DELAWARE RIVER PORT AUTHORITY
&
PORT AUTHORITY TRANSIT CORP.

January 5, 2011 Board Meeting

Wednesday, January 5, 2011
One Port Center
Board Room
9:00 am

John J. Matheussen, Chief Executive Officer
1. Roll Call

2. Report of the Audit Committee

3. Report of the Compensation Committee

4. Approval of December Minutes – December 1, 2010 (previously mailed)

5. Approval of Operation & Maintenance Committee Report of December 1, 2010

6. Adopt Resolution Approved by Operation & Maintenance Committee of December 1, 2010

   DRPA-11-001 Philadelphia Veterans’ Multi-Service Center and Veterans’ Administration

7. Approval of Executive Committee Report of December 1, 2010

8. Adopt Resolutions Approved by Executive Committee of December 1, 2010

   DRPA-11-002 Renewal of DRPA Pollution Legal Liability Policy

   DRPA-11-003 Philadelphia Cruise Terminal Lease Agreement between the DRPA and Philadelphia Authority for Industrial Development


10. Unfinished Business

    DRPA-10-149 In Kind Contribution – World Trade Center of Greater Philadelphia

11. New Business

12. Adjournment

*No Attachment
AUDIT COMMITTEE MEETING MINUTES
November 10, 2010
9:00am – 1:55pm

Committee Members Present:
Rob Teplitz (for Auditor General Jack Wagner), Chairman
John Dougherty
Richard Sweeney

Via Phone:
Tamarisk Jones, Board Member
Jeffrey Nash, Committee Member
Maria Quinones-Sanchez, Committee Member
Robin Wiessmann, Board Member

Others Present:
John Hanson
Bob Box
Christina Maroney
Richard Brown
Toni Brown
Frank DiAntonio, Board Member
Frank DiCicco, Board Member
Ann DuVall
Joe Egan
Nancy Farthing
Charles Fentress, Board Member
Ron Gilbert
Kathy Imperatore
Ed Kasuba
John Lotierzo
Robert Gross
John Lisko (for State Treasurer Rob McCord), Board Member
John Matheussen
Dave McClintock
Robert Only
Orville Parker
Karen McCarthy Jacobson
Tom Omiatek
Tim Pulte
Jim Quinn
Cheryl Spicer
Mike Venuto
Jim White
Chong Young

John Cameron, Managing Partner – TransTech Management
Henry Canipe – TransTech Management

• Chairman Teplitz opened the meeting by asking if there were any changes to the Committee’s Charter final draft which provides details of the powers and duties of the committee. It was approved upon motion without further discussion. The Charter will be sent to the full Board next week.

• As per the Compact, the Authority must conduct a Management Audit at least once every five years. Resolution DRPA-10-040 which was passed on August 25, 2010 changes the timeframe of conducting the Management Audit from every five years to every two years. The most recent Audit was submitted in 2010 by TransTech Management. The purpose of this Audit Committee meeting was to understand the 2010 findings and recommendations and to determine what changes should be made to the Management Audit process prior to bidding out our next audit in 2011.
• John Cameron and Henry Canipe of TransTech Management were invited to today’s meeting to help the committee understand the management audit process and TransTech’s 2010 findings and recommendations.

Part One: Understanding the process of the management audit.

• Mr. Cameron gave an overview of the background and qualifications of his firm. He explained how the management audit was conducted. He also stated that the scope of our audit was very broad because the language in our Compact and in our RFP did not give clear guidance on how to conduct the audit.
  
  o First, TransTech held a number of interviews, conducted site visits, and performed a review of documentation. From this information, they created a diagnostic assessment. This assessment was presented to the Authority’s leadership to determine on which areas to focus their resources for the remainder of the Audit. In particular, the RFP asked TransTech to focus on four areas: information technology, risk management, public safety, and PATCO.
  o Some of the work was sublet to others with specific expertise.
  o Options for solutions were recommended.
  o Mr. Cameron said that in his experience, it is a better, more rewarding process to communicate a lot with the client before submitting the final report. This approach allows everyone to be engaged, and it ensures that the information presented in the final report is factually accurate.
  o Mr. Cameron cautioned that we must be very clear about our expectations when we write an RFP for our next audit. We must be very clear in our scope; in what all should be covered; and in the deliverables during our next audit.

• Chairman Teplitz stated he had a number of questions for the auditors so that the committee understands going forward in order to do the next audit, and so that the Board can have a discussion. He wants this to be an open dialogue with candid feedback from everyone.

Q1. What standards (such as Generally Accepted Government Auditing Standards, also known as the “Yellow Book”) were used in conducting the audit to ensure integrity? Was there a step by step logical process?

A1. The guidelines used were from a set of standards determined by the nine subject matter experts selected by TransTech. Each had their own way to handle their specific subject matter, and they were allowed to use TransTech guidelines and reporting requirements. TransTech is familiar with the Yellow Book standards; however, they chose not to use the rigorous standards of Yellow Book as this generally doubles the cost of the audit process. Yellow Book standards are usually used in adversarial, hostile situations, which was not the case when the Authority’s audit began. Henry Canipe characterized the process TransTech used as “generally accepted management processes and principles.”

Q2. What were the disadvantages of the number of subcontractors used?
A2. Three firms were used and a total of nine people. It was challenging but it was important to get the right people. In future audits, Mr. Cameron cautioned that the Authority should not limit itself to firms that only use in-house consultants.

Q3. Did you feel you had enough independence to produce the final document and diagnostics along the way? Were there any obstacles to independence or with the language?

A3. No, independence was not an issue with this audit.

- Commissioner Dougherty asked the following questions:

Q4. Why were comments from Authority staff entered directly into the final report?

A4. The audit took over two years to complete. It was important to ask staff for comments to ensure the final report was a living document and that the information in the final report was accurate.

Q5. Who was interviewed from the Board and who made the decision not to include the full Board?

A5. Mr. Cameron responded that the Chairman and Vice Chairman were interviewed via predetermined interview guidelines. They were asked if they actually represented the Board. They each responded yes and that there was no need to include additional Board members.

Comment from Chairman Teplitz: All Board members should be interviewed in the next audit.

Q6. To what extent were issues raised by staff just transferred into the report without further vetting?

A6. Mr. Cameron responded that guidance was received via the RFP. In subsequent meetings things were discussed and decisions were made jointly; there was nothing in the report given without TransTech’s blessing. When nuances arose, discussion followed and was summarized. Process was to get best possible result.

- Chairman Teplitz asked the following question:

Q7. Regarding the report schedule, it would be helpful to understand what could we do and the auditors do differently to meet deadlines. Why wasn’t the audit submitted by November 2008 as scheduled?

A7. A fair amount of disconnect could be avoided with informal check points. He felt the primary reason was due to this being a 5-year audit which brought lots of angst. It had been eight years since the last audit and many in the organization had not experienced this process. It was unreasonable to target the start of May and end in November. They should have been more judicious. Mr. Cameron apologized and took full responsibility for the delay. He stated that DRPA must be clear in negotiating going forward and try to do the audit for less money
since it will be every two years. He also suggested getting the Audit Committee involved to ensure deadlines are adhered, and not take excuses for delays.

Part Two: Understanding TransTech’s findings and recommendations.

- The substance of TransTech’s findings and recommendations were reviewed. An overview of the executive summary was given by Mr. Cameron. He then discussed some of the major themes:
  - Internal and external political influences impact operations – but can be a positive thing
  - Financial constraints impact nearly every activity and function
  - Significantly reduced size of workforce
  - Centralized and consolidated management and responsibilities of a number of support activities & functions, though some were unhappy it will stretch resources
  - Outsourcing versus using staff
  - Vision of non-bridge operations/PATCO requirements improved and articulated
  - Information Services tools are insufficient
  - Pay policies and performance review program not accomplishing intended results

Mr. Cameron suggested the current audit be transparent, communicated, acted upon, and tracked in terms of implementation and results.

- Commissioner Teplitz:

  Q1. There is somewhat of a tension regarding the political nature of DRPA, but the conclusion is that we are “apolitical.” Can TransTech reconcile this within the context of the management audit?

  A1. TransTech did not intend to make it “apolitical” but more good and bad. DRPA still needs to operate in a business like fashion. TransTech does not typically comment on the political nature of organizations when conducting management audits because politics are usually not involved in day-to-day decision making.

  Comment from Chairman Teplitz: Board governance and transparency should be included as topics to cover in the next RFP.

  Mr. Cameron offered again to help draft and structure the new RFP at no cost to the DRPA.

- Commissioner Dougherty:

  Q2. Why didn’t TransTech touch upon controversial topics (i.e. true-up, organizational jobs, no bid contracts, legal)? He questioned the evolution of the recommendations.

