the UMRIPD did not have an attorney. Commissioner Francis questioned who the attorney was referenced in prior minutes. Commissioner Larsen pointed out that that attorney was hired to perform a once-off property transaction. Commissioner Francis questioned whether appointing an attorney for a once-off transaction required board approval. Commissioner Larsen noted that he did not believe it was. Commissioner Doran said he did not think it was the case if the value of the service provided to the public body was under \$30 000.

E. **Restatement of UMRIPD historical financial statements.** Commissioner Larsen noted that the board, moving forward, should ensure that the historical financial statements are completed, noting that he did not believe the board had in the past complied according to the statute.

The financial statements are supposed to be sent to the governor's office and the chairs of both county boards annually. Commissioner Sandy noted that Ms. Roche would be assisting with this.

Commissioner Larsen noted that some of the restatement had been completed from the data that he had been assembled during his period as chair, but that much information was missing.

Commissioner Larsen added that it was up to the board to decide how far back in time they wished to go with the statements, noting that the missing information had not been provided to the board by the former Commissioners.

Commissioner Francis said that he was aware that financial statements going back four or five years were included in the FOIA request brought by Commissioner Larsen earlier in the year.

Commissioner Larsen noted that no complete financial statements were included in the FOIA request. Commissioner Francis disagreed and suggested that Commissioner Larsen take it up with them (sic).

Commissioner Larsen noted that there was nothing to take up with anyone and that the board would have to decide how many years of statements it wished to recreate.

Mr. Davies noted that Ms. Roche's role would be to recreate the statements from the bank accounts that the board would provide her access to.

Commissioner Larsen noted that he had analyzed and compiled the information available via the UMRIPD bank accounts, but added that while the board had access to all the banking details – that was not all the information that was required to create accurate financials.

Commissioner Larsen noted that what was not available was the information related to asset disposition – ie. what assets had been sold, what the value the former commissioners had received for those assets and what had happened to the proceeds.

Commissioner Francis said that he believed the complete financial statements in existence were provided in the FOAI request.

Commissioner Larsen noted that this was not the case. He added that it would be determined through the investigation what assets were sold, who they were sold to, what was paid for the assets and who is in possession of the proceeds of those sales.

Commissioner Francis noted that the Port's policies at the time allowed such transactions.

Commissioner Larsen noted that while board has access to all of the legitimate banking transactions, what it doesn't have access to is information related to cash sales and side-arrangements that were made to dispose of the almost 500 assets that the prior board had acquired and sold.

Commissioner Larsen noted that it is difficult to create accurate historical statements without the information related to asset sales. He added that had the information provided to the board been complete, there would not be an issue recreating the statements, and the problem - as it exists today - would not be an issue.

Commissioner Francis again noted that in his opinion all the asset transaction details were included in the FOIA information.

## **V. New Business**

### **A. Resignation: Commissioner Larsen:**

Commissioner Larsen noted that he wished to resign as Chairperson of the UMRIPD and had informed the Governor's office of his decision. He added that he was resigning as he had moved out of the district and that the statute does not allow persons living outside of the district to serve as commissioners of the Port. Commissioner Sandy asked if Commissioner Larsen could still serve on the board. Commissioner Larsen noted that he had not enquired about this with the Governor's office or consulted counsel but felt that it was not appropriate to continue in the role. He added that he would be willing to assist and provide service to the board ex-officio, if the board wished.

### **B. Election of Chairperson:**

Commissioner Larsen asked for suggestions for the new chairperson. Mr. Davies noted that while he was not a commissioner, he thought that Commissioner Keeffer would be a good choice, as he had much experience with the LRA board and had been working with the Port for several years through transition and other matters. He noted that much work was yet to be done.

Commissioners Sandy and Doran noted that they did not feel they had been board members for long enough to take on the role. Commissioner Francis also noted that he did not wish to act as chair.

Commissioner Keeffer noted that he was already performing the same role with the LRA and added that he would act as chairperson if his fulfilling the role was not a conflict of interest or if the role became too demanding.

**Commissioner Francis made a motion to appoint Commissioner Keeffer as Chairperson of the UMRIPD. Commissioner Doran seconded. The motion passed unanimously by roll-call vote.**

## VI. Reports

- A. **Secretary.** Mr. Davies noted that besides a check that had arrived at the LRA for the UMRIPD/ Commissioner Sandy, he had nothing to report.
- B. **Treasurer.** Commissioner Sandy noted that besides the financials in the board packet he had nothing to report in open session but had questions he would like to have addressed in closed session.
- C. **Jo-Carroll Local Redevelopment Authority.** None.

## VII. Public Comment

Ms. Martelle noted that thefts at the Depot were occurring again. She added that Mr. Brian Potempa – a property owner at the property – was in the process of putting together a presentation with costs to present to the LRA at that organization’s next board meeting.

Mr. Davies noted that Mr. Potempa had sent him a presentation of 24 pages the day of the last LRA meeting, but that the presentation did not contain a cost breakdown, only an overview of the security concerns and images of cameras, lights and other potential solutions, including security personnel and the like.

Ms. Martelle noted that Mr. Potempa would likely update the presentation.

Commissioner Francis noted that Commissioner Sandy wished to discuss financial matters in closed session and wanted to know if those matters should be addressed in closed session, asking what those matters were. Commissioner Sandy noted that the questions pertained to payment of bills.

Commissioner Keeffer noted that if the questions were related to the matters to be discussed in closed session, they could be discussed in closed session.

Commissioner Sandy noted that he wanted to know how to proceed with payment to the building appraiser who performed the appraisals for three buildings.

Commissioner Sandy wanted to know the mechanism by which the bills would be paid, as he was unsure if the service was related to Capital Improvement.

Commissioner Keeffer noted that entering Executive Session would be useful, as that discussion would likely provide information that would answer Commissioner Sandy’s question. He noted that if Commissioner Sandy still wished to discuss the matter following Executive Session, the board could do so.

**Commissioner Doran made the motion to enter Executive Session. Commissioner Larsen seconded. The motion passed unanimously by roll-call vote. The board entered executive session at 1:35 pm.**

**VIII. Executive Session**

- A. 5 ILCS 120/2(5) - The purchase or lease of real property for the use of the public body, including meetings held for the purpose of discussing whether a particular parcel should be acquired.
- B. 5 ILCS 120/2(11) - Litigation, when an action against, affecting or on behalf of the particular public body has been filed and is pending before a court or administrative tribunal, or when the public body finds that an action is probable or imminent, in which case the basis for the finding shall be recorded and entered into the minutes of the closed meeting.

**Commissioner Larsen made a motion to exit Executive Session. Commissioner Doran seconded. The motion passed unanimously by roll-call vote. The board emerged from Executive Session at 1:55 pm.**

**IX. Motions from Executive Session**

**Commissioner Doran made a motion, seconded by Commissioner Sandy to proceed with the sale of Building 10 – 3234 McIntyre Rd, Savanna, IL – in accordance with the terms agreed upon with the LRA. The motion passed unanimously by roll-call vote.**

**X. Adjournment**

**Commissioner Doran moved, seconded by Commissioner Sandy, to adjourn at 13:57 CDT, unanimously approved by voice vote.**