



Mayor and City Council of Cumberland

Mayor Raymond M. Morriss
Councilman Seth D. Bernard
Councilman Richard J. "Rock" Cioni
Councilman Eugene T. Frazier
Councilwoman Laurie P. Marchini

City Administrator Jeffrey D. Rhodes
City Solicitor Michael S. Cohen
City Clerk Marjorie A. Woodring

MINUTES

M&CC Special Public Meeting
City Hall Council Chambers

DATE: June 11, 2019

I. Open Session

1. 4:00 p.m. - Convene into Open Session

II. Pledge of Allegiance

III. Roll Call

PRESENT

Mayor Raymond M. Morriss
Councilman Richard J. "Rock" Cioni
Councilman Eugene T. Frazier
Councilwoman Laurie P. Marchini

ABSENT: Councilman Seth Bernard

ALSO PRESENT: Jeffrey D. Rhodes, City Administrator; Michael S. Cohen, City Solicitor;
Marjorie Woodring, City Clerk

IV. New Business

(A) Orders (Consent Agenda)

Mr. Cohen reviewed the one item on the Consent Agenda prior to vote, saying that the NDA (Non-Disclosure Agreement) sets forth certain conditions pertaining to the release of preliminary engineering studies regarding the Fayette and Washington Street Bridges. Mr. Cohen further stated that CSX will not authorize its release unless the Agreement is

signed, so it must be signed to move forward, and added that CSX and the Wilson T. Ballard Company has already signed it.

1. **Order No. 26,459** - authorizing the execution of a Confidentiality and Non-Disclosure Agreement by and among CSX Transportation, Inc., The Wilson T. Ballard Company, and the Mayor and City Council of Cumberland regarding certain information set forth in the Agreement in connection with the conduct of engineering feasibility studies regarding the Fayette and Washington Street Bridges.

Mayor Morriss called for questions or comments, and a discussion followed.

Mayor Morriss wanted to clarify that without this Agreement, CSX will not release the engineering studies and added that the City doesn't have a choice but to sign it. Mr. Cohen confirmed, saying though, that this is an instance where there is zero harm to the City. He added that this allows CSX to not share information it doesn't want to share with third parties.

Councilwoman Marchini stated that if this is specifically about the bridges, she wondered about CSX's claim of no ownership. Mr. Cohen advised that this Agreement has nothing to do with ownership, that at this juncture we aren't concerned with who was the owner, we're attempting to resolve and clarify that matter with the Agreement, which will provide who owns them from here on out, which is the City.

Councilman Cioni stated that to him it sounded like CSX is trying to protect something they own. Mr. Cohen replied that this is not unusual for this type of Agreement, as they are trying to protect their historical data. He added it was no surprise to him that they requested it.

Mr. Rhodes asked Mr. Cohen if somewhere along the line he thought he could get a redacted version of the agreement to release. Mr. Cohen confirmed that CSX will be providing a redacted version of the document after receipt of the engineering studies.

Councilwoman Marchini wanted to clarify what constitutes "proprietary" information in this situation, and asked if CSX doesn't own the bridges, what it is that needs to be protected. Mayor Morriss responded, saying that without the NDA, the negotiations basically come to an end. Mr. Cohen stated it's proprietary because CSX owns the data, with Mayor Morriss adding that what CSX is concerned about is the design of the bridge; their people have assisted with designing the bridge structure, and that's what's proprietary.

Motion to approve Consent Agenda Item No. 1; Order No. 26,459 was made by Councilman Cioni, seconded by Councilman Frazier, and was passed on a vote of 4-0.

V. **Public Comments**

None

All public comments are limited to 5 minutes per person.

VI. Adjournment

With no further business at hand, the meeting adjourned at 4:20 p.m.

Minutes approved on August 13, 2019

Raymond M. Morriss, Mayor

ATTEST: Marjorie A. Woodring, City Clerk