  A2. TransTech. Those issues were not identified in the Diagnostic Assessment.

  Q3. Where did the idea of position eliminations come from (i.e. Assistant to the Chairman and Vice Chairman)?
A3. Mr. Cameron responded he thought early on this issue was a difficult set-up for the CEO. It was discussed on & off between TransTech and Authority staff. He stated he could not divulge specific names as the employees were given anonymity. It was noted that the Chairman and Vice Chairman support-staff recommendations for elimination had been decided approximately in 2008, per Mr. Cameron. No other positions for elimination were supported by TransTech at the time of the report.

- Commissioner Teplitz:

Q4. What about transfer of Corporate Secretary to Legal Department?

Q4. TransTech did not recommend this. They felt the functions performed by the Corporate Secretary related to the management of One Port Center should report up to the CEO rather than the Board.

Q5. Are recommendations for increasing staffing and salaries in a number of areas an “ideal” not factoring in account resources?

A5. No, not resource-constrained. There was no study whatsoever. DRPA did not request costing out positions.

Part Three: Questions and Answers on specific Audit Issues/Recommendations

- Commissioner Teplitz:

Q1. How do the recommendations in the final report line up with framework of the Authority’s current Fleet Management (which was recently voted on by the Board)?

A1. John Matheussen responded that our four bridges needed to be centralized to consolidate resources and talent. There were strong opinions on both sides. Bob Gross stated that he agreed with most of the recommendations and they were adopted. However, he did not agree to the outsourcing due to equipment differentials. Tim Pulte also does not recommend outsourcing and acknowledged that they have realized cost savings with the centralization thus far. Primary difference is that outsourcing issues include contractual issues.

Q2. Finance Department was very positive but I.T. (Information Technology) was not. How can we reconcile our budget constraints with the recommendation for an I.T. Chief to address technology area?

A2. John Hanson replied that this is mostly related to our asset management system which would come from Operations and Engineering. We are currently in process of getting an ERP System. This is not a reflection upon I.T. The primary recommendation was to add a business analyst but resources are scarce and may not allow. The strategic plan will determine how resources are deployed.

Q3. Is there a Strategic Plan Department?
A3. John Matheussen responded that Christina Maroney and Bob Gross handle this along with a consultant from St. Joseph’s University.

- **Commissioner Dougherty:**

  Q4. Why wasn’t the Legal department examined?

  A4. It was not identified in the diagnostic assessment.

  **Comment from Chairman Teplitz:** The Legal department should be reviewed in the next management audit.

- **Commissioner Teplitz:**

  Q5. Should PATCO be a subsidiary or autonomous?

  A5. TransTech did not recommend upsetting the relationship in the Compact, but they do wish for a tighter relationship. By way of the strategic plan, this has support on both sides – DRPA and PATCO.

  **Comment from Bob Box:** PATCO is a regulated agency and they need to do things differently that does not impact DRPA.

  Q6. What is the relationship between Public Safety after the Kroll report was completed? How do recommendations line up with plans going forward?

  A6. The Kroll report had just been completed. DRPA was only interested in relationships with police around Philadelphia. TransTech used best judgment and concluded the Authority would be better off with its own police department.

- **Commissioner Dougherty:**

  Q6.1. Who at the Authority was at the forefront?

  A6.1. Chief Borelli and his lieutenants.

  **Commissioner Dougherty** noted that the Kroll Audit Report was in complete contradiction to TransTech’s recommendation.

  Q6.2. Did Homeland Security weigh in?

  A6.2. They asked for additional staffing of multiple people and were compromised with them and recommended staffing one or two people.

- **Commissioner Lisko** asked the following questions:

  Q7. Did TransTech look to comment on the threshold for Board approval of contracts?
A7. It was not addressed; that falls into Board Governance.

Q8. Do you have other clients who engage in economic development projects?

A8. One other state (Louisiana) has an economic development for local projects as part of its transportation department. During the management audit, it became clear early on that the economic development projects were dwindling and not likely to be the focal point so we did not need to focus on that area.

Q8.1. When did this conversation regarding economic development projects take place?


Q9. Did any portion of the analysis look into conflicts of interest or outside employment?

A9. I don’t recall if this was in the RFP but that would be more in line with a forensic audit.

Q10. What about aspects of insurance and true-up?

A10. They have worked with agencies across the board and lots of clients supporting this at the table, but DRPA is different.

Part Four: Comments and Wrap up

• Commissioner Teplitz:

Q1. Can TransTech give one or two recommendations of absolute top priority?

A1. Mr. Canipe responded that 1) most not well-weighted but need to be continued on an ongoing basis, and 2) performance measures to be linked to performance evaluations via strategic planning. Mr. Cameron responded that the Authority needs to do the following:

○ Meet Compact requirements
○ Internal operations of Engineering Department was a “C” in 2008
○ Organization and management need a good strategic plan and to be clear about the Board’s objectives
○ Electronic tolling should be continued focus

• John Mattheussen discussed implementation. He stated that some initiatives in the summary have been put into operation. A process for reporting has been set up as well.

○ Capital Program is the biggest going forward
○ Staffed down Engineering needs to grow
○ Strategic Plan to be further developed with Board included
○ Two major items: growth of Light Rail in NJ and Philadelphia
○ Have been doing projects not core-related (cruise) which did not involve Strategic Plan
○ Performance evaluations not always easy
○ New Lean Government process
• Having Board involved is key going forward

• Using these responses and the summary as a map to the future will help us move ahead.

• Recap of issues and topics to be covered in next RFP

  o Must be very clear about our expectations and scope, in what all should be covered, and in the deliverables
  o Full Board involvement
  o Board governance and transparency
  o Legal Department should be reviewed
  o DRPA should not limit itself to firms that only use in-house consultants

The meeting was adjourned at 1:55pm.
Delaware River Port Authority

Review of
Management Audit Report

November 10, 2010

TransTech Management, Inc
I. Management Audit Principles

II. Our Approach at DRPA

III. Findings & Recommendations
I. Management Audit Principles

- What is a Management Audit?
- What are its characteristics?
- What are customary tasks?
Management Audit Characteristics

"...comprehensive examination of an organization...scope is broad...and includes all functions..."

- Logical, step-by-step format
- Identifies problems & weaknesses
- Interview process is key
- Fact-finding, field observation, documentation
- Recommends solution options
- Is a tool for management
Management Audit: Normal & Customary Tasks

- Examine administrative, management, and operational matters
- Conduct diagnostic assessment
- Perform fact-finding
  - Interviews
  - Documents
  - Observations of facilities and work patterns
  - External interviews
- Conduct analysis of information and data (measurement, judgment and objectivity)
- Provide recommendations
II. Our Approach at DRPA

- Diagnostic Assessment
- Determining Focus Areas
- Analysis and Reporting
Overall Objective

Improve the overall effectiveness and efficiency of DRPA operations, administration and management

- Compact adherence
- Organizational structure
- Staffing / competencies
- Business strategies
- Policies & procedures
- Communications
- Performance
- Information technology
- Risk management
Four Highlighted Areas by DRPA

- Information technology
- Risk management
- Police
- PATCO
Efficiency & Effectiveness

- **Effectiveness** is DOING WHAT IS SUPPOSED TO BE DONE! Being **effective** is knowing what and how to do a task and then doing it well

- **Efficiency** is DOING THE RIGHT THING WHILE USING MINIMUM PRACTICAL RESOURCES! Being **efficient** is doing the task at an increased pace, or a decreased cost, or both
Our Approach – Phase 1

- Diagnostic Assessment Purpose
  ✓ Highlight major issues
  ✓ Help establish priorities for further study
  ✓ Provide preliminary findings and recommendations

- Diagnostic Assessment Process
  ✓ Review of documents
  ✓ High-level interviews
  ✓ Field observations
Our Approach – Phase 2

- More detailed interviews
  - Internal, lower-level
  - External vendors, stakeholders, etc
- Focus groups
- On-line 'suggestion box'
- Performance benchmarking
- Discussions regarding interim findings
- Recommendations
- Implementation plans
Focus Groups

- Bridge Operations and Management
- Engineering
- Human Resources
- PATCO Management
- Policies and Procedures
- Structure and Management
Input Sources

- High-level interviews (~60)
- Field observations and discussions (~20)
- Additional interviews (~20)
- Six focus groups (~50)
- Suggestion box (~40)
- Vendor interviews (~5)
- Benchmarking
- Documents
Process Questions?
III. Findings & Recommendations

- Preparing Draft Report
- Confirming Findings
- Discussing Recommendations
Categories of Issues

- Compact Compliance
- Engineering
- Finance
- Fleet Management
- Human Resources
- Information Technology
- Organization and Management
- PATCO
- Public Safety
- Risk Management
- Tolling Practices
Findings: Major Themes

1. The influence of external and internal politics impacts Authority operations
2. Financial constraints have impacted nearly every DRPA activity and function
3. The DRPA has significantly reduced the size of its workforce
4. DRPA has centralized and consolidated the management and responsibility of a number of support activities and functions
5. The DRPA faces a number of critical decisions related to staffing versus outsourcing

6. The Authority’s vision for non-bridge operations requires improved articulation and communication

7. DRPA organizational units’ access to MIS tools and other technologies is insufficient

8. DRPA pay policies and its performance review program are not accomplishing intended results
Theme 1: The influence of external and internal politics impacts Authority operations

- DRPA is justifiably "political" in nature
- Negative "political influence" includes discipline, hiring practices, work habits, promotions, etc
- Culture change is needed
- Current administration is attempting to operate in a business-like fashion

OM-5. Eliminate "Assistant to the Chair" and "Assistant to the Vice Chair," and transfer OPC management to an internal position
Theme 2: Financial constraints have impacted nearly every DRPA activity and function

- Prior to the 2008 fare increase, only the most critical and safety/security-sensitive projects and positions were able to be funded

OM-2. Fill vacant positions in a timely manner. Build core competencies around the strategic plan.

PA-5. Improve the PATCO office and work areas to improve PATCO integration and communication.

PA-10. Review the need to rebuild the entire fleet at one time.
Theme 3: The DRPA has significantly reduced the size of its workforce over prior years

- Executive-led decisions to “right-size” the organization
- Reductions reflective of financial means, as well

EN-1. The Engineering Department should a) add staff, b) implement “IPM,” and c) outsource more

IT-1. Add additional business analysts focused on increasing Authority effectiveness and efficiency
Theme 4: DRPA has centralized and consolidated some support functions

- There are pros and cons to centralization
- Additional centralization is not advisable

OM-4. Clarify roles and responsibilities of every unit’s mission and function

OM-5. Implement new organizational structure

PA-4. Thoroughly vet the PATCO – DRPA working relationships, and ensure that on-site PATCO needs are met, such as in the HR area
* Also serves as PATCO Board of Directors
Theme 5: DRPA faces decisions related to increasing staff vs. expanding outsourcing

- Must address major project delivery backlog
- There are outsourcing questions in several other areas

FM-1. Institute a centralized fleet management function based on best practices
FM-2. Outsource the fleet maintenance function to a vendor
PS-1. Retain a fully operational police force within DRPA
Theme 6: The Authority's vision for PATCO operations requires improved articulation and communication

- Some friction and lack of clarity continues among PATCO, DRPA HQ, and various elements of bridge operations

OM-1. PATCO needs a relatively high degree of autonomy in its operations. Formalize policies & procedures outlining them

PA-1. Prepare a 'strategic plan' delineating future PATCO initiatives
Theme 7: DRPA organizational units’ access to MIS tools is insufficient

- There are examples throughout DRPA / PATCO where information systems needs exceed IT’s ability to provide them

FM-5. Technicians should have Internet access to maintenance data, hand-held devices, vendor CD/DVDs, etc

FM-8. Fully implement the MaintStar system

RM-4. Install a Risk Management Information System for risk assessment, control, and financing
Theme 8: DRPA pay policies and performance review program are not accomplishing intended results

- Employees see little linkage between performance, pay and promotion

HR-3 Accelerate the revision of the performance review system

HR-4 Provide a pay increase to restore the 10% pay gap between supervisors and rank-and-file positions

PA-8 PATCO should develop periodic operating and financial performance measures
Follow Through

- The December 2001 Management Audit had no systematic follow through
- The current Management Audit should be transparent, communicated, acted upon, and tracked in terms of implementation and results
Committee Members
John Estey, Cmte. Chair
John Dougherty
Charles Fentress
Albert F. Frattali (absent)
E. Frank DiAntonio
Robin Wiessmann (via phone)

Officers & Chiefs
J. Matheussen, CEO
R. Box, PATCO General Manager
R. Brown, General Counsel &
Corporate Secretary
R. Gross, Deputy CEO
J. Hanson, CFO
T. Brown, CAO
T. Pulte, COO
M. Venuto, Acting Chief Engineer

Commissioners
Jeffrey Nash
John Lisko (Robert McCord)
Robert Teplitz (Jack Wagner)
Richard Sweeney
Rick Taylor (absent)
Tamarisk Jones
Denise Y. Mason
Maria Quinones-Sanchez (absent)

Counsel
C. Gibson, Archer & Greiner, NJ Counsel
A. Kessler, Duane Morris, PA Counsel
S. Kosta, Duane Morris, PA Counsel

Others:
M. Tully, Gov. Authorities Unit
C. Blakshear, webcasting
E. McBride
A. Alston
C. Hrinkevich
P. Nissen
K. Whelan
B. Bisgaier
J. Korunow
C. Jandoli
R. Remington
J. Freedman

DRPA Staff (Con’t.)
C. Spicer, PATCO Assistant General Manager
S. Suder, Manager, Purchasing
J. White, Director of Finance
D. Whiton, Administrative Coordinator
M. Williams, Graphic Design

DRPA Staff
V. Bradford, Director BFB
F. DiCicco, Administrative Coordinator
A. DuVall, Executive Assistant to CEO
J. Egan, Project Manager, Special Projects
G. Faber, Assistant General Counsel
K. Imperatore, Director of Fare Collection
K. Jacobson, Assistant General Counsel
E. Kasuba, Director of Corporate Communications
L. Kmiec, Assistant General Counsel
H. Korsen, Manager, Contract Administration
K. LaMarca, Director IS
M. Lopez, Manager Gov. Relations
C. Maroney, Manager, Special Projects
P. McBride, Director, Transit Services
D. McClintock, Police Chief, Public Safety
S. Milner, Administrative Coordinator
F. O’Brien, Cust. & Comm. Relations
R. Only, Director, Homeland Security &
Emergency Mgmt.
O. Parker, Manager, Financial & Budget Analysis
J. Quinn, Director of Revenue
W. Shanahan, Director of Gov. Rel. Grant Admin.
The Corporate Secretary announced that pursuant to the Bylaws of this Authority, public notice of this meeting of the DRPA Operations and Maintenance Committee has been given by posting in the lobby at One Port Center, and issuing proper notice to the press and news media.

Chairman Estey called the meeting to order and asked that the Corporate Secretary call the roll. The Corporate Secretary then called the roll for the Committee and announced that there is a quorum.

**Item 1 – Philadelphia Veterans’ Multi-Service Center and Veterans’ Administration**

Tim Pulte, Chief Operating Officer, requested the Board’s approval to negotiate an agreement with Philadelphia Veterans’ Multi-Service Center and Veterans’ Administration for limited parking rights along North Marginal Road (adjacent to the BFB). The parking rights have been moved from the South Marginal Road due to the South parcel is now being developed for a hotel, retail, etc. The agreement will allow for reserved spaces for 17 cars instead of 32 spaces.

On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

**DRPA -10-xxx Philadelphia Veterans’ Multi-Service Center and Veterans’ Administration**

There being no further business, the meeting was adjourned.

Respectfully submitted,

Frank DiCicco
Committee Chair

/sm
SUMMARY STATEMENT

ITEM NO. SUBJEC'T: Philadelphia Veterans' Multi-Service Center and Veterans' Administration

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: December 1, 2010

BOARD ACTION DATE: January 5, 2011

PROPOSAL: That the Board of Commissioners of the Delaware River Port Authority, authorize DRPA to enter into an agreement with Philadelphia Veterans’ Multi-Service Center (PVMSC) and the Veterans’ Administration, granting limited parking rights along North Marginal Road (adjacent to the BFB).

PURPOSE: To enter into an agreement with Philadelphia Veterans Multi-Service Center and the Veterans Administration granting limited parking rights along North Marginal Road.”

BACKGROUND: For the last 3 years, DRPA has allowed the Philadelphia Veterans Multi-Service Center employees and employees of the Veterans Administration, limited parking rights along South Marginal Road, (adjacent to the Ben Franklin Bridge). There were 32 parking spaces and each staff member has been given a placard, which helps the DRPA to identify those individuals entitled to parking.

Currently, the plan is to relocate the employees of PVMSC and the Veterans Administration to the North side of North Marginal Road, allowing for reserved spaces for 17 cars. This move is predicated as the South parcel is now being developed for a hotel, retail, etc. and as a result, PVMSC parking will be moved.

The PVMSC holds the DRPA harmless and the centers insurance polices are current. Hours for the centers parking are Monday – Friday 8 a.m. to 6 p.m. The operational hours will allow for St. Augustine’s Church and the area neighbors’ parking after 6 p.m. on weekdays and no restrictions on weekends.

SUMMARY: Amount: N/A
Source of Funds: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: N/A
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority, authorize DRPA to enter into an agreement with Philadelphia Veterans’ Multi-Service Center and the Veterans’ Administration, granting limited parking rights along North Marginal Road (adjacent to the BFB).

SUMMARY:

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Item 1  Renewal of DRPA Pollution Legal Liability Policy

Item 2  Philadelphia Cruise Terminal Lease Agreement Between the DRPA and Philadelphia Authority for Industrial Development
Report of December Committee Meeting  
Executive Committee  
DELAWARE RIVER PORT AUTHORITY  
One Port Center  
Camden, NJ 08101  
December 1, 2010

Committee Members  
John Estey (*Cmte Chair*)  
Robert G. Bogle  
Frank DiCicco  
John Lisko (Robert McCord)  
Jeffrey Nash  
Rick Taylor (absent)  
E. Frank DiAntonio  
Tamarisk Jones  

Commissioners  
John Dougherty  
Robert Teplitz (Jack Wagner)  
Charles Fentress  
Albert F. Frattali (absent)  
Richard Sweeney  
Robin Weissmann (via phone)  
Maria Quinones-Sanchez (absent)  

Counsel  
C. Gibson, Archer & Greiner, NJ Counsel  
A. Kessler, Duane Morris, PA Counsel  
S. Kosta, Duane Morris, PA Counsel  

Others:  
M. Tully, Gov. Authorities Unit  
C. Blackshear, webcasting  
E. McBride  
E. Hanlon  
A. Alston  
C. Hrinkevich  
P. Nissen  
K. Whelan  
B. Bisgaier  
J. Korunow  
C. Jandoli  
R. Remington  
J. Freedman  

DRPA Staff  
V. Bradford, Director BFB  
F. DiCicco, Administrative Coordinator  
A. DuVall, Executive Assistant to CEO  
J. Egan, Project Manager, Special Projects  
G. Faber, Assistant General Counsel  
K. Imperatore, Director of Fare Collection  
K. Jacobson, Assistant General Counsel  
E. Kasuba, Director of Corporate Communications  
L. Kmiec, Assistant General Counsel  
H. Korsen, Manager, Contract Administration  
K. LaMarca, Director IS  
M. Lopez, Manager, Government Relations  
J. Lotierzo, Sr. Accountant, Finance  
C. Maroney, Manager Special Projects  
P. McBride, Director, Transit Services  
D. McClinton, Police Chief, Public Safety  
S. Milner, Administrative Coordinator  
F. O’Brien, Manager, Customer & Com. Relations  

DRPA Staff (Con’t.)  
R. Only, Director Homeland Security & Emer MANAGEMENT  
O. Parker, Manager, Financial & Budget Analysis  
J. Quinn, Director of Revenue  
W. Shanahan, Director Gov. Rel. & Grant Admin.  
C. Spicer, PATCO Assistant General Manager  
M. Weikel, Administrative Coordinator  
J. White, Director of Finance  
D. Whiton, Administrative Coordinator  
M. Williams, Graphic Design
The Corporate Secretary announced that pursuant to the Bylaws of this Authority, public notice of this meeting of the Executive Committee has been given by posting in the lobby at One Port Center, and issuing proper notice to the press and news media. The Corporate Secretary then called the roll and announced that there was a quorum. Chairman Estey, presided and called the meeting to order.

**Item 1 – Renewal of DRPA Pollution Legal Liability Policy**
Toni Brown, Chief Administrative Officer, requested the Board to adopt a Resolution authorizing staff to negotiate the renewal of the Pollution Legal Liability Insurance policy that is due to expire on March 26, 2011. Staff seeks to renew this Pollution Legal Liability Insurance coverage on March 26, 2011 for a five (5) year policy term. Staff recommends that DRPA maintain similar terms and conditions on the renewal program as exhibited on the policy that will expire on March 26, 2011.

On Motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

```
DRPA-10-xxx Renewal of DRPA Pollution Legal Liability Policy
```

**Item 2 – Philadelphia Cruise Terminal Lease Agreement Between the DRPA and Philadelphia Authority for Industrial Development**
Tim Pulte, Chief Operating Officer, requested the Board to adopt a Resolution authorizing staff to negotiate a termination of the Cruise Terminal and parking lot effective December 31, 2010, with the right to remain in the terminal rent free (except operating expenses) to accommodate booked event through June 30, 2011.

On Motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

```
DRPA-10-xxx Philadelphia Cruise Terminal Lease Agreement Between the DRPA and Philadelphia Authority for Industrial Development
```

There being no further business, the meeting was adjourned.

Respectfully submitted,

John Estey,
Committee Chair

/sm
SUMMARY STATEMENT

ITEM NO.                SUBJECT: Renewal of DRPA Pollution Legal Liability Policy

COMMITTEE: Executive

COMMITTEE MEETING DATE: December 1, 2010

BOARD ACTION DATE: January 5, 2011

PROPOSAL: That the Board authorize staff to negotiate the renewal of the Pollution Legal Liability Insurance policy that is due to expire on March 26, 2011. Staff seeks to renew this Pollution Legal Liability coverage on March 26, 2011 for a five (5) year policy term. Staff recommends that DRPA maintain similar terms and conditions for the renewal program as currently written on the policy that will expire on March 26, 2011.

PURPOSE: The policy will provide continued coverage for potential environmental personal injury, legal indemnification, and remediation claims, that may arise from the lifting of deed restrictions for residential use of the former RCA properties (Building #17 - The Victor Lofts Building (formerly the historic “Nipper” Building), and Building #8 (The Radio Lofts Building).

BACKGROUND: In the deed executed by Martin Marietta Corporation (predecessor to Lockheed Martin) on November 30, 1993, there was a restriction that prohibited the use of the Nipper and Radio Loft Buildings for residential purposes. Lockheed Martin agreed to remove the restriction provided it remained in full force and effect as to the basement and first floor, and provided that Lockheed Martin was protected from any future claims arising out of any development of either building for residential purposes. The DRPA and others agreed to indemnify and hold Lockheed Martin harmless from any such claims.

On May 23, 2001, the DRPA entered into an agreement with Lockheed Martin Corporation, the City of Camden Redevelopment Agency (CCRA), and Cooper’s Ferry Development Association (CFDA), to redevelop the Nipper and Radio Loft Buildings into residential apartment complexes, with related commercial and retail uses.
DRPA assumed the responsibility for securing insurance coverage as required by the Lockheed agreement. At the time the agreement was executed, there were ongoing environmental remediation activities being conducted by Dranoff Properties, Inc., and its assignee, Victor Associates, L.P. Upon the issuance of No Further Action letters from the NJ Department of Environment Protection relative to these activities, the DRPA undertook the sole financial responsibility to maintain the policy and conduct further required work in order to maintain NJDEP standards and requirements.

The redevelopment work on Building #17 (now known as the Victor Apartments) is complete. However, Building #8 (planned Radio Lofts Building) has not been renovated at this time. As of November 8, 2010, the incumbent carrier (Chartis Insurance Company) has paid $193,263 to the DRPA as partial indemnification for incurred clean-up costs.

While the time period for the DRPA to maintain the required coverage under the Lockheed Martin Agreement will expire on March 26, 2011, the DRPA’s indemnification obligations for personal injury claims arising out of environmental conditions, as well as remediation costs incurred as a result of newly discovered environmental concerns continue in perpetuity. For that reason, in addition to seeking pricing for five-year policy terms, we will seek pricing for 10-year policy terms.

There are a limited number of insurance carriers that can offer the broad pollution legal liability coverage required by DRPA. The Graham Company’s marketing efforts have focused on carriers with a proven track record for managing complicated environmental claims, a strong A.M. Best financial rating, and the ability to provide the DRPA’s contractually-required coverages.

To date, The Graham Company has received the following “bindable” renewal quotation:

Chartis - $227,805*

* (We are still negotiating the coverage terms, conditions, and endorsements)
The "bindable" renewal quotation from Chartis ($227,805) presumes a five-year term, includes optional terrorism coverage, which The Graham Company recommends, provides a $50,000 sublimit for Microbial/Legionella (mold) claims for Building #8 and provides a $20 annual aggregate million limit.

However, since 10 years have passed from the date the expiring Pollution Legal Liability policy was first issued by Chartis to DRPA, there have been a number of changes to the coverage that will be provided under the policy. As of December 22, 2010, Chartis has made the following notable changes to the renewal:

- **Aggregate Deductible**: The policy will no longer include a $200,000 "cap" on our potential deductible payments. The DRPA will be responsible for a $100,000 deductible per incident, regardless of the number of incidents during the policy period.

- **Reinstatement of Limits**: In the past, if the policy limits were exhausted, the "expiring" Pollution Legal Liability policy allowed DRPA to automatically "reinstate" the limits by paying an additional premium. At this time, the "renewal" Pollution Legal Liability policy will not contain such a provision. Accordingly, in the event the limits are exhausted under the renewal policy, the ability to reinstate the policy limits will be negotiated at that time.

- **Reporting Requirements**: On the "expiring" Pollution Legal Liability policy, the obligation to report claims, or facts and circumstances that may possibly give rise to a claim, was limited to situations when DRPA General Counsel was aware of such claims, factors, or circumstances. By contrast, under the renewing policy, the obligation to report claims, or facts and circumstances that may possibly give rise to a claim, will be broadened to be the responsibility of all Responsible Insureds, not just the DRPA General Counsel. ("Responsible Insured" is defined as the manager or supervisor of the Named Insured responsible for environmental affairs, control or compliance; or any manager of the Insured Property; or any manager or supervisor responsible for the Named Insured's Covered Operations; or any officer, director, partner or member of the Named Insured.)
- **Optional Extended Reporting Period:** The “expiring” Pollution Legal Liability policy allowed DRPA to optionally extend, by 40 additional months, the last date on which we could report a claim under the policy, subject to an additional $655,102 premium. Under the “renewing” policy this Extended Reporting Period will no longer be provided. As such, DRPA will have only 90 days following the expiration of the renewing five-year policy to report a claim.

The Graham Company has also received the following non-binding indications:

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<thead>
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<tr>
<td>Ironshore</td>
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<tr>
<td>Ace</td>
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<tr>
<td>CV Starr</td>
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<tr>
<td>Chubb</td>
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</table>

The five non-binding indications, above, are subject to a number of conditions. The Graham Company is still working to finalize the terms and conditions, as well as key policy endorsements.

In addition to the five carriers identified above, three other carriers (XL America, Navigators Insurance Group, and Liberty Mutual) are still reviewing the DRPA’s application and assessing their level of interest. Two carriers (Great American Insurance Companies and Allied World Insurance Group) declined to provide a quote.

Staff seeks Board authorization to continue the process of marketing and negotiating the coverage for renewal on March 26, 2011, with Chartis, and with the remaining carriers that have expressed interest in our application.
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<tr>
<td>Other Parties Involved:</td>
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</table>
RESOLUTION

RESOLVED: That staff be and hereby is authorized to negotiate a five-year renewal term for the Pollution Legal Liability Insurance program for the Nipper and Victor Loft Buildings, with the incumbent carrier, Chartis Insurance, or other such carrier that may be able to better meet the Authority’s needs, as outlined in the attached Summary Statement; and be it further

RESOLVED: That the Chairman, Vice Chairman and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chairman, Vice Chairman and Chief Executive Officer and if thereafter either the Chairman, Vice Chairman is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chairman and Vice Chairman are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:

<table>
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<td>Other Parties Involved</td>
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## SUMMARY STATEMENT

**ITEM NO.**

**SUBJECT:** Philadelphia Cruise Terminal Lease Agreement between the DRPA and Philadelphia Authority for Industrial Development

**COMMITTEE:** Executive Committee

**COMMITTEE MEETING DATE:** December 1, 2010

**BOARD ACTION DATE:** January 5, 2011

**PROPOSAL:** That the DRPA Board authorize staff to negotiate a termination of the Cruise Terminal and parking lot effective December 31, 2010, with the right to remain in the terminal rent free (except operating expenses) to accommodate booked events through June 30, 2011.

**PURPOSE:** To accept the lease termination agreement of the Philadelphia Cruise Terminal offered by Philadelphia Authority Industrial Development, which includes a payment to DRPA of $250,000 from PAID.

**BACKGROUND:** The Delaware River Port Authority (DRPA) leases the Philadelphia Cruise Terminal (Building 3 in the Philadelphia Naval Business Center) in addition to Building 544, Pier 1 and the east side of Pier 2, plus the parking lot at 1241 Flagship Drive from The Philadelphia Authority for Industrial Development (PAID).

The leases currently run as follows

Cruise Terminal current terminates on March 31, 2018.
Parking Lot currently terminates on March 31, 2013.

The DRPA has reviewed the financial responsibilities of continuing leases and have resolved that in the best interest of the Authority the DRPA should agree to the lease termination offered by PAID. By doing this it will save the DRPA $2,226,728 for the remaining term of the lease and provide the opportunity for a major Business Center tenant to expand their operations thus adding employment opportunities.

**SUMMARY:**

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<td>N/A</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>N/A</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the DRPA Board authorizes staff to negotiate a termination of the Cruise Terminal and parking lot leases effective December 31, 2010, with the right to remain in the terminal rent free (except operating expenses) to accommodate booked events through June 30, 2011; and be it further

RESOLVED: That the staff is requesting that the Board consider this SS&R at the Board meeting on December 15, 2010; and be it further

RESOLVED: That the Chairman, Vice Chairman and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chairman, Vice Chairman and Chief Executive Officer and if thereafter either the Chairman or Vice Chairman is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chairman and Vice Chairman are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY: Amount: $250,000 payment to DRPA
Source of Funds: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: N/A
SUMMARY STATEMENT

ITEM NO. SUBJECT: In Kind Contribution – World Trade Center of Greater Philadelphia

COMMITTEE: Unfinished Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: January 5, 2011

PROPOSAL: That the Board of Commissioners of the Delaware River Port Authority, authorize DRPA to continue providing in kind support to the World Trade Center of Greater Philadelphia (WTC GP) substantially as shown in the attached memorandum.

PURPOSE: To continue supporting an organization that provides substantial international trade and import-export support for small and medium sized businesses in the Southeastern Pennsylvania and Southern New Jersey region.

BACKGROUND: See attached memorandum

SUMMARY: Amount: In kind support only
Source of Funds: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: 1 year
Other Parties Involved: World Trade Center of Greater Philadelphia
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority, authorize DRPA to continue providing support to the World Trade Center of Greater Philadelphia substantially as set forth in the attached Memorandum from WTC GP.

SUMMARY:

Amount: In Kind
Source of Funds: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: 1 year
Other Parties Involved: World Trade Center of Greater Philadelphia
REQUEST FOR DRPA IN-KIND ASSISTANCE

Executive Summary

The World Trade Center of Greater Philadelphia (WTCGP) was created by the Delaware River Port Authority (DRPA) as an expansion and evolution of that organization's export development function. The WTCGP was spun off as a completely independent 501(c)(3) non-profit organization in 2004, but has continued to receive DRPA support, primarily through the provision of in-kind services for graphic design and printing.

In July of this year, the federal Economic Development Administration (EDA) awarded the WTCGP a $1 million, three-year grant to provide technical services to specific industry sectors in southeastern Pennsylvania and southern New Jersey. This grant is a 50% matching award, requiring the WTCGP to secure an additional $1 million in funding (in the form of cash and in-kind) from other providers. In the original grant application, the WTCGP asserted that it would staff a New Jersey office at One Port Center with the assumption that the DRPA would provide office space, equipment, ancillary building services, design and printing as in-kind contributions. This assertion was based upon precedent and a statement of support from the DRPA. (See Attachment A)

The WTCGP seeks reaffirmation of the DRPA’s commitment to this program with the provision of office space for a single WTCGP staff person, and continued design and printing services.

The World Trade Center of Greater Philadelphia

The World Trade Center of Greater Philadelphia is the region’s leading international trade development organization with the mission of providing a world-class portfolio of trade services and key global connections to help the region’s companies succeed in global markets, expanding the economic growth of the region as a whole.

Pennsylvania and New Jersey companies need technical assistance and counsel in exporting their products or services overseas. The WTCGP serves the five counties of southeastern Pennsylvania and the eight counties of southern New Jersey (Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Ocean and Salem). In any given year, the WTCGP works with over 300 companies in these counties.

The WTCGP has an experienced and professional trade services staff to provide counseling, market research, trade missions and matchmaking opportunities to these companies. The WTCGP is one of a network of 326 World Trade Centers
(WTCs) in 93 countries with a combined outreach to 750,000 members. Through reciprocity with these WTCs and other relationships, the WTCGP assists companies to find overseas potential buyers. Since 2002, the WTCGP has helped hundreds of Pennsylvania and New Jersey companies attain over $424 million in incremental exports—creating nearly 5,500 new jobs.

**EDA Grant**

The World Trade Center of Greater Philadelphia (WTCGP) has been awarded a three year, $1 million grant from the U.S. Economic Development Administration (EDA) to develop and implement an industry sector targeted economic development program to promote the growth of international business for southeastern Pennsylvania and southern New Jersey companies. This program will build upon the successes of past WTCGP initiatives and will focus on four specific industry sectors identified as having the greatest potential for future job creation in the greater Philadelphia area: energy and environment, high tech and nanotechnology, biotech and life sciences, and education and knowledge.

The WTCGP will perform the following work under this grant:
- Conduct market research to identify companies within industry sectors and assess their international business potential.
- Meet with new clients and prepare export readiness assessments.
- Counsel companies in identifying foreign market opportunities and establish market entry strategies.
- Assist companies to identify international business partners and visiting foreign markets to interview and qualify those potential partners.

The performance measures committed under the grant are:
- New companies to be assisted: 150
- Seminars / Conferences: 6
- Trade Missions: 4
- Incremental export sales: $100 million

The grant is a 50% matching award such that the WTCGP must secure an additional $1 million of either internal or external funding. Of this amount, $300,000 was budgeted to come from in-kind contributors, including the DRPA. The DRPA contribution was to include office space and ancillary building services for one person, office equipment, and marketing materials design and printing.

In recent years, the lion-share of the WTCGP’s public funding has come from the Commonwealth of Pennsylvania. Resources to fund outreach into New Jersey have been constrained; the most salient value of this federal award is that greater assistance can be provided to New Jersey companies, significantly expanding the impact of the WTCGP’s programs.
History of the DRPA & WTCGP Relationship

The World Trade Centers Association (WTCA) is the New York-based licensing authority that licenses individual world trade centers (WTCs). The WTCA was established in 1970 to facilitate international trade by bringing together exporters, importers and service providers. It was created in conjunction with the construction of the World Trade Center buildings in New York, with the premise to support the establishment and successful operation of individual World Trade Centers as part of a worldwide alliance, to foster stability, peace, world trade and development, leading to economic growth. The WTCA is a not-for-profit and non-political association. In 1988, the WTCA granted a license for the greater Philadelphia area to Waterfront Renaissance Associates (WRA), a real estate development group.

In 2001, the DRPA and WRA entered into an agreement under which the WTC license was transferred to the DRPA in exchange for loan guarantees and investment in a Greater Philadelphia World Trade Center to be built on property owned by WRA at Columbus Boulevard and Callowhill Street. Under this agreement, and independent of the real estate development, the DRPA was to use the World Trade Center license to complement existing services being offered by its Export Development department.

In late 2002, the DRPA created the World Trade Center of Greater Philadelphia (WTCGP) as a 501(c)(3) non-profit to act as the operating entity for the provision of trade services to area small and medium sized businesses. Beginning in 2003, all operating costs (principally personnel costs) of the Export Development Department became in-kind contributions to the non-profit.

In May 2004, the WTCGP was largely separated from DRPA operations through the transfer or termination of DRPA’s employees working for the WTCGP. The non-profit continued to be housed in offices at One Port Center and received in-kind assistance in the way of office space, office equipment, legal advice, design services, postage, and printing. In addition, the DRPA provided a cash grant to fund general operations.

In early 2007, the WTCGP moved its offices into leased space in Center City Philadelphia. From this juncture, the DRPA’s in-kind contributions to the organization have been limited to design services and printing. However, the DRPA has continued to provide sponsorships for specific events, most notably the WTCGP’s annual State of the Port Luncheon and WTC Day Dinner. Attachment B provides a year-by-year history of the DRPA’s contributions to the WTCGP.
Two members of DRPA management, John Matheussen and Richard Brown, continue as members of board of the WTCGP. Mr. Brown serves as Corporate Secretary.

Value of the Investment

The WTCGP’s successful fulfillment of its mission is an engine for economic development. As companies grow through exports or otherwise, they add jobs. The WTCGP very carefully documents its impact by surveying its client companies to ascertain the dollar value of exports incrementally attributable to the organization's assistance through counseling, research, connections and trade missions. For the period of 2002 through 2009, this documentation shows that the WTCGP's clients grew export sales by $424 million through the support of the organization.

The EDA grant (with support of matching providers) will allow the WTCGP to target the region's key growth industries (on both sides of the river) to dramatically expand the number of companies being helped. This specific program, independent of all other existing WTCGP programs, is expected to generate a minimum of $100 million in additional exports from the region.
JUN 18 2010

Ms. Linda Mysliwy Conlin
President
World Trade Center of Greater Philadelphia
1500 JFK Boulevard – Suite 305
Philadelphia, PA 19102

Dear Ms. Conlin:

I am pleased to inform you that the Department of Commerce's Economic Development Administration (EDA) has approved your application for a $1,000,000 EDA investment to provide counseling and market research services to increase exports in energy and technology sectors under EDA; Economic Adjustment Assistance Program.

Enclosed are three signed copies of the Financial Assistance Award. Your agreement to the terms and conditions of the award should be indicated by the signature of your principal official on each of the signed copies of the Financial Assistance Award. Two of the executed copies should be returned to Willie Taylor, Regional Director, Philadelphia Regional Office, Economic Development Administration, The Curtis Center, Suite 140 South, 601 Walnut Street, Philadelphia, Pennsylvania 19106-3323. If not signed and returned within 30 days of receipt, EDA may declare the Award null and void.

Please do not make any commitments in reliance on this award until you have carefully reviewed and accepted the terms and conditions. Any commitments entered into prior to obtaining the approval of EDA in accordance with its regulations and requirements will be at your own risk.

EDA's mission is to lead the federal economic development agenda by promoting innovation and competitiveness, preparing American regions for growth and success in the worldwide economy. EDA implements this mission by making strategic investments in the nation's most economically distressed communities that encourage private sector collaboration and creation of higher-skill, higher wage jobs. EDA investments are results driven, embracing the principles of technological innovation, entrepreneurship and regional development.
I share your expectations regarding the impact of this investment and look forward to working with you to meet the economic development needs of your community.

Sincerely,

Willie Taylor
Regional Director

Enclosures: Form CD-450 Financial Assistance Award (3)
Department of Commerce Financial Assistance Standard Terms and Conditions
Department of Commerce Financial Assistance Special Award Conditions
EDA Standard Terms and Conditions – Capacity Building Programs
**FINANCIAL ASSISTANCE AWARD**

**RECIPIENT NAME**
World Trade Center of Greater Philadelphia

**AWARD NUMBER**
01-79-08877

**AWARD PERIOD**
July 1, 2010 - June 30, 2013

**STREET ADDRESS**
1500 JFK Boulevard - Suite 305

**FEDERAL SHARE OF COST**
$1,000,000

**CITY, STATE, ZIP CODE**
Philadelphia, PA 19102

**RECIPIENT SHARE OF COST**
$1,000,000

**AUTHORITY**

**TOTAL ESTIMATED COST**
$2,000,000

**CFDA NO. AND PROJECT TITLE**
11.307 Economic Adjustment Assistance - Export Development

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<td>20</td>
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<td>08877</td>
<td>01</td>
</tr>
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</table>

This Award approved by the Grants Officer is issued in triplicate and constitutes an obligation of Federal funding. By signing the three documents, the Recipient agrees to comply with the Award provisions checked below and attached. Upon acceptance by the Recipient, two signed Award documents shall be returned to the Grants Officer and the third document shall be retained by the Recipient. If not signed and returned without modification by the Recipient within 30 days of receipt, the Grants Officer may unilaterally terminate this Award.

- Department of Commerce Financial Assistance Standard Terms and Conditions (March 2008)
- Special Award Conditions
- Line Item Budget
- 15 CFR Part 14, Uniform Administrative Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals, Other Nonprofit, and Commercial Organizations
- 15 CFR Part 24, Uniform Administrative Requirements for Grants and Agreements to State and Local Governments
- OMB Circular A-21, Cost Principles for Educational Institutions
- OMB Circular A-87, Cost Principles for State, Local, and Indian Tribal Governments
- OMB Circular A-122, Cost Principles for Nonprofit Organizations
- OMB Circular A-133, Audits of States, Local Governments, and Nonprofit Organizations
- Other(s): EDA Standard Terms & Conditions - Capacity Building Programs

**SIGNATURE OF DEPARTMENT OF COMMERCE GRANTS OFFICER**
[Signature]

**TITLE**
Regional Director

**DATE**
6/18/10

**TYPED NAME AND SIGNATURE OF AUTHORIZED RECIPIENT OFFICIAL**
[Signature]

**TITLE**
President

**DATE**
6/18/10
A. AWARD NUMBER AND PROPOSAL DESCRIPTION

This Award Number 01-79-08877 supports the work described in the Recipient's Application for Federal Assistance, entitled Export Development dated April 3, 2009, and revisions, which are incorporated into this award by reference. Where the terms of this award and proposal differ, the terms of the award shall prevail.

B. AWARD CONTACTS

1. The Recipient Contact's name, address and telephone number are:

   Linda Mysliwy Conlin
   President
   World Trade Center of Greater Philadelphia
   1500 JFK Boulevard – suite 305
   Philadelphia, PA 19102

2. The Federal Program Officer is responsible for the programmatic, technical and/or scientific aspects of this award. The Federal Program Officer's name, address and telephone number are:

   Tonia R. Williams, CEcD
   Area Director
   Economic Development Administration
   Philadelphia Regional Office
   The Curtis Center, Suite 140 South
   601 Walnut Street
   Philadelphia, PA 19106
   (215) 597-7882

3. The Grants Officer is responsible for all administrative aspects of this award and is authorized to award, amend, suspend, and terminate financial assistance awards. Grants Officer's name, address, and telephone number are:

   Willie C. Taylor
   Regional Director
   Economic Development Administration
   Philadelphia Regional Office
   The Curtis Center, Suite 140 South
   601 Walnut Street
   Philadelphia, PA 19106
   (215) 597-4603
4. The Grants/Cooperative Agreement Specialist is responsible for administrative coordination and liaison with the Recipient. This individual receives appropriate material from the Federal Program Officer and/or the Recipient for administrative processing. The Grants/Cooperative Agreements Specialist's name and telephone number are:

Alma R. Plummer  
Economic Development Specialist  
Economic Development Administration  
Philadelphia Regional Office  
The Curtis Center, Suite 140 South  
601 Walnut Street  
Philadelphia, PA 19106  
(215) 597-7538  
Email: aplummer@eda.doc.gov

C. LINE ITEM BUDGET

See Economic Development Administration, Special Award Conditions, Item IV.

D. REFUND CHECKS

As a result of closure of the “Lock Box,” Refund checks must be sent directly back to EDA. Therefore, please forward any refunds to the address below:

US Department of Commerce  
Economic Development Administration  
Accounting Division, Room 7219  
1401 Constitution Avenue, N.W.  
Washington, D.C. 20230

E. PROGRAM INCOME

Program income earned during the award period shall be retained by the Recipient and shall be added to funds committed to the award and used for the purposes and under the conditions applicable to the use of the award funds.
U.S. Department of Commerce
Economic Development Administration

Special Award Conditions of Financial Assistance Award
for Planning Grants under Section 203 of the
Public Works and Economic Development Act of 1965, as amended by the
Economic Development Administration Reform Act of 2004 (P.L. 108-373)

Award Number: 01-79-08877

Recipient: World Trade Center of Greater Philadelphia

Address: 1500 JFK Boulevard – Suite 305
Philadelphia, PA 19102

I. This award will extend from July 1, 2010 to June 30, 2013

AWARD DISBURSEMENTS: EDA will make award payments, which will follow the
schedule in item III. This will require submission of SF-270 (Request for
Advancement/Reimbursement). Please contact your EDA project officer for procedural
guidance should you have any questions.

II. Total allowable costs will be determined at the conclusion of the award period.

III. The following reports are due on the dates indicated:

The Progress Reports

A. Interim Report January 31, 2010
B. Interim Report July 31, 2011
C. Midpoint Progress Report January 31, 2011
D. Interim Report July 31, 2012
F. Final Progress Report July 31, 2013
G. Financial Reporting: Financial Status Report (SF-425) according to the schedule
below:

<table>
<thead>
<tr>
<th>Period</th>
<th>Due Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1, 2010 to December 31, 2010</td>
<td>January 31, 2010</td>
</tr>
<tr>
<td>January 1, 2010 to June 30, 2011</td>
<td>July 31, 2011</td>
</tr>
<tr>
<td>July 1, 2011 to December 31, 2011</td>
<td>January 31, 2011</td>
</tr>
<tr>
<td>January 1, 2013 to June 30, 2013</td>
<td>July 31, 2013</td>
</tr>
</tbody>
</table>

H. Government Performance and Results Act (GPRA) of 1993 report (3, 6 and 9 years)

    July 30, 2016, 2019 and 2021
Note: Advances shall be made for periods not to exceed one quarter (three months) rather than for six month periods as has been past practice. The second semi-annual financial report should include all expenses charged to the award. The Recipient, however, may elect to submit a separate final financial report for the entire award period no later than 90 days after the expiration of the award period.

EDA will close the award on the basis of the final financial report. EDA may, however, revise the eligible project costs based upon the audit report, if required under the Standard Terms and Conditions.

F. Submissions

All reports related to this project are to be submitted to the Federal Program Officer:

Tonia R. Williams, CECd
Area Director
Economic Development Administration
Philadelphia Regional Office
The Curtis Center, Suite 140 South
601 Walnut Street
Philadelphia, PA 19106
(215) 597-7882

In addition, the Recipient will submit a copy of the Midpoint Progress Report and the Final Progress Report to the appropriate EDA Economic Development Representative.

IV. Budget:

A. Under the terms of the Award the approved budget is:

<table>
<thead>
<tr>
<th>Item</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal Cash Contribution</td>
<td>$1,000,000</td>
</tr>
<tr>
<td>Recipient Contribution</td>
<td>$1,000,000</td>
</tr>
<tr>
<td>Total</td>
<td>$2,000,000</td>
</tr>
</tbody>
</table>

B. Budget Categories

1. Personnel $1,294,616
2. Fringe Benefits $212,181
3. Travel $161,785
4. Equipment --
5. Supplies $70,600
6. Contractual $160,818
7. Other $100,000
8. Total Direct Charges $2,000,000

9. Indirect Charges --

Grand Total $2,000,000
V. See the attached Scope of Work (Exhibit A), Authorized Staff Positions (Exhibit B), and Performance Measures (Exhibit C).

VI. LOCAL SHARE: The Recipient agrees to provide the Recipient's contribution for eligible project expenses in proportion to the Federal share requested for such project expenses. The Recipient also certifies that, in accepting the Financial Assistance Award, the non-federal share of the project costs is committed and is available as needed for the project and that the non-federal share is from sources which can be used as match for the project.

VII. PERFORMANCE MEASURES: The Recipient agrees to report on program performance and Project outcomes in such form and at such intervals as may be prescribed by EDA in compliance with the Government Performance and Results Act of 1993. The performance measures that presently apply to the Project are enclosed (see Exhibit C).

VIII. FEDERAL SHARE OF PROJECT COSTS: The EDA participation in total eligible project costs will be limited to the EDA grant amount or the EDA share of total allowable project costs based on the area's grant rate eligibility at the time of award, whichever is less.

IX. PRIOR TO FIRST DISBURSEMENT: The Recipient will submit to EDA an indirect cost rate plan and an indirect cost rate. The submission needs to meet federal guidelines including a certification of an Auditor and a federal cognizant agency acceptance letter.

X. REAFFIRMATION OF APPLICATION: Recipient(s) acknowledges that Recipient’s application for this Award may have been submitted to the Government and signed by Recipient(s), or by an authorized representative of Recipient, electronically. Regardless of the means by which Recipient(s) submitted its application to the Government or whether Recipient or an authorized representative of Recipient submitted its application to the Government, Recipient(s) hereby reaffirms and states that a.) all data in said application and documents submitted with the application are true and correct as of the date of this Award and were true and correct as of the date of said submission, b) said application was as of the date of this Award and as of the date of said application duly authorized as required by local law by the governing body of the Recipient(s) and c.) Recipient(s) confirms that it will comply with the Assurances and Certifications submitted with or attached to said application. The term application includes all documentation and any information provided to the Government as part of, and in furtherance to, the request for funding, including submissions made in response to information requested by the Government after submission of the initial application.

XI. INDIVIDUAL BACKGROUND SCREENINGS: Notwithstanding the requirements pertaining to Individual Background Screenings set forth in Section H of the attached Exhibit “A”, Standard Terms and Conditions for Construction Project, Individual Background Screenings will be conducted in accordance with the updated guidance contained in Chapter 211 (February 2010) of the DOC Grants and Cooperative Agreements Interim Manual. This guidance may be viewed on line at http://oamweb.osec.doc.gov/docs/RevisedChapter21020210.pdf. To the extent of conflict between said updated guidance and said Section H, the terms of said updated guidance shall control.
XII. RECIPIENT’S DUTY TO REFRAIN FROM EMPLOYING CERTAIN GOVERNMENT EMPLOYEES: For the two-year period beginning on the date the Government executes this award, the Recipient(s) agrees that it will not employ, offer any office or employment to, or retain for professional services any person who, on the date the Government executes this award or within the one-year period ending on that date:

(i) Served as an officer, attorney, agent, or employee of the Government; and

(ii) Occupied a position or engaged in activities that the Assistant Secretary determines involved discretion with respect to the award of Investment Assistance under PWEDA.

The two-year period and associated restrictions referenced above also shall apply beginning on the date the Government executes any cost amendment to this award that provides additional funds to the Recipient(s).
Exhibit A

Scope of Work

The World Trade Center of Greater Philadelphia will provide counseling and market research services to increase exports in energy and technology sectors critical to the growth of the region. The investment will support the World Trade Center in developing international trade opportunities for energy and technology clusters programs, which will provide technical assistance to smaller companies in the Greater Philadelphia area to promote the growth of exporting. EDA will receive a series of outcome reports within the 3-year investment.

1) Identify 150 highest potential company candidates
2) Staff & equip the Camden Office for outreach to NJ companies
3) Regional conferences for networking; identify series of national & international partners
4) Host education seminars
5) Multi-trade missions
6) Provide counseling & access to resources for companies
Exhibit B
<table>
<thead>
<tr>
<th>TITLE</th>
<th>ANNUAL SALARY (YEAR 1)</th>
<th>ANNUAL SALARY (YEAR 2)</th>
<th>ANNUAL SALARY (YEAR 3)</th>
<th>A TOTAL SALARIES</th>
<th>B Time to EDA Grant (%)</th>
<th>C Salary to EDA Grant</th>
<th>D FEDERAL CASH</th>
<th>E GRANTEE SHARE</th>
<th>F TOTAL SALARY</th>
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</thead>
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<tr>
<td>Project Leader</td>
<td>145,600</td>
<td>144,968</td>
<td>154,467</td>
<td>450,035</td>
<td>62%</td>
<td>279,023</td>
<td>139,511</td>
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<td>84,000</td>
<td>86,520</td>
<td>89,116</td>
<td>259,636</td>
<td>25</td>
<td>64,909</td>
<td>32,454</td>
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<td>Trade Spec. PA #2</td>
<td>84,000</td>
<td>86,520</td>
<td>89,116</td>
<td>259,636</td>
<td>25</td>
<td>64,909</td>
<td>32,454</td>
<td>32,454</td>
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<tr>
<td>Trade Spec PA/NJ #3</td>
<td>82,096</td>
<td>84,559</td>
<td>87,696</td>
<td>253,751</td>
<td>75</td>
<td>190,313</td>
<td>95,156</td>
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<td>Trade Spec. NJ #4</td>
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<td>77,205</td>
<td>79,521</td>
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<td>100</td>
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<td>115,841</td>
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<td>51,912</td>
<td>53,469</td>
<td>155,781</td>
<td>100</td>
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<td>521,052</td>
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<td>552,784</td>
<td>1,610,520</td>
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<td>986,616</td>
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</table>
Exhibit C

**Performance Measures**

Performance will be measured via the following:

<table>
<thead>
<tr>
<th>Category</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Companies assisted</td>
<td>150</td>
</tr>
<tr>
<td>Seminars/Conferences</td>
<td>6</td>
</tr>
<tr>
<td>Trade Missions</td>
<td>4</td>
</tr>
<tr>
<td>Incremental Export Sales ($million)</td>
<td>100</td>
</tr>
</tbody>
</table>
February 26, 2010

Mr. Willie C. Taylor
Regional Director
Economic Development Administration
United States Department of Commerce
The Curtis Center - Suite 140 South
501 Walnut Street
Philadelphia, PA 19106

Dear Mr. Taylor:

I am writing this letter in support of the World Trade Center of Greater Philadelphia’s (WTCGP) September 2009 Grant Proposal to EDA entitled “Job Creation Through Export Development: Innovative Manufacturing and Service Companies in Southeastern Pennsylvania and South New Jersey.”

Since the establishment of the WTCGP in 2002, The Delaware River Port Authority (DRPA) has shared a long and productive history with the organization. Originally part of the DRPA’s Department for Export Development, and housed in the DRPA offices at One Port Center in Camden, N.J., the WTCGP became a separate and independent entity in 2004, relocating three years later to its present location in Philadelphia. The DRPA remains a key partner and supporter of the organization, providing a satellite office to the WTCGP in its Camden offices which is consistent with the WTCGP’s mission of serving the Greater Philadelphia Region.

The DRPA provides in-kind assistance to the WTCGP by providing office and conference space, access to computers, copiers and other equipment, as well as graphic design services, printing, promotional, and venue support for seminars. This in-kind support from DRPA is valued at approximately $100,000 annually. Should the WTCGP be successful with its application for EDA funding, we fully support a greater presence for the WTCGP at our Camden, N.J., headquarters and, through this satellite office location, the important expansion of trade assistance services to the many small and medium-sized businesses in Southern New Jersey.

With its focus on leading technology and other sectors such energy and environment, high tech and nanotechnology, biotech and life science, and education and knowledge, the WTCGP’s proposed “Innovative Manufacturing and Services Export Program” provides a welcome platform...
for innovative technology companies and educational institutions in New Jersey and Pennsylvania to collaborate to advance economic growth, jobs, and the global competitiveness of the region as a whole.

I appreciate your consideration of this funding request by the World Trade Center of Greater Philadelphia.

Yours Truly,

[Signature]

John J. Matheussen, CEO
Delaware River Port Authority/
President of PATCO

cc: Linda Conlin
    President
    WTCGP (an original with signature)
SUMMARY STATEMENT

ITEM NO.    SUBJECT: In Kind Contribution – World Trade Center of Greater Philadelphia

COMMITTEE: Unfinished Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: January 5, 2011

PROPOSAL: That the Board of Commissioners of the Delaware River Port Authority, authorize DRPA to continue providing in kind support to the World Trade Center of Greater Philadelphia (WTC GP) substantially as shown in the attached memorandum.

PURPOSE: To continue supporting an organization that provides substantial international trade and import-export support for small and medium sized businesses in the Southeastern Pennsylvania and Southern New Jersey region.

BACKGROUND: See attached memorandum

SUMMARY: Amount: In kind support only
Source of Funds: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: 1 year
Other Parties Involved: World Trade Center of Greater Philadelphia
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority, authorize DRPA to continue providing support to the World Trade Center of Greater Philadelphia substantially as set forth in the attached Memorandum from WTC GP.

SUMMARY:

Amount: In Kind
Source of Funds: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: 1 year
Other Parties Involved: World Trade Center of Greater Philadelphia
1. Roll Call

2. Approval of December Minutes – December 1, 2010 (previously mailed)

3. New Business

   PATCO-11-001  Consideration of Pending PATCO Contracts (between $25,000 and $100,000)

4. Adjournment

*No Attachment*
SUMMARY STATEMENT

ITEM NO.               SUBJECT: Consideration of Pending PATCO Contracts (Between $25,000 and $100,000)

COMMITTEE:                     New Business

COMMITTEE MEETING DATE:        N/A

BOARD ACTION DATE:             January 5, 2011

PROPOSAL: That the Board consider authorizing staff to enter into contracts as shown on the Attachment to this Resolution.

PURPOSE: To permit staff to continue and maintain PATCO operations in a safe and orderly manner.

BACKGROUND: At the Meeting held August 18, 2010 the PATCO Commission adopted Resolution 10-046 providing that all PATCO contracts must be adopted at an open meeting of the PATCO Board. The Board proposed modifications to that Resolution at its meeting of September 15, 2010; specifically that all contracts between $25,000 and $100,000 be brought to the Board for approval. The contracts are listed on the Attachment hereto with the understanding that the Board may be willing to consider all of these contracts at one time, but if any member of the Board wishes to remove any one or more items from the list for separate consideration, each member will have that privilege.

SUMMARY: Amount: N/A
Source of Funds: N/A
Capital Project #: N/A
Operating Budget: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: N/A
PATCO-10-001
New Business: January 5, 2011
Board Date: January 5, 2011
Consideration of Pending PATCO Contracts
(Between $25,000 and $100,000)

RESOLUTION

RESOLVED: That the Board authorizes and directs that subject to approval by counsel and the Chief Executive Officer, staff proceed to negotiate and enter into the contracts listed on the Attachment hereto.

SUMMARY:

Amount: N/A
Source of Funds: N/A
Capital Project #: N/A
Operating Budget: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: N/A

OGC

5811876
<table>
<thead>
<tr>
<th>Item #</th>
<th>Vendor/Contractor</th>
<th>Description</th>
<th>Amount</th>
<th>Procurement Method</th>
<th>Bids Received</th>
<th>Bid Amounts</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Schneider Electric</td>
<td>Purchase and installation of two (2) security cameras at PATCO's Lindenwold Yard.</td>
<td>$35,847.00</td>
<td>Sole Source/GSA Contract</td>
<td>1. Schneider Electric Horsham, PA</td>
<td>$35,847.00</td>
<td>Sole Source/GSA</td>
</tr>
<tr>
<td></td>
<td>Horsham, PA</td>
